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EXTENSION ATTACHED

Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation

THE FROG ROCK FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 865City or town, state or province, country, and ZIP or foreign postal code
CHAPPAQUA, NY 10514G Check all that apply Initial return Initial return of a former public charity
Final return Amended return
Address change Name changeH Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at J Accounting method Cash Accrual
end of year (from Part II, col (c), line 16) ► \$ 18,127,797. Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number

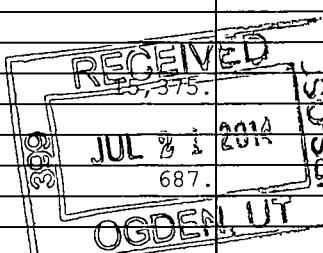
13-4127228

B Telephone number (see instructions)

(914) 273-1375

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 ►

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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		129.	129.		ATCH 1
4 Dividends and interest from securities		340,286.	340,286.		ATCH 2
5a Gross rents					
b Net rental income or (loss)		1,133,038.			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	6,841,690.				
7 Capital gain net income (from Part IV, line 2)			1,133,038.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	ATCH 3	168.	6.		
12 Total Add lines 1 through 11		1,473,621.	1,473,459.	0	18,000.
13 Compensation of officers, directors, trustees, etc		18,000.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	ATCH 4	20,500.	10,375.		5,125.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)	ATCH 5	10,687.	687.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	ATCH 6	68,349.	65,976.		2,373.
24 Total operating and administrative expenses					
Add lines 13 through 23		117,536.	82,038.		25,498.
25 Contributions, gifts, grants paid		800,414.			800,414.
26 Total expenses and disbursements Add lines 24 and 25		917,950.	82,038.	0	825,912.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		555,671.			
b Net investment income (if negative, enter -0-)			1,391,421.		
c Adjusted net income (if negative, enter -0-)				0	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,656,710.	1,760,409.	1,760,409.
	2	Savings and temporary cash investments			
	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 schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10	a Investments - U S and state government obligations (attach schedule). **	189,711.	239,442.	221,162.
		b Investments - corporate stock (attach schedule) ATCH 8	8,589,868.	8,977,444.	13,158,285.
		c Investments - corporate bonds (attach schedule) ATCH 9	3,111,482.	3,126,147.	2,987,941.
	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,547,771.	14,103,442.	18,127,797.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ► <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	13,547,771.	14,103,442.	
	30	Total net assets or fund balances (see instructions)	13,547,771.	14,103,442.	
	31	Total liabilities and net assets/fund balances (see instructions)	13,547,771.	14,103,442.	

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	13,547,771.
2	Enter amount from Part I, line 27a	2	555,671.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	14,103,442.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,103,442.

**ATCH 7

Form 990-PF (2013)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
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	1,133,038.	
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	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	806,523.	14,460,419.	0.055775
2011	708,174.	14,115,285.	0.050171
2010	810,103.	13,628,100.	0.059444
2009	756,770.	12,810,893.	0.059072
2008	620,620.	16,154,427.	0.038418
2 Total of line 1, column (d)			2 0.262880
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 0.052576
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 16,534,608.
5 Multiply line 4 by line 3			5 869,324.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,914.
7 Add lines 5 and 6			7 883,238.
8 Enter qualifying distributions from Part XII, line 4			8 825,912.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	27,828.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		2	
3	Add lines 1 and 2 . . .		3	27,828.
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	27,828.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	10,051.	
b	Exempt foreign organizations - tax withheld at source . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	48,000.	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .		7	58,051.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .		8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed . . .		9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10	30,223.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	30,223. Refunded ►	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
	<i>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</i>		
1c	Did the foundation file Form 1120-POL for this year? . . .	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (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? . . . <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY, . . .		
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 <i>General Instruction G</i> ? If "No," attach explanation. . .	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . .	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>WWW.FROGROCKFOUNDATION.ORG</u>		
14	Telephone no ► <u>914-273-1375</u>	
Located at ► <u>P.O. BOX 865 CHAPPAQUA, NY CHAPPAQUA, NY</u> ZIP+4 ► <u>10514</u>		
15	► <input type="checkbox"/>	
16	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►		

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b	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)?		X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
1c	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?		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
2b			N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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)		
3b			N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		
4b			X

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> N/A		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
ATCH 10		18,000.	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 ►

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		0

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

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 NONE	

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 NONE	

2	

All other program-related investments. See instructions	
3 NONE	

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 14,881,901.
b	Average of monthly cash balances	1b 1,904,503.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 16,786,404.
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 16,786,404.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 251,796.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 16,534,608.
6	Minimum investment return. Enter 5% of line 5	6 826,730.

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	1 826,730.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 27,828.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 27,828.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 798,902.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 798,902.
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	7 798,902.

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 825,912.
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	4 825,912.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5 0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 825,912.

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				798,902.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010	457,692.			
d From 2011	710,940.			
e From 2012	102,972.			
f Total of lines 3a through e		1,271,604.		
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 825,912.				
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				798,902.
e Remaining amount distributed out of corpus	27,010.			
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		1,298,614.		
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		1,298,614.		
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010	457,692.			
c Excess from 2011	710,940.			
d Excess from 2012	102,972.			
e Excess from 2013	27,010.			

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

NOT APPLICABLE

1a 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 509(a)(2)(B).

4942(j)(3) or 4942(j)(5)

494

	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	
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(X)(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 (X)(B)(ii)					
(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))

JANET BENTON

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 address of the person to whom applications should be addressed.

ATCH 11

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

SEE ATTACHED STATEMENT 11 (A) .

c Any submission deadlines

SEE ATTACHED STATEMENT 11 (A).

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

SEE ATTACHED STATEMENT 11 (A).

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
ATCH 12				
Total			► 3a	800,414.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	129.	
4 Dividends and interest from securities				14	340,286.	
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				18	168.	
8 Gain or (loss) from sales of assets other than inventory				18	1,133,038.	
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)					1,473,621.	
13 Total Add line 12, columns (b), (d), and (e)						13 1,473,621.

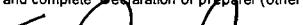
Part XVI B – Relationship of Activities to the Accomplishment of Event Purposes

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

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

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

(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		
		17-15-14	► President
	Signature of officer or trustee	Date	Title
	May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				(P or D)	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
		TOTAL CAPITAL GAIN DISTRIBUTIONS					28,490.	
33,465.		SEE ATTACHMENT 1 PROPERTY TYPE: SECURITIES 31,814.				P	VARIOUS	VARIOUS
853,046.		SEE ATTACHMENT 2 PROPERTY TYPE: SECURITIES 817,355.				P	VARIOUS	VARIOUS
1,730,170.		SEE ATTACHMENT 3 PROPERTY TYPE: SECURITIES 1,686,821.				P	VARIOUS	VARIOUS
1,382,378.		SEE ATTACHMENT 4 PROPERTY TYPE: SECURITIES 1,168,242.				P	VARIOUS	VARIOUS
1,821,572.		SEE ATTACHMENT 5 PROPERTY TYPE: SECURITIES 1,237,669.				P	VARIOUS	VARIOUS
919,544.		SEE ATTACHMENT 6 PROPERTY TYPE: SECURITIES 691,537.				P	228,007.	VARIOUS
35,796.		SEE ATTACHMENT 7 PROPERTY TYPE: SECURITIES 36,333.				P	07/17/2012	VARIOUS
37,229.		SEE ATTACHMENT 7 PROPERTY TYPE: SECURITIES 38,881.				P	09/29/2011	VARIOUS
TOTAL GAIN(LOSS)							<u>1,133,038.</u>	

UBS Financial Services Inc.
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 212-713-7800/800-225-2971

Payer:
 JANET BENTON TEE
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 U/T/A DTD 7/12/2000
 30 FROG ROCK
 ARMONK
 NY 10504-1012

2013 Consolidated Form 1099

Copy B, For Recipient

Account Number: JG 18245 1B

Tax Identification Number: 13-4127228

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715)

Consistent with IRS guidance, transactions are grouped into section(s) based upon whether the security is covered or noncovered, and whether the term is short or long. Transactions for which the term cannot be determined are grouped in a separate section. As a result, the substitute Form 1099-B could have up to five separate sections, each with a heading identifying which securities are included and how to report the transactions on Form 8949. When available, basis information will be displayed in sections where basis is not required to be reported to the IRS. A security is a "covered security" and subject to basis reporting requirements if it is acquired on or after its corresponding effective date. For stock in a corporation, the effective date is January 1, 2011. For stock in a mutual fund the effective date is January 1, 2012. UBS is not required to report basis to the IRS for any securities acquired before 2011. IRS regulations now require that brokers report short sales for the year in which the short sale is closed. The possible application of the "Constructive Sale" provisions (Sec. 1259) for short-against-the box transactions is not required and thus not reflected here. Clients may wish to discuss the potential application of this provision with their tax advisors.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order 2013. Gain/Loss for transactions with trade dates through 12/31/13 has been incorporated into this statement. The net gain or loss for each transaction is calculated based on the sales amount less cost basis with any wash sale loss disallowed. Although we apply wash sale rules to covered lots of identical securities, there are other circumstances to be considered that may result in or negate wash sales. Gain or loss is not calculated on the sale or redemption of certain Structured Products and certain grantor trusts with collectible or foreign currency as it may be ordinary, and not capital, gain or loss. These gains or losses will not be included on the gain or loss subtotal and total amounts. Where applicable, symbol (2) will be printed to the right of the gain or loss subtotal and total amounts. Net gain or loss is not reported to the IRS.

