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

**2012**

Department of the Treasury  
Internal Revenue Service

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

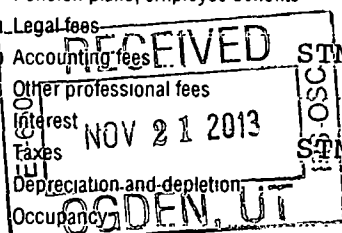
Open to public inspection

For calendar year 2012 or tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation <b>THE HELTON FAMILY FOUNDATION</b>		A Employer identification number <b>56-2094702</b>
Number and street (or P O box number if mail is not delivered to street address) <b>2236 COLEY FOREST PLACE</b>	Room/suite	B Telephone number <b>(919) 782-3377</b>
City or town, state, and ZIP code <b>RALEIGH, NC 27607</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>1,529,030.</b> (Part I, column (d) must be on cash basis)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,932.	1,932.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,283.			
	b Gross sales price for all assets on line 6a <b>2,294,531.</b>		13,283.		
	7 Capital gain net income (from Part IV, line 2)				
	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				<b>STATEMENT 1</b>	
12 Total. Add lines 1 through 11	15,215.	15,215.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,500.	0.		2,500.
	c Other professional fees				
	17 Interest				
	18 Taxes	244.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23	2,744.	0.		2,500.	
25 Contributions, gifts, grants paid	310,025.			310,025.	
26 Total expenses and disbursements. Add lines 24 and 25	312,769.	0.		312,525.	
27 Subtract line 26 from line 12	<297,554.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		15,215.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	448,815.	246,657.	246,657.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 5	3,668,364.	3,565,393.	1,282,373.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,117,179.	3,812,050.	1,529,030.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	4,117,179.	3,812,050.		
30 Total net assets or fund balances	4,117,179.	3,812,050.		
31 Total liabilities and net assets/fund balances	4,117,179.	3,812,050.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,117,179.
2 Enter amount from Part I, line 27a	2	<297,554.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,819,625.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	7,575.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,812,050.

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,294,531.		2,281,248.	13,283.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			13,283.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	13,283.
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	107,256.	2,328,682.	.046059
2010	188,767.	3,385,415.	.055759
2009	268,161.	3,666,275.	.073143
2008	57,500.	3,915,239.	.014686
2007	195,000.	5,600,220.	.034820

2 Total of line 1, column (d)	2	.224467
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	.044893
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,746,603.
5 Multiply line 4 by line 3	5	78,410.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	152.
7 Add lines 5 and 6	7	78,562.
8 Enter qualifying distributions from Part XII, line 4 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	8	312,525.

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

Table with 11 rows for excise tax calculations. Line 1: 152. Line 2: 0. Line 3: 152. Line 4: 0. Line 5: 152. Line 7: 0. Line 9: 152. Line 11: Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No. Row 1b: No. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: No. Row 5: No. Row 6: No. Row 7: No. Row 8a: NC. Row 8b: No. Row 9: No. Row 10: No.

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NO WEB SITE</u>	13	X	
14	The books are in care of ► <u>W. CHARLES HELTON</u> Telephone no ► <u>(919) 782-3377</u> Located at ► <u>2236 COLEY FOREST PLACE, RALEIGH, NC</u> ZIP+4 ► <u>27607</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year . . . . .	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16		Yes No X X

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

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

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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 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?  Yes  No

**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
W. CHARLES HELTON 2266 COLEY FOREST PLACE RALEIGH, NC 27607	PRESIDENT 0.25	0.	0.	0.
BARBARA S. HELTON 2266 COLEY FOREST PLACE RALEIGH, NC 27607	SECRETARY 0.00	0.	0.	0.
THOMAS DALE HELTON 2266 COLEY FOREST PLACE RALEIGH, NC 27607	VICE PRESIDENT 0.00	0.	0.	0.
LAURA ELAINE HELTON 2266 COLEY FOREST PLACE RALEIGH, NC 27607	TREASURER 0.00	0.	0.	0.

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

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

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

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

**Part IX-A** Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3 ▶ 0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	1a	1,389,599.
<b>b</b>	Average of monthly cash balances	1b	383,602.
<b>c</b>	Fair market value of all other assets	1c	
<b>d</b>	Total (add lines 1a, b, and c)	1d	1,773,201.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	2	0.
<b>3</b>	Subtract line 2 from line 1d	3	1,773,201.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,598.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,746,603.
<b>6</b>	Minimum investment return. Enter 5% of line 5	6	87,330.

**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)

<b>1</b>	Minimum investment return from Part X, line 6		1	87,330.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	2a	152.	
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	2b		
<b>c</b>	Add lines 2a and 2b	2c	152.	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	3	87,178.	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	4	0.	
<b>5</b>	Add lines 3 and 4	5	87,178.	
<b>6</b>	Deduction from distributable amount (see instructions)	6	0.	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	87,178.	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	312,525.
<b>b</b>	Program-related investments - total from Part IX-B	1b	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	3a	
<b>b</b>	Cash distribution test (attach the required schedule)	3b	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	312,525.
<b>5</b>	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	152.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	6	312,373.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				87,178.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			22,899.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 312,525.				
a Applied to 2011, but not more than line 2a			22,899.	
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				87,178.
e Remaining amount distributed out of corpus	202,448.			
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:	202,448.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	202,448.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	202,448.			

