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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No. 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE EDWIN W. PAULEY FOUNDATION		A Employer identification number 95-4332470
Number and street (or P.O. box number if mail is not delivered to street address) 1801 CENTURY PARK EAST	Room/suite 2230	B Telephone number 310-557-0008
City or town, state, and ZIP code LOS ANGELES, CA 90067		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,373,961.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	128,523.	128,523.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-15,184.			
	b Gross sales price for all assets on line 6a	1,353,950.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-116,480.	-116,480.		STATEMENT 2	
12 Total. Add lines 1 through 11	-3,141.	12,043.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	38,800.	19,400.		19,400.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	100.	50.		50.
	b Accounting fees				
	c Other professional fees				
	17 Interest	532.	532.		0.
	18 Taxes	770.	710.		60.
	19 Depreciation and depletion				
	20 Occupancy	3,543.	1,772.		1,771.
	21 Travel, conferences, and meetings	7,803.	3,901.		3,902.
	22 Printing and publications				
	23 Other expenses	47,637.	36,675.		10,962.
	24 Total operating and administrative expenses. Add lines 13 through 23	99,185.	63,040.		36,145.
	25 Contributions, gifts, grants paid	457,600.			254,600.
26 Total expenses and disbursements. Add lines 24 and 25	556,785.	63,040.		290,745.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-559,926.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions

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Form **990-PF** (2012)

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2012.04000 THE EDWIN W. PAULEY FOUNDAT L1098__1

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SCANNED SEP 25 2013

Part II Balance Sheets

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	22,803.	7,389.	7,389.
	2	Savings and temporary cash investments	555,682.	220,177.	220,177.
	3	Accounts receivable ▶ 7,182.			
		Less: allowance for doubtful accounts ▶		7,182.	7,182.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 6	264,328.	322,402.	322,441.
	b	Investments - corporate stock STMT 7	2,159,705.	2,169,181.	2,376,312.
	c	Investments - corporate bonds STMT 8	6,706.	0.	0.
11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 9	446,138.	351,568.	1,440,460.	
14	Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)	3,455,362.	3,077,899.	4,373,961.
Liabilities	17	Accounts payable and accrued expenses	537.		
	18	Grants payable	130,000.	313,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
		23	Total liabilities (add lines 17 through 22)	130,537.	313,000.
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	0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	19,778,145.	19,778,145.		
29	Retained earnings, accumulated income, endowment, or other funds	-16,453,320.	-17,013,246.		
30	Total net assets or fund balances	3,324,825.	2,764,899.		
31	Total liabilities and net assets/fund balances	3,455,362.	3,077,899.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,324,825.
2	Enter amount from Part I, line 27a	2	-559,926.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,764,899.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,764,899.

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	1,353,950.	1,369,134.	-15,184.

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			-15,184.

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	-15,184.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	198,812.	4,571,968.	.043485
2010	494,977.	4,570,489.	.108298
2009	251,674.	4,576,683.	.054990
2008	619,062.	5,268,228.	.117509
2007	645,490.	4,983,638.	.129522

2 Total of line 1, column (d)	2	.453804
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	.090761
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,276,694.
5 Multiply line 4 by line 3	5	388,157.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	388,157.
8 Enter qualifying distributions from Part XII, line 4	8	290,745.

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)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,314.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	3,314.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	3,314.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	3,314. Refunded	11	0.

Part VII-A Statements Regarding Activities

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

N/A

Form 990-PF (2012)

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 ► THE FOUNDATION Telephone no. ► 310-557-0008
 Located at ► 1801 CENTURY PARK EAST SUITE 2230, LOS ANGELES, C ZIP+4 ► 90067

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ☐ Yes ☒ No
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN M. PAULEY 1801 CENTURY PARK EAST #2230 LOS ANGELES, CA 90067	PRESIDENT / CHAIRMAN 2.00	12,000.	0.	0.
KEVIN PAULEY HILLYER 1801 CENTURY PARK EAST #2230 LOS ANGELES, CA 90067	VICE PRESIDENT 2.00	12,000.	0.	0.
MATTHEW V. PAULEY 1801 CENTURY PARK EAST #2230 LOS ANGELES, CA 90067	TREASURER 2.00	12,000.	0.	0.
TANYA HENDRIX 1801 CENTURY PARK EAST #2230 LOS ANGELES, CA 90067	SECRETARY 2.00	2,800.	0.	0.

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

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

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

0

Form 990-PF (2012)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,870,256.
b	Average of monthly cash balances	1b	374,024.
c	Fair market value of all other assets	1c	1,097,541.
d	Total (add lines 1a, b, and c)	1d	4,341,821.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,341,821.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	65,127.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,276,694.
6	Minimum investment return. Enter 5% of line 5	6	213,835.

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	213,835.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	213,835.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	213,835.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	213,835.

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	290,745.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	290,745.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	290,745.

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.

Form 990-PF (2012)

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				213,835.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	404,296.			
b From 2008	359,965.			
c From 2009	26,062.			
d From 2010	268,313.			
e From 2011				
f Total of lines 3a through e	1,058,636.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	290,745.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				213,835.
e Remaining amount distributed out of corpus	76,910.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,135,546.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	404,296.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	731,250.			
10 Analysis of line 9:				
a Excess from 2008	359,965.			
b Excess from 2009	26,062.			
c Excess from 2010	268,313.			
d Excess from 2011				
e Excess from 2012	76,910.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
J.F. SHEA THERAPEUTIC RIDING SCHOOL 26284 OSO ROAD SAN JUAN CAPISTRANO, CA 92675	NONE	OTHER PUBLIC CHARITY	PROGRAM SERVICES	4,500.
CHATHAM BAROQUE/THE ICE HOUSE 100 FORTY-THIRD ST PITTSBURGH, PA 15201	NONE	OTHER PUBLIC CHARITY	MUSIC PROGRAM SERVICES	42,000.
CHILDRENS BUREAU FOUNDATION 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	NONE	OTHER PUBLIC CHARITY	CHILD ABUSE PREVENTION PROGRAM SERVICES	15,000.
CHILDRENS HOSPITAL LOS ANGELES 4650 SUNSET BLVD., MAIL STOP 4 LOS ANGELES, CA 90027	NONE	OTHER PUBLIC CHARITY	PROGRAM SERVICES	3,500.
MARLBOROUGH SCHOOL 250 SOUTH ROSSMORE AVENUE LOS ANGELES, CA 90004	NONE	OTHER PUBLIC CHARITY	EDUCATION PROGRAMS	1,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	254,600.
b Approved for future payment				
POMONA COLLEGE 555 NORTH COLLEGE AVENUE CLAREMONT, CA 91711	NONE	OTHER PUBLIC CHARITY	EDUCATION PROGRAMS	75,000.
UCLA FOUNDATION P.O. BOX 24044 LOS ANGELES, CA 90024-0044	NONE	OTHER PUBLIC CHARITY	WOODEN ATHLETIC FUND	128,000.
Total			▶ 3b	203,000.

2012 Year End Summary

Ref: 00000142 00018432

EDWIN W PAULEY FOUNDATION

Account Number 554-56657-12 900

Details of Earnings 2012 - continued

Dividends and Distributions, Section 2

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax.

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160002600	466313103000 JABIL CIRCUIT INC A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	\$ 14.08					
Totals		\$ 14.08					

Details of Short Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	10	CVS CAREMARK CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	11/10/11	06/26/12	\$ 454.34	\$ 385.01		\$ 69.33
125000050	71	COVANCE INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/14/11	01/04/12	3,345.44	3,527.83	(182.39)	
125000070	103	DENTSPLY INTL INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/25/11	02/01/12	3,934.74	3,428.88		505.86
125000120	23	EXPEDIA INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/18/11	05/10/12	931.00	618.61		312.39

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





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018433

EDWIN W PAULEY FOUNDATION

Account Number 554-56657-12 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000130	16	EXPEDIA INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/18/11	06/20/12	\$ 763.21	\$ 430.33		\$ 332.88
125000140	1	F5 NETWORKS INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/12/11	01/30/12	119.78	81.74		38.04
125000150	47	GARDNER DENVER INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	11/14/11	06/04/12	2,422.89	3,796.20	(1,373.31)	
125000160	200	GENERAL ELECTRIC CO MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/07/11	01/12/12	3,768.30	4,173.60	(405.30)	
125000170	80	GLOBAL PAYMENTS INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/03/12	05/11/12	3,485.02	4,052.72	(567.70)	
125000190	232	INTERNATIONAL GAME TECHNOLOGY MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/28/11	02/07/12	3,628.87	3,428.87		200.00
125000200	13	INTUIT INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/02/11	01/31/12	723.59	592.78		130.81
125000210	176	JABIL CIRCUIT INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	12/05/11	04/24/12	3,858.75	3,706.38 R		152.37
125000230	57	THE MOSAIC COMPANY MorganStanley SmithBarney LLC acted as your agent In this transaction.	06/01/11	01/04/12	2,960.25	4,044.56	(1,084.31)	



Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018434

EDWIN W PAULEY FOUNDATION
Account Number 554-56657-12 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000240	84	NORDSTROM INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/25/11	02/28/12	\$ 4,514.02	\$ 3,421.48		\$ 1,092.54
125000250	62	PEABODY ENERGY CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/22/11	01/31/12	2,126.55	4,036.83	(1,910.28)	
125000280	63	POLARIS INDS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/25/11	03/21/12	4,258.27	3,717.01		541.26
125000310	63	TEMPUR-PEDIC INTERNATIONAL INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/17/11	02/22/12	4,647.76	3,816.46		831.30
Total					\$ 45,942.78	\$ 47,259.29	(\$ 5,523.29)	\$ 4,206.78

Details of Long Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	96	ALTERA CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/23/10	05/10/12	\$ 3,188.02	\$ 2,447.40		\$ 740.62
125000020	1	APPLE INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/12/09	06/04/12	555.97	93.70		462.27





Morgan Stanley

Ref: 00000142 00018435

2012 Year End Summary

Page 9 of 11

EDWIN W PAULEY FOUNDATION

Account Number 554-56657-12 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	37	CATERPILLAR INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	06/18/10	03/26/12	\$ 4,013.23	\$ 2,427.47		\$ 1,585.76
125000060	239	DELL INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/19/10	06/26/12	2,867.45	3,491.44	(623.99)	
125000080	7	DOLLAR TREE INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/04/09	06/04/12	705.88	182.63		523.25
125000090	6	DOLLAR TREE INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/04/09	06/20/12	662.85	156.54		506.31
125000100	60	DOVER CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/02/11	06/25/12	3,145.76	3,886.12	(740.36)	
125000110	100	ENDO HEALTH SOLUTIONS INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	05/10/11	06/04/12	3,089.48	4,168.11	(1,078.63)	
125000180	62	HELMERICH & PAYNE INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	01/12/10	05/10/12	2,943.93	2,817.84		126.09
125000220	45	JOY GLOBAL INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/06/09	02/09/12	3,920.67	1,826.69		2,093.98
125000260	17	PETSMART INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	11/04/10	02/06/12	907.39	653.52		253.87

000143 C1SYAXB5 009620 000101



Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018436

EDWIN W PAULEY FOUNDATION
Account Number 554-56657-12 900

Details of Long Term Gain (Loss) 2012 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000270	15	PETSMART INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	11/04/10	06/04/12	\$ 944.06	\$ 576.64		\$ 367.42
125000290	31	ROSS STORES INC DE MorganStanley SmithBarney LLC acted as your agent In this transaction.	07/15/09	01/04/12	1,493.51	662.37		831.14
125000300	18	ROSS STORES INC DE MorganStanley SmithBarney LLC acted as your agent In this transaction.	07/15/09	06/20/12	1,206.44	384.60		821.84
125000320	10	TERADATA CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/02/11	05/11/12	714.32	470.11		244.21
125000330	7	UNION PACIFIC CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/05/10	01/31/12	796.55	542.31		254.24
125000340	1	UNION PACIFIC CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/05/10	02/03/12	116.25	77.47		38.78
Total					\$ 31,271.76	\$ 24,864.96	(\$ 2,442.98)	\$ 8,849.78

R The basis for this tax lot has been adjusted due to a reclassification of income

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





Morgan Stanley

Ref: 00000142 00018437

2012 Year End Summary

EDWIN W PAULEY FOUNDATION
Account Number 554-56657-12 900

Details of Deposits and Withdrawals 2012

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

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	07/06/12	MORGAN STANLEY LIQUID ASSET FUND INC TRANSFER TO MSSB		\$ 2,102.79
220000300	04/20/12	CONSULTING & ADVISORY SERVICES FROM 04/01/12 TO 06/30/12		800.02
Total				\$ 3,590.35

Reference number	Date	Description	Referral number	Amount
220000200	01/20/12	CONSULTING & ADVISORY SERVICES FROM 01/01/12 TO 03/31/12		\$ 687.54





Morgan Stanley

Ref: 00000142 00018306

2012 Year End Summary

EDWIN W PAULEY FOUNDATION
Account Number 554-56569-19 900

Details of Short Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	10	AECOM TECHNOLOGY CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/25/11	06/07/12	\$ 163.37	\$ 207.43	(\$ 44.06)	
125000080	103	EL PASO CORP	09/12/11	01/25/12	2,760.72	1,867.82		892.90
	5	MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/22/11		134.02	88.70		45.32
Total					\$ 3,058.11	\$ 2,163.95	(\$ 44.06)	\$ 938.22

Details of Long Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	33	SEADRILL LTD MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/05/10	03/12/12	\$ 1,277.09	\$ 1,094.74		\$ 182.35
125000020	17	SEADRILL LTD	11/05/10	04/10/12	610.00	563.96		46.04
	40	MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/08/11		1,435.30	1,407.50		27.80
125000030	15	WEATHERFORD INTERNATIONAL LTD.-CHF	04/30/10	01/03/12	228.67	274.80	(46.13)	
	90		10/27/10		1,372.04	1,525.50	(153.46)	
	70	MorganStanley SmithBarney LLC acted as your agent	11/05/10		1,067.14	1,346.18	(279.04)	



Ref: 00000142 00018307

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56569-19 900

Details of Long Term Gain (Loss) 2012 - continued

Reference Number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	85	AECOM TECHNOLOGY CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	06/06/11	06/07/12	\$ 1,388.69	\$ 2,320.40	(\$ 931.71)	
125000050	1	ANNALY CAPITAL MANAGEMENT INC	05/23/07	06/26/12	17.08	15.59		1.49 ^c
	26	MorganStanley SmithBarney LLC	10/12/07		444.16	398.16		46.00 ^c
	32	acted as your agent In this transaction.	10/20/08		546.66	404.58		142.08
125000060	41	CONSOLIDATED EDISON INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	06/26/08	01/06/12	2,431.97	1,616.33		815.64
125000070	.2208 .0849 .1981	DUKE ENERGY CORP NEW MERGER 07/02/12 743263105000	06/14/08 03/11/08 10/21/08	07/02/12	15.11 5.81 13.56	10.80 4.10 8.60		4.31 ^c 1.71 4.96
125000090	42 5	GREAT PLAINS ENERGY INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/11/08 09/02/09	03/12/12	840.48 100.06	1,030.65 87.73	(190.17)	12.33
125000100	28	RANGE RESOURCES CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/23/09	03/26/12	1,661.33	1,458.01		203.32
125000110	2 15 20	RANGE RESOURCES CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/23/09 12/16/09 09/22/10	05/07/12	126.77 950.77 1,267.69	104.14 732.62 718.34		22.63 218.15 549.35
Total					\$ 15,800.38	\$ 15,122.73	(\$ 1,600.51)	\$ 2,278.16

^cBased on information supplied by Client or other financial institution, not verified by us.

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

2012 Year End Summary

Ref: 00000142 00018316

EDWIN W PAULEY FOUNDATION

Account Number 554-56570-16 900

Details of Additional Summary Information 2012

Royalties

The following details show how we derived your total royalties.

Reference number	Description	Amount	Federal income tax withheld	NRA tax withheld	Foreign tax withheld
185000100	SABINE ROYALTY TRUST UBI	\$ 19.62			
	BEEN RECLASSIFIED A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED				

Totals

\$ 19.62

Details of Short Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	124	ONEBEACON INSURANCE GROUP LTD CL A MorganStanley SmithBarney LLC acted as your agent	10/27/11	04/19/12	\$ 1,765.35	\$ 1,857.52	(\$ 92.17)	
125000020	12	ASM INTL-EUR MorganStanley SmithBarney LLC acted as your agent	02/06/12	06/14/12	435.95	425.40		10.55
125000030	46	ADVANCE AMERICA CASH ADVANCE CENTERS INC MorganStanley SmithBarney LLC acted as your agent	02/06/12	02/16/12	480.39	388.54		91.85
125000040	4	AIR METHODS CORP PAR \$06 NEW MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	03/14/12	352.75	356.16	(3.41)	
125000050	7	AIR METHODS CORP PAR \$06 NEW MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	04/19/12	588.96	623.28	(34.32)	





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018317

EDWIN W PAULEY FOUNDATION
Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference Number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000060	5	ALEXANDER & BALDWIN HLDGS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	06/14/12	\$ 240.79	\$ 241.80	(\$ 1.01)	
125000070	1	ALEXANDER & BALDWIN INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	03/14/12	47.39	48.36	(.97)	
125000080	12	ALTRA HOLDINGS INC MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	03/14/12	237.71	258.00	(20.29)	
125000090	8	AMERICAN SOFTWARE INC CL A MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	06/14/12	68.63	72.18	(3.55)	
125000100	8	ANIXTER INTERNATIONAL INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	04/19/12	565.50	560.48		5.02
125000110	1	ARCTIC CAT INC MorganStanley SmithBarney LLC acted as principal in this transaction.	04/19/12	06/14/12	32.08	45.73	(13.65)	
125000120	22	ASTRONICS CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	04/19/12	669.22	687.50	(18.28)	
125000130	6	ASTRONICS CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	05/17/12	161.03	187.50	(26.47)	
125000140	9	ASTRONICS CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	06/14/12	232.73	281.25	(48.52)	

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

Morgan Stanley

Ref: 00000142 00018318

Page 10 of 23

2012 Year End Summary

EDWIN W PAULEY FOUNDATION
Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000150	4	ATRION CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	03/14/12	\$ 834.06	\$ 919.72	(\$ 85.66)	
125000160	1	ATRION CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	04/19/12	211.45	229.93	(18.48)	
125000170	36	BASIC ENERGY SVCS INC NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	04/19/12	512.98	670.77	(157.79)	
125000180	4	BUCKEYE TECHNOLOGIES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	06/14/12	115.67	136.70	(21.03)	
125000190	2	CAMBREX CORPORATION MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	06/14/12	14.69	15.98	(1.29)	
125000200	45	CAPITAL SENIOR LIVING CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	05/17/12	453.58	397.35		56.23
125000210	50	CASS INFORMATION SYSTEMS INC MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	02/06/12	2,075.55	1,834.09		241.46
125000220	33	CHENIERE ENERGY INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	03/14/12	496.31	430.65		65.66
125000230	6	CITIZENS & NORTHERN CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	03/14/12	04/19/12	111.20	121.38	(10.18)	