In Box 2a gross proceeds are reported less commissions and option premiums. Sale amounts with a "±" symbol indicate where an option premium adjustment has been made. If Box 2b is checked, a loss based on the amount reported in Box 2a is not allowed.

Beginning in 2012, basis for both covered and noncovered securities have been adjusted for all capital changes. Prior to 2012, basis may not have been adjusted for noncovered tax lots. The Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion. Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-OID is not adjusted for market discount, amortized acquisition premium, or bond premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amounts reported to the IRS because the reporting requirements are different.

Type of Gain/Loss: Short Term (Box 1c)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked.
 In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Box 6b checked).

Activity type	Quantity / face value (Box 1e)	Original cost basis (Box 1b)	Date acquired (Box 1a)	Date of sale / exchange (Box 1b)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) CBRE CLARION GLOBAL REAL ESTATE										
Sell	4,000 0000	09/03/13 10/23/13			33,128 11	31,460 49			1,667 62	
Sell	22,0000	09/30/13 10/23/13			182 20	178 01			4 19	
Sell	21 0000	10/31/13 12/02/13			154 74	175 97			(2 123)	
Sub Total	4,043,0000				33,465.05	31,814.47			1,650.58	
Short-term total										
Box A, Part I	4,043,0000				\$33,465.05	\$31,814.47				
										\$1,650.58

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Payer:
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 NY 10504-1012

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2013 Consolidated Form 1099

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Tax Identification Number: 13-4127228

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Type of Gain/Loss: Short Term (Box 1c)

Short-term transactions reported on Form 1099-B - basis **Not** reported to the IRS, Report on Form 8949, Part I, with **Box B** checked.

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Box 6a checked)

Activity Date	Quantity / face value (Box 1e)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b) (\$)	Gain/Loss (\$)
Description (Box 8) AMER INTL GROUP INC B/E 08 175% 051558 DTD051509 CALL @ MW + 50 BP									
Sell	50,000.0000		08/24/12 03/11/13	66,619.75		60,942.75			5,677.00
Description (Box 8) AVON PRODUCTS INC NTS 06.5000% 030119 DTD030209 FC090109 CALL MW+50BPS					CUSIP 054303AW2				
Sell	75,000.0000	80,304.75	09/04/12 05/09/13	86,709.00		79,821.96			6,887.04
Description (Box 8) CHESAPEAKE ENERGY CORP 05 750% 031523 DTD040113 FC091513 CALL@MW+50BP					CUSIP 165167CL9				
Sell	100,000.0000	103,005.25	06/06/13 10/18/13	105,830.75		102,917.68			2,913.07
Description (Box 8) FORD MOTOR CO COM 07 450% 071631 DTD071699 FC011600 GLOBAL					CUSIP 3455370CA6				
Sell	59,000.0000	69,586.90	06/25/13 10/23/13	73,273.34		69,475.61			3,797.73
Description (Box 8) MORGAN STANLEY NTS B/E 01 864% 012414 DTD012511 FC042511					CUSIP 611747WAE9				
Sell	100,000.0000		02/28/12 02/27/13	100,394.75		97,224.25			3,170.50
Description (Box 8) SAFeway INC 07 250% 020131 DTD013101 FC080101 CALL@MW+25BP					CUSIP 786514BA6				
Sell	75,000.0000	80,656.50	02/20/13 04/08/13	87,135.00		80,634.71			6,500.29
Description (Box 8) SLM CORP NTS B/E 03 995% 070114 DTD070104 FC100104					CUSIP 78442FC55				
Tender	100,000.0000	100,700.25	04/05/12 03/13/13	102,000.00		100,415.95			1,584.05
Description (Box 8) WASHINGTON POST CO 07 250% 020119 DTD013009 FC080109 CALL@MW NTS					CUSIP 939640ADD				
Sell	75,000.0000	87,605.25	05/31/12 02/07/13	88,800.60		86,462.94			2,337.66
Sell	50,000.0000	58,283.25	06/07/12 02/07/13	59,200.40		57,552.47			1,647.93
Sub Total	125,000.0000	145,888.50		148,001.00		144,015.41			3,985.59

continued next page

Corrected 03/13/2014

2013 1099 / JG 18245 1B

Page 4 of 23

ATTACHMENT 2

UBS Financial Services Inc.
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Account Number: JG 18245 1B
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Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Short-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part I, with **Box B** checked (continued)
In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Box 6a checked)

Activity type	Quantity / face value (Box 1e)	Original cost basis (Box 1b)	Date acquired (Box 1a)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (f)	Cost or other basis (Box 3) (f)	Wash sale loss disallowed (Box 5) (g)	Federal income tax withheld (Box 4) (f)	Loss not allowed (Box 2b) (g)
<i>Description (Box 8) WESTERN UNION CO 05.930% 1001116 DTD020607 FC040107 CALL@MW+20BP CUSIP 959802AB5</i>									
Sell	75,000.0000	83,646.00	02/25/13	1/25/13	83,082.00	81,906.91			1,175.09
Short-term total									
Box B, Part I	759,000.0000	\$663,788.15			\$853,045.59	\$817,355.23			\$35,690.36

Type of Gain/Loss: Long Term (Box 1c)

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Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part II, with **Box E** checked. (continued)
 In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Box 6a checked)

Activity type	Quantity / face value (Box 1e)	Original cost basis (Box 1b)	Date acquired (Box 1a)	Date of sale / exchange (Box 1b)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) FIFTH THIRD BANCORP NTS 03 625% 012516 DTD012511 FC072511 B/E						CUSIP 316773CK4				
Sell	50,000.0000	52,119.75	11/02/11 08/09/13		52,506.75		51,257.46			1,249.29
Description (Box 8) GOLDMAN SACHS GROUP INC 04 75.0% 071513 DTD071503 FC011504 NTS						CUSIP 38141GDK7				
Redemption	100,000.0000	103,050.25	10/11/11 07/15/13		100,000.00		100,000.00			0.00
Description (Box 8) HALLIBURTON MED 07 530% 051217 DTD051297 FC080197 SER A MTN						CUSIP 40621PAB5				
Sell	50,000.0000	57,509.75	01/11/07 04/03/13		61,194.75		53,492.87			
Description (Box 8) INTEL PAPER CO 06 87.5% 110123 DTD110193 FC050194 DEB						CUSIP 460146AP8				
Sell	100,000.0000	120,338.25	09/21/11 05/13/13		120,044.75		118,374.62			7,701.88
Description (Box 8) J P MORGAN CHASE & CO 05 75.0% 010213 DTD112502 FC070203 NTS						CUSIP 46625HAT7				
Redemption	5,000.0000	5,327.90	01/25/05 01/02/13		5,000.00		5,000.00			0.00
Description (Box 8) JEFFRIES GROUP INC 06 250% 011536 DTD012606 FC071506 MW+25BP						CUSIP 4722319AC6				
Sell	38,000.0000		05/18/11 02/04/13		38,086.71		37,854.01			232.70
Description (Box 8) MERRILL LYNCH & CO 05 700% 050217 DTD050207 CALL@MW+2.0BP						CUSIP 59022CCS0				
Sell	75,000.0000	77,555.25	04/26/12 05/01/13		83,014.50		77,086.31			5,928.19
Description (Box 8) MURPHY OIL CORP B/E 04 000% 060122 DTD051812 CALL@MW+T+35BP						CUSIP 626717AD4				
Sell	100,000.0000	100,578.25	05/18/12 05/22/13		100,139.75		100,529.46			(389.71)
Description (Box 8) REED ELSEVIER CPTL NTS 08 625% 011519 DTD011609 FC071509 CALL@MW+50BP						CUSIP 758202AG0				
Sell	50,000.0000	65,362.75	05/04/11 05/06/13		65,182.75		61,793.39			3,389.36

continued next page

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2013 1099 / JG 18245 1B

Page 6 of 23

ATTACHMENT 3

UBS Financial Services Inc.
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Account Number: JG 18245 1B

