Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► **Do not enter Social Security numbers on this form as it may be made public.**
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

Name of foundation: The G & A Foundation, Inc.
Number and street (or P O box number if mail is not delivered to street address): C/O Muchnick Golieb & Golieb,P.C. 200 Park Ave. S
Room/suite: 1700
City or town, state or province, country, and ZIP or foreign postal code: New York NY 10003

A Employer identification number: 13-3435542
B Telephone number (see the instructions): (212) 315-5575
C If exemption application is pending, check here ► ☐
D 1 Foreign organizations, check here ► ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 3,027,768.

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

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OGDEN, UT

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE 1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► ☒ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	22,629.			
4	Dividends and interest from securities	51,750.			
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain/(loss) from sale of assets not on line 10	160,867.			
b	Gross sales price for all assets on line 6a 872,613.				
7	Capital gain net income (from Part IV, line 2)		160,867.		
8	Net short-term capital gain			160,867.	
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) See Line 11 Stmt	8,885.	3,826.		
12	**Total.** Add lines 1 through 11	244,131.	164,693.	160,867.	
OPERATING AND ADMINISTRATIVE EXPENSES 13	Compensation of officers, directors, trustees, etc	24,495.	12,248.		12,247.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule) L-16a Stmt	9,028.	4,514.		4,514.
b	Accounting fees (attach sch)				
c	Other prof fees (attach sch) L-16c Stmt	18,349.	18,349.		
17	Interest	819.	819.		
18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	1,602.	1,352.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ADR fees	12.	12.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	54,305.	37,294.		16,761.
25	Contributions, gifts, grants paid	148,660.			148,660.
26	**Total expenses and disbursements.** Add lines 24 and 25	202,965.	37,294.		165,421.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	41,166.			
b	**Net investment income** (if negative, enter -0-)		127,399.		
c	**Adjusted net income** (if negative, enter -0-)			160,867.	

SCANNED MAY 28 2014

BAA For Paperwork Reduction Act Notice, see instructions. TEEA0301 10/18/13 **Form 990-PF (2013)**

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	81,476.	56,607.	56,607.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule) L-10a. Stmt	485,562.	442,887.	435,246.
	b	Investments – corporate stock (attach schedule) L-10b. Stmt	1,580,394.	1,704,111.	2,198,287.
	c	Investments – corporate bonds (attach schedule) L-10c. Stmt	358,241.	336,358.	337,628.
	11	Investments – land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,505,673.	2,539,963.	3,027,768.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
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	2,505,673.	2,539,963.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,505,673.	2,539,963.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,505,673.	2,539,963.	

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	2,505,673.
2	Enter amount from Part I, line 27a	2	41,166.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,546,839.
5	Decreases not included in line 2 (itemize) ► See Other Decreases Stmt	5	6,876.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,539,963.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Pacific (See Attached Schedule)	P	Various	Various
b	XME (See Attached Schedule)	P	Various	Various
c	Schaffer Cullen (See Attached Schedule)	P	Various	Various
d	ETF (See Attached Schedule)	P	Various	Various
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	317,652.		309,255.	8,397.
b	5,020.		6,272.	-1,252.
c	74,897.		50,655.	24,242.
d	475,044.		345,564.	129,480.
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				8,397.
b				-1,252.
c				24,242.
d				129,480.
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	160,867.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	160,867.

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 (column (b) divided by column (c))
2012	135,736.	2,501,881.	0.054254
2011	141,370.	2,770,444.	0.051028
2010	142,249.	2,637,533.	0.053933
2009	142,362.	2,416,340.	0.058916
2008	153,390.	2,941,016.	0.052155

2	**Total** of line 1, column (d)	2	0.270286
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.054057
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,871,406.
5	Multiply line 4 by line 3	5	155,220.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,274.
7	Add lines 5 and 6	7	156,494.
8	Enter qualifying distributions from Part XII, line 4	8	165,421.

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 V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b	1	1,274.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,274.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,274.
6	Credits/Payments		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013 . . . 6 a 600.		
b	Exempt foreign organizations – tax withheld at source . . . 6 b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6 c 671.		
d	Backup withholding erroneously withheld . . . 6 d		
7	Total credits and payments. Add lines 6a through 6d	7	1,271.
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	3.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	0.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► 0. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation . . . ► $ ____ **(2)** On foundation managers . . . . ► $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . . ► $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY - New York			
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*	8 b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			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 ► N/A

14 The books are in care of ► Margaret G. Axelrod, President Telephone no. ► (212) 315-5575

Located at ► 200 Park Ave. South NY, NY ZIP + 4 ► 10003

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

and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 2013, 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
1 a	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)?	1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	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 2013 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 2013)*	3 b		X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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 2013?	4 b		X

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

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

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

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

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

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

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

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

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

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

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

6 a 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.

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Margaret G.Axelrod 200 Park Ave S. NY, NY 10003	President 1.00	8,165.	0.	0.
John A. Golieb 200 Park Ave S. NY, NY 10003	Secretary/Treas 1.00	8,165.	0.	0.
Abner J. Golieb 200 Park Ave S. NY, NY 10003	Director 1.00	8,165.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ None

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

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

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

Total number of others receiving over $50,000 for professional services ▶ None

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:				
a	Average monthly fair market value of securities			1a	2,847,897.
b	Average of monthly cash balances			1b	67,236.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,915,133.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	2,915,133.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	43,727.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,871,406.
6	**Minimum investment return.** Enter 5% of line 5			6	143,570.

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	143,570.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,274.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,274.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	142,296.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	142,296.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	142,296.

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	165,421.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	165,421.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,274.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	164,147.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					142,296.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years 20 __, 20 __, 20 __					
3 Excess distributions carryover, if any, to 2013					
a From 2008	0.				
b From 2009	19,920.				
c From 2010	13,332.				
d From 2011	8,457.				
e From 2012	11,828.				
f **Total** of lines 3a through e		53,537.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 165,421.					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2013 distributable amount					142,296.
e Remaining amount distributed out of corpus		23,125.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		76,662.			
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					
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		76,662.			
10 Analysis of line 9					
a Excess from 2009	19,920.				
b Excess from 2010	13,332.				
c Excess from 2011	8,457.				
d Excess from 2012	11,828.				
e Excess from 2013	23,125.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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).)

Evelyn Paige,(deceased 11/06/99)

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:

Margaret G. Axelrod
200 Park Ave. South
New York, NY 10003 (212) 315-5575

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

None

c Any submission deadlines

No

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

No Individual Scholarships, Grants, Awards

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				
Stanley M. Isaacs NeighborhoodCenter 415 E 93rd St New York NY 10128		Public Charity	To provide Assistance to Elderly	10,000.
City Meals On Wheels 355 Lexington Avenue New York NY 10017		Public Charity	To provide Assistance to Homebound	12,000.
Central Synagogue Lexington Ave New York, NY		Public Charity	To support the programs run by the Synagogue	13,000.
Auburn Theological Seminary New York, NY New York NY		Public Charity	To support programs for Inter-Faith Education	20,000.
Lafayette College Easton, PA Eastaston PA 18042		Public Charity	To support educational programs full time students	20,000.
Samuel Waxman Cancer Research Fdntn New York, NY New York NY		Public Charity	To fund Medical Research	10,000.
American Friends of Hebrew University New York, NY New York NY		Public Charity	To provide Scholarships	5,000.
The Jed Foundation 220 Fifth Avenue New York NY 10001		Public Chcarity	Suicide prevention for College Students	3,500.
Temple Shaaray Tefila Second Avenue New York NY 10021		Public Charity	To Support Religous Educaiton	2,160.
See Line 3a statement				53,000.
Total . . . . ► **3 a**				148,660.
b Approved for future payment				
Total . . . . ► **3 b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	22,629.	
4 Dividends and interest from securities			14	51,750.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			19	160,867.	
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)				235,246.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 235,246.

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee

Date 5/13/2014

Title Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name: xnp

Preparer's signature:

Date: 04/28/14

Check ☐ if self-employed

PTIN:

Firm's name ► MUCHNICK, GOLIEB & GOLIEB, PC

Firm's EIN ► 13-3747277

Firm's address ► 200 PARK AVENUE SOUTH
NEW YORK NY 10003

Phone no (212) 315-5575

Form 990-PF Part I, Line 6a | **Net Gain or Loss From Sale of Assets** | **2013**

Name: The G & A Foundation, Inc.

Employer Identification Number: 13-3435542

Asset Information:

Description of Property: . . . . . . See Attached 1099 B (Pacific ST Covered)
Date Acquired: . . How Acquired . . .
Date Sold: . . . Name of Buyer: . . .
Sales Price: . . 75,034. Cost or other basis (do not reduce by depreciation) . . . 75,314.
Sales Expense: . . Valuation Method: . . . .
Total Gain (Loss): . . -280. Accumulation Depreciation: . . .

Description of Property: . . . . . . See Attached 1099 B (Pacific LT Covered)
Date Acquired: . How Acquired: . . .
Date Sold: . . . Name of Buyer: . . .
Sales Price: . . 4,697. Cost or other basis (do not reduce by depreciation) . . . 4,796.
Sales Expense: . . Valuation Method: . . . .
Total Gain (Loss): . . -99. Accumulation Depreciation . . .

Description of Property: . . . . . . See Attached 1099 B (Pacific LT Noncovered)
Date Acquired: . How Acquired: . . .
Date Sold: . . . Name of Buyer: . . .
Sales Price . . 237,921. Cost or other basis (do not reduce by depreciation) . . . 229,145.
Sales Expense . . Valuation Method . . . .
Total Gain (Loss): . . 8,776. Accumulation Depreciation: . . .

Description of Property . . . . . . See Attached 1099 B (XME)
Date Acquired: . How Acquired: . . .
Date Sold: . . . Name of Buyer: . . .
Sales Price . . 5,020. Cost or other basis (do not reduce by depreciation) . . . 6,272.
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . -1,252. Accumulation Depreciation: . . .