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





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018319

EDWIN W PAULEY FOUNDATION

Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000240	3	CITIZENS & NORTHERN CORP MorganStanley SmithBarney LLC acted as principal In this transaction.	03/14/12	05/17/12	\$ 53.66	\$ 60.69	(\$ 7.03)	
125000250	2	COLFAX CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/06/12	04/19/12	64.57	66.88	(2.31)	
125000260	1	COLFAX CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/06/12	06/14/12	29.85	33.44	(3.59)	
125000270	44	COMTECH TELECOMMUNICATIONS CORP MorganStanley SmithBarney LLC acted as principal	10/27/11	02/06/12	1,447.39	1,472.24	(24.85)	
125000280	3	COMTECH TELECOMMUNICATIONS CORP MorganStanley SmithBarney LLC acted as principal	10/27/11	03/14/12	100.40	100.38		.02
125000290	97	CONSOLIDATED COMMUNICATIONS HLDGS INC MorganStanley SmithBarney LLC acted as principal	10/27/11	02/06/12	1,842.26	1,853.67	(11.41)	
125000300	55	CRAY INC-NEW MorganStanley SmithBarney LLC acted as principal In this transaction.	03/14/12	04/25/12	476.83	394.90		81.93
125000310	6	DSW INC CL A MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/06/12	06/14/12	346.37	305.58		40.79
125000320	33	DOMINO'S PIZZA INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/27/11	05/17/12	1,028.58	1,054.35	(25.77)	



Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018320

EDWIN W PAULEY FOUNDATION
Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000330	4	DOMINO'S PIZZA INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	06/14/12	\$ 115.55	\$ 127.80	(\$ 12.25)	
125000340	213	DRDGOLD LTD-ZAR SPONS ADR NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	02/06/12	1,399.38	1,422.84	(23.46)	
125000350	62	DRDGOLD LTD-ZAR SPONS ADR NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	05/17/12	368.27	414.16	(45.89)	
125000360	16	EBIX INC-NEW MorganStanley SmithBarney LLC acted as principal in this transaction.	04/19/12	06/14/12	271.19	351.20	(80.01)	
125000420	29	ENTEGRIS INC MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	03/14/12	274.33	283.62	(9.29)	
125000430	117	ENTERPRISE FINANCIAL SVCS CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	02/06/12	1,463.64	1,819.35	(355.71)	
125000440	21	EXPONENT INC MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	04/19/12	1,010.70	1,011.78	(1.08)	
125000450	4	EXPONENT INC MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	05/17/12	186.59	192.72	(6.13)	
125000460	55	FBL FINANCIAL GROUP INC CL A MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	04/19/12	1,637.86	1,850.20	(212.34)	

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





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018321

EDWIN W PAULEY FOUNDATION
Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000470	31	FAIRCHILD SEMICONDUCTOR INTL INC MorganStanley SmithBarney LLC acted as your agent	02/06/12	03/14/12	\$ 438.64	\$ 464.07	(\$ 25.43)	
125000480	44	FIRST CASH FINANCIAL SVC INC MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	04/19/12	1,803.07	1,847.56	(44.49)	
125000490	10	FIRST SOURCE CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	04/19/12	228.99	249.40	(20.41)	
125000500	5	FIRST SOURCE CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	06/14/12	108.09	124.70	(16.61)	
125000510	58	FLOTEK INDS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	03/14/12	692.33	695.22	(2.89)	
125000520	82	P H GLATFELTER CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	05/17/12	1,223.41	1,250.50	(27.09)	
125000530	36	GLOBAL CASH ACCESS HLDGS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/19/12	06/14/12	239.39	300.96	(61.57)	
125000540	12	GREENBRIER COS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	03/14/12	267.47	291.28	(23.81)	
125000550	17	GREENBRIER COS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	04/19/12	306.67	412.64	(105.97)	

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



Morgan Stanley

Ref. 00000142 00018322

2012 Year End Summary

Page 14 of 23

EDWIN W PAULEY FOUNDATION
Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000560	1	HAYNES INTL INC-NEW MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	04/19/12	\$ 59.58	\$ 65.01	(\$ 5.43)	
125000570	1	HAYNES INTL INC-NEW MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	05/17/12	56.06	65.01	(8.95)	
125000580	4	HAYNES INTL INC-NEW MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	06/14/12	204.11	260.04	(55.93)	
125000590	32	HURON CONSULTING GROUP INC MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	05/17/12	1,029.09	1,149.76	(120.67)	
125000600	3	HURON CONSULTING GROUP INC MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	06/14/12	88.82	107.79	(18.97)	
125000610	27	IDT CORP NEW CL B MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	04/19/12	247.58	243.14 R		4.44
125000620	7	INNOSEC INC MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	03/14/12	209.71	224.91	(15.20)	
125000630	11	INNOSEC INC MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	05/17/12	310.52	353.43	(42.91)	
125000640	11	INNERWORKINGS INC MorganStanley SmithBarney LLC acted as principal in this transaction.	03/14/12	04/19/12	123.63	132.99	(9.36)	

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





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018323

EDWIN W PAULEY FOUNDATION

Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000650	6	INNERWORKINGS INC MorganStanley SmithBarney LLC acted as principal In this transaction.	03/14/12	05/17/12	\$ 69.83	\$ 72.54	(\$ 2.71)	
125000660	2	INTERSECTIONS INC MorganStanley SmithBarney LLC acted as principal In this transaction.	02/06/12	03/14/12	25.01	25.82	(.81)	
125000670	25	INTERSECTIONS INC MorganStanley SmithBarney LLC acted as principal In this transaction.	02/06/12	04/19/12	297.74	322.75	(25.01)	
125000680	28	IXYS CORP.(DEL) MorganStanley SmithBarney LLC acted as principal In this transaction.	02/06/12	04/19/12	338.79	337.96		.83
125000690	43	KRISPY KREME DOUGHNUTS INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/06/12	04/19/12	316.90	340.99	(24.09)	
125000700	4	LSB INDUSTRIES INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/06/12	04/19/12	150.83	148.96		1.87
125000710	9	LSB INDUSTRIES INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/06/12	05/17/12	250.55	335.16	(84.61)	
125000720	7	LANCASTER COLONY CORP MorganStanley SmithBarney LLC acted as principal In this transaction.	10/27/11	03/14/12	462.83	473.34	(10.51)	
125000730	3	LANCASTER COLONY CORP MorganStanley SmithBarney LLC acted as principal In this transaction.	10/27/11	04/19/12	194.99	202.86	(7.87)	



Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018324

EDWIN W PAULEY FOUNDATION

Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000740	29	LITHIA MOTORS INC CL A MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	05/17/12	\$ 674.23	\$ 735.73	(\$ 61.50)	
125000750	5	MWI VETERINARY SUPPLY INC MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	06/14/12	457.18	428.85		28.33
125000770	21	MASTEC INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	04/19/12	353.00	373.80	(20.80)	
125000780	135	MEADOWBROOK INSURANCE GRP INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	02/06/12	1,355.37	1,426.95	(71.58)	
125000790	35	MERCER INTL INC SH BEN INT MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	03/14/12	277.89	294.35	(16.46)	
125000800	26	MERCURY GENERAL CORP-NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	03/14/12	1,149.95	1,149.72		.23
125000810	35	MILLER INDS INC TENN NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	02/06/12	599.18	733.25	(134.07)	
125000820	9	MILLER INDS INC TENN NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	03/14/12	156.05	188.55	(32.50)	
125000830	6	MILLER INDS INC TENN NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	05/17/12	89.45	125.70	(36.25)	

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





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018325

EDWIN W PAULEY FOUNDATION
Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000840	64	MISTRAS GROUP INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/27/11	06/14/12	\$ 1,404.12	\$ 1,418.88	(\$ 14.76)	
125000850	8	NELNET INC CLASS A MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/06/12	06/14/12	174.63	204.85	(30.22)	
125000860	3	NEWMARKET CORP (HOLDING COMPANY) MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/06/12	03/14/12	538.82	575.97	(37.15)	
125000870	15	NEWPORT CORP MorganStanley SmithBarney LLC acted as principal In this transaction.	02/06/12	03/14/12	262.64	291.45	(28.81)	
125000880	68	OCWEN FINL CORP (NEW) MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/27/11	04/19/12	1,013.85	1,007.52		6.33
125000890	135	ORITANI FINL CORP MorganStanley SmithBarney LLC acted as principal In this transaction.	10/27/11	02/06/12	1,799.16	1,848.15	(48.99)	
125000900	9	OXFORD INDUSTRIES INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/06/12	04/19/12	418.49	452.25	(33.76)	
125000910	56	PANHANDLE OIL & GAS INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/27/11	02/06/12	1,658.12	1,851.92	(193.80)	
125000920	38	PHOTONICS INC MorganStanley SmithBarney LLC acted as principal In this transaction.	02/06/12	03/14/12	246.89	276.88	(29.99)	

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



Morgan Stanley

Ref: 00000142 00018326

2012 Year End Summary

Page 18 of 23

EDWIN W PAULEY FOUNDATION

Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000930	46	PHOTONICS INC MorganStanley SmithBarney LLC acted as principal In this transaction.	02/06/12	04/19/12	\$ 286.57	\$ 335.17	(\$ 48.60)	
125000940	13	PIER 1 IMPORTS INC-DEL MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/06/12	06/14/12	211.63	220.35	(8.72)	
125000950	42	PIONEER DRILLING CO MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/06/12	03/14/12	386.81	408.24	(21.43)	
125000990	13	PRIMORIS SVCS CORP MorganStanley SmithBarney LLC acted as principal In this transaction.	02/06/12	04/19/12	190.70	214.63	(23.93)	
125001000	17 2	PROVIDENCE SVC CORP MorganStanley SmithBarney LLC acted as principal In this transaction.	03/14/12 04/19/12	06/14/12	233.57 27.48	270.47 29.84	(36.90) (2.36)	
125001010	287	RTI BIOLOGICS INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/27/11	02/06/12	1,111.52	1,128.65	(17.13)	
125001020	1	RTI BIOLOGICS INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/27/11	03/14/12	3.73	3.93	(.20)	
125001030	60	RTI BIOLOGICS INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/27/11	04/19/12	210.59	235.96	(25.37)	
125001040	30	RAVEN INDUSTRIES INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/27/11	02/06/12	2,046.86	1,872.00		174.86

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





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018327

EDWIN W PAULEY FOUNDATION
Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001050	14	SABINE ROYALTY TRUST UBI MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	02/06/12	\$ 856.08	\$ 936.46	(\$ 80.38)	
125001060	13	SABINE ROYALTY TRUST UBI MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	03/14/12	815.08	869.57	(54.49)	
125001070	4	SHUFFLE MASTER INC MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	06/14/12	55.71	55.84	(.13)	
125001080	27	SILICON GRAPHICS INTL CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	03/07/12	235.97	398.25	(162.28)	
125001090	32	SINCLAIR BROADCAST GROUP INC CL A MorganStanley SmithBarney LLC acted as principal	02/06/12	03/14/12	381.75	399.44	(17.69)	
125001100	277	SMART BALANCE INC MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	02/06/12	1,523.47	1,853.13	(329.66)	
125001110	13	STANDARD MOTOR PRODS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	06/14/12	160.02	293.54	(133.52)	
125001120	48	STANDEX INTERNATIONAL CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	02/06/12	2,026.04	1,817.76		208.28
125001130	1	STURM RUGER & CO INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	03/14/12	42.92	44.00	(1.08)	



Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018328

EDWIN W PAULEY FOUNDATION
Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001140	40	SUNRISE SENIOR LIVING INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	03/14/12	\$ 309.99	\$ 320.00	(\$ 10.01)	
125001150	25	TTM TECHNOLOGIES MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	03/14/12	301.74	336.25	(34.51)	
125001160	8	TITAN INTL INC ILL MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	03/14/12	194.47	201.25	(6.78)	
125001170	17	TITAN INTL INC ILL MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	04/19/12	409.86	427.67	(17.81)	
125001180	11	TITAN MACHINERY INC MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	03/14/12	281.59	282.48	(.89)	
125001190	21	TRIMAS CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	04/19/12	498.73	493.50		5.23
125001200	5	TWIN DISC INC MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	03/14/12	149.54	161.40	(11.86)	
125001210	16	TWIN DISC INC MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	04/19/12	368.47	516.48	(148.01)	
125001220	12	UNITED RENTALS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	04/19/12	554.62	488.57		66.05

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





Morgan Stanley

Ref: 00000142 00018329

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001230	104	VECTOR GROUP LTD MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/11	02/06/12	\$ 1,823.08	\$ 1,819.78 R		\$ 3.30
125001240	1	VIOPHARMA INC MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	03/14/12	29.92	30.69	(.77)	
125001250	2	VIOPHARMA INC MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	06/14/12	42.87	61.39	(18.52)	
125001260	41	WD 40 CO MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	02/06/12	1,761.41	1,849.92	(68.51)	
125001270	77	WASHINGTON TR BANCORP INC MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	02/06/12	1,975.01	1,854.93		120.08
125001280	91	WESBANCO INC MorganStanley SmithBarney LLC acted as principal in this transaction.	10/27/11	02/06/12	1,922.79	1,830.01		92.78
125001290	47	WESTERN REFINING INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	06/14/12	946.08	840.18		105.90
125001300	14	WESTLAKE CHEMICAL CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/06/12	05/17/12	730.22	834.47	(104.25)	
125001310	2	WORLD ACCEP CORP DEL MorganStanley SmithBarney LLC acted as principal in this transaction.	02/06/12	06/14/12	130.59	135.82	(5.23)	



Ref: 00000142 00018330

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56570-16 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001320	79	WRIGHT MEDICAL GROUP INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/27/11	02/06/12	\$ 1,361.72	\$ 1,409.36	(\$ 47.64)	
Total					\$ 69,814.24	\$ 72,771.01	(\$ 4,368.79)	\$ 1,412.02

Details of Long Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000370	12	ELIZABETH ARDEN INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/25/10	02/06/12	\$ 457.91	\$ 245.15		\$ 212.76
125000380	11	ELIZABETH ARDEN INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/25/10	03/14/12	388.84	224.72		164.12
125000390	3	ELIZABETH ARDEN INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/25/10	04/19/12	119.75	61.29		58.46
125000400	2	ELIZABETH ARDEN INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/25/10	05/17/12	70.73	40.86		29.87
125000410	1	ELIZABETH ARDEN INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/25/10	06/14/12	36.81	20.43		16.38

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





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018331

EDWIN W PAULEY FOUNDATION
Account Number 554-56570-16 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000760	34	MAGELLAN HEALTH SVCS INC-NEW MorganStanley SmithBarney LLC acted as principal In this transaction.	10/25/10	02/06/12	\$ 1,647.58	\$ 1,682.64	(\$ 35.06)	
125000960	6	PRICE SMART INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/25/10	02/06/12	391.01	178.96 R		212.05
125000970	7	PRICE SMART INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/25/10	03/14/12	489.22	208.78 R		280.44
125000980	2	PRICE SMART INC MorganStanley SmithBarney LLC acted as principal In this transaction.	10/25/10	05/17/12	144.47	59.65 R		84.82
Total					\$ 3,746.32	\$ 2,722.48	(\$ 35.06)	\$ 1,058.90

R The basis for this tax lot has been adjusted due to a reclassification of income

Details of Deposits and Withdrawals 2012

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

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	07/06/12	MORGAN STANLEY LIQUID ASSET FUND INC TRANSFER TO MSSB		\$ 1,572.75
220000300	01/20/12	OSD 4TH QTR FEE FROM 10/01/2011 TO 12/31/2011		129.78
220000500	04/20/12	CONSULTING & ADVISORY SERVICES FROM 04/01/12 TO 06/30/12		187.03
Total				\$ 2,203.31



Ref: 00000142 00018349

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56571-15 900

2012 YEAR END SUMMARY
Details of Earnings 2012 - continued

Dividends and Distributions, Section 2

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160006200	881624209001 *** TEVA PHARMACEUTICAL INDS LTD ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		\$ 7.84				
160006300	892331307001 *** TOYOTA MOTOR CORP ADR NEW THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		2.12				
160006600	930004205001 *** WACOAL CORP ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		7.46				
160006800	977874205001 *** WOLTERS KLUWER N V SP ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		30.74				
Totals			\$ 507.09				

Details of Short Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	9	TRANSOCEAN LTD SWITZERLAND NEW MorganStanley SmithBarney LLC acted as your agent	12/07/11	04/03/12	\$ 481.06	\$ 408.62		\$ 72.44





Morgan Stanley

Ref: 00000142 00018350

2012 Year End Summary

Page 19 of 32

EDWIN W PAULEY FOUNDATION

Account Number 554-56571-15 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	15	TRANSOCEAN LTD SWITZERLAND	12/07/11	04/19/12	\$ 763.03	\$ 681.04		\$ 81.99
	26	NEW	12/08/11		1,322.59	1,139.75		182.84
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
125000040	81	UBS AG (NEW)	02/08/12	04/19/12	1,002.88	1,168.61	(165.73)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000050	555	AGEAS SPON ADR	04/10/12	04/19/12	993.42	1,109.89	(116.47)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000060	119	ALLIANZ SE ADR	08/09/11	04/19/12	1,295.88	1,315.16	(19.28)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000070	525	ALSTOM-EUR	08/18/11	04/19/12	1,769.20	2,309.37	(540.17)	
	157	SBX = H1	10/03/11		529.08	499.59		29.49
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000080	136	ALUMINA LTD SPONSORED ADR	09/28/11	04/19/12	669.38	762.97	(93.59)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000110	5	BARRICK GOLD CORP CAD	09/27/11	04/19/12	204.66	242.65	(37.99)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000120	10	CAMECO CORP	06/03/11	04/19/12	212.71	282.81	(70.10)	
	66	SBX = H1	08/08/11		1,403.92	1,491.73	(87.81)	
	20	SBX CONNECTIVITY BUSINESS	08/26/11		425.43	442.76	(17.33)	
	30	MorganStanley SmithBarney LLC	12/20/11		638.15	532.39		105.76
125000130	6	CANADIAN NATL RAILWAY CO	04/19/12	06/06/12	485.13	478.44		6.69
		MorganStanley SmithBarney LLC						
		acted as your agent						
		In this transaction.						