Tax Identification Number: 13-4127228

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part II, with **Box E** checked (continued)
 In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Box 6a checked)

Activity type	Quantity / face value (Box 1e)	Original cost basis (Box 1b)	Date acquired (Box 1a)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
<i>Description (Box 8) SWISS BANK CORP 07 0000% 101515 DTD102495 FC041596 NOTES</i>										
Sell	100,000.0000	109,755.25	04/03/12 05/08/13		111,823.75		106,861.47			4,962.28
<i>Description (Box 8) TIME WARNER INC 05 875% 111516 DTD111306 FC051507 CALL@MW+308P</i>										
Sell	30,000.0000	30,725.25	01/10/07 1/25/13		33,812.55		30,260.91			3,551.64
<i>Description (Box 8) UBS AG STAMFORD BRANCH 02 750% 010813 DTD010810 FC070810 MED TERM NTS</i>										
Redemption	150,000.0000	151,325.25	10/18/11 01/08/13		150,000.00		150,000.00			0.00
<i>Description (Box 8) US BANK NA MINN NTS 04 950% 103014 DTD101404 FC043005 SER BKNT B/F</i>										
Sell	250,000.0000	275,970.25	11/18/11 02/07/13		266,942.25		265,302.27			1,639.98
<i>Description (Box 8) WELLS FARGO & CO NEW 04.625% 04 1514 DTD040604 FC101504 GLOBAL NOTES</i>										
Sell	100,000.0000	106,297.25	10/17/11 08/09/13		101,988.75		101,725.21			263.54
<i>Description (Box 8) WILLIS GROUP N AMER 06 200% 032817 DTD032807 FC092807 MW+25BP</i>										
Sell	50,000.0000	57,938.75	03/12/12 05/06/13		56,988.75		56,221.34			767.41
Long-term total										
Box E, Part II	1,569,000.0000	\$1,681,242.90			\$1,730,170.26		\$1,686,820.50			\$43,349.76

continued next page

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Payer:
 JANET BENTON TTEE
 THE FROG ROCK FOUNDATION TRUST
 U/T/A DTD 7/12/2000
 30 FROG ROCK
 ARMONK
 NY 10504-1012

2013 Consolidated Form 1099

Copy B, For Recipient

Account Number: JG 19426 1B

Tax Identification Number: 13-4127228

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715)

Consistent with IRS guidance, transactions are grouped into section(s) based upon whether the security is covered or noncovered, and whether the term is short or long. Transactions for which the term cannot be determined are grouped in a separate section. As a result, the substitute Form 1099-B could have up to five separate sections, each with a heading identifying which securities are included and how to report the transactions on Form 8949. When available, basis information will be displayed in sections where basis is not required to be reported to the IRS. A security is a "covered security" and subject to basis reporting requirements if it is acquired on or after its corresponding effective date. For stock in a corporation, the effective date is January 1, 2011. For stock in a mutual fund the effective date is January 1, 2012. UBS is not required to report basis to the IRS for any securities acquired before 2011. IRS regulations now require that brokers report short sales for the year in which the short sale is closed. The possible application of the "Constructive Sale" provisions (Sec. 1259) for short-against-the-box transactions is not required and thus not reflected here. Clients may wish to discuss the potential application of this provision with their tax advisors.

The cost basis of the oldest security (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order 2013. Gain/Loss for transactions with trade dates through 12/31/13 has been incorporated into this statement. The net gain or loss for each transaction is calculated based on the sales amount less cost basis with any wash sale loss disallowed. Although we apply wash sale rules to covered lots of identical securities, there are other circumstances to be considered that may result in or negate wash sales. Gain or loss is not calculated on the sale or redemption of certain Structured Products and certain grantor trusts with collectible or foreign currency as it may be ordinary, and not capital, gain or loss. These gains or losses will not be included on the gain or loss subtotal and total amounts. Where applicable, symbol (2) will be printed to the right of the gain or loss subtotal and total amounts. Net gain or loss is not reported to the IRS.

In Box 2a gross proceeds are reported less commissions and option premiums. Sale amounts with a "+" symbol indicate where an option premium adjustment has been made. If Box 2b is checked, a loss based on the amount reported in Box 2a is not allowed. Beginning in 2012, basis for both covered and noncovered securities have been adjusted for all capital changes. Prior to 2012, basis may not have been adjusted for noncovered tax lots. The Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion. Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-QID is not adjusted for market discount, amortized acquisition premium, or bond premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-QID amounts reported to the IRS because the reporting requirements are different. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products.

Type of Gain/Loss: Short Term (Box 1c)

Short-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part I, with **Box A** checked
 In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Box 6b checked)

Activity type	Quantity / face value (Box 1e)	Original cost basis; (Box 1f)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) ADOBE SYSTEMS INC (DELAWARE)										
Sell	2,516,0000		06/21/12 03/26/13		107,298.54		78,793.35			28,505.19
Sell	3,317,0000		08/24/12 03/26/13		141,458.38		106,707.89			34,750.49
Sell	1,929,0000		09/21/12 03/26/13		82,265.06		65,181.30			17,083.76
Sub Total	7,762,0000				331,021.98		250,682.54			80,339.44
Description (Box 8) GOOGLE INC CL A										
Sell	12,0000		04/25/12 02/11/13		9,307.89		7,320.36			1,987.53
Sell	154,0000		04/25/12 03/19/13		125,504.13		93,944.62			31,559.51

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CUSIP 38259PS08 Symbol (Box 1d) GOOG

CUSIP 38259PS08 Symbol (Box 1d) GOOG
 CUSIP 38259PS08 Symbol (Box 1d) GOOG

2013 1099 / JG 19426 1B

Page 2 of 16

ATTACHMENT 4

UBS Financial Services Inc.
 1000 Harbor Boulevard
 Weehawken, NJ 07086-6790
 Federal ID 13-2638166

Your Financial Advisor:
 JAMES P BUSTERUD
 212-713-7800/800-225-2971

Payer:
 JANET BENTON TTEE
 THE FROG ROCK FOUNDATION TRUST
 UTIA DTD 7/12/2000
 30 FROG ROCK
 ARMONK NY 10504-1012

Copy B, For Recipient
Account Number: JG 19426 1B
Tax Identification Number: 13-4127228

2013 Consolidated Form 1099

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked (continued)
 In this sub-section Date acquired, Cost or Other Basis, and Wash Sale, Loss disallowed are reported to the IRS (Box 6b checked)

Activity Date	Quantity / face value (Box 1e)	Original cost basis (f; Box 1e)	Date acquired (Box 1b)	Date / sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) GOOGLE INC CL A										
Sell	246 0000		11/14/12 08/15/13		212,253.72		162,699.46			49,554.26
Sub Total	412,0000				347,065.74		263,964.44			83,101.30
Description (Box 8) MOTOROLA SOLUTIONS INC										
Sell	5,000.0000		10/23/13 12/12/13		323,747.37		309,230.00			14,517.37
Description (Box 8) US BANCORP DEL (NEW)										
Sell	3,400 0000		01/23/13 08/26/13		126,886.89		112,321.53			14,565.36
Sell	7,024 0000		01/23/13 09/03/13		253,656.03		232,043.07			21,612.96
Sub Total	10,424,0000				380,542.92		344,364.60			36,178.32
Short-term total										
Box A, Part I	23,598.0000				\$1,382,378.01		\$1,168,241.58			\$214,136.43

continued next page

ATTACHMENT 4

UBS Financial Services Inc.
 1000 Harbor Boulevard
 Weehawken, NJ 07086-6790
 Federal ID 13-2638166

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 212-713-7800/800-225-2971

Payer:
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Copy B, For Recipient
Account Number: JG 19426 1B
Tax Identification Number: 13-4127228

2013 Consolidated Form 1099

Copy B, For Recipient

Account Number: JG 19426 1B

Tax Identification Number: 13-4127228

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Type of Gain/Loss: Long Term (Box 1c)

Long-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part II, with **Box D** checked.