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

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

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

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

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

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

W. CHARLES HELTON

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year  ALLIANCE MEDICAL MINISTRIES 101 DONALD ROSS DR RALEIGH, NC 27610	N/A	PUBLIC CHARITY	SUPPORT CHARITABLE MEDICAL ACTIVITIES	10,000.
NORTH CAROLINA SYMPHONY 3700 GLENWOOD AVE, SUITE 130 RALEIGH, NC 27612	N/A	PUBLIC CHARITY	SUPPORT CURRENT BUDGET	200,025.
THE SALVATION ARMY 215 S PERSON STREET RALEIGH, NC 27601	N/A	RELIGIOUS ORGANIZATION	CAPITAL CAMPAIGN FOR NEW FACILITY AND ENDOWMENT	100,000.
Total			▶ 3a	310,025.
b Approved for future payment  NONE				
Total			▶ 3b	0.





THE HELTON FAMILY FOUNDATION

TIN: 56-2094702

FORM 990-PF

FISCAL YEAR ENDING JUNE 30, 2013

Part IV Capital Gains and Losses for Tax on Investment Income

	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Revenue Per Books</u>
Account 556-210783-079			
See July Statement	94,883.00	94,168.00	715.00
See August Statement	104,296.00	104,460.00	(164.00)
See September Statement	190,056.00	190,345.00	(289.00)
See October Statement	115,226.00	111,305.00	3,921.00
See November Statement	44,569.00	45,252.00	(683.00)
See December Statement	173,886.00	174,455.00	(569.00)
See January Statement	204,706.00	199,398.00	5,308.00
See February Statement	249,474.00	248,813.00	661.00
See March Statement	416,377.00	416,075.00	302.00
See April Statement	134,218.00	131,904.00	2,314.00
See May Statement	321,225.00	319,685.00	1,540.00
See June Statement	<u>245,615.00</u>	<u>245,388.00</u>	<u>227.00</u>
TOTALS	<u><u>2,294,531.00</u></u>	<u><u>2,281,248.00</u></u>	<u><u>13,283.00</u></u>

# Morgan Stanley Smith Barney

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

Active Assets Account: HELTON-FAMILY FOUNDATION  
556-210783-044 SYNDICATE ACCOUNT

## Activity

### REALIZED GAIN/(LOSS) DETAIL SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
BAZARVOICE INC	07/17/12	07/18/12	150,000	\$2,446.44	\$2,310.00	\$136.44	
COCA COLA FEMSA S.A. ADR	07/11/12	07/11/12	100,000	12,248.72	12,500.00	(251.28)	
GOLAR LNG PTNRS LP ULPI	07/11/12	07/11/12	500,000	15,468.65	15,475.00	(6.35)	
IMMUNOGEN INC	07/12/12	07/12/12	100,000	1,532.07	1,600.00	(67.93)	
NEW MOUNTAIN FINANCE CP	07/12/12	07/12/12	100,000	1,392.96	1,435.00	(42.04)	
NEWCASTLE INVT CORP	07/26/12	07/26/12	500,000	3,360.82	3,350.00	10.82	
PALO ALTO NETWORKS INC	07/19/12	07/20/12	100,000	5,478.13	4,200.00	1,278.13	
SPLUNK INC	07/19/12	07/20/12	150,000	4,340.29	4,237.50	102.79	
SPROTT PHYSICAL SILVER TR	07/12/12	07/12/12	2,200,000	24,171.45	24,310.00	(138.55)	
SS&C TECHNOLOGIES HLDGS INC	07/18/12	07/18/12	1,000,000	24,443.45	24,750.00	(306.55)	
<b>Short-Term This Period</b>				<b>\$94,882.98</b>	<b>\$94,167.50</b>	<b>\$715.48</b>	
<b>Short-Term Year to Date</b>				<b>\$458,962.00</b>	<b>\$454,946.50</b>	<b>\$4,015.50</b>	
<b>Net Realized Gain/(Loss) This Period</b>				<b>\$94,882.98</b>	<b>\$94,167.50</b>	<b>\$715.48</b>	
<b>Net Realized Gain/(Loss) Year to Date</b>				<b>\$458,962.00</b>	<b>\$454,946.50</b>	<b>\$4,015.50</b>	

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

# Morgan Stanley Smith Barney

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

HELTON FAMILY FOUNDATION  
SYNDICATE ACCOUNT

Active Assets Account  
556-210783-044

## Activity

### INVESTMENT RELATED ACTIVITY

#### TAXABLE INCOME

Date	Activity Type	Description	Comments	Credits/(Debits)
7/30	Dividend - Adjustment	MS ACTIVE ASSETS MONEY TRUST DIV ADJUSTMENT		\$ (2.18)
7/30	Dividend	MS ACTIVE ASSETS MONEY TRUST DIV PAYMENT		2.18
8/30	Dividend	MS ACTIVE ASSETS MONEY TRUST DIV PAYMENT		2.13
<b>TOTAL TAXABLE INCOME</b>				<b>\$2.13</b>
TOTAL OTHER DIVIDENDS				\$2.13

### MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
8/1	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST					
8/1	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST					
8/1	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST					
8/7	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST					
8/9	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST					
8/13	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST					
8/15	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST					
8/16	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST					
8/23	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST					
8/31	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST					
<b>NET ACTIVITY FOR PERIOD</b>							<b>\$(151.23)</b>

### REALIZED GAIN/(LOSS) DETAIL

#### SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ARES CAPITAL CORP	08/17/12	08/17/12	1,000.000	\$16,833.62	\$16,810.00	\$23.62	
BOARDWALK PIPELINE PTNRS LP	08/02/12	08/02/12	700.000	19,068.57	19,460.00	(391.43)	
INFI PHARMACEUTICALS INC	08/09/12	08/09/12	300.000	4,511.89	4,350.00	161.89	

CONTINUED

# MorganStanley SmithBarney

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

Activity

Active Assets Account  
556-210783-044  
HELETON FAMILY FOUNDATION  
SYNDICATE ACCOUNT