000143 C1S YAXB5 009577 000101



Ref: 00000142 00018351

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56571-15 900

Details of Short Term Gain (Loss) 2012 - continued

Reference Number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000140	246	CARREFOUR SA-SP	10/04/11	04/19/12	\$ 986.44	\$ 1,101.00	(\$ 114.56)	
	70	ADR	12/21/11		280.69	303.39	(22.70)	
	209	SBX = H1	01/12/12		838.07	881.94	(43.87)	
		SBX CONNECTIVITY BUSINESS						
125000170	77	DAICHI SANKYO CO	04/21/11	04/19/12	1,302.04	1,501.08	(199.04)	
	33	SPONSORED ADR	04/25/11		558.01	629.05	(71.04)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
125000190	145	ELECTRICITE DE FRANCE-EUR	12/16/11	04/19/12	571.29	675.48	(104.19)	
	26	SBX = H1	12/19/11		102.43	121.33	(18.90)	
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000200	73	ERICSSON AMER DEP SHS	02/07/12	04/19/12	696.55	700.57	(4.02)	
	45	ADR	02/08/12		429.38	432.85	(3.47)	
	123	SBX = H1	02/10/12		1,173.63	1,168.17	5.46	
		SBX CONNECTIVITY BUSINESS						
125000210	424	FINMECCANICA SPA-EUR	08/05/11	04/19/12	890.38	1,468.14	(577.76)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000240	147	GAZPROM OAO SPONS ADR	08/11/11	04/19/12	1,687.52	1,582.51	105.01	
	124	SBX = H1	09/29/11		1,423.49	1,204.66	218.83	
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000280	55	HOME RETAIL GROUP	03/10/11	01/27/12	349.25	700.52	(351.27)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
		In this transaction.						
125000290	172	HOME RETAIL GROUP	06/09/11	04/19/12	1,081.86	2,038.96	(957.10)	
	21	SBX = H1	12/29/11		132.09	111.43	20.66	
	36	SBX CONNECTIVITY BUSINESS	12/30/11		226.43	191.11	35.32	
	60	MorganStanley SmithBarney LLC	01/12/12		377.39	309.58	67.81	
125000300	54	IMPALA PLATINUM HOLDINGS	03/12/12	04/19/12	998.43	1,123.15	(124.72)	
		LTD SPONSORED ADR						
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						

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





Morgan Stanley

Ref: 00000142 00018352

2012 Year End Summary

EDWIN W PAULEY FOUNDATION
Account Number 554-56571-15 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000310	66	ING GROEP NV SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/19/12	04/26/12	\$ 467.12	\$ 463.85		\$ 3.27
125000320	324	ING GROEP NV SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/19/12	04/27/12	2,266.42	2,277.07	(10.65)	
125000330	18 41 121	KINROSS GOLD CORP-CAD (NEW) SBX = H1 SBX CONNECTIVITY BUSINESS	09/27/11 10/17/11 01/17/12	04/19/12	165.45 376.86 1,112.21	276.74 585.34 1,271.06	(111.29) (208.48) (158.85)	
125000350	184	MS&AD INSURANCE UNSPON ADR SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	04/19/11	04/19/12	1,716.68	2,048.44	(331.76)	
125000360	85 19 21 81	MARINE HARVEST UNSPON ADR SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	09/02/11 09/06/11 09/09/11 09/12/11	04/19/12	797.28 178.22 196.97 759.76	955.76 203.52 228.93 851.94	(158.48) (25.30) (31.96) (92.18)	
125000370	52	NEWCREST MINING LTD SPON ADR SBX = H1 SBX CONNECTIVITY BUSINESS	12/19/11	04/19/12	1,505.36	1,613.77	(108.41)	
125000380	73 37	NEXEN INC SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	09/27/11 12/13/11	04/19/12	1,393.68 706.39	1,264.67 551.04		129.01 155.35
125000390	49	NINTENDO CO LTD ADR NEW SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	05/24/11	04/19/12	842.78	1,373.36	(530.58)	
125000410	211	NOKIA CORP SPONSORED ADR SBX = H1 SBX CONNECTIVITY BUSINESS	05/31/11	04/19/12	812.75	1,483.73	(670.98)	



2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56571-15 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000440	351,0175	POLYUS GOLD INTERNATIONAL	06/16/11	04/19/12	\$ 1,049.52	\$ 1,423.78	(\$ 374.26)	
	136,9825	LTD GDR	06/17/11		409.57	555.78	(146.21)	
	171	SBX = H1	08/12/11		511.27	574.01	(62.74)	
		SBX CONNECTIVITY BUSINESS						
125000510	154	SHISEIDO LTD SPONSORED ADR SBX = H1	05/24/11	04/19/12	2,650.28	2,546.21		104.07
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000550	27	TNT EXPRESS NV	07/07/11	01/19/12	215.01	276.86	(61.85)	
	6	ADR	07/08/11		47.78	61.04	(13.26)	
		MorganStanley SmithBarney LLC acted as your agent						
125000560	164	TNT EXPRESS NV	07/08/11	02/17/12	2,061.47	1,668.52		392.95
	50	ADR	07/11/11		628.50	498.92		129.58
	1	MorganStanley SmithBarney LLC	08/11/11		12.57	9.09		3.48
	1	acted as your agent	09/07/11		12.57	8.71		3.86
125000570	36	TNT EXPRESS NV	09/07/11	02/23/12	459.13	313.56		145.57
	55	ADR	09/08/11		701.45	480.79		220.66
	11	MorganStanley SmithBarney LLC acted as your agent	09/09/11		140.30	92.99		47.31
125000580	48	TNT EXPRESS NV	09/09/11	02/27/12	594.85	405.78		189.07
	40	ADR	09/30/11		495.71	287.66		208.05
		MorganStanley SmithBarney LLC acted as your agent						
125000590	163	TALISMAN ENERGY INC	10/20/11	04/19/12	2,106.24	2,201.25	(95.01)	
	35	SBX = H1	01/19/12		452.26	412.22		40.04
	38	SBX CONNECTIVITY BUSINESS	01/20/12		491.02	451.89		39.13
		MorganStanley SmithBarney LLC						
125000610	22	TESCO PLC SPONSORED ADR	04/19/12	06/29/12	320.99	341.44	(20.45)	
		MorganStanley SmithBarney LLC acted as your agent						
		In this transaction.						
125000620	12	TESCO PLC SPONSORED ADR	04/19/12	06/29/12	175.66	186.24	(10.58)	
		MorganStanley SmithBarney LLC acted as your agent						
		In this transaction.						





Morgan Stanley

Ref: 00000142 00018354

2012 Year End Summary

Page 23 of 32

EDWIN W PAULEY FOUNDATION
Account Number 554-56571-15 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000630	9	TEVA PHARMACEUTICAL INDS LTD ADR MorganStanley SmithBarney LLC acted as your agent	04/19/12	05/24/12	\$ 348.45	\$ 410.39	(\$ 61.94)	
125000650	61	VIVENDI S.A.	03/08/12	04/19/12	1,002.21	1,130.65	(128.44)	
	64	SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	04/10/12		1,051.49	1,099.48	(47.99)	
Total					\$ 55,538.12	\$ 59,997.18	(\$ 7,202.76)	\$ 2,743.70

Details of Long Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	117	AXIS CAPITAL HOLDINGS LTD-USD SBX = H1 SBX CONNECTIVITY BUSINESS	08/09/10	04/19/12	\$ 4,024.00	\$ 3,701.59		\$ 322.41
125000040	231	UBS AG (NEW) SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	08/09/10	04/19/12	2,860.06	4,071.68	(1,211.62)	
125000060	38	ALLIANZ SE ADR	05/16/08	04/19/12	413.81	767.39	(353.58)	
	152	SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	04/05/10		1,655.24	1,959.51	(304.27)	
125000080	253	ALUMINA LTD SPONSORED ADR SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	08/09/10	04/19/12	1,245.23	1,520.31	(275.08)	

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Ref: 00000142 00018355

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56571-15 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000090	105	ANGLOGOLD ASHANTI LTD	08/09/10	04/19/12	\$ 3,506.07	\$ 4,524.19	(\$ 1,018.12)	
	17	ADR	02/08/11		567.65	775.44	(207.79)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
125000100	24	ASTRAZENECA PLC SPON ADR	05/18/10	04/19/12	1,085.98	1,012.99		72.99
	27	SBX = H1	07/08/10		1,221.73	1,299.90	(78.17)	
	42	SBX CONNECTIVITY BUSINESS	02/07/11		1,900.47	2,013.20	(112.73)	
	34	MorganStanley SmithBarney LLC	02/08/11		1,538.49	1,645.55	(107.06)	
125000110	90	BARRICK GOLD CORP CAD	08/09/10	04/19/12	3,683.79	3,900.42	(216.63)	
	60	SBX = H1	01/21/11		2,455.86	2,836.19	(380.33)	
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000120	135	CAMECO CORP	08/09/10	04/19/12	2,871.65	3,594.64	(722.99)	
	81	SBX = H1	03/15/11		1,722.99	2,580.04	(857.05)	
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000140	579	CARREFOUR SA-SP	08/09/10	04/19/12	2,321.73	5,587.35	(3,265.62)	
	141	ADR	12/02/10		565.40	1,221.57	(656.17)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
125000150	317	CENTRAIS ELETRICAS	08/09/10	04/19/12	2,710.91	4,155.23	(1,444.32)	
		BRASILEIRAS SPON ADR						
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
125000160	653	DAI NIPPON PRGT LTD JAPAN	08/09/10	04/19/12	5,820.64	8,234.33	(2,413.69)	
		SPONS ADR						
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
125000170	12	DAIICHI SANKYO CO	04/12/11	04/19/12	202.92	222.72	(19.80)	
		SPONSORED ADR						
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
125000180	60	EAST JAPAN RY CO-JPY	02/24/11	04/19/12	605.39	694.13	(88.74)	
	182	SBX = H1	03/02/11		1,836.33	2,122.10	(285.77)	
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						

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Morgan Stanley

Ref: 00000142 00018356

2012 Year End Summary

EDWIN W PAULEY FOUNDATION
Account Number 554-56571-15 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000190	162	ELECTRICITE DE FRANCE-EUR	11/12/09	04/19/12	\$ 638.27	\$ 1,824.91	(\$ 1,186.64)	
	173	SBX=H1	11/10/10		681.60	1,530.72	(849.12)	
	150	SBX CONNECTIVITY BUSINESS	04/07/11		590.99	1,180.22	(589.23)	
		MorganStanley SmithBarney LLC						
125000210	181	FINMECCANICA SPA-EUR	08/09/10	04/19/12	380.09	1,031.70	(651.61)	
	605	SBX=H1	11/26/10		1,270.47	3,544.15	(2,273.68)	
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000220	166	FUJIFILM HLDGS CORP-JPY	08/09/10	04/19/12	3,545.68	5,237.30	(1,691.62)	
		SBX=H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000230	82	GAZPROM OAO SPONS ADR	10/15/10	01/20/12	963.39	879.17		84.22
		MorganStanley SmithBarney LLC						
		acted as your agent						
		in this transaction.						
125000240	91	GAZPROM OAO SPONS ADR	10/15/10	04/19/12	1,044.65	975.66		68.99
		SBX=H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000250	44	GLAXOSMITHKLINE PLC SP ADR	08/09/10	04/19/12	2,049.96	1,618.67		431.29
	82	SBX=H1	02/07/11		3,820.37	3,192.27		628.10
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000260	281	GOLD FIELDS LTD SPONS ADR	08/09/10	04/19/12	3,541.08	3,955.92	(414.84)	
		SBX=H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000270	45	HACHIJUNI BANK LTD-JPY	08/09/10	04/19/12	2,455.14	2,517.30	(62.16)	
		ADR						
		SBX=H1						
		SBX CONNECTIVITY BUSINESS						
125000290	58	HOME RETAIL GROUP	03/10/11	04/19/12	364.81	738.74	(373.93)	
		SBX=H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						



Morgan Stanley

Ref: 00000142 00018357

2012 Year End Summary

Page 26 of 32

EDWIN W PAULEY FOUNDATION
Account Number 554-56571-15 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000330	151	KINROSS GOLD CORP-CAD	08/09/10	04/19/12	\$ 1,387.96	\$ 2,380.88	(\$ 992.92)	
	117	(NEW)	01/21/11		1,075.44	2,008.35	(932.91)	
	60	SBX = H1	02/25/11		551.51	956.75	(405.24)	
		SBX CONNECTIVITY BUSINESS						
125000340	358	KOREA ELEC PWR CORP SP ADR	08/11/10	04/19/12	3,455.34	4,628.47	(1,173.13)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000350	51	MS&AD INSURANCE UNSPON ADR	08/09/10	04/19/12	475.82	583.44	(107.62)	
	176	SBX = H1	08/12/10		1,642.04	1,947.21	(305.17)	
	83	SBX CONNECTIVITY BUSINESS	04/18/11		774.37	928.28	(153.91)	
		MorganStanley SmithBarney LLC						
125000370	95	NEWCREST MINING LTD SPON	08/09/10	04/19/12	2,750.19	3,006.75	(256.56)	
	18	ADR	02/08/11		521.09	687.53	(166.44)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
125000380	209	NEXEN INC	08/09/10	04/19/12	3,990.14	4,430.26	(440.12)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000390	120	NINTENDO CO LTD ADR NEW	08/09/10	04/19/12	2,063.95	4,218.00	(2,154.05)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000400	305	NIPPON TEL & TEL SPON ADR	08/09/10	04/19/12	6,826.29	6,599.59	226.70	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000410	424	NOKIA CORP	08/09/10	04/19/12	1,633.21	4,065.78	(2,432.57)	
	229	SPONSORED ADR	03/16/11		882.09	1,846.82	(964.73)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
125000420	120	PANASONIC CORP ADR	08/09/10	04/19/12	933.82	1,562.29	(628.47)	
	103	SBX = H1	09/27/10		801.53	1,418.28	(616.75)	
	95	SBX CONNECTIVITY BUSINESS	03/17/11		739.27	1,125.00	(385.73)	
		MorganStanley SmithBarney LLC						

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Morgan Stanley

Ref: 00000142 00018358

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56571-15 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000430	8	PT TELEKOMUNAKASI	02/17/11	04/19/12	\$ 269.03	\$ 267.48		\$ 1.55
	64	INDONESIA SPONS ADR SBX=H1	02/25/11		2,152.27	2,177.22	(24.95)	
		SBX CONNECTIVITY BUSINESS						
125000450	65	ROHM CO LTD-JPY	08/09/10	04/19/12	1,462.46	2,020.20	(557.74)	
	63	SBX=H1	10/29/10		1,417.47	1,961.40	(543.93)	
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000460	398	SK TELECOM LTD SPON ADR	08/09/10	04/19/12	5,298.05	6,621.93	(1,323.88)	
	72	SBX=H1	02/28/11		958.44	1,264.77	(306.33)	
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000470	5	SANOFI SPONS ADR	05/16/08	03/08/12	188.64	184.57		4.07
	38	MorganStanley SmithBarney LLC	04/05/10		1,433.69	1,419.62		14.07
		acted as your agent						
		in this transaction.						
125000480	57	SANOFI SPONS ADR	04/05/10	04/19/12	2,086.84	2,129.42	(42.58)	
	91	SBX=H1	08/09/10		3,331.61	2,782.60		549.01
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000490	397	SEKISUI HOUSE UNSPONS ADR	08/09/10	04/19/12	3,584.82	3,735.77	(150.95)	
		SBX=H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000500	75	SEVEN & I HLDGS CO LTD-JPY	08/09/10	04/19/12	4,413.65	3,687.12		726.53
		SBX=H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000510	70	SHISEIDO LTD SPONSORED ADR	08/09/10	04/19/12	1,204.67	1,610.00	(405.33)	
		SBX=H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000520	32	SOCIETE GENERALE SPON ADR	02/26/08	02/08/12	204.40	674.35	(469.95)	
	80	MorganStanley SmithBarney LLC	02/27/08		511.00	1,803.41	(1,292.41)	
	91	acted as your agent	04/02/08		581.27	1,970.15	(1,388.88)	
	49	in this transaction.	05/16/08		312.99	1,107.40	(794.41)	



Ref: 00000142 00018359

2012 Year End Summary

EDWIN W PAULEY FOUNDATION
Account Number 554-56571-15 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000530	853	SUMITOMO MITSU TR SPON ADR SBX=H1 SBX CONNECTIVITY BUSINESS	04/01/11	04/19/12	\$ 2,533.35	\$ 2,985.44	(\$ 452.09)	
125000540	106	SWISSCOM AG SPONS ADR SBX=H1 SBX CONNECTIVITY BUSINESS	08/09/10	04/19/12	3,884.81	3,922.00	(37.19)	
125000600	588	TELECOM ITALIA S.P.A ADR (NEW) REPSTG SVG SHS SBX=H1 SBX CONNECTIVITY BUSINESS	08/09/10	04/19/12	5,063.74	6,445.65	(1,381.91)	
125000640	3 3	TOYOTA MOTOR CORP ADR NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/09/10 09/10/10	02/16/12	246.71 246.72	209.75 211.82		36.96 34.90
125000660	27 11	VODAFONE GROUP PLC SPONS ADR NEW MorganStanley SmithBarney LLC acted as your agent	01/02/08 02/27/08	01/05/12	741.87 302.24	999.54 358.82	(257.67) ^c (56.58)	
125000670	39 29 52	VODAFONE GROUP PLC SPONS ADR NEW SBX=H1 SBX CONNECTIVITY BUSINESS	02/27/08 08/03/09 11/11/09	04/19/12	1,077.66 801.34 1,436.88	1,272.18 615.32 1,165.09	(194.52)	186.02 271.79
125000680	60	WACOAL CORP ADR SBX=H1 SBX CONNECTIVITY BUSINESS	08/09/10	04/19/12	3,290.93	4,156.62	(865.69)	
125000690	236	WOLTERS KLUWER N V SP ADR SBX=H1 SBX CONNECTIVITY BUSINESS	08/09/10	04/19/12	3,856.15	4,908.80	(1,052.65)	
Total					\$ 149,560.60	\$ 191,729.32	(\$ 45,828.32)	\$ 3,659.60

^cBased on information supplied by Client or other financial institution, not verified by us.



Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018368

EDWIN W PAULEY FOUNDATION

Account Number 554-56572-14 900

Details of Earnings 2012 - continued

Dividends and Distributions, Section 1

Reference number	Description	Total dividends	Qualified dividends	Short term capital gains	Total capital gain distributions	Unrecaptured Sec 1250 gain	Section 1202 gain	Alternative minimum tax
150003300	616979100000 MORGAN STANLEY CALIFORNIA TAX FREE DAILY INCOME TRUST	\$.15						
150003400	620076307000 MOTOROLA SOLUTIONS INC	16.06	16.06					
150003500	713448108000 PEPSICO INC	21.50	21.50					
150003600	717081103000 PFIZER INC	160.60	160.60					
150003700	857477103000 STATE STREET CORP	51.54	51.54					
150003800	883203101000 TEXTRON INC	15.44	15.44					
150003900	883556102000 THERMO FISHER SCIENTIFIC INC	4.42	4.42					
150004000	887317303000 TIME WARNER INC	40.56	40.56					
150004100	89417E109000 TRAVELERS COMPANIES INC	93.09	93.09					
150004200	91913Y100000 VALERO ENERGY CORP-NEW	38.40	38.40					
Totals		\$ 2,317.38	\$ 2,317.23					

Details of Short Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	40	WEATHERFORD INTERNATIONAL LTD.-CHF MorganStanley SmithBarney LLC acted as your agent	08/12/11	06/26/12	\$ 473.14	\$ 694.33	(\$ 221.19)	



Morgan Stanley

Ref: 00000142 00018369

2012 Year End Summary

Page 6 of 16

EDWIN W PAULEY FOUNDATION

Account Number 554-56572-14 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	18	WEATHERFORD INTERNATIONAL LTD.-CHF MorganStanley SmithBarney LLC acted as your agent	08/12/11	08/29/12	\$ 225.09	\$ 312.45	(\$ 87.36)	
125000030	1	WEATHERFORD INTERNATIONAL LTD.-CHF	08/12/11	07/05/12	12.85	17.36	(4.51)	
	7	MorganStanley SmithBarney LLC acted as your agent	08/18/11		89.97	113.75	(23.78)	
	6		08/24/11		77.11	91.97	(14.86)	
	11		08/31/11		141.38	190.04	(48.66)	
	17		09/01/11		218.49	291.32	(72.83)	
125000040	5	WEATHERFORD INTERNATIONAL LTD.-CHF	09/01/11	07/05/12	64.26	85.68	(21.42)	
	14	MorganStanley SmithBarney LLC acted as your agent	09/06/11		179.94	217.97	(38.03)	
	5		09/28/11		64.26	65.90	(1.64)	
125000150	20	ALCOA INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/03/11	06/11/12	168.21	283.73	(115.52)	
125000260	1	ANADARKO PETROLEUM CORP	09/20/11	03/22/12	78.61	76.89		1.72
	2	MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/30/11		157.22	129.57		27.65
125000310	1	CLIFFS NATURAL RESOURCES MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/21/11	01/25/12	76.33	60.48		15.85
125000320	1	CLIFFS NATURAL RESOURCES MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/21/11	02/08/12	76.47	60.48		15.99
125000370	3	ENERGIZER HLDGS INC	04/06/11	03/26/12	223.30	216.52		6.78
	2	MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/08/11		148.86	143.77		5.09
125000680	93	SPRINT NEXTEL CORP	02/24/11	01/27/12	201.15	397.11	(195.96)	
	90	MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/12/11		184.67	284.73	(90.06)	
	79		09/30/11		170.87	243.37	(72.50)	
	75		10/10/11		162.22	167.63	(5.41)	
	65		11/08/11		140.61	187.77	(47.16)	

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





Morgan Stanley

Ref: 00000142 00018370

2012 Year End Summary

Page 7 of 16

EDWIN W PAULEY FOUNDATION

Account Number 554-56572-14 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000810	2	THERMO FISHER SCIENTIFIC INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/04/11	02/14/12	\$ 111.09	\$ 98.10		\$ 12.99
Total					\$ 3,456.10	\$ 4,430.92	(\$ 1,060.89)	\$ 86.07