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Box 6b checked)

Activity Type	Quantity / face value (Box 1e)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Original cost basis (\$)	Date amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) ADOBE SYSTEMS INC (DELAWARE)										
Sell	2,397.0000	12/22/11	01/17/13	91,132	14	67,091.81				24,040.33
Sell	1,359.0000	12/22/11	02/11/13	52,502	17	38,038.28				14,463.89
Sell	1,202.0000	12/22/11	02/11/13	46,408	30	33,643.87				12,764.43
Sell	300.0000	01/03/12	02/11/13	11,582	77	8,675.97				2,906.80
Sell	1,293.0000	01/03/12	02/22/13	49,805	77	37,393.43				12,412.34
Sub Total	6,551.0000			251,431.15		184,843.36				66,587.79
Description (Box 8) FISERV INC										
Sell	201.0000	03/11/11	08/15/13	20,000	34	12,042.64				7,957.70
Sell	799.0000	03/30/11	08/15/13	79,503	86	50,025.31				29,478.55
Sell	201.0000	03/30/11	08/26/13	19,985	16	12,584.59				7,400.57
Sell	243.0000	04/07/11	08/26/13	24,161	17	15,152.64				9,008.53
Sub Total	1,444.0000			143,650.53		89,805.18				53,845.35
Description (Box 8) GOOGLE INC CL A										
Sell	59 0000	03/11/11	02/05/13	45,344	49	33,933.97				11,410.52
Sell	41 0000	03/11/11	02/11/13	31,801	95	23,581.23				8,220.72
Sell	100 0000	05/08/11	02/11/13	77,565	72	52,067.00				25,498.72
Sell	51 0000	04/25/12	08/15/13	44,003	82	31,111.53				12,892.29
Sub Total	251.0000			198,715.98		140,693.73				58,022.75

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UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638-66

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Payer:
JANET BENTON TTEE
THE FROG ROCK FOUNDATION TRUST
UTA# DTD 7/12/2000
30 FROG ROCK
ARMONK NY 10504-1012

3 Consolidated Form 1099
Copy B, For Recipient
Account Number: JG 19426 1B
Tax Identification Number: 13-4127728

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Long-term transactions reported on Form 1099-B - basis reported to the IRS; Report on Form 8949, Part II, with **Box D** checked (continued)

continued next page

UBS Financial Services Inc.
 1000 Harbor Boulevard
 Weehawken, NJ 07086-6790
 Federal ID 13-2638166

Your Financial Advisor:
 JAMES P BUSTERUD
 212-713-7800/800-225-2970

2013 Consolidated Form 1099
Copy B, For Recipient
Account Number: JG 19426 1B
Tax Identification Number: 13-4127228

THE FROG ROCK FOUNDATION TRUST
 UTIA DTD 7/12/2000
 30 FROG ROCK
 ARMONK
 NY 10504-1012

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Long-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part II, with **Box D** checked (continued)
 In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Box 6b checked)

Activity type	Quantity / face value (Box 1e)	Original cost (basis) (Box 1b)	Date acquired (Box 1a)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b) (\$)	Gain/(Loss) (\$)
<i>Description (Box 8) VALEANT PHARMACEUTICALS INTL I CAD</i>										
Sell	1,000 0000		05/26/11 05/28/13		90,133 58		49,857 00		40,276.58	
Sell		373 0000	06/07/11 05/28/13		33,619 83		19,914 47		13,705.36	
Sub Total	4,373,0000				324,977.98		220,842.47			104,135.51
<i>Description (Box 8) VISTAPRINT N V EUR</i>										
Sell	1,200 0000		01/09/12 07/10/13		61,558 93		36,676 20		24,882.73	
Sell	500 0000		01/09/12 08/15/13		27,418 58		15,281 75		12,136.83	
Sell	1,400 0000		01/11/12 08/15/13		76,772 01		41,405 32		35,366.69	
Sell	600 0000		01/11/12 08/26/13		32,014 54		17,745 13		14,269.41	
Sell	400 0000		01/13/12 08/26/13		21,343 03		11,872 46		9,470.57	
Sell	600 0000		01/13/12 10/23/13		32,572.53		17,808.68		14,763.85	
Sell	1,000 0000		01/24/12 10/23/13		54,287 56		30,210 80		24,076.76	
Sell	400 0000		10/04/12 10/23/13		21,715 02		14,200.00		7,515.02	
Sell	1,000 0000		10/04/12 12/12/13		54,394 65		35,500.00		18,894.65	
Sub Total	7,100,0000				382,076.85		220,700.34			161,376.51
Long-term total										
Box D, Part II	29,094,0000				\$1,821,572.18		\$1,237,668.90			\$583,903.78

continued next page

UBS Financial Services Inc.
 1000 Harbor Boulevard
 Weehawken, NJ 07086-6790
 Federal ID 13-2638166

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 212-713-7800/800-225-2971

Payer:
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 30 FROG ROCK
 ARMONK NY 10504-1012

Copy B, For Recipient
Account Number: JG 19426 1B
Tax Identification Number: 13-4127228

2013 Consolidated Form 1099

Proceeds from Broker Transactions Details Reported on Form 1099-B (OMB No. 1545-0715) (continued)

Type of Gain/Loss: Long Term (Box 1c)

Long-term transactions reported on Form 1099-B - basis **Not reported to the IRS; Report on Form 8949, Part II, with **Box E** checked**

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale/Loss disallowed are not reported to the IRS (Box 6a checked)

Activity type	Quantity/ face value (Box 1e)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
<i>Description (Box 8) APPLE INC</i>									
Sell	103,0000		07/13/10 08/26/13	52,405.11	25,590.81				26,814.30
<i>Description (Box 8) GOOGLE INC CL A</i>									
Sell	88,0000	04/22/10 01/23/13		65,721.97	48,205.48				17,516.49
Sell	316,0000	05/14/10 01/23/13		236,001.61	160,934.95				75,066.66
Sell	29,0000	05/14/10 02/05/13		22,287.97	14,769.35				7,518.62
Sub Total	433,0000			324,011.55	223,909.78				100,101.77
<i>Description (Box 8) iSHARES TRUST CORE S&P 500 ETF</i>									
Sell	1,354,0000	06/27/11 06/28/13		218,711.88	173,163.04				45,548.84
Sell	646,0000	07/08/11 06/28/13		104,348.50	86,846.24				17,502.26
Sell	1,354,0000	07/08/11 07/02/13		220,067.20	182,027.56				38,039.64
Sub Total	3,354,0000			543,127.58	442,036.84				101,080.74
Long-term total Box E, Part II	3,890,0000			\$919,544.24	\$691,537.43				\$228,006.81
Total				\$4,123,494.43					

Frog Rock Foundation
EIN: 13-4127228
UBS Financial Services
Account Number: JG 18245
Year 2013
Gain / Loss Supplement