Description of Property: . . . . . . See attached 1099B (Schaffer Cullen Long Covered)
Date Acquired: . How Acquired. . . .
Date Sold: . . . Name of Buyer. . . .
Sales Price: . . 47,044. Cost or other basis (do not reduce by depreciation) . . . 34,687.
Sales Expense . . Valuation Method . . . .
Total Gain (Loss). . . 12,357. Accumulation Depreciation . . .

Description of Property: . . . . . . See attached 1099B (Schaffer Cullen Long Non Covered)
Date Acquired. . How Acquired . . .
Date Sold . . . Name of Buyer: . . .
Sales Price . . 27,853. Cost or other basis (do not reduce by depreciation) . . . 15,968.
Sales Expense: . . Valuation Method. . . . .
Total Gain (Loss) . . 11,885. Accumulation Depreciation . . .

Description of Property. . . . . . . See attached 1099B (ETF Long Non Covered)
Date Acquired: . How Acquired . . .
Date Sold: . . . Name of Buyer: . . .
Sales Price: . . 475,044. Cost or other basis (do not reduce by depreciation) . . . 345,564.
Sales Expense: . . Valuation Method: . . . .
Total Gain (Loss) . . 129,480. Accumulation Depreciation . . .

Description of Property: . . . . . .
Date Acquired: . How Acquired . . .
Date Sold. . . . Name of Buyer: . . .
Sales Price: . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method . . . .
Total Gain (Loss): . . Accumulation Depreciation . . .

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Non Dividend Distributions	612.		
Capital Gain Distributions	3,772.	3,772.	
Settlements	54.	54.	
Tax Refund	4,447.		
Total	8,885.	3,826.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Form 990PF Excise				
NYS Filing Fees	250.	0.		
Foreign Tax	1,352.	1,352.		
Total	1,602.	1,352.		

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

Return of Capital	225.
Basis reduction Pacific	3,647.
Contribution deducted in 2012 paid 1/2/2013	3,000.
Rounding error	4.
Total	6,876.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

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	Person or Business Checkbox Amount
a Paid during the year				
Lenox Hill Hospital 100 East 77th Street New York NY 10021		Public Charity	To support medical care and research	Person or ☐ Business ☒ 10,000.
Art Well 3723 Chestnut Street Philadelphia PA 19104		Public Charity	Support of arts programs to enhance communication and inter-racial peace	Person or ☐ Business ☒ 3,000.
Gowanus Canal Conservancy PO Box 150-652 Brooklyn NY 11215		Public Charity	To support Programs for the preservation, restoration and green development of the Gowanus Canal	Person or ☐ Business ☒ 1,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a Paid during the year				
Lincoln Center for the Performing Arts New York NY		Public Charity	To provide support for the maintenance and operation of Lincol Center as an arts venue	Person or ☐ Business ☒ 10,000.
Mane Stream PO Box 305 Oldwick NJ 08858		Public Charity	To support equine assisted therapy and educational initiatives	Person or ☐ Business ☒ 1,000.
The Forward 125 Maiden Lane New York NY 10038		Public Charity	To support publication of Jewish American newspaper in English and Yiddish	Person or ☐ Business ☒ 2,500.
Chrohn's & Colitis Foundation 386 Park Avenue South New York NY 10016		Public Charity	To fund medical research	Person or ☐ Business ☒ 2,500.
American Friends of Tel Aviv University 39 Broadway New York NY 10006		Public Charity	To provide scholarship funds	Person or ☐ Business ☒ 10,000.
Birthright Israel FOundation New York NY		Public Charity	To provide educational trips to Israel	Person or ☐ Business ☒ 3,000.
Barnard College 3009 Broadway New York, NY 10027		Public Charity	To support educational programs for undergraduate Students	Person or ☐ Business ☐ 10,000.
Total				53,000.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Muchnick, Golieb & Golieb, P.C.	Legal	9,028.	4,514.		4,514.
Total		9,028.	4,514.		4,514.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PACIFIC	Investment Management Fee	5,438.			
ETF	Investment Management Fee	7,433.			
SHAFER CULLEN	Investment Management Fee	5,525.			
SHAFER CULLEN	Service Fee Reversal	-47.			
Total		18,349.			

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
See Attached Schedule			442,887.	435,246.
Total			442,887.	435,246.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
See Attached Schedule	1,704,111.	2,198,287.
Total	1,704,111.	2,198,287.

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
See Attached Schedule	210,572.	214,821.
MUTUAL BOND FUND	125,786.	122,807.
Total	336,358.	337,628.

Supporting Statement of:

Form 990-PF, p1/Line 11(a)-1

Description	Amount
Shaffer Cullen	612.
Total	612.

Supporting Statement of:

Form 990-PF, p1/Line 11(a)-2

Description	Amount
Pacific	3,694.
Shaffer Cullen	78.
Total	3,772.

Supporting Statement of:

Form 990-PF, p1/Line 17(a)

Description	Amount
Pacific-Accrued Interest paid	819.
Total	819.

Supporting Statement of:

Form 990-PF, p1/Line 18(a)-3

Description	Amount
Shaffer Cullen	143.
ETF	1,209.
Total	1,352.

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
ETF XME	147.

Continued

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
CASH	13,289.
ETF	24,028.
SCHAFER CULLEN	20,460.
PACIFIC	23,552.
Total	81,476.

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
Pacific	16,638.
Shaffer Cullen	9,642.
Cash Account	1,789.
Uncleared Nov. check	5,000.
ETF	23,067.
XME	471.
Total	56,607.

Supporting Statement of:

Form 990-PF, p2/Part III, Line 5-1

Description	Amount
Shaffer Cullen:	
HCP	71.
Health Care Reit	154.
Total	225.

Supporting Statement of:

Form 990-PF,p12/Line 3 Column (d)

Description	Amount
Pacific	13,489.
Pacific US	9,140.
Total	22,629.

Supporting Statement of:

Form 990-PF,p12/Line 4 Column (d)

Description	Amount
Pacific	5,166.
Cash Account	2.
XME	774.
Schaffer Cullen	15,849.
ETF	29,959.
Total	51,750.

Supporting Statement of:

Investments/Line 10c Book-2

Description	Amount
	125,786.
Total	125,786.

Account Detail

Fiduciary Services Basic Securities Account
013-107474-048

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
VERIZON COMMUNICATIONS	11/9/11	24,000 000	$99 948	$23,987 52			$480 00	1 95
CUSIP 92343VBD5			$99 948	$23,987 52	**$24,556.80**	$569 28 LT	$80 00	
Unit Price· $102 320, Coupon Rate 2.000%, Matures 11/01/2016, Int Semi-Annually May/Nov 01, Yield to Maturity 1 165%, Moody BAA1 S&P BBB+, Issued 11/03/11								
GENERAL ELECTRIC CAPITAL CORP	9/23/08	17,000 000	92 376	15,703 92				
CUSIP 36962G2G8			92 376	15,703 92	18,919 64	3,215.72 LT		
	1/27/09	2,000 000	93.262	1,865.24				
			93 262	1,865 24	2,225 84	360 60 LT		
	3/31/09	2,000.000	87 777	1,755 54				
			87 777	1,755 54	2,225.84	470 30 LT		
	Total	21,000.000		19,324 70			1,134.00	4 85
				19,324 70	**23,371.32**	4,046 62 LT	428 40	
Unit Price· $111 292, Coupon Rate 5 400%; Matures 02/15/2017, Int Semi-Annually Feb/Aug 15, Yield to Maturity 1 672%, Moody A1 S&P AA+, Issued 02/13/07								
WACHOVIA CORP	3/9/12	19,000 000	116.484	22,131 96				
CUSIP 92976WBH8			111 717	21,226 19	21,908.52	682 33 LT		
	11/5/12	1,000 000	120 833	1,208 33				
			116.409	1,164 09	1,153 08	(11 01) LT		
	Total	20,000 000		23,340 29			1,150.00	4.98
				22,390 28	**23,061.60**	671 32 LT	479 16	
Unit Price $115 308, Coupon Rate 5 750%, Matures 02/01/2018, Int Semi-Annually Feb/Aug 01, Yield to Maturity 1 841%, Moody A2 S&P A+, Issued 01/31/08								
GOLDMAN SACHS GROUP INC	1/27/12	19,000.000	107 999	20,519.81				
CUSIP 38141GFM1			105 748	20,092 11	21,786 92	1,694 81 LT		
	11/5/12	2,000 000	117.086	2,341 72				
			113.657	2,273 14	2,293 36	20 22 LT		
	Total	21,000.000		22,861.53			1,291 50	5.36
				22,365.25	**24,080.28**	1,715.03 LT	322 87	
Unit Price $114 668; Coupon Rate 6 150%, Matures 04/01/2018, Int Semi-Annually Apr/Oct 01; Yield to Maturity 2 490%, Moody BAA1 S&P A-, Issued 04/01/08								
AT&T INC	9/23/08	18,000 000	94 509	17,011 62				
CUSIP 00206RAM4			94 509	17,011 62	20,440 98	3,429 36 LT		
	1/11/11	1,000 000	111 228	1,112 28				
			107 063	1,070 63	1,135 61	64 98 LT		
	11/5/12	2,000 000	123 017	2,460 34				
			118 364	2,367 27	2,271 22	(96.05) LT		
	Total	21,000 000		20,584 24			1,176 00	4 93
				20,449 52	**23,847.81**	3,398.29 LT	150 26	
Unit Price $113 561; Coupon Rate 5 600%, Matures 05/15/2018, Int Semi-Annually May/Nov 15, Yield to Maturity 2 320%, Moody A3 S&P A-, Issued 05/13/08								

The G & A Foundation 13-3435542
2013 Form 990-PF: Part II; Cols (b) and (c)

[redacted]

Account Detail

Fiduciary Services Basic Securities Account
013-107474-048

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
JP MORGAN CHASE AND COMPANY	7/17/13	25,000.000	96 793	24,198.25			406 20	1.65
CUSIP 46625HJL5			96 793	24,198 25	**24,480.00**	281 75 ST	51 90	
Unit Price· $97.920, Coupon Rate 1 625%, Matures 05/15/2018, Int. Semi-Annually May/Nov 15, Yield to Maturity 2 126%; Moody A3 S&P A, Issued 05/15/13								
TARGET CORP	3/6/13	22,000.000	112 151	24,673 22			852 50	3.67
CUSIP 87612EAV8			110 906	24,399 26	**23,193.28**	(1,205 98) ST	393.09	
Unit Price· $105.424, Coupon Rate 3 875%, Matures 07/15/2020, Int Semi-Annually Jan/Jul 15, Yield to Maturity 2 956%; Moody A2 S&P A+, Issued 07/16/10								
THERMO FISHER SCIENTIFIC	5/23/13	24,000 000	103 282	24,787.68			864.00	3 63
CUSIP 883556AZ5			103 073	24,737 53	**23,784.96**	(952.57) ST	326 40	
Unit Price: $99 104, Coupon Rate 3.600%; Matures 08/15/2021, Int. Semi-Annually Feb/Aug 15, Callable $100 00 on 05/15/21, Yield to Maturity 3.736%, Moody BAA1 (-) S&P BBB; Issued 08/16/11								
UNITED TECHNOLOGIES CORP	11/7/12	25,000.000	107.258	26,814.50			775.00	3 17
CUSIP 913017BV0			106.475	26,618 79	**24,444.50**	(2,174.29) LT	64 58	
Unit Price: $97 778, Coupon Rate 3 100%, Matures 06/01/2022, Int Semi-Annually Jun/Dec 01; Yield to Maturity 3 406%, Moody A2 S&P A, Issued 06/01/12								

	Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
CORPORATE FIXED INCOME	**203,000.000**	**$210,571.93** **$208,471.10**	**$214,820.55**	**$8,226.25 LT** **$(1,876.80) ST**	**$8,129.20** **$2,296.66**	**3.78%**
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	**27.3%**		**$217,117.21**			

Watchlist and CreditWatch Indicators (*) = developing/uncertain (+) = On Watchlist/CreditWatch Upgrade (-) = On Watchlist/CreditWatch Downgrade
For more information on Watchlist and CreditWatch Indicators, please go to our website at www morganstanley.com/bondratings or contact your financial advisor

Account Detail

Fiduciary Services Basic Securities Account
013-107474-048

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

GOVERNMENT SECURITIES

TREASURY SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
UNITED STATES TREASURY NOTE	8/6/13	40,000 000	$100.211	$40,084 52			$150.00	0.37
CUSIP 912828SK7			$100 158	$40,063 28	**$40,082.80**	$19 52 ST	$44.33	
Unit Price $100.207; Coupon Rate 0 375%, Matures 03/15/2015; Int. Semi-Annually Mar/Sep 15; Moody AAA, Issued 03/15/12								
UNITED STATES TREASURY NOTE	7/22/08	11,000 000	103 406	11,374 69				
CUSIP 912828EE6			100 862	11,094 79	11,702 57	607 78 LT		
	11/13/08	42,000 000	107 414	45,114 07				
			101 922	42,807 20	44,682 54	1,875 34 LT		
	2/24/11	1,000.000	110 184	1,101 84				
			103 793	1,037.93	1,063 87	25 94 LT		
	8/3/12	1,000 000	111.731	1,117 31				
			106 308	1,063 08	1,063 87	0 79 LT		
	11/5/12	3,000 000	110 719	3,321 57				
			106 281	3,188 42	3,191.61	3 19 LT		
	10/8/13	1,000.000	107 219	1,072.19				
			106 331	1,063 31	1,063.87	0 56 ST		
	Total	59,000 000		63,101 67			2,507.50	3 99
				60,254 73	**62,768.33**	2,513.04 LT 0 56 ST	940 31	
Unit Price $106 387, Coupon Rate 4 250%; Matures 08/15/2015, Int Semi-Annually Feb/Aug 15, Moody AAA, Issued 08/15/05								
UNITED STATES TREASURY NOTE	7/22/08	14,000 000	104 797	14,671 56				
CUSIP 912828FY1			101 834	14,256 77	15,540 00	1,283 23 LT		
	6/23/11	45,000 000	115 692	52,061 31				
			108 533	48,840 05	49,950.00	1,109 95 LT		
	10/25/12	1,000 000	116 024	1,160 24				
			111 385	1,113 85	1,110.00	(3 85) LT		
	11/5/12	4,000 000	116.274	4,650 95				
			111 641	4,465 65	4,440.00	(25 65) LT		
	Total	64,000 000		72,544 06			2,960 00	4 16
				68,676.32	**71,040.00**	2,363 68 LT	376.13	
Unit Price $111 000, Coupon Rate 4 625%, Matures 11/15/2016, Int Semi-Annually May/Nov 15; Yield to Maturity 747%; Moody AAA, Issued 11/15/06								
UNITED STATES TREASURY NOTE	5/20/10	18,000 000	103.051	18,549 22				
CUSIP 912828MP2			102 030	18,365 38	19,591 92	1,226 54 LT		
	8/18/11	13,000 000	114 954	14,943 96				
			111 010	14,431 28	14,149 72	(281 56) LT		
	10/18/12	1,000 000	116 246	1,162 46				
			113 685	1,136 85	1,088 44	(48 41) LT		

GOVERNMENT SECURITIES

TREASURY SECURITIES (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	11/5/12	3,000 000	117 204	3,516 11				
			114 573	3,437 19	3,265 32	(171 87) LT		
	10/9/13	1,000 000	110 926	1,109.26				
			110 558	1,105 58	1,088 44	(17 14) ST		
	Total	36,000 000		39,281.01			1,305.00	3 33
				38,476 28	**39,183.84**	724 70 LT	489.37	
						(17 14) ST		
Unit Price. $108 844; Coupon Rate 3 625%; Matures 02/15/2020; Int Semi-Annually Feb/Aug 15, Yield to Maturity 2 079%, Moody AAA, Issued 02/15/10								
UNITED STATES TREASURY NOTE	6/27/12	15,000 000	101 137	15,170 57				
CUSIP 912828SV3			100 975	15,146 23	13,870 35	(1,275 88) LT		
	11/5/12	2,000.000	101 043	2,020 86				
			100 926	2,018 51	1,849 38	(169 13) LT		
	Total	17,000 000		17,191 43			297 50	1 89
				17,164 74	**15,719.73**	(1,445 01) LT	37 80	
Unit Price: $92 469, Coupon Rate 1 750%, Matures 05/15/2022, Int Semi-Annually May/Nov 15; Yield to Maturity 2 764%, Moody AAA; Issued 05/15/12								
UNITED STATES TREASURY NOTE	9/24/13	24,000 000	98 582	23,659 78			600 00	2.60
CUSIP 912828VS6			98 582	23,659 78	**23,047.44**	(612 34) ST	225 00	
Unit Price $96 031; Coupon Rate 2 500%; Matures 08/15/2023; Int Semi-Annually Feb/Aug 15, Yield to Maturity 2.977%, Moody AAA, Issued 08/15/13								
TREASURY SECURITIES		**240,000.000**		**$255,862.47**			**$7,820.00**	**3.10%**
				$248,295.13	**$251,842.14**	**$4,156.41 LT**	**$2,112.94**	
						$(609.40) ST		

FEDERAL AGENCIES

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
FED NATL MTG ASSN	5/9/12	58,000 000	$105.494	$61,186 69				
CUSIP 31398AZV7			$101 933	$59,120.98	$59,268 46	$147 48 LT		
	11/5/12	4,000 000	104 689	4,187 54				
			102 042	4,081 66	4,087 48	5 82 LT		
	Total	62,000 000		65,374 23			1,627.50	2.56
				63,202 64	**63,355.94**	153 30 LT	185 35	
Unit Price $102 187; Coupon Rate 2 625%; Matures 11/20/2014, Int Semi-Annually May/Nov 20; Moody AAA S&P AA+, Issued 10/26/09								

Account Detail

Fiduciary Services Basic Securities Account
013-107474-048

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

GOVERNMENT SECURITIES

FEDERAL AGENCIES (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
FED HOME LN MTG CORP	12/6/12	54,000 000	105 562	57,003.48			1,552 50	2 79
CUSIP 3137EACH0			102 835	55,530 97	**55,578.96**	47.99 LT	612 37	
Unit Price· $102 924, Coupon Rate 2 875%; Matures 02/09/2015, Int Semi-Annually Feb/Aug 09, Moody AAA S&P AA+, Issued 01/07/10								
FED HOME LN MTG CORP	10/30/13	63,000 000	102 615	64,647 45			1,102 50	1 71
CUSIP 3137EACM9			102 381	64,500 27	**64,469.16**	(31 11) ST	339.93	
Unit Price $102 332; Coupon Rate 1 750%, Matures 09/10/2015, Int Semi-Annually Mar/Sep 10, Moody AAA S&P AA+, Issued 09/10/10								
FEDERAL AGENCIES		**179,000.000**		**$187,025.16**			**$4,282.50**	**2.33%**
				$183,233.88	**$183,404.06**	**$201.29 LT**	**$1,137.65**	
						$(31.11) ST		

	Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
GOVERNMENT SECURITIES	**419,000.000**	**$442,887.63**			**$12,102.50**	**2.78%**
		$431,529.01	**$435,246.20**	**$4,357.70 LT**	**$3,250.59**	
				$(640.51) ST		
TOTAL GOVERNMENT SECURITIES (incl.accr int.)	**55.2%**		**$438,496.79**			

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account It may not reflect all distributions received in cash; due to but not limited to the following investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributions shown This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PIA BBB BOND FD-COMPLETION SH (PBBBX)	1/21/09	1,557 477	$8 350	$13,004.93	$14,173 04	$1,168 11 LT		
	5/5/09	4,074 239	8 540	34,794 00	37,075 57	2,281 57 LT		
	9/15/09	423 895	9 500	4,027.00	3,857 44	(169 56) LT		
	1/6/12	415 298	9 800	4,069.92	3,779 21	(290 71) LT		
	2/14/12	1,617 517	10 020	16,207 52	14,719 40	(1,488 12) LT		
	10/17/12	1,569 000	10 410	16,333 29	14,277 90	(2,055 39) LT		
	11/5/12	628 000	10.440	6,556 32	5,714 80	(841.52) LT		
	1/3/13	415 000	10 030	4,162 45	3,776 50	(385 95) ST		

Account Detail

Fiduciary Services Basic Securities Account
013-107474-048

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	7/11/13	201 000	9 450	1,899 45	1,829 10	(70 35) ST		
	Total	10,901 426		101,054 88	**99,202.98**	(1,395 62) LT (456.30) ST	4,208 00	4 24
Total Purchases vs Market Value				101,054 88	99,202 98			
Cumulative Cash Distributions					34,134 17			
Net Value Increase/(Decrease)					32,282.27			
Share Price. $9 100, Dividend Cash, Capital Gains Cash								
PIA MBS BOND-COMPLETION SH (PMTGX)	2/7/12	2,118 595	10.000	21,185 95	20,232 58	(953 37) LT		
	11/5/12	288 000	10 070	2,900.16	2,750 40	(149 76) LT		
	1/3/13	65 000	9 930	645 45	620.75	(24 70) ST		
	Total	2,471 595		24,731 56	**23,603.73**	(1,103 13) LT (24 70) ST	638.00	2 70
Total Purchases vs Market Value				24,731 56	23,603 73			
Cumulative Cash Distributions					2,635.44			
Net Value Increase/(Decrease)					1,507 61			
Share Price· $9 550; Dividend Cash, Capital Gains Cash								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
MUTUAL FUNDS	**15.4%**	**$125,786.44**	**$122,806.71**	**$(2,498.75) LT** **$(481.00) ST**	**$4,846.00** **$0.00**	**3.95%**

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page
For more information about the pricing of Money Market Funds, please see the Expanded Disclosures

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
TOTAL MARKET VALUE	**100.0%**	**$765,786.55**	**$789,511.12**	**$10,085.20 LT** **$(2,998.31) ST**	**$25,078.94** **$5,547.25**	**3.15%**

TOTAL VALUE (includes accrued interest) **$795,058.37**

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included

Account Detail

Fiduciary Services Basic Securities Account
013-107475-048

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM)	2/18/11	100 000	$92 898	$9,289 80	**$14,025.00**	$4,735.20 LT	$342 00	2.43
Share Price $140 250; Next Dividend Payable 03/2014								
ALTRIA GROUP INC (MO)	2/18/11	440 000	24 760	10,894.40	**16,891.60**	5,997 20 LT	844.80	5 00
Share Price· $38.390, Next Dividend Payable 01/10/14								
ASTRAZENECA PLC ADS (AZN)	2/18/11	260.000	49 386	12,840.41	**15,436.20**	2,595 79 LT	728 00	4.71
Share Price $59 370; Next Dividend Payable 03/2014								
AT&T INC (T)	2/18/11	330 000	28 470	9,395 10	**11,602.80**	2,207 70 LT	607 20	5 23
Share Price $35 160; Next Dividend Payable 02/2014								
BCE INC (NEW) (BCE)	2/20/13	40 000	44 104	1,764 15	1,731 60	(32.55) ST		
	2/21/13	260 000	44 316	11,522.16	11,255 40	(266 76) ST		
	10/15/13	30 000	43 031	1,290 92	1,298 70	7.78 ST		
	Total	330 000		14,577.23	**14,285.70**	(291.53) ST	738.21	5.16
Share Price $43 290, Next Dividend Payable 01/15/14								
BOEING CO (BA)	2/3/09	42 000	41 606	1,747 43	5,732 58	3,985 15 LT		
	2/4/09	15 000	42.379	635 69	2,047 35	1,411 66 LT		
	2/18/11	63 000	73 180	4,610 34	8,598 87	3,988 53 LT		
	Total	120 000		6,993 46	**16,378.80**	9,385 34 LT	350 40	2 13
Share Price· $136.490; Next Dividend Payable 03/2014								
CHEVRON CORP (CVX)	2/18/11	130.000	98 418	12,794.34	**16,238.30**	3,443.96 LT	520 00	3.20
Share Price $124.910, Next Dividend Payable 03/2014								
CISCO SYS INC (CSCO)	9/14/12	440 000	19 625	8,634 96	9,869 20	1,234 24 LT		
	6/21/13	120 000	24 513	2,941.50	2,691.60	(249 90) ST		
	10/15/13	60 000	23 298	1,397 90	1,345 80	(52 10) ST		
	Total	620 000		12,974.36	**13,906.60**	1,234 24 LT (302 00) ST	421.60	3 03
Share Price $22 430, Next Dividend Payable 01/2014								
CONOCOPHILLIPS (COP)	2/27/06	27 000	47 922	1,293 89	1,907 55	613 66 LT		
	2/28/06	30 000	47 234	1,417.01	2,119 50	702 49 LT		
	3/3/06	55 000	48 289	2,655.87	3,885 75	1,229.88 LT		
	7/30/09	60 000	33 475	2,008 48	4,239 00	2,230 52 LT		
	2/18/11	38 000	58 727	2,231 63	2,684 70	453 07 LT		
	6/8/12	30 000	53 888	1,616 64	2,119.50	502 86 LT		
	Total	240 000		11,223 52	**16,956.00**	5,732.48 LT	662 40	3 90
Share Price $70 650, Next Dividend Payable 03/2014								
DIAGEO PLC SPON ADR NEW (DEO)	7/30/09	71 000	61 588	4,372 75	9,401 82	5,029 07 LT		
	2/18/11	24 000	78 070	1 873 68	3,178 08	1,304 40 LT		

The G & A Foundation 13-3435542
2013 Form 990-PF: Part II; Cols (b) and (c)

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	95 000		6,246 43	**12,579.90**	6,333 47 LT	284 81	2 26
Share Price $132 420; Next Dividend Payable 04/2014								
DIAMOND OFFSHORE DRILLING INC (DO)	2/15/13	80 000	74 536	5,962.85	4,553 60	(1,409 25) ST		
	2/19/13	40 000	74 404	2,976 17	2,276.80	(699.37) ST		
	6/21/13	80.000	67 125	5,369 99	4,553 60	(816 39) ST		
	Total	200 000		14,309 01	**11,384.00**	(2,925.01) ST	100 00	0 87
Share Price $56.920, Next Dividend Payable 03/2014								
DOMINION RES INC (NEW) (D)	2/18/11	155 000	44.330	6,871 15	**10,026.95**	3,155 80 LT	348 75	3 47
Share Price $64.690, Next Dividend Payable 03/2014								
DU PONT EI DE NEMOURS & CO (DD)	2/18/11	175 000	55 910	9,784 25	11,369 75	1,585 50 LT		
	10/15/13	30 000	58 396	1,751 87	1,949 10	197 23 ST		
	Total	205 000		11,536 12	**13,318.85**	1,585 50 LT 197.23 ST	369.00	2 77
Share Price. $64 970, Next Dividend Payable 03/2014								
ELI LILLY & CO (LLY)	7/30/09	153 000	35 538	5,437 24	7,803.00	2,365 76 LT		
	2/18/11	142 000	34 668	4,922 86	7,242.00	2,319 14 LT		
	Total	295 000		10,360.10	**15,045.00**	4,684.90 LT	578.20	3.84
Share Price $51.000; Next Dividend Payable 03/2014								
GENERAL ELECTRIC CO (GE)	2/18/11	480.000	21 350	10,248 00	**13,454.40**	3,206.40 LT	422.40	3.13
Share Price $28 030, Next Dividend Payable 01/27/14								
GENUINE PARTS CO (GPC)	2/18/11	175 000	55 160	9,653.00	**14,558.25**	4,905 25 LT	376 25	2 58
Share Price. $83.190, Next Dividend Payable 01/02/14								
HCP INCORPORATED (HCP)	2/18/11	290 000	36 374	10,548 38	**10,532.80**	(15 58) LT R	609 00	5 78
Share Price $36 320; Next Dividend Payable 02/2014								
HEALTH CARE REIT INC (HCN)	2/18/11	230 000	48 345	11,119 32	**12,321.10**	1,201 78 LT R	703 80	5 71
Share Price $53.570, Next Dividend Payable 02/2014								
HSBC HOLDINGS PLC SPON ADR NEW (HSBC)	2/18/11	210 000	58 570	12,299 70	**11,577.30**	(722.40) LT	504 00	4 35
Share Price: $55 130								
INTEL CORP (INTC)	2/18/11	280 000	22 080	6,182 40	7,267 40	1,085 00 LT		
	6/21/13	290 000	24 235	7,028 12	7,526 95	498.83 ST		
	10/15/13	40 000	23.530	941 19	1,038.20	97 01 ST		
	Total	610 000		14,151 71	**15,832.55**	1,085 00 LT 595 84 ST	549 00	3 46
Share Price. $25 955, Next Dividend Payable 03/2014								

Account Detail

Fiduciary Services Basic Securities Account
013-107475-048

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
JOHNSON & JOHNSON (JNJ)	2/18/11	190 000	61 088	11,606 72	**17,402.10**	5,795 38 LT	501 60	2.88
Share Price: $91 590; Next Dividend Payable 03/2014								
JPMORGAN CHASE & CO (JPM)	3/27/12	180.000	46 289	8,332 09	**10,526.40**	2,194 31 LT	273 60	2.59
Share Price: $58 480; Next Dividend Payable 01/2014								
KIMBERLY CLARK CORP (KMB)	2/18/11	120 000	65.580	7,869 60	**12,535.20**	4,665.60 LT	388 80	3.10
Share Price: $104 460, Next Dividend Payable 01/03/14								
KRAFT FOODS GROUP INC COM (KRFT)	2/18/11	126 000	32.454	4,089 22	**6,792.66**	2,703.44 LT	264 60	3.89
Share Price. $53 910, Next Dividend Payable 01/17/14								
MERCK & CO INC NEW COM (MRK)	10/3/11	335 000	32 417	10,859 86	**16,766.75**	5,906 89 LT	589 60	3 51
Share Price. $50 050, Next Dividend Payable 01/08/14								
METLIFE INCORPORATED (MET)	3/22/13	180.000	38 162	6,869 11	9,705 60	2,836 49 ST		
	6/21/13	80 000	44 945	3,595 57	4,313 60	718 03 ST		
	Total	260 000		10,464 68	**14,019.20**	3,554.52 ST	286.00	2 04
Share Price $53.920, Next Dividend Payable 03/2014								
MICROSOFT CORP (MSFT)	2/18/11	300 000	27 030	8,109.00	11,223.00	3,114 00 LT		
	7/26/11	160 000	27 941	4,470.51	5,985.60	1,515 09 LT		
	Total	460 000		12,579 51	**17,208.60**	4,629 09 LT	515 20	2 99
Share Price: $37 410, Next Dividend Payable 03/2014								
NEXTERA ENERGY INC COM (NEE)	7/30/09	120 000	57 596	6,911 52	10,274.40	3,362 88 LT		
	2/18/11	70 000	54 410	3,808 70	5,993 40	2,184 70 LT		
	Total	190 000		10,720 22	**16,267.80**	5,547 58 LT	501.60	3 08
Share Price: $85 620, Next Dividend Payable 03/2014								
PHILIP MORRIS INTL INC (PM)	2/18/11	135 000	61 430	8,293 05	**11,762.55**	3,469 50 LT	507 60	4.31
Share Price $87.130; Next Dividend Payable 01/10/14								
RAYTHEON CO (NEW) (RTN)	4/11/12	190.000	51 580	9,800 27	**17,233.00**	7,432.73 LT	418 00	2.42
Share Price: $90 700, Next Dividend Payable 02/06/14								
ROYAL DUTCH SHELL PLC CL B (RDS'B)	3/28/11	160 000	72 213	11,554 10	12,017.60	463.50 LT		
	6/21/13	50 000	66 267	3,313.34	3,755 50	442 16 ST		
	Total	210 000		14,867.44	**15,773.10**	463 50 LT 442 16 ST	756.00	4 79
Share Price $75 110								
TRAVELERS COMPANIES INC COM (TRV)	2/18/11	170 000	60 818	10,339 06	**15,391.80**	5,052 74 LT	340 00	2 20
Share Price. $90 540; Next Dividend Payable 03/2014								
UNILEVER NV NY SH NEW (UN)	7/30/09	284 000	27 208	7,727 07	11,425 32	3,698 25 LT		
	2/18/11	36 000	29 950	1,078 20	1,448.28	370 08 LT		

Account Detail

Fiduciary Services Basic Securities Account
013-107475-048

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	320 000		8,805 27	**12,873.60**	4,068 33 LT	379 52	2 94
Share Price $40 230								
VODAFONE GP PLC ADS NEW (VOD)	7/30/09	222 000	20 228	4,490 51	8,726 82	4,236 31 LT		
	2/18/11	98.000	29 580	2,898 84	3,852.38	953 54 LT		
	6/21/13	85 000	27 319	2,322 12	3,341 35	1,019 23 ST		
	Total	405 000		9,711 47	**15,920.55**	5,189 85 LT 1,019 23 ST	643 95	4.04

Share Price· $39 310, Next Dividend Payable 02/05/14

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
STOCKS	**98.0%**	**$356,664.00**	**$476,825.41**	**$117,870.97 LT** **$2,290.44 ST**	**$16,425.89** **$0.00**	**3.44%**

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
TOTAL MARKET VALUE	**100.0%**	**$356,664.00**	**$486,467.46**	**$117,870.97 LT** **$2,290.44 ST**	**$16,426.85** **$0.00**	**3.38%**

TOTAL VALUE (includes accrued interest) **$486,467.46**

R - The cost basis for this tax lot was adjusted due to a reclassification of income
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included

ACTIVITY

INVESTMENT RELATED ACTIVITY

TAXABLE INCOME

Date	Activity Type	Description	Comments	Credits/(Debits)
12/1	Qualified Dividend	INTEL CORP		$137 25
12/2	Qualified Dividend	DIAMOND OFFSHORE DRILLING INC		175 00
12/2	Qualified Dividend	CONOCOPHILLIPS		165 60
12/6	Qualified Dividend	BOEING CO		58 20
12/10	Qualified Dividend	ELI LILLY & CO		144 55
12/10	Qualified Dividend	CHEVRON CORP		130.00
12/10	Qualified Dividend	JOHNSON & JOHNSON		125 40
12/11	Qualified Dividend	HSBC HOLDINGS PLC SPON ADR NEW		105 00

Account Detail

Select UMA Basic Securities Account
013-113848-048

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

EXCHANGE-TRADED & CLOSED-END FUNDS

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain exchange-traded funds Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a description of these status codes All status codes represent the opinions of CG IAR and are not representations or guarantees of performance

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES RUSSELL 1000 GRW ETF (IWF)	1/14/11	399 000	$58 580	$23,373 42	$34,294 05	$10,920.63 LT		
	4/15/11	7 000	59 930	419 51	601 65	182 14 LT		
	11/8/11	2,760 000	59 447	164,072 89	237,222 00	73,149 11 LT		
	11/9/12	290 000	63 636	18,454 44	24,925 50	6,471 06 LT		
	3/19/13	144 000	70 289	10,121 67	12,376 80	2,255 13 ST		
	11/8/13	140 000	81 482	11,407.45	12,033 00	625.55 ST		
	Total	3,740 000		227,849 38	**321,453.00**	90,722 94 LT 2,880 68 ST	4,143.92	1.28
Share Price. $85 950, CG IAR Status. AL; Next Dividend Payable 03/2014								
ISHARES RUSSELL 1000 VALUE ETF (IWD)	1/14/11	182 000	66 200	12,048 40	17,138 94	5,090 54 LT		
	10/7/11	100 000	58.476	5,847 62	9,417.00	3,569 38 LT		
	11/8/11	1,810 000	63.997	115,833.85	170,447 70	54,613 85 LT		
	3/19/13	68 000	80.570	5,478 76	6,403.56	924 80 ST		
	9/13/13	346 000	87 185	30,165 94	32,582 82	2,416 88 ST		
	11/8/13	159 000	90 488	14,387 56	14,973 03	585 47 ST		
	Total	2,665 000		183,762 13	**250,963.05**	63,273 77 LT 3,927.15 ST	4,890 28	1 94
Share Price $94 170, CG IAR Status· AL, Next Dividend Payable 03/2014								
ISHARES RUSSELL 2000 GRWTH ETF (IWO)	5/13/10	163 000	75 838	12,361 59	22,088.13	9,726 54 LT		
	7/23/10	123 000	69 740	8,578 02	16,667 73	8,089 71 LT		
	10/7/11	25 000	77 158	1,928.94	3,387 75	1,458 81 LT		
	11/8/11	420 000	86 798	36,455 16	56,914.20	20,459 04 LT		
	11/9/12	8.000	90.060	720 48	1,084 08	363 60 LT		
	3/8/13	365 000	106 597	38,907 98	49,461 15	10,553 17 ST		
	3/19/13	38 000	106 564	4,049 43	5,149 38	1,099.95 ST		
	11/8/13	130 000	127 127	16,526.54	17,616 30	1,089 76 ST		
	Total	1,272 000		119,528 14	**172,368.72**	40,097 70 LT 12,742 88 ST	1,232 57	0 71
Share Price $135 510, CG IAR Status AL, Next Dividend Payable 03/2014								
ISHARES RUSSELL 2000 VALUE ETF (IWN)	1/26/10	258 000	57 855	14,926 64	25,671 00	10,744 36 LT		
	5/13/10	210 000	67 620	14,200 20	20,895 00	6,694 80 LT		
	4/15/11	3 000	73 490	220 47	298 50	78 03 LT		
	10/7/11	20 000	59 310	1,186 20	1,990 00	803 80 LT		
	11/8/11	399.000	66 425	26 503 58	39,700 50	13,196 92 LT		

The G & A Foundation 13-3435542
2013 Form 990-PF: Part II; Cols (b) and (c)

[redacted]

Account Detail

Select UMA Basic Securities Account
013-113848-048

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	3/8/13	312 000	83 083	25,921 83	31,044 00	5,122 17 ST		
	3/19/13	29 000	83 558	2,423 18	2,885 50	462 32 ST		
	9/13/13	135 000	90 082	12,161 11	13,432 50	1,271.39 ST		
	Total	1,366.000		97,543 21	**135,917.00**	31,517 91 LT 6,855 88 ST	2,406 89	1 77
Share Price· $99 500, CG IAR Status AL, Next Dividend Payable 03/2014								
ISHARES RUSSELL MIDCAP G ETF (IWP)	5/6/10	111 000	45 670	5,069.37	9,363 96	4,294.59 LT		
	5/13/10	75 000	49 128	3,684 60	6,327 00	2,642 40 LT		
	7/23/10	165 000	46 230	7,627 95	13,919 40	6,291 45 LT		
	11/8/11	560 000	57 366	32,124 96	47,241 60	15,116 64 LT		
	8/24/12	15 000	60 746	911 19	1,265 40	354 21 LT		
	3/8/13	608 000	68 886	41,882 63	51,290 88	9,408 25 ST		
	3/19/13	68 000	68 596	4,664 53	5,736.48	1,071 95 ST		
	11/8/13	213 000	79 389	16,909 90	17,968 68	1,058 78 ST		
	Total	1,815 000		112,875 13	**153,113.40**	28,699.29 LT 11,538 98 ST	1,217 87	0 79
Share Price $84.360, CG IAR Status: AL, Next Dividend Payable 03/2014								
ISHARES RUSSELL MIDCAP V ETF (IWS)	5/6/10	504 000	38 502	19,405 15	33,117 84	13,712 69 LT		
	11/19/10	12 000	42 070	504 84	788.52	283 68 LT		
	10/7/11	10 000	39 870	398 70	657.10	258 40 LT		
	11/8/11	480 000	44 176	21,204 48	31,540 80	10,336 32 LT		
	3/8/13	475 000	56.186	26,688 26	31,212 25	4,523 99 ST		
	3/19/13	42 000	56 411	2,369 26	2,759 82	390 56 ST		
	9/13/13	243 000	60 700	14,750 10	15,967 53	1,217 43 ST		
	Total	1,766.000		85,320 79	**116,043.86**	24,591 09 LT 6,131 98 ST	1,983 22	1 70
Share Price. $65 710, CG IAR Status AL, Next Dividend Payable 03/2014								
VANGUARD FTSE DEVELOPED MKTS E (VEA)	6/4/10	470.000	29.953	14,077 91	19,589 60	5,511.69 LT		
	11/8/11	675 000	33 306	22,481 55	28,134 00	5,652 45 LT		
	4/13/12	99.000	32 620	3,229 38	4,126 32	896 94 LT		
	11/9/12	2,369 000	32 700	77,466 30	98,739 92	21,273.62 LT		
	3/8/13	2,745 000	36 822	101,075 57	114,411 60	13,336 03 ST		
	3/19/13	287.000	36 540	10,486 95	11,962.16	1,475.21 ST		
	9/13/13	1,345.000	39.010	52,468 45	56,059 60	3,591 15 ST		
	11/8/13	330 000	40 160	13,252 80	13,754 40	501 60 ST		

Account Detail

Select UMA Basic Securities Account
013-113848-048

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	8,320 000		294,538.91	**346,777.60**	33,334 70 LT 18,903 99 ST	9,010 56	2.59
Share Price· $41 680; CG IAR Status AL; Next Dividend Payable 03/2014								
VANGUARD FTSE EMERGING MARKETS (VWO)	10/7/11	197 000	37 850	7,456.45	8,104.58	648 13 LT		
	11/8/11	3,010.000	42 788	128,790.98	123,831.40	(4,959 58) LT		
	4/13/12	363 000	42 829	15,546.96	14,933 82	(613 14) LT		
	8/24/12	347 000	40 758	14,142 89	14,275 58	132 69 LT		
	3/19/13	385 000	42 300	16,285 50	15,838 90	(446 60) ST		
	Total	4,302 000		182,222 78	**176,984.28**	(4,791.90) LT (446 60) ST	4,839.75	2 73
Share Price $41 140, CG IAR Status AL, Next Dividend Payable 03/2014								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	**98.6%**	**$1,303,640.47**	**$1,673,620.91**	**$307,445.50 LT** **62,534.94 ST**	**$29,725.06** **$0.00**	**1.78%**

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
TOTAL MARKET VALUE	**100.0%**	**$1,303,640.47**	**$1,696,687.78**	**$307,445.50 LT** **$62,534.94 ST**	**$29,727.37** **$0.00**	**1.75%**

TOTAL VALUE (includes accrued interest) **$1,696,687.78**

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

ACTIVITY

INVESTMENT RELATED ACTIVITY

TAXABLE INCOME

Date	Activity Type	Description	Comments	Credits/(Debits)
11/29	Dividend	INVESCO PREMIER INST DIV PAYMENT		$0.39
12/27	Dividend	VANGUARD FTSE DEVELOPED MKTS E		1,772.16
12/27	Dividend	VANGUARD FTSE EMERGING MARKETS		929 23
12/30	Dividend	ISHARES RUSSELL 1000 VALUE ETF		1,481 68
12/30	Dividend	ISHARES RUSSELL 1000 GRW ETF		1,209 19

Account Detail

Active Assets Account
013-114345-048

THE G&A FOUNDATION INC
ETF - XME

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SPDR S&P METALS & MINING (XME)	10/16/09	905 000	$48 244	$43,661.09	$38,082 40	$(5,578 69) LT		
	Purchases	905 000		43,661 09	**38,082.40**	(5,578 69) LT		
Long Term Reinvestments		2 762		145 68	116 22	(29 46) LT		
	Total	907.762		43,806 77	**38,198.62**	(5,608 15) LT	503.81	1 31

Share Price $42.080; Next Dividend Payable 03/2014

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	**98.8%**	**$43,806.77**	**$38,198.62**	**$(5,608.15) LT**	**$503.81** **$0.00**	**1.32%**

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
TOTAL MARKET VALUE	**100.0%**	**$43,806.77**	**$38,669.57**	**$(5,608.15) LT**	**$503.84** **$0.00**	**1.30%**

TOTAL VALUE (includes accrued interest) **$38,669.57**

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included

ACTIVITY

INVESTMENT RELATED ACTIVITY

PURCHASES, DIVIDEND REINVESTMENTS, SALES AND REDEMPTIONS

Trade Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
12/11	12/16	Sold	SPDR S&P METALS & MINING	PREFERENTIAL RATE ACTED AS AGENT	130 000	$39 4326	$5,019 65
TOTAL PURCHASES, DIVIDEND REINVESTMENTS, SALES AND REDEMPTIONS							**$5,019.65**
TOTAL SALES AND REDEMPTIONS							$5,019 65

Purchase and Sale transactions above may have received an average price execution Details regarding the actual prices are available upon request.

The G & A Foundation 13-3435542
2013 Form 990-PF: Part II; Cols (b) and (c)

[redacted]

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE G&A FOUNDATION INC
C/O MUCHNICK, GOLIEB & GOLIEB
SCHAFER CULLEN
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

Identification Number: 26-4310632

Taxpayer ID Number: 13-3435542
Account Number: 013 107475 048

Customer Service: 866-324-6088

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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)
DOMINION RES INC (NEW)	CUSIP: 25746U109		Symbol (Box 1d): D					
	85.000	02/18/11	10/16/13	$5,320 05	$3,768.05	$0 00	$1,552 00	$0 00
DU PONT EI DE NEMOURS & CO	CUSIP: 263534109		Symbol (Box 1d): DD					
	45.000	02/18/11	10/16/13	$2,654 95	$2,515 95	$0 00	$139 00	$0 00
H J HEINZ CO	CUSIP: 423074103		Symbol (Box 1d):					
	62.000	02/18/11	06/10/13	$4,495 00	$2,952 44	$0 00	$1,542 56	$0 00
KIMBERLY CLARK CORP	CUSIP: 494368103		Symbol (Box 1d): KMB					
	45.000	02/18/11	06/21/13	$4,283.36	$2,951 10	$0 00	$1,332 26	$0 00
MONDELEZ INTL INC COM	CUSIP: 609207105		Symbol (Box 1d): MDLZ					
	380 000	02/18/11	03/22/13	$11,331.53	$7,604.47	$0 00	$3,727 06	$0 00
RAYTHEON CO (NEW)	CUSIP: 755111507		Symbol (Box 1d): RTN					
	40 000	04/11/12	10/16/13	$3,047 94	$2,063 22	$0 00	$984 72	$0.00
VERIZON COMMUNICATIONS	CUSIP: 92343V104		Symbol (Box 1d): VZ					
	300 000	02/18/11	02/20/13	$13,500 44	$10,974 00	$0 00	$2,526 44	$0.00
3M COMPANY	CUSIP: 88579Y101		Symbol (Box 1d): MMM					
	20.000	02/18/11	10/16/13	$2,410.75	$1,857 96	$0 00	$552 79	$0.00
Total Long Term Covered Securities				**$47,044.02**	**$34,687.19**	**$0.00**	**$12,356.83**	**$0.00**

The G & A Foundation 13-3435542
2013 Form 990-PF: Part IV; Line 1

[redacted]

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE G&A FOUNDATION INC
C/O MUCHNICK, GOLIEB & GOLIEB
SCHAFER CULLEN
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

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

Taxpayer ID Number: 13-3435542
Account Number. 013 107475 048

Customer Service: 866-324-6088

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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)
BOEING CO	**CUSIP:** 097023105		**Symbol (Box 1d):** BA					
	12 000	01/30/09	10/15/13	$1,427.25	$498.62	$0 00	$928.63	$0 00
	18.000	02/03/09	10/15/13	$2,140 88	$748.90	$0.00	$1,391.98	$0.00
Security Subtotal	**30.000**			**$3,568.13**	**$1,247.52**	**$0.00**	**$2,320.61**	**$0.00**
DIAGEO PLC SPON ADR NEW	**CUSIP:** 25243Q205		**Symbol (Box 1d):** DEO					
	45 000	07/30/09	10/16/13	$5,601 95	$2,771 46	$0 00	$2,830.49	$0 00
ELI LILLY & CO	**CUSIP:** 532457108		**Symbol (Box 1d):** LLY					
	45 000	07/30/09	10/15/13	$2,199 11	$1,599 19	$0 00	$599 92	$0 00
H J HEINZ CO	**CUSIP:** 423074103		**Symbol (Box 1d):**					
	178 000	05/05/10	06/10/13	$12,905.00	$8,326 63	$0 00	$4,578 37	$0 00

CONTINUED ON NEXT PAGE

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB
SCHAFER CULLEN
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

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

Taxpayer ID Number· 13-3435542
Account Number. 013 107475 048

Customer Service: 866-324-6088

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

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

Long Term - Noncovered Securities # (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) **(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)
VODAFONE GP PLC ADS NEW	**CUSIP:** 92857W209	**Symbol (Box 1d):** VOD						
	100 000	07/30/09	10/16/13	$3,579 26	$2,022 75	$0 00	$1,556 51	$0 00
Total Long Term Noncovered Securities				**$27,853.45**	**$15,967.55**	**$0.00**	**$11,885.90**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$74,897.47**	**$50,654.74**	**$0.00**	**$24,242.73**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$74,897.47**			
Total Cost or Other Basis (Box 3)		**$34,687.19**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

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

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE G&A FOUNDATION INC
ETF - XME
C/O MUCHNICK, GOLIEB & GOLIEB
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

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

Taxpayer ID Number. 13-3435542
Account Number: 013 114345 048

Customer Service: 866-324-6088

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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)
SPDR S&P METALS & MINING	CUSIP: 78464A755		Symbol (Box 1d): XME					
	130 000	10/16/09	12/11/13	$5,019.65	$6,271.76	$0 00	($1,252 11)	$0 00
Total Long Term Noncovered Securities				**$5,019.65**	**$6,271.76**	**$0.00**	**($1,252.11)**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$5,019.65**			
Total Cost or Other Basis (Box 3)		**$0.00**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

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

The G & A Foundation 13-3435542
2013 Form 990-PF: Part IV; Line 1

[redacted]

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE G&A FOUNDATION INC
C/O MUCHNICK, GOLIEB & GOLIEB
ETF
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

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

Taxpayer ID Number 13-3435542
Account Number. 013 113848 048

Customer Service: 866-324-6088

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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)
ISHARES RUSSELL MIDCAP G ETF	CUSIP: 464287481		Symbol (Box 1d): IWP					
	77.000	01/26/10	04/26/13	$5,394 49	$3,434 78	$0 00	$1,959 71	$0 00
	174 000	01/26/10	09/13/13	$13,508 86	$7,761 71	$0 00	$5,747 15	$0 00
	119.000	05/06/10	09/13/13	$9,238.82	$5,434.73	$0.00	$3,804.09	$0.00
Security Subtotal	**370.000**			**$28,142.17**	**$16,631.22**	**$0.00**	**$11,510.95**	**$0 00**
ISHARES RUSSELL MIDCAP V ETF	CUSIP: 464287473		Symbol (Box 1d): IWS					
	43.000	05/06/10	04/26/13	$2,452.23	$1,655 60	$0.00	$796.63	$0.00
	32.000	05/06/10	11/08/13	$2,019.93	$1,232.07	$0.00	$787.86	$0.00
Security Subtotal	**75.000**			**$4,472.16**	**$2,887.67**	**$0.00**	**$1,584.49**	**$0.00**
ISHARES RUSSELL 1000 GRW ETF	CUSIP: 464287614		Symbol (Box 1d): IWF					
	633.000	01/26/10	03/08/13	$44,524 22	$30,965 79	$0 00	$13,558 43	$0 00
	375 000	05/06/10	03/08/13	$26,376.91	$18,599 25	$0 00	$7,777 66	$0 00
	195 000	05/13/10	03/08/13	$13,715 99	$10,047 96	$0 00	$3,668 03	$0 00
	784 000	06/04/10	03/08/13	$55,145 32	$38,109 85	$0 00	$17,035 47	$0 00
	215 000	07/23/10	03/08/13	$15,122 77	$10,480 99	$0 00	$4,641 78	$0 00
	173.000	07/23/10	04/26/13	$12,455 72	$8,433 54	$0 00	$4,022.18	$0 00
	203 000	07/23/10	09/13/13	$15,809 39	$9,896 01	$0 00	$5,913 38	$0 00
	92.000	01/14/11	09/13/13	$7,164.84	$5,389.36	$0.00	$1,775.48	$0.00
Security Subtotal	**2,670.000**			**$190,315.16**	**$131,922.75**	**$0.00**	**$58,392.41**	**$0.00**
ISHARES RUSSELL 1000 VALUE IDX	CUSIP: 464287598		Symbol (Box 1d): IWD					
	460 000	01/26/10	03/08/13	$36,907 69	$26,223 67	$0 00	$10,684 02	$0 00
	335 000	05/06/10	03/08/13	$26,878 42	$19,966 34	$0.00	$6,912.08	$0.00
	160 000	05/13/10	03/08/13	$12,837.46	$9,794 56	$0 00	$3,042 90	$0 00
	570 000	06/04/10	03/08/13	$45,733 44	$32,447 31	$0 00	$13,286 13	$0 00
	5 000	11/19/10	03/08/13	$401 17	$305 98	$0 00	$95 19	$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

The G & A Foundation 13-3435542
2013 Form 990-PF: Part IV; Line 1

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB
ETF
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
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Identification Number·	26-4310632
Taxpayer ID Number	13-3435542
Account Number:	013 113848 048

Customer Service: 866-324-6088

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

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

Long Term - Noncovered Securities # (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) **(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)
ISHARES RUSSELL 1000 VALUE IDX	58 000	11/19/10	04/26/13	$4,746 13	$3,549 39	$0 00	$1,196 74	$0 00
	23.000	01/14/11	04/26/13	$1,882.09	$1,522.60	$0.00	$359.49	$0.00
Security Subtotal	**1,611.000**			**$129,386.40**	**$93,809.85**	**$0.00**	**$35,576.55**	**$0.00**
ISHARES RUSSELL 2000 GRWTH ETF	**CUSIP:** 464287648		**Symbol (Box 1d):** IWO					
	15.000	01/26/10	04/26/13	$1,590 11	$1,002 54	$0 00	$587 57	$0 00
	212 000	01/26/10	09/13/13	$26,054 67	$14,169 24	$0 00	$11,885 43	$0.00
	20.000	05/06/10	09/13/13	$2,457 99	$1,427 69	$0 00	$1,030 30	$0 00
	21.000	05/13/10	09/13/13	$2,580.89	$1,592.60	$0.00	$988.29	$0.00
Security Subtotal	**268.000**			**$32,683.66**	**$18,192.07**	**$0.00**	**$14,491.59**	**$0.00**
ISHARES RUSSELL 2000 VALUE ETF	**CUSIP:** 464287630		**Symbol (Box 1d):** IWN					
	9.000	01/26/10	04/26/13	$743.83	$520.70	$0 00	$223 13	$0.00
	19.000	01/26/10	11/08/13	$1,781.21	$1,099.25	$0.00	$681.96	$0.00
Security Subtotal	**28.000**			**$2,525.04**	**$1,619.95**	**$0.00**	**$905.09**	**$0.00**
VANGUARD FTSE EMERGING MARKETS	**CUSIP:** 922042858		**Symbol (Box 1d):** VWO					
	383.000	05/06/10	03/08/13	$16,929.79	$14,283 57	$0.00	$2,646 22	$0.00
	342 000	05/13/10	03/08/13	$15,117.46	$13,859 90	$0 00	$1,257 56	$0 00
	175 000	05/13/10	04/26/13	$7,483 18	$7,092 05	$0 00	$391.13	$0 00
	172 000	05/13/10	09/13/13	$6,978.13	$6,970 47	$0 00	$7 66	$0 00
	102 000	05/13/10	11/08/13	$4,111 79	$4,133 65	$0 00	($21 86)	$0 00
	318 000	06/04/10	11/08/13	$12,819 12	$12,093 51	$0.00	$725.61	$0.00
	124 000	01/14/11	11/08/13	$4,998 65	$5,984 86	$0 00	($986 21)	$0 00
	9 000	04/15/11	11/08/13	$362 81	$445 14	$0 00	($82 33)	$0 00
	133.000	10/07/11	11/08/13	$5,361.45	$5,034.05	$0.00	$327.40	$0.00
Security Subtotal	**1,758.000**			**$74,162.38**	**$69,897.20**	**$0.00**	**$4,265.18**	**$0.00**

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB
ETF
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

Morgan Stanley Smith Barney Holdings LLC
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New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 13-3435542
Account Number. 013 113848 048

Customer Service: 866-324-6088

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

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

Long Term - Noncovered Securities # (Continued)

(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box 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)
VANGUARD MSCI EAFE ETF	CUSIP: 921943858	Symbol (Box 1d): VEA						
	354 000	06/04/10	04/26/13	$13,356.83	$10,603 37	$0 00	$2,753 46	$0 00
Total Long Term Noncovered Securities				**$475,043.80**	**$345,564.08**	**$0.00**	**$129,479.72**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$475,043.80**				
Total Cost or Other Basis (Box 3)		**$0.00**			
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**		
Total Fed Tax Withheld (Box 4)					**$0.00**

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

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE G&A FOUNDATION INC
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200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

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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)
√	CONOCOPHILLIPS 4600 15JA15	CUSIP: 20825CAT1 Symbol (Box 1d)·							
		2,000 000	11/05/12	03/06/13	$2,147 82	$2,152 00	$0 00	($4 18)	$0 00
	FHLMC 2875 15FB09	CUSIP: 3137EACH0 Symbol (Box 1d):							
√		4,000.000	12/06/12	03/13/13	$4,196.22	$4,194 95	$0 00	$1.27	$0 00
		2,000.000	12/06/12	07/11/13	$2,081.47	$2,080.72	$0.00	$0.75	$0.00
	Security Subtotal	**6,000.000**			**$6,277.69**	**$6,275.67**	**$0.00**	**$2.02**	**$0.00**
	FHLMC MTN 1000 14AU27	CUSIP: 3137EACV9 Symbol (Box 1d):							
√		5,000 000	08/15/12	03/13/13	$5,054 21	$5,048 70	$0 00	$5.51	$0 00
		2,000 000	08/15/12	07/11/13	$2,016 76	$2,015 09	$0 00	$1 67	$0 00
		3,000.000	11/05/12	10/30/13	$3,020.91	$3,017.40	$0.00	$3.51	$0.00
	Security Subtotal	**10,000.000**			**$10,091.88**	**$10,081.19**	**$0.00**	**$10.69**	**$0.00**
√	FNMA 2625 14NV20	CUSIP: 31398AZV7 Symbol (Box 1d):							
		5,000.000	05/09/12	03/13/13	$5,197 25	$5,183 26	$0 00	$13 99	$0 00
√	JP MORGAN CHASE 4750 15MH01	CUSIP: 46625HCE8 Symbol (Box 1d):							
		2,000 000	11/05/12	07/17/13	$2,117.46	$2,118 33	$0 00	($0 87)	$0 00
√	TARGET CORP 3875 20JL15	CUSIP: 87612EAV8 Symbol (Box 1d):							
		2,000.000	03/06/13	12/04/13	$2,130.00	$2,220 01	$0 00	($90 01)	$0 00
	US TSY NOTE 0375 15MH15	CUSIP: 912828SK7 Symbol (Box 1d):							
		25,000 000	08/06/13	09/24/13	$25,054 60	$25,048 43	$0 00	$6 17	$0 00

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The G & A Foundation 13-3435542
2013 Form 990-PF: Part IV; Line 1

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB
PACIFIC
200 PARK AVE S STE 1700
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Taxpayer ID Number. 13-3435542
Account Number 013 107474 048

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 - 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) **(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)
US TSY NOTE	1750 14JA31	CUSIP: 912828JZ4	Symbol (Box 1d):						
		2,000.000	11/05/12	08/06/13	$2,016.01	$2,014 58	$0 00	$1 43	$0.00
		9,000.000	03/06/13	08/06/13	$9,072.03	$9,128.35	$0.00	($56.32)	$0.00
	Security Subtotal	11,000.000			$11,088.04	$11,142.93	$0.00	($54.89)	$0.00
US TSY NOTE	1750 22MY15	CUSIP: 912828SV3	Symbol (Box 1d):						
		9,000.000	06/27/12	03/06/13	$8,968.32	$9,095.71	$0 00	($127 39)	$0 00
		1,000.000	06/27/12	03/13/13	$988.39	$1,010.61	$0.00	($22.22)	$0.00
	Security Subtotal	10,000.000			$9,956.71	$10,106.32	$0.00	($149.61)	$0.00
US TSY NOTE	2500 23AU15	CUSIP: 912828VS6	Symbol (Box 1d):						
		1,000.000	09/24/13	12/04/13	$972 85	$985 82	$0 00	($12 97)	$0 00
Total Short Term Noncovered Securities					**$75,034.30**	**$75,313.96**	**$0.00**	**($279.66)**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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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)
PIA MBS BOND-COMPLETION SH	**CUSIP:** 007989494		**Symbol (Box 1d):** PMTGX					
	420 591	02/07/12	05/23/13	$4,130 20	$4,205 91	$0 00	($75 71)	$0 00
	59.000	02/07/12	12/04/13	$566.40	$590.00	$0.00	($23.60)	$0.00
Security Subtotal	479.591			$4,696.60	$4,795.91	$0.00	($99.31)	$0.00
Total Long Term Covered Securities				**$4,696.60**	**$4,795.91**	**$0.00**	**($99.31)**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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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)
AT&T INC 5600 18MY15	CUSIP: 00206RAM4	Symbol (Box 1d):						
	2,000.000	09/23/08	03/13/13	$2,375.40	$1,890 18	$0 00	$485.22	$0.00
CONOCOPHILLIPS 4600 15JA15	CUSIP: 20825CAT1	Symbol (Box 1d):						
	23,000 000	06/03/09	03/06/13	$24,699 93	$23,237 15	$0 00	$1,462 78	$0 00
FHLMC MTN 1000 14AU27	CUSIP: 3137EACV9	Symbol (Box 1d):						
	61,000 000	08/15/12	10/30/13	$61,425 17	$61,337 70	$0 00	$87 47	$0 00
FNMA 2625 14NV20	CUSIP: 31398AZV7	Symbol (Box 1d):						
	2,000 000	05/09/12	07/11/13	$2,063 44	$2,059 07	$0 00	$4 37	$0 00
GECC 5400 17FB15	CUSIP: 36962G2G8	Symbol (Box 1d):						
	1,000 000	09/23/08	03/13/13	$1,146 72	$923 76	$0 00	$222 96	$0 00
	1,000.000	09/23/08	12/04/13	$1,123.65	$923.76	$0.00	$199.89	$0.00
Security Subtotal	**2,000.000**			**$2,270.37**	**$1,847.52**	**$0.00**	**$422.85**	**$0.00**
GOLDMAN SACHS 6150 18AP01	CUSIP: 38141GFM1	Symbol (Box 1d):						
	3,000 000	01/27/12	03/13/13	$3,544.32	$3,200 86	$0.00	$343.46	$0.00
JP MORGAN CHASE 4750 15MH01	CUSIP: 46625HCE8	Symbol (Box 1d):						
	3,000 000	11/03/09	03/13/13	$3,225 48	$3,062 04	$0 00	$163.44	$0 00
	20,000 000	11/03/09	07/17/13	$21,174.60	$20,342 65	$0 00	$831.95	$0 00
	1,000.000	12/21/10	07/17/13	$1,058.73	$1,028.54	$0.00	$30.19	$0.00
Security Subtotal	**24,000.000**			**$25,458.81**	**$24,433.23**	**$0.00**	**$1,025.58**	**$0.00**
PIA BBB BOND FD-COMPLETION SH	CUSIP: 007989577	Symbol (Box 1d): PBBBX						
	723 000	01/21/09	03/13/13	$7,179 39	$6,037.05	$0 00	$1,142 34	$0 00
	235.000	01/21/09	12/04/13	$2,216.05	$1,962.25	$0.00	$253.80	$0.00
Security Subtotal	**958.000**			**$9,395.44**	**$7,999.30**	**$0.00**	**$1,396.14**	**$0.00**

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Tax Year 2013

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Account Number: 013 107474 048

Customer Service: 866-324-6088

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

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

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

Long Term - Noncovered Securities # (Continued) (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)
PIA MBS BOND-COMPLETION SH	**CUSIP:** 007989494	**Symbol (Box 1d):** PMTGX						
	351 000	10/13/11	03/13/13	$3,460 86	$3,502 98	$0 00	($42 12)	$0 00
	2,137.409	10/13/11	05/23/13	$20,989 36	$21,331.34	$0.00	($341.98)	$0.00
Security Subtotal	**2,488.409**			**$24,450.22**	**$24,834.32**	**$0.00**	**($384.10)**	**$0.00**
US TSY NOTE 1750 14JA31	**CUSIP:** 912828JZ4	**Symbol (Box 1d):**						
	3,000 000	11/15/11	03/13/13	$3,042 06	$3,038 86	$0 00	$3 20	$0 00
	1,000 000	11/15/11	07/11/13	$1,009.10	$1,008 10	$0 00	$1 00	$0 00
	29,000.000	11/15/11	08/06/13	$29,232.12	$29,204.48	$0.00	$27.64	$0.00
Security Subtotal	**33,000.000**			**$33,283.28**	**$33,251.44**	**$0.00**	**$31.84**	**$0.00**
US TSY NOTE 3625 20FB15	**CUSIP:** 912828MP2	**Symbol (Box 1d):**						
	4,000.000	05/20/10	03/13/13	$4,603 73	$4,090 70	$0 00	$513.03	$0 00
	22,000 000	05/20/10	08/06/13	$24,409 59	$22,472 80	$0 00	$1,936 79	$0.00
	1,000.000	05/20/10	12/04/13	$1,103 20	$1,020.53	$0.00	$82.67	$0.00
Security Subtotal	**27,000.000**			**$30,116.52**	**$27,584.03**	**$0.00**	**$2,532.49**	**$0.00**
US TSY NOTE 4250 15AU15	**CUSIP:** 912828EE6	**Symbol (Box 1d):**						
	4,000 000	07/22/08	03/13/13	$4,378 11	$4,050 80	$0 00	$327 31	$0 00
	1,000 000	07/22/08	07/11/13	$1,080 54	$1,011 03	$0 00	$69 51	$0 00
	2,000.000	07/22/08	12/04/13	$2,135.07	$2,018.00	$0.00	$117.07	$0.00
Security Subtotal	**7,000.000**			**$7,593.72**	**$7,079.83**	**$0.00**	**$513.89**	**$0.00**
US TSY NOTE 4625 16NV15	**CUSIP:** 912828FY1	**Symbol (Box 1d):**						
	4,000 000	07/22/08	03/13/13	$4,588 89	$4,092 42	$0 00	$496 47	$0 00
	2,000.000	07/22/08	07/11/13	$2,252.41	$2,042.33	$0.00	$210.08	$0.00
Security Subtotal	**6,000.000**			**$6,841.30**	**$6,134.75**	**$0.00**	**$706.55**	**$0.00**

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE G&A FOUNDATION INC
C/O MUCHNICK, GOLIEB & GOLIEB
PACIFIC
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

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

Taxpayer ID Number 13-3435542
Account Number: 013 107474 048

Customer Service: 866-324-6088

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

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

Long Term - Noncovered Securities # (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) (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)
VERIZON COMM 2000 16NV01	**CUSIP:** 92343VBD5 , **Symbol (Box 1d):**							
	2,000 000	11/09/11	07/11/13	$2,048.72	$1,998 96	$0 00	$49 76	$0 00
WACHOVIA CORP 5750 18FB01	**CUSIP:** 92976WBH8 **Symbol (Box 1d):**							
	1,000 000	03/09/12	03/13/13	$1,189.92	$1,138 28	$0.00	$51 64	$0 00
	1,000.000	03/09/12	12/04/13	$1,164.28	$1,118.83	$0.00	$45.45	$0.00
Security Subtotal	2,000.000			$2,354.20	$2,257.11	$0.00	$97.09	$0.00
Total Long Term Noncovered Securities				**$237,920.84**	**$229,145.45**	**$0.00**	**$8,775.39**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$242,617.44**	**$233,941.36**	**$0.00**	**$8,676.08**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$317,651.74**	**$309,255.32**	**$0.00**	**$8,396.42**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$317,651.74**			
Total Cost or Other Basis (Box 3)		**$4,795.91**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

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