Details of Long Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000050	.0388 .0517	ACCO BRANDS CORP CASH IN LIEU OF .09058 RECORD 04/24/12 PAY 04/30/12	11/17/06 02/14/08	05/01/12	\$.41 .54	\$.37 .44		\$.04 .10
125000060	9.8571 13.1429	ACCO BRANDS CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	11/17/06 02/14/08	05/25/12	92.47 123.29	94.88 113.06	(2.41) ^c	10.23
125000070	6 12 7	ALCOA INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	11/23/09 12/04/09 12/08/09	03/05/12	60.12 120.24 70.13	79.83 156.59 90.03	(19.71) (36.35) (19.90)	
125000080	17 5	ALCOA INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	12/08/09 12/31/09	03/06/12	161.98 47.84	218.66 81.85	(56.68) (34.21)	
125000090	12 20 15 6	ALCOA INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	12/31/09 01/25/10 01/28/10 01/28/10	03/14/12	124.40 207.34 155.50 62.20	196.44 267.80 201.73 77.75	(72.04) (60.46) (46.23) (15.55)	
125000100	21 2	ALCOA INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	01/28/10 02/05/10	05/18/12	177.86 16.94	272.11 25.94	(94.25) (9.00)	

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2012 Year End Summary

Ref: 00000142 00018371

EDWIN W PAULEY FOUNDATION
Account Number 554-56572-14 900

Details of Long Term Gain (Loss) 2012 - continued

2 0 1 2 Y E A R E N D S U M M A R Y									
Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain	
125000110	10	ALCOA INC	02/05/10	05/22/12	\$ 85.21	\$ 129.70	(\$ 44.49)		
	8	MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/01/10		68.16	106.40	(38.24)		
125000120	9	ALCOA INC	03/01/10	05/29/12	79.92	119.70	(39.78)		
	18	MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/13/10		159.83	256.32	(96.49)		
125000130	4	ALCOA INC	04/13/10	06/01/12	33.35	56.96	(23.61)		
	10	MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/19/10		83.37	135.70	(52.33)		
	36		05/06/10		300.14	444.60	(144.46)		
	17		06/04/10		141.73	184.50	(42.77)		
125000140	19	ALCOA INC	06/04/10	06/07/12	164.73	206.20	(41.47)		
	23	MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/02/10		199.40	320.87	(121.47)		
125000150	18	ALCOA INC	12/15/10	06/11/12	151.39	254.14	(102.75)		
	1	MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/01/11		8.41	17.65	(9.24)		
	10		06/06/11		84.11	156.50	(74.39)		
125000160	5	AMERICAN ELECTRIC POWER CO INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/02/07	04/02/12	194.42	221.50	(27.08) ^c		
125000170	1	AMERIPRISE FINANCIAL INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/05/09	05/11/12	50.90	28.06		22.84	
125000180	2	ANADARKO PETROLEUM CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/16/10	02/07/12	173.33	95.01		78.32	
125000190	1	ANADARKO PETROLEUM CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/16/10	02/09/12	87.97	47.51 ^d		40.46	





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018372

EDWIN W PAULEY FOUNDATION

Account Number 554-56572-14 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000200	5	ANADARKO PETROLEUM CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	07/16/10	02/22/12	\$ 435.74	\$ 237.53		\$ 198.21
125000210	3	ANADARKO PETROLEUM CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	07/16/10	02/23/12	262.55	142.52		120.03
125000220	1	ANADARKO PETROLEUM CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	07/16/10	02/23/12	87.51	47.51		40.00
125000230	3	ANADARKO PETROLEUM CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	07/16/10	03/09/12	256.36	142.52		113.84
125000240	2	ANADARKO PETROLEUM CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	07/27/10	03/19/12	169.42	99.22		70.20
125000250	3	ANADARKO PETROLEUM CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	07/27/10	03/21/12	243.87	148.82		95.05
125000260	8	ANADARKO PETROLEUM CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/12/10	03/22/12	628.87	466.91		161.96
125000270	1	CBS CORP NEW CLASS B MorganStanley SmithBarney LLC acted as your agent In this transaction.	05/10/10	06/20/12	32.02	15.44		16.58
125000280	5 2	CBS CORP NEW CLASS B MorganStanley SmithBarney LLC acted as your agent In this transaction.	05/10/10 05/18/10	07/02/12	164.11 65.65	77.19 30.58		86.92 35.07

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



Morgan Stanley

Ref: 00000142 00018373

2012 Year End Summary

Page 10 of 16

EDWIN W PAULEY FOUNDATION
Account Number 554-56572-14 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000290	5	CA INC	06/09/09	01/23/12	\$ 112.41	\$ 88.54		\$ 23.87
	3	MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/18/09		67.45	51.21		16.24
125000300	1	CHEVRON CORP	11/06/08	01/31/12	103.94	69.53		34.41 c
	4	MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/15/06		415.75	281.88		133.87 c
125000330	32	COMCAST CORP CL A	12/28/07	05/15/12	934.76	589.12		345.64 c
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000340	23	DELL INC	09/17/08	05/23/12	284.28	370.06	(85.78)	
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000350	3	DEVON ENERGY CORP NEW	08/06/09	01/09/12	197.37	188.42		8.95
	1	MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/25/09		65.79	62.79		3.00
125000360	1	DEVON ENERGY CORP NEW	09/17/09	01/23/12	65.17	71.21	(6.04)	
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000380	7	GAP INC DELAWARE	05/05/08	03/02/12	172.30	127.38		44.92
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000390	6	GAP INC DELAWARE	05/05/08	05/11/12	169.80	109.18		60.62
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000400	14	HOLOGIC INC	09/26/08	02/01/12	287.02	276.67		10.35
		COMMON STOCK						
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						

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





Morgan Stanley

Ref: 00000142 00018374

2012 Year End Summary

EDWIN W PAULEY FOUNDATION
Account Number 554-56572-14 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000410	9	HOME DEPOT INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/23/08	02/22/12	\$ 423.84	\$ 170.25		\$ 253.59
125000420	5	HONEYWELL INTL INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	04/19/07	01/18/12	290.40	243.51		46.89 c
125000430	13 1	JPMORGAN CHASE & CO MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/12/07 03/27/07	05/11/12	492.70 37.90	655.94 48.46	(163.24) c (10.56) c	
125000440	3	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	01/25/08	02/06/12	216.99	192.41		24.58 c
125000450	1	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	01/25/08	03/07/12	71.45	64.14		7.31 c
125000460	4	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	01/25/08	04/19/12	301.72	256.54		45.18 c
125000470	3	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	01/25/08	05/22/12	236.97	192.41		44.56 c
125000480	5	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	01/25/08	05/29/12	398.69	320.68		78.01 c
125000490	1	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	01/25/08	05/31/12	79.58	64.14		15.44 c



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

Ref: 00000142 00018375

2012 Year End Summary

EDWIN W PAULEY FOUNDATION
Account Number 554-56572-14 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000500	6	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08	06/15/12	\$ 495.60	\$ 384.82		\$ 110.78 c
125000510	4	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08	06/19/12	332.60	256.54		76.06 c
125000520	2	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08	06/19/12	166.30	128.27		38.03 c
125000530	1	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08	06/25/12	81.06	64.14		16.92 c
125000540	3	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08	06/26/12	243.58	192.41		51.17 c
125000550	2 1	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08 07/16/08	06/27/12	164.48 82.24	128.27 56.78		36.21 c 25.46
125000560	2	KRAFT FOODS INC CLASS A MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/12/07	01/19/12	77.48	68.72		8.76 c
125000570	7	KRAFT FOODS INC CLASS A MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/12/07	03/16/12	268.65	240.51		28.14 c
125000580	4	KRAFT FOODS INC CLASS A MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/12/07	05/31/12	153.36	137.44		15.92 c

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





Morgan Stanley

Ref: 00000142 00018376

2012 Year End Summary

Page 13 of 16

EDWIN W PAULEY FOUNDATION
Account Number 554-56572-14 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000590	15	LENNAR CORP CLASS A MorganStanley SmithBarney LLC acted as your agent	06/16/09	01/11/12	\$ 324.36	\$ 116.58		\$ 207.78
125000600	3	LENNAR CORP CLASS A MorganStanley SmithBarney LLC acted as your agent	06/16/09	01/18/12	68.64	23.32		45.32
125000610	3	LENNAR CORP CLASS A MorganStanley SmithBarney LLC acted as your agent	06/16/09	02/09/12	71.23	23.31		47.92
125000620	4	LENNAR CORP CLASS A MorganStanley SmithBarney LLC acted as your agent	06/16/09	02/16/12	93.87	31.09		62.78
125000630	6	LENNAR CORP CLASS A MorganStanley SmithBarney LLC acted as your agent	06/16/09	05/03/12	174.66	46.63		128.03
125000640	7 3	LENNAR CORP CLASS A MorganStanley SmithBarney LLC acted as your agent	06/16/09 06/24/09	06/27/12	202.99 87.00	54.40 23.93		148.59 63.07
125000650	9	MEADWESTVACO CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/22/06	01/09/12	264.23	234.85		29.38 c
125000660	3	MEADWESTVACO CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/17/06	02/14/12	89.29	86.71		2.58 c
125000670	8	MEADWESTVACO CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/17/06	04/26/12	251.85	231.22		20.63 c

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Morgan Stanley

Ref: 00000142 00018377

2012 Year End Summary

Page 14 of 18

EDWIN W PAULEY FOUNDATION

Account Number 554-56572-14 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000680	31	SPRINT NEXTEL CORP	07/21/10	01/27/12	\$ 67.05	\$ 141.98	(\$ 74.93)	
	57	MorganStanley SmithBarney LLC	07/23/10		123.29	269.04	(145.75)	
	69	acted as your agent	07/27/10		123.29	279.94	(156.65)	
	65	In this transaction.	07/29/10		149.24	325.68	(176.44)	
	85		08/02/10		140.59	303.55	(162.96)	
	38		08/16/10		183.85	370.46	(186.61)	
	44		08/26/10		82.19	155.74	(73.55)	
	42		10/27/10		95.17	187.86	(92.69)	
	38		11/04/10		90.84	169.67	(78.83)	
	35		12/02/10		82.19	147.05	(64.86)	
	68		01/05/11		75.70	159.92	(84.22)	
			01/21/11		147.08	295.96	(148.88)	
125000690	13	SYMANTEC CORP	04/23/10	05/29/12	197.14	222.47	(25.33)	
	8	MorganStanley SmithBarney LLC	04/27/10		121.32	136.55	(15.23)	
		acted as your agent						
		In this transaction.						
125000700	13	SYMANTEC CORP	04/27/10	06/07/12	192.57	221.90	(29.33)	
	3	MorganStanley SmithBarney LLC	04/30/10		44.44	50.58	(6.14)	
		acted as your agent						
		In this transaction.						
125000710	6	SYMANTEC CORP	04/30/10	06/19/12	89.82	101.16	(11.34)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
		In this transaction.						
125000720	4	SYMANTEC CORP	04/30/10	06/20/12	59.92	67.44	(7.52)	
	17	MorganStanley SmithBarney LLC	06/04/10		254.68	245.99		8.69
		acted as your agent						
		In this transaction.						
125000730	32	TENET HEALTHCARE CORP	03/26/08	01/05/12	150.29	168.38	(18.09)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
		In this transaction.						
125000740	34	TENET HEALTHCARE CORP	03/26/08	01/10/12	173.06	178.91	(5.85)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
		In this transaction.						

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





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018378

EDWIN W PAULEY FOUNDATION

Account Number 554-56572-14 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000750	39	TENET HEALTHCARE CORP	03/26/08	04/27/12	\$ 200.98	\$ 205.21	(\$ 4.23)	
	43	MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/05/08		221.59	108.89		112.70
125000760	112	TENET HEALTHCARE CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/05/08	05/03/12	571.07	283.62		287.45
125000770	101	TENET HEALTHCARE CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/05/08	05/09/12	515.85	255.76		260.09
	19	MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/03/10		97.04	84.42		12.62
125000780	72	TENET HEALTHCARE CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/03/10	05/24/12	338.82	319.92	(67.98)	18.90
	40	MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/04/11		188.23	256.21		
125000790	2	TEREX CORP NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/11/10	02/01/12	42.44	41.02		1.42
	7	MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/18/10		148.53	153.37	(4.84)	
125000800	2	TEREX CORP NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/18/10	02/08/12	44.53	43.82		.71
	4	MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/22/10		89.07	87.79		1.28
125000820	3	TRAVELERS COMPANIES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/20/06	01/23/12	183.81	132.18		51.63 ^c
Total					\$ 20,238.96	\$ 19,265.89	(\$ 3,233.23)	\$ 4,206.30

^cBased on information supplied by Client or other financial institution, not verified by us.





Morgan Stanley

Ref: 00000142 00018392

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56573-13 900

Details of Earnings 2012 - continued

Dividends and Distributions, Section 2

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160004600	984846105001 *** YANZHOU COAL MINING CO LTD SPONS ADR REPSTG H SHS THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		\$ 7.67				
160004700	98953F107001 *** ZIJIN MINING GROUP UNSPON ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		1.68				

Totals

\$ 168.76

Details of Short Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	9	ARCOS DORADOS HOLDINGS INC	11/01/11	06/22/12	\$ 126.06	\$ 205.33	(\$ 79.27)	
	4	MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/01/11		56.02	91.26	(35.24)	
125000020	5	ARCOS DORADOS HOLDINGS INC	11/01/11	06/26/12	71.36	114.07	(42.71)	
	9	MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/22/11		128.44	183.46	(55.02)	
125000030	10	ARCOS DORADOS HOLDINGS INC	12/06/11	07/05/12	150.31	218.32	(68.01)	
	2	MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/20/11		30.06	39.91	(9.85)	



Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018393

EDWIN W PAULEY FOUNDATION

Account Number 554-56573-13 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	4	COSAN LTD CL A-BRL MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/12/11	04/17/12	\$ 55.57	\$ 44.91		\$ 10.66
125000110	4	COSAN LTD CL A-BRL	05/12/11	04/18/12	55.14	44.91		10.23
	9	MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/28/11		124.07	108.59		15.48
125000120	10	ADARA ENERGY PT	02/29/12	03/21/12	102.01	106.39	(4.38)	
	5	MorganStanley SmithBarney LLC	03/01/12		51.01	52.61	(1.60)	
	14	acted as your agent in this transaction.	03/02/12		142.81	149.71	(6.90)	
125000140	13	ANHUI CONCH CEMENT H UNSPON ADR MorganStanley SmithBarney LLC acted as your agent	08/04/11	01/27/12	234.09	314.10	(80.01)	
125000150	7	ANHUI CONCH CEMENT H	08/04/11	06/08/12	97.74	169.13	(71.39)	
	10	UNSPON ADR	08/05/11		139.63	226.27	(86.64)	
	7	MorganStanley SmithBarney LLC acted as your agent	08/09/11		97.73	149.43	(51.70)	
125000160	2	BANCO BRADESCO SPONS ADR (NEW) MorganStanley SmithBarney LLC acted as your agent	03/23/11	02/02/12	36.40	38.86	(2.46)	
125000170	9	BANCO BRADESCO SPONS ADR (NEW) MorganStanley SmithBarney LLC acted as your agent	05/27/11	04/26/12	142.20	177.56	(35.36)	
125000180	2	BANCO BRADESCO SPONS ADR	06/14/11	04/30/12	31.92	39.42	(7.50)	
	3	(NEW) MorganStanley SmithBarney LLC acted as your agent	06/29/11		47.87	61.04	(13.17)	
125000190	12	BANCO BRADESCO SPONS ADR	06/29/11	06/06/12	176.39	244.15	(67.76)	
	4	(NEW) MorganStanley SmithBarney LLC acted as your agent	08/04/11		58.80	70.03	(11.23)	





Morgan Stanley

Ref: 00000142 00018394

2012 Year End Summary

Page 15 of 32

EDWIN W PAULEY FOUNDATION

Account Number 554-56573-13 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000200	1	BANCO SANTANDER-CHILE-CLP ADR MorganStanley SmithBarney LLC acted as your agent	12/07/11	01/10/12	\$ 77.02	\$ 69.02		\$ 8.00
125000210	3	BANCO SANTANDER-CHILE-CLP ADR MorganStanley SmithBarney LLC acted as your agent	12/07/11	01/17/12	244.81	207.07		37.74
125000220	1	BANCO SANTANDER-CHILE-CLP ADR MorganStanley SmithBarney LLC acted as your agent	12/07/11	01/17/12	81.60	69.02		12.58
125000230	7	BANCOLOMBIA SA BANCOLOMBIA C-COP SALE OF RTS ON 7,0000 SHS	02/09/12	02/09/12	.09	.01		.08
125000240	2	BANCOLOMBIA SA BANCOLOMBIA C-COP MorganStanley SmithBarney LLC acted as your agent	02/02/12	05/21/12	122.70	121.21		1.49
125000250	5	BANCOLOMBIA SA BANCOLOMBIA C-COP MorganStanley SmithBarney LLC acted as your agent	02/02/12	05/23/12	300.14	303.02	(2.88)	
125000260	7	BANCOLOMBIA SA BANCOLOMBIA C-COP MorganStanley SmithBarney LLC acted as your agent	02/07/12	06/05/12	415.74	434.61	(18.87)	
125000300	12	CHINA MERCHANTS UNSPON ADR MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/14/12	04/10/12	379.32	430.33	(51.01)	
125000310	7	CHINA PETROLEUM&CHEM ADR MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/21/12	02/27/12	785.92	791.45	(5.53)	

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



2012 Year End Summary

Ref: 00000142 00018395

EDWIN W PAULEY FOUNDATION

Account Number 554-56573-13 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000320	6	CHINA SHENHUA ENERGY CO LTD-CNY MorganStanley SmithBarney LLC acted as your agent	05/11/11	05/10/12	\$ 243.06	\$ 273.11	(\$ 30.05)	
125000340	24	CHINA UNICOM HONG KONG LTD SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	04/18/12	06/27/12	295.14	410.05	(114.91)	
125000350	14	CHINA UNICOM HONG KONG LTD SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	04/19/12	07/03/12	178.72	242.18	(63.46)	
125000390	3 7	CTRIPO.COM INTERNATIONAL LTD-CNY MorganStanley SmithBarney LLC acted as your agent	05/17/11 09/30/11	02/15/12	74.26 173.26	132.42 231.63	(58.16) (58.37)	
125000410	24	GAFISA S A SPON ADR-USD MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/02/11	02/02/12	148.28	303.79	(155.51)	
125000420	17	GAFISA S A SPON ADR-USD MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/24/11	02/07/12	102.13	215.90	(113.77)	
125000430	6 12 9 14 17 6 35 12	GAFISA S A SPON ADR-USD MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/24/11 05/10/11 05/20/11 05/31/11 06/01/11 06/14/11 06/29/11 12/20/11	03/23/12	31.55 63.10 47.32 73.62 89.39 31.55 184.04 63.10	76.20 133.77 94.47 149.88 179.67 62.32 334.27 56.54	(44.65) (70.67) (47.15) (76.26) (90.28) (30.77) (150.23)	6.56
125000500	20 16	GLOBAL X CHINA FINANCIALS ETF MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/11/11 10/25/11	02/27/12	246.39 197.12	191.92 162.86		54.47 34.26