Security Description	Date Acquired	Date of Sale	Sale Amount	Cost Basis	Gain/(Loss)
FHR 4024 H 03.0000 due 03/15/2027	7/17/2012	1/15/2013	6,520.72	6,618.52	(97.80)
FHR 4024 H 03.0000 due 03/15/2027	7/17/2012	2/15/2013	7,271.36	7,380.43	(109.07)
FHR 4024 H 03.0000 due 03/15/2027	7/17/2012	3/15/2013	7,491.97	7,604.35	(112.38)
FHR 4024 H 03.0000 due 03/15/2027	7/17/2012	4/16/2013	4,152.03	4,214.31	(62.28)
FHR 4024 H 03.0000 due 03/15/2027	7/17/2012	5/15/2013	2,024.14	2,054.49	(30.35)
FHR 4024 H 03.0000 due 03/15/2027	7/17/2012	6/17/2013	5,502.81	5,585.36	(82.55)
FHR 4024 H 03.0000 due 03/15/2027	7/17/2012	7/15/2013	2,833.18	2,875.67	(42.49)
Subtotal:		35,796.21	36,333.13	(536.92)	
Total Short Term (Box B):		35,796.21	36,333.13	(536.92)	
FHR 4024 H 03.0000 due 03/15/2027	7/17/2012	8/15/2013	2,790.24	2,832.10	(41.86)
GNMA PL 004932M 3.5000 due 01/20/41	9/29/2011	2/20/2013	3,832.56	4,011.73	(179.17)
GNMA PL 004932M 3.5000 due 01/20/41	9/29/2011	3/20/2013	9,370.80	9,808.88	(438.08)
GNMA PL 004932M 3.5000 due 01/20/41	9/29/2011	4/22/2013	3,170.41	3,318.63	(148.22)
GNMA PL 004932M 3.5000 due 01/20/41	9/29/2011	5/20/2013	3,457.17	3,618.80	(161.63)
GNMA PL 004932M 3.5000 due 01/20/41	9/29/2011	6/20/2013	10,496.33	10,987.03	(490.70)
GNMA PL 004932M 3.5000 due 01/20/41	9/29/2011	7/22/2013	3,120.76	3,266.65	(145.89)
GNMA PL 004932M 3.5000 due 01/20/41	9/29/2011	8/20/2013	160.39	167.89	(7.50)
GNMA PL 004932M 3.5000 due 01/20/41	9/29/2011	9/20/2013	182.93	191.48	(8.55)
GNMA PL 004932M 3.5000 due 01/20/41	9/29/2011	10/21/2013	160.16	167.65	(7.49)
GNMA PL 004932M 3.5000 due 01/20/41	9/29/2011	11/20/2013	162.37	169.96	(7.59)
GNMA PL 004932M 3.5000 due 01/20/41	9/29/2011	12/20/2013	162.30	169.89	(7.59)
GNMA PL 004932M 3.5000 due 01/20/41	9/29/2011	12/31/2013	162.78	170.39	(7.61)
Subtotal:		34,438.96	36,048.98	(1,610.02)	
Total Long Term (Box B):		37,229.20	38,881.08	(1,651.88)	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS-INTEREST	129.	129.
TOTAL	<u>129.</u>	<u>129.</u>

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

ATTACHMENT 2

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
UBS - INTEREST & DIVIDENDS	388,480.	388,480.	
UBS - OID FROM BONDS	15,701.	15,701.	
UBS - MARKET DISCOUNT ADJUSTMENT	13.	13.	
LESS: AMORTIZATION OF BOND PREMIUM	-33,412.	-33,412.	
LESS: ACCRUED INTEREST PAID	-30,496.	-30,496.	
TOTAL	<u><u>340,286.</u></u>	<u><u>340,286.</u></u>	

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
MISCELLANEOUS INCOME	6.	6.	6.
NON-TAXABLE DIVIDENDS	162.	NONE	
TOTALS	<u>168.</u>	<u>6.</u>	

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	20,500.	15,375.		5,125.
TOTALS	<u>20,500.</u>	<u>15,375.</u>		<u>5,125.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX PAID	687.	687.
FEDERAL TAX PAID	10,000.	NONE
TOTALS	<u>10,687.</u>	<u>687.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEE	65,976.	65,976.
NYS FILING FEES	1,500.	NONE
COMPUTER SUPPORT	148.	NONE
MEMBERSHIP FEES	725.	NONE
TOTALS	<u>68,349.</u>	<u>65,976.</u>

CHARITABLE PURPOSES	NET INVESTMENT INCOME
NONE	
1,500.	
148.	
725.	
	<u>2,373.</u>

UBS Basis Reconciliation for 18245

Stocks	Quantity	12/31/2013 Cost	12/31/2013 Market Value
Corp Bonds		Basis	
Equities Structured Products			
Corporate Bonds & Notes		\$ 2,659,021.44	\$ 2,562,681.50
Closed Ended Fund & Exchange Traded Funds		\$ 193,844.55	\$ 185,480.00
Other Structured Products		\$ 273,281.66	\$ 203,500.00
Total =		\$ 3,126,147.65	\$ 2,951,661.50

Government Securities		Cost Basis	Market Value
Asset Backed Securities			
Government Securities		\$ 101,469.46	\$ 96,916.27
Total =		\$ 137,972.99	\$ 124,245.47
Total =		\$ 239,442.45	\$ 221,161.74
Total Portfolio:		\$ 3,365,590.10	\$ 3,172,823.24

	Cost Basis	Market Value
Corporate Bonds & Fixed Income Securities	\$ 3,126,147.65	\$ 2,951,661.50
Government Securities	\$ 239,442.45	\$ 221,161.74
Total Accrued Interest		36,279.13
Cash and money balances	\$ 254,865.93	\$ 254,865.93
Total:	\$ 3,620,456.03	\$ 3,463,968.30