**REALIZED GAIN/(LOSS) DETAIL (CONTINUED)**

**SHORT-TERM GAIN/(LOSS) (CONTINUED)**

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
KAYNE ANDERSON MLP INVT CO	08/03/12	08/03/12	700.000	20,853.53	20,825.00	28.53	
MOLYCORP INC DEL COM	08/17/12	08/17/12	1,000.000	10,180.90	10,000.00	180.90	
PERFORMANT FINANCIAL CORP	08/17/12	08/17/12	550.000	5,599.49	5,500.00	99.49	
WILLIAMS PARTNERS LTD	08/09/12	08/10/12	200.000	1,839.39	1,800.00	39.39	
Short-Term This Period			500.000	25,408.43	25,715.00	(306.57)	
Short-Term Year to Date				\$104,295.82	\$104,460.00	\$(164.18)	
Net Realized Gain/(Loss) This Period				\$563,257.82	\$559,406.50	\$3,851.32	
Net Realized Gain/(Loss) Year to Date				\$104,295.82	\$104,460.00	\$(164.18)	
Net Realized Gain/(Loss) Year to Date				\$563,257.82	\$559,406.50	\$3,851.32	

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Active Assets Account HELTON FAMILY FOUNDATION  
556-216-783-1118 SYNDICATE ACCOUNT

Activity

INVESTMENT RELATED ACTIVITY

TAXABLE INCOME

Date	Activity Type	Description	Comments	Credits/(Debits)
9/27	Dividend	MS ACTIVE ASSETS MONEY TRUST		\$1 80
		DIV PAYMENT		\$1 80
<b>TOTAL TAXABLE INCOME</b>				<b>\$1 80</b>
TOTAL OTHER DIVIDENDS				\$1 80

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Credits/(Debits)	
9/11	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	\$ (17,945 63)	
9/13	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	30 66	
9/17	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(47 60)	
9/25	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(12,670 56)	
9/28	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	1 80	
9/28	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(21,398 54)	
<b>NET ACTIVITY FOR PERIOD</b>				<b>\$ (52,030.89)</b>

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
AMER INTL GP INC NEW	09/11/12	09/11/12	700 000	\$23,158.65	\$22,750.00	\$408 65	
CAPITAL ONE FINANCIAL CORP	09/04/12	09/05/12	500 000	27,928.37	27,875.00	53 37	
DOLLAR GEN CORP NEW COM	09/28/12	09/28/12	225 000	11,595.52	11,643 75	(48 23)	
GRUPO FIN SANTANDER-ADR B	09/26/12	09/26/12	100 000	1,266 97	1,218 49	48 48	
MICHAEL KORS HOLDINGS LTD	09/25/12	09/25/12	200 000	10,478.46	10,600.00	(121 54)	
NEW MOUNTAIN FINANCE CP	09/25/12	09/27/12	625 000	9,262 73	9,375.00	(112 27)	
PENNANTPARK INVESTMENT CORP	09/25/12	09/26/12	1,100 000	11,800.03	11,902.00	(101 97)	
SPIRIT REALTY CAPITAL INC	09/19/12	09/20/12	1,700 000	25,510.42	25,500.00	10 42	
SPROTT PHYSICAL GOLD TRUST	09/07/12	09/07/12	1,700 000	25,258.66	25,228.00	30 66	
SUN COMMUNITIES INC	09/11/12	09/11/12	500 000	22,004.50	22,175.00	(170 50)	
TEEKAY OFFSHORE PARTNERS L P	09/12/12	09/12/12	400 000	10,859 51	11,060.00	(200 49)	
	09/12/12	09/12/12	100 000	2,714.88	2,765 00	(50.12)	
VANGUARD NATURAL RESOURCES LLC	09/12/12	09/12/12	300 000	8,217 86	8,253 00	(35.14)	

CONTINUED

# MorganStanley SmithBarney

CLIENT STATEMENT | For the Period September 1-30, 2012

Activity

Active Assets Account: FLEET INVESTMENT FUND  
 556 210788 1110 SYNDICATE ACCOUNT

**REALIZED GAIN/(LOSS) DETAIL (CONTINUED)**

**SHORT-TERM GAIN/(LOSS) (CONTINUED)**

Security Description	Date		Quantity	Sales Proceeds		Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	Acquired	Sold						
Short-Term This Period				\$190,056.56		\$190,345.24	\$(288.68)	
Short-Term Year to Date				\$753,314.38		\$749,751.74	\$3,562.64	
Net Realized Gain/(Loss) This Period				\$190,056.56		\$190,345.24	\$(288.68)	
Net Realized Gain/(Loss) Year to Date				\$753,314.38		\$749,751.74	\$3,562.64	

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

# Morgan Stanley

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

Activity **Active Assets Account: HELTON FAMILY FOUNDATION**  
**556-210783-118 SYNDICATE ACCOUNT**

**REALIZED GAIN/(LOSS) DETAIL (CONTINUED)**

**SHORT-TERM GAIN/(LOSS) (CONTINUED)**

Security Description	Date Acquired	Date Sold	Quantity	Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
DANAHER CORPORATION	10/24/12	10/25/12	500,000	25,343.43	25,375.00	(31.57)	
EXCEL TRUST INC	10/25/12	10/25/12	100,000	1,210.97	1,200.00	10.97	
GOVERNMENT PPTYS INC TR	10/16/12	10/18/12	300,000	6,815.84	6,975.00	(159.16)	
MILLENNIAL MEDIA	10/23/12	10/24/12	200,000	3,131.92	2,830.00	301.92	
MPLX LP COM UNIT REP LTD	10/25/12	10/26/12	350,000	8,918.79	7,700.00	1,218.79	
SEADRILL PARTNERS LLC	10/19/12	10/19/12	175,000	4,263.90	3,850.00	413.90	
SHIP FINANCE INTL LTD	10/02/12	10/03/12	1,000,000	15,103.66	15,250.00	(146.34)	
STARWOOD PROPERTY TRUST INC	10/03/12	10/04/12	275,000	6,372.06	6,325.00	47.06	
WORKDAY INC CL A	10/12/12	10/12/12	100,000	4,821.89	2,800.00	2,021.89	
<b>Short-Term This Period</b>				<b>\$115,226.07</b>	<b>\$111,305.00</b>	<b>\$3,921.07</b>	
<b>Short-Term Year to Date</b>				<b>\$868,540.45</b>	<b>\$861,056.74</b>	<b>\$7,483.71</b>	
<b>Net Realized Gain/(Loss) This Period</b>				<b>\$115,226.07</b>	<b>\$111,305.00</b>	<b>\$3,921.07</b>	
<b>Net Realized Gain/(Loss) Year to Date</b>				<b>\$868,540.45</b>	<b>\$861,056.74</b>	<b>\$7,483.71</b>	

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CLIENT STATEMENT | For the Period November 1-30, 2012

Activity  
 HELTON FAMILY FOUNDATION  
 HELTON FAMILY FOUNDATION  
 SYNDICATE ACCOUNT  
 556 210783 118

## DEBIT CARD & CHECKING ACTIVITY AUTOMATED PAYMENTS

Bill pay and other electronic activity, which may include checks you wrote that were processed by Automated Clearing House processing

Date of Payment	Date Paid	Activity Type	Payee	Credits/(Debits)
11/15	11/15	Automated Payment	IRS	\$ (244.00)
TOTAL AUTOMATED PAYMENTS				USATAXPYMT \$(244.00)

## MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
11/1	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	200.000	\$4,525.89	\$4,622.00	\$(96.11)	
11/2	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	1.93				
11/7	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST				(16,245.00)	
11/14	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST				(28,930.00)	
11/15	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST				(96.11)	
11/16	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST				(244.00)	
11/20	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				26,541.57	
11/23	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				1,981.95	
11/27	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST				(51.22)	
11/30	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				1.70	
NET ACTIVITY FOR PERIOD							\$(15,820.39)

## REALIZED GAIN/(LOSS) DETAIL

### SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
PVR PARTNERS LP	11/09/12	11/09/12	200.000	\$4,525.89	\$4,622.00	\$(96.11)	
RUCKUS WIRELESS INC	11/16/12	11/16/12	150.000	1,852.95	2,250.00	(397.05)	
SPROTT PHYSICAL SILVER TR	11/09/12	11/14/12	2,200.000	28,791.57	28,930.00	(138.43)	
YY INC ADS	11/21/12	11/21/12	900.000	9,398.78	9,450.00	(51.22)	
Short-Term This Period						\$(682.81)	
Short-Term Year to Date						\$906,308.74	\$6,800.90

# Morgan Stanley

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

Activity: Active Assets Account: HELIXION FAMILY FOUNDATION SYNDICATE ACCOUNT  
556-210783-118

## MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY (CONTINUED)

Date	Activity Type	Description	Date		Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments	Credits/(Debits)
12/31	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	Acquired	Sold						297.00
NET ACTIVITY FOR PERIOD										
										\$(119.96)

## REALIZED GAIN/(LOSS) DETAIL

### SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments	
ACADIA HEALTHCARE COMPANY INC	12/06/12	12/07/12	150,000	\$3,421.42	\$3,375.00	\$46.42		
AMER INTL GP INC NEW	12/11/12	12/11/12	450,000	15,383.65	14,625.00	758.65		
AVAGO TECH	12/07/12	12/07/12	700,000	23,905.46	24,150.00	(244.54)		
FIFTH STREET FINANCE CORP COM	12/04/12	12/04/12	1,000,000	10,483.76	10,680.00	(196.24)		
HCA HOLDINGS INC	12/10/12	12/11/12	750,000	24,735.94	24,825.00	(89.06)		
HOME LOAN SERVICING	12/18/12	12/19/12	300,000	5,678.48	5,700.00	(21.52)		
LAMAR ADVERTISING CO CL A	12/17/12	12/18/12	800,000	31,713.28	31,600.00	113.28		
PBF ENERGY INC	12/13/12	12/13/12	100,000	2,714.93	2,600.00	114.93		
SELECT INCOME REIT COM	12/05/12	12/06/12	1,000,000	24,013.46	24,000.00	13.46		
SPROTT PLATINUM/PALLADIUM ETF	12/18/12	12/19/12	2,500,000	24,368.45	25,000.00	(631.55)		
WHITEHORSE FINANCE INC	12/05/12	12/05/12	400,000	5,573.87	6,000.00	(426.13)		
<b>Short-Term This Period</b>					<b>\$173,885.53</b>	<b>\$174,455.00</b>	<b>\$(569.47)</b>	
<b>Short-Term Year to Date</b>					<b>\$1,086,995.17</b>	<b>\$1,080,763.74</b>	<b>\$6,231.43</b>	

### Net Realized Gain/(Loss) This Period

**\$173,885.53**

**\$174,455.00**

**\$(569.47)**

### Net Realized Gain/(Loss) Year to Date

**\$1,086,995.17**

**\$1,080,763.74**

**\$6,231.43**

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

# Morgan Stanley

CLIENT STATEMENT | For the Period January 1-31, 2013

Page 8 of 12

Active Assets Account HELTON FAMILY FOUNDATION  
 556-210783-079 SYNDICATE ACCOUNT

## Account Detail

### INVESTMENT RELATED ACTIVITY

#### TAXABLE INCOME

Date	Activity Type	Description	Comments	Credits/(Debits)
12/31	Dividend	MS ACTIVE ASSETS MONEY TRUST		\$1.87
1/23	Dividend	PROSPECT CAPITAL CORP		165.00
1/28	Dividend	THL CREDIT INC		45.00
1/30	Dividend	MS ACTIVE ASSETS MONEY TRUST		1.81
		DIV PAYMENT		
<b>TOTAL TAXABLE INCOME</b>				<b>\$213.68</b>
TOTAL OTHER DIVIDENDS				\$211.81
PRIOR YEAR INCOME				\$1.87

### MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Quantity	Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
1/2	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST					
1/10	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				16,813.12	
1/11	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST				(316.55)	
1/16	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				182.56	
1/17	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				61.38	
1/18	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST				(25,341.80)	
1/23	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				25,160.87	
1/24	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				437.74	
1/25	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				1,308.73	
1/29	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST				(121.59)	
1/31	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				3,388.45	
1/31	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				1.81	
<b>NET ACTIVITY FOR PERIOD</b>							<b>\$21,576.59</b>

### REALIZED GAIN/(LOSS) DETAIL

#### SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ALNYLAM PHARMACEUTICALS INC	01/16/13	01/16/13	125.000	\$2,587.69	\$2,516.25	\$71.44	
BUCKEYE PARTNERS L.P	01/24/13	01/24/13	500.000	26,103.41	26,270.00	(166.59)	
COBALT INTL ENERGY	01/15/13	01/16/13	1,000.000	25,089.43	25,150.00	(60.57)	
COLONY FINANCIAL	01/11/13	01/11/13	250.000	5,186.38	5,125.00	61.38	

**Account Detail**

Active Assets Account: HILTON FAMILY FOUNDATION  
556 2107 83 079 SYNDICATE ACCOUNT

**REALIZED GAIN/(LOSS) DETAIL (CONTINUED)**

**SHORT-TERM GAIN/(LOSS) (CONTINUED)**

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
CVR REFINING LP	01/17/13	01/17/13	450 000	11,522 74	11,250 00	272 74	
CYRUSONE INC	01/17/13	01/18/13	250 000	5,414 97	4,750 00	664 97	
	01/17/13	01/18/13	250 000	5,414 98	4,750 00	664 98	
DUKE REALTY CORP	01/10/13	01/10/13	1,350 000	19,420 06	19,237 50	182 56	
MOLYCORP INC DEL COM	01/25/13	01/25/13	3,500 000	24,388 45	21,000 00	3,388 45	
PERFORMANT FINANCIAL CORP	01/31/13	01/31/13	100 000	1,157 97	1,065 00	92 97	
PROSPECT CAPITAL CORP	11/02/12	01/04/13	1,500 000	16,813 12	16,650 00	163 12	
SOLAR CAPITAL LTD	01/08/13	01/08/13	1,000 000	24,083 45	24,400 00	(316 55)	
SOLAR SENIOR CAPITAL LTD	01/15/13	01/15/13	700 000	13,003 20	13,195 00	(191 80)	
SUNCOKE ENERGY PARTNERS LP	01/18/13	01/18/13	250 000	4,739 39	4,750 00	(10 61)	
	01/18/13	01/18/13	250 000	4,739 39	4,750 00	(10 61)	
TRI POINTE HOMES INC	01/31/13	01/31/13	200 000	3,959 91	3,400 00	559 91	
VANGUARD NATURAL RESOURCES LLC	01/31/13	01/31/13	400 000	11,081 75	11,140 00	(58 25)	
<b>Short-Term This Period</b>				<b>\$204,706.29</b>	<b>\$199,398.75</b>	<b>\$5,307.54</b>	
<b>Short-Term Year to Date</b>				<b>\$204,706.29</b>	<b>\$199,398.75</b>	<b>\$5,307.54</b>	

**Net Realized Gain/(Loss) This Period**

**Net Realized Gain/(Loss) Year to Date**

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

Account Detail

Active Assets Account: HELTON FAMILY FOUNDATION  
 56210783-079 SYNDICATE ACCOUNT

**INVESTMENT RELATED ACTIVITY**

**TAXABLE INCOME**

Date	Activity Type	Description	Comments	Credits/(Debits)
2/27	Dividend	MS ACTIVE ASSETS MONEY TRUST DIV PAYMENT		\$1 90
<b>TOTAL TAXABLE INCOME</b>				<b>\$1.90</b>
TOTAL OTHER DIVIDENDS				\$1 90

**MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY**

Date	Activity Type	Description	Credits/(Debits)	
2/6	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	\$594 63	
2/7	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	4,067 64	
2/8	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(44 89)	
2/13	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(667 32)	
2/15	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(230 56)	
2/19	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(366 56)	
2/26	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(29,074 50)	
2/28	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	92 91	
2/28	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	1 90	
<b>NET ACTIVITY FOR PERIOD</b>				<b>\$(25,626.75)</b>

**REALIZED GAIN/(LOSS) DETAIL**

**SHORT-TERM GAIN/(LOSS)**

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ACHILLION PHARMACEUTICALS	02/22/13	02/22/13	450 000	\$3,872.91	\$3,780.00	\$92.91	
AMERICAN CAPITAL MORTGAGE	02/12/13	02/12/13	800 000	20,537.53	20,520.00	17.53	
DIGITALGLOBE NEW	02/28/13	02/28/13	800 000	21,137.52	21,000.00	137.52	
ENTERPRISE PROD PARTNRS L P	02/05/13	02/05/13	450 000	24,507.11	24,552.00	(44.89)	
GENERAC HLDGS INC COM	02/21/13	02/21/13	700 000	23,748.80	24,500.00	(751.20)	
MICHAEL KORS HOLDINGS LTD	02/21/13	02/26/13	450 000	26,064.07	27,675.00	(1,610.93)	
NAVIOS MARITIME PARTNERS LP	02/01/13	02/01/13	800 000	11,169.74	11,320.00	(150.26)	
PRIMERICA INC	02/12/13	02/12/13	250 000	8,038.06	8,200.00	(161.94)	
	02/12/13	02/12/13	200 000	6,473.85	6,560.00	(86.15)	
RADIAN GROUP INC	02/27/13	02/27/13	900 000	7,509.92	7,200.00	309.92	
	02/27/13	02/27/13	200 000	1,668.87	1,600.00	68.87	
SENSATA TECHNOLOGIES	02/13/13	02/13/13	750 000	24,720.94	25,087.50	(366.56)	

Active Assets Account: HELTON FAMILY FOUNDATION  
 556-210783-079 SYNDICATE ACCOUNT

## Account Detail

### REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

#### SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
TESARO INC	02/28/13	02/28/13	200,000	3,903.91	3,600.00	303.91	
TRW AUTOMOTIVE HOLDING CORP	02/21/13	02/21/13	425,000	24,532.95	25,181.25	(648.30)	
ZAIS FINANCIAL CORP	02/08/13	02/08/13	750,000	15,270.18	15,937.50	(667.32)	
ZOETIS INC CLASS-A	01/31/13	02/01/13	400,000	12,384.89	10,400.00	1,984.89	
	01/31/13	02/01/13	250,000	7,740.56	6,500.00	1,240.56	
	01/31/13	02/01/13	200,000	6,192.45	5,200.00	992.45	
<b>Short-Term This Period</b>				<b>\$249,474.26</b>	<b>\$248,813.25</b>	<b>\$661.01</b>	
<b>Short-Term Year to Date</b>				<b>\$454,180.55</b>	<b>\$448,212.00</b>	<b>\$5,968.55</b>	
<b>Net Realized Gain/(Loss) This Period</b>				<b>\$249,474.26</b>	<b>\$248,813.25</b>	<b>\$661.01</b>	
<b>Net Realized Gain/(Loss) Year to Date</b>				<b>\$454,180.55</b>	<b>\$448,212.00</b>	<b>\$5,968.55</b>	

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## MESSAGES

### Looking to boost your retirement savings?

There's still time before the April 15 deadline to open either a Traditional IRA with contributions that may be tax-deductible on your 2012 tax return, or a Roth IRA with the advantage of tax-free withdrawals. The maximum contribution is \$5,000, or \$6,000 if you are 50 or older. You will have a wide array of investments to choose from when you make your IRA contribution. Please call your Financial Advisor for more information about your retirement savings strategy.

Account Detail  
 Active Assets Account: HELEON FAMILY FOUNDATION  
 56-210783-079 SYNDICATE ACCOUNT

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
APOLLO RESIDENTIAL MTGE INC	03/08/13	03/08/13	1,125,000	\$24,878.44	\$25,031.25	\$(152.81)	
ARTISAN PARTNERS ASSET MGMT	03/07/13	03/07/13	100,000	3,551.92	3,000.00	551.92	
AVIV REIT INC	03/20/13	03/21/13	400,000	8,865.80	8,000.00	865.80	
BANKUNITED INC	03/07/13	03/08/13	600,000	15,131.66	15,150.00	(18.34)	
BIOMED REALTY TRUST INC	03/27/13	03/27/13	600,000	12,935.70	12,840.00	95.70	
CHESAPEAKE ENERGY CORP	03/19/13	03/20/13	1,200,000	24,857.44	24,960.00	(102.56)	
CRESTWOOD MIDSTREAM LP	03/19/13	03/19/13	800,000	18,929.57	19,120.00	(190.43)	
DIGITALGLOBE NEW	03/07/13	03/08/13	650,000	18,830.57	18,655.00	175.57	
DOLLAR GEN CORP NEW COM	03/28/13	03/28/13	500,000	25,253.43	25,375.00	(121.57)	
E-TRADE FINANCIAL CORP NEW COM	03/14/13	03/14/13	2,200,000	24,457.45	24,970.00	(512.55)	
FLEETCOR TECHNOLOGIES	03/07/13	03/07/13	250,000	17,636.10	17,687.50	(51.40)	
GOVERNMENT PPTYS INC TR	03/11/13	03/12/13	550,000	13,837.18	13,860.00	(22.82)	
HAWAIIAN ELECTRIC IND	03/20/13	03/20/13	250,000	6,708.84	6,687.50	21.34	
HERCULES TECH GROWTH CAP	03/08/13	03/08/13	2,050,000	24,839.44	25,153.50	(314.06)	
HERTZ GLOBAL HOLDINGS, INC	03/07/13	03/07/13	1,000,000	20,483.54	20,240.00	243.54	
HOLLY ENERGY PARTNERS L P	03/19/13	03/19/13	250,000	10,049.80	10,200.00	(150.20)	
HOSPITALITY PPTYS TR COM SBI	03/19/13	03/19/13	1,000,000	25,563.42	25,550.00	13.42	
KAYNE ANDERSON MLP INVT CO	03/07/13	03/07/13	700,000	23,282.47	23,352.00	(69.53)	
LINSCO LLC	03/21/13	03/22/13	650,000	24,714.89	24,700.00	14.89	
PINNACLE FOODS INC	03/28/13	03/28/13	100,000	2,236.94	2,000.00	236.94	
REALTY INCOME CORP	03/05/13	03/06/13	550,000	25,174.52	25,245.00	(70.48)	
US SILICA HLDGS INC	03/13/13	03/14/13	450,000	9,925.27	9,900.00	25.27	
WILLIAMS PARTNERS LTD	03/05/13	03/05/13	500,000	24,478.45	24,570.00	(91.55)	
	03/05/13	03/07/13	200,000	9,753.88	9,828.00	(74.12)	
<b>Short-Term This Period</b>				<b>\$416,376.72</b>	<b>\$416,074.75</b>	<b>\$301.97</b>	
<b>Short-Term Year to Date</b>				<b>\$870,557.27</b>	<b>\$864,286.75</b>	<b>\$6,270.52</b>	
<b>Net Realized Gain/(Loss) This Period</b>				<b>\$416,376.72</b>	<b>\$416,074.75</b>	<b>\$301.97</b>	
<b>Net Realized Gain/(Loss) Year to Date</b>				<b>\$870,557.27</b>	<b>\$864,286.75</b>	<b>\$6,270.52</b>	

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Active Assets Account HELTON FAMILY FOUNDATION  
 556-210783-079 SYNDICATE ACCOUNT

## Account Detail

### MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY (CONTINUED)

Date	Activity Type	Description	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments	Credits/(Debits)
4/3	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	575 000	\$8,682.05	\$8,050.00	\$632.05		95.70
4/4	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	2,500 000	25,043.68	25,125.00	(81.32)		115.37
4/8	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	100 000	2,164.95	2,000.00	164.95		269.49
4/12	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	1,000 000	10,683.75	10,850.00	(166.25)		(9,350.00)
4/15	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	725 000	24,491.20	25,048.75	(557.55)		(866.73)
4/17	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	600 000	24,701.44	24,000.00	701.44		12,017.24
4/18	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	2,300 000	22,349.49	22,080.00	269.49		83.63
4/25	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	200 000	6,117.86	5,400.00	717.86		717.86
4/30	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	425 000	9,983.27	9,350.00	633.27		2.21
<b>NET ACTIVITY FOR PERIOD</b>								<b>\$3,381.77</b>

### REALIZED GAIN/(LOSS) DETAIL

#### SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
CHIMERIX INC	04/10/13	04/11/13	575 000	\$8,682.05	\$8,050.00	\$632.05	
DIAMOND ROCK HOSPITALITY CO	04/15/13	04/15/13	2,500 000	25,043.68	25,125.00	(81.32)	
EVERTEC INC	04/12/13	04/12/13	100 000	2,164.95	2,000.00	164.95	
FIFTH STREET FINANCE CORP COM	04/11/13	04/11/13	1,000 000	10,683.75	10,850.00	(166.25)	
FIRST TR ENERGY INC & GRW FUND	04/30/13	04/30/13	725 000	24,491.20	25,048.75	(557.55)	
INFINITY PHARMACEUTICALS	04/11/13	04/11/13	600 000	24,701.44	24,000.00	701.44	
NORDIC AMERICAN TANKERS LTD	04/02/13	04/02/13	2,300 000	22,349.49	22,080.00	269.49	
SEAWORLD ENTERTAINMENT INC	04/19/13	04/19/13	200 000	6,117.86	5,400.00	717.86	
TAYLOR MORRISON HOME CORP CL A	04/10/13	04/10/13	425 000	9,983.27	9,350.00	633.27	
<b>Short-Term This Period</b>						<b>\$2,313.94</b>	
<b>Short-Term Year to Date</b>						<b>\$8,584.46</b>	

Active Assets Account HELTON FAMILY FOUNDATION  
 556-210783-079 SYNDICATE ACCOUNT

## Account Detail

### REALIZED GAIN/(LOSS) DETAIL

#### SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
APOLLO GBL MGMT LLC CL-A SHS	05/10/13	05/10/13	400,000	\$9,852.57	\$10,000.00	\$(147.43)	
APOLLO INVESTMENT CORP	05/15/13	05/15/13	2,000,000	16,993.61	17,200.00	(206.39)	
BOSTON PRIVATE FINCL HLDGS INC	05/30/13	05/30/13	900,000	8,741.84	8,910.00	(168.16)	
BRUKER CORPORATION	05/14/13	05/14/13	600,000	9,857.77	10,110.00	(252.23)	
COBALT INTL ENERGY	05/08/13	05/08/13	925,000	24,570.69	24,790.00	(219.31)	
CVR PARTNERS LP	05/22/13	05/22/13	900,000	22,259.61	22,635.00	(375.39)	
CVR REFINING LP	05/15/13	05/15/13	600,000	18,265.81	18,450.00	(184.19)	
EMERGE ENERGY SERVICES LP	05/09/13	05/23/13	1,575,000	27,920.47	26,775.00	1,145.47	
EPIZYME INC	05/31/13	05/31/13	175,000	3,488.68	2,625.00	863.68	
GENERAC HLDGS INC COM	05/07/13	05/29/13	675,000	26,110.84	25,089.75	1,021.09	
ING U S INC	05/02/13	05/02/13	1,300,000	25,655.42	25,350.00	305.42	
IRONWOOD PHARM INC A	05/21/13	05/22/13	200,000	2,681.95	2,600.00	81.95	
JAVELIN MORTGAGE INV CORP	05/08/13	05/08/13	500,000	9,543.78	9,650.00	(106.22)	
KAMADA LTD ORD	05/30/13	05/31/13	100,000	961.98	925.00	36.98	
LACLEDE GROUP INC NEW	05/22/13	05/23/13	300,000	13,136.98	13,350.00	(213.02)	
NIELSEN HOLDINGS NV	05/14/13	05/14/13	700,000	24,227.45	24,507.00	(279.55)	
NPS PHARMACEUTICALS INC	05/22/13	05/22/13	200,000	3,003.94	2,906.00	97.94	
ORBIZ WORLDWIDE	05/29/13	05/29/13	1,000,000	7,433.97	8,450.00	(1,016.03)	
PORTOLA PHARMACEUTICALS INC	05/22/13	05/22/13	200,000	3,037.94	2,900.00	137.94	
QUINTILES TRANSNATIONAL HLDGS	05/09/13	05/09/13	400,000	17,485.60	16,000.00	1,485.60	
SENSATA TECHNOLOGIES	05/22/13	05/22/13	700,000	24,906.56	25,270.00	(363.44)	
SS&C TECHNOLOGIES HLDGS INC	05/09/13	05/09/13	400,000	12,721.71	12,880.00	(158.29)	
VANTIV INC CL-A	05/08/13	05/08/13	350,000	8,365.81	8,312.50	53.31	
<b>Short-Term This Period</b>				<b>\$321,224.98</b>	<b>\$319,685.25</b>	<b>\$1,539.73</b>	

Short-Term Year to Date

\$1,325,999.94 \$1,315,875.75 \$10,124.19

Net Realized Gain/(Loss) This Period

\$321,224.98 \$319,685.25 \$1,539.73

Net Realized Gain/(Loss) Year to Date

\$1,325,999.94 \$1,315,875.75 \$10,124.19

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

Active Assets Account: HELTON:FAMILY FOUNDATION  
 556-210783-079 SYNDICATE ACCOUNT

## Account Detail

### CASH RELATED ACTIVITY

#### ELECTRONIC TRANSFERS

Check disbursements from branch offices are displayed as Electronic Transfers.

Date	Activity Type	Description	Comments	Credits/(Debits)
6/25	Funds Transferred	WIRED FUNDS SENT	BENE NORTH CAROLINA SYMPHONY ACCT XXXXX6382	\$(42,600.00)
<b>TOTAL ELECTRONIC TRANSFERS</b>				<b>\$(42,600.00)</b>
TOTAL ELECTRONIC TRANSFERS-DEBITS				\$(42,600.00)

### MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Quantity	Accrued Interest	Amount
6/4	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST			\$24,926.65
6/6	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST			900.66
6/11	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST			(644.77)
6/12	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST			(113.88)
6/18	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST			(33,433.32)
6/20	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST			(13,941.43)
6/24	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST			(664.35)
6/26	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST			(43,217.27)
6/28	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST			1.73
<b>NET ACTIVITY FOR PERIOD</b>					<b>\$(66,185.98)</b>

### SECURITY ACTIVITY

#### SECURITY TRANSFERS

Date	Activity Type	Security (Symbol)	Quantity	Accrued Interest	Amount
6/24	Transfer out of Account	GENERAL MTRS CO	5,000.000		\$(157,100.00)

### REALIZED GAIN/(LOSS) DETAIL

#### SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ASHFORD HOSPITALITY TR INC	06/20/13	06/21/13	600.000	\$7,103.87	\$7,200.00	\$(96.13)	
BAIDU INC ADS	06/17/13	06/18/13	400.000	38,597.32	38,400.00	197.32	

## Account Detail

Active Assets Account  
556-210783-079  
HELTON FAMILY FOUNDATION  
SYNDICATE ACCOUNT

### REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

#### SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
CDW CORPORATION	06/27/13	06/27/13	500 000	8,798 84	8,500.00	298 84	
FIRST SOLAR, INC	06/13/13	06/13/13	400 000	18,181 68	18,400.00	(218 32)	
GENERAC HLDGS INC COM	06/14/13	06/17/13	700 000	24,458 57	24,465.00	(6 43)	
GIANT INTERACTIVE GROUP INC	06/05/13	06/06/13	2,750 000	19,579 15	19,937.50	(358.35)	
GOGO INC	06/20/13	06/21/13	500 000	7,978 86	8,500.00	(521 14)	
HD SUPPLY HOLDINGS	06/26/13	06/27/13	400 000	7,181 87	7,200.00	(18 13)	
NANOSTRING TECHNOLOGIES INC	06/26/13	06/26/13	200 000	1,671 97	2,000.00	(328 03)	
NEW MOUNTAIN FINANCE CP	06/18/13	06/18/13	1,200 000	17,158 26	17,460.00	(301 74)	
NOODLES & COMPANY CLASS A	06/27/13	06/28/13	150 000	4,789 41	2,700.00	2,089 41	
SHIP FINANCE INTL LTD	06/18/13	06/18/13	1,500 000	24,565 07	24,675.00	(109 93)	
THE CARLYLE GROUP L P	06/06/13	06/06/13	925 000	24,454 83	24,975.00	(520.17)	
THERMO FISHER SCIENTIFIC INC	06/07/13	06/07/13	250 000	21,261 12	21,375.00	(113.88)	
US SILICA HLDGS INC	06/05/13	06/06/13	1,000 000	19,833 75	19,600.00	233.75	
<b>Short-Term This Period</b>				<b>\$245,614.57</b>	<b>\$245,387.50</b>	<b>\$227.07</b>	

Short-Term Year to Date

\$1,571,614.51 \$1,561,263.25 \$10,351.26

Net Realized Gain/(Loss) This Period

\$245,614.57 \$245,387.50 \$227.07

Net Realized Gain/(Loss) Year to Date

\$1,571,614.51 \$1,561,263.25 \$10,351.26

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

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP PASS-THROUGH INCOME	0.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,500.	0.		2,500.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.		2,500.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES PAID	244.	0.		0.
TO FORM 990-PF, PG 1, LN 18	244.	0.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 4

DESCRIPTION	AMOUNT
UNRECOGNIZED LOSS IN VALUE OF GM STOCK DONATED	7,575.
TOTAL TO FORM 990-PF, PART III, LINE 5	7,575.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	3,565,393.	1,282,373.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,565,393.	1,282,373.