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





Morgan Stanley

Ref: 00000142 00018396

2012 Year End Summary

Page 17 of 32

EDWIN W PAULEY FOUNDATION
Account Number 554-56573-13 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000510	4	GLOBAL X CHINA FINANCIALS ETF	10/25/11	04/02/12	\$ 44.12	\$ 40.71		\$ 3.41
	13	MorganStanley SmithBarney LLC	10/27/11		143.40	148.05	(4.65)	
	20	acted as your agent	11/03/11		220.62	227.38	(6.76)	
		In this transaction.						
125000520	12	GLOBAL X BRAZIL CONSUMER ETF	09/09/11	03/22/12	226.37	208.99		17.38
	12	MorganStanley SmithBarney LLC	09/16/11		226.37	203.49		22.88
	4	acted as your agent	09/19/11		75.46	64.79		10.67
		In this transaction.						
125000530	10	GLOBAL X BRAZIL CONSUMER ETF	09/19/11	03/23/12	188.30	161.97		26.33
	9	MorganStanley SmithBarney LLC	10/21/11		169.47	144.95		24.52
	5	acted as your agent	11/09/11		94.16	79.98		14.18
		In this transaction.						
125000540	9	INDUSTRIAL & COML BK CHINA-CNY SPONS ADR	07/25/11	06/13/12	98.52	135.38	(36.86)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000590	3	JIANGXI COPPER CO LTD	07/08/11	05/15/12	256.71	417.23	(160.52)	
	2	SPONSORED ADR	07/13/11		171.14	270.43	(99.29)	
	1	MorganStanley SmithBarney LLC	07/21/11		85.57	140.38	(54.81)	
		acted as your agent						
125000670	11	MARKET VECTORS CHINA ETF	02/27/12	03/27/12	384.11	406.12	(22.01)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
		In this transaction.						
125000690	11	MECHEL OAO	04/18/11	03/02/12	123.64	296.14	(172.50)	
	8	SPONS ADR	06/16/11		89.92	206.03	(116.11)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000700	7	MECHEL OAO	06/24/11	03/08/12	72.07	174.71	(102.64)	
	12	SPONS ADR	08/02/11		123.55	299.05	(175.50)	
	12	MorganStanley SmithBarney LLC	08/04/11		123.55	255.86	(132.31)	
	5	acted as your agent	09/01/11		51.49	93.21	(41.72)	
125000780	22	OGX PETROLEO E GAS	03/09/12	05/07/12	160.40	211.11	(50.71)	
		PATIPACOE SA						
		MorganStanley SmithBarney LLC						
		acted as your agent						

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Morgan Stanley

Ref: 00000142 00018397

2012 Year End Summary

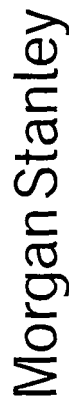
Page 18 of 32

EDWIN W PAULEY FOUNDATION
Account Number 554-56573-13 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000790	28	OI SA	04/17/12	05/17/12	\$ 352.40	\$ 411.99	(\$ 59.59)	
	13	MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/23/12		163.62	199.84	(36.22)	
125000800	3	UNITED TRACTORS UNSPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/11	01/11/12	181.92	142.40		39.52
125000810	1	UNITED TRACTORS UNSPON ADR	01/25/11	01/19/12	63.55	47.46		16.09
	2	MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/02/11		127.11	97.61		29.50
125000840	2	UNITED TRACTORS UNSPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/22/11	06/06/12	96.64	109.41	(12.77)	
125000850	9	PACIFIC RUBIALES ENERGY CORP NEW MorganStanley SmithBarney LLC acted as your agent	05/26/11	01/23/12	213.20	234.68	(21.48)	
125000860	8	PACIFIC RUBIALES ENERGY CORP NEW MorganStanley SmithBarney LLC acted as your agent	07/12/11	02/16/12	216.62	196.99		17.63
125000930	2	ADR SAKARI RESOURCES LIMITED	05/20/11	02/29/12	84.77	94.13	(9.36)	
	1	MorganStanley SmithBarney LLC acted as your agent	05/23/11		42.38	45.85	(3.47)	
125000940	1	ADR SAKARI RESOURCES LIMITED MorganStanley SmithBarney LLC acted as your agent	05/23/11	03/01/12	42.19	45.84	(3.65)	
125000950	2	ADR SAKARI RESOURCES LIMITED	05/23/11	03/02/12	84.52	91.69	(7.17)	
	2	MorganStanley SmithBarney LLC acted as your agent	06/20/11		84.51	94.74	(10.23)	





2012 Year End Summary

Ref: 00000142 00018398

EDWIN W PAULEY FOUNDATION

Account Number 554-56573-13 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000960	2	ADR SAKARI RESOURCES LIMITED MorganStanley SmithBarney LLC acted as your agent	06/20/11	03/21/12	\$ 75.96	\$ 94.75	(\$ 18.79)	
125000970	2	ADR SAKARI RESOURCES LIMITED	06/20/11	04/09/12	70.03	94.74	(24.71)	
	3		06/29/11		105.05	142.73	(37.68)	
	1	MorganStanley SmithBarney LLC acted as your agent	06/30/11		35.02	48.63	(13.61)	
125000980	4	ADR SAKARI RESOURCES LIMITED	06/30/11	04/10/12	139.54	194.50	(54.96)	
	4	MorganStanley SmithBarney LLC acted as your agent	08/18/11		139.54	177.18	(37.64)	
125000990	28	SBERBANK SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/10/11	04/10/12	359.45	334.46		24.99
125001000	23	SBERBANK SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/10/11	06/21/12	240.17	274.73	(34.56)	
125001010	5	SHANGHAI ELEC GROUP CO LTD-CNY MorganStanley SmithBarney LLC acted as your agent	02/02/12	05/21/12	42.40	48.54	(6.14)	
125001020	20	SHANGHAI ELEC GROUP CO LTD-CNY MorganStanley SmithBarney LLC acted as your agent	02/02/12	05/22/12	169.92	194.17	(24.25)	
125001030	16	SHANGHAI ELEC GROUP CO LTD-CNY MorganStanley SmithBarney LLC acted as your agent	02/02/12	06/01/12	143.00	155.34	(12.34)	
125001040	2	SHANGHAI ELEC GROUP CO LTD-CNY	02/02/12	06/04/12	16.51	19.42	(2.91)	
	2	MorganStanley SmithBarney LLC acted as your agent	02/09/12		16.51	20.31	(3.80)	

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THESE RESEARCHERS HAVE CONDUCTED A SERIES OF EXPERIMENTS THAT HAVE SHOWN THAT THE MORE A PERSON IS EXPOSED TO A PARTICULAR SITUATION, THE MORE LIKELY THEY ARE TO DEVELOP A POSITIVE ATTITUDE TOWARD IT. THIS IS BECAUSE THE MORE A PERSON IS EXPOSED TO A PARTICULAR SITUATION, THE MORE LIKELY THEY ARE TO DEVELOP A POSITIVE ATTITUDE TOWARD IT.

2012 Year End Summary

Ref: 00000142 00018399

EDWIN W PAULEY FOUNDATION
Account Number 554-56573-13 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001050	33 8	SHANGHAI ELEC GROUP CO LTD-CNY MorganStanley SmithBarney LLC acted as your agent	02/09/12 02/10/12	06/06/12	\$ 262.24 63.57	\$ 335.10 84.19	(\$ 72.86) (20.62)	
125001090	3	SOCIEDAD QUIMICA MINERA DE CHILE S A SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	10/03/11	01/17/12	166.86	143.42		23.44
125001100	1 4 3	SOCIEDAD QUIMICA MINERA DE CHILE S A SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	10/03/11 10/04/11 10/05/11	01/18/12	56.15 224.61 168.45	47.80 179.75 141.52		8.35 44.86 26.93
125001110	.021 .031 .062 .0133	SOUTHERN COPPER CORP DEL CASH IN LIEU OF .12840 RECORD 02/15/12 PAY 02/28/12	01/12/12 01/13/12 02/16/12 02/21/12	02/28/12	.72 1.01 2.02 .44	.73 1.02 2.02 .43	(.01) (.01)	.01
125001130	8	TATA MOTORS LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent	01/18/12	02/09/12	210.08	171.81		38.27
125001140	1 8	TATA MOTORS LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent	01/18/12 01/18/12	02/13/12	26.16 209.24	21.48 171.81		4.68 37.43
125001150	1 11 5	TATA MOTORS LTD SPONS ADR MorganStanley SmithBarney LLC	01/18/12 01/24/12 02/02/12	04/20/12	30.25 332.70 151.22	21.48 243.58 124.50		8.77 89.12 26.72
125001160	11	TENARIS S A SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	03/30/12	04/18/12	396.03	423.37	(27.34)	
125001170	1 10	TENCENT HLDGS LTD-HKD MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/29/11 03/31/11	01/08/12	20.02 200.16	24.36 244.96	(4.34) (44.80)	

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





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018400

EDWIN W PAULEY FOUNDATION
Account Number 554-56573-13 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001180	16	TENCENT HLDGS LTD-HKD MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/31/11	03/28/12	\$ 449.78	\$ 391.93		\$ 57.85
125001260	12	YAMANA GOLD INC-CAD	10/05/11	03/15/12	189.60	162.58		27.02
	4	MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/07/11		63.20	57.17		6.03
125001270	9	YAMANA GOLD INC-CAD	10/07/11	04/12/12	139.26	128.62		10.64
	7	MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/10/11		108.31	100.72		7.59
Total					\$ 16,712.55	\$ 19,550.62	(\$ 3,694.43)	\$ 856.36

Details of Long Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	20	COSAN LTD CL A-BRL MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/27/10	01/17/12	\$ 235.28	\$ 252.68	(\$ 17.40)	
125000050	2	COSAN LTD CL A-BRL MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/27/10	02/23/12	27.66	25.27		2.39
125000060	22	COSAN LTD CL A-BRL MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/27/10	03/02/12	324.53	277.94		46.59
	10	MorganStanley SmithBarney LLC acted as your agent In this transaction.	11/11/10		147.52	136.39		11.13



Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018401

EDWIN W PAULEY FOUNDATION
Account Number 554-56573-13 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000070	11	COSAN LTD CL A-BRL	11/11/10	03/07/12	\$ 158.15	\$ 150.03		\$ 8.12
	1	MorganStanley SmithBarney LLC	11/24/10		14.38	12.62		1.76
	1	acted as your agent	12/14/10		14.37	12.95		1.42
		In this transaction.						
125000080	5	COSAN LTD CL A-BRL	12/14/10	03/08/12	72.58	64.74		7.84
		MorganStanley SmithBarney LLC						
		acted as your agent						
		In this transaction.						
125000090	7	COSAN LTD CL A-BRL	12/14/10	04/12/12	99.53	90.63		8.90
	22	MorganStanley SmithBarney LLC	02/10/11		312.80	270.29		42.51
		acted as your agent						
		In this transaction.						
125000100	2	COSAN LTD CL A-BRL	02/10/11	04/17/12	27.78	24.57		3.21
	11	MorganStanley SmithBarney LLC	04/07/11		152.81	138.01		14.80
		acted as your agent						
		In this transaction.						
125000130	1	AMERICA MOVIL S.A.B DE CV	01/27/10	06/15/12	23.86	21.68		2.18
	8	SER L SPONS ADR	06/17/10		190.90	203.10	(12.20)	
	3	MorganStanley SmithBarney LLC	10/05/10		71.59	82.16	(10.57)	
		acted as your agent						
125000160	10	BANCO BRADESCO SPONS ADR	01/03/11	02/02/12	182.03	206.94	(24.91)	
		(NEW)						
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000170	15	BANCO BRADESCO SPONS ADR	03/23/11	04/26/12	237.00	291.49	(54.49)	
		(NEW)						
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000270	3	CNOOC LTD SPONS ADR	12/04/08	02/21/12	677.52	218.91		458.61
		MorganStanley SmithBarney LLC						
		acted as your agent						
		In this transaction.						
125000280	15	CHINA CONSTR BK CORP-CNY	12/31/10	06/14/12	196.74	268.15	(71.41)	
	20	MorganStanley SmithBarney LLC	02/08/11		262.32	349.68	(87.36)	
		acted as your agent						
		In this transaction.						

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





Morgan Stanley

Ref: 00000142 00018402

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56573-13 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000290	23	CHINA CONSTR BK CORP-CNY MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/08/11	06/15/12	\$ 308.74	\$ 402.12	(\$ 93.38)	
125000320	11	CHINA SHENHUA ENERGY CO LTD-CNY MorganStanley SmithBarney LLC acted as your agent	01/04/11	05/10/12	445.61	477.83	(32.22)	
125000330	10	CHINA SHENHUA ENERGY CO LTD-CNY MorganStanley SmithBarney LLC acted as your agent	05/11/11	05/16/12	379.47	455.19	(75.72)	
125000360	1 5 6 4	CTIP.COM INTERNATIONAL LTD-CNY MorganStanley SmithBarney LLC acted as your agent	10/11/10 10/27/10 11/03/10 11/18/10	01/27/12	27.51 137.53 165.03 110.01	46.30 249.97 294.46 186.35	(18.79) (112.44) (129.43) (76.34)	
125000370	2 14 4	CTIP.COM INTERNATIONAL LTD-CNY MorganStanley SmithBarney LLC acted as your agent	11/18/10 11/30/10 12/02/10	02/01/12	51.34 359.39 102.68	93.18 617.78 177.03	(41.84) (258.39) (74.35)	
125000380	2 13	CTIP.COM INTERNATIONAL LTD-CNY MorganStanley SmithBarney LLC acted as your agent	12/02/10 12/08/10	02/08/12	50.21 326.36	88.51 570.62	(38.30) (244.26)	
125000390	3 3 2	CTIP.COM INTERNATIONAL LTD-CNY MorganStanley SmithBarney LLC acted as your agent	12/14/10 12/16/10 01/12/11	02/15/12	74.26 74.26 49.50	127.38 121.88 86.90	(53.12) (47.62) (37.40)	
125000400	17 32 24	GAFISA S A SPON ADR-USD MorganStanley SmithBarney LLC acted as your agent In this transaction.	11/03/10 11/10/10 01/14/11	01/23/12	82.75 155.76 116.81	290.34 512.34 328.40	(207.59) (356.58) (211.59)	
125000410	6	GAFISA S A SPON ADR-USD MorganStanley SmithBarney LLC acted as your agent In this transaction.	01/14/11	02/02/12	37.07	82.10	(45.03)	



2012 Year End Summary

Ref: 00000142 00018403

EDWIN W PAULEY FOUNDATION
Account Number 554-56573-13 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000420	2 10	GAFISA S A SPON ADR-USD MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/02/11 02/04/11	02/07/12	\$ 12.01 60.07	\$ 25.32 119.70	(\$ 13.31) (59.63)	
125000440	1 6 8	GAZPROM OAO SPONS ADR MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/14/08 05/27/08 06/10/08	01/25/12	12.03 72.19 72.20	26.10 180.67 170.14	(14.07) (108.48) (97.94)	
125000450	4 2 10 1	GAZPROM OAO SPONS ADR MorganStanley SmithBarney LLC acted as your agent In this transaction.	06/10/08 06/16/08 08/26/08 09/09/08	06/21/12	37.87 18.94 94.68 9.46	113.43 58.36 184.06 16.30	(75.56) (39.42) (89.38) (6.84)	
125000460	25	GAZPROM OAO SPONS ADR MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/09/08	06/29/12	234.19	407.41	(173.22)	
125000470	5 20	GERDAU SA SPONS ADR MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/21/08 10/20/08	02/16/12	50.50 201.99	92.20 138.82	(41.70)	63.17
125000480	2 2 43	GERDAU SA SPONS ADR MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/20/08 11/19/08 10/14/10	03/07/12	19.32 19.32 415.41	13.88 10.17 570.81	(155.40)	5.44 9.15
125000490	25 21 8 20 14	GERDAU SA SPONS ADR MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/14/10 11/05/10 11/24/10 12/17/10 04/13/11	05/04/12	217.18 182.43 69.50 173.75 121.62	331.86 280.88 99.51 268.18 168.00	(114.68) (98.45) (30.01) (94.43) (46.38)	
125000550	3 6903 1.3689 S A ADR 4.1072 MorganStanley SmithBarney LLC 6.2908 acted as your agent 6.2908 12 5817 2 6703	ITAU UNIBANCO BANCO HLDG S A ADR MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/19/08 05/15/08 05/29/08 05/29/08 06/27/08 07/17/08 07/22/08	02/07/12	76.81 28.49 85.48 130.93 130.93 261.86 55.57	72.82 27.48 87.11 147.68 125.85 253.50 52.03	(1.63) (16.75)	3.99 1.01 5.08 8.36 3.54

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





Morgan Stanley

Ref: 00000142 00018404

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56573-13 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000560	7.2241	ITAU UNIBANCO BANCO HLDG	07/22/08	02/07/12	\$ 150.35	\$ 140.75		\$ 9.60
	6.2909	S A ADR	08/11/08		130.93	120.25		10.68
	8.795	MorganStanley SmithBarney LLC	12/09/08		183.05	96.24		86.81
	.69	acted as your agent	12/17/08		14.36	7.94		6.42
125000570	18	ITAU UNIBANCO BANCO HLDG	12/17/08	04/30/12	281.75	207.04		74.71
	1	S A ADR	08/17/10		15.65	19.54	(3.89)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000580	19	ITAU UNIBANCO BANCO HLDG	08/17/10	05/21/12	265.48	371.33	(105.85)	
		S A ADR						
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000600	1	KB FINANCIAL GROUP INC ADR	02/03/09	02/15/12	38.84	25.67		13.17
	5	MorganStanley SmithBarney LLC	03/30/09		194.22	119.16		75.06
		acted as your agent						
		In this transaction.						
125000610	13	KB FINANCIAL GROUP INC ADR	03/30/09	02/21/12	475.36	309.80		165.56
	3	MorganStanley SmithBarney LLC	09/08/09		109.70	89.84		19.86
	5	acted as your agent	06/25/10		182.83	205.02	(22.19)	
		In this transaction.						
125000620	5	LAS VEGAS SANDS CORP	07/06/10	01/10/12	216.75	111.22		105.53
		MorganStanley SmithBarney LLC						
		acted as your agent						
		In this transaction.						
125000630	2	LAS VEGAS SANDS CORP	07/06/10	02/02/12	101.28	44.49		56.79
		MorganStanley SmithBarney LLC						
		acted as your agent						
		In this transaction.						
125000640	2	LAS VEGAS SANDS CORP	07/06/10	02/23/12	106.77	44.49		62.28
		MorganStanley SmithBarney LLC						
		acted as your agent						
		In this transaction.						
125000650	3	LAS VEGAS SANDS CORP	07/06/10	03/16/12	170.75	66.74		104.01
	1	MorganStanley SmithBarney LLC	12/15/10		56.92	42.39		14.53
		acted as your agent						
		In this transaction.						



Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018405

EDWIN W PAULEY FOUNDATION

Account Number 554-56573-13 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000660	5	LAS VEGAS SANDS CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	12/15/10	04/11/12	\$ 302.71	\$ 211.95		\$ 90.76
125000680	15	MECHEL OAO	10/21/10	01/25/12	165.99	348.36	(182.37)	
	4	SPONS ADR MorganStanley SmithBarney LLC acted as your agent	10/21/10		44.27	92.90	(48.63)	
125000690	2	MECHEL OAO SPONS ADR MorganStanley SmithBarney LLC acted as your agent	10/21/10	03/02/12	22.48	46.45	(23.97)	
125000710	6	MOBILE TELESYSTEMS OJSC	12/01/09	01/05/12	94.82	122.51	(27.69)	
	7	SPON ADR MorganStanley SmithBarney LLC acted as your agent	10/08/10		110.62	158.89	(48.27)	
125000720	12	MOBILE TELESYSTEMS OJSC	10/25/10	03/30/12	219.37	261.47	(42.10)	
	15	SPON ADR MorganStanley SmithBarney LLC acted as your agent	11/30/10		274.21	314.38	(40.17)	
125000730	1	MOBILE TELESYSTEMS OJSC	11/30/10	04/02/12	18.70	20.96	(2.26)	
	12	SPON ADR MorganStanley SmithBarney LLC acted as your agent	12/03/10		224.42	255.67	(31.25)	
125000740	11	MOBILE TELESYSTEMS OJSC SPON ADR MorganStanley SmithBarney LLC acted as your agent	12/09/10	06/07/12	200.51	222.20	(21.69)	
125000750	1	MTN GROUP LTD	10/29/10	01/12/12	16.16	18.19	(2.03)	
	20	SPONSORED ADR	11/04/10		323.26	377.40	(54.14)	
	3	MorganStanley SmithBarney LLC acted as your agent	01/06/11		48.49	58.99	(10.50)	
125000760	10	MTN GROUP LTD SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	01/06/11	02/08/12	174.94	196.63	(21.69)	

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





Morgan Stanley

Ref: 00000142 00018406

2012 Year End Summary

Page 27 of 32

EDWIN W PAULEY FOUNDATION

Account Number 554-56573-13 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000770	4	NASPERS LTD SPON ADR	06/25/10	05/02/12	\$ 242.89	\$ 141.03		\$ 101.86
	3	MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/13/10		182.16	110.49		71.67
125000820	8	UNITED TRACTORS UNSPON ADR	02/02/11	04/04/12	545.93	390.42		155.51
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000830	3	UNITED TRACTORS UNSPON ADR	02/02/11	06/01/12	143.07	146.41	(3.34)	
	2	MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/20/11		95.38	104.04	(8.66)	
125000840	6	UNITED TRACTORS UNSPON ADR	05/20/11	06/06/12	289.91	312.12	(22.21)	
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000870	8	PETROLEO BRASILEIRO SA ADR	02/20/08	04/04/12	191.03	390.97	(199.94)	
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000880	18	PETROLEO BRASILEIRO SA ADR	02/20/08	04/17/12	420.29	879.69	(459.40)	
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000890	2	PETROLEO BRASILEIRO SA ADR	02/20/08	06/11/12	36.20	97.74	(61.54)	
	5	MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/09/08		90.50	248.62	(158.12)	
	3		09/18/08		54.30	96.70	(42.40)	
125000900	6	PETROLEO BRASILEIRO SA	02/08/10	04/04/12	150.97	232.71	(81.74)	
		PETROBRAS						
		MorganStanley SmithBarney LLC acted as your agent						
125000910	2	PETROLEO BRASILEIRO SA	02/08/10	04/17/12	48.50	77.57	(29.07)	
	17	PETROBRAS	03/24/10		412.24	762.54	(350.30)	
		MorganStanley SmithBarney LLC acted as your agent						

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2012 Year End Summary

Ref: 00000142 00018407

EDWIN W PAULEY FOUNDATION
Account Number 554-56573-13 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000920	7	PETROLEO BRASILEIRO SA PETROBRAS MorganStanley SmithBarney LLC acted as your agent	03/24/10	04/23/12	\$ 164.71	\$ 313.99	(\$ 149.28)	
125001060	2 3	SHINHAN FINANCIAL GRP CO LTD ADR MorganStanley SmithBarney LLC acted as your agent	04/17/08 05/30/08	02/09/12	161.37 242.05	225.31 300.16	(63.94) (58.11)	
125001070	2 1 3	SHINHAN FINANCIAL GRP CO LTD ADR MorganStanley SmithBarney LLC acted as your agent	05/30/08 06/12/08 09/25/08 10/28/08	02/21/12	155.24 77.62 77.52 232.85	200.10 77.19 79.95 139.14	(44.86) (9.57) (2.33)	93.71
125001080	4	SHINHAN FINANCIAL GRP CO LTD ADR MorganStanley SmithBarney LLC acted as your agent	02/09/09	02/22/12	307.90	175.03		132.87
125001120	14	TAIWAN SEMICONDUCTOR MFG CO LTD ADR MorganStanley SmithBarney LLC acted as your agent	10/08/10	06/19/12	197.31	144.91		52.40
125001190	4 5	TENCENT HLDGS LTD-HKD MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/31/11 04/04/11	05/02/12	125.40 156.76	97.98 125.36		27.42 31.40
125001200	41	TURKIYE GARANTI BANKASI A S SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	01/04/11	02/27/12	146.02	219.11	(73.09)	
125001210	24 44	TURKIYE GARANTI BANKASI A S SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	01/04/11 01/06/11	02/28/12	88.49 162.24	126.26 238.57	(39.77) (76.33)	
125001220	7	VALE S A SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction	08/28/08	01/12/12	161.26	188.62	(27.36)	

2012 YEAR END SUMMARY





Ref: 00000142 00018408

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56573-13 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001230	2	VALE S A SPON ADR	08/28/08	02/18/12	\$ 50.55	\$ 53.89	(\$ 3.34)	
	3	MorganStanley SmithBarney LLC	09/18/08		75.83	58.41		17.42
	3	acted as your agent	12/09/08		75.83	32.39		43.44
	2	In this transaction.	01/14/10		50.54	61.65	(11.11)	
125001240	19	VALE S A SPON ADR	01/14/10	03/07/12	437.37	585.69	(148.32)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
		In this transaction.						
125001250	3	VALE S A SPON ADR	01/14/10	03/08/12	69.20	92.48	(23.28)	
	2	MorganStanley SmithBarney LLC	01/22/10		46.14	55.96	(9.82)	
		acted as your agent						
		In this transaction.						
Total					\$ 20,449.98	\$ 24,673.24	(\$ 6,555.93)	\$ 2,332.67

Details of Deposits and Withdrawals 2012

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

Deposits

Reference number	Date	Description	Amount
210000100	07/19/12	TRANSFER TO MSSB	\$ 2.18
210000300	09/12/12	POSCO SPON ADR REV ADR FEE OF .00500/SHR RECORD 06/29/12 PAY 09/04/12	.03
Total			\$ 2.47

Withdrawals

Reference number	Date	Description	Referral number	Amount
2200000100	07/06/12	MORGAN STANLEY LIQUID ASSET FUND INC TRANSFER TO MSSB		\$ 1,937.94
2200000200	01/05/12	GAFISA S A SPON ADR-USD ADR FEE OF .01500 PER SHR RECORD 05/04/11 PAY 01/05/12		\$ 3 62



Ref: 00000142 00018409

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56573-13 900

Details of Deposits and Withdrawals 2012 - continued

Withdrawals - continued

Reference number	Date	Description	Referral number	Amount
220000300	01/13/12	JIANGXI COPPER CO LTD SPONSORED ADR ADR FEE OF .02000 PER SHR RECORD 12/08/11 PAY 01/13/12		\$.32
220000500	02/21/12	BANCOLOMBIA SA BANCOLOMBIA C-COP ADR FEE OF .00150 PER SHR RECORD 02/09/12 PAY 02/20/12		.01
220000700	03/07/12	PETROLEO BRASILEIRO SA PETROBRAS ADR FEE OF .01000 PER SHR RECORD 01/05/12 PAY 03/07/12		.81
220000900	03/23/12	ITAU UNIBANCO BANCO HLDG S A ADR ADR FEE OF .01000 PER SHR RECORD 03/05/12 PAY 03/23/12		1.81
220001100	04/13/12	KB FINANCIAL GROUP INC ADR ADR FEE OF .02500 PER SHR RECORD 12/30/11 PAY 04/13/12		1.88
220001300	04/20/12	SHINHAN FINANCIAL GRP CO LTD ADR ADR FEE OF .02500 PER SHR RECORD 12/30/11 PAY 04/20/12		1.03
220001500	05/18/12	ANGLO AMERICAN PLC ADR ADR FEE OF .02000 PER SHR RECORD 03/30/12 PAY 05/18/12		.90
220001700	05/25/12	PETROLEO BRASILEIRO SA ADR ADR FEE OF .01000 PER SHR RECORD 03/22/12 PAY 05/25/12		.75
220001900	05/29/12	SEMBCORP MARINE LTDADR ADR FEE OF .05000 PER SHR RECORD 04/26/12 PAY 05/29/12		.75

Reference number	Date	Description	Referral number	Amount
220000400	01/20/12	CONSULTING & ADVISORY SERVICES FROM 01/01/12 TO 03/31/12		\$ 249.58
220000600	03/07/12	PETROLEO BRASILEIRO SA ADR ADR FEE OF .01000 PER SHR RECORD 01/05/12 PAY 03/07/12		.71
220000800	03/15/12	BANCO BRADESCO SPONS ADR (NEW) ADR FEE OF .02000 PER SHR RECORD 12/15/11 PAY 03/15/12		1.48
220001000	04/09/12	POSICO SPON ADR ADR FEE OF .00500 PER SHR RECORD 12/30/11 PAY 04/09/12		.03
220001200	04/20/12	CONSULTING & ADVISORY SERVICES FROM 04/01/12 TO 06/30/12		287.77
220001400	05/07/12	VALE S A SPON ADR ADR FEE OF .01500 PER SHR RECORD 04/18/12 PAY 05/07/12		1.53
220001600	05/18/12	OI SA ADR FEE OF .02000 PER SHR RECORD 05/07/12 PAY 05/18/12		.82
220001800	05/25/12	PETROLEO BRASILEIRO SA PETROBRAS ADR FEE OF .01000 PER SHR RECORD 03/22/12 PAY 05/25/12		.67
220002000	06/05/12	GRUPO TELEVISAO SA DE CV SPON ADR ADR FEE OF .01000 PER SHR RECORD 05/30/12 PAY 06/05/12		.38

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Morgan Stanley

Ref: 00000142 00018418

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56574-12 900

Details of Earnings 2012 - continued

Dividends and Distributions, Section 1

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax. "Total dividends" includes both Qualified and non-qualified dividends received.

"Total capital gain distributions" is a total of long term capital gain distributions, Unrecaptured Sec. 1250 gain and Section 1202 gain.

Reference number	Description	Total dividends	Qualified dividends	Short term capital gains	Total capital gain distributions	Unrecaptured Sec 1250 gain	Section 1202 gain	Alternative minimum tax
160000100	01882B205000 FIXED INCOME SHARES FD SERIES C A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	\$ 6,089.43	\$.62					
160000200	01882B304000 FIXED INCOME SHARES FD SERIES M A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	4,938.53	6.36					
160000300	616980108000 MORGAN STANLEY LIQUID ASSET FUND INC	2.89						
Totals		\$ 11,030.85	\$ 6.98					

Details of Short Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000020	2,000	FNMA PL#A10620 DTD 04/01/2011 DUE 05/01/2041 RATE 4.500 YIELD 3.61 10.49 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	01/18/12	04/16/12	\$ 1,699.51	\$ 1,708.04 \$ 1,708.04	(\$ 8.53) (\$ 8.53)	\$ 0.00 \$ 0.00



2012 Year End Summary

Ref: 00000142 00018419

EDWIN W PAULEY FOUNDATION
Account Number 554-56574-12 900

Details of Short Term Gain (Loss) 2012 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000030	14,000	FNMA PL#A14815 DTD 06/01/2011 DUE 06/01/2041 RATE 4.500 YIELD 3.62 10.57 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	03/07/12	04/16/12	\$ 11,730.95	\$ 11,689.29 \$ 11,689.29	\$ 41.66 \$ 41.66	\$ 0.00 \$ 0.00
125000040	12,000	FNMA PL#AL0662 DTD 08/01/2011 DUE 01/01/2038 RATE 5.500 YIELD 4.20 10.05 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	01/18/12	04/05/12	10,621.94	10,654.84 10,654.84	(32.90) (32.90)	0.00 0.00
125000050	2,000	FNMA PL#AL0662 DTD 08/01/2011 DUE 01/01/2038 RATE 5.500 YIELD 4.21 10.03 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	01/18/12	04/16/12	1,769.82	1,775.81 1,775.81	(5.99) (5.99)	0.00 0.00
125000070	2,000	FNMA PL#735876 DTD 06/01/2005 DUE 07/01/2035 RATE 5.000 YIELD 3.80 8.91 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	10/07/11	04/05/12	617.99	621.87 621.87	(3.88) (3.88)	0.00 0.00
125000080	4,000	FNMA PL#735876 DTD 06/01/2005 DUE 07/01/2035 RATE 5.000 YIELD 3.75 8.90 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	10/07/11	04/16/12	1,240.25	1,243.73 1,243.73	(3.48) (3.48)	0.00 0.00
125000100	14,000	FNMA PL#745418 DTD 03/01/2006 DUE 04/01/2036 RATE 5.500 YIELD 4.11 9.22 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	09/09/11	04/05/12	4,273.03	4,350.91 4,350.91	(77.88) (77.88)	0.00 0.00
125000120	19,000	FNMA PL#888283 DTD 03/01/2007 DUE 08/01/2034 RATE 5.000 YIELD 3.72 8.64 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	03/07/12	04/16/12	7,098.25	7,073.39 7,073.39	24.86 24.86	0.00 0.00
125000140	6,000	FNMA PL#903812 DTD 12/01/2008 DUE 12/01/2036 RATE 5.500 YIELD 4.13 9.38 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	05/10/11	04/16/12	1,550.18	1,582.31 1,582.31	(32.13) (32.13)	0.00 0.00
125000150	1,000	FNMA PL#AE0115 DTD 06/01/2010 DUE 12/01/2035 RATE 5.500 YIELD 4.11 9.15 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	04/19/11	04/16/12	643.37	647.30 647.30	(3.93) (3.93)	0.00 0.00





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018420

EDWIN W PAULEY FOUNDATION

Account Number 554-56574-12 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000190	1,000	US TSY INFLATION INDEX BDS CPI U NON-SEASONALLY ADJ DTD 01/30/2009 DUE 01/15/2029 RATE 2.500	07/12/11	01/27/12	\$ 1,425.21	\$ 1,255.50 \$ 1,254.96	\$ 169.71 \$ 170.25	\$ 0.00 \$ 170.25
125000200	4,000	US TSY INFLATION INDEX BDS CPI U NON-SEASONALLY ADJ	07/12/11	01/31/12	5,771.64	5,022.00 5,019.00	749.64 752.64	0.00 752.64
	3,000	DTD 01/30/2009 DUE 01/15/2029 RATE 2.500	08/03/11		4,328.73	3,975.95 3,959.67	352.78 369.06	0.00 369.06
125000210	6,000	US TSY INFLATION INDEX BDS CPI U NON-SEASONALLY ADJ DTD 01/30/2009 DUE 01/15/2029 RATE 2.500	08/03/11	02/28/12	8,614.48	7,951.89 7,894.19	662.59 720.29	0.00 720.29
125000220	6,000	US TSY INFLATION INDEX BDS CPI U NON-SEASONALLY ADJ DTD 01/30/2009 DUE 01/15/2029 RATE 2.500	08/03/11	02/29/12	8,549.47	7,951.90 7,893.32	597.57 656.15	0.00 656.15
125000230	4,000	US TSY INFLATION INDEX BDS CPI U NON-SEASONALLY ADJ DTD 01/30/2009 DUE 01/15/2029 RATE 2.500	08/03/11	03/01/12	5,662.30	5,301.26 5,261.65	361.04 400.65	0.00 400.65
125000260	23,000	U S TREASURY NOTES SER AA-2016 DTD 07/31/2011 DUE 07/31/2016 RATE 1.500 YIELD .780MTY	08/08/11	03/01/12	23,716.95	23,476.17 23,423.66	240.78 293.29	0.00 293.29
Total					\$ 99,314.07	\$ 96,282.16 \$ 96,053.94	\$ 3,031.91 \$ 3,260.13	\$ 0.00 \$ 3,362.33



2012 Year End Summary

Ref: 00000142 00018421

EDWIN W PAULEY FOUNDATION
Account Number 554-56574-12 900

Details of Long Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	26,000	FHLMC PL#A97047 DTD 02/01/2011 DUE 02/01/2041 RATE 4.500 YIELDS VARY DUE TO CHANGES IN PREPAYMENT SPEEDS, SPECIFICS	02/11/11	04/16/12	\$ 22,515.08	\$ 21,259.96 \$ 21,259.96	\$ 1,255.12 \$ 1,255.12	\$ 0.00 \$ 0.00
125000060	2,000	FNMA PL#735579 DTD 05/01/2005 DUE 06/01/2035 RATE 5.000 YIELD 3.79 8.89 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	01/13/11	04/05/12	606.49	606.72 606.72	(.23) (.23)	0.00 0.00
125000090	1,000	FNMA PL#745275 DTD 01/01/2006 DUE 02/01/2036 RATE 5.000 YIELD 3.76 9.05 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	09/09/10 11/10/10	04/16/12	347.47 2,084.83	352.14 352.14 2,120.13 2,120.13 690.41 690.41	(4.67) (4.67) (35.30) (35.30) 4.53 4.53	0.00 0.00 0.00 0.00 0.00 0.00
125000110	1,000	FNMA PL#824421 DTD 05/01/2005 DUE 05/01/2035 RATE 5.000 YIELD 3.74 8.85 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	01/26/11	04/16/12	365.24	361.24 361.24	4.00 4.00	0.00 0.00
125000130	6,000	FNMA PL#888993 DTD 11/01/2007 DUE 08/01/2037 RATE 5.500 YIELD 4.15 9.55 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	01/26/11	04/16/12	2,061.35	2,082.68 2,082.68	(21.33) (21.33)	0.00 0.00
125000160	24,000	FNMA PL#AE0984 DTD 02/01/2011 DUE 02/01/2041 RATE 4.500 YIELD 3.64 10.39 YR AVG LIFE YIELDS VARY DUE TO CHANGES IN	03/02/11	04/05/12	21,578.46	20,651.74 20,651.74	926.72 926.72	0.00 0.00
125000170	10,000	US TSY INFLATION INDEX BDS CPI U NON-SEASONALLY ADJ DTD 4/15/1998 DUE 04/15/2028 RATE 3.625	09/09/10	02/14/12	21,261.51	17,863.46 18,192.40	3,398.05 3,069.11	0.00 3,069.11

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





Morgan Stanley

Ref: 00000142 00018422

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56574-12 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000180	11,000	US TSY INFLATION INDEX BDS CPI U NON-SEASONALLY ADJ DTD 01/30/2009 DUE 01/15/2029 RATE 2.500	09/09/10	01/26/12	\$ 15,631.56	\$ 12,988.00 \$ 13,357.09	\$ 2,643.56 \$ 2,274.47	\$ 0.00 \$ 2,274.47
125000190	4,000	US TSY INFLATION INDEX BDS CPI U NON-SEASONALLY ADJ DTD 01/30/2009 DUE 01/15/2029 RATE 2.500	09/09/10	01/27/12	5,700.84	4,722.91 4,856.73	977.93 844.11	0.00 844.11
125000240	12,000	U S TREASURY NOTES SER G-2015 DTD 02/28/2010 DUE 02/29/2012 RATE 0.875	02/26/10	02/29/12	12,000.00	12,017.81 12,000.00	(17.81) 0.00	0.00 0.00
	10,000		03/26/10		10,000.00	9,973.82 9,973.82	26.18 26.18	26.18 0.00
	25,000		05/26/10		25,000.00	25,050.78 25,000.00	(50.78) 0.00	0.00 0.00
	5,000		06/29/10		5,000.00	5,029.30 5,000.00	(29.30) 0.00	0.00 0.00
	5,000		08/12/10		5,000.00	5,032.63 5,000.00	(32.63) 0.00	0.00 0.00
125000250	10,000	U S TREASURY NOTES SER W-2013 DTD 03/15/2010 DUE 03/15/2013 RATE 1.375 YIELD .208MTY	03/24/10	03/01/12	10,120.70	9,921.09 9,921.09	199.61 199.61	50.91 148.70
	2,000		09/09/10		2,024.14	2,032.19 2,013.32	(8.05) 10.82	0.00 10.82
Total					\$ 161,992.61	\$ 152,757.01 \$ 153,439.47	\$ 9,235.60 \$ 8,553.14	\$ 77.09 \$ 6,347.21



Ref: 00000142 00018432

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56657-12 900

Details of Earnings 2012 - continued

Dividends and Distributions, Section 2

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax.