UBS Basis Reconciliation for 18245

Stocks	12/31/2012 Cost				Difference from			Accretion/	12/31/2013 Cost
Mutual Funds	Basis	Sale Cost	Basis	Purchase Price	Beginning	Amortization	(OID)	Basis	
CBRE Clarion Global Real Estate	-	(31,814.47)		31,814.47	-	-	-	-	-
Total Mutual Fund	\$ -	\$ (31,814.47)	\$ 31,814.47	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Corp Bonds									
JP Morgan Chase & Co 5.75% due 1/2/13	5,000.41	(5,000.00)		0.41	(0.41)	-	-	-	-
UBS AG Samford Brnch 2.75% due 01/08/13	150,027.48	(150,000.00)		27.48	(27.48)	-	-	-	-
Con Edison Note 4.875% due 2/1/13	\$ 5,000.91	(5,000.00)		0.91	(0.91)	-	\$ -	-	-
Goldman Sachs Group Inc 4.75% due 07/15/13	\$ 100,963.29	(100,000.00)		963.29	(963.29)	-	\$ -	-	-
Blyth Industries Inc 5.5% due 11/1/13	14,401.27	(14,401.27)		-	-	-	-	-	-
Morgan Stanley 2.161% due 1/24/14	97,224.25	(97,224.25)		-	-	-	-	-	-
Wells Fargo & Co 4.625% due 04/15/14	103,316.33	(101,725.21)		1,591.12	(1,591.12)	-	-	-	-
SLM Corp Nts B/E 3.995% due 07/01/14	100,480.31	(100,415.95)		64.36	(64.36)	-	-	-	-
US Bank NA Minn Nts 4.95% due 10/30/14	266,354.70	(265,302.27)		1,052.43	(1,052.43)	-	-	-	-
Adobe Systems Inc Nts 3.25% due 2/1/15	78,690.81			78,690.81	(1,774.10)	-		76,916.71	
Swiss Bank Corp 7.0% due 10/15/15	107,857.57	(106,861.47)		996.10	(996.10)	-	-	-	-
Fifth Third Bancorp Nts 3.625% due 01/25/16	51,566.24	(51,257.46)		308.78	(308.78)	-	-	-	-
Western Union Co 5.93% due 10/01/16		(81,906.91)	83,646.00	1,739.09	(1,739.09)	-	-	-	-
Time Warner Inc 5.875% due 11/15/16	30,332.77	(30,260.91)		71.86	(71.86)	-	-	-	-
Petrobras Intl Fin Nts 3.5% due 02/06/17			78,755.25	78,755.25	(840.91)	-		77,914.34	
Willis Group N Amer 6.2% due 03/28/17	56,765.76	(56,221.34)		544.42	(544.42)	-	-	-	-
Merrill Lynch & Co 5.7% due 05/02/17	77,251.52	(77,086.31)		165.21	(165.21)	-	-	-	-
Halliburton Med Ser A 7.53% due 5/12/17	53,700.21	(53,492.87)		207.34	(207.34)	-	-	-	-
Centurylink Inc Nts B/E 5.15% due 06/15/17			81,982.50	81,982.50	(1,449.30)	-		80,533.20	
Marriott Intl Inc 6.375% due 06/15/18	57,066.82			57,066.82	(1,525.21)	-		55,541.61	
AT&T Inc Call 5.5% due 02/01/18	114,265.43	(113,479.98)		785.45	(785.45)	-	-	-	-
Biogen Idec Inc Nts 6.875% due 03/01/18	70,972.24			70,972.24	(2,002.08)	-		68,970.16	
Hewlett Packard Co 5.5% due 03/01/18	57,896.00			57,896.00	(1,274.17)	-		56,621.83	
CSX Corp Call@MW+30BP 6.25% due 03/15/18	118,001.13	(117,083.14)		917.99	(917.99)	-	-	-	-
CIT Group Inc B/E 5.25% due 03/15/18			53,863.75	53,863.75	(422.22)	-		53,441.53	
Reed Elsevier Cptl Nts 8.625% due 1/15/19	62,459.31	(61,793.39)		665.92	(665.92)	-	-	-	-
Washington Post Co 7.25% due 2/1/19	144,347.17	(144,015.41)		331.76	(331.76)	-	-	-	-
Avon Products 6.5% due 3/1/19	80,087.45	(79,821.96)		265.49	(265.49)	-	-	-	-
Telecom Italia Capital SA 7.175% due 06/18/19			109,321.25	109,321.25	(505.16)	-		108,816.09	
United States Steel Corp 7.375% due 04/01/20			101,505.25	101,505.25	(100.87)	-		101,404.38	
UBS AG Jersey Branch 4.0% due 04/20/20	103,519.84			103,519.84	(433.37)	-		103,086.47	
AngloGold Holdings 8.5% due 07/30/20			102,340.25	102,340.25	(107.09)	-		102,233.16	
Alcoa Inc B/E 5.4% due 04/15/21			78,914.25	78,914.25	(312.41)	-		78,601.84	
Safeway Inc Nts B/E 4.75% due 12/01/21			51,458.75	51,458.75	(127.52)	-		51,331.23	
Hewlett Packard Co NTS 4.65% 12/09/21			51,396.25	51,396.25	(17.60)	-		51,378.65	
Murphy Oil Corp B/E 4.0% due 06/01/22	100,549.57	(100,529.46)		20.11	(20.11)	-	-	-	-
Morgan Stanley 9.45% due 9/26/22	42,284.69			42,284.69	(3,667.62)	2,822.01		41,439.08	
Fiserv Inc Nts 3.5% due 10/1/22	76,382.38			76,382.38	(124.56)	-		76,257.82	
Kinder Morgan Energy B/E 3.45% due 2/15/23			95,221.25	95,221.25	-	-		95,221.25	
Plains Exploration 6.875% due 02/15/23			108,905.25	108,905.25	(285.93)	-		108,619.32	
Motorola Inc MTNS 3.5% due 03/01/23			49,995.25	49,995.25	-			49,995.25	
Chesapeake Energy Corp 5.75% due 03/15/23	(102,917.68)		103,005.25	87.57	(87.57)	-	-	-	-
Sunamerica Inc 8.125% due 04/28/23			98,555.25	98,555.25	(1,625.85)	-		96,929.40	
Westinghouse Elec Corp 7.875% due 09/01/23			99,590.25	99,590.25	(1,760.45)	-		97,829.80	
Intl Paper Co 6.875% due 11/01/23	118,890.11	(118,374.62)		515.49	(515.49)	-	-	-	-
Mosaic Co B/E 4.25% due 11/15/23			75,963.75	75,963.75	(4.86)	-		75,958.89	
Zions Bancorp 5.65% 11/15/23			77,067.75	77,067.75	(23.87)	-		77,043.88	
Commercial Credit Group 7.875% due 02/01/25			100,580.25	100,580.25	(1,489.02)	-		99,091.23	
Boeing Co 7.25% due 6/15/25	23,840.35			23,840.35	(230.09)	-		23,610.26	
Bellsouth Telcommun Inc 7.0% due 10/01/25	121,592.99	(121,096.79)		496.20	(496.20)	-	-	-	-
Comcast Cable Nts 8.5% due 05/01/27			59,852.29	59,852.29	(422.77)	-		59,429.52	
Dell Computer 7.1% due 4/15/28	23,743.02			23,743.02	(166.61)	-		23,576.41	
Goldman Sachs Group Inc 3.5% due 05/23/28			98,881.50	98,881.50	-			98,881.50	
Deere & Co 6.55% due 10/1/28	23,740.79			23,740.79	(165.57)	-		23,575.22	
Safeway Inc 7.25% due 02/01/31		(80,634.71)	80,656.50	21.79	(21.79)	-	-	-	-
Ford Motor Co 7.45% due 07/16/31		(69,475.61)	69,586.90	111.29	(111.29)	-	-	-	-
Citizens Communications Notes 9.8% 8/15/31	27,751.07			27,751.07	(69.55)	-		27,681.52	
Valero Energy Corp 7.5% due 04/15/32			72,880.28	72,880.28	(224.28)	-		72,656.00	
Goldman Sachs Capital I 6.345% due 02/15/34			80,161.50	80,161.50	(110.80)	-		80,050.70	
Jefferies Group Inc 6.25% due 01/15/36	37,854.01	(37,854.01)		-	-	-	-	-	-
Western Union Co 6.2% Due 11/17/36	56,106.37		48,515.25	104,621.62	(133.69)	-		104,487.93	
MS Nts 8.0% due 2/23/37	85,972.68			85,972.68	(4,601.98)	4,735.36		86,106.06	
Dell Inc Nts Ser W1 6.5% 04/15/38			72,005.25	72,005.25	-			72,005.25	
JPMorgan Chase B/E 5.15% due 05/29/49			148,464.00	148,464.00	(15.58)	-		148,448.42	
Citigroup Inc B/E 5.95% due 12/29/49			80,911.50	80,911.50	(30.83)	-		80,880.67	
Amer Intl Group 8.175% due 5/15/58	60,929.82	(60,942.75)		(12.93)	-	12.93	-	-	-
Total Corp Bonds	\$ 2,907,187.07	\$ (2,504,175.73)	\$ 2,413,982.72	\$ 2,816,994.06	\$ (37,997.78)	\$ 7,570.30	\$ 2,786,566.58		

*Please refer to below for Transfer in Basis WPs

(4,601.98) Rtn of Cap
(33,395.80) Amortization

UBS Basis Reconciliation for 18245



Resource Management Account
December 2013

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Cash and money balances may include available cash balances, UBS Bank USA deposit account balances, UBS AG Stamford Branch deposit account balances and money market mutual fund sweep balances.

UBS Bank USA deposit account balances are insured by the FDIC within applicable limits, but are not protected by SIPC. UBS AG Stamford Branch deposit account balances are not insured by FDIC and are not protected by SIPC. Money market sweep balances are protected by SIPC but are not insured by the FDIC. See the *Important information about your statement* at the end of this document for details about those balances.

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period	Cap amount (\$)
Cash	118,019.12	0.00					
UBS BANK USA DEP ACCT	250,000.00	250,000.00					250,000.00
UBS AG DEPOSIT ACCOUNT	144,816.68	3,904.79					
Total	\$512,835.80	\$253,904.79					

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

CP260005003140729 PZ6000163564 000003 1213 0066965942 JG182451B0 100000

Page 31 of 100

STATEMENT 7A

4 OF 17



Resource Management Account

December 2013

Account name: JANET BENTON TTEE
 Friendly account name: Frog Rock
 Account number: JG 18245 18

Your Financial Advisor:
 JAMES P BUSTERUD
 212-713-7800/800-225-2971

Your assets (continued)

Fixed income

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected. Cost basis has been adjusted for accrued original issue discount (OID). If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ADOB SYSTEMS INC NTS								
MAW T+15BP								
RATE 03 250% MATURES 02/01/15								
ACCRUED INTEREST \$1,015 62								
CUSIP 00724FAA9								
Moody Baa1 S&P A-								
EAI \$2,438 Current yield 3.16%	Apr 24, 12	75,000 000	102 555	76,916 71	102 707	77,030 25	113 54	LT
Original cost basis \$79,865 25								
PETROBRAS INTL FIN NTS								
BAE								
RATE 03 500% MATURES 02/06/17								
ACCRUED INTEREST \$1,057 29								
CUSIP 71645WAU5								
Moody Baa1 S&P BBB								
EAI \$2,625 Current yield 3.47%	Jan 25, 13	75,000 000	103 885	-	77,914 34	100 915	75,686 25	-2,228 09
Original cost basis \$78,755 25								
CENTURYLINK INC NTS B&E								
OBP								
RATE 05 150% MATURES 06/15/17								
ACCRUED INTEREST \$171 66								
CUSIP 156700AQ9								
Moody Ba2 S&P BB								
EAI \$3,863 Current yield 4.80%	Jan 14, 13	75,000 000	107.377	80,533 20	107.250	80,437.50	-95.70	ST
Original cost basis \$81,982.50								

