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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 10-01-2012 , and ending 09-30-2013

Name of foundation VAN PELTBASS FOUNDATION (FORMERLY VAN PELT FOUNDATION)		A Employer identification number 22-2188191	
Number and street (or P O box number if mail is not delivered to street address) C/O LBASS 11 EAST 86TH STREET NO 11 A		Room/suite 	
City or town, state, and ZIP code NEW YORK, NY 10028		B Telephone number (see instructions) (917) 488-4092	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,127,285		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	62,200	62,200		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	52,805			
	b Gross sales price for all assets on line 6a _____ 1,161,960				
	7 Capital gain net income (from Part IV , line 2)		52,805		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	115,005	115,005		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	20,450	10,225		0
	c Other professional fees (attach schedule)	19,579	19,579		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,720	1,720		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,910	0		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	25	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	45,684	31,524		0
	25 Contributions, gifts, grants paid	82,516			82,516
	26 Total expenses and disbursements. Add lines 24 and 25	128,200	31,524		82,516
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-13,195			
	b Net investment income (if negative, enter -0-)		83,481		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	4,137	17,235	17,235
	2	Savings and temporary cash investments	82,370	49,677	49,677
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	203,487	95,677	92,445
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,577,938	1,692,148	1,967,928
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,867,932	1,854,737	2,127,285	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24		Unrestricted			
25		Temporarily restricted			
26		Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
27		Capital stock, trust principal, or current funds	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	1,867,932	1,854,737	
30		Total net assets or fund balances (see page 17 of the instructions)	1,867,932	1,854,737	
31		Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,867,932	1,854,737	

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	1,867,932
2	Enter amount from Part I, line 27a	2	-13,195
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,854,737
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	1,854,737

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)
1 a	SEE ATTACHED SCHEDULE #1	P		
b	SEE ATTACHED SCHEDULE #1	P		
c	SEE ATTACHED SCHEDULE #2	P		
d	SEE ATTACHED SCHEDULE #2	P		
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 55,909		54,709	1,200
b 119,356		109,138	10,218
c 465,134		470,771	-5,637
d 521,561		474,537	47,024
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,200
b			10,218
c			-5,637
d			47,024
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	52,805
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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 page 18 of 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	43,086	1,999,973	0 021543
2010	41,046	1,842,590	0 022276
2009	281,983	2,000,525	0 140954
2008	3,824,966	4,307,216	0 888037
2007	294,200	5,702,067	0 051595

2	Total of line 1, column (d).	2	1 124405
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 224881
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,024,916
5	Multiply line 4 by line 3.	5	455,365
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	835
7	Add lines 5 and 6.	7	456,200
8	Enter qualifying distributions from Part XII, line 4.	8	82,516

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,670
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	1,670
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,670
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	260	
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	260
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	17
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	1,427
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) NJ _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶LAWRENCE BASS Telephone no ▶(917) 488-4092 Located at ▶11 EAST 86TH STREET APT 11 A NEW YORK NY ZIP +4 ▶10028			
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		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,998,162
b	Average of monthly cash balances.	1b	57,590
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,055,752
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	2,055,752
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	30,836
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,024,916
6	Minimum investment return. Enter 5% of line 5.	6	101,246

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	101,246
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,670
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,670
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	99,576
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	99,576
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	99,576

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	82,516
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	82,516
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	82,516
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				99,576
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.	3,526,038			
c From 2009.	182,149			
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	3,708,187			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 82,516				
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.				82,516
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	17,060			17,060
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,691,127			
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 instructions			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) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	3,691,127			
10 Analysis of line 9				
a Excess from 2008. . . .	3,508,978			
b Excess from 2009. . . .	182,149			
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization 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))

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

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 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	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 See Additional Data Table				
Total			3a	82,516
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	62,200	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	52,805	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		115,005	0
13 Total. Add line 12, columns (b), (d), and (e).			13		115,005

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

*****	2014-02-10	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	LAWRENCE BASS	LAWRENCE BASS	2014-02-10		P00451513
	Firm's name ☐	CITRIN COOPERMAN & CO LLP		Firm's EIN ☐ 22-2428965	
		529 FIFTH AVENUE			
	Firm's address ☐	NEW YORK, NY 100174683		Phone no (212) 697-1000	

TY 2012 Accounting Fees Schedule**Name:** VAN PELTBASS FOUNDATION

(FORMERLY VAN PELT FOUNDATION)

EIN: 22-2188191

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	20,450	10,225		0

TY 2012 Investments Government Obligations Schedule

Name: VAN PELTBASS FOUNDATION
(FORMERLY VAN PELT FOUNDATION)

EIN: 22-2188191

US Government Securities - End of Year Book Value:	95,677
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US Government Securities - End of Year Fair Market Value:	92,445
--	--------

State & Local Government Securities - End of Year Book Value:	0
--	---

State & Local Government Securities - End of Year Fair Market Value:	0
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TY 2012 Investments - Other Schedule**Name:** VAN PELTBASS FOUNDATION

(FORMERLY VAN PELT FOUNDATION)

EIN: 22-2188191

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COMMON STOCK	AT COST	776,491	1,000,144
MUTUAL FUNDS	AT COST	694,250	750,443
EXCHANGE-TRADED & CLOSED-END FUNDS	AT COST	221,407	217,341

TY 2012 Other Expenses Schedule

Name: VAN PELTBASS FOUNDATION

(FORMERLY VAN PELT FOUNDATION)

EIN: 22-2188191

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NJ REGISTRATION	25	0		0

TY 2012 Other Professional Fees Schedule**Name:** VAN PELTBASS FOUNDATION

(FORMERLY VAN PELT FOUNDATION)

EIN: 22-2188191

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	19,579	19,579		0

TY 2012 Taxes Schedule**Name:** VAN PELTBASS FOUNDATION

(FORMERLY VAN PELT FOUNDATION)

EIN: 22-2188191

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	1,720	1,720		0

TY 2012 IRS Payment

Name: VAN PELTBASS FOUNDATION
(FORMERLY VAN PELT FOUNDATION)

EIN: 22-2188191

Routing Transit Number: 026013673

Bank Account Number: 7928430383

Type of Account: Checking

Payment Amount in Dollars and Cents: 1,427

Requested Payment Date: 2014-02-15

Taxpayer's Daytime Phone Number: (917) 488-4092

Realized Gain/Loss - Detail
(10/01/12 - 12/31/12)
As of 01/11/2013

VAN PELT/BASS FOUNDATION
LAWRENCE BASS
11 EAST 86TH STREET,
APT. 11A
NEW YORK NY 10028-0501

Prepared by BTW GROUP
Ph. 212-603-6193

Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
Short Term							
FHLMC 30G G01840 5.000 7-01-35 Coupon: 5.000 Maturity: 07/01/35	3128LXBH2	197.360	08/07/12	\$215.28	12/15/12	\$197.36	\$(17.92)
	3128LXBH2	229.630	08/07/12	250.48	10/15/12	229.63	(20.85)
	3128LXBH2	244.540	08/07/12	266.74	11/15/12	244.54	(22.20)
	3128LXBH2	2,000.000	08/07/12	431.39	11/30/12	424.28	(7.11)
	3128LXBH2	20,000.000	08/07/12	4,313.87	11/30/12	4,242.81	(71.06)
	Totals			\$5,477.76		\$5,338.62	\$(139.14)
FHLMC 30G G04913 5.000 3-01-38 Coupon: 5.000 Maturity: 03/01/38	3128M6YJ1	443.680	11/10/11	474.88	10/15/12	443.68	(31.20)
	3128M6YJ1	505.710	11/15/12	-	11/15/12	505.71	-
	3128M6YJ1	506.300	11/15/12	-	11/15/12	506.30	-
	Totals			\$474.88		\$1,455.69	\$(31.20)
FHLMC 30G A97046 4 1/2 2-01-41 Coupon: 4.500 Maturity: 02/01/41	312945ZK7	381.030	11/15/12	-	11/15/12	381.03	-
FNMA POOL AL0789 4.000 9-01-41 Coupon: 4.000 Maturity: 09/01/41	3138EG2X1	15.840	10/10/12	17.21	12/25/12	15.84	(1.37)
	3138EG2X1	19.640	10/10/12	21.34	11/25/12	19.64	(1.70)
	Totals			\$38.55		\$35.48	\$(3.07)
FNMA POOL AL1948 4.000 1-01-42 Coupon: 4.000 Maturity: 01/01/42	3138EJEW4	53.910	08/07/12	58.94	11/25/12	53.91	(5.03)
	3138EJEW4	78.000	08/07/12	85.28	12/25/12	78.00	(7.28)
	3138EJEW4	106.790	08/07/12	116.75	10/25/12	106.79	(9.96)
	Totals			\$260.97		\$238.70	\$(22.27)
FNMA POOL 888343 5.000 11-01-35 Coupon: 5.000 Maturity: 11/01/35	31410F5C5	55.390	09/07/12	60.64	10/25/12	55.39	(5.25)
	31410F5C5	71.640	09/07/12	78.43	11/25/12	71.64	(6.79)
	31410F5C5	5,000.000	09/07/12	1,523.05	11/26/12	1,505.72	(17.33)
	Totals			\$1,662.12		\$1,632.75	\$(29.37)

Third-party and Morgan Stanley Wealth Management research on certain companies is available to clients of the firm at no cost. Clients can access this research at www.morganstanleyclientserv.com or contact their Financial Advisor to request a copy of this research be sent to them.

Realized Gain/Loss - Detail
(10/01/12 - 12/31/12)
 As of 01/11/2013

VAN PELT/BASS FOUNDATION
 LAWRENCE BASS
 11 EAST 86TH STREET,
 APT. 11A
 NEW YORK NY 10028-0501

Prepared by BTW GROUP
 Ph. 212-603-6193

Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
FNMA POOL AB4115 4.000 12-01-41 Coupon: 4.000 Maturity: 12/01/41	31417ASD2	738.300	04/09/12	\$780.52	11/25/12	\$738.30	\$(42.22)
	31417ASD2	907.650	04/09/12	959.56	12/25/12	907.65	(51.91)
	31417ASD2	1,068.950	04/09/12	1,130.08	10/25/12	1,068.95	(61.13)
	Totals			\$2,870.16		\$2,714.90	\$(155.26)
FNMA POOL AB4297 3 1/2 1-01-42 Coupon: 3.500 Maturity: 01/01/42	31417AX38	168.540	01/10/12	173.78	11/25/12	168.54	(5.24)
	31417AX38	253.360	01/10/12	261.24	10/25/12	253.36	(7.88)
	31417AX38	312.860	01/10/12	322.59	12/25/12	312.86	(9.73)
	Totals			\$757.61		\$734.76	\$(22.85)
FNMA POOL AB5468 3 1/2 6-01-42 Coupon: 3.500 Maturity: 06/01/42	31417CCE3	235.660	06/07/12	247.37	11/25/12	235.66	(11.71)
	31417CCE3	276.190	06/07/12	289.91	10/25/12	276.19	(13.72)
	31417CCE3	799.450	06/07/12	839.17	12/25/12	799.45	(39.72)
	Totals			\$1,376.45		\$1,311.30	\$(65.15)
FNMA POOL AB5670 3 1/2 7-01-42 Coupon: 3.500 Maturity: 07/01/42	31417CJQ9	239.930	10/05/12	257.17	11/25/12	239.93	(17.24)
	31417CJQ9	244.760	10/05/12	262.35	12/25/12	244.76	(17.59)
	Totals			\$519.52		\$484.69	\$(34.83)
FNMA POOL AB7079 3.000 11-01-42 Coupon: 3.000 Maturity: 11/01/42	31417D2M4	30.950	11/07/12	32.62	12/25/12	30.95	(1.67)
US TSY NOTE 2.000 11-15-21 Coupon: 2.000 Maturity: 11/15/21	912828RR3	4,000.000	01/27/12	4,024.70	12/07/12	4,190.62	165.92
	912828RR3	9,000.000	01/31/12	9,137.72	12/07/12	9,428.91	291.19
	912828RR3	7,000.000	02/14/12	7,058.57	12/07/12	7,333.59	275.02
	912828RR3	4,000.000	03/20/12	3,882.03	12/07/12	4,190.62	308.59
	912828RR3	2,000.000	06/19/12	2,077.53	12/07/12	2,095.32	17.79
	Totals			\$26,180.55		\$27,239.06	\$1,058.51
AIA GROUP LTD SPON ADR	AAGIY	25.000	02/14/12	345.81	12/18/12	399.49	53.68
ALTERA CP	ALTR	1.000	04/09/12	37.65	11/02/12	31.00	(6.65)
	ALTR	6.000	04/09/12	225.90	11/07/12	184.02	(41.88)
	ALTR	7.000	05/01/12	249.76	11/07/12	214.69	(35.07)
	ALTR	11.000	05/18/12	371.14	11/07/12	337.37	(33.77)

Realized Gain/Loss - Detail
(10/01/12 - 12/31/12)
 As of 01/11/2013

VAN PELT/BASS FOUNDATION
 LAWRENCE BASS
 11 EAST 86TH STREET,
 APT. 11A
 NEW YORK NY 10028-0501

Prepared by BTW GROUP
 Ph. 212-603-6193

Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	ALTR	1.000	08/24/12	\$35.65	11/07/12	\$30.66	\$(4.99)
	Totals			\$920.10		\$797.74	\$(122.36)
ANHEUSER BUSCH INBEV SA SPON	BUD	5.000	05/04/12	369.24	12/18/12	441.29	72.05
CAMERON INTNL CORP	CAM	5.000	02/10/12	281.42	10/26/12	253.29	(28.13)
	CAM	6.000	02/10/12	337.70	10/24/12	308.78	(28.92)
	CAM	9.000	04/26/12	464.25	10/26/12	455.91	(8.34)
	CAM	9.000	04/26/12	464.25	10/31/12	437.04	(27.21)
	CAM	6.000	05/18/12	269.46	10/31/12	291.36	21.90
	CAM	13.000	07/27/12	670.11	10/31/12	631.29	(38.82)
	Totals			\$2,487.19		\$2,377.67	\$(109.52)
CABOT OIL & GAS CORP A	COG	15.000	06/27/12	608.15	11/28/12	705.02	96.87
CITRIX SYSTEMS INC	CTXS	10.000	08/10/12	754.81	10/11/12	670.03	(84.78)
	CTXS	14.000	08/14/12	1,061.05	10/11/12	938.03	(123.02)
	Totals			\$1,815.86		\$1,608.06	\$(207.80)
CONCHO RES INC	CXO	5.000	09/06/12	472.01	12/28/12	385.01	(87.00)
GAP INC	GPS	1.000	09/18/12	36.10	12/05/12	31.50	(4.60)
	GPS	12.000	09/18/12	432.79	12/05/12	378.04	(54.75)
	GPS	38.000	09/18/12	1,371.71	12/04/12	1,209.49	(162.22)
	GPS	31.000	09/28/12	1,106.47	12/05/12	976.62	(129.85)
	Totals			\$2,947.07		\$2,595.65	\$(351.42)
HOYA CORP SPONS ADR	HOCY	20.000	06/01/12	415.60	12/04/12	385.34	(30.26)
	HOCY	22.000	08/02/12	497.08	12/04/12	423.88	(73.20)
	Totals			\$912.68		\$809.22	\$(103.46)
INTERCONTINENTALEXCHANGE, INC	ICE	1.000	08/24/12	134.63	12/11/12	130.24	(4.39)
MICHAEL KORS HOLDINGS LTD	KORS	15.000	03/23/12	706.68	12/27/12	720.95	14.27
PETROLEO BRASILEIRO SA ADR	PBR.A	15.000	05/14/12	286.50	10/04/12	330.62	44.12
SHIRE PLC ADR	SHPG	4.000	04/12/12	373.37	10/03/12	352.08	(21.29)
	SHPG	3.000	05/14/12	291.09	10/03/12	264.05	(27.04)
	Totals			\$664.46		\$616.13	\$(48.33)
ISHARES BARCLAYS SHORT TREAS	SHV	14.000	08/24/12	1,543.08	12/18/12	1,543.21	0.13
ISHARES BARCLAYS TIPS BD FD	TIP	7.000	08/24/12	844.06	12/18/12	851.11	7.05
Short Term Totals:				\$54,708.71		\$55,909.34	\$(192.41)

Long Term

Realized Gain/Loss - Detail
(10/01/12 - 12/31/12)
 As of 01/11/2013

VAN PELT/BASS FOUNDATION
 LAWRENCE BASS
 11 EAST 86TH STREET,
 APT. 11A
 NEW YORK NY 10028-0501

Prepared by BTW GROUP
 Ph. 212-603-6193

Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
FHLMC 30G G04913 5.000 3-01-38 Coupon: 5.000 Maturity: 03/01/38	3128M6YJ1	505.710	11/10/11	\$541.27	11/15/12	\$505.71	\$(35.56)
	3128M6YJ1	18,000.000	11/10/11	5,197.64	11/15/12	5,206.75	9.11
	3128M6YJ1	18,000.000	11/10/11	5,197.64	11/26/12	5,215.09	17.45
	Totals			\$10,936.55		\$10,927.55	\$(9.00)
FHLMC 30G G06031 5 1/2 3-01-40 Coupon: 5.500 Maturity: 03/01/40	3128M8A87	538.560	02/07/11	570.28	10/15/12	538.56	(31.72)
	3128M8A87	611.590	02/07/11	647.62	11/15/12	611.59	(36.03)
	3128M8A87	30,000.000	02/07/11	11,471.06	11/28/12	11,660.64	189.58
	Totals			\$12,688.96		\$12,810.79	\$121.83
FHLMC 30G A97046 4 1/2 2-01-41 Coupon: 4.500 Maturity: 02/01/41	312945ZK7	258.240	02/09/11	259.67	12/15/12	258.24	(1.43)
	312945ZK7	287.360	02/09/11	288.95	10/15/12	287.36	(1.59)
	312945ZK7	381.030	02/09/11	383.14	11/15/12	381.03	(2.11)
	312945ZK7	384.670	02/09/11	386.80	11/15/12	384.67	(2.13)
	Totals			\$1,318.56		\$1,311.30	\$(7.26)
FNMA POOL 745275 5.000 2-01-36 Coupon: 5.000 Maturity: 02/01/36	31403C6L0	252.690	12/08/10	266.15	12/25/12	252.69	(13.46)
	31403C6L0	364.850	12/08/10	384.29	10/25/12	364.85	(19.44)
	31403C6L0	420.750	12/08/10	443.17	11/25/12	420.75	(22.42)
	31403C6L0	10,000.000	12/08/10	2,511.70	11/26/12	2,581.01	69.31
	Totals			\$3,605.31		\$3,619.30	\$13.99
FNMA POOL 888093 5 1/2 12-01-36 Coupon: 5.500 Maturity: 12/01/36	31410FUS2	25.700	12/08/10	27.47	10/25/12	25.70	(1.77)
	31410FUS2	42.240	12/08/10	45.16	11/25/12	42.24	(2.92)
	31410FUS2	4,000.000	12/08/10	782.16	11/28/12	793.83	11.67
	Totals			\$854.79		\$861.77	\$6.98
FNMA POOL 889697 6.000 7-01-38 Coupon: 6.000 Maturity: 07/01/38	31410KNNO	314.460	12/08/10	341.24	11/25/12	314.46	(26.78)
	31410KNNO	331.770	12/08/10	360.02	10/25/12	331.77	(28.25)
	31410KNNO	403.990	12/08/10	438.39	12/25/12	403.99	(34.40)
	Totals			\$1,139.65		\$1,050.22	\$(89.43)

Realized Gain/Loss - Detail
(10/01/12 - 12/31/12)
 As of 01/11/2013

VAN PELT/BASS FOUNDATION
 LAWRENCE BASS
 11 EAST 86TH STREET,
 APT. 11A
 NEW YORK NY 10028-0501

Prepared by BTW GROUP
 Ph. 212-603-6193

Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
FNMA POOL AB1389 4 1/2 8-01-40 Coupon: 4.500 Maturity: 08/01/40	31416WRK0	496.430	02/02/11	\$504.54	10/25/12	\$496.43	\$(8.11)
	31416WRK0	624.690	02/02/11	634.89	11/25/12	624.69	(10.20)
	31416WRK0	731.480	02/02/11	743.42	12/25/12	731.48	(11.94)
	Totals			\$1,882.85		\$1,852.60	\$(30.25)
FNMA POOL AE0115 5 1/2 12-01-35 Coupon: 5.500 Maturity: 12/01/35	31419ADV6	233.780	04/19/11	252.11	10/25/12	233.78	(18.33)
	31419ADV6	264.850	04/19/11	285.61	11/25/12	264.85	(20.76)
	31419ADV6	14,000.000	04/19/11	6,960.56	11/28/12	7,093.94	133.38
	Totals			\$7,498.28		\$7,592.57	\$94.29
WPP PLC ADR	92933H101	8.000	11/23/10	454.14	12/18/12	575.66	121.52
APPLE INC	AAPL	1.000	03/09/10	222.55	10/26/12	596.43	373.88
	AAPL	1.000	03/09/10	222.55	12/14/12	508.74	286.19
	AAPL	2.000	03/09/10	445.11	11/08/12	1,097.73	652.62
	AAPL	2.000	03/09/10	445.11	12/18/12	1,061.67	616.56
	AAPL	4.000	03/09/10	890.21	11/08/12	2,182.04	1,291.83
	Totals			\$2,225.53		\$5,446.61	\$3,221.08
AIR LIQUIDE ADR	AIQUY	22.000	11/23/10	488.00	12/18/12	543.82	55.82
ALGER SMALL CAP GROWTH INST	ALSRX	43.011	07/13/11	1,314.85	12/18/12	1,117.86	(196.99)
ALTERA CP	ALTR	10.000	02/28/11	420.00	10/25/12	304.92	(115.08)
	ALTR	12.000	02/28/11	504.00	10/25/12	360.98	(143.02)
	ALTR	3.000	03/09/11	122.02	10/25/12	90.24	(31.78)
	ALTR	10.000	03/09/11	406.74	11/02/12	310.00	(96.74)
	ALTR	11.000	10/14/11	388.68	11/02/12	341.00	(47.68)
	Totals			\$1,841.44		\$1,407.14	\$(434.30)
AMERICAN TOWER REIT COM	AMT	6.000	06/07/10	253.15	10/17/12	448.49	195.34
	AMT	2.000	08/11/10	91.40	10/17/12	149.49	58.09
	Totals			\$344.55		\$597.98	\$253.43
AMERICA MOVIL SA DE CV ADR L	AMX	16.000	11/23/10	449.44	12/18/12	377.75	(71.69)
ARM HOLDINGS PLC ADS	ARMH	10.000	11/23/10	182.30	12/18/12	370.29	187.99
	ARMH	44.000	11/23/10	802.12	12/13/12	1,607.61	805.49
	Totals			\$984.42		\$1,977.90	\$993.48
ATLAS COPCO AS A ADR A NEW	ATLKY	18.000	11/23/10	388.08	12/18/12	482.56	94.48

Realized Gain/Loss - Detail
(10/01/12 - 12/31/12)
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Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
ALLIANZ SE ADS	AZSEY	28.000	03/09/10	\$333.76	12/18/12	\$384.43	\$50.67
BLACKROCK HI YIELD BD PTF INST	BHYIX	490.000	12/31/10	3,753.40	12/18/12	3,978.80	225.40
CATERPILLAR INC	CAT	3.000	03/09/10	177.52	10/10/12	250.49	72.97
	CAT	13.000	03/09/10	769.23	10/10/12	1,085.48	316.25
	CAT	15.000	03/09/10	887.57	10/15/12	1,240.98	353.41
	Totals			\$1,834.32		\$2,576.95	\$742.63
COCHLEAR LTD UNSPON ADR	CHEOY	9.000	11/23/10	332.55	12/18/12	368.99	36.44
CSL LTD UNSPON ADR	CMXHY	14.000	11/23/10	238.00	12/18/12	395.49	157.49
CANADIAN NATL RAILWAY CO	CNI	4.000	03/09/10	225.20	12/18/12	368.71	143.51
CRM MIDCAP VALUE INSTL	CRIMX	71.017	03/09/10	1,775.43	12/18/12	2,195.14	419.71
SALESFORCE.COM,INC.	CRM	1.000	11/23/10	140.51	12/18/12	170.40	29.89
	CRM	4.000	11/23/10	562.05	10/24/12	592.08	30.03
	CRM	1.000	11/24/10	143.47	12/18/12	170.39	26.92
	Totals			\$846.03		\$932.87	\$86.84
CONCHO RES INC	CXO	2.000	04/26/11	212.24	11/08/12	162.54	(49.70)
	CXO	1.000	05/04/11	97.06	11/08/12	81.27	(15.79)
	CXO	4.000	05/04/11	388.25	11/28/12	310.99	(77.26)
	CXO	5.000	05/05/11	472.08	12/21/12	397.29	(74.79)
	CXO	7.000	05/11/11	650.30	12/21/12	556.20	(94.10)
	CXO	5.000	08/16/11	422.65	12/21/12	397.29	(25.36)
	CXO	1.000	10/06/11	76.09	12/21/12	79.45	3.36
	CXO	5.000	10/06/11	380.47	12/28/12	385.01	4.54
	Totals			\$2,699.14		\$2,370.04	\$(329.10)
DASSAULT SYSTEMS SA ADS	DASTY	8.000	11/23/10	579.20	12/18/12	892.54	313.34
DIAGEO PLC SPON ADR NEW	DEO	3.000	03/09/10	196.34	12/18/12	357.92	161.58
DANAHER CORPORATION	DHR	3.000	03/09/10	116.20	10/18/12	160.49	44.29
	DHR	6.000	03/09/10	232.40	12/18/12	337.01	104.61
	Totals			\$348.60		\$497.50	\$148.90
EMC CORP MASS	EMC	24.000	05/06/10	456.00	10/24/12	572.43	116.43
	EMC	25.000	05/10/10	467.00	10/24/12	596.29	129.29
	EMC	21.000	06/04/10	386.61	10/24/12	500.88	114.27
	EMC	13.000	06/09/10	236.88	10/24/12	310.07	73.19
	Totals			\$1,546.49		\$1,979.67	\$433.18
EXPRESS SCRIPTS HLDG CO COM	ESRX	2.000	06/04/10	100.48	11/06/12	109.52	9.04

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(10/01/12 - 12/31/12)
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 APT. 11A
 NEW YORK NY 10028-0501

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Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	ESRX	24.000	08/05/10	\$1,086.60	11/06/12	\$1,314.21	\$227.61
	ESRX	6.000	08/06/10	271.46	11/06/12	328.55	57.09
	ESRX	8.000	08/06/10	361.95	12/12/12	433.67	71.72
	Totals			\$1,820.49		\$2,185.95	\$365.46
EDWARD LIFESCIENCES CORP	EW	2.000	04/25/11	166.22	11/20/12	170.01	3.79
	EW	5.000	06/03/11	431.40	11/20/12	425.01	(6.39)
	Totals			\$597.62		\$595.02	\$(2.60)
FANUC CORPORATION UNSP ADR	FANUY	19.000	11/23/10	448.59	12/18/12	576.44	127.85
FRESENIUS MEDICAL CARE AG&CO	FMS	14.000	11/23/10	408.17	12/18/12	483.40	75.23
FMC TECHNOLOGIES INC	FTI	5.000	08/11/10	152.50	10/25/12	198.47	45.97
	FTI	6.000	08/13/10	184.37	10/26/12	239.85	55.48
	FTI	10.000	08/13/10	307.29	10/25/12	396.93	89.64
	FTI	13.000	08/24/10	403.00	10/26/12	519.66	116.66
	Totals			\$1,047.16		\$1,354.91	\$307.75
GOOGLE INC-CL A	GOOG	1.000	03/09/10	559.12	10/19/12	691.46	132.34
HOYA CORP SPONS ADR	HOCPY	163.000	11/23/10	3,825.61	12/04/12	3,140.54	(685.07)
	HOCPY	2.000	11/24/10	48.20	12/04/12	38.53	(9.67)
	HOCPY	1.000	11/29/10	24.01	12/04/12	19.27	(4.74)
	HOCPY	15.000	09/06/11	317.55	12/04/12	289.01	(28.54)
	Totals			\$4,215.37		\$3,487.35	\$(728.02)
INTL BUSINESS MACHINES CORP	IBM	1.000	03/09/10	125.58	12/18/12	195.29	69.71
	IBM	1.000	03/09/10	125.58	12/18/12	195.28	69.70
	Totals			\$251.16		\$390.57	\$139.41
ICICI BANK LTD	IBN	10.000	11/23/10	507.66	12/18/12	444.79	(62.87)
INTERCONTINENTALEXCHANGE, INC	ICE	3.000	03/09/10	328.32	11/13/12	390.27	61.95
	ICE	4.000	03/09/10	437.76	10/17/12	522.38	84.62
	ICE	1.000	06/04/10	119.01	11/13/12	130.09	11.08
	ICE	2.000	04/15/11	243.89	11/13/12	260.18	16.29
	ICE	5.000	05/04/11	570.02	12/11/12	651.19	81.17
	Totals			\$1,699.00		\$1,954.11	\$255.11
ILL TOOL WORKS INC	ITW	9.000	04/28/10	459.45	11/15/12	529.50	70.05
	ITW	12.000	04/28/10	612.60	11/20/12	715.54	102.94
	ITW	3.000	05/11/10	151.64	11/20/12	178.88	27.24
	ITW	4.000	05/11/10	202.19	12/07/12	244.63	42.44

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	ITW	10.000	05/11/10	\$505.47	11/27/12	\$606.09	\$100.62
	ITW	9.000	06/04/10	404.67	12/07/12	550.41	145.74
	Totals			\$2,336.02		\$2,825.05	\$489.03
LI & FUNG LTD UNSPON ADR	LFUGY	111.000	11/23/10	615.76	12/18/12	384.05	(231.71)
LAZARD EMERGING MARKETS I	LZEMX	337.013	11/23/10	7,016.61	12/18/12	6,817.77	(198.84)
MONSANTO CO/NEW	MON	4.000	07/07/11	297.83	12/18/12	366.91	69.08
NEUBERGER BERMAN GENESIS INST	NBGIX	5.993	11/23/10	254.40	12/18/12	293.54	39.14
NESTLE SPON ADR REP REG SHR	NSRGY	13.000	11/23/10	715.00	12/18/12	855.64	140.64
O'REILLY AUTOMOTIVE INC NEW	ORLY	3.000	12/31/10	181.58	10/18/12	240.04	58.46
	ORLY	5.000	12/31/10	302.64	10/05/12	430.83	128.19
	ORLY	11.000	12/31/10	665.81	10/16/12	897.06	231.25
	ORLY	3.000	09/06/11	198.45	10/18/12	240.03	41.58
	Totals			\$1,348.48		\$1,807.96	\$459.48
PETROLEO BRASILEIRO SA ADR	PBR'A	41.000	02/03/11	1,395.03	10/04/12	903.70	(491.33)
	PBR'A	34.000	02/24/11	1,211.69	10/04/12	749.41	(462.28)
	PBR'A	34.000	02/24/11	1,204.62	10/04/12	749.41	(455.21)
	PBR'A	6.000	09/06/11	148.14	10/04/12	132.25	(15.89)
	Totals			\$3,959.48		\$2,534.77	\$(1,424.71)
PIMCO EMERGING LOCAL BD P	PELPX	303.074	06/04/10	2,988.31	12/18/12	3,364.12	375.81
QUALCOMM INC	QCOM	27.000	03/09/10	1,040.52	12/14/12	1,620.04	579.52
	QCOM	3.000	06/04/10	106.20	12/14/12	180.00	73.80
	QCOM	9.000	06/04/10	318.60	12/18/12	568.87	250.27
	QCOM	1.000	06/10/10	34.73	12/18/12	63.21	28.48
	Totals			\$1,500.05		\$2,432.12	\$932.07
ROCHE HOLDINGS ADR	RHHBY	12.000	03/09/10	503.52	12/18/12	612.70	109.18
SAP AG	SAP	12.000	11/23/10	584.85	12/18/12	970.65	385.80
SCHNEIDER ELEC SA UNSP ADR	SBGSY	26.000	11/23/10	374.40	12/18/12	379.59	5.19
SHIRE PLC ADR	SHPG	5.000	06/17/10	321.84	10/03/12	440.10	118.26
	SHPG	1.000	11/29/10	71.68	10/03/12	88.02	16.34
	Totals			\$393.52		\$528.12	\$134.60
SCHLUMBERGER LTD	SLB	2.000	08/18/10	118.99	11/08/12	136.06	17.07
	SLB	5.000	08/18/10	297.47	11/08/12	340.17	42.70
	SLB	3.000	11/23/10	225.53	11/08/12	204.10	(21.43)
	SLB	6.000	11/23/10	451.07	12/14/12	410.88	(40.19)

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	SLB	16.000	11/23/10	\$1,202.85	12/18/12	\$1,136.93	\$(65.92)
	SLB	22.000	11/23/10	1,653.91	12/14/12	1,506.57	(147.34)
	Totals			\$3,949.82		\$3,734.71	\$(215.11)
SONOVA HLDG AG UNSP ADR	SONVY	19.000	03/29/11	383.08	12/18/12	430.72	47.64
TEMPLETON GLOBAL BD FD ADV	TGBAX	121.061	03/09/10	1,595.58	12/18/12	1,601.64	6.06
TURKIYE GARANTI BANKASI A S	TKGBY	124.000	11/24/10	719.03	12/18/12	650.98	(68.05)
UNITEDHEALTH GP INC	UNH	8.000	06/02/11	392.87	10/11/12	461.69	68.82
UNICHARM CORP UNSPON ADR	UNICY	34.000	11/23/10	277.10	12/18/12	356.99	79.89
UNION PACIFIC CORP	UNP	3.000	03/09/10	212.25	12/18/12	380.54	168.29
UNITED TECHNOLOGIES CORP	UTX	2.000	03/09/10	143.46	12/18/12	164.27	20.81
	UTX	3.000	03/09/10	215.19	12/18/12	246.44	31.25
	Totals			\$358.65		\$410.71	\$52.06
VISA INC CL A	V	2.000	03/09/10	181.10	12/18/12	300.97	119.87
	V	3.000	03/09/10	271.64	10/24/12	411.97	140.33
	V	6.000	03/09/10	543.29	11/28/12	880.80	337.51
	Totals			\$996.03		\$1,593.74	\$597.71
VERISIGN INC	VRSN	6.000	01/28/11	185.83	11/16/12	245.58	59.75
	VRSN	1.000	02/25/11	33.24	11/27/12	38.87	5.63
	VRSN	22.000	02/25/11	731.25	11/16/12	900.46	169.21
	VRSN	15.000	03/14/11	495.30	11/27/12	583.03	87.73
	VRSN	13.000	09/21/11	370.50	11/27/12	505.29	134.79
	Totals			\$1,816.12		\$2,273.23	\$457.11
EXXON MOBIL CORP	XOM	5.000	03/09/10	334.69	12/18/12	445.79	111.10
YUM BRANDS INC	YUM	3.000	04/13/10	123.82	12/21/12	190.50	66.68
	YUM	9.000	04/13/10	371.46	12/21/12	571.49	200.03
	YUM	1.000	04/14/10	41.33	12/21/12	63.50	22.17
	Totals			\$536.61		\$825.49	\$288.88
Long Term Totals:				\$109,138.26		\$119,355.65	\$10,217.39
10/01/12 - 12/31/12 Short & Long Term Totals:				\$163,846.97		\$175,264.99	\$10,024.98

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** Gain/Loss is only calculated when an original cost basis is available.

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Realized Gain/Loss - Detail (01/01/13 - 09/30/13) As of 01/23/2014

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Short Term							
FHLMC 30G G01840 5.000 7-01-35	3128LXBH2	16.680	08/07/12	\$18.19	01/15/13	\$16.68	\$(1.51)
	3128LXBH2	2,000.000	08/07/12	413.18	01/29/13	406.61	(6.57)
	Totals			\$431.37		\$423.29	\$(8.08)
FHLMC 30G G04951 5.000 11-01-38	3128M6ZQ4	8.860	05/15/13	9.49	08/15/13	8.86	(0.63)
	3128M6ZQ4	9.190	05/15/13	9.85	07/15/13	9.19	(0.66)
	3128M6ZQ4	10.170	05/15/13	10.90	06/15/13	10.17	(0.73)
	3128M6ZQ4	1,000.000	05/15/13	148.04	08/23/13	147.29	(0.75)
	Totals			\$178.28		\$175.51	\$(2.77)
FHLMC 30G Q17665 3.000 4-01-43	3132J86B1	1.860	07/10/13	1.77	08/15/13	1.86	0.09
	3132J86B1	7.600	07/10/13	7.25	09/15/13	7.60	0.35
	Totals			\$9.02		\$9.46	\$0.44
FNMA POOL 255813 5.000 8-01-35	31371MDS3	49.940	03/26/13	54.18	05/25/13	49.94	(4.24)
	31371MDS3	52.690	03/26/13	57.16	08/25/13	52.69	(4.47)
	31371MDS3	64.630	03/26/13	70.11	07/25/13	64.63	(5.48)
	31371MDS3	70.790	03/26/13	76.80	06/25/13	70.79	(6.01)
	31371MDS3	6,000.000	03/26/13	915.50	08/20/13	904.68	(10.82)
	Totals			\$1,173.75		\$1,142.73	\$(31.02)
FNMA POOL AL0789 4.000 9-01-41	3138EG2X1	17.860	10/10/12	19.41	01/25/13	17.86	(1.55)
	3138EG2X1	1,000.000	10/10/12	900.53	01/29/13	886.68	(13.85)
	Totals			\$919.94		\$904.54	\$(15.40)
FNMA POOL AL0069 5.000 11-01-40	3138EGCF9	44.870	04/12/13	48.66	07/25/13	44.87	(3.79)
	3138EGCF9	50.360	04/12/13	54.61	06/25/13	50.36	(4.25)
	3138EGCF9	57.200	04/12/13	62.03	08/25/13	57.20	(4.83)
	3138EGCF9	68.580	04/12/13	74.37	05/25/13	68.58	(5.79)
	3138EGCF9	3,000.000	04/12/13	1,066.81	08/20/13	1,054.67	(12.14)
	Totals			\$1,306.48		\$1,275.68	\$(30.80)
FNMA POOL AL0160 4 1/2 5-01-41	3138EGFA7	9.860	03/13/13	10.65	09/25/13	9.86	(0.79)
	3138EGFA7	15.250	03/13/13	16.47	08/25/13	15.25	(1.22)
	3138EGFA7	16.450	03/13/13	17.76	07/25/13	16.45	(1.31)
	3138EGFA7	17.890	03/13/13	19.32	05/25/13	17.89	(1.43)

Third-party and Morgan Stanley Wealth Management research on certain companies is available to clients of the Firm at no cost. Clients can access this research at www.morganstanleyclientserv.com or contact their Financial Advisor to request a copy of this research be sent to them.

Realized Gain/Loss - Detail
(01/01/13 - 09/30/13)
 As of 01/23/2014

VAN PELT/BASS FOUNDATION
 LAWRENCE BASS
 11 EAST 86TH STREET,
 APT. 11A
 NEW YORK NY 10028-0501

Prepared by BTW GROUP
 Ph. 212-603-6193

Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	3138EGFA7	18.750	03/13/13	\$20.24	06/25/13	\$18.75	\$(1.49)
	3138EGFA7	19.770	03/13/13	21.35	04/25/13	19.77	(1.58)
	Totals			\$105.79		\$97.97	\$(7.82)
FNMA POOL AL2629 5.000 6-01-39	3138EJ4P0	67.180	03/18/13	72.79	08/25/13	67.18	(5.61)
	3138EJ4P0	71.800	03/18/13	77.80	07/25/13	71.80	(6.00)
	3138EJ4P0	80.380	03/18/13	87.09	05/25/13	80.38	(6.71)
	3138EJ4P0	86.350	03/18/13	93.56	06/25/13	86.35	(7.21)
	3138EJ4P0	92.720	03/18/13	100.46	04/25/13	92.72	(7.74)
	3138EJ4P0	2,000.000	03/18/13	1,344.43	08/23/13	1,330.76	(13.67)
	Totals			\$1,776.13		\$1,729.19	\$(46.94)
FNMA POOL AL1948 4.000 1-01-42	3138EJEW4	24.400	08/07/12	26.68	02/25/13	24.40	(2.28)
	3138EJEW4	31.650	08/07/12	34.60	03/25/13	31.65	(2.95)
	3138EJEW4	107.570	08/07/12	117.60	01/25/13	107.57	(10.03)
	3138EJEW4	2,000.000	08/07/12	2,003.28	03/05/13	1,984.67	(18.61)
	3138EJEW4	7,000.000	08/07/12	7,225.98	01/29/13	7,072.11	(153.87)
	Totals			\$9,408.14		\$9,220.40	\$(187.74)
FNMA POOL AL3424 4.000 1-01-43	3138EKYW9	10.270	07/10/13	10.61	09/25/13	10.27	-0.34
	3138EKYW9	11.590	07/10/13	11.98	08/25/13	11.59	-0.39
	Totals			\$22.59		\$21.86	\$(0.73)
FNMA POOL AQ7081 3 1/2 12-01-42	3138MN2P4	1.820	07/10/13	1.82	08/25/13	1.82	-
	3138MN2P4	25.640	07/10/13	25.64	09/25/13	25.64	-
	Totals			\$27.46		\$27.46	\$0.00
FNMA POOL AU7305 4.000 8-01-43	3138X7DK6	1.870	08/26/13	1.93	09/25/13	1.87	-0.06
FNMA POOL 735402 5.000 4-01-35	31402RAB5	48.990	07/17/13	52.78	08/25/13	48.99	(3.79)
	31402RAB5	2,000.000	07/17/13	324.16	08/23/13	322.68	(1.48)
	31402RAB5	5,000.000	07/17/13	810.39	08/20/13	806.34	(4.05)
	Totals			\$1,187.33		\$1,178.01	\$(9.32)
FNMA POOL AB4115 4.000 12-01-41	31417ASD2	533.730	04/09/12	564.25	03/25/13	533.73	(30.52)
	31417ASD2	1,182.360	04/09/12	1,249.98	01/25/13	1,182.36	(67.62)
	31417ASD2	1,291.740	04/09/12	1,365.61	02/25/13	1,291.74	(73.87)
	31417ASD2	12,000.000	04/09/12	7,710.15	03/05/13	7,776.25	66.10
	Totals			\$10,889.99		\$10,784.08	\$(105.91)
FNMA POOL AB4297 3 1/2 1-01-42	31417AX38	8,000.000	01/10/12	6,680.79	01/09/13	6,882.26	201.47
FNMA POOL AB5468 3 1/2 6-01-42	31417CCE3	466.490	06/07/12	489.67	01/25/13	466.49	(23.18)

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 APT. 11A
 NEW YORK NY 10028-0501

Prepared by BTW GROUP
 Ph. 212-603-6193

Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	31417CCE3	18,000.000	06/07/12	\$16,601.76	01/09/13	\$16,799.47	\$197.71
	Totals			\$17,091.43		\$17,265.96	\$174.53
FNMA POOL AB5670 3 1/2 7-01-42	31417CJQ9	41.070	10/05/12	44.02	09/25/13	41.07	(2.95)
	31417CJQ9	108.860	10/05/12	116.68	07/25/13	108.86	(7.82)
	31417CJQ9	132.480	10/05/12	142.00	04/25/13	132.48	(9.52)
	31417CJQ9	133.850	10/05/12	143.47	08/25/13	133.85	(9.62)
	31417CJQ9	137.230	10/05/12	147.09	05/25/13	137.23	(9.86)
	31417CJQ9	262.620	10/05/12	281.50	06/25/13	262.62	(18.88)
	31417CJQ9	282.980	10/05/12	303.32	03/25/13	282.98	(20.34)
	31417CJQ9	475.980	10/05/12	510.19	01/25/13	475.98	(34.21)
	31417CJQ9	538.820	10/05/12	577.55	02/25/13	538.82	(38.73)
	31417CJQ9	1,000.000	10/05/12	1,013.80	01/09/13	1,005.82	(7.98)
	31417CJQ9	6,000.000	10/05/12	6,082.79	01/29/13	5,987.03	(95.76)
	31417CJQ9	7,000.000	10/05/12	6,711.20	03/05/13	6,621.20	(90.00)
	Totals			\$16,073.61		\$15,727.94	\$(345.67)
FNMA POOL AB7079 3.000 11-01-42	31417D2M4	8.600	11/07/12	9.06	05/25/13	8.60	-0.46
	31417D2M4	11.570	11/07/12	12.19	04/25/13	11.57	(0.62)
	31417D2M4	17.710	11/07/12	18.67	02/25/13	17.71	(0.96)
	31417D2M4	23.510	11/07/12	24.78	09/25/13	23.51	(1.27)
	31417D2M4	25.780	11/07/12	27.17	01/25/13	25.78	(1.39)
	31417D2M4	26.490	11/07/12	27.92	03/25/13	26.49	(1.43)
	31417D2M4	28.580	11/07/12	30.12	07/25/13	28.58	(1.54)
	31417D2M4	33.000	11/07/12	34.78	06/25/13	33.00	(1.78)
	31417D2M4	39.740	11/07/12	41.89	08/25/13	39.74	(2.15)
	31417D2M4	4,000.000	11/07/12	4,198.85	01/29/13	4,117.00	(81.85)
	31417D2M4	5,000.000	11/07/12	5,225.26	03/05/13	5,130.37	(94.89)
	Totals			\$9,650.69		\$9,462.35	\$(188.34)
LIMITED BRANDS INC	532716107	10.000	01/30/13	480.60	02/21/13	435.77	(44.83)
US TSY BOND TIIB 1 3/4 1-15-28	912810PV4	7,000.000	01/22/13	9,983.52	01/29/13	9,778.13	(205.39)
US TSY BOND TIIB 2 1/2 1-15-29	912810PZ5	4,000.000	07/31/12	6,180.61	01/29/13	5,999.30	(181.31)
	912810PZ5	3,000.000	01/15/13	4,563.58	03/05/13	4,510.71	(52.87)
	912810PZ5	4,000.000	01/15/13	6,129.27	01/29/13	5,999.29	(129.98)
	Totals			\$16,873.46		\$16,509.30	\$(364.16)
US TSY NOTE 1 3/8 2-28-19	912828SH4	4,000.000	03/01/12	3,981.25	01/29/13	4,052.97	71.72

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 APT. 11A
 NEW YORK NY 10028-0501

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Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	912828SH4	1,000.000	07/09/13	\$983.20	08/09/13	\$990.23	\$7.03
	Totals			\$4,964.45		\$5,043.20	\$78.75
US TSY NOTE TIIN 1/8 7-15-22	912828TE0	12,000.000	07/31/12	12,988.32	03/05/13	13,082.00	93.68
US TSY NOTE 3/4 10-31-17	912828TW0	15,000.000	11/21/12	15,047.94	01/29/13	14,941.99	(105.95)
	912828TW0	2,000.000	11/28/12	2,010.87	03/04/13	2,005.78	(5.09)
	912828TW0	2,000.000	11/28/12	2,011.09	01/29/13	1,992.27	(18.82)
	912828TW0	10,000.000	11/28/12	10,054.40	03/01/13	10,031.25	(23.15)
	912828TW0	17,000.000	12/13/12	17,065.94	03/04/13	17,049.15	(16.79)
	Totals			\$46,190.24		\$46,020.44	\$(169.80)
US TSY NOTE 1 1/8 12-31-19	912828UF5	5,000.000	01/09/13	4,955.08	01/29/13	4,920.31	(34.77)
	912828UF5	7,000.000	01/09/13	6,937.11	03/05/13	6,957.07	19.96
	Totals			\$11,892.19		\$11,877.38	\$(14.81)
US TSY NOTE 2.000 2-15-23	912828UN8	4,000.000	03/01/13	4,049.56	08/26/13	3,741.25	(308.31)
ABBOTT LABORATORIES	ABT	5.000	01/30/13	166.20	09/25/13	168.31	2.11
	ABT	1.000	03/08/13	34.52	09/25/13	33.66	(0.86)
	ABT	2.000	03/08/13	69.03	09/25/13	67.30	(1.73)
	ABT	1.000	03/28/13	35.28	09/25/13	33.66	(1.62)
	ABT	5.000	03/28/13	176.38	09/25/13	168.31	(8.07)
	ABT	19.000	03/28/13	670.23	09/25/13	639.39	(30.84)
	ABT	22.000	03/28/13	776.05	09/27/13	731.40	(44.65)
	ABT	12.000	04/02/13	432.21	09/27/13	398.95	(33.26)
	Totals			\$2,359.90		\$2,240.98	\$(118.92)
ALLERGAN INC	AGN	1.000	11/02/12	92.40	05/23/13	97.41	5.01
	AGN	6.000	11/02/12	554.39	05/22/13	590.11	35.72
	AGN	8.000	11/02/12	739.19	05/21/13	785.45	46.26
	AGN	8.000	11/09/12	724.30	05/23/13	779.25	54.95
	AGN	3.000	03/08/13	329.88	05/23/13	292.21	(37.67)
	Totals			\$2,440.16		\$2,544.43	\$104.27
ALEXION PHARM INC	ALXN	3.000	04/03/13	297.23	08/12/13	327.24	30.01
	ALXN	7.000	04/03/13	693.54	07/12/13	796.90	103.36
	Totals			\$990.77		\$1,124.14	\$133.37
AMERICA MOVIL SA DE CV ADR L	AMX	17.000	05/31/12	400.52	03/18/13	314.54	(85.98)
	AMX	38.000	03/08/13	794.58	03/18/13	703.10	(91.48)
	Totals			\$1,195.10		\$1,017.64	\$(177.46)

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Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
BEST BUY CO	BBY	39.000	04/04/13	\$961.49	08/20/13	\$1,313.40	\$351.91
FRANKLIN RESOURCES INC	BEN	6.000	01/30/13	825.24	07/25/13	869.44	44.20
Baidu Inc ADS	BIDU	3.000	01/11/13	338.54	04/26/13	254.14	(84.40)
	BIDU	7.000	01/11/13	789.83	04/26/13	592.99	(196.84)
	BIDU	9.000	01/11/13	1,015.61	04/16/13	810.56	(205.05)
	BIDU	2.000	01/24/13	215.94	04/26/13	169.43	(46.51)
	BIDU	8.000	02/04/13	857.60	04/26/13	677.70	(179.90)
	BIDU	3.000	03/08/13	273.00	04/26/13	254.14	(18.86)
	Totals			\$3,490.52		\$2,758.96	\$(731.56)
BLACKROCK INC	BLK	4.000	05/23/12	650.39	03/01/13	946.02	295.63
BANK OF NOVA SCOTIA	BNS	7.000	01/30/13	411.32	07/16/13	385.38	(25.94)
	BNS	3.000	03/08/13	178.29	07/16/13	165.18	(13.11)
	Totals			\$589.61		\$550.56	\$(39.05)
PEABODY ENERGY CORP	BTU	5.000	05/31/12	116.15	04/05/13	97.45	(18.70)
	BTU	5.000	01/30/13	126.00	04/05/13	97.45	(28.55)
	BTU	5.000	02/07/13	119.05	04/05/13	97.44	(21.61)
	Totals			\$361.20		\$292.34	\$(68.86)
CATERPILLAR INC	CAT	4.000	04/09/12	417.08	04/05/13	333.43	(83.65)
	CAT	8.000	04/09/12	834.16	04/05/13	666.87	(167.29)
	CAT	1.000	04/13/12	105.80	04/05/13	83.36	(22.44)
	CAT	4.000	04/13/12	423.18	04/05/13	333.43	(89.75)
	CAT	1.000	08/24/12	87.01	04/05/13	83.36	(3.65)
	CAT	1.000	08/24/12	87.01	04/05/13	83.36	(3.65)
	CAT	8.000	01/30/13	789.20	04/05/13	666.87	(122.33)
	CAT	2.000	03/08/13	181.26	04/05/13	166.71	(14.55)
	Totals			\$2,924.70		\$2,417.39	\$(507.31)
CITIGROUP INC NEW	C	13.000	03/11/13	620.11	04/03/13	551.23	(68.88)
	C	21.000	03/11/13	1,001.69	04/03/13	890.41	(111.28)
	C	15.000	03/12/13	710.56	04/03/13	636.02	(74.54)
	Totals			\$2,332.36		\$2,077.66	\$(254.70)
CONSOL ENERGY INC	CNX	4.000	01/30/13	125.08	09/27/13	133.71	8.63
	CNX	5.000	02/07/13	153.90	09/27/13	167.13	13.23
	CNX	2.000	03/08/13	63.24	09/27/13	66.85	3.61
	Totals			\$342.22		\$367.69	\$25.47

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CABOT OIL & GAS CORP A	COG	10.000	01/30/13	\$263.70	09/26/13	\$365.80	\$102.10
	COG	8.000	03/08/13	259.88	09/26/13	292.64	32.76
	Totals			\$523.58		\$658.44	\$134.86
COACH INC	COH	4.000	01/17/12	249.95	01/10/13	229.60	(20.35)
	COH	13.000	01/17/12	812.32	01/03/13	721.48	(90.84)
	COH	6.000	03/13/12	469.98	01/10/13	344.40	(125.58)
	COH	9.000	04/24/12	651.65	01/23/13	467.88	(183.77)
	COH	4.000	06/01/12	256.44	01/23/13	207.95	(48.49)
	COH	11.000	08/28/12	623.78	01/23/13	571.84	(51.94)
	Totals			\$3,064.12		\$2,543.15	\$(520.97)
COVIDIEN PLC NEW	COV	11.000	05/11/12	610.59	03/22/13	732.57	121.98
	COV	4.000	05/15/12	218.24	03/22/13	266.39	48.15
	COV	5.000	05/15/12	272.79	04/26/13	310.06	37.27
	COV	1.000	05/16/12	54.48	04/26/13	61.76	7.28
	COV	13.000	05/16/12	708.26	04/26/13	806.16	97.90
	COV	9.000	05/30/12	470.07	04/26/13	555.86	85.79
	COV	6.000	07/26/12	320.98	04/29/13	378.43	57.45
	COV	9.000	07/26/12	481.47	04/26/13	555.87	74.40
	COV	12.000	01/30/13	756.12	04/29/13	756.86	0.74
	COV	3.000	03/08/13	195.62	04/29/13	189.22	(6.40)
	Totals			\$4,088.62		\$4,613.18	\$524.56
CST BRANDS INC COM	CST	0.444	04/10/13	12.32	05/01/13	13.52	1.20
	CST	3.000	04/10/13	91.68	05/15/13	97.82	6.14
	CST	1.000	04/11/13	47.68	05/15/13	32.61	(15.07)
	CST	2.000	04/24/13	59.09	05/15/13	65.22	6.13
	CST	3.000	04/30/13	83.27	05/15/13	97.82	14.55
	Totals			\$294.04		\$306.99	\$12.95
CENTURYLINK INC	CTL	2.000	01/30/13	80.80	02/21/13	68.59	(12.21)
	CTL	6.000	01/30/13	242.40	02/19/13	210.19	(32.21)
	Totals			\$323.20		\$278.78	\$(44.42)
CVS CAREMARK CORP	CVS	12.000	02/24/12	528.00	01/22/13	624.68	96.68
DELTA AIR LINES INC NEW	DAL	54.000	01/16/13	745.87	08/13/13	1,048.43	302.56
EBAY INC	EBAY	1.000	04/19/12	41.00	03/08/13	53.17	12.17
	EBAY	7.000	04/19/12	287.00	03/13/13	358.43	71.43

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Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	Totals			\$328.00		\$411.60	\$83.60
EMC CORP MASS	EMC	13.000	03/08/13	\$313.60	04/10/13	\$302.66	\$(10.94)
EQUINIX INC NEW	EQIX	4.000	04/10/13	865.03	08/02/13	708.50	(156.53)
	EQIX	1.000	04/11/13	219.41	08/02/13	177.13	(42.28)
	EQIX	2.000	04/11/13	438.81	08/15/13	334.91	(103.90)
	EQIX	5.000	04/24/13	1,086.45	08/15/13	837.28	(249.17)
	EQIX	5.000	07/02/13	919.00	08/15/13	837.28	(81.72)
	Totals			\$3,528.70		\$2,895.10	\$(633.60)
EQT CORPORATION COM NEW	EQT	5.000	01/30/13	304.25	02/06/13	308.61	4.36
EXPRESS SCRIPTS HLDG CO COM	ESRX	11.000	01/30/13	590.37	08/09/13	720.64	130.27
	ESRX	2.000	03/08/13	117.84	08/09/13	131.03	13.19
	Totals			\$708.21		\$851.67	\$143.46
FACEBOOK INC CL-A	FB	10.000	10/25/12	227.57	05/22/13	251.06	23.49
	FB	18.000	10/25/12	409.62	05/20/13	463.55	53.93
	FB	33.000	10/25/12	750.97	05/15/13	874.31	123.34
	FB	2.000	11/15/12	43.99	05/28/13	48.62	4.63
	FB	8.000	11/15/12	175.96	05/22/13	200.85	24.89
	FB	23.000	11/15/12	505.89	05/24/13	554.91	49.02
	FB	26.000	11/15/12	572.00	05/22/13	652.76	80.76
	FB	28.000	11/15/12	615.87	05/24/13	685.83	69.96
	FB	30.000	01/24/13	932.40	05/28/13	729.33	(203.07)
	FB	15.000	03/08/13	426.57	05/28/13	364.66	(61.91)
	Totals			\$4,660.84		\$4,825.88	\$165.04
FEDEX CORP	FDX	13.000	02/05/13	1,363.78	05/28/13	1,262.81	(100.97)
	FDX	1.000	02/06/13	105.73	05/30/13	96.63	(9.10)
	FDX	5.000	02/06/13	528.66	05/28/13	485.69	(42.97)
	FDX	4.000	02/07/13	425.57	05/30/13	386.53	(39.04)
	FDX	1.000	03/05/13	108.60	05/30/13	96.64	(11.96)
	FDX	9.000	03/05/13	977.39	05/31/13	877.06	(100.33)
	FDX	3.000	03/08/13	322.95	05/31/13	292.35	(30.60)
	Totals			\$3,832.68		\$3,497.71	\$(334.97)
FIRSTENERGY CORP	FE	6.000	01/30/13	240.66	02/06/13	239.61	(1.05)
FLUOR CORP NEW	FLR	6.000	01/24/13	388.08	04/15/13	334.50	(53.58)
	FLR	5.000	03/08/13	319.50	04/15/13	278.74	(40.76)

Realized Gain/Loss - Detail
(01/01/13 - 09/30/13)
 As of 01/23/2014

VAN PELT/BASS FOUNDATION
 LAWRENCE BASS
 11 EAST 86TH STREET,
 APT. 11A
 NEW YORK NY 10028-0501

Prepared by BTW GROUP
 Ph. 212-603-6193

Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	Totals			\$707.58		\$613.24	\$(94.34)
GILEAD SCIENCE	GILD	19.000	10/02/12	\$655.41	05/17/13	\$1,055.04	\$399.63
GLAXOSMITHKLINE PLC ADS	GSK	17.000	12/10/12	748.02	06/04/13	876.45	128.43
	GSK	6.000	12/11/12	265.93	06/05/13	307.05	41.12
	GSK	8.000	12/11/12	354.58	06/04/13	412.45	57.87
	GSK	10.000	12/12/12	444.69	06/05/13	511.75	67.06
	GSK	7.000	12/14/12	309.24	06/05/13	358.22	48.98
	GSK	10.000	12/14/12	441.77	06/06/13	507.28	65.51
	GSK	6.000	01/24/13	269.28	06/06/13	304.37	35.09
	GSK	10.000	03/08/13	445.69	06/06/13	507.28	61.59
	Totals			\$3,279.20		\$3,784.85	\$505.65
HALLIBURTON CO	HAL	3.000	02/14/13	130.76	03/14/13	125.43	(5.33)
	HAL	5.000	02/14/13	217.93	03/19/13	195.50	(22.43)
	HAL	8.000	02/14/13	348.69	03/14/13	334.47	(14.22)
	HAL	11.000	02/14/13	479.45	03/14/13	459.89	(19.56)
	HAL	13.000	02/14/13	566.64	03/14/13	543.51	(23.13)
	HAL	8.000	02/15/13	341.08	03/19/13	312.80	(28.28)
	HAL	11.000	02/15/13	471.32	03/19/13	430.10	(41.22)
	HAL	3.000	03/08/13	125.45	03/19/13	117.29	(8.16)
	Totals			\$2,681.32		\$2,518.99	\$(162.33)
HCA HOLDINGS INC	HCA	21.000	11/08/12	678.93	03/15/13	801.88	122.95
	HCA	21.000	11/08/12	678.93	03/27/13	847.75	168.82
	HCA	2.000	11/09/12	63.79	03/27/13	80.74	16.95
	HCA	12.000	11/09/12	382.75	04/03/13	456.05	73.30
	HCA	3.000	12/21/12	93.05	04/03/13	114.01	20.96
	HCA	26.000	12/21/12	806.39	04/05/13	971.33	164.94
	HCA	15.000	01/30/13	566.25	04/05/13	560.38	(5.87)
	HCA	4.000	03/08/13	148.54	04/05/13	149.43	0.89
	Totals			\$3,418.63		\$3,981.57	\$562.94
HOME DEPOT INC	HD	3.000	10/08/12	186.22	09/05/13	220.61	34.39
	HD	9.000	10/08/12	558.66	09/05/13	661.81	103.15
	Totals			\$744.88		\$882.42	\$137.54
HSBC HOLDINGS PLC SPON ADR NEW	HSBC	7.000	03/08/13	385.84	06/06/13	379.95	(5.89)
INTL BUSINESS MACHINES CORP	IBM	1.000	05/16/12	200.00	04/22/13	187.82	(12.18)

Realized Gain/Loss - Detail
(01/01/13 - 09/30/13)
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 APT. 11A
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Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	IBM	2.000	05/16/12	\$400.00	04/22/13	\$375.67	\$(24.33)
	IBM	2.000	07/23/12	381.22	07/22/13	390.08	8.86
	Totals			\$981.22		\$953.57	\$(27.65)
INTUITIVE SURGICAL INC	ISRG	1.000	10/17/12	538.42	07/31/13	387.84	(150.58)
	ISRG	3.000	01/30/13	1,720.20	07/31/13	1,163.53	(556.67)
	ISRG	1.000	06/06/13	504.55	08/01/13	390.10	(114.45)
	Totals			\$2,763.17		\$1,941.47	\$(821.70)
MICHAEL KORS HOLDINGS LTD	KORS	1.000	03/23/12	47.11	02/04/13	55.08	7.97
	KORS	11.000	03/23/12	518.23	01/11/13	579.14	60.91
	KORS	4.000	04/10/12	172.84	02/04/13	220.31	47.47
	KORS	3.000	06/04/12	111.66	02/04/13	165.24	53.58
	KORS	3.000	06/12/12	120.75	02/05/13	163.30	42.55
	KORS	10.000	06/12/12	402.50	02/04/13	550.78	148.28
	KORS	6.000	06/26/12	259.52	02/05/13	326.61	67.09
	KORS	3.000	01/30/13	168.93	02/05/13	163.30	(5.63)
	Totals			\$1,801.54		\$2,223.76	\$422.22
LENNAR CORPORATION	LEN	21.000	10/08/12	792.71	06/18/13	811.72	19.01
	LEN	3.000	10/19/12	116.16	06/21/13	101.26	(14.90)
	LEN	11.000	10/19/12	425.91	06/18/13	425.19	(0.72)
	LEN	9.000	11/09/12	346.34	06/21/13	303.79	(42.55)
	LEN	11.000	11/09/12	423.30	06/25/13	396.87	(26.43)
	LEN	10.000	01/30/13	417.40	06/25/13	360.79	(56.61)
	LEN	1.000	03/08/13	41.80	06/25/13	36.08	(5.72)
	Totals			\$2,563.62		\$2,435.70	\$(127.92)
LI & FUNG LTD UNSPON ADR	LFUGY	260.000	04/09/12	1,145.30	02/14/13	669.93	(475.37)
LAS VEGAS SANDS CORPORATION	LVS	10.000	01/30/13	517.30	06/14/13	563.88	46.58
	LVS	3.000	03/08/13	157.76	06/14/13	169.16	11.40
	Totals			\$675.06		\$733.04	\$57.98
MASTERCARD INC CL A	MA	1.000	08/01/12	425.25	05/21/13	586.84	161.59
MC GRAW HILL COS INC	MHFI	8.000	12/07/12	447.96	02/05/13	376.08	(71.88)
	MHFI	5.000	12/10/12	282.19	02/05/13	235.05	(47.14)
	MHFI	9.000	12/10/12	507.95	02/06/13	401.10	(106.85)
	MHFI	11.000	12/10/12	620.83	02/05/13	517.10	(103.73)
	MHFI	14.000	12/17/12	761.94	02/06/13	623.93	(138.01)

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(01/01/13 - 09/30/13)
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	MHFI	5.000	01/30/13	\$286.25	02/06/13	\$222.82	\$(63.43)
	MHFI	8.000	01/30/13	458.00	02/06/13	356.53	(101.47)
	Totals			\$3,365.12		\$2,732.61	\$(632.51)
NEWS CORPORATION CL A	NWSA	15.000	01/30/13	192.35	07/08/13	235.79	43.44
	NWSA	4.000	02/04/13	54.46	07/08/13	62.88	8.42
	NWSA	8.000	02/27/13	108.82	07/08/13	125.76	16.94
	NWSA	2.000	03/08/13	24.06	07/08/13	31.44	7.38
	NWSA	4.000	04/15/13	52.98	07/08/13	62.88	9.90
	NWSA	6.000	06/11/13	86.99	07/08/13	94.31	7.32
	Totals			\$519.66		\$613.06	\$93.40
NXP SEMICONDUCTORS NV	NXPI	22.000	01/11/13	629.95	07/26/13	730.64	100.69
ORACLE CORP	ORCL	46.000	03/14/13	1,668.80	03/22/13	1,465.53	(203.27)
	ORCL	50.000	03/18/13	1,811.86	03/22/13	1,592.96	(218.90)
	ORCL	50.000	05/01/13	1,674.79	06/21/13	1,521.97	(152.82)
	ORCL	11.000	05/02/13	370.59	06/21/13	334.83	(35.76)
	ORCL	33.000	05/02/13	1,111.23	06/21/13	1,004.51	(106.72)
	Totals			\$6,637.27		\$5,919.80	\$(717.47)
POTASH CP OF SASKATCHEWAN INC	POT	82.000	09/26/12	3,539.99	09/20/13	2,640.84	(899.15)
	POT	15.000	01/24/13	637.05	09/20/13	483.08	(153.97)
	POT	13.000	01/30/13	561.73	09/20/13	418.67	(143.06)
	POT	15.000	03/08/13	598.20	09/20/13	483.08	(115.12)
	Totals			\$5,336.97		\$4,025.67	\$(1,311.30)
RIO TINTO PLC SPON ADR	RIO	9.000	03/04/13	454.59	04/05/13	405.18	(49.41)
RANGE RESOURCES CORP	RRC	2.000	05/09/12	134.68	01/11/13	127.31	(7.37)
	RRC	9.000	05/09/12	606.04	01/03/13	567.10	(38.94)
	RRC	3.000	05/23/12	186.60	04/17/13	216.03	29.43
	RRC	7.000	05/23/12	435.39	01/11/13	445.59	10.20
	RRC	2.000	06/04/12	106.46	04/17/13	143.86	37.40
	RRC	7.000	06/04/12	372.63	04/17/13	504.06	131.43
	RRC	6.000	06/25/12	347.39	04/17/13	431.59	84.20
	RRC	2.000	06/27/12	125.76	04/17/13	143.86	18.10
	RRC	2.000	06/28/12	126.08	04/17/13	143.87	17.79
	RRC	3.000	06/28/12	189.12	04/29/13	221.83	32.71
	RRC	5.000	01/30/13	341.00	04/29/13	369.72	28.72

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 APT. 11A
 NEW YORK NY 10028-0501

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Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	RRC	14.000	02/06/13	\$999.85	04/29/13	\$1,035.21	\$35.36
	RRC	2.000	03/08/13	158.59	04/29/13	147.88	(10.71)
	Totals			\$4,129.59		\$4,497.91	\$368.32
ISHARES BARCLAYS SHORT TREAS	SHV	512.000	08/24/12	56,432.59	01/24/13	56,432.39	-0.20
	SHV	908.000	08/24/12	100,079.67	03/08/13	100,068.43	(11.24)
	Totals			\$156,512.26		\$156,500.82	\$(11.44)
SCHLUMBERGER LTD	SLB	3.000	05/10/12	212.06	02/15/13	241.06	29.00
SANOFI ADR	SNY	2.000	04/15/13	107.56	08/28/13	98.05	(9.51)
	SNY	29.000	04/15/13	1,559.59	08/22/13	1,458.56	(101.03)
	SNY	33.000	04/16/13	1,794.55	08/28/13	1,617.90	(176.65)
	SNY	1.000	05/28/13	55.90	08/28/13	49.03	(6.87)
	SNY	6.000	05/28/13	335.42	08/29/13	295.05	(40.37)
	SNY	1.000	06/06/13	53.18	08/29/13	49.18	(4.00)
	SNY	4.000	06/06/13	212.71	08/30/13	193.22	(19.49)
	SNY	9.000	06/06/13	478.60	09/03/13	423.45	(55.15)
	SNY	14.000	06/06/13	737.29	09/03/13	658.70	(78.59)
	Totals			\$5,334.80		\$4,843.14	\$(491.66)
TERADATA CORP	TDC	8.000	05/03/12	625.55	04/04/13	407.35	(218.20)
	TDC	10.000	06/04/12	647.35	04/04/13	509.19	(138.16)
	TDC	4.000	07/09/12	261.89	04/04/13	203.68	(58.21)
	TDC	15.000	01/24/13	994.95	04/04/13	763.79	(231.16)
	TDC	7.000	02/07/13	432.32	04/04/13	356.44	(75.88)
	Totals			\$2,962.06		\$2,240.45	\$(721.61)
ISHARES BARCLAYS TIPS BD FD	TIP	150.000	08/24/12	18,087.00	03/08/13	18,013.09	(73.91)
VALERO ENERGY CP DELA NEW	VLO	6.000	04/10/13	235.29	06/19/13	230.03	(5.26)
	VLO	20.000	04/10/13	784.28	06/17/13	759.00	(25.28)
	VLO	14.000	04/11/13	530.27	06/19/13	536.72	6.45
	VLO	17.000	04/24/13	657.21	06/21/13	593.56	(63.65)
	VLO	7.000	04/30/13	265.76	06/21/13	244.41	(21.35)
	VLO	21.000	04/30/13	797.27	06/25/13	727.89	(69.38)
	Totals			\$3,270.08		\$3,091.61	\$(178.47)
VMWARE INC CLASS A	VMW	1.000	11/08/12	88.40	01/30/13	77.74	(10.66)
	VMW	2.000	11/08/12	176.80	01/29/13	155.95	(20.85)
	VMW	10.000	11/08/12	884.00	01/31/13	769.28	(114.72)

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	VMW	15.000	11/08/12	\$1,326.00	01/30/13	\$1,166.04	\$(159.96)
	VMW	1.000	01/24/13	95.86	01/31/13	76.93	(18.93)
	VMW	2.000	01/24/13	191.72	01/31/13	153.86	(37.86)
	Totals			\$2,762.78		\$2,399.80	\$(362.98)
VODAFONE GP PLC ADS NEW	VOD	11.000	02/07/13	297.88	02/22/13	272.51	(25.37)
WALGREEN CO	WAG	23.000	05/21/13	1,152.30	07/01/13	1,021.19	(131.11)
	WAG	10.000	05/22/13	510.40	07/01/13	444.00	(66.40)
	WAG	15.000	05/23/13	756.24	07/05/13	656.79	(99.45)
	WAG	6.000	05/24/13	305.21	07/05/13	262.71	(42.50)
	WAG	17.000	05/24/13	864.75	07/09/13	770.95	(93.80)
	Totals			\$3,588.90		\$3,155.64	\$(433.26)
WHOLE FOODS MARKETS INC	WFM	10.000	04/23/13	442.49	07/23/13	553.53	111.04
	WFM	12.000	04/23/13	530.99	07/19/13	669.21	138.22
	WFM	14.000	04/23/13	619.49	07/31/13	773.59	154.10
	Totals			\$1,592.97		\$1,996.33	\$403.36
WILLIAMS CO INC	WMB	8.000	12/13/12	251.66	02/14/13	284.64	32.98
	WMB	6.000	12/14/12	189.00	02/14/13	213.48	24.48
	WMB	18.000	12/14/12	567.00	02/15/13	630.88	63.88
	WMB	49.000	12/14/12	1,543.50	03/01/13	1,654.96	111.46
	WMB	14.000	01/30/13	493.50	03/01/13	472.85	(20.65)
	Totals			\$3,044.66		\$3,256.81	\$212.15
YUM BRANDS INC	YUM	1.000	08/24/12	64.10	04/23/13	63.55	(0.55)
	YUM	3.000	01/24/13	199.17	04/23/13	190.63	(8.54)
	YUM	3.000	01/30/13	193.02	08/30/13	209.55	16.53
	YUM	8.000	02/05/13	493.56	08/30/13	558.80	65.24
	YUM	13.000	02/05/13	802.04	09/03/13	908.54	106.50
	YUM	3.000	03/08/13	203.53	09/04/13	207.66	4.13
	YUM	3.000	04/30/13	203.96	09/04/13	207.66	3.70
	YUM	5.000	04/30/13	339.93	09/04/13	346.09	6.16
	Totals			\$2,499.31		\$2,692.48	\$193.17

Long Term

FHLMC 30G A97046	4 1/2 2-01-41	312945ZK7	25.430	02/09/11	25.57	03/15/13	25.43	-0.14
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	312945ZK7	47.090	02/09/11	\$47.35	02/15/13	\$47.09	\$-0.26
	312945ZK7	241.920	02/09/11	243.26	01/15/13	241.92	(1.34)
	312945ZK7	2,000.000	02/09/11	1,129.00	03/05/13	1,199.61	70.61
	312945ZK7	11,000.000	02/09/11	6,610.62	01/29/13	6,987.10	376.48
	Totals			\$8,055.80		\$8,501.15	\$445.35
FNMA POOL 745275 5.000 2-01-36	31403C6L0	68.550	12/08/10	72.20	09/25/13	68.55	(3.65)
	31403C6L0	144.990	12/08/10	152.72	08/25/13	144.99	(7.73)
	31403C6L0	157.420	12/08/10	165.81	07/25/13	157.42	(8.39)
	31403C6L0	173.520	12/08/10	182.77	03/25/13	173.52	(9.25)
	31403C6L0	174.880	12/08/10	184.20	06/25/13	174.88	(9.32)
	31403C6L0	178.470	12/08/10	187.98	05/25/13	178.47	(9.51)
	31403C6L0	185.560	12/08/10	195.45	04/25/13	185.56	(9.89)
	31403C6L0	209.450	12/08/10	220.61	02/25/13	209.45	(11.16)
	31403C6L0	261.500	12/08/10	275.43	01/25/13	261.50	(13.93)
	31403C6L0	5,000.000	12/08/10	1,143.02	01/29/13	1,168.28	25.26
	31403C6L0	9,000.000	12/08/10	1,446.60	08/23/13	1,473.00	26.40
	Totals			\$4,226.79		\$4,195.62	\$(31.17)
FNMA POOL 889697 6.000 7-01-38	31410KNN0	91.950	12/08/10	99.78	09/25/13	91.95	(7.83)
	31410KNN0	93.580	12/08/10	101.55	04/25/13	93.58	(7.97)
	31410KNN0	95.770	12/08/10	103.93	07/25/13	95.77	(8.16)
	31410KNN0	117.670	12/08/10	127.69	06/25/13	117.67	(10.02)
	31410KNN0	145.490	12/08/10	157.88	05/25/13	145.49	(12.39)
	31410KNN0	173.560	12/08/10	188.34	08/25/13	173.56	(14.78)
	31410KNN0	224.880	12/08/10	244.03	03/25/13	224.88	(19.15)
	31410KNN0	265.240	12/08/10	287.83	02/25/13	265.24	(22.59)
	31410KNN0	314.750	12/08/10	341.55	01/25/13	314.75	(26.80)
	31410KNN0	13,000.000	12/08/10	2,490.45	01/29/13	2,495.11	4.66
	31410KNN0	13,000.000	12/08/10	2,243.51	03/05/13	2,264.51	21.00
	Totals			\$6,386.54		\$6,282.51	\$(104.03)
FNMA POOL AB1389 4 1/2 8-01-40	31416WRK0	120.090	02/02/11	122.05	09/25/13	120.09	(1.96)
	31416WRK0	154.330	02/02/11	156.85	08/25/13	154.33	(2.52)
	31416WRK0	210.990	02/02/11	214.44	05/25/13	210.99	(3.45)
	31416WRK0	226.400	02/02/11	230.10	07/25/13	226.40	(3.70)
	31416WRK0	229.820	02/02/11	233.57	06/25/13	229.82	(3.75)

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(01/01/13 - 09/30/13)
 As of 01/23/2014

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 APT. 11A
 NEW YORK NY 10028-0501

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Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	31416WRK0	295.340	02/02/11	\$300.16	04/25/13	\$295.34	\$(4.82)
	31416WRK0	506.090	02/02/11	514.35	03/25/13	506.09	(8.26)
	31416WRK0	568.800	02/02/11	578.09	02/25/13	568.80	(9.29)
	31416WRK0	795.410	02/02/11	808.40	01/25/13	795.41	(12.99)
	31416WRK0	11,000.000	02/02/11	4,316.26	03/05/13	4,568.09	251.83
	Totals			\$7,474.27		\$7,675.36	\$201.09
FNMA POOL AB4115 4.000 12-01-41	31417ASD2	116.630	04/09/12	123.30	09/25/13	116.63	(6.67)
	31417ASD2	146.370	04/09/12	154.74	08/25/13	146.37	(8.37)
	31417ASD2	225.810	04/09/12	238.72	06/25/13	225.81	(12.91)
	31417ASD2	279.500	04/09/12	295.48	05/25/13	279.50	(15.98)
	31417ASD2	411.770	04/09/12	435.32	04/25/13	411.77	(23.55)
	31417ASD2	631.500	04/09/12	667.61	07/25/13	631.50	(36.11)
	Totals			\$1,915.17		\$1,811.58	\$(103.59)
FNMA POOL AB4297 3 1/2 1-01-42	31417AX38	199.690	01/10/12	205.90	01/25/13	199.69	(6.21)
LIMITED BRANDS INC	532716107	51.000	02/17/11	1,690.12	02/21/13	2,222.36	532.24
	532716107	6.000	08/16/11	209.70	02/21/13	261.45	51.75
	532716107	11.000	08/23/11	389.25	02/21/13	479.33	90.08
	532716107	2.000	09/06/11	70.44	02/21/13	87.15	16.71
	Totals			\$2,359.51		\$3,050.29	\$690.78
US TSY NOTE 1 3/8 2-28-19	912828SH4	5,000.000	03/01/12	4,976.56	03/05/13	5,104.89	128.33
	912828SH4	5,000.000	03/01/12	4,976.57	08/09/13	4,951.17	(25.40)
	Totals			\$9,953.13		\$10,056.06	\$102.93
APPLE INC	AAPL	1.000	03/09/10	222.55	02/19/13	454.54	231.99
	AAPL	2.000	03/09/10	445.11	07/09/13	835.98	390.87
	AAPL	2.000	03/09/10	445.11	09/18/13	928.17	483.06
	AAPL	2.000	03/09/10	445.11	09/16/13	911.56	466.45
	AAPL	2.000	03/09/10	445.11	02/20/13	900.05	454.94
	AAPL	1.000	06/04/10	257.59	09/18/13	464.08	206.49
	Totals			\$2,260.58		\$4,494.38	\$2,233.80
ABBOTT LABORATORIES	ABT	32.000	03/09/10	842.04	09/25/13	1,077.20	235.16
	ABT	5.000	06/04/10	111.96	09/25/13	168.31	56.35
	ABT	3.000	11/24/10	67.60	09/25/13	100.99	33.39
	Totals			\$1,021.60		\$1,346.50	\$324.90
AIR LIQUIDE ADR	AIQUY	56.000	11/23/10	1,242.18	07/25/13	1,451.19	209.01

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Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
AMERICAN TOWER REIT COM	AMT	6.000	08/11/10	\$274.19	01/03/13	\$461.99	\$187.80
	AMT	4.000	08/12/10	183.58	01/03/13	307.99	124.41
	Totals			\$457.77		\$769.98	\$312.21
AMERICA MOVIL SA DE CV ADR L	AMX	137.000	11/23/10	3,848.33	03/18/13	2,534.84	(1,313.49)
	AMX	8.000	11/24/10	229.72	03/18/13	148.02	(81.70)
	AMX	2.000	11/29/10	56.46	03/18/13	37.00	(19.46)
	AMX	2.000	09/06/11	48.40	03/18/13	37.00	(11.40)
	Totals			\$4,182.91		\$2,756.86	\$(1,426.05)
ARM HOLDINGS PLC ADS	ARMH	8.000	11/23/10	145.84	02/21/13	334.70	188.86
	ARMH	104.000	11/23/10	1,895.92	06/19/13	3,889.23	1,993.31
	Totals			\$2,041.76		\$4,223.93	\$2,182.17
FRANKLIN RESOURCES INC	BEN	3.000	05/20/10	300.58	06/12/13	430.75	130.17
	BEN	4.000	05/20/10	400.78	05/23/13	645.77	244.99
	BEN	2.000	05/21/10	203.01	06/12/13	287.17	84.16
	BEN	7.000	05/21/10	710.54	07/08/13	956.44	245.90
	BEN	1.000	06/04/10	94.06	07/10/13	137.38	43.32
	BEN	1.000	06/04/10	94.06	07/08/13	136.63	42.57
	BEN	4.000	06/09/10	361.04	07/10/13	549.51	188.47
	BEN	4.000	06/09/10	361.04	07/11/13	559.62	198.58
	BEN	1.000	10/29/10	114.53	07/11/13	139.90	25.37
	BEN	3.000	10/29/10	343.58	07/17/13	438.45	94.87
	BEN	1.000	11/24/10	116.33	07/17/13	146.15	29.82
	BEN	1.000	11/29/10	114.31	07/17/13	146.15	31.84
	BEN	2.000	09/13/11	225.00	07/25/13	289.82	64.82
	Totals			\$3,438.86		\$4,863.74	\$1,424.88
BLACKROCK HI YIELD BD PTF INST	BHYIX	7,341.778	12/31/10	56,238.02	03/08/13	60,349.42	4,111.40
BIOGEN IDEC INC	BIIB	3.000	10/06/11	298.18	07/30/13	648.44	350.26
	BIIB	3.000	10/06/11	298.18	05/02/13	654.07	355.89
	BIIB	3.000	10/06/11	298.18	04/24/13	619.82	321.64
	BIIB	5.000	10/06/11	496.96	05/10/13	1,057.19	560.23
	Totals			\$1,391.50		\$2,979.52	\$1,588.02
BANK OF NOVA SCOTIA	BNS	5.000	03/09/10	240.79	07/16/13	275.27	34.48
	BNS	46.000	03/09/10	2,215.26	07/15/13	2,529.36	314.10
	BNS	4.000	06/04/10	189.04	07/16/13	220.22	31.18

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	BNS	3.000	11/24/10	\$159.21	07/16/13	\$165.16	\$5.95
	Totals			\$2,804.30		\$3,190.01	\$385.71
PEABODY ENERGY CORP	BTU	19.000	08/25/11	877.92	04/05/13	370.29	(507.63)
	BTU	15.000	08/31/11	746.76	04/05/13	292.34	(454.42)
	BTU	1.000	09/06/11	44.88	04/05/13	19.49	(25.39)
	Totals			\$1,669.56		\$682.12	\$(987.44)
CATERPILLAR INC	CAT	1.000	03/09/10	59.17	03/13/13	89.52	30.35
	CAT	13.000	03/09/10	769.23	03/13/13	1,163.74	394.51
	CAT	3.000	06/04/10	174.59	03/13/13	268.56	93.97
	CAT	5.000	06/04/10	290.98	03/13/13	447.59	156.61
	CAT	1.000	11/24/10	84.69	03/13/13	89.52	4.83
	CAT	2.000	11/29/10	167.64	03/13/13	179.04	11.40
	CAT	3.000	01/12/12	303.00	03/13/13	268.56	(34.44)
	CAT	5.000	01/12/12	505.00	03/13/13	447.59	(57.41)
	CAT	1.000	01/17/12	104.00	03/13/13	89.52	(14.48)
	CAT	2.000	01/17/12	208.00	03/13/13	179.04	(28.96)
	CAT	2.000	01/20/12	211.46	04/05/13	166.72	(44.74)
	CAT	5.000	01/20/12	528.66	03/13/13	447.59	(81.07)
	Totals			\$3,406.42		\$3,836.99	\$430.57
CELGENE CORP	CELG	2.000	09/21/11	130.00	04/24/13	234.43	104.43
	CELG	9.000	09/21/11	585.00	08/13/13	1,239.78	654.78
	Totals			\$715.00		\$1,474.21	\$759.21
CERNER CORP	CERN	2.000	08/06/10	77.00	03/13/13	185.61	108.61
	CERN	10.000	08/11/10	384.03	03/13/13	928.05	544.02
	CERN	6.000	11/24/10	267.03	05/10/13	564.02	296.99
	Totals			\$728.06		\$1,677.68	\$949.62
CANADIAN NATL RAILWAY CO	CNI	2.000	03/09/10	112.60	05/03/13	197.65	85.05
	CNI	3.000	03/09/10	168.90	05/03/13	296.47	127.57
	CNI	11.000	03/09/10	619.30	05/03/13	1,087.06	467.76
	CNI	14.000	03/09/10	788.20	05/03/13	1,383.53	595.33
	CNI	2.000	06/04/10	114.97	05/03/13	197.64	82.67
	CNI	3.000	06/04/10	172.46	05/03/13	296.47	124.01
	CNI	2.000	11/24/10	129.16	05/03/13	197.65	68.49
	CNI	1.000	11/29/10	64.56	05/03/13	98.82	34.26

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 As of 01/23/2014

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	CNI	11.000	02/02/11	\$761.92	05/03/13	\$1,087.06	\$325.14
	Totals			\$2,932.07		\$4,842.35	\$1,910.28
CONSOL ENERGY INC	CNX	32.000	05/04/10	1,356.09	09/27/13	1,069.65	(286.44)
	CNX	2.000	06/04/10	74.10	09/27/13	66.85	(7.25)
	CNX	1.000	11/24/10	42.42	09/27/13	33.43	(8.99)
	CNX	3.000	11/30/10	126.54	09/27/13	100.28	(26.26)
	CNX	2.000	09/06/11	86.10	09/27/13	66.85	(19.25)
	CNX	1.000	08/24/12	32.97	09/27/13	33.43	0.46
	Totals			\$1,718.22		\$1,370.49	\$(347.73)
CABOT OIL & GAS CORP A	COG	32.000	06/27/12	648.70	09/26/13	1,184.43	535.73
	COG	16.000	06/28/12	326.46	09/26/13	592.22	265.76
	COG	42.000	06/28/12	856.95	09/26/13	1,536.35	679.40
	Totals			\$1,832.11		\$3,313.00	\$1,480.89
SALESFORCE.COM,INC.	CRM	4.000	11/24/10	573.87	03/14/13	716.86	142.99
CENTURYLINK INC	CTL	46.765	03/09/10	1,331.68	02/19/13	1,638.29	306.61
	CTL	10.263	06/04/10	323.19	02/19/13	359.54	36.35
	CTL	3.972	11/24/10	164.47	02/19/13	139.15	(25.32)
	CTL	1.000	09/06/11	33.03	02/19/13	35.03	2.00
	Totals			\$1,852.37		\$2,172.01	\$319.64
CVS CAREMARK CORP	CVS	12.000	02/24/12	528.00	09/19/13	719.75	191.75
DANAHER CORPORATION	DHR	26.000	03/09/10	1,007.07	07/25/13	1,748.35	741.28
DOW CHEMICAL CO	DOW	3.000	06/06/11	105.63	03/08/13	98.19	(7.44)
ECOLAB INC	ECL	3.000	03/09/10	127.68	06/04/13	253.19	125.51
	ECL	5.000	03/09/10	212.80	05/02/13	420.24	207.44
	ECL	10.000	03/09/10	425.60	05/17/13	879.74	454.14
	ECL	13.000	03/09/10	553.28	02/04/13	952.29	399.01
	ECL	2.000	06/04/10	93.28	06/04/13	168.80	75.52
	Totals			\$1,412.64		\$2,674.26	\$1,261.62
EMC CORP MASS	EMC	19.000	06/09/10	346.21	04/09/13	436.45	90.24
	EMC	21.000	06/09/10	382.65	04/04/13	491.80	109.15
	EMC	10.000	10/14/10	211.36	04/09/13	229.71	18.35
	EMC	30.000	10/14/10	634.07	04/10/13	698.44	64.37
	EMC	1.000	10/19/10	20.92	04/10/13	23.28	2.36
	EMC	12.000	11/24/10	262.44	04/10/13	279.37	16.93

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	EMC	1.000	11/29/10	\$21.71	04/10/13	\$23.28	\$1.57
	EMC	3.000	09/06/11	63.54	04/10/13	69.84	6.30
	EMC	13.000	12/22/11	282.87	04/10/13	302.66	19.79
	Totals			\$2,225.77		\$2,554.83	\$329.06
EQT CORPORATION COM NEW	EQT	33.000	03/09/10	1,561.44	02/06/13	2,036.80	475.36
	EQT	4.000	06/04/10	161.56	02/06/13	246.88	85.32
	EQT	3.000	11/24/10	122.13	02/06/13	185.16	63.03
	Totals			\$1,845.13		\$2,468.84	\$623.71
EXPRESS SCRIPTS HLDG CO COM	ESRX	3.000	08/06/10	135.73	06/05/13	185.23	49.50
	ESRX	12.000	08/06/10	542.93	03/06/13	697.29	154.36
	ESRX	6.000	09/06/11	270.24	06/05/13	370.47	100.23
	ESRX	2.000	04/09/12	112.68	06/05/13	123.49	10.81
	ESRX	10.000	04/09/12	563.40	08/08/13	662.85	99.45
	ESRX	2.000	05/11/12	112.45	08/09/13	131.03	18.58
	ESRX	16.000	05/11/12	899.63	08/08/13	1,060.56	160.93
	ESRX	13.000	05/17/12	681.70	08/09/13	851.67	169.97
	ESRX	10.000	06/22/12	529.78	08/09/13	655.13	125.35
	Totals			\$3,848.54		\$4,737.72	\$889.18
EDWARD LIFESCIENCES CORP	EW	1.000	06/03/11	86.28	01/29/13	90.55	4.27
	EW	2.000	06/06/11	171.96	01/29/13	181.09	9.13
	EW	4.000	06/06/11	343.91	01/30/13	361.81	17.90
	EW	1.000	08/12/11	69.00	01/30/13	90.45	21.45
	EW	8.000	08/12/11	551.99	02/06/13	677.54	125.55
	EW	1.000	08/16/11	68.32	02/06/13	84.69	16.37
	EW	1.000	09/06/11	72.67	02/06/13	84.69	12.02
	EW	9.000	09/29/11	629.74	02/06/13	762.23	132.49
	Totals			\$1,993.87		\$2,333.05	\$339.18
FIRSTENERGY CORP	FE	33.000	03/09/10	1,301.13	02/06/13	1,317.82	16.69
	FE	2.000	06/04/10	71.24	02/06/13	79.87	8.63
	FE	5.000	11/23/10	176.95	02/06/13	199.67	22.72
	FE	3.000	11/24/10	105.90	02/06/13	119.80	13.90
	FE	1.000	09/06/11	42.54	02/06/13	39.93	(2.61)
	Totals			\$1,697.76		\$1,757.09	\$59.33
FLUOR CORP NEW	FLR	6.000	04/06/10	301.11	04/15/13	334.50	33.39

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	FLR	21.000	04/12/10	\$1,071.79	04/15/13	\$1,170.75	\$98.96
	FLR	6.000	06/04/10	268.09	04/15/13	334.50	66.41
	FLR	2.000	08/04/10	97.33	04/15/13	111.50	14.17
	FLR	20.000	08/18/10	961.91	04/15/13	1,115.00	153.09
	FLR	3.000	09/06/11	171.21	04/15/13	167.25	(3.96)
	Totals			\$2,871.44		\$3,233.50	\$362.06
ALLIANZ FX INC SHRS: SERIES C	FXICX	5.000	12/01/10	67.75	01/29/13	67.50	-0.25
	FXICX	20.000	12/01/10	271.00	01/28/13	270.20	(0.80)
	FXICX	1,925.000	12/01/10	26,083.75	03/04/13	26,122.25	38.50
	FXICX	2,330.000	12/01/10	31,571.50	01/25/13	31,501.60	(69.90)
	FXICX	5.000	01/07/11	63.80	03/05/13	67.85	4.05
	FXICX	155.000	01/07/11	1,977.80	06/13/13	2,038.25	60.45
	FXICX	685.000	01/07/11	8,740.60	03/04/13	9,295.45	554.85
	Totals			\$68,776.20		\$69,363.10	\$586.90
ALLIANZ FIX INC SHRS: SERIES M	FXIMX	25.000	12/01/10	263.00	01/28/13	279.75	16.75
	FXIMX	1,645.000	12/01/10	17,305.40	03/04/13	18,440.45	1,135.05
	FXIMX	2,850.000	12/01/10	29,982.00	01/25/13	31,920.00	1,938.00
	FXIMX	825.000	01/07/11	8,505.75	03/04/13	9,248.25	742.50
	FXIMX	460.000	02/23/11	4,738.00	06/13/13	5,050.80	312.80
	FXIMX	680.000	02/23/11	7,004.00	03/04/13	7,622.80	618.80
	Totals			\$67,798.15		\$72,562.05	\$4,763.90
GENL DYNAMICS CORP	GD	30.000	03/09/10	2,205.82	02/13/13	1,993.91	(211.91)
	GD	5.000	06/04/10	329.99	02/13/13	332.32	2.33
	GD	1.000	11/24/10	68.05	02/13/13	66.46	(1.59)
	GD	1.000	11/29/10	66.33	02/13/13	66.46	0.13
	Totals			\$2,670.19		\$2,459.15	\$(211.04)
HOME DEPOT INC	HD	1.000	04/09/10	33.39	08/15/13	75.49	42.10
	HD	2.000	04/09/10	66.77	08/15/13	150.99	84.22
	HD	8.000	04/09/10	267.08	09/04/13	593.78	326.70
	HD	10.000	04/09/10	333.85	09/03/13	746.01	412.16
	HD	25.000	04/09/10	834.64	08/15/13	1,887.34	1,052.70
	HD	5.000	06/04/10	161.57	09/05/13	367.68	206.11
	HD	6.000	06/04/10	193.88	09/04/13	445.33	251.45
	HD	7.000	11/24/10	218.05	09/05/13	514.75	296.70

Realized Gain/Loss - Detail
(01/01/13 - 09/30/13)
As of 01/23/2014

VAN PELT/BASS FOUNDATION
LAWRENCE BASS
11 EAST 86TH STREET,
APT. 11A
NEW YORK NY 10028-0501

Prepared by BTW GROUP
Ph. 212-603-6193

Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	HD	1.000	11/29/10	\$30.73	09/05/13	\$73.54	\$42.81
	Totals			\$2,139.96		\$4,854.91	\$2,714.95
HSBC HOLDINGS PLC SPON ADR NEW	HSBC	52.000	11/23/10	2,653.04	06/06/13	2,822.49	169.45
	HSBC	2.000	09/06/11	81.34	06/06/13	108.56	27.22
	Totals			\$2,734.38		\$2,931.05	\$196.67
INTL BUSINESS MACHINES CORP	IBM	1.000	03/09/10	125.58	04/22/13	187.84	62.26
	IBM	1.000	03/09/10	125.58	04/19/13	192.33	66.75
	IBM	1.000	03/09/10	125.58	04/19/13	192.32	66.74
	IBM	2.000	03/09/10	251.17	04/19/13	384.66	133.49
	IBM	4.000	03/09/10	502.33	04/19/13	769.32	266.99
	IBM	9.000	03/09/10	1,130.24	04/19/13	1,724.51	594.27
	IBM	1.000	06/04/10	126.38	04/22/13	187.84	61.46
	IBM	2.000	06/04/10	252.77	04/22/13	375.67	122.90
	IBM	1.000	11/29/10	143.17	04/22/13	187.84	44.67
	IBM	1.000	05/16/12	200.00	06/13/13	201.35	1.35
	IBM	1.000	05/16/12	200.00	06/13/13	201.35	1.35
	IBM	1.000	05/17/12	199.18	06/13/13	201.35	2.17
	IBM	1.000	05/17/12	198.19	06/20/13	198.01	-0.18
	IBM	2.000	05/17/12	398.36	06/13/13	402.71	4.35
	IBM	2.000	05/17/12	396.38	06/20/13	396.02	-0.36
	IBM	1.000	05/18/12	196.76	07/10/13	192.59	(4.17)
	IBM	1.000	05/18/12	196.76	07/10/13	192.58	(4.18)
	IBM	2.000	05/18/12	393.52	07/11/13	385.83	(7.69)
	IBM	3.000	05/18/12	590.28	07/10/13	577.76	(12.52)
	IBM	1.000	06/25/12	192.79	07/11/13	192.91	0.12
	IBM	1.000	06/25/12	192.80	07/11/13	192.91	0.11
	IBM	2.000	06/25/12	385.59	07/22/13	390.08	4.49
	IBM	2.000	06/25/12	385.59	07/11/13	385.83	0.24
	IBM	5.000	07/19/12	976.29	07/22/13	975.21	(1.08)
	Totals			\$7,885.29		\$9,288.82	\$1,403.53
INTUIT INC	INTU	3.000	08/24/10	129.00	01/31/13	187.52	58.52
	INTU	5.000	08/24/10	215.00	01/24/13	318.96	103.96
	INTU	4.000	08/27/10	171.00	02/04/13	248.63	77.63
	INTU	7.000	08/27/10	299.25	01/31/13	437.55	138.30

Realized Gain/Loss - Detail
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 LAWRENCE BASS
 11 EAST 86TH STREET,
 APT. 11A
 NEW YORK NY 10028-0501

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 Ph. 212-603-6193

Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	INTU	4.000	11/19/10	\$181.79	02/04/13	\$248.62	\$66.83
	INTU	11.000	11/19/10	499.93	02/08/13	664.75	164.82
	INTU	3.000	11/24/10	136.62	02/08/13	181.29	44.67
	INTU	1.000	11/29/10	45.48	02/08/13	60.43	14.95
	INTU	11.000	08/24/11	502.69	02/08/13	664.75	162.06
	INTU	1.000	09/06/11	47.27	02/08/13	60.43	13.16
	Totals			\$2,228.03		\$3,072.93	\$844.90
INTUITIVE SURGICAL INC	ISRG	1.000	01/18/11	293.92	03/15/13	467.87	173.95
	ISRG	1.000	01/18/11	293.92	07/31/13	387.84	93.92
	ISRG	1.000	01/18/11	293.92	03/08/13	515.32	221.40
	ISRG	2.000	01/20/11	579.80	07/31/13	775.68	195.88
	ISRG	1.000	04/10/12	534.94	07/31/13	387.84	(147.10)
	Totals			\$1,996.50		\$2,534.55	\$538.05
ITAU UNIBANCO MULTIPLE ADR	ITUB	-	11/23/10	-	05/24/13	5.87	5.87
JPMORGAN CHASE & CO	JPM	4.000	03/09/10	169.23	09/25/13	204.06	34.83
	JPM	44.000	03/09/10	1,861.51	09/25/13	2,244.71	383.20
	Totals			\$2,030.74		\$2,448.77	\$418.03
LI & FUNG LTD UNSPON ADR	LFUGY	684.000	11/23/10	3,794.42	02/14/13	1,762.42	(2,032.00)
	LFUGY	136.000	07/13/11	462.40	02/14/13	350.42	(111.98)
	LFUGY	700.000	09/02/11	2,560.32	02/14/13	1,803.65	(756.67)
	Totals			\$6,817.14		\$3,916.49	\$(2,900.65)
LAS VEGAS SANDS CORPORATION	LVS	8.000	02/17/11	391.90	01/11/13	417.59	25.69
	LVS	1.000	03/01/11	44.77	01/11/13	52.20	7.43
	LVS	6.000	03/01/11	260.32	06/07/13	342.77	82.45
	LVS	8.000	03/01/11	358.16	06/07/13	457.02	98.86
	LVS	10.000	03/01/11	433.87	06/10/13	574.90	141.03
	LVS	13.000	03/01/11	582.00	06/06/13	737.60	155.60
	LVS	6.000	09/28/11	266.30	06/10/13	344.94	78.64
	LVS	7.000	09/28/11	310.68	06/14/13	394.71	84.03
	Totals			\$2,648.00		\$3,321.73	\$673.73
LONZA GROUP AG ZUERICH ADR	LZAGY	160.000	11/23/10	1,241.78	09/17/13	1,295.90	54.12
	LZAGY	22.000	11/24/10	170.97	09/17/13	178.19	7.22
	LZAGY	96.000	08/15/11	626.73	09/17/13	777.53	150.80
	LZAGY	122.000	08/15/11	796.47	09/18/13	980.19	183.72

Realized Gain/Loss - Detail
(01/01/13 - 09/30/13)
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VAN PELT/BASS FOUNDATION
 LAWRENCE BASS
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 APT. 11A
 NEW YORK NY 10028-0501

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 Ph. 212-603-6193

Acct. 552-127828-487

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
	Totals			\$2,835.95		\$3,231.81	\$395.86
LAZARD EMERGING MARKETS I	LZEMX	18.103	11/23/10	\$376.90	03/08/13	\$362.06	\$(14.84)
PRECISION CASTPARTS CORP	PCP	3.000	01/31/12	490.50	04/16/13	561.34	70.84
PIMCO EMERGING LOCAL BD P	PELPX	3,380.293	06/04/10	33,329.69	03/08/13	36,980.37	3,650.68
	PELPX	1,255.388	11/23/10	13,583.30	03/08/13	13,733.98	150.68
	Totals			\$46,912.99		\$50,714.35	\$3,801.36
QUALCOMM INC	QCOM	8.000	06/10/10	277.86	03/06/13	533.37	255.51
	QCOM	13.000	06/10/10	451.53	01/25/13	829.60	378.07
	QCOM	3.000	08/09/10	119.34	03/06/13	200.01	80.67
	QCOM	4.000	08/10/10	158.36	07/09/13	238.88	80.52
	QCOM	9.000	08/10/10	356.31	03/06/13	600.05	243.74
	QCOM	13.000	08/11/10	504.79	07/09/13	776.35	271.56
	QCOM	15.000	08/12/10	577.47	07/09/13	895.79	318.32
	QCOM	3.000	08/13/10	114.00	09/13/13	205.90	91.90
	QCOM	6.000	08/13/10	228.00	07/09/13	358.32	130.32
	QCOM	9.000	08/17/10	355.76	09/13/13	617.70	261.94
	QCOM	4.000	10/21/10	173.80	09/13/13	274.54	100.74
	QCOM	7.000	10/21/10	304.15	09/27/13	472.89	168.74
	QCOM	2.000	11/24/10	96.04	09/27/13	135.11	39.07
	QCOM	1.000	11/29/10	47.40	09/27/13	67.55	20.15
	Totals			\$3,764.81		\$6,206.06	\$2,441.25
QIAGEN NV ORD	QGEN	143.000	11/23/10	2,686.97	01/10/13	2,712.67	25.70
	QGEN	10.000	11/24/10	190.70	01/10/13	189.70	(1.00)
	QGEN	2.000	11/29/10	37.54	01/10/13	37.94	0.40
	QGEN	10.000	09/06/11	143.60	01/10/13	189.69	46.09
	Totals			\$3,058.81		\$3,130.00	\$71.19
RIO TINTO PLC SPON ADR	RIO	1.000	03/09/10	55.75	03/08/13	51.39	(4.36)
	RIO	32.000	03/09/10	1,783.92	04/05/13	1,440.63	(343.29)
	RIO	10.000	06/04/10	440.54	04/05/13	450.20	9.66
	RIO	3.000	09/06/11	170.64	04/05/13	135.06	(35.58)
	Totals			\$2,450.85		\$2,077.28	\$(373.57)
RALPH LAUREN CORP CL A	RL	1.000	06/23/11	125.58	05/21/13	188.01	62.43
	RL	4.000	08/10/11	513.58	05/21/13	752.03	238.45
	Totals			\$639.16		\$940.04	\$300.88

Realized Gain/Loss - Detail
(01/01/13 - 09/30/13)
 As of 01/23/2014

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Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
STARBUCKS CORP WASHINGTON	SBUX	17.000	06/23/11	\$632.43	05/21/13	\$1,091.97	\$459.54
SCHLUMBERGER LTD	SLB	7.000	11/23/10	526.25	02/05/13	558.41	32.16
	SLB	9.000	11/23/10	676.60	02/05/13	717.96	41.36
	SLB	3.000	11/24/10	231.27	02/15/13	241.06	9.79
	SLB	1.000	05/11/11	82.15	02/15/13	80.35	(1.80)
	SLB	3.000	05/11/11	246.44	02/15/13	241.06	(5.38)
	SLB	1.000	05/17/11	81.22	02/15/13	80.35	(0.87)
	SLB	1.000	05/17/11	81.23	02/15/13	80.35	(0.88)
	SLB	2.000	05/17/11	162.45	02/15/13	160.71	(1.74)
	SLB	1.000	06/09/11	85.78	02/15/13	80.35	(5.43)
	SLB	3.000	06/09/11	257.32	02/15/13	241.05	(16.27)
	Totals			\$2,430.71		\$2,481.65	\$50.94
SONOVA HLDG AG UNSP ADR	SONVY	57.000	03/29/11	1,149.25	05/13/13	1,243.13	93.88
	SONVY	25.000	08/12/11	389.81	05/13/13	545.23	155.42
	Totals			\$1,539.06		\$1,788.36	\$249.30
SOUTHERN CO	SO	58.000	03/09/10	1,870.41	01/22/13	2,533.95	663.54
	SO	10.000	06/04/10	324.29	01/22/13	436.89	112.60
	SO	5.000	11/24/10	189.69	01/22/13	218.44	28.75
	SO	1.000	11/29/10	37.57	01/22/13	43.69	6.12
	Totals			\$2,421.96		\$3,232.97	\$811.01
SWATCH GROUP AG ADR THE UNSPON	SWGAY	63.000	11/23/10	1,228.50	03/11/13	1,783.34	554.84
AT&T INC	T	33.000	03/09/10	844.70	01/16/13	1,109.10	264.40
TERADATA CORP	TDC	7.000	02/10/12	434.42	04/04/13	356.43	(77.99)
	TDC	4.000	02/28/12	262.69	04/04/13	203.68	(59.01)
	Totals			\$697.11		\$560.11	\$(137.00)
TEMPLETON GLOBAL BD FD ADV	TGBAX	2,918.745	03/09/10	38,469.06	01/24/13	39,140.37	671.31
	TGBAX	2,999.851	03/09/10	39,538.04	03/08/13	40,617.98	1,079.94
	Totals			\$78,007.10		\$79,758.35	\$1,751.25
UNITEDHEALTH GP INC	UNH	4.000	06/02/11	196.43	07/11/13	273.22	76.79
	UNH	9.000	07/27/11	454.41	07/15/13	609.71	155.30
	UNH	9.000	07/27/11	454.41	07/11/13	614.75	160.34
	UNH	4.000	08/01/11	191.47	07/15/13	270.98	79.51
	UNH	8.000	08/01/11	382.94	07/24/13	579.75	196.81
	Totals			\$1,679.66		\$2,348.41	\$668.75

Realized Gain/Loss - Detail
(01/01/13 - 09/30/13)
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Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
UNION PACIFIC CORP	UNP	4.000	03/09/10	\$283.00	05/09/13	\$616.06	\$333.06
V F CORPORATION	VFC	10.000	03/09/10	795.86	09/24/13	2,024.58	1,228.72
VODAFONE GP PLC ADS NEW	VOD	61.000	03/09/10	1,368.73	02/22/13	1,511.16	142.43
	VOD	20.000	06/04/10	403.52	02/22/13	495.46	91.94
	VOD	3.000	11/29/10	75.59	02/22/13	74.32	(1.27)
	Totals			\$1,847.84		\$2,080.94	\$233.10
VISA INC CL A	V	1.000	03/09/10	90.55	03/12/13	159.65	69.10
	V	4.000	03/09/10	362.19	01/11/13	641.60	279.41
	V	2.000	05/11/10	168.00	03/12/13	319.30	151.30
	Totals			\$620.74		\$1,120.55	\$499.81
WELLS FARGO & CO NEW	WFC	5.000	03/09/10	144.65	07/25/13	217.43	72.78
	WFC	88.000	03/09/10	2,545.81	07/25/13	3,826.81	1,281.00
	Totals			\$2,690.46		\$4,044.24	\$1,353.78
WEYERHAEUSER CO	WY	3.000	03/09/10	130.70	03/08/13	90.27	(40.43)
XINYI GLASS HLDGS LTD UNSPON	XYIGY	75.000	07/10/12	844.94	09/24/13	1,350.18	505.24
YUM BRANDS INC	YUM	7.000	04/14/10	289.31	04/23/13	444.84	155.53
	YUM	7.000	04/14/10	289.31	04/03/13	471.39	182.08
	YUM	7.000	06/04/10	288.12	04/23/13	444.84	156.72
	YUM	2.000	11/24/10	101.02	04/23/13	127.10	26.08
	Totals			\$967.76		\$1,488.17	\$520.41

** Gain/Loss is only calculated when an original cost basis is available.

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.

Realized Gain/Loss - Detail
(01/01/13 - 09/30/13)
As of 01/23/2014

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The above summary/prices/quotes/statistics have been obtained from sources believed reliable but are not necessarily complete and cannot be guaranteed. The information contained in client monthly account statements and confirmations reflects all transactions, and as such supersedes all other reports for financial and tax purposes. This report does not supersede or replace your monthly Client Statement. If we do not hold the securities in a Morgan Stanley Wealth Management account, the report reflects securities which we believe you own, based upon your communications with our Financial Advisor. © 2014 Morgan Stanley Smith Barney LLC. Member SIPC.

Form 990PF Part VIII Line 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
LAWRENCE D BASS	PRESIDENT 2 00	0	0	0
11 E86TH ST NEW YORK,NY 10028				
SANDRA BASS	SECRETARY & TREASURER 1 00	0	0	0
11 E86TH ST NEW YORK,NY 10028				
MARISA BASS	VICE PRESIDENT 1 00	0	0	0
11 E86TH ST NEW YORK,NY 10028				
AMANDA BASS	DIRECTOR 1 00	0	0	0
11 E86TH ST NEW YORK,NY 10028				
ARNOLD SPIEGEL	DIRECTOR 1 00	0	0	0
1065 PARK AVENUE NEW YORK,NY 10128				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BIG APPLE CIRCUS 505 EIGHT AVENUE NEW YORK, NY 10018	NONE	GENERAL	CHARITABLE	1,000
BOCA HELPING HANDS 1500 NW 1ST COURT BOCA RATON, FL 33432	NONE	GENERAL	CHARITABLE	500
COPLAND HOUSE P O BOX 2177 PEEKSKILL, NY 10566	NONE	GENERAL	CHARITABLE	500
DEMAREST UNITED METHODIST CHURCH 109 HARDENBURGH AVENUE DEMAREST, MD 21218	NONE	GENERAL	CHARITABLE	10,000
HILLEL AT JOHNS HOPKINS UNIVERSITY 3109 N CHARLES STREET BALTIMORE, MD 21218	NONE	GENERAL	CHARITABLE	540
HORSES AND THE HANDICAPPED PO BOX 273542 BOCA RATON, FL 33427	NONE	GENERAL	CHARITABLE	1,000
JOHN HOPKINS UNIVERSITY 3400 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE	GENERAL	CHARITABLE	7,500
SEQNN (AMISTAD) 92-31 UNION HALL STREET - 3RD FL NEW YORK, NY 10024	NONE	GENERAL	CHARITABLE	200
TEMPLE SHAARAY TEFILA 250 EAST 79TH STREET NEW YORK, NY 10021	NONE	GENERAL	CHARITABLE	3,176
TRUSTEES OF THE UNIVERSITY OF PA 3451 WALNUT STREET PHILADELPHIA, PA 19104	NONE	GENERAL	CHARITABLE	50,000
NY HOSPITAL CORNELL MEDICAL CENTER 1305 YORK AVE NEW YORK, NY 10021	NONE	GENERAL	MEDICAL RESEARCH	7,000
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVE NEW YORK, NY 10021	NONE	GENERAL	CHARITABLE	400
KAREN HORNEY CLINIC INC 329 E 62ND ST NEW YORK, NY 10065	NONE	GENERAL	CHARITABLE	500
WHITE PLAINS HIGH SCHOOL 550 NORTH STREET WHITE PLAINS, NY 10605	NONE	GENERAL	50TH REUNION FUND - EDUCATIONAL	200
Total  3a				82,516