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160002600	466313103000 JABIL CIRCUIT INC A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	\$ 14.08					
Totals		\$ 14.08					

Details of Short Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	10	CVS CAREMARK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/10/11	06/26/12	\$ 454.34	\$ 385.01		\$ 69.33
125000050	71	COVANCE INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/14/11	01/04/12	3,345.44	3,527.83	(182.39)	
125000070	103	DENTSPLY INTL INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/25/11	02/01/12	3,934.74	3,428.88		505.86
125000120	23	EXPEDIA INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/18/11	05/10/12	931.00	618.61		312.39

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





Morgan Stanley

2012 Year End Summary

Ref: 00000142 00018433

EDWIN W PAULEY FOUNDATION

Account Number 554-56657-12 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000130	16	EXPEDIA INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/18/11	06/20/12	\$ 763.21	\$ 430.33		\$ 332.88
125000140	1	F5 NETWORKS INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/12/11	01/30/12	119.78	81.74		38.04
125000150	47	GARDNER DENVER INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	11/14/11	06/04/12	2,422.89	3,796.20	(1,373.31)	
125000160	200	GENERAL ELECTRIC CO MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/07/11	01/12/12	3,768.30	4,173.60	(405.30)	
125000170	80	GLOBAL PAYMENTS INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	02/03/12	05/11/12	3,485.02	4,052.72	(567.70)	
125000190	232	INTERNATIONAL GAME TECHNOLOGY MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/28/11	02/07/12	3,628.87	3,428.87		200.00
125000200	13	INTUIT INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/02/11	01/31/12	723.59	592.78		130.81
125000210	176	JABIL CIRCUIT INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	12/05/11	04/24/12	3,858.75	3,706.38 R		152.37
125000230	57	THE MOSAIC COMPANY MorganStanley SmithBarney LLC acted as your agent In this transaction.	06/01/11	01/04/12	2,960.25	4,044.56	(1,084.31)	

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



2012 Year End Summary

Ref: 00000142 00018434

EDWIN W PAULEY FOUNDATION

Account Number 554-56657-12 900

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000240	84	NORDSTROM INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/25/11	02/28/12	\$ 4,514.02	\$ 3,421.48		\$ 1,092.54
125000250	62	PEABODY ENERGY CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/22/11	01/31/12	2,126.55	4,036.83	(1,910.28)	
125000280	63	POLARIS INDS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/25/11	03/21/12	4,258.27	3,717.01		\$41.26
125000310	63	TEMPUR-PEDIC INTERNATIONAL INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/17/11	02/22/12	4,647.76	3,816.46		\$81.30
Total					\$ 45,842.78	\$ 47,259.29	(\$ 5,523.29)	\$ 4,206.78

Details of Long Term Gain (Loss) 2012

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	96	ALTERA CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/23/10	05/10/12	\$ 3,188.02	\$ 2,447.40		\$ 740.62
125000020	1	APPLE INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/12/09	06/04/12	555.97	93.70		462.27

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





Morgan Stanley

Ref: 00000142 00018435

2012 Year End Summary

EDWIN W PAULEY FOUNDATION
Account Number 554-56657-12 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	37	CATERPILLAR INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	06/18/10	03/26/12	\$ 4,013.23	\$ 2,427.47		\$ 1,585.76
125000060	239	DELL INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	10/19/10	06/26/12	2,867.45	3,491.44	(623.99)	
125000080	7	DOLLAR TREE INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/04/09	06/04/12	705.88	182.63		523.25
125000090	6	DOLLAR TREE INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/04/09	06/20/12	662.85	156.54		506.31
125000100	60	DOVER CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/02/11	06/25/12	3,145.76	3,886.12	(740.36)	
125000110	100	ENDO HEALTH SOLUTIONS INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	05/10/11	06/04/12	3,089.48	4,168.11	(1,078.63)	
125000180	62	HELMERICH & PAYNE INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	01/12/10	05/10/12	2,943.93	2,817.84		126.09
125000220	45	JOY GLOBAL INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	08/06/09	02/09/12	3,920.67	1,826.69		2,093.98
125000260	17	PETSMART INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	11/04/10	02/06/12	907.39	653.52		253.87



Ref: 00000142 00018436

2012 Year End Summary

EDWIN W PAULEY FOUNDATION

Account Number 554-56657-12 900

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000270	15	PETSMART INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/04/10	06/04/12	\$ 944.06	\$ 576.64		\$ 367.42
125000290	31	ROSS STORES INC DE MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/15/09	01/04/12	1,493.51	682.37		831.14
125000300	18	ROSS STORES INC DE MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/15/09	06/20/12	1,206.44	384.60		821.84
125000320	10	TERADATA CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/02/11	05/11/12	714.32	470.11		244.21
125000330	7	UNION PACIFIC CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/05/10	01/31/12	796.55	542.31		254.24
125000340	1	UNION PACIFIC CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/05/10	02/03/12	116.25	77.47		38.78
Total					\$ 31,271.76	\$ 24,864.96	(\$ 2,442.98)	\$ 8,849.78

R The basis for this tax lot has been adjusted due to a reclassification of income

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



Gain & Loss: Realized: 2012

As of 14 30 PM EST, 05/08/2013

EDWIN W PAULEY FOUNDATION
(PIMCO) Closed Account
197-126962-723 REG
Corp Account / Non Profit Corporation
\$0.00 (prev close) / Reserved Select

EDWIN W PAULEY FOUNDATION
(PIMCO)
1801 CENTURY PARK EAST STE 2230
LOS ANGELES CA 90067-2324
(310) 557-0008 (B)

Morgan Stanley

SHORT TERM GAIN/LOSS

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST (\$)	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	GIL AMOUNT (\$)	HOLDING PERIOD
Filmc 5/8 12-29-14 GIL Amount: \$117.84									
	1,000.000	02/16/2012	08/03/2012	100.22	1,002.20	1,001.85	1,006.71	4.86	short
	14,000.000	03/14/2012	08/03/2012	99.96	13,990.96	13,980.96	14,083.94	112.98	short
SubTotal	15,000.000			\$99.99	\$14,993.16	\$14,982.81	\$15,100.65	\$117.84	
Filmc 30G G04913 5.000 3-01-38 GIL Amount: \$19.21									
	69.380	11/10/2011	07/15/2012	107.03	74.26	74.26	69.38	-4.88	short
	68.240	11/10/2011	08/15/2012	107.03	73.04	73.04	68.24	-4.80	short
	73.980	11/10/2011	09/15/2012	107.03	79.18	79.18	73.98	-5.20	short
	61.620	11/10/2011	10/15/2012	107.03	65.95	65.95	61.62	-4.33	short
SubTotal	273.220			\$107.03	\$282.43	\$282.43	\$273.22	-\$19.21	
Firma Pool Ab4115 4.000 12-01-41 GIL Amount: \$643.88									
	1,711.020	04/09/2012	07/25/2012	105.72	1,808.87	1,808.87	1,711.02	-97.85	short
	1,588.980	04/09/2012	08/25/2012	105.72	1,677.74	1,677.74	1,588.98	-88.76	short
	2,983.610	04/09/2012	08/25/2012	105.72	3,154.24	3,154.24	2,983.61	-170.63	short
	1,959.740	04/09/2012	10/25/2012	105.72	2,071.81	2,071.81	1,959.74	-112.07	short
	1,353.550	04/09/2012	11/25/2012	105.72	1,430.96	1,430.96	1,353.55	-77.41	short
	1,664.030	04/09/2012	12/25/2012	105.72	1,759.19	1,759.19	1,664.03	-95.16	short
SubTotal	11,268.930			\$105.72	\$11,902.81	\$11,902.81	\$11,258.93	-\$643.88	
Firma Pool Ab4297 3 1/2 1-01-42 GIL Amount: \$147.74									
	308.130	01/10/2012	07/25/2012	103.11	315.65	315.65	308.13	-7.52	short
	355.000	01/10/2012	08/25/2012	103.11	366.04	366.04	355.00	-11.04	short
	987.820	01/10/2012	08/25/2012	103.11	997.91	997.91	967.82	-30.09	short
	1,076.810	01/10/2012	10/25/2012	103.11	1,110.28	1,110.28	1,076.81	-33.48	short
	716.320	01/10/2012	11/25/2012	103.11	738.59	738.59	716.32	-22.27	short
	1,328.650	01/10/2012	12/25/2012	103.11	1,370.89	1,370.89	1,328.65	-42.24	short
SubTotal	7,517.30			\$103.11	\$7,889.47	\$7,889.47	\$7,517.30	-\$371.74	
Firma Pool Ab5468 3 1/2 6-01-42 GIL Amount: \$166.19									
	84.850	06/07/2012	07/25/2012	104.97	89.07	89.07	84.85	-4.22	short
	189.640	06/07/2012	08/25/2012	104.97	199.06	199.06	189.64	-9.42	short
	392.100	06/07/2012	09/25/2012	104.97	411.58	411.58	392.10	-19.48	short
	521.700	06/07/2012	10/25/2012	104.97	547.62	547.62	521.70	-25.92	short
	445.140	06/07/2012	11/25/2012	104.97	467.26	467.26	445.14	-22.12	short
	1,510.070	06/07/2012	12/25/2012	104.97	1,585.10	1,585.10	1,510.07	-75.03	short
SubTotal	3,143.500			\$104.97	\$3,289.69	\$3,289.69	\$3,143.50	-\$146.19	
Firma Pool Ab5670 3 1/2 7-01-42 GIL Amount: \$25.75									
	177.340	10/05/2012	11/25/2012	107.19	180.09	180.09	177.34	-2.75	short
	180.910	10/05/2012	12/25/2012	107.19	193.91	193.91	180.91	-13.00	short
SubTotal	358.250			\$107.19	\$384.00	\$384.00	\$358.25	-\$25.75	
Firma Pool Ab7079 3.000 11-01-42 GIL Amount: \$4.18									
	77.380	11/07/2012	12/25/2012	105.40	81.56	81.56	77.38	-4.18	short
SubTotal	77.380			\$105.40	\$81.56	\$81.56	\$77.38	-\$4.18	
Firma Pool Ab1948 4.000 1-01-42 GIL Amount: \$132.77									
	309.250	08/07/2012	09/25/2012	109.33	338.10	338.10	309.25	-28.85	short
	498.380	08/07/2012	10/25/2012	109.33	544.87	544.87	498.38	-46.48	short

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EDWIN W PAULEY FOUNDATION
(PIMCO)
197-126962-723 REG

Gain & Loss: Realized: 2012

SHORT TERM GAIN/LOSS																			
SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST (\$)	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	GIL AMOUNT (\$)	HOLDING PERIOD	SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST (\$)	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	GIL AMOUNT (\$)	HOLDING PERIOD
	251 590	08/07/2012	11/25/2012	109.33	275.06	275.06	251.59		-23.47 short										
	364 010	08/07/2012	12/25/2012	109.33	397.97	397.97	364.01		-33.96 short										
SubTotal	1,423,230			\$109.33	\$1,566.00	\$1,566.00	\$1,423.23		-\$132.77										
Fmma Pool A p0495 3 1/2 8-01-42																			
	70 410	10/05/2012	11/25/2012	107.28	75.54	75.54	70.41		-5.13 short										
	171 370	10/05/2012	12/25/2012	107.28	183.85	183.85	171.37		-12.48 short										
SubTotal	241,780			\$107.28	\$259.39	\$259.39	\$241.78		-\$17.61										
Fmma Pool 735576 5.000 7-01-35																			
	607 890	10/07/2011	07/25/2012	107.55	653.77	653.77	607.89		-45.88 short										
	586 950	10/07/2011	08/25/2012	107.55	631.25	631.25	586.95		-44.30 short										
	646 540	10/07/2011	09/25/2012	107.55	695.33	695.33	646.54		-48.79 short										
SubTotal	1,841,380			\$107.55	\$1,980.35	\$1,980.35	\$1,841.38		-\$138.97										
Fmma Pool 888343 5.000 11-01-35																			
	972 760	07/18/2012	08/25/2012	109.25	1,062.74	1,062.74	972.76		-89.98 short										
	1,254 686	07/18/2012	08/25/2012	109.25	1,370.74	1,370.74	1,254.69		-116.05 short										
	109 103	09/07/2012	09/25/2012	109.48	1,113.52	1,113.52	109.10		-10.35 short										
	1,019 240	09/07/2012	10/25/2012	109.48	1,113.52	1,113.52	1,019.24		-84.28 short										
	88 629	09/07/2012	10/25/2012	109.48	97.03	97.03	88.63		-8.40 short										
	1,318 304	07/18/2012	11/25/2012	109.25	1,440.25	1,440.25	1,318.30		-121.95 short										
	114 635	09/07/2012	11/25/2012	109.48	1,255.01	1,255.01	114.64		-10.86 short										
	43,000 000	07/18/2012	11/25/2012	109.25	15,444.45	13,070.87	12,958.51		-112.16 short										
	578 810	07/18/2012	12/25/2012	109.25	632.35	632.35	578.81		-53.54 short										
	94 499	09/07/2012	12/25/2012	109.48	1,034.46	1,034.46	94.50		-9.98 short										
SubTotal	48,550,566			\$109.25	\$21,609.48	\$21,609.48	\$18,609.18		-\$626.53										
Us Tsy Note 2.000 2-15-21																			
	12,000 000	02/28/2012	09/14/2012	100.95	12,113.44	12,107.71	12,241.87		134.16 short										
	10,000 000	02/28/2012	09/14/2012	100.03	10,003.13	10,002.98	10,201.56		198.58 short										
	3,000 000	03/01/2012	09/14/2012	99.83	2,988.98	2,988.98	3,060.47		71.49 short										
SubTotal	25,000,000			\$100.40	\$25,105.55	\$25,099.57	\$25,503.90		\$404.23										
Us Tsy Note 2.000 11-15-21																			
	19,000 000	01/26/2012	12/07/2012	100.45	19,088.00	19,078.10	18,905.46		826.36 short										
	4,000 000	01/27/2012	12/07/2012	100.87	4,026.87	4,024.70	4,180.82		165.92 short										
	3,000 000	01/31/2012	12/07/2012	101.66	3,049.66	3,045.70	3,142.97		97.27 short										
	12,000 000	02/07/2012	12/07/2012	100.29	12,034.89	12,031.99	12,571.87		536.88 short										
	23,000 000	02/16/2012	12/07/2012	100.42	23,097.03	23,089.65	24,096.09		1,006.44 short										
	3,000 000	08/16/2012	12/07/2012	102.43	3,072.89	3,070.60	3,142.97		72.37 short										
SubTotal	64,000,000			\$100.53	\$64,367.26	\$64,341.74	\$67,049.98		\$2,708.24										
Short Term Total					\$160,821.16	\$160,821.16	\$149,533.11		\$1,317.48										

LONG TERM GAIN/LOSS																			
SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST (\$)	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	GIL AMOUNT (\$)	HOLDING PERIOD	SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST (\$)	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	GIL AMOUNT (\$)	HOLDING PERIOD
Fhmc 30G A97047.4 1/2 2-01-41																			
	160 580	02/11/2011	07/15/2012	100.66	161.64	161.64	160.58		-1.06 long										
	191 100	02/11/2011	08/15/2012	100.66	192.36	192.36	191.10		-1.26 long										
	234 980	02/11/2011	09/15/2012	100.66	236.54	236.54	234.99		-1.55 long										
	163 710	02/11/2011	10/15/2012	100.66	164.92	164.92	163.71		-1.21 long										
	219 980	02/11/2011	11/15/2012	100.66	221.43	221.43	219.98		-1.45 long										

LONG TERM GAIN/LOSS

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST (\$)	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	GIL AMOUNT (\$)	HOLDING PERIOD
	175 060	02/11/2011	12/15/2012	100.66	176.22	176.22	175.06	-1.16	long
	221 140	02/11/2011	11/15/2012	100.66	222.60	222.60	221.14	-1.46	long
	219 980	02/11/2011	11/15/2012	100.66	221.43	221.43	219.98	-1.45	long
	219 980	01/01/2001	11/15/2012	0.00	0.00	0.00	219.98	0.00	long
	221 140	01/01/2001	11/15/2012	0.00	0.00	0.00	221.14	0.00	long
	2,047,560				\$1,617.14	\$1,617.14	\$1,668.42	\$460.66	
SubTotal									
Fhmc 30G G03432 5 1/2 11-01-37 GIL Amount: \$918.01	990 160	01/15/2008	07/15/2012	101.35	1,003.53	1,003.53	990.16	-13.37	long adj 2012-07-06
	985 880	01/15/2008	08/15/2012	101.35	999.19	999.19	985.88	-13.31	long adj 2012-07-06
	939 330	01/15/2008	09/15/2012	101.35	952.01	952.01	939.33	-12.68	long adj 2012-07-06
	751 080	01/15/2008	10/15/2012	101.35	761.22	761.22	751.08	-10.14	long adj 2012-07-06
	920 240	01/15/2008	11/15/2012	101.35	932.66	932.66	920.24	-12.42	long adj 2012-07-06
	84,000 000	01/15/2008	11/28/2012	101.35	85,134.00	15,788.02	16,767.95	979.93	long adj 2012-07-06
	924 550	01/01/2001	11/15/2012	0.00	0.00	0.00	924.55	0.00	long
	920 240	01/01/2001	11/15/2012	0.00	0.00	0.00	920.24	0.00	long
	920 240	01/01/2001	11/15/2012	0.00	0.00	0.00	920.24	0.00	long
	924 550	01/01/2001	11/15/2012	0.00	0.00	0.00	924.55	0.00	long
	92,276,270				\$89,782.61	\$20,436.63	\$21,364.64	\$918.01	
SubTotal									
Fhmc 30G G04913 5.000 GIL Amount: \$2.41	5,000 000	11/10/2011	11/15/2012	107.03	5,351.56	1,443.79	1,446.32	2.53	long
	70 230	11/10/2011	11/15/2012	107.03	75.17	75.17	70.23	-4.94	long
	70 320	01/01/2001	11/15/2012	0.00	0.00	0.00	70.32	0.00	long
	70 230	01/01/2001	11/15/2012	0.00	0.00	0.00	70.23	0.00	long
	70 230	01/01/2001	11/15/2012	0.00	0.00	0.00	70.23	0.00	long
	70 320	01/01/2001	11/15/2012	0.00	0.00	0.00	70.32	0.00	long
	5,351,330				\$6,426.73	\$1,616.96	\$1,616.65	\$2.41	
SubTotal									
Fhmc 30G G06031 5 1/2 3-01-40 GIL Amount: \$12.17	1,214 340	02/07/2011	07/15/2012	105.89	1,285.87	1,285.87	1,214.34	-71.53	long
	1,086 920	02/07/2011	08/15/2012	105.89	1,150.95	1,150.95	1,086.92	-64.03	long
	1,214 870	02/07/2011	09/15/2012	105.89	1,288.43	1,288.43	1,214.87	-71.56	long
	969 420	02/07/2011	10/15/2012	105.89	1,026.52	1,026.52	969.42	-57.10	long
	1,100 880	02/07/2011	11/15/2012	105.89	1,165.71	1,165.71	1,100.86	-64.85	long
	54,000 000	02/07/2011	11/28/2012	105.89	57,180.92	20,647.91	20,989.15	341.24	long
	59,586,410			\$105.89	\$63,996.40	\$36,563.39	\$36,675.56	\$12.17	
SubTotal									
Fhmc 3/4 12-18-13 GIL Amount: \$644.50	30,000 000	01/11/2011	08/03/2012	98.85	29,654.10	29,654.10	30,198.60	544.50	long
SubTotal									
Fhmc Pool Ae01389 4 1/2 3-01-40 GIL Amount: \$127.51	1,309 290	02/02/2011	07/25/2012	101.63	1,330.67	1,330.67	1,309.29	-21.38	long
	1,558 450	02/02/2011	08/25/2012	101.63	1,583.90	1,583.90	1,558.45	-25.45	long
	1,304 800	02/02/2011	09/25/2012	101.63	1,328.10	1,328.10	1,304.80	-21.30	long
	974 470	02/02/2011	10/25/2012	101.63	990.38	990.38	974.47	-15.91	long
	1,226 240	02/02/2011	11/25/2012	101.63	1,246.26	1,246.26	1,226.24	-20.02	long
	1,435 880	02/02/2011	12/25/2012	101.63	1,459.33	1,459.33	1,435.88	-23.45	long
	7,809,130			\$101.63	\$7,936.64	\$7,936.64	\$7,809.13	-127.51	
SubTotal									
Fhmc Pool Ae0115 5 1/2 12-01-35 GIL Amount: \$83.46	434 580	04/19/2011	07/25/2012	107.84	468.65	468.65	434.58	-34.07	long
	440 730	04/19/2011	08/25/2012	107.84	475.28	475.28	440.73	-34.55	long