continued next page



Resource Management Account
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets, Fixed income, Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
MARRIOTT INTL INC CALL@MMWT+20								
RATE 06 375% MATURES 06/15/17 ACCRUED INTEREST \$141.66								
CUSIP 571903AG8 Moody: Baa2 S&P: BBB								
EAI \$3,188 Current yield 5.99% Original cost basis: \$58,736.25	Nov 02, 11	50,000.000	111.083	55,541.61	113.989	56,994.50	1,452.89	LT
BIOGEN IDEC INC NTS B/E CALL@MW+50BP								
RATE 06 875% MATURES 03/01/18 ACCRUED INTEREST \$1,375.00								
CUSIP 09062XAB9 Moody: Baa2 S&P: A-								
EAI \$4,125 Current yield 5.83% Original cost basis: \$73,239.45	Oct 21, 11	60,000.000	114.950	68,970.16	117.894	70,736.40	1,766.24	LT
HEWLETT PACKARD CO CALL@MW+30BP								
RATE 05 500% MATURES 03/01/18 ACCRUED INTEREST \$934.99								
CUSIP 428236AS2 Moody: Baa1 S&P: BBB+								
EAI \$2,805 Current yield 4.95% Original cost basis: \$59,266.23	Nov 14, 11	51,000.000	111.023	56,621.83	111.213	56,718.63	96.80	LT
CIT GROUP INC B/E RATE 05 250% MATURES 03/15/18								
ACCRUED INTEREST \$772.91								
CUSIP 125581GL6 Moody: Ba3 S&P: BB-								
EAI \$2,625 Current yield 4.90% Original cost basis: \$53,863.75	Jun 10, 13	50,000.000	106.883	53,441.53	107.250	53,625.00	183.47	ST

continued next page

CPZ60005003140731 PZ6000163564 00003 1213 006696942 JG18245180 100000

Page 33 of 100



Resource Management Account
December 2013

Account name: JANET BENTON TIEF
Friendly account name: Frog Rock
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
TELECOM ITALIA CPTL S A OBP NTS B/E								
RATE 07.175% MATURES 06/18/19 ACCrued interest \$259.10								
CUSIP 872456AA6 Moody: Ba1 S&P: BB+								
EAI: \$7.175 Current yield 6.39% Original cost basis \$109,321.25	Aug 20, 13	100,000 000	108,816	108,816.09	112,250	112,250.00	3,433.91	ST
UNITED STATES STEEL CORP +50BP								
RATE 07.375% MATURES 04/01/20 ACCrued interest \$1,843.75								
CUSIP 912909AF5 Moody: B1 S&P: BB-								
EAI: \$7.375 Current yield 6.84% Original cost basis \$101,505.25	Jun 06, 13	100,000 000	101,404	101,404.38	107,750	107,750.00	6,345.62	ST
UBS AG JERSEY BRNCH FOREIGN SECURITY								
RATE 04.000% MATURES 04/22/20 MED TERM NTS								
CALLABLE ACCrued interest \$766.67								
ISIN US90261JF30 Moody: A2 S&P: A								
EAI: \$4,000 Current yield: 3.93% Original cost basis: \$103,905.25	Jan 24, 12	100,000 000	103,086	103,086.47	101,708	101,708.00	-1,378.47	LT
ANGLOGOLD HOLDINGS PLC OBP								
RATE 08.500% MATURES 07/30/20 INTEREST EARNED FROM 07/30/13 1ST INTEREST PAYMENT 01/30/14								
CALLABLE ACCrued interest \$3,541.67								
CUSIP 03512TAD3 Moody: Baa3 S&P: BB+								
EAI: \$8,500 Current yield: 8.23% Original cost basis: \$102,340.25	Jul 29, 13	100,000 000	102,233	102,233.16	103,260	103,260.00	1,026.84	ST

continued next page

CP260005003140732 PZ6000163564 00003 1213 006696942 JG182451B0 100000

Page 34 of 100

STATEMENT 6A

7 OF 17



Resource Management Account
December 2013

Account name: **JANET BENTON TTEE**
Friendly account name: Frog Rock
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ALCOA INC B/E KE-WHOLET+30BPS								
RATE 05.400% MATURES 04/1/5/21 CALLABLE								
ACCRUED INTEREST \$855.00								
CUSIP 013817AV3								
Moody Ba1 S&P BBB- EAI \$4,050 Current yield 5.29% Original cost basis \$78,914.25	Mar 27, 13	75,000 000	104.802	78,601.84	102.129	76,596.75	-2,005.09	ST
SAFEWAY INC NTS B/E +45BP								
RATE 04.750% MATURES 12/01/21 ACCRUED INTEREST \$197.91								
CUSIP 786514BU2								
Moody Baa3 S&P BBB EAI \$2,375 Current yield 4.73% Original cost basis \$51,458.75	Jan 31, 13	50,000 000	102.662	51,331.23	100.417	50,208.50	-1,122.73	ST
HEWLETT-PACKARD CO NTS OBP								
RATE 04.650% MATURES 12/09/21 ACCRUED INTEREST \$142.08								
CUSIP 428236BV4								
Moody Baa1 S&P BBB+ EAI \$2,325 Current yield 4.52% Original cost basis \$51,396.25	Nov 18, 13	50,000 000	102.757	51,378.65	102.968	51,484.00	105.35	ST
FISERV INC NTS B/E RATE 03.500% MATURES 10/01/22 CALLABLE								
ACCRUED INTEREST \$656.25								
CUSIP 337738AM0								
Moody Baa2 S&P BBB- EAI \$2,625 Current yield 3.77% Original cost basis \$76,411.50	Sep 27, 12	75,000.000	101.677	76,257.82	92.861	69,645.75	-6,612.07	LT

continued next page

STATEMENT 6A

CPZ60005C03140733 PZ6000163564 00003 1213 0066696942 JG182451B0 100000

8 OF 17

Page 35 of 100



Resource Management Account
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
KINDER MORGAN ENERGY B/E 0BP								
RATE 03.450% MATURES 02/15/23 CALLABLE ACCRUED INTEREST \$1,303.33 CUSIP 494550BM7								
Moody's Baa2 S&P BBB EAI \$3,450 Current yield 3.71%	Dec 26, 13	100,000.000	95.221	95.22125	92.884	92,884.00	-2,337.25	ST
PLAINS EXPLORATION & CALL@MW+50BP								
RATE 06.875% MATURES 02/15/23 ACCRUED INTEREST \$2,597.22 CUSIP 726505APS								
Moody's Baa3 S&P BBB EAI \$6,875 Current yield 6.17% Original cost basis \$108,905.25	Aug 08, 13	100,000.000	108.619	108,619.32	111.500	111,500.00	2,880.68	ST
MOTOROLA INC MTNS CALL@MW+30BP								
RATE 03.500% MATURES 03/01/23 ACCRUED INTEREST \$563.33 CUSIP 6200076BC2								
Moody's Baa2 S&P BBB EAI \$1,750 Current yield 3.78%	Mar 07, 13	50,000.000	99.990	49,995.25	92.515	46,257.50	-3,737.75	ST
SUNAMERICA INC DEBS								
RATE 08.125% MATURES 04/28/23 ACCRUED INTEREST \$1,066.41 CUSIP 866930AB6								
Moody's Baa1 S&P A- EAI \$6,094 Current yield: 6.58% Original cost basis \$98,555.25	Feb 21, 13	75,000.000	129.239	96,929.40	123.470	92,602.50	-4,326.90	ST continued next page

CPZ60005003140734 PZ6000163564 00003 1213 006696942 JG18245180 100000

Page 36 of 100

STATEMENT 6A

9 OF 17



Resource Management Account
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
WESTINGHOUSE ELEC CORP DEB NTS								
RATE 07.875% MATURES 09/01/23								
ACCRUED INTEREST \$1,968.75								
CUSIP 960402AS4								
Moody. Baa2 S&P BBB								
EAI \$5,906 Current yield 6.68%								
Original cost basis: \$99,590.25	Jan 28, 13	75,000 000	130,439	97,829.80	117,969	98,476.75	-9,353.05	ST
ZIONS BANCORPORATION BAE								
RATE 05.650% MATURES 11/15/23								
INTEREST EARNED FROM 11/05/13								
1ST INTEREST PAYMENT 05/15/14								
CALLABLE								
ACCRUED INTEREST \$659.16								
CUSIP 989701BH9								
EAI \$4,238 Current yield 5.47%								
Original cost basis: \$77,067.75	Nov 04, 13	75,000.000	102,725	77,043.88	103,377	77,532.75	488.87	ST
MOSAIC CO BIF								
CALL@MW+25BP								
RATE 04.250% MATURES 11/15/23								
INTEREST EARNED FROM 11/13/13								
1ST INTEREST PAYMENT 05/15/14								
CALLABLE								
ACCRUED INTEREST \$425.00								
CUSIP 61945CAC7								
Moody. Baa1 S&P BBB								
EAI \$3,188 Current yield 4.30%								
Original cost basis: \$75,963.75	Dec 09, 13	75,000 000	101,278	75,958.89	98 760	74,070.00	-1,888.89	ST
COMMERCIAL CREDIT GROUP INC								
RATE 07.875% MATURES 02/01/25								
ACCRUED INTEREST \$2,460.93								
CUSIP 201615CY5								
Moody. Baa2 S&P A-								
EAI \$5,906 Current yield 6.54%								
Original cost basis: \$100,580.25	Feb 12, 13	75,000.000	132,121	99,091.23	120,373	90,279.75	-8,811.48	ST

CP260005003140735 P26000163564 00003 1213 0066696942 JG18245180 100000

Page 37 of 100

STATEMENT 6A

10 OF 17

continued next page



Resource Management Account
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets - Fixed income - Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
BOEING CO DEBS								
RATE 07 250% MATURES 06/15/25 ACCRUED INTEREST \$64.44								
CUSIP 097023AM7								
Moody A2 S&P A								
EAI: \$.450 Current yield: 5.78% Original cost basis \$24,378.05	May 19, 10	20,000.000	118.051	23,610.26	125.461	25,092.20	1,481.94	LT
COMCAST CABLE NTS								
RATE 08.500% MATURES 05/01/27 ACCRUED INTEREST \$623.33								
CUSIP 20029PAH2								
Moody A3 S&P A-								
EAI: \$.3,740 Current yield: 6.48% Original cost basis \$59,852.29	Jun 25, 13	44,000.000	135.067	59,429.52	131.253	57,751.32	-1,678.20	ST
DELL COMPUTER CORP 15BP								
RATE 07 100% MATURES 04/15/28 ACCRUED INTEREST \$299.77								
CUSIP 247025AE9								
Moody B1 S&P B+								
EAI: \$.1,420 Current yield: 8.07% Original cost basis \$24,131.45	May 19, 10	20,000.000	117.882	23,576.41	88.000	17,600.00	5,976.41	LT
GOLDMAN SACHS GROUP INC STEP UP CALL								
RATE 03 500% MATURES 05/23/28 ACCRUED INTEREST \$365.74								
CUSIP 38141GTX2								
Moody: Baal S&P A-								
EAI: \$.3,465 Current yield: 3.84% Original cost basis: \$24,129.85	May 28, 13	99,000.000	99.875	98,881.50	91.263	90,350.37	-8,531.13	ST
DEERE & CO B/E RATE 06 550% MATURES 10/01/28								
ACCRUED INTEREST \$327.50								
CUSIP 244199AW5								
Moody: A2 S&P A								
EAI: \$.1,310 Current yield: 5.42% Original cost basis: \$24,129.85	May 19, 10	20,000.000	117.876	23,575.22	120.753	24,150.60	575.38	LT

continued next page

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Page 38 of 100



Resource Management Account
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 18

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CITIZENS COMMUNICNTNS NTS MW+50BP								
RATE 09.000% MATURES 08/15/31 ACCRUED INTEREST \$850.00								
CUSIP 17453BAU0 Moody Ba2 S&P BB-								
EAI \$2,250 Current yield: 9.16% Original cost basis: \$28,067.75	Jan 10, 07	25,000 000	110 726	27,681.52	98 250	24,562.50	-3,119.02	LT
VALERO ENERGY CORP NOTES								
RATE 07.500% MATURES 04/15/32 ACCRUED INTEREST \$934.16								
CUSIP 91913YAE0 Moody Baa2 S&P BBB								
EAI \$4,425 Current yield: 6.17% Original cost basis: \$72,880.28	Jun 25, 13	59,000 000	123 145	72,656.00	121 622	71,756.98	-899.02	ST
GOLDMAN SACHS CAPITAL CALL@MW+20BP								
RATE 06.345% MATURES 02/15/34 ACCRUED INTEREST \$1,797.75								
CUSIP 38143VA7 Moody Ba3 S&P BBB+								
EAI \$4,759 Current yield: 6.29% Original cost basis: \$80,161.50	Feb 27, 13	75,000,000	106 734	80,050.70	100 900	75,675.00	-4,375.70	ST
WESTERN UNION CO MW+25BP RATE 06.200% MATURES 11/17/36 ACCRUED INTEREST \$757.78								
CUSIP 959802AH2 Moody Baa2 S&P BBB+								
EAI \$6,200 Current yield: 6.61% Original cost basis: \$56,165.25	Jul 10, 12 Nov 25, 13	50,000 000 50,000 000 100,000 000	111 945 97 030	55,972.68 48,515.25 104,487.93	93 794 93 794	46,897.00 46,897.00 93,794.00	-9,075.68 -1,618.25 -10,693.93	LT ST continued next page
Security total								

CP260005003140737 PZ6000163564 00003 1213 00666942 JG18245180 100000

Page 39 of 100



Resource Management Account
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
DELL INC NTS 3ER WI /REG S								
RATE 06 500% MATURES 04/15/38								
ACCRUED INTEREST \$1,029.16								
CUSIP 24702RAFB								
Moody's B1 S&P B+								
EAI \$4,875 Current yield 8.10%	Jan 25, 13	75,000 000	96,007	72,005 25	80 250	60,187 50	-11,817 75	ST
JP MORGAN CHASE B/F								
RATE 05.150% MATURES 05/29/49								
CALLABLE								
ACCRUED INTEREST \$1,287.49								
CUSIP 48124BAC9								
Moody's Ba1 S&P BBB								
EAI \$7,725 Current yield 5.74%	Apr 18, 13	75,000 000	102,924	77,193 17	89 750	67,312 50	-9,880 67	ST
Original cost basis \$77,208.75	Jul 25, 13	75,000 000	95,000	71,255 25	89 750	67,312 50	-3,942 75	ST
Security total		150,000 000		148,448.42		134,625 00	-13,823 42	
CITIGROUP INC B/F								
RATE 05.950% MATURES 12/29/49								
CALLABLE								
ACCRUED INTEREST \$1,859.37								
CUSIP 172967GD7								
Moody's Ba3 S&P BB+								
EAI \$4,463 Current yield 6.43%								
Original cost basis \$80,911.50	May 28, 13	75,000 000	107,840	80,880 67	92 535	69,401 25	-11,479 42	ST
Total		\$2,473,000.000		\$2,659,021.44		\$2,562,681.50	-\$96,339.94	
Total accrued interest: \$34,992.18								
Total estimated annual income: \$143,583								

STATEMENT 6A



Resource Management Account
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets • Fixed income (continued)

Asset backed securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected.

Holding	Trade date	Quantity	Purchase price(\$)	Purchase cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
FHR 4024 H								LT
RATE 03 0000% MATURES 03/15/27								
CURRENT PAR VALUE 4,358								
ACCrued interest \$10.89								
CUSIP 3137ANRKS								
EAI \$131 Current yield 2.99%	Jul 17, 12	75,000.000	101 500	4,428.98	100 443	4,377.30	-51.68	LT
GNMA PL 004932M								
RATE 03 5000% MATURES 01/20/41								
CURRENT PAR VALUE 92.854								
ACCrued interest \$270.84								
CUSIP 36202FPR1								
EAI \$3,250 Current yield 3.51%	Sep 29, 11	200,000.000	104 675	97,210.87	99,650	92,538.97	-4,671.90	LT
Total		275,000.000		\$101,639.85		\$96,916.27	-\$4,723.58	
Total accrued interest: \$281.73								
Total estimated annual income: \$3,381								

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized (tax) gain or loss (\$)	Investment Holding return (\$)	Holding period
EATON VANCE FLOATING RATE INCOME TRUST									
Symbol: EFