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 DEC 1, 2012 , and ending NOV 30, 2013

Name of foundation
THE C JEAN & MYLES MCDONOUGH CHARITABLE FOUNDATION

A Employer identification number
04-2947391

Number and street (or P O box number if mail is not delivered to street address) Room/suite
8 WESTWOOD DRIVE

B Telephone number
508-791-0901

City or town, state, and ZIP code
WORCESTER, MA 01609

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,226,100.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	50,866.	50,866.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<4,307,644.>			
	b Gross sales price for all assets on line 6a 1,624,479.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	25,558.	0.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	<4,231,220.>	50,866.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	550.	550.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	10,123.	10,123.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	10,673.	10,673.		0.
	25 Contributions, gifts, grants paid	1,165,250.			1,165,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,175,923.	10,673.		1,165,250.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<5,407,143.>			
	b **Net investment income** (if negative, enter -0-)		40,193.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	288,837.	57,993.	57,993.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S. and state government obligations	218,535.		
	b Investments - corporate stock STMT 5	5,777,960.	694,108.	816,105.
	c Investments - corporate bonds	138,605.		
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	50,070.	314,873.	352,002.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ REFUND RECEIVABLE)	110.	0.	0.
	16 Total assets (to be completed by all filers)	6,474,117.	1,066,974.	1,226,100.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,474,117.	1,066,974.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	6,474,117.	1,066,974.	
	31 Total liabilities and net assets/fund balances	6,474,117.	1,066,974.	

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	6,474,117.
2	Enter amount from Part I, line 27a	2	<5,407,143.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,066,974.
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	1,066,974.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,624,479.		5,932,123.	<4,307,644.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<4,307,644.>

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	<4,307,644.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	726,888.	2,083,550.	.348870
2010	476,260.	797,714.	.597031
2009	321,382.	1,170,007.	.274684
2008	88,200.	981,837.	.089832
2007	372,615.	1,502,282.	.248033

2 Total of line 1, column (d)	2	1.558450
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	.311690
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,091,861.
5 Multiply line 4 by line 3	5	652,012.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	402.
7 Add lines 5 and 6	7	652,414.
8 Enter qualifying distributions from Part XII, line 4	8	1,165,250.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	402.
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	402.
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	402.
6 Credits/Payments.				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	3,000.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,598.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	2,598.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ TRUSTEE Telephone no ▶508-791-0901

Located at ▶306 MAIN ST., SUITE 400, WORCESTER, MA ZIP+4 ▶01615-0034

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
C. JEAN MCDONOUGH 8 WESTWOOD DRIVE WORCESTER, MA 01609	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

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

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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	1,559,472.
b	Average of monthly cash balances		1b	463,412.
c	Fair market value of all other assets		1c	100,833.
d	**Total** (add lines 1a, b, and c)		1d	2,123,717.
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	2,123,717.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	31,856.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,091,861.
6	**Minimum investment return.** Enter 5% of line 5		6	104,593.

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	104,593.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 402.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	402.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	104,191.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	104,191.
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	104,191.

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	1,165,250.
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	1,165,250.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	402.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,164,848.

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				104,191.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 288,998.				
b From 2008 39,524.				
c From 2009 265,618.				
d From 2010 438,154.				
e From 2011 628,634.				
f Total of lines 3a through e	1,660,928.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,165,250.				
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				104,191.
e Remaining amount distributed out of corpus	1,061,059.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,721,987.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	288,998.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,432,989.			
10 Analysis of line 9				
a Excess from 2008 39,524.				
b Excess from 2009 265,618.				
c Excess from 2010 438,154.				
d Excess from 2011 628,634.				
e Excess from 2012 1,061,059.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

C. JEAN MCDONOUGH

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ABBY'S HOUSE 1075 PLEASANT STREET WORCESTER, MA 01613	NONE	OTHER PUBLIC CHARITY	GENERAL	5,000.
AMERICAN ANTIQUARIAN SOCIETY 185 SALISBURY STREET WORCESTER, MA 01609	NONE	OTHER PUBLIC CHARITY	GENERAL	10,200.
ARTHRITIS FOUNDATION 47 ELM STREET WALPOLE, MA 02081	NONE	OTHER PUBLIC CHARITY	GENERAL	25,000.
BANCROFT SCHOOL, WORCESTER, MA 110 SHORE DRIVE WORCESTER, MA 01605	NONE	OTHER PUBLIC CHARITY	GENERAL	2,000.
ECOTARIUM, WORCESTER, MA 222 HARRINGTON WAY WORCESTER, MA 01604	NONE	OTHER PUBLIC CHARITY	GENERAL	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,165,250.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	50,866.	
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					25,558.
8 Gain or (loss) from sales of assets other than inventory			18	<4,307,644.>	
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.		<4,256,778.>	25,558.

13 Total. Add line 12, columns (b), (d), and (e) 13 <4,231,220.>

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

C. Jean M McDonough | 4-3-14 | TRUSTEE

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

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ALLEN J. FALKE	Allen Falke	4/2/14		P00534549

Firm's name ▶ GREENBERG ROSENBLATT KULL & BITSOLI, PC — Firm's EIN ▶ 04-2687094

Firm's address ▶ 306 MAIN STREET SUITE 400 WORCESTER, MA 01615-0034 — Phone no (508)791-0901

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	TYCO CLASS ACTION SETTLEMENT	P	06/27/13	06/27/13
b	2000 DOW CHEMICAL CO 8.55% 5/15/19	P	01/19/10	12/12/12
c	1000 DOW CHEMICAL CO 8.55% 5/15/19	P	04/10/12	12/12/12
d	8000 U.S. TREASURY NOTE SER AF 1.125% 12/15/12	P	04/30/12	12/13/12
e	1000 US TREASURY BONDS 4.375% 2/15/38	P	10/04/11	01/30/13
f	3000 CONSOLIDATED EDISON 4.875% 2/1/13	P	06/05/12	02/01/13
g	10000 U.S. TREASURY NOTE 11.25% 1/15/13	P	12/20/12	02/04/13
h	2000 US TREASURY BONDS 4.375% 2/15/38	P	06/05/12	02/07/13
i	1000 XEROX CORP 6.35% 5/15/18	P	08/18/09	02/07/13
j	1000 US TREASURY BONDS 4.375% 2/15/38	P	06/05/12	02/11/13
k	1000 US TREASURY BONDS 4.375% 2/15/38	P	09/27/12	02/11/13
l	1000 US TREASURY BONDS 4.375% 2/15/38	P	10/11/12	02/11/13
m	1000 US TREASURY BONDS 4.375% 2/15/38	P	11/26/12	02/11/13
n	30000 U.S. TREASURY NOTE SER L 1.125% 5/31/19	P	06/05/12	02/20/13
o	6000 U.S. TREASURY NOTE SER L 1.125% 5/31/19	P	07/19/12	02/20/13

	(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	14.			14.
b	2,716.		2,386.	330.
c	1,358.		1,326.	32.
d	8,000.		8,048.	<48.>
e	1,240.		1,326.	<86.>
f	3,000.		3,086.	<86.>
g	10,037.		10,049.	<12.>
h	2,493.		2,726.	<233.>
i	1,160.		1,022.	138.
j	1,244.		1,363.	<119.>
k	1,244.		1,316.	<72.>
l	1,244.		1,298.	<54.>
m	1,244.		1,324.	<80.>
n	29,837.		30,158.	<321.>
o	5,967.		6,069.	<102.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				14.
b				330.
c				32.
d				<48.>
e				<86.>
f				<86.>
g				<12.>
h				<233.>
i				138.
j				<119.>
k				<72.>
l				<54.>
m				<80.>
n				<321.>
o				<102.>

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

223591
05-01-12

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	2000 MORGAN STANLEY GLOBAL SUB NOTES 4.75% 4/1/14	P	01/13/10	02/21/13
b	1000 MORGAN STANLEY GLOBAL SUB NOTES 4.75% 4/1/14	P	08/10/10	02/21/13
c	1000 MORGAN STANLEY GLOBAL SUB NOTES 4.75% 4/1/14	P	04/12/12	02/21/13
d	2000 HOME DEPOT INC GLOBAL 5.4% 3/1/16	P	12/15/10	04/10/13
e	1000 HOME DEPOT INC GLOBAL 5.4% 3/1/16	P	05/18/12	04/10/13
f	1000 WASTE MANAGEMENT INC 2.6% 9/1/16	P	05/10/12	04/10/13
g	2000 WASTE MANAGEMENT INC 2.6% 9/1/16	P	05/17/12	04/10/13
h	2000 KRAFT FOOD INC 5.375% 2/10/20	P	09/01/10	04/19/13
i	1000 KRAFT FOOD INC 5.375% 2/10/20	P	03/14/12	04/19/13
j	1000 US TREASURY BONDS 2.75% 11/15/42	P	02/11/13	04/22/13
k	2000 INTEL CORP 3.3% 10/1/21	P	10/19/11	04/22/13
l	2000 INTEL CORP 3.3% 10/1/21	P	03/20/12	04/22/13
m	2000 VERIZON COMMUNICATIONS 6.35% 4/1/19	P	09/23/09	04/22/13
n	1000VERIZON COMMUNICATIONS 6.35% 4/1/19	P	03/27/12	04/22/13
o	2000 DIRECTV HOLDINGS 5% 3/1/21	P	03/08/11	05/01/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,071.		2,042.	29.
b	1,036.		1,032.	4.
c	1,036.		1,014.	22.
d	2,264.		2,236.	28.
e	1,132.		1,154.	<22.>
f	1,047.		1,040.	7.
g	2,095.		2,079.	16.
h	2,395.		2,215.	180.
i	1,198.		1,151.	47.
j	972.		922.	50.
k	2,123.		2,063.	60.
l	2,123.		2,053.	70.
m	2,488.		2,221.	267.
n	1,244.		1,224.	20.
o	2,284.		1,993.	291.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				29.
b				4.
c				22.
d				28.
e				<22.>
f				7.
g				16.
h				180.
i				47.
j				50.
k				60.
l				70.
m				267.
n				20.
o				291.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	1000 DIRECTV HOLDINGS 5% 3/1/21	P	05/18/12	05/01/13
b	4000 BEAR STEARNS CO INC 7.25% 2/1/18	P	10/27/09	05/03/13
c	2000 BEAR STEARNS CO INC 7.25% 2/1/18	P	04/10/12	05/03/13
d	3000 US TREASURY BONDS 2.75% 11/15/42	P	02/11/13	05/06/13
e	1000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	11/02/11	05/06/13
f	4000 BURLINGTON NORTHERN SANTA FE 3.05% 9/1/22	P	08/17/12	05/06/13
g	2000 GENERAL ELECTRIC CAP CORP 4.375% 9/16/20	P	09/14/10	05/28/13
h	3000 GENERAL ELECTRIC CAP CORP 4.375% 9/16/20	P	09/14/10	05/28/13
i	2000 GENERAL ELECTRIC CAP CORP 4.375% 9/16/20	P	03/14/12	05/28/13
j	2000 US TREASURY BONDS 2.75% 11/15/42	P	04/02/13	05/29/13
k	1000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	11/02/11	05/29/13
l	10000 U.S. TREASURY NOTE 7.5% 12/15/13	P	02/05/13	06/25/13
m	9000 U.S. TREASURY NOTE 7.5% 12/15/13	P	02/26/13	06/25/13
n	4000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	11/02/11	06/28/13
o	3000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	11/02/11	07/17/13

	(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	1,142.		1,092.	50.
b	4,982.		4,557.	425.
c	2,491.		2,426.	65.
d	2,853.		2,765.	88.
e	1,051.		1,008.	43.
f	4,115.		4,011.	104.
g	2,214.		1,984.	230.
h	3,321.		2,985.	336.
i	2,214.		2,135.	79.
j	1,803.		1,862.	<59.>
k	1,026.		1,008.	18.
l	10,030.		10,050.	<20.>
m	9,027.		9,042.	<15.>
n	3,973.		4,030.	<57.>
o	2,998.		3,023.	<25.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				50.
b				425.
c				65.
d				88.
e				43.
f				104.
g				230.
h				336.
i				79.
j				<59.>
k				18.
l				<20.>
m				<15.>
n				<57.>
o				<25.>

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

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05-01-12

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	2000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	11/02/11	08/07/13
b	1000 US BANCORP 3% 3/15/22	P	02/29/12	08/07/13
c	2000 US BANCORP 3% 3/15/22	P	02/29/12	08/07/13
d	1000 US BANCORP 3% 3/15/22	P	04/25/12	08/07/13
e	1000 BANK OF MONTREAL 2.5% 1/11/17	P	01/09/12	08/12/13
f	2000 BANK OF MONTREAL 2.5% 1/11/17	P	06/19/12	08/12/13
g	1000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	11/02/11	08/22/13
h	2000 GOLDMAN SACHS GROUP INC 6% 6/15/20	P	07/22/10	10/22/13
i	2000 GOLDMAN SACHS GROUP INC 6% 6/15/20	P	03/27/12	10/22/13
j	3000 GECC 3.1% 1/9/23	P	05/28/13	10/22/13
k	8000 FEDERAL NATL MTG ASSOC 2.375% 7/28/15	P	06/14/10	10/23/13
l	6000 FEDERAL HOME LN MTG CORP 3.75% 3/27/19	P	08/17/09	10/23/13
m	6000 FEDERAL HOME LN MTG CORP 2.5% 5/27/16	P	04/06/11	10/23/13
n	3000 US TREASURY INFLATION INDEX NTS 1.625% 1/15/	P	08/21/09	10/23/13
o	1000 US TREASURY BONDS 1.75% 1/15/28	P	09/17/12	10/23/13

	(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	1,983.		2,015.	<32.>
b	978.		1,004.	<26.>
c	1,957.		1,999.	<42.>
d	978.		1,009.	<31.>
e	1,034.		998.	36.
f	2,067.		2,067.	0.
g	968.		1,008.	<40.>
h	2,317.		2,141.	176.
i	2,317.		2,111.	206.
j	2,912.		2,957.	<45.>
k	8,291.		7,971.	320.
l	6,652.		5,924.	728.
m	6,300.		5,994.	306.
n	3,696.		3,095.	601.
o	1,263.		1,411.	<148.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<32.>
b				<26.>
c				<42.>
d				<31.>
e				36.
f				0.
g				<40.>
h				176.
i				206.
j				<45.>
k				320.
l				728.
m				306.
n				601.
o				<148.>

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

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05-01-12

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	3000 DOW CHEMICAL CO 3% 5/15/22	P	12/12/12	10/23/13
b	3000 JP MORGAN CHASE 3.375% 5/1/23	P	05/03/13	10/23/13
c	3000 WALT DISNEY 2.35% 12/1/22	P	11/27/12	10/23/13
d	2000 WELLS FARGO & CO 4.6% 4/1/21	P	10/19/11	10/23/13
e	2000 CAPITAL ONE FINANCIAL CO 4.75% 7/21/15	P	08/01/12	10/23/13
f	1000 METLIFE INC 6.4% 12/15/36	P	02/18/10	10/23/13
g	1000 METLIFE INC 6.4% 12/15/36	P	10/18/10	10/23/13
h	2000 JOHN DEERE CAPITAL CORP 1.85% 9/15/16	P	08/24/11	10/23/13
i	2000 THERMO FISHER SCIENTIFIC INC 2.25% 8/15/16	P	08/24/11	10/23/13
j	2000 DIRECTV HOLDINGS 3.8% 3/15/22	P	04/24/13	10/23/13
k	2000 BURLINGTON NORTHERN 3% 3/15/23	P	05/06/13	10/23/13
l	2000 VERIZON COMMUNICATIONS 2.45% 11/1/22	P	04/22/13	10/23/13
m	1000 MERRILL LYNCH & CO 6.4% 8/28/17	P	10/27/09	10/23/13
n	1000 MARATHON OIL CORP 2.8% 11/1/22	P	10/26/12	10/23/13
o	16000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	11/02/11	10/24/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,834.		3,008.	<174.>
b	2,821.		3,000.	<179.>
c	2,815.		2,977.	<162.>
d	2,201.		2,129.	72.
e	2,162.		2,251.	<89.>
f	1,038.		865.	173.
g	1,038.		954.	84.
h	2,053.		1,999.	54.
i	2,045.		2,014.	31.
j	1,932.		2,105.	<173.>
k	1,905.		2,044.	<139.>
l	1,808.		1,952.	<144.>
m	1,160.		1,052.	108.
n	948.		1,002.	<54.>
o	16,002.		16,121.	<119.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<174.>
b				<179.>
c				<162.>
d				72.
e				<89.>
f				173.
g				84.
h				54.
i				31.
j				<173.>
k				<139.>
l				<144.>
m				108.
n				<54.>
o				<119.>

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	1000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	12/05/11	10/24/13
b	1000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	12/29/11	10/24/13
c	17000 U.S. TREASURY NOTE 11.25% 12/31/19	P	02/20/13	10/24/13
d	13000 U.S. TREASURY NOTE 7.5% 10/31/17	P	11/07/12	10/24/13
e	5000 U.S. TREASURY NOTE 7.5% 6/15/14	P	06/25/13	10/24/13
f	4000 US TREASURY INFLATION INDEX NTS .5% 4/15/15	P	05/13/10	10/24/13
g	2000 CIGNA CORP 4% 2/15/22	P	11/07/11	10/24/13
h	2000 GOLDMAN SACHS GROUP INC 2.9% 7/19/18	P	10/22/13	10/24/13
i	1000 DOMINION RESOURCES INC 4.45% 3/15/21	P	11/22/11	10/24/13
j	3000 U.S. TREASURY NOTE 7.5% 6/15/14	P	06/25/13	10/25/13
k	1000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	12/29/11	10/28/13
l	1000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	02/27/12	10/28/13
m	2000 US BANCORP 2.95% 7/15/22	P	08/06/13	10/31/13
n	1000 US BANCORP 2.95% 7/15/22	P	08/06/13	11/04/13
o	10000 U.S. TREASURY NOTE 7.5% 10/31/17	P	11/07/12	11/06/13

	(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	1,000.		1,006.	<6.>
b	1,000.		1,021.	<21.>
c	16,431.		16,733.	<302.>
d	12,868.		13,059.	<191.>
e	5,021.		5,028.	<7.>
f	4,411.		4,045.	366.
g	2,071.		1,975.	96.
h	2,038.		2,041.	<3.>
i	1,078.		1,114.	<36.>
j	3,012.		3,017.	<5.>
k	1,001.		1,021.	<20.>
l	2,001.		2,050.	<49.>
m	1,904.		1,896.	8.
n	949.		948.	1.
o	9,908.		10,046.	<138.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a				<6.>
b				<21.>
c				<302.>
d				<191.>
e				<7.>
f				366.
g				96.
h				<3.>
i				<36.>
j				<5.>
k				<20.>
l				<49.>
m				8.
n				1.
o				<138.>

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo , day, yr)
1a	3000 U.S. TREASURY NOTE 7.5% 10/31/17	P	12/27/12	11/06/13
b	2000 U.S. TREASURY NOTE 7.5% 10/31/17	P	02/26/13	11/06/13
c	4000 FEDEX CORP 2.625% 8/1/22	P	10/24/12	11/13/13
d	2000 US BANCORP 2.95% 7/15/22	P	08/06/13	11/13/13
e	1000 US BANCORP 2.95% 7/15/22	P	08/07/13	11/13/13
f	17000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	02/29/12	11/18/13
g	8000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	06/28/12	11/18/13
h	1000 U.S. TREASURY NOTE SER E 2.125% 8/15/21	P	09/30/13	11/18/13
i	10000 U.S. TREASURY NOTE 7.5% 6/15/14	P	06/25/13	11/18/13
j	4000 U.S. TREASURY NOTE 7.5% 6/15/14	P	06/28/13	11/18/13
k	3000 U.S. TREASURY NOTE 7.5% 6/15/14	P	07/31/13	11/18/13
l	1000 U.S. TREASURY NOTE 7.5% 6/15/14	P	10/29/13	11/18/13
m	18000 U.S. TREASURY 1.375% 9/30/18	P	11/06/13	11/18/13
n	9000 FEDERAL HOME LN MTG CORP 2.5% 5/27/16	P	04/06/11	11/18/13
o	6000 FEDERAL HOME LN MTG CORP 2.5% 5/27/16	P	03/26/12	11/18/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,972.		3,009.	<37.>
b	1,982.		2,005.	<23.>
c	3,670.		4,027.	<357.>
d	1,881.		1,896.	<15.>
e	940.		950.	<10.>
f	16,900.		17,337.	<437.>
g	7,953.		8,466.	<513.>
h	994.		992.	2.
i	10,036.		10,055.	<19.>
j	4,015.		4,022.	<7.>
k	3,011.		3,016.	<5.>
l	1,004.		1,004.	0.
m	18,077.		18,058.	19.
n	9,452.		8,991.	461.
o	6,302.		6,348.	<46.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(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				<37.>
b				<23.>
c				<357.>
d				<15.>
e				<10.>
f				<437.>
g				<513.>
h				2.
i				<19.>
j				<7.>
k				<5.>
l				0.
m				19.
n				461.
o				<46.>

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo , day, yr)
1a	3000 FEDERAL HOME LN MTG CORP 3.75% 3/27/19	P	08/17/09	11/18/13
b	3000 FEDERAL HOME LN MTG CORP 3.75% 3/27/19	P	08/27/09	11/18/13
c	2000 FEDERAL HOME LN MTG CORP 3.75% 3/27/19	P	05/07/10	11/18/13
d	6000 FEDERAL HOME LN MTG CORP 3.75% 3/27/19	P	03/26/12	11/18/13
e	16000 U.S. TREASURY NOTE 11.25% 12/31/19	P	02/20/13	11/18/13
f	10000 FEDERAL NATL MTG ASSOC 2.375% 7/28/15	P	06/14/10	11/18/13
g	3000 FEDERAL NATL MTG ASSOC 2.375% 7/28/15	P	06/27/12	11/18/13
h	3000 US TREASURY INFLATION INDEX NTS 1.625% 1/15/	P	08/21/09	11/18/13
i	3000 US TREASURY INFLATION INDEX NTS 1.625% 1/15/	P	06/19/12	11/18/13
j	2000 US TREASURY INFLATION INDEX BDS 1.75% 1/15/2	P	12/14/10	11/18/13
k	1000 US TREASURY INFLATION INDEX NTS .5% 4/15/15	P	05/13/10	11/18/13
l	1000 US TREASURY INFLATION INDEX NTS .5% 4/15/15	P	09/17/12	11/18/13
m	6000 VERIZON COMMUNICATIONS 2.45% 11/1/22	P	04/22/13	11/19/13
n	2000 BANK OF MONTREAL 2.375% 1/25/19	P	10/23/13	11/19/13
o	3000 BANK OF MONTREAL 2.375% 1/25/19	P	10/25/13	11/19/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,320.		2,962.	358.
b	3,320.		2,962.	358.
c	2,213.		2,003.	210.
d	6,640.		6,721.	<81.>
e	15,414.		15,749.	<335.>
f	10,359.		9,964.	395.
g	3,108.		3,170.	<62.>
h	3,704.		3,095.	609.
i	3,704.		3,795.	<91.>
j	2,473.		2,109.	364.
k	1,103.		1,011.	92.
l	1,103.		1,118.	<15.>
m	5,355.		5,857.	<502.>
n	2,022.		2,028.	<6.>
o	3,033.		3,039.	<6.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				358.
b				358.
c				210.
d				<81.>
e				<335.>
f				395.
g				<62.>
h				609.
i				<91.>
j				364.
k				92.
l				<15.>
m				<502.>
n				<6.>
o				<6.>

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	4000 ORACLE CORP 5.75% 4/15/18	P	11/13/13	11/19/13
b	5000 JP MORGAN CHASE 3.375% 5/1/23	P	05/03/13	11/19/13
c	4000 SEMPRA ENERGY 2.875% 10/1/22	P	09/17/13	11/19/13
d	2000 AMERICAN EXPRESS GLOBAL 6.15% 8/28/17	P	05/27/11	11/19/13
e	1000 AMERICAN EXPRESS GLOBAL 6.15% 8/28/17	P	03/13/12	11/19/13
f	1000 ACE INA HOLDINGS 5.7% 2/15/17	P	08/06/09	11/19/13
g	1000 ACE INA HOLDINGS 5.7% 2/15/17	P	09/24/09	11/19/13
h	1000 ACE INA HOLDINGS 5.7% 2/15/17	P	03/27/12	11/19/13
i	1000 MIDAMERICAN ENERGY 6.125% 4/1/36	P	09/23/09	11/19/13
j	1000 MIDAMERICAN ENERGY 6.125% 4/1/36	P	02/17/10	11/19/13
k	1000 MIDAMERICAN ENERGY 6.125% 4/1/36	P	03/13/12	11/19/13
l	2000 AT & T INC. 6.55% 2/15/39	P	07/29/10	11/19/13
m	1000 AT & T INC. 6.55% 2/15/39	P	05/17/12	11/19/13
n	1000 MCKESSON CORP 3.25% 3/1/16	P	02/24/11	11/19/13
o	1000 MCKESSON CORP 3.25% 3/1/16	P	04/27/11	11/19/13

	(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	4,675.		4,668.	7.
b	4,643.		5,001.	<358.>
c	3,702.		3,645.	57.
d	2,329.		2,308.	21.
e	1,165.		1,180.	<15.>
f	1,132.		1,014.	118.
g	1,132.		1,085.	47.
h	1,132.		1,173.	<41.>
i	1,119.		1,072.	47.
j	1,119.		1,003.	116.
k	1,119.		1,228.	<109.>
l	2,211.		2,272.	<61.>
m	1,106.		1,274.	<168.>
n	1,050.		1,004.	46.
o	1,050.		1,018.	32.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				7.
b				<358.>
c				57.
d				21.
e				<15.>
f				118.
g				47.
h				<41.>
i				47.
j				116.
k				<109.>
l				<61.>
m				<168.>
n				46.
o				32.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	1000 MCKESSON CORP 3.25% 3/1/16	P	03/27/12	11/19/13
b	3000 EATON CORP 5.95% 3/20/14	P	06/12/13	11/19/13
c	3000 MARATHON OIL CORP 2.8% 11/1/22	P	10/26/12	11/19/13
d	1000 MERRILL LYNCH & CO 6.4% 8/28/17	P	10/27/09	11/19/13
e	1000 MERRILL LYNCH & CO 6.4% 8/28/17	P	03/14/12	11/19/13
f	1000 METLIFE INC 6.4% 12/15/36	P	03/27/12	11/19/13
g	1000 METLIFE INC 6.4% 12/15/36	P	05/21/12	11/19/13
h	2000 GOLDMAN SACHS GROUP INC 2.9% 7/19/18	P	10/22/13	11/19/13
i	2000 THERMO FISHER SCIENTIFIC INC 2.25% 8/15/16	P	04/25/12	11/19/13
j	1000 JOHN DEERE CAPITAL CORP 1.85% 9/15/16	P	08/24/11	11/19/13
k	1000 JOHN DEERE CAPITAL CORP 1.85% 9/15/16	P	05/17/12	11/19/13
l	2000 US BANCORP 2.95% 7/15/22	P	08/07/13	11/19/13
m	1000 WELLS FARGO & CO 4.6% 4/1/21	P	03/14/12	11/20/13
n	1000 WELLS FARGO & CO 4.6% 4/1/21	P	08/09/12	11/20/13
o	1000 WELLS FARGO & CO 4.6% 4/1/21	P	08/20/13	11/20/13

	(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	1,050.		1,072.	<22.>
b	3,052.		3,121.	<69.>
c	2,796.		3,007.	<211.>
d	1,161.		1,052.	109.
e	1,161.		1,077.	84.
f	1,030.		993.	37.
g	1,030.		955.	75.
h	2,045.		2,041.	4.
i	2,049.		2,079.	<30.>
j	1,027.		999.	28.
k	1,027.		1,028.	<1.>
l	1,887.		1,899.	<12.>
m	1,099.		1,081.	18.
n	3,296.		3,436.	<140.>
o	1,098.		1,070.	28.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<22.>
b				<69.>
c				<211.>
d				109.
e				84.
f				37.
g				75.
h				4.
i				<30.>
j				28.
k				<1.>
l				<12.>
m				18.
n				<140.>
o				28.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	1000 CAPITAL ONE FINANCIAL CO 4.75% 7/21/15	P	08/01/12	11/20/13
b	4000 CAPITAL ONE FINANCIAL CO 4.75% 7/21/15	P	04/10/13	11/20/13
c	5000 GECC 3.1% 1/9/23	P	05/28/13	11/20/13
d	1000 DIRECTV HOLDINGS 3.8% 3/15/22	P	04/24/13	11/20/13
e	4000 DIRECTV HOLDINGS 3.8% 3/15/22	P	05/01/13	11/20/13
f	5000 BURLINGTON NORTHERN 3% 3/15/23	P	05/06/13	11/20/13
g	1000 DOW CHEMICAL CO 3% 5/15/22	P	12/12/12	11/20/13
h	4000 DOW CHEMICAL CO 3% 5/15/22	P	04/19/13	11/20/13
i	4000 FORD MOTOR CREDIT 4.75% 1/15/43	P	02/07/13	11/20/13
j	2000 ANHEUSER BUSCH INBEV WORLDWIDE 5.375% 1/15/2	P	11/17/10	11/20/13
k	1000 ANHEUSER BUSCH INBEV WORLDWIDE 5.375% 1/15/2	P	04/25/12	11/20/13
l	2000 COMCAST CORP 5.15% 3/1/20	P	02/25/10	11/20/13
m	1000 COMCAST CORP 5.15% 3/1/20	P	03/20/12	11/20/13
n	4000 EBAY INC 4% 7/15/42	P	08/29/12	11/20/13
o	1000 CREDIT SUISSE 5.4% 1/14/20	P	01/12/10	11/20/13

	(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	1,066.		1,126.	<60.>
b	4,266.		4,570.	<304.>
c	4,781.		4,928.	<147.>
d	953.		1,053.	<100.>
e	3,812.		4,226.	<414.>
f	4,660.		5,109.	<449.>
g	930.		1,003.	<73.>
h	3,721.		3,998.	<277.>
i	3,566.		3,770.	<204.>
j	2,290.		2,231.	59.
k	1,145.		1,194.	<49.>
l	2,264.		1,998.	266.
m	1,132.		1,143.	<11.>
n	3,360.		3,910.	<550.>
o	1,107.		998.	109.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<60.>
b				<304.>
c				<147.>
d				<100.>
e				<414.>
f				<449.>
g				<73.>
h				<277.>
i				<204.>
j				59.
k				<49.>
l				266.
m				<11.>
n				<550.>
o				109.

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

223591
05-01-12

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	1000 CREDIT SUISSE 5.4% 1/14/20	P	03/30/10	11/20/13
b	1000 CREDIT SUISSE 5.4% 1/14/20	P	11/22/11	11/20/13
c	1000 CATERPILLAR INC 3.9% 5/27/21	P	05/25/11	11/20/13
d	1000 CATERPILLAR INC 3.9% 5/27/21	P	05/25/11	11/20/13
e	1000 CATERPILLAR INC 3.9% 5/27/21	P	04/12/12	11/20/13
f	2000 KINDER MORGAN ENERGY 2.65% 2/1/19	P	11/13/13	11/20/13
g	2000 KINDER MORGAN ENERGY 2.65% 2/1/19	P	11/15/13	11/20/13
h	3000 CITIGROUP INC 3.375% 5/01/23	P	11/08/13	11/20/13
i	1000 DOMINION RESOURCES INC 4.45% 3/15/21	P	11/22/11	11/20/13
j	1000 DOMINION RESOURCES INC 4.45% 3/15/21	P	05/17/12	11/20/13
k	2000 CIGNA CORP 4% 2/15/22	P	03/13/12	11/20/13
l	5025 UNIT FT DOW TARGET 10/10/12	P	10/02/12	10/10/13
m	13 UNIT FT DOW TARGET 10/10/12	P	11/25/12	10/10/13
n	27 UNIT FT DOW TARGET 10/10/12	P	12/25/12	10/10/13
o	19 UNIT FT DOW TARGET 10/10/12	P	02/25/13	10/10/13

	(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	1,107.		1,004.	103.
b	1,107.		941.	166.
c	1,050.		995.	55.
d	1,050.		997.	53.
e	1,050.		1,111.	<61.>
f	2,006.		2,004.	2.
g	1,003.		1,004.	<1.>
h	2,881.		2,864.	17.
i	1,070.		1,112.	<42.>
j	1,070.		1,144.	<74.>
k	2,040.		2,074.	<34.>
l	52,131.		49,998.	2,133.
m	135.		117.	18.
n	280.		250.	30.
o	197.		185.	12.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
	(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				103.
b				166.
c				55.
d				53.
e				<61.>
f				2.
g				<1.>
h				17.
i				<42.>
j				<74.>
k				<34.>
l				2,133.
m				18.
n				30.
o				12.

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

223591
05-01-12

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	25 UNIT FT DOW TARGET 10/10/12	P	03/25/13	10/10/13
b	17 UNIT FT DOW TARGET 10/10/12	P	05/25/13	10/10/13
c	25 UNIT FT DOW TARGET 10/10/12	P	06/25/13	10/10/13
d	18 UNIT FT DOW TARGET 10/10/12	P	08/25/13	10/10/13
e	948 AMERICAN NEW PERSPECTIVE FUND	P	02/03/06	10/22/13
f	40 AMERICAN NEW PERSPECTIVE FUND	P	12/17/07	10/22/13
g	133 AMERICAN NEW PERSPECTIVE FUND	P	12/17/07	10/22/13
h	67 AMERICAN NEW PERSPECTIVE FUND	P	12/24/08	10/22/13
i	192 AMERICAN NEW PERSPECTIVE FUND	P	12/24/08	10/22/13
j	29 AMERICAN NEW PERSPECTIVE FUND	P	12/23/09	10/22/13
k	64 AMERICAN NEW PERSPECTIVE FUND	P	12/28/10	10/22/13
l	27 AMERICAN NEW PERSPECTIVE FUND	P	12/28/11	10/22/13
m	1635 AMERICAN NEW PERSPECTIVE FUND	P	10/02/12	10/22/13
n	20 AMERICAN NEW PERSPECTIVE FUND	P	12/26/12	10/22/13
o	964 BLACKROCK GLOBAL ALLOCATION FUND	P	12/15/09	10/22/13

	(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	259.		252.	7.
b	176.		182.	<6.>
c	259.		256.	3.
d	187.		186.	1.
e	36,050.		30,000.	6,050.
f	1,505.		1,369.	136.
g	5,060.		4,601.	459.
h	2,542.		1,212.	1,330.
i	7,294.		3,479.	3,815.
j	1,121.		750.	371.
k	2,452.		1,837.	615.
l	1,044.		719.	325.
m	62,157.		50,000.	12,157.
n	773.		631.	142.
o	19,627.		16,286.	3,341.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				7.
b				<6.>
c				3.
d				1.
e				6,050.
f				136.
g				459.
h				1,330.
i				3,815.
j				371.
k				615.
l				325.
m				12,157.
n				142.
o				3,341.

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

223591
05-01-12

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	32 BLACKROCK GLOBAL ALLOCATION FUND	P	12/21/10	10/22/13
b	22 BLACKROCK GLOBAL ALLOCATION FUND	P	07/22/11	10/22/13
c	1149 BLACKROCK GLOBAL ALLOCATION FUND	P	10/18/11	10/22/13
d	16 BLACKROCK GLOBAL ALLOCATION FUND	P	07/19/12	10/22/13
e	11 BLACKROCK GLOBAL ALLOCATION FUND	P	12/19/12	10/22/13
f	16 BLACKROCK GLOBAL ALLOCATION FUND	P	07/18/13	10/22/13
g	1000 NATIONAL AUSTRALIA BANK	P	03/13/98	10/22/13
h	500 NATIONAL AUSTRALIA BANK	P	03/13/98	10/23/13
i	1000 NATIONAL AUSTRALIA BANK	P	10/19/11	10/23/13
j	1300 AMERICAN NEW PERSPECTIVE FUND	P	02/27/13	11/22/13
k	MS XXX354	P		
l	MS XXX354	P		
m	MADOFF INVESTMENTS	P		02/22/13
n	CAPITAL GAINS DIVIDENDS			
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	645.		565.	80.
b	449.		417.	32.
c	23,410.		20,000.	3,410.
d	321.		276.	45.
e	219.		198.	21.
f	328.		318.	10.
g	34,643.		16,508.	18,135.
h	16,912.		8,254.	8,658.
i	33,825.		25,806.	8,019.
j	50,000.		43,028.	6,972.
k	158,138.		144,436.	13,702.
l	5,886.		5,802.	84.
m	541,194.		4,939,993.	<4,398,799.>
n	507.			507.
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				80.
b				32.
c				3,410.
d				45.
e				21.
f				10.
g				18,135.
h				8,658.
i				8,019.
j				6,972.
k				13,702.
l				84.
m				<4,398,799.>
n				507.
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<4,307,644.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIRST UNITARIAN CHURCH, WORCESTER, MA 90 MAIN STREET WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	5,000.
GREATER WORCESTER COMMUNITY FOUNDATION, WORCESTER, MA 370 MAIN ST #650 WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	600.
HANOVER THEATER FOR THE PERFORMING ARTS 554 MAIN STREET WORCESTER, MA 01604	NONE	OTHER PUBLIC CHARITY	GENERAL	1,000.
MECHANICS HALL, WORCESTER, MA 321 MAIN ST #1 WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	250.
MUSIC WORCESTER 323 MAIN STREET WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	13,000.
NATIVITY SCHOOL OF WORCESTER 67 LINCOLN STREET WORCESTER, MA 01605	NONE	OTHER PUBLIC CHARITY	GENERAL	10,000.
SALVATION ARMY 640 MAIN STREET WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	100.
TOWER HILL BOTANICAL 11 FRENCH DRIVE BOYLSTON, MA 01505	NONE	OTHER PUBLIC CHARITY	GENERAL	2,500.
U MASS MEMORIAL FOUNDATION 365 PLANTATION STREET WORCESTER, MA 01605	NONE	OTHER PUBLIC CHARITY	GENERAL	22,500.
UNITED WAY 484 MAIN ST #300 WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	2,000.
Total from continuation sheets				1,118,050.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VISITING NURSES ASSOCIATION 37 BIRCH ST MILFORD, MA 01757	NONE	OTHER PUBLIC CHARITY	GENERAL	250.
WGBH EDUCATIONAL FOUNDATION 125 WESTERN AVENUE BOSTON, MA 02134	NONE	OTHER PUBLIC CHARITY	GENERAL	2,500.
WORCESTER ART MUSEUM 55 SALISBURY ST WORCESTER, MA 01609	NONE	OTHER PUBLIC CHARITY	GENERAL	305,000.
WORCESTER CHAMBER MUSIC SOCIETY PO BOX 21001 WORCESTER, MA 01602	NONE	OTHER PUBLIC CHARITY	GENERAL	250.
WORCESTER COUNTY FOOD BANK 474 BOSTON TURNPIKE ROAD SHREWSBURY, MA 01545	NONE	OTHER PUBLIC CHARITY	GENERAL	150.
WORCESTER CRAFT CENTER 365 PLANTATION STREET WORCESTER, MA 01605	NONE	OTHER PUBLIC CHARITY	GENERAL	250.
WORCESTER HISTORICAL SOCIETY 10 CEDAR STREET WORCESTER, MA 01609	NONE	OTHER PUBLIC CHARITY	GENERAL	500,000.
WPI 100 INSTITUTE ROAD WORCESTER, MA 01609	NONE	OTHER PUBLIC CHARITY	GENERAL	250,000.
ART IN THE PARK 284 HIGHLAND STREET WORCESTER, MA 01602	NONE	OTHER PUBLIC CHARITY	GENERAL	100.
ARTS WORCESTER 660 MAIN STREET WORCESTER, MA 01602	NONE	OTHER PUBLIC CHARITY	GENERAL	500.
Total from continuation sheets				

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JOY OF MUSIC 1 GORHAM STREET WORCESTER, MA 01605	NONE	OTHER PUBLIC CHARITY	GENERAL	2,000.
WORCESTER PUBLIC LIBRARY 3 SALEM STREET WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	100.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MSSB INVESTMENTS	41,996.	0.	41,996.
MSSB INVESTMENTS	507.	507.	0.
US TREASURY	8,870.	0.	8,870.
TOTAL TO FM 990-PF, PART I, LN 4	51,373.	507.	50,866.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL REFUND	25,558.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	25,558.	0.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN	550.	550.		0.
TO FORM 990-PF, PG 1, LN 18	550.	550.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	9,770.	9,770.		0.
FILING FEES	500.	500.		0.
SERVICE CHARGES	<147.>	<147.>		0.
TO FORM 990-PF, PG 1, LN 23	10,123.	10,123.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	694,108.	816,105.
MADOFF INVESTMENTS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	694,108.	816,105.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	314,873.	352,002.
TOTAL TO FORM 990-PF, PART II, LINE 13		314,873.	352,002.

Morgan Stanley

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

Select UMA Active Assets Account
357-010354-031

C. JEAN MCDONOUGH TTEE
MCDONOUGH CHARITABLE FDN U/A DTD

Activity

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
AMERIPRISE FINCL INC	10/05/12	12/24/12	21 000	$1,312 18	$1,213 17	$99 01	
CLECO CORP HLDG CO	10/05/12	12/18/12	5 000	203 88	209 64	(5 76)	
COOPER INDUSTRIES PLC CL A	10/05/12	12/03/12	31 000	1,213 65	1,152 16	61 49	
	10/05/12	12/03/12		1,240 65	1,177 80	62 85	
	12/03/12	12/03/12	0 018	0 95	0 93	0 02	
EATON CORP PLC SHS	10/05/12	12/19/12	27 000	571 04	625 55	(54 51)	
GENERAL ELECTRIC CO	10/05/12	12/06/12	2 000	91 33	95 20	(3 87)	
KRAFT FOODS GROUP INC COM	10/05/12	12/11/12	11 000	491 33	523 60	(32 27)	
	10/05/12	12/11/12	2 000	89 33	95 20	(5 87)	
	10/05/12	12/18/12	3 000	160 76	136 41	24 35	
SOLERA HOLDINGS INC	10/05/12	12/18/12	8 000	408 86	458 24	(49 38)	
UNITED THERAPEUTICS CORP	10/05/12	12/18/12	2 000	102 21	114 54	(12 33)	
Short-Term This Period				**$5,886.17**	**$5,802.44**	**$83.73**	

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

C. JEAN MCDONOUGH TTEE
MCDONOUGH CHARITABLE FDN U/A DTD
12/01/1986
8 WESTWOOD DR.
WORCESTER MA 01609-1243

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 04-2947391
Account Number: 357 010354 031

Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ABBOTT LABORATORIES	CUSIP: 002824100		Symbol (Box 1d): ABT					
	25.000	10/05/12	09/04/13	$835.33	$856.24	$0.00	($20 91)	$0.00
ABBVIE INC COM	CUSIP: 00287Y109		Symbol (Box 1d): ABBV					
	8.000	02/28/13	03/12/13	$300.24	$296.40	$0.00	$3.84	$0.00
ACCENTURE PLC IRELAND CL A	CUSIP: G1151C101		Symbol (Box 1d): ACN					
	15.000	10/05/12	06/28/13	$1,052.28	$1,058.70	$0.00	($6.42)	$0.00
	9.000	10/05/12	07/10/13	$666.25	$635.22	$0.00	$31.03	$0.00
	1.000	02/28/13	07/10/13	$74.03	$75.07	$0.00	($1.04)	$0.00
	8.000	02/28/13	09/12/13	$598.71	$600.56	$0.00	($1.85)	$0.00
Security Subtotal	33.000			$2,391.27	$2,369.55	$0.00	$21.72	$0.00
ALLERGAN INC	CUSIP: 018490102		Symbol (Box 1d): AGN					
	2.000	10/05/12	01/17/13	$210.15	$186.96	$0.00	$23.19	$0 00
ALLIED WORLD ASSUR CO HLDG LTD	CUSIP: H01531104		Symbol (Box 1d): AWH					
	12.000	10/05/12	05/02/13	$1,066.49	$947.51	$0.00	$118.98	$0 00
	3.000	10/15/12	05/02/13	$266.62	$242.28	$0.00	$24.34	$0.00
Security Subtotal	15.000			$1,333.11	$1,189.79	$0.00	$143.32	$0.00
AMERICAN CAMPUS CMMTYS INC	CUSIP: 024835100		Symbol (Box 1d): ACC					
	1.000	10/05/12	01/08/13	$47.19	$42.84	$0 00	$4.35	$0 00
	3 000	10/05/12	01/08/13	$141.56	$128.48	$0.00	$13 08	$0.00
	15.000	10/05/12	08/12/13	$553.43	$641.88	$0.00	($88.45)	$0 00
	11.000	10/05/12	08/12/13	$405.84	$470.71	$0.00	($64.87)	$0.00
	15.000	02/28/13	08/12/13	$553.43	$680.02	$0.00	($126.59)	$0.00

CONTINUED ON NEXT PAGE

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

C. JEAN MCDONOUGH TTEE
MCDONOUGH CHARITABLE FDN U/A DTD
12/01/1986
8 WESTWOOD DR.
WORCESTER MA 01609-1243

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 04-2947391
Account Number: 357 010354 031

Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

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

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

Short Term - Covered Securities (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERICAN CAMPUS CMMTYS INC	1.000	10/05/12	08/13/13	$35.88	$42.79	$0.00	($6.91)	$0.00
	20.000	10/05/12	08/13/13	$717.70	$855.82	$0.00	($138.12)	$0.00
Security Subtotal	66.000			$2,455.03	$2,862.54	$0.00	($407.51)	$0.00
AMERICAN EXPRESS CO	CUSIP: 025816109		Symbol (Box 1d): AXP					
	7.000	01/30/13	06/13/13	$524.25	$416.46	$0.00	$107.79	$0.00
AMERICAN TOWER REIT COM	CUSIP: 03027X100		Symbol (Box 1d): AMT					
	18.000	10/05/12	08/12/13	$1,259 22	$1,307.52	$0.00	($48.30)	$0.00
	9.000	10/19/12	08/12/13	$629.61	$666.27	$0.00	($36.66)	$0.00
	8.000	02/28/13	08/12/13	$559.66	$624.32	$0.00	($64.66)	$0.00
	4.000	06/14/13	08/12/13	$279.83	$310.44	$0.00	($30.61)	$0.00
Security Subtotal	39.000			$2,728.32	$2,908.55	$0.00	($180.23)	$0.00
AMERISOURCEBERGEN CORP	CUSIP: 03073E105		Symbol (Box 1d): ABC					
	11.000	10/05/12	07/24/13	$632.52	$433.51	$0.00	$199.01	$0.00
APPLE INC	CUSIP: 037833100		Symbol (Box 1d): AAPL					
	3.000	10/05/12	01/24/13	$1,387.90	$1,962.72	$0.00	($574.82)	$0.00
	1.000	10/05/12	02/01/13	$455.34	$654.24	$0.00	($198.90)	$0.00
	3.000	10/05/12	04/24/13	$1,203.90	$1,962.72	$0.00	($758.82)	$0.00
Security Subtotal	7.000			$3,047.14	$4,579.68	$0.00	($1,532.54)	$0.00
APPLIED MATERIALS INC	CUSIP: 038222105		Symbol (Box 1d): AMAT					
	80.000	10/05/12	04/11/13	$1,103.42	$890.40	$0.00	$213.02	$0.00
	20.000	02/28/13	04/11/13	$275.85	$276.55	$0.00	($0.70)	$0.00
Security Subtotal	100.000			$1,379.27	$1,166.95	$0.00	$212.32	$0.00

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Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

C. JEAN MCDONOUGH TTEE
MCDONOUGH CHARITABLE FDN U/A DTD
12/01/1986
8 WESTWOOD DR.
WORCESTER MA 01609-1243

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 04-2947391
Account Number: 357 010354 031

Customer Service: 866-324-6088

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

OMB NO. 1545-0715

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

Short Term - Covered Securities (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BED BATH & BEYOND INC	CUSIP: 075896100		Symbol (Box 1d): BBBY					
	13.000	10/05/12	09/05/13	$948 04	$801.32	$0.00	$146.72	$0.00
BIOGEN IDEC INC	CUSIP: 09062X103		Symbol (Box 1d): BIIB					
	2.000	11/16/12	07/23/13	$452.20	$279.36	$0.00	$172.84	$0.00
	3.000	11/16/12	10/04/13	$717.88	$419.04	$0.00	$298.84	$0.00
Security Subtotal	**5.000**			**$1,170.08**	**$698.40**	**$0.00**	**$471.68**	**$0.00**
BJ'S RESTAURANTS INC	CUSIP: 09180C106		Symbol (Box 1d): BJRI					
	1.000	10/05/12	09/24/13	$30.71	$41.35	$0.00	($10.64)	$0.00
BLACKBAUD INC	CUSIP: 09227Q100		Symbol (Box 1d): BLKB					
	1.000	10/05/12	02/25/13	$28.10	$24.16	$0.00	$3.94	$0 00
	5.000	10/05/12	06/27/13	$162.04	$120.79	$0.00	$41.25	$0.00
Security Subtotal	**6.000**			**$190.14**	**$144.95**	**$0.00**	**$45.19**	**$0.00**
BOSTON PROPERTIES INC	CUSIP: 101121101		Symbol (Box 1d): BXP					
	4.000	10/05/12	02/14/13	$427.17	$440.32	$13.15	($13 15)	$0 00
	6.000	10/05/12	02/14/13	$640.76	$660.48	$0.00	($19.72)	$0.00
Security Subtotal	**10.000**			**$1,067.93**	**$1,100.80**	**$13.15**	**($32.87)**	**$0.00**
CACI INTERNATIONAL INC CL A	CUSIP: 127190304		Symbol (Box 1d): CACI					
	26.000	10/05/12	05/31/13	$1,674.40	$1,329.22	$0 00	$345.18	$0.00
	9.000	02/28/13	05/31/13	$579.60	$461.21	$0.00	$118.39	$0.00
Security Subtotal	**35.000**			**$2,254.00**	**$1,790.43**	**$0.00**	**$463.57**	**$0.00**

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CAMERON INTNL CORP	CUSIP: 13342B105		Symbol (Box 1d):CAM					
	13.000	10/05/12	05/15/13	$822.14	$713.05	$0.00	$109.09	$0.00
	12.000	10/05/12	06/03/13	$721.66	$658.20	$0.00	$63.46	$0.00
	10.000	10/05/12	08/06/13	$572.21	$548.50	$0.00	$23.71	$0.00
	19.000	02/28/13	10/28/13	$1,026.76	$1,217.90	$0.00	($191.14)	$0.00
Security Subtotal	54.000			$3,142.77	$3,137.65	$0.00	$5.12	$0.00
CLEARBRIDGE ENERGY MLP FD INC	CUSIP: 184692101		Symbol (Box 1d):CEM					
	17.000	10/05/12	09/25/13	$445.76	$411.91	$0.00	$33.85	$0.00
	3.000	02/28/13	09/25/13	$78.66	$79.38	$0.00	($0.72)	$0.00
Security Subtotal	20.000			$524.42	$491.29	$0.00	$33.13	$0.00
COCA COLA CO	CUSIP: 191216100		Symbol (Box 1d):KO					
	20.000	10/05/12	06/13/13	$795.82	$769.70	$0.00	$26.12	$0.00
	12.000	10/05/12	10/02/13	$447.98	$461.82	$0.00	($13.84)	$0.00
Security Subtotal	32.000			$1,243.80	$1,231.52	$0.00	$12.28	$0.00
COGNEX CORP	CUSIP: 192422103		Symbol (Box 1d):CGNX					
	2.000	10/05/12	01/08/13	$75.26	$73.11	$0.00	$2 15	$0.00
COHEN & STEERS INC	CUSIP: 19247A100		Symbol (Box 1d):CNS					
	5.000	10/05/12	02/25/13	$160.75	$150.18	$0.00	$10.57	$0.00
COLGATE PALMOLIVE CO	CUSIP: 194162103		Symbol (Box 1d):CL					
	6.000	10/05/12	04/03/13	$707.40	$650.40	$0.00	$57.00	$0.00

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
COMERICA INC	CUSIP: 200340107		Symbol (Box 1d): CMA					
	17.000	10/05/12	01/15/13	$534.97	$539.07	$0.00	($4.10)	$0.00
	14.000	10/05/12	05/08/13	$524 18	$443.94	$0 00	$80.24	$0.00
	4.000	10/24/12	05/08/13	$149.77	$116.92	$0.00	$32.85	$0.00
	2.000	02/28/13	05/08/13	$74.88	$69.00	$0.00	$5.88	$0.00
Security Subtotal	37.000			$1,283.80	$1,168.93	$0.00	$114.87	$0.00
COSTCO WHOLESALE CORP NEW	CUSIP: 22160K105		Symbol (Box 1d): COST					
	4.000	10/05/12	03/12/13	$417.15	$407.20	$0.00	$9.95	$0.00
	6.000	10/05/12	05/30/13	$675.42	$610.80	$0.00	$64.62	$0.00
	5.000	10/05/12	07/26/13	$581.04	$509.00	$0.00	$72.04	$0.00
Security Subtotal	15.000			$1,673.61	$1,527.00	$0.00	$146.61	$0.00
DARDEN RESTAURANTS	CUSIP: 237194105		Symbol (Box 1d): DRI					
	6.000	02/28/13	10/10/13	$294.00	$278.46	$0.00	$15.54	$0.00
EMC CORP MASS	CUSIP: 268648102		Symbol (Box 1d): EMC					
	35.000	10/05/12	05/14/13	$805.82	$961.10	$0.00	($155.28)	$0.00
	20.000	02/21/13	10/15/13	$496.65	$468.40	$0.00	$28.25	$0.00
	5.000	02/21/13	10/22/13	$121.40	$117.10	$0.00	$4.30	$0.00
	18.000	02/28/13	10/22/13	$437.03	$416.52	$0.00	$20 51	$0.00
	25.000	03/13/13	10/22/13	$606 98	$623.97	$0.00	($16.99)	$0 00
	1.000	06/17/13	10/22/13	$24.28	$24.94	$0.00	($0.66)	$0.00
Security Subtotal	104.000			$2,492.16	$2,612.03	$0.00	($119.87)	$0.00

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

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

Short Term - Covered Securities (Continued)

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ENERGEN CORP	CUSIP: 29265N108		Symbol (Box 1d): EGN					
	16.000	10/05/12	07/25/13	$902.78	$822.08	$0.00	$80.70	$0.00
	4.000	02/28/13	07/25/13	$225.69	$185.36	$0.00	$40.33	$0.00
Security Subtotal	20.000			$1,128.47	$1,007.44	$0.00	$121.03	$0.00
EXPRESS SCRIPTS HLDG CO COM	CUSIP: 30219G108		Symbol (Box 1d): ESRX					
	32.000	10/05/12	02/21/13	$1,809.16	$2,078.40	$0.00	($269.24)	$0.00
	18.000	10/05/12	02/26/13	$990.08	$1,169.10	$0.00	($179.02)	$0.00
	8.000	11/07/12	02/26/13	$440.04	$431.87	$0.00	$8.17	$0.00
Security Subtotal	58.000			$3,239.28	$3,679.37	$0.00	($440.09)	$0.00
FAMILY DOLLAR STORES	CUSIP: 307000109		Symbol (Box 1d): FDO					
						$0.00		$0 00
						$0.00		$0.00
Security Subtotal						$0.00		$0.00
FEI COMPANY	CUSIP: 30241L109		Symbol (Box 1d): FEIC					
	5.000	10/05/12	08/07/13	$386.77	$258.97	$0.00	$127.80	$0.00
	4.000	10/05/12	08/07/13	$309.42	$207.03	$0.00	$102.39	$0.00
Security Subtotal	9.000			$696.19	$466.00	$0.00	$230.19	$0.00
FIRST HORIZON NATL CORP	CUSIP: 320517105		Symbol (Box 1d): FHN					
	57.000	10/05/12	09/20/13	$644.29	$567.72	$0.00	$76.57	$0.00
						$0.00		$0.00
						$0.00		$0.00
Security Subtotal						$0.00		$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

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

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

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FOSSIL GROUP INC COM	CUSIP: 34988V106		Symbol (Box 1d): FOSL					
	2.000	02/28/13	10/15/13	$236.60	$206 64	$0.00	$29.96	$0.00
FOSSIL INC	CUSIP: 349882100		Symbol (Box 1d):					
	4.000	10/05/12	02/07/13	$415.08	$351.12	$0 00	$63.96	$0.00
	2.000	10/05/12	02/07/13	$207.54	$175 52	$0 00	$32.02	$0.00
	9.000	10/05/12	02/14/13	$931.47	$790.02	$0.00	$141.45	$0.00
	5.000	10/05/12	02/14/13	$517.48	$438.80	$0.00	$78.68	$0.00
Security Subtotal	20.000			$2,071.57	$1,755.46	$0.00	$316.11	$0.00
F5 NETWORKS INC	CUSIP: 315616102		Symbol (Box 1d): FFIV					
	13.000	09/11/13	11/04/13	$1,036.19	$1,201.11	$0.00	($164.92)	$0 00
GENERAL ELECTRIC CO	CUSIP: 369604103		Symbol (Box 1d): GE					
	20.000	10/05/12	04/19/13	$436.02	$463.37	$0 00	($27.35)	$0 00
	5.000	10/05/12	04/19/13	$109.01	$115.84	$0 00	($6.83)	$0.00
	21.000	10/05/12	04/23/13	$452.22	$486.54	$0.00	($34.32)	$0.00
	7.000	10/05/12	04/23/13	$150.74	$162.18	$0.00	($11.44)	$0.00
Security Subtotal	53.000			$1,147.99	$1,227.93	$0.00	($79.94)	$0.00
GROUP I AUTOMOTIVE INC	CUSIP: 398905109		Symbol (Box 1d): GPI					
	1.000	10/05/12	02/25/13	$58 50	$63.15	$4.65	($4.65)	$0.00
GULFPORT ENERGY CORP NEW	CUSIP: 402635304		Symbol (Box 1d): GPOR					
	4.000	10/05/12	01/08/13	$162.66	$117.66	$0.00	$45.00	$0.00
	5.000	10/05/12	05/14/13	$251.90	$147.08	$0.00	$104.82	$0.00
Security Subtotal	9.000			$414.56	$264.74	$0.00	$149.82	$0.00

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H J HEINZ CO	CUSIP: 423074103		Symbol (Box 1d):					
	52.000	10/05/12	06/10/13	$3,770.00	$2,966.08	$0.00	$803.92	$0.00
HANGER INC	CUSIP: 41043F208		Symbol (Box 1d): HGR					
	1.000	10/05/12	01/08/13	$28.59	$27.97	$0.00	$0.62	$0.00
HARMAN INTL INDS NEW	CUSIP: 413086109		Symbol (Box 1d): HAR					
	11.000	10/05/12	08/27/13	$719.96	$512.37	$0.00	$207.59	$0.00
HARMONIC INC	CUSIP: 413160102		Symbol (Box 1d): HLIT					
	43.000	10/05/12	01/18/13	$223.73	$194.27	$0.00	$29.46	$0.00
	36.000	10/05/12	05/16/13	$214.46	$162.64	$0.00	$51.82	$0.00
	9.000	02/28/13	05/16/13	$53.61	$51.39	$0.00	$2.22	$0.00
Security Subtotal	88.000			$491.80	$408.30	$0.00	$83.50	$0.00
HARRIS TEETER SUPERMKTS INC	CUSIP: 414585109		Symbol (Box 1d):					
	2.000	10/05/12	06/04/13	$94.70	$77.23	$0.00	$17.47	$0.00
	21.000	10/05/12	09/24/13	$1,034.38	$810.97	$0.00	$223.41	$0.00
	7.000	02/28/13	09/24/13	$344.79	$302.61	$0.00	$42.18	$0.00
Security Subtotal	30.000			$1,473.87	$1,190.81	$0.00	$283.06	$0.00
HEALTH CARE REIT INC	CUSIP: 42217K106		Symbol (Box 1d): HCN					
	3.000	10/05/12	06/12/13	$196.28	$175.62	$0.00	$20.66	$0.00
	15.000	10/05/12	06/12/13	$981.42	$878.19	$0.00	$103.23	$0.00
Security Subtotal	18.000			$1,177.70	$1,053.81	$0.00	$123.89	$0.00

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C. JEAN MCDONOUGH TTEE
MCDONOUGH CHARITABLE FDN U/A DTD
12/01/1986
8 WESTWOOD DR.
WORCESTER MA 01609-1243

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 04-2947391
Account Number: 357 010354 031

Customer Service: 866-324-6088

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

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

Short Term - Covered Securities (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
HLTH CARE SVC GRP	CUSIP: 421906108		Symbol (Box 1d): HCSG					
	3.000	10/05/12	06/27/13	$71.56	$71.38	$0.00	$0.18	$0.00
HMS HOLDINGS CORP	CUSIP: 40425J101		Symbol (Box 1d): HMSY					
	27.000	10/05/12	01/22/13	$764.57	$749.50	$0.00	$15.07	$0.00
	13.000	10/05/12	01/22/13	$368.12	$360.87	$0.00	$7.25	$0.00
	1.000	10/05/12	01/22/13	$28.32	$27.76	$0.00	$0.56	$0.00
	11.000	10/05/12	01/22/13	$311.49	$271.74	$0.00	$39.75	$0 00
	2.000	10/26/12	01/22/13	$56.63	$40 92	$0.00	$15.71	$0.00
	5.000	10/05/12	04/25/13	$116.61	$138.79	$0.00	($22.18)	$0.00
	4.000	10/05/12	04/25/13	$93.29	$111.04	$0.00	($17.75)	$0.00
Security Subtotal	63.000			$1,739.03	$1,700.62	$0.00	$38.41	$0.00
HORMEL FOODS CORPORATION	CUSIP: 440452100		Symbol (Box 1d): HRL					
	19.000	10/05/12	03/12/13	$730.03	$558 60	$0.00	$171.43	$0.00
	19.000	10/05/12	03/14/13	$739.63	$558.60	$0.00	$181 03	$0 00
	12.000	02/28/13	03/14/13	$467.14	$451.32	$0.00	$15.82	$0.00
Security Subtotal	50.000			$1,936.80	$1,568.52	$0.00	$368.28	$0.00
HUNTINGTON BANCSHARES	CUSIP: 446150104		Symbol (Box 1d): HBAN					
	60.000	10/05/12	07/09/13	$504.59	$429.43	$0.00	$75.16	$0.00
II VI INC	CUSIP: 902104108		Symbol (Box 1d): IIVI					
	9 000	02/28/13	10/18/13	$170.18	$156.78	$0.00	$13.40	$0.00

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Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
JABIL CIRCUIT INC	CUSIP: 466313103	Symbol (Box 1d): JBL						
	58.000	02/12/13	10/30/13	$1,233.53	$1,135.32	$0.00	$98.21	$0.00
	17.000	02/28/13	10/30/13	$361.55	$316.37	$0.00	$45.18	$0.00
Security Subtotal	75.000			$1,595.08	$1,451.69	$0.00	$143.39	$0.00
KAYNE ANDERSON MLP INVT CO	CUSIP: 486606106	Symbol (Box 1d): KYN						
	20.000	10/05/12	01/08/13	$626.18	$625.70	$0.00	$0.48	$0.00
KENNAMETAL INC	CUSIP: 489170100	Symbol (Box 1d): KMT						
	25.000	10/05/12	04/11/13	$959.23	$926.50	$0.00	$32.73	$0.00
	5.000	10/24/12	04/11/13	$191.85	$172.30	$0.00	$19.55	$0.00
	3.000	03/28/13	04/11/13	$115.10	$116.76	$0.00	($1.66)	$0.00
Security Subtotal	33.000			$1,266.18	$1,215.56	$0.00	$50.62	$0.00
KEYCORP NEW	CUSIP: 493267108	Symbol (Box 1d): KEY						
	26.000	10/05/12	07/09/13	$310.69	$230.49	$0.00	$80.20	$0.00
KIMBERLY CLARK CORP	CUSIP: 494368103	Symbol (Box 1d): KMB						
	5.000	10/05/12	06/25/13	$477.51	$434.45	$0.00	$43.06	$0.00
LANDAUER INC.	CUSIP: 51476K103	Symbol (Box 1d): LDR						
	4.000	10/05/12	02/05/13	$249.29	$237.52	$0.00	$11.77	$0.00
	5.000	10/05/12	06/04/13	$262.90	$296.90	$0.00	($34.00)	$0.00
	1.000	03/28/13	06/04/13	$52.58	$56.22	$0.00	($3.64)	$0.00
Security Subtotal	10.000			$564.77	$590.64	$0.00	($25.87)	$0.00

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

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

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

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LAS VEGAS SANDS CORPORATION	CUSIP: 517834107	Symbol (Box 1d): LVS						
	19 000	10/05/12	01/16/13	$988.10	$860.13	$0.00	$127.97	$0.00
	2.000	11/15/12	01/16/13	$104.01	$80.86	$0.00	$23.15	$0.00
Security Subtotal	21.000			$1,092.11	$940.99	$0.00	$151.12	$0.00
LIFE TIME FITNESS INC	CUSIP: 53217R207	Symbol (Box 1d): LTM						
	4 000	10/05/12	02/05/13	$164.17	$182.16	$17 99	($17.99)	$0.00
	4.000	10/05/12	06/27/13	$195.47	$182.16	$0.00	$13.31	$0.00
Security Subtotal	8.000			$359.64	$364.32	$17.99	($4.68)	$0.00
LINCOLN ELEC HLDGS INC	CUSIP: 533900106	Symbol (Box 1d): LECO						
	8.000	10/05/12	01/25/13	$426.68	$310 76	$0 00	$115.92	$0.00
	21.000	10/05/12	01/25/13	$1,120.05	$817.11	$0 00	$302.94	$0.00
	26 000	10/05/12	04/02/13	$1,371.83	$1,009.99	$0.00	$361.84	$0 00
	4.000	02/28/13	04/02/13	$211.05	$225.04	$0.00	($13.99)	$0.00
	4.000	03/28/13	04/02/13	$211.05	$215.28	$0.00	($4.23)	$0.00
Security Subtotal	63.000			$3,340.66	$2,578.18	$0.00	$762.48	$0.00
MARVELL TECH GROUP LTD	CUSIP: G5876H105	Symbol (Box 1d): MRVL						
	44.000	10/05/12	04/11/13	$453.19	$407.44	$0 00	$45.75	$0.00
	21.000	11/23/12	04/11/13	$216.30	$169.39	$0.00	$46.91	$0.00
	25.000	02/28/13	04/11/13	$257.49	$254.25	$0.00	$3.24	$0.00
Security Subtotal	90.000			$926.98	$831.08	$0.00	$95.90	$0.00
MC DONALDS CORP	CUSIP: 580135101	Symbol (Box 1d): MCD						
	3.000	10/05/12	05/28/13	$303.78	$282.91	$0.00	$20.87	$0.00
	10.000	10/05/12	05/28/13	$1,012 61	$908.10	$0.00	$104.51	$0 00

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Morgan Stanley

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Tax Year 2013 Copy B For Recipient

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MC DONALDS CORP	4.000	12/10/12	05/28/13	$405.04	$358.71	$0.00	$46.33	$0.00
	3.000	12/19/12	05/28/13	$303.78	$269.85	$0.00	$33.93	$0.00
	5.000	02/28/13	05/28/13	$506.31	$479.60	$0.00	$26.71	$0.00
Security Subtotal	25.000			$2,531.52	$2,299.17	$0.00	$232.35	$0.00
MEDIDATA SOLUTIONS INC COM	CUSIP: 58471A105		Symbol (Box 1d): MDSO					
	1.000	11/07/12	06/04/13	$69.38	$40.82	$0.00	$28.56	$0.00
METHANEX CORPORATION	CUSIP: 59151K108		Symbol (Box 1d): MEOH					
	32.000	10/05/12	04/19/13	$1,205.02	$930.56	$0.00	$274.46	$0.00
	8.000	02/28/13	04/19/13	$301.25	$292.32	$0.00	$8.93	$0.00
Security Subtotal	40.000			$1,506.27	$1,222.88	$0.00	$283.39	$0.00
MID AMER APART COMM INC	CUSIP: 59522J103		Symbol (Box 1d): MAA					
	1.000	10/05/12	02/25/13	$68.98	$64.11	$0.00	$4.87	$0.00
MIDDLEBY CORP DEL	CUSIP: 596278101		Symbol (Box 1d): MIDD					
	2.000	10/05/12	05/14/13	$322.64	$237.46	$0.00	$85.18	$0.00
	1.000	10/05/12	09/24/13	$213.15	$118.73	$0.00	$94.42	$0.00
Security Subtotal	3.000			$535.79	$356.19	$0.00	$179.60	$0.00
MONDELEZ INTL INC COM	CUSIP: 609207105		Symbol (Box 1d): MDLZ					
	20.000	10/08/12	06/20/13	$576.98	$550.51	$0.00	$26.47	$0.00
MONSANTO CO/NEW	CUSIP: 61166W101		Symbol (Box 1d): MON					
	10.000	10/05/12	08/22/13	$955.29	$912.60	$0.00	$42.69	$0.00

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

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(Continued)

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NABORS INDUSTRIES LTD NEW	CUSIP: G6359F103		Symbol (Box 1d): NBR					
	112.000	10/05/12	07/15/13	$1,669.82	$1,573.23	$0.00	$96.59	$0.00
NETAPP INC COM	CUSIP: 64110D104		Symbol (Box 1d): NTAP					
	7.000	02/28/13	10/28/13	$277.54	$238.14	$0.00	$39.40	$0.00
NETGEAR INC	CUSIP: 64111Q104		Symbol (Box 1d): NTGR					
	35.000	10/05/12	04/12/13	$1,121.32	$1,295.91	$0.00	($174.59)	$0.00
	20.000	02/28/13	04/12/13	$640.76	$681.72	$0.00	($40.96)	$0.00
Security Subtotal	55.000			$1,762.08	$1,977.63	$0.00	($215.55)	$0.00
NORTHEAST UTILITIES	CUSIP: 664397106		Symbol (Box 1d): NU					
	19.000	10/05/12	10/03/13	$776.67	$741.19	$0.00	$35.48	$0.00
	6.000	02/28/13	10/03/13	$245.27	$249.72	$0.00	($4.45)	$0.00
Security Subtotal	25.000			$1,021.94	$990.91	$0.00	$31.03	$0.00
OIL STATES INTL INC	CUSIP: 678026105		Symbol (Box 1d): OIS					
	4.000	10/05/12	04/18/13	$289.30	$305.44	$0.00	($16.14)	$0.00
	13.000	10/05/12	04/18/13	$940.21	$993.33	$0.00	($53.12)	$0.00
	5.000	12/17/12	04/18/13	$361.62	$330.75	$0.00	$30.87	$0.00
	2.000	02/28/13	04/18/13	$144.65	$152.68	$0.00	($8.03)	$0.00
	2.000	10/05/12	05/03/13	$187.04	$152.72	$0.00	$34.32	$0.00
	6.000	10/05/12	10/02/13	$637.00	$458.16	$0.00	$178.84	$0.00
Security Subtotal				[illegible]	[illegible]	[illegible]	[illegible]	

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

Short Term - Covered Securities (Continued)

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ON SEMICONDUCTOR CORP	CUSIP: 682189105		Symbol (Box 1d): ONNN					
	30.000	02/28/13	10/28/13	$207.91	$240.47	$0.00	($32.56)	$0.00
ORACLE CORP	CUSIP: 68389X105		Symbol (Box 1d): ORCL					
	54.000	10/05/12	03/22/13	$1,724.73	$1,695.50	$0.00	$29.23	$0.00
	29.000	10/05/12	06/24/13	$873.46	$910.54	$0.00	($37.08)	$0.00
	13.000	10/08/12	06/24/13	$391.55	$404.43	$0.00	($12.88)	$0.00
	3.000	12/19/12	06/24/13	$90.36	$102.06	$0.00	($11.70)	$0.00
	10.000	12/19/12	07/02/13	$300.63	$340.19	$0.00	($39.56)	$0.00
	41.000	02/28/13	07/02/13	$1,232.60	$1,412.04	$0.00	($179.44)	$0.00
Security Subtotal	150.000			$4,613.33	$4,864.76	$0.00	($251.43)	$0.00
PANERA BREAD COMPANY CL A	CUSIP: 69840W108		Symbol (Box 1d): PNRA					
	7.000	10/05/12	04/04/13	$1,218.02	$1,185.24	$0.00	$32.78	$0.00
	1.000	10/19/12	04/04/13	$174.00	$161.34	$0.00	$12.66	$0.00
Security Subtotal	8.000			$1,392.02	$1,346.58	$0.00	$45.44	$0.00
PHILIP MORRIS INTL INC	CUSIP: 718172109		Symbol (Box 1d): PM					
	1.000	10/05/12	04/18/13	$91.41	$93.66	$0.00	($2.25)	$0.00
	1.000	10/05/12	04/18/13	$91.42	$93.66	$0.00	($2.24)	$0.00
	3.000	10/05/12	05/28/13	$280.04	$280.98	$0.00	($0.94)	$0.00
	1.000	10/05/12	05/28/13	$93.34	$93.66	$0.00	($0.32)	$0.00
	6.000	10/05/12	06/17/13	$555.60	$561.96	$0.00	($6.36)	$0.00
Security Subtotal	12.000			$1,111.81	$1,123.92	$0.00	($12.11)	$0.00

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QUALCOMM INC	CUSIP: 747525103		Symbol (Box 1d): QCOM					
	10.000	10/05/12	04/29/13	$617.27	$627 00	$0.00	($9 73)	$0 00
	9 000	10/05/12	06/03/13	$565.54	$564 30	$0.00	$1.24	$0 00
	12.000	10/05/12	06/18/13	$750.02	$752.40	$0 00	($2.38)	$0.00
	1.000	10/05/12	07/15/13	$61.32	$62.70	$0.00	($1.38)	$0.00
	10.000	10/05/12	07/15/13	$613.22	$627.00	$13.78	($13.78)	$0.00
Security Subtotal	42.000			$2,607.37	$2,633.40	$13.78	($26.03)	$0.00
QUESTAR CORP	CUSIP: 748356102		Symbol (Box 1d): STR					
	28.000	10/05/12	05/24/13	$684.67	$568.96	$0.00	$115.71	$0.00
RAYONIER INCORPORATED	CUSIP: 754907103		Symbol (Box 1d): RYN					
	11.000	02/28/13	11/20/13	$484.23	$618.18	$0 00	($133.95)	$0 00
	5.000	08/21/13	11/20/13	$220.10	$280.38	$0.00	($60.28)	$0.00
Security Subtotal	16.000			$704.33	$898.56	$0.00	($194.23)	$0.00
RBC BEARINGS INC	CUSIP: 75524B104		Symbol (Box 1d): ROLL					
	3.000	10/05/12	01/08/13	$155.72	$143 37	$0.00	$12.35	$0 00
REGIONS FINANCIAL CORP NEW	CUSIP: 7591EP100		Symbol (Box 1d): RF					
	52.000	10/05/12	07/09/13	$527.27	$391 82	$0.00	$135.45	$0.00
RITCHIE BROTHERS AUCTIONEERS	CUSIP: 767744105		Symbol (Box 1d): RBA					
	5 000	10/05/12	06/04/13	$106.75	$100 85	$0.00	$5.90	$0.00
ROFIN-SINAR TECH INC OLD	CUSIP: 775043102		Symbol (Box 1d): RSTI					
	5.000	10/05/12	06/27/13	$122.78	$101.30	$0 00	$21.48	$0.00

CONTINUED ON NEXT PAGE

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

C. JEAN MCDONOUGH TTEE
MCDONOUGH CHARITABLE FDN U/A DTD
12/01/1986
8 WESTWOOD DR.
WORCESTER MA 01609-1243

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 04-2947391
Account Number: 357 010354 031

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
RYLAND GROUP INC	CUSIP: 783764103	Symbol (Box 1d): RYL						
	4.000	10/05/12	04/12/13	$161.95	$128.03	$0.00	$33.92	$0.00
	5.000	10/05/12	09/24/13	$208.50	$160.03	$0.00	$48.47	$0.00
Security Subtotal	9.000			$370.45	$288.06	$0.00	$82.39	$0.00
SANOFI ADR	CUSIP: 80105N105	Symbol (Box 1d): SNY						
	22.000	01/04/13	08/22/13	$1,111.10	$1,059.14	$0.00	$51.96	$0.00
	12.000	01/10/13	10/24/13	$617.48	$583.12	$0.00	$34.36	$0.00
	16.000	02/08/13	10/24/13	$823.31	$746.14	$0.00	$77.17	$0.00
	12.000	02/12/13	11/21/13	$634.02	$585.38	$0.00	$48.64	$0.00
	11.000	02/21/13	11/21/13	$581.18	$519.30	$0.00	$61.88	$0.00
	11.000	02/28/13	11/21/13	$581.18	$523.32	$0.00	$57.86	$0.00
Security Subtotal								
SCHLUMBERGER LTD	CUSIP: 806857108	Symbol (Box 1d): SLB						
	8.000	10/05/12	04/30/13	$589.26	$573.88	$0.00	$15.38	$0.00
	15.000	10/05/12	04/30/13	$1,104.87	$1,071.60	$0.00	$33.27	$0.00
Security Subtotal	23.000			$1,694.13	$1,645.48	$0.00	$48.65	$0.00

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

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

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

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SCHNITZER STEEL A	CUSIP: 806882106	Symbol (Box 1d): SCHN						
	1.000	10/05/12	04/12/13	$24.85	$26.96	$0.00	($2.11)	$0.00
	10.000	10/05/12	04/12/13	$248.52	$268 70	$0.00	($20.18)	$0.00
	4.000	02/28/13	04/12/13	$99.41	$115.56	$0.00	($16.15)	$0.00
Security Subtotal	15.000			$372.78	$411.22	$0.00	($38.44)	$0.00
SIGNATURE BANK	CUSIP: 82669G104	Symbol (Box 1d): SBNY						
	2.000	10/05/12	06/27/13	$165.34	$134.52	$0.00	$30.82	$0.00
	1.000	10/05/12	06/27/13	$82.67	$67.25	$0.00	$15.42	$0.00
	1.000	10/05/12	06/27/13	$82.67	$67.26	$0.00	$15.41	$0.00
	9.000	10/05/12	07/31/13	$822.19	$605 29	$0.00	$216.90	$0 00
	2.000	10/05/12	07/31/13	$182.70	$134.52	$0.00	$48.18	$0.00
Security Subtotal	15.000			$1,335.57	$1,008.84	$0.00	$326.73	$0.00
SOURCEFIRE INC	CUSIP: 83616T108	Symbol (Box 1d):						
	7.000	10/05/12	08/07/13	$527.59	$337.40	$0.00	$190.19	$0.00
	3 000	02/28/13	08/07/13	$226.11	$162.42	$0.00	$63.69	$0 00
	7.000	06/04/13	08/07/13	$527.58	$381.72	$0.00	$145.86	$0.00
Security Subtotal	17.000			$1,281.28	$881.54	$0.00	$399.74	$0.00
ST JUDE MEDICAL INC	CUSIP: 790849103	Symbol (Box 1d): STJ						
	26.000	10/05/12	09/16/13	$1,385.50	$1,133.08	$0.00	$252.42	$0 00
	4.000	02/28/13	09/16/13	$213.15	$164.24	$0.00	$48.91	$0.00
Security Subtotal	30.000			$1,598.65	$1,297.32	$0.00	$301.33	$0.00
STEINER LEISURE LTD	CUSIP: P8744Y102	Symbol (Box 1d): STNR						
	2.000	10/05/12	06/04/13	$104.49	$93 18	$0.00	$11.31	$0.00

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Morgan Stanley

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

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

Short Term - Covered Securities (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
STRYKER CORP	CUSIP: 863667101		Symbol (Box 1d): SYK					
	10.000	10/05/12	08/12/13	$703.59	$547.90	$0.00	$155.69	$0.00
T ROWE PRICE GROUP INC	CUSIP: 74144T108		Symbol (Box 1d): TROW					
	20.000	10/05/12	03/13/13	$1,500.87	$1,270.77	$0.00	$230.10	$0.00
	5.000	02/28/13	03/13/13	$375.22	$358.00	$0.00	$17.22	$0.00
Security Subtotal	25.000			$1,876.09	$1,628.77	$0.00	$247.32	$0.00
TERADATA CORP	CUSIP: 88076W103		Symbol (Box 1d): TDC					
	17.000	10/05/12	09/12/13	$1,014.91	$1,281.46	$266.55	($266.55)	$0.00
	3.000	10/22/12	09/12/13	$179.10	$214.47	$35.37	($35.37)	$0.00
	2.000	12/10/12	09/12/13	$119.40	$117.16	$0.00	$2.24	$0.00
	2.000	02/07/13	09/12/13	$119.40	$123.55	$0.00	($4.15)	$0.00
	1.000	02/07/13	09/12/13	$59.70	$61.78	$2.08	($2.08)	$0.00
	5.000	02/28/13	09/12/13	$298.51	$291.20	$0.00	$7.31	$0.00
	3.000	06/14/13	09/12/13	$179.10	$169.23	$0.00	$9.87	$0 00
	3.000	10/22/12	10/15/13	$131.96	$211.52	$0.00	($79.56)	$0.00
	1.000	02/07/13	10/15/13	$43.98	$60.80	$0.00	($16.82)	$0.00
Security Subtotal	37.000			$2,146.06	$2,531.17	$304.00	($385.11)	$0.00
TESCO CORPORATION	CUSIP: 88157K101		Symbol (Box 1d): TESO					
	23.000	10/05/12	02/05/13	$272.68	$234.78	$0.00	$37.90	$0.00
	4.000	10/05/12	06/04/13	$53.43	$40.83	$0.00	$12.60	$0.00
	18.000	10/05/12	07/24/13	$243.37	$183.74	$0.00	$59.63	$0.00
	8.000	02/28/13	07/24/13	$108.16	$102.24	$0.00	$5.92	$0.00
Security Subtotal	53.000			$677.64	$561.59	$0.00	$116.05	$0.00

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TEXAS ROADHOUSE INC CL A	CUSIP: 882681109		Symbol (Box 1d): TXRH					
	12.000	10/05/12	05/14/13	$291.22	$205.43	$0.00	$85.79	$0.00
TIMKEN CO	CUSIP: 887389104		Symbol (Box 1d): TKR					
	6.000	10/05/12	07/25/13	$337.75	$235.74	$0 00	$102.01	$0.00
	23.000	10/05/12	09/16/13	$1,440.97	$903 67	$0.00	$537 30	$0.00
	6.000	02/28/13	09/16/13	$375.90	$326.82	$0.00	$49.08	$0.00
Security Subtotal	35.000			$2,154.62	$1,466.23	$0.00	$688.39	$0.00
TORCHMARK CORP	CUSIP: 891027104		Symbol (Box 1d): TMK					
	6.000	10/05/12	07/12/13	$410.41	$311 22	$0.00	$99.19	$0 00
TORTOISE ENERGY INFRA	CUSIP: 89147L100		Symbol (Box 1d): TYG					
	11.000	10/05/12	08/30/13	$487.13	$451.66	$0.00	$35.47	$0.00
	4.000	02/28/13	08/30/13	$177.14	$189.72	$0.00	($12.58)	$0.00
Security Subtotal	15.000			$664.27	$641.38	$0.00	$22.89	$0.00
TRANSOCEAN LTD	CUSIP: H8817H100		Symbol (Box 1d): RIG					
	47.000	10/05/12	09/23/13	$2,110.23	$2,114.89	$0 00	($4.66)	$0.00
	15.000	02/28/13	10/28/13	$728 99	$784.77	$0.00	($55.78)	$0.00
	15.000	06/14/13	10/28/13	$728.98	$739.93	$0.00	($10.95)	$0.00
Security Subtotal	77.000			$3,568.20	$3,639.59	$0.00	($71.39)	$0.00
TYSON FOODS INC CL A	CUSIP: 902494103		Symbol (Box 1d): TSN					
	51.000	01/23/13	08/27/13	$1,486.25	$1,135.71	$0 00	$350.54	$0.00
	14.000	02/28/13	08/27/13	$407.99	$318.36	$0.00	$89.63	$0.00
Security Subtotal	65.000			$1,894.24	$1,454.07	$0.00	$440.17	$0.00

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Morgan Stanley

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

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UGI CORPORATION NEW COM	CUSIP: 902681105		Symbol (Box 1d): UGI					
	20.000	10/05/12	05/24/13	$790.79	$638.60	$0.00	$152.19	$0.00
UMPQUA HOLDINGS CORP	CUSIP: 904214103		Symbol (Box 1d): UMPQ					
	23.000	10/05/12	08/07/13	$388.69	$292.76	$0.00	$95.93	$0.00
UNILEVER NV NY SH NEW	CUSIP: 904784709		Symbol (Box 1d): UN					
	12.000	10/05/12	08/14/13	$476.05	$438.36	$0.00	$37.69	$0.00
	1.000	10/05/12	09/06/13	$37.61	$36.53	$0.00	$1.08	$0.00
	18.000	10/05/12	09/06/13	$677.19	$657.54	$0.00	$19.65	$0.00
	35.000	10/05/12	09/06/13	$1,316.76	$1,278.55	$0.00	$38.21	$0.00
Security Subtotal	66.000			$2,507.61	$2,410.98	$0.00	$96.63	$0.00
UNITED PARCEL SERVICE INC CL-B	CUSIP: 911312106		Symbol (Box 1d): UPS					
	8.000	10/05/12	08/15/13	$686.36	$584.40	$0.00	$101.96	$0.00
UNITED THERAPEUTICS CORP	CUSIP: 91307C102		Symbol (Box 1d): UTHR					
	14.000	10/05/12	03/28/13	$857.00	$801.79	$0.00	$55.21	$0.00
US ECOLOGY INC NEW	CUSIP: 91732J102		Symbol (Box 1d): ECOL					
	3.000	10/05/12	01/08/13	$68.88	$67.48	$0.00	$1.40	$0.00
V F CORPORATION	CUSIP: 918204108		Symbol (Box 1d): VFC					
	8 000	10/05/12	05/02/13	$1,399.94	$1,298.24	$0.00	$101.70	$0.00
	2.000	02/07/13	05/02/13	$349.99	$308.28	$0 00	$41.71	$0.00
	1.000	03/28/13	05/02/13	$174.99	$167.67	$0.00	$7.32	$0.00
Security Subtotal	11.000			$1,924.92	$1,774.19	$0.00	$150.73	$0.00

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VALERO ENERGY CP DELA NEW	CUSIP: 91913Y100		Symbol (Box 1d): VLO					
	36.000	10/05/12	01/15/13	$1,283.78	$1,156 68	$0 00	$127.10	$0.00
VALMONT INDUSTRIES	CUSIP: 920253101		Symbol (Box 1d): VMI					
	10.000	04/19/13	07/19/13	$1,476.13	$1,489.75	$0.00	($13.62)	$0 00
VERIZON COMMUNICATIONS	CUSIP: 92343V104		Symbol (Box 1d): VZ					
	57.000	10/05/12	01/24/13	$2,430.19	$2,682.71	$0.00	($252.52)	$0 00
VISA INC CL A	CUSIP: 92826C839		Symbol (Box 1d): V					
	3.000	10/05/12	08/28/13	$522.32	$420.21	$0.00	$102.11	$0.00
WATERS CORP	CUSIP: 941848103		Symbol (Box 1d): WAT					
	6.000	10/05/12	05/02/13	$557.34	$505.68	$0.00	$51 66	$0.00
	4.000	02/28/13	05/02/13	$371.56	$373.00	$0.00	($1.44)	$0.00
Security Subtotal	10.000			$928.90	$878.68	$0.00	$50.22	$0.00
WD 40 COMPANY	CUSIP: 929236107		Symbol (Box 1d): WDFC					
	1.000	10/05/12	01/08/13	$47.36	$53.69	$0 00	($6.33)	$0.00
WELLS FARGO & CO NEW	CUSIP: 949746101		Symbol (Box 1d): WFC					
	16.000	10/05/12	06/20/13	$642.41	$571.84	$0.00	$70.57	$0 00
WEST PHARMACEUTICAL SVCS INC	CUSIP: 955306105		Symbol (Box 1d): WST					
	1.000	10/05/12	01/08/13	$55.00	$53.69	$0 00	$1.31	$0.00

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Account Number: 357 010354 031

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WMS IND INC	CUSIP: 929297109		Symbol (Box 1d): WMS					
	47.000	10/05/12	06/28/13	$1,197.45	$768.92	$0.00	$428.53	$0.00
	13.000	02/28/13	06/28/13	$331.21	$326.56	$0.00	$4.65	$0.00
Security Subtotal	60.000			$1,528.66	$1,095.48	$0.00	$433.18	$0.00
WOODWARD INC COM	CUSIP: 980745103		Symbol (Box 1d): WWD					
	15.000	01/25/13	09/16/13	$606.78	$592.24	$0.00	$14.54	$0.00
Total Short Term Covered Securities				**$137,639.61**	**$129,233.15**	**$353.57**	**$8,406.46**	**$0.00**

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

C. JEAN MCDONOUGH TTEE
MCDONOUGH CHARITABLE FDN U/A DTD
12/01/1986
8 WESTWOOD DR.
WORCESTER MA 01609-1243

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1 New York Plaza
8th Floor
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ABBVIE INC COM	CUSIP: 00287Y109	Symbol (Box 1d): ABBV						
	11.000	10/05/12	02/08/13	$395.17	$408.55	$0.00	($13.38)	$0.00
	15.000	10/05/12	02/12/13	$533.40	$557.11	$0.00	($23.71)	$0.00
	42.000	10/05/12	03/12/13	$1,576.27	$1,559.90	$0.00	$16.37	$0.00
Security Subtotal	68.000			$2,504.84	$2,525.56	$0.00	($20.72)	$0.00
BROOKFIELD PPTY PARTNERS LP	CUSIP: G16249107	Symbol (Box 1d): BPY						
	0.000	04/15/13	04/15/13	$15.25	$0.00	$0 00	$15.25	$0.00
Total Short Term Noncovered Securities				**$2,520.09**	**$2,525.56**	**$0.00**	**($5.47)**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$140,159.70**	**$131,758.71**	**$353.57**	**$8,400.99**	**$0.00**

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Long Term - Covered Securities
(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALLERGAN INC	CUSIP: 018490102		Symbol (Box 1d): AGN					
	10.000	10/05/12	11/07/13	$887.01	$934 80	$0.00	($47.79)	$0.00
CAMERON INTNL CORP	CUSIP: 13342B105		Symbol (Box 1d): CAM					
	16.000	10/05/12	10/28/13	$864.64	$877.60	$0.00	($12.96)	$0.00
COHU INC	CUSIP: 192576106		Symbol (Box 1d): COHU					
	32.000	10/05/12	10/23/13	$345.68	$296.45	$0.00	$49.23	$0.00
COSTAR GROUP INC	CUSIP: 22160N109		Symbol (Box 1d): CSGP					
	5.000	10/05/12	10/18/13	$865.56	$417.05	$0 00	$448.51	$0.00
CUBIST PHARMACEUTICALS INC	CUSIP: 229678107		Symbol (Box 1d): CBST					
	9.000	10/05/12	10/23/13	$571.05	$424.62	$0.00	$146.43	$0.00
DARDEN RESTAURANTS	CUSIP: 237194105		Symbol (Box 1d): DRI					
	14.000	10/05/12	10/10/13	$686.01	$767.90	$0.00	($81.89)	$0.00
EMC CORP MASS	CUSIP: 268648102		Symbol (Box 1d): EMC					
	2.000	10/05/12	10/15/13	$49.66	$54.92	$0.00	($5.26)	$0.00
						$0.00		$0.00
						$0.00		$0.00
FOSSIL GROUP INC COM	CUSIP: 34988V106		Symbol (Box 1d): FOSL					
	8.000	10/05/12	10/15/13	$946.42	$702.08	$0.00	$244.34	$0 00

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Morgan Stanley

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

OMB NO. 1545-0715

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

Long Term - Covered Securities (Continued) (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GILDAN ACTIVEWEAR INC	CUSIP: 375916103		Symbol (Box 1d): GIL					
	12.000	10/05/12	10/22/13	$575.04	$394.44	$0.00	$180.60	$0.00
GRAND CANYON ED INC COM	CUSIP: 38526M106		Symbol (Box 1d): LOPE					
	5.000	10/05/12	10/23/13	$217.24	$118.54	$0.00	$98.70	$0.00
GULFPORT ENERGY CORP NEW	CUSIP: 402635304		Symbol (Box 1d): GPOR					
	19.000	10/05/12	10/18/13	$1,264.54	$558.89	$0.00	$705.65	$0.00
						$0.00		$0.00
						$0.00		$0.00
Security Subtotal					[illegible]	$0.00		$0.00
HEARTLAND EXPRESS	CUSIP: 422347104		Symbol (Box 1d): HTLD					
	13.000	10/05/12	10/23/13	$188.16	$176.01	$0.00	$12.15	$0.00
ICU MEDICAL INC	CUSIP: 44930G107		Symbol (Box 1d): ICUI					
	4.000	10/05/12	10/23/13	$272.42	$245.65	$0.00	$26.77	$0.00
II VI INC	CUSIP: 902104108		Symbol (Box 1d): IIVI					
	36.000	10/05/12	10/18/13	$680.74	$714.60	$0.00	($33.86)	$0.00

NETAPP INC COM	CUSIP: 64110D104		Symbol (Box 1d): NTAP					
	33.000	10/05/12	10/28/13	$1,308.39	$1,011.12	$0.00	$297.27	$0.00
						$0.00		$0.00
NORDSON CP	CUSIP: 655663102		Symbol (Box 1d): NDSN					
	10.000	10/05/12	10/18/13	$741.18	$584.20	$0.00	$156.98	$0.00
						$0.00		$0.00
ON SEMICONDUCTOR CORP	CUSIP: 682189105		Symbol (Box 1d): ONNN					
	144.000	10/05/12	10/28/13	$997.98	$885.28	$0.00	$112.70	$0.00
	16.000	10/24/12	10/28/13	$110.89	$94.68	$0.00	$16.21	$0.00
Security Subtotal	160.000			$1,108.87	$979.96	$0.00	$128.91	$0.00
PHILIP MORRIS INTL INC	CUSIP: 718172109		Symbol (Box 1d): PM					
	10.000	10/05/12	11/21/13	$865.63	$936.60	$0 00	($70.97)	$0.00
	5.000	10/05/12	11/21/13	$432.82	$468.30	$0.00	($35.48)	$0.00
Security Subtotal	15.000			$1,298.45	$1,404.90	$0.00	($106.45)	$0.00

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

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

Long Term - Covered Securities (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PROS HLDG INC	CUSIP: 74346Y103	Symbol (Box 1d): PRO						
	12.000	10/05/12	10/23/13	$411.29	$234.84	$0.00	$176.45	$0.00
RAYONIER INCORPORATED	CUSIP: 754907103	Symbol (Box 1d): RYN						
	34.000	10/05/12	11/20/13	$1,496.71	$1,649.00	$0.00	($152.29)	$0.00
RITCHIE BROTHERS AUCTIONEERS	CUSIP: 767744105	Symbol (Box 1d): RBA						
	3.000	10/05/12	11/13/13	$60.64	$60.51	$0.00	$0.13	$0.00
						$0.00		$0.00
						$0.00		$0.00
Security Subtotal						$0.00		$0.00
SIMON PPTY GROUP INC	CUSIP: 828806109	Symbol (Box 1d): SPG						
	6.000	10/05/12	11/20/13	$914.70	$916.08	$0.00	($1.38)	$0.00
STARBUCKS CORP WASHINGTON	CUSIP: 855244109	Symbol (Box 1d): SBUX						
	11.000	10/05/12	10/29/13	$873.43	$536.91	$0.00	$336.52	$0.00
SVB FNCL GRP	CUSIP: 78486Q101	Symbol (Box 1d): SIVB						
	7.000	10/05/12	10/23/13	$661.92	$429.80	$0.00	$232.12	$0.00
TERADATA CORP	CUSIP: 88076W103	Symbol (Box 1d): TDC						
	17.000	10/05/12	10/15/13	$747.76	$1,264.74	$0.00	($516.98)	$0.00
TRANSOCEAN LTD	CUSIP: H8817H100	Symbol (Box 1d): RIG						
	38.000	10/05/12	10/28/13	$1,846.77	$1,709.91	$0.00	$136.86	$0.00

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IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

TYLER TECHNOLOGIES INC	**CUSIP:** 902252105		**Symbol (Box 1d):** TYL					
	6.000	10/05/12	10/29/13	$583.08	$266.76	$0.00	$316.32	$0.00
US ECOLOGY INC NEW	**CUSIP:** 91732J102		**Symbol (Box 1d):** ECOL					
	7.000	10/05/12	10/23/13	$228.95	$157.45	$0.00	$71.50	$0.00
WHITING PETROLEUM CORP	**CUSIP:** 966387102		**Symbol (Box 1d):** WLL					
	8.000	10/05/12	11/27/13	$479.36	$365.20	$0.00	$114.16	$0.00
Total Long Term Covered Securities				**$28,423.03**	**$23,618.10**	**$0.00**	**$4,804.93**	**$0.00**

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

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

Long Term - Covered Securities (Continued) (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked)

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KRAFT FOODS GROUP INC COM	CUSIP: 50076Q106	Symbol (Box 1d): KRFT						
	9.000	10/05/12	12/13/13	$472.84	$428.40	$0.00	$44.44	$0.00
	8.000	10/05/12	12/13/13	$420.31	$380.80	$0.00	$39.51	$0.00
	7.000	10/05/12	12/13/13	$367.77	$333.20	$0.00	$34.57	$0.00
Security Subtotal	24.000			$1,260.92	$1,142.40	$0.00	$118.52	$0.00

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BROOKFIELD PPTY PARTNERS LP CUSIP: G16249107 Symbol (Box 1d): BPY								
	1.000		04/17/13	$22.09	NOT ON FILE			$0 00
Total Long Term Noncovered Securities				22.09	**$0.00**	**$0.00**		**$0.00**
Total Long Term Covered and Noncovered Securities						**$0.00**		**$0.00**
Total Short and Long Term, Covered and Noncovered Securities								**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	158,137.98	
Total Cost or Other Basis (Box 3)	144,435.93	
Total Wash Sale Loss Disallowed (Box 5)		
Total Fed Tax Withheld (Box 4)		**$0.00**

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

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