P When there is a "P" next to a transaction, this indicates that you have provided the trade history for this transaction, it was not available through Morgan Stanley Smith Barney LLC records

Gain & Loss: Realized: 2012

EDWIN W PAULEY FOUNDATION
(PIMCO)
197-126962-723 REG

Morgan Stanley

LONG TERM GAIN/LOSS

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST (\$)	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	GIL AMOUNT (\$)	HOLDING PERIOD
	462 720	04/19/2011	09/25/2012	107 84	499 00	499 00	462 72	-36 28	long
	417 470	04/19/2011	10/25/2012	107 84	450 20	450 20	417 47	-32 73	long
	472 950	04/19/2011	11/25/2012	107 84	510 03	510 03	472 95	-37 08	long
	25,000 000	04/19/2011	11/28/2012	107 84	26,959 95	12,429 57	12,667 74	238 17	long
SubTotal	27,228 460			\$107 84	\$26,959 95	\$14,832 73	\$14,896 19	\$63 46	
Finnia Pool AH5583 4 1/2 2-01-41 GIL Amount: -\$33.51									
	609 470	02/09/2011	07/25/2012	100 78	614 23	614 23	609 47	-4 76	long
	651 290	02/09/2011	08/25/2012	100 78	656 38	656 38	651 29	-5 09	long
	812 110	02/09/2011	09/25/2012	100 78	818 45	818 45	812 11	-6 34	long
	771 240	02/09/2011	10/25/2012	100 78	777 26	777 26	771 24	-6 02	long
	732 560	02/09/2011	11/25/2012	100 78	738 28	738 28	732 56	-5 72	long
	714 250	02/09/2011	12/25/2012	100 78	719 83	719 83	714 25	-5 58	long
SubTotal	4,290 920			\$100 78	\$4,324 43	\$4,324 43	\$4,290 92	-\$33 51	
Finnia Pool 735580 5.000 6-01-36 GIL Amount: \$1,831.70									
	747 516	05/16/2008	07/25/2012	98 53	738 54	738 54	747 52	10 98	long
	9 343	12/30/2009	07/25/2012	103 25	9 65	9 65	9 34	-0 31	long
	736 691	05/16/2008	08/25/2012	98 53	725 87	725 87	736 89	10 82	long
	9 208	12/30/2009	08/25/2012	103 25	9 51	9 51	9 21	-0 30	long
	777 945	05/16/2008	09/25/2012	98 53	766 52	766 52	777 95	11 43	long
	9 724	12/30/2009	09/25/2012	103 25	10 04	10 04	9 72	-0 32	long
	720 711	05/16/2008	10/25/2012	98 53	710 13	710 13	720 71	10 58	long
	9 008	12/30/2009	10/25/2012	103 25	9 30	9 30	8 01	-0 29	long
	811 002	05/16/2008	11/25/2012	98 53	789 08	789 08	811 00	11 91	long
	10 137	12/30/2009	11/25/2012	103 25	10 47	10 47	10 14	-0 33	long
	80,000 000	05/16/2008	11/28/2012	98 53	78,825 00	17,399 45	18,165 32	1,765 87	long
	1,000 000	12/30/2009	11/28/2012	103 25	1,032 50	227 91	239 57	11 86	long
SubTotal	84,841 285			\$98 53	\$83,644 52	\$21,414 48	\$23,246 19	\$1,831 70	
Finnia Pool 735576 5.000 7-01-36 GIL Amount: \$62.71									
	573 450	10/07/2011	10/25/2012	107 55	616 73	616 73	573 45	-43 28	long
	686 420	10/07/2011	11/25/2012	107 55	738 22	738 22	686 42	-51 80	long
	68,000 000	10/07/2011	11/28/2012	107 55	73,131 87	16,147 69	16,285 46	147 79	long
SubTotal	69,259 870			\$107 55	\$74,866 52	\$17,502 64	\$17,565 35	\$62 71	
Finnia Pool 930071 5.000 10-01-38 GIL Amount: -\$25.00									
	137 560	10/21/2008	07/25/2012	101 89	140 26	140 26	137 56	-2 60	long
	263 790	10/21/2008	08/25/2012	101 89	269 78	269 78	263 79	-4 99	long
	151 590	10/21/2008	09/25/2012	101 89	154 46	154 46	151 59	-2 87	long
	212 670	10/21/2008	10/25/2012	101 89	216 69	216 69	212 67	-4 02	long
	324 930	10/21/2008	11/25/2012	101 89	331 07	331 07	324 93	-6 14	long
	284 420	10/21/2008	12/25/2012	101 89	289 80	289 80	284 42	-5 38	long
SubTotal	1,375 060			\$101 89	\$1,401 06	\$1,401 06	\$1,375 06	-\$26 00	
Finnia Pool 955069 6.000 10-01-38 GIL Amount: -\$79.82									
	688 030	11/05/2008	07/25/2012	101 75	700 04	700 04	688 03	-12 01	long
	690 350	11/05/2008	08/25/2012	101 75	702 40	702 40	690 35	-12 05	long
	799 340	11/05/2008	09/25/2012	101 75	813 30	813 30	799 34	-13 96	long
	820 160	11/05/2008	10/25/2012	101 75	830 99	830 99	820 16	-10 83	long
	949 280	11/05/2008	11/25/2012	101 75	965 86	965 86	949 28	-16 58	long
	824 350	11/05/2008	12/25/2012	101 75	838 74	838 74	824 35	-14 39	long

p When there is a "pr" next to a transaction, this indicates that you have provided the trade history for this transaction, it was not available through Morgan Stanley Smith Barney LLC records

LONG TERM GAIN/LOSS

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST (\$)	TOTAL COST (\$)	ADJUSTED COST (\$)	PROCEEDS (\$)	G/L AMOUNT (\$)	HOLDING PERIOD
Sub Total	4,571.510			\$101.75	\$4,651.33	\$4,661.33	\$4,671.51	-\$79.82	
Us Tsy Note 2 1/8 8-15-21 G/L Amount: \$999.86	34,000.000	09/13/2011	09/17/2012	101.25	34,425.00	34,385.37	35,385.23	999.86 long	
Us Tsy Note Tlin 3.000 7-15-12 G/L Amount: -\$866.50	27,000.000	08/19/2008	07/12/2012	102.82	27,761.40	35,524.04	34,532.73	-991.31 long adj 2012-07-06	
	5,000.000	01/05/2009	07/12/2012	98.00	4,900.00	6,270.14	6,394.95	124.81 long	
Sub Total	32,000.000			\$102.07	\$32,681.40	\$41,794.18	\$40,927.68	-\$866.50	
Long Term Total					\$462,471.39	\$228,033.08	\$230,969.18	\$2,836.10	
Grand Total					\$643,092.55	\$376,248.71	\$380,402.29	\$4,153.58	

The gain and loss information is provided for informational purposes only, is not a substitute 1099 form (or any other appropriate tax form), and should not be used for tax preparation. Unrealized gain and loss values are estimates and should be independently verified. Morgan Stanley does not provide tax advice. We recommend that you contact your tax advisor to determine the appropriate use of this information. Past performance does not guarantee future returns.

Gain and loss information is calculated based upon uniform standards and does not account for each individual client's particular circumstances such as the existence of hedging transactions or constructive sales. Although we make every effort to adjust the cost basis for securities' capital changes, we do not adjust the cost basis for all events. Contact your Financial Advisor for guidance on particular questions.

For accounts with Choice Select pricing, the commissions paid on your eligible equity and option purchases and sales are applied to the Total Cost on a monthly basis.

With respect to estimated gains and losses for listed equity options, we have taken into account option premiums paid or received and, in respect to multiple purchases and/or sales, calculated cost using an average unit price for all like positions.

We are not responsible for any gain and loss information provided by you or another financial institution, you are responsible for ensuring the accuracy of such information. Whether provided by you, another financial institution or Morgan Stanley, it is your responsibility to ensure the accuracy of all of the Estimated Gain and Loss information.

For clients wishing to make versus purchase sales that information needs to be conveyed at the time of the sale. Unless you tell us otherwise, we use first in first out (FIFO) accounting.

+ 4.40
\$80,406.69 = 1099

THE EDWIN W. PAULEY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MORGAN STANLEY SMITH BARNEY A/C 56569	P		
b	MORGAN STANLEY SMITH BARNEY A/C 56569	P		
c	MORGAN STANLEY SMITH BARNEY A/C 56570	P		
d	MORGAN STANLEY SMITH BARNEY A/C 56570	P		
e	MORGAN STANLEY SMITH BARNEY A/C 56571	P		
f	MORGAN STANLEY SMITH BARNEY A/C 56571	P		
g	MORGAN STANLEY SMITH BARNEY A/C 56572	P		
h	MORGAN STANLEY SMITH BARNEY A/C 56572	P		
i	MORGAN STANLEY SMITH BARNEY A/C 56573	P		
j	MORGAN STANLEY SMITH BARNEY A/C 56573	P		
k	MORGAN STANLEY SMITH BARNEY A/C 56574	P		
l	MORGAN STANLEY SMITH BARNEY A/C 56574	P		
m	MORGAN STANLEY SMITH BARNEY A/C 56657	P		
n	MORGAN STANLEY SMITH BARNEY A/C 56657	P		
o	MORGAN STANLEY A/C 126957	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,058.	2,164.	894.
b	15,800.	15,123.	677.
c	69,814.	72,771.	-2,957.
d	3,746.	2,722.	1,024.
e	55,538.	59,997.	-4,459.
f	149,561.	191,729.	-42,168.
g	3,456.	4,431.	-975.
h	20,239.	19,266.	973.
i	16,713.	19,551.	-2,838.
j	20,450.	24,673.	-4,223.
k	99,314.	96,054.	3,260.
l	161,993.	153,439.	8,554.
m	45,943.	47,259.	-1,316.
n	31,272.	24,865.	6,407.
o	907.	806.	101.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			894.
b			677.
c			-2,957.
d			1,024.
e			-4,459.
f			-42,168.
g			-975.
h			973.
i			-2,838.
j			-4,223.
k			3,260.
l			8,554.
m			-1,316.
n			6,407.
o			101.

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

THE EDWIN W. PAULEY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MORGAN STANLEY A/C 126957	P		
b	MORGAN STANLEY A/C 126955	P		
c	MORGAN STANLEY A/C 126958	P		
d	MORGAN STANLEY A/C 126958	P		
e	MORGAN STANLEY A/C 126959	P		
f	MORGAN STANLEY A/C 126959	P		
g	MORGAN STANLEY A/C 126960	P		
h	MORGAN STANLEY A/C 126960	P		
i	MORGAN STANLEY A/C 126961	P		
j	MORGAN STANLEY A/C 126961	P		
k	MORGAN STANLEY A/C 126962	P		
l	MORGAN STANLEY A/C 126962	P		
m	MORGAN STANLEY A/C 127020	P		
n	MORGAN STANLEY A/C 127020	P		
o	CAPITAL GAINS DIVIDENDS			

(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	8,488.	9,778.	-1,290.
b	20,000.	18,781.	1,219.
c	26,221.	28,889.	-2,668.
d	33,222.	23,996.	9,226.
e	25,021.	26,639.	-1,618.
f	1,582.	1,660.	-78.
g	3,552.	4,106.	-554.
h	20,585.	15,454.	5,131.
i	46,988.	47,074.	-86.
j	43,564.	48,117.	-4,553.
k	149,533.	148,216.	1,317.
l	230,874.	228,033.	2,841.
m	12,472.	11,652.	820.
n	28,281.	21,889.	6,392.
o	5,763.		5,763.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,290.
b			1,219.
c			-2,668.
d			9,226.
e			-1,618.
f			-78.
g			-554.
h			5,131.
i			-86.
j			-4,553.
k			1,317.
l			2,841.
m			820.
n			6,392.
o			5,763.

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	-15,184.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CROSSROADS SCHOOL 1714 - 21ST STREET SANTA MONICA, CA 90404	NONE	OTHER PUBLIC CHARITY	K-12 EDUCATIONAL PROGRAMS	15,000.
SAINT MATTHEW'S PARISH SCHOOL P.O. BOX 37 PACIFIC PALISADES, CA 90272	NONE	OTHER PUBLIC CHARITY	PRIMARY EDUCATIONAL PROGRAMS	2,000.
SAVE THE WAVES COALITION P.O. BOX 183, 3500 HIGHWAY 1 DAVENPORT, CA 95017-0183	NONE	OTHER PUBLIC CHARITY	BAJA COASTAL ENVIRONMENTAL SUMMIT	15,000.
MCHENRY MANSION FOUNDATION P.O. BOX 642 MODESTO, CA 95353	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING	10,000.
SUN VALLEY SUMMER SYMPHONY P.O. BOX 1914 SUN VALLEY, ID 83353	NONE	OTHER PUBLIC CHARITY	PROGRAM SERVICES	10,000.
PARK CENTURY SCHOOL 3939 LANDMARK STREET CULVER CITY, CA 90232	NONE	OTHER PUBLIC CHARITY	EDUCATION PROGRAMS	6,000.
UNIVERSITY OF HAWAII AT MANOA 415 SPRUCE AVENUE N KETCHUM, ID 83340	NONE	OTHER PUBLIC CHARITY	EDUCATION PROGRAMS	80,000.
THE PARISH OF SAINT MATTHEW			PROGRAM SERVICES	
POMONA COLLEGE 555 NORTH COLLEGE AVENUE CLAREMONT, CA 91711	NONE	OTHER PUBLIC CHARITY	EDUCATION PROGRAMS	25,000.
UCLA FOUNDATION P.O. BOX 24044 LOS ANGELES, CA 90024-0044	NONE	OTHER PUBLIC CHARITY	WOODEN ATHLETIC FUND	25,600.
Total from continuation sheets				188,600.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
B. C. & R. LTD	14.	0.	14.
MORGAN STANLEY (197-126955)	28,633.	3,608.	25,025.
MORGAN STANLEY (197-126957)	3,803.	132.	3,671.
MORGAN STANLEY (197-126958)	1,139.	0.	1,139.
MORGAN STANLEY (197-126959)	1,601.	0.	1,601.
MORGAN STANLEY (197-126960)	2,564.	0.	2,564.
MORGAN STANLEY (197-126961)	518.	0.	518.
MORGAN STANLEY (197-126962)	30,872.	2,023.	28,849.
MORGAN STANLEY (197-127020)	1,731.	0.	1,731.
SMITH BARNEY (554-56567)	21,364.	0.	21,364.
SMITH BARNEY (554-56569)	3,035.	0.	3,035.
SMITH BARNEY (554-56570)	807.	0.	807.
SMITH BARNEY (554-56571)	5,048.	0.	5,048.
SMITH BARNEY (554-56572)	2,317.	0.	2,317.
SMITH BARNEY (554-56573)	1,698.	0.	1,698.
SMITH BARNEY (554-56574)	22,555.	0.	22,555.
SMITH BARNEY (554-56657)	1,231.	0.	1,231.
THE ENDOWMENT TEI FUND L.P.	5,356.	0.	5,356.
TOTAL TO FM 990-PF, PART I, LN 4	134,286.	5,763.	128,523.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
B.C. & R. LTD PARTNERSHIP INCOME	-114,416.	-114,416.	
THE ENDOWMENT TEI FUND	-2,118.	-2,118.	
ROYALTY INCOME	54.	54.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-116,480.	-116,480.	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	100.	50.		50.
TO FM 990-PF, PG 1, LN 16A	100.	50.		50.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	678.	678.		0.
STATE TAXES	60.	0.		60.
STATE TAX PARTNERSHIP PASS THROUGH	32.	32.		0.
TO FORM 990-PF, PG 1, LN 18	770.	710.		60.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	4,613.	2,307.		2,306.
OFFICE EXPENSES	3,892.	1,946.		1,946.
DELIVERY & MESSENGER	452.	226.		226.
BANK FEES	167.	83.		84.
INVESTMENT MANAGEMENT FEES	28,030.	28,030.		0.
OTHER INVESTMENT FEES	4,083.	4,083.		0.
OTHER CONTRIBUTIONS	6,400.	0.		6,400.
TO FORM 990-PF, PG 1, LN 23	47,637.	36,675.		10,962.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT SECURITIES MATURING IN MORE THAN ONE YEAR	X		322,402.	322,441.
TOTAL U.S. GOVERNMENT OBLIGATIONS			322,402.	322,441.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			322,402.	322,441.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2,169,181.	2,376,312.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,169,181.	2,376,312.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BC & R LTD PARTNERSHIP	COST	-124,035.	950,942.
MINERAL RIGHTS	COST	4,782.	4,782.
WELLS FARGO ENDOWMENT TEI FUND	COST	136,097.	141,878.
MORTGAGE BACKED SECURITIES	COST	334,724.	342,858.
TOTAL TO FORM 990-PF, PART II, LINE 13		351,568.	1,440,460.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

STEPHEN M. PAULEY, M.D.
1801 CENTURY PARK EAST #2230
LOS ANGELES, CA 90067

TELEPHONE NUMBER

(323)954-3131

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUESTS INCLUDING DESCRIPTION OF ORGANIZATION, TAX IDENTIFICATION
NUMBER, AND WHETHER THE ORGANIZATION IS TAX EXEMPT OR NON EXEMPT

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GIFTS ARE PRIMARILY FOR EDUCATIONAL PURPOSES

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE EDWIN W. PAULEY FOUNDATION	Employer identification number (EIN) or 95-4332470
	Number, street, and room or suite no. If a P.O. box, see instructions. 1801 CENTURY PARK EAST, NO. 2230	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90067	

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

04

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

THE FOUNDATION - 1801 CENTURY PARK EAST SUITE 2230 - LOS

• The books are in the care of ► **ANGELES, CA 90067**

Telephone No ► **310-557-0008**

FAX No. ► ☐

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2013

, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year **2012** or

► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,314.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

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

Form 8868 (Rev. 1-2013)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE EDWIN W. PAULEY FOUNDATION	95-4332470
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1801 CENTURY PARK EAST, NO. 2230	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LOS ANGELES, CA 90067	

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 FOUNDATION - 1801 CENTURY PARK EAST SUITE 2230 - LOS

- The books are in the care of **ANGELES, CA 90067**

Telephone No **310-557-0008**

FAX No

- If the organization does not have an office or place of business in the United States, check this box ☐

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

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

5 For calendar year **2012**, or other tax year beginning _____, and ending _____

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

7 State in detail why you need the extension

AN ADDITIONAL EXTENSION IS NEEDED AS ALL THIRD PARTY INFORMATION HAS NOT BEEN RECEIVED.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	3,314.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **[Signature]**

Title **CERTIFIED PUBLIC ACCOUNTANT**

Date **8/7/13**

Form 8868 (Rev 1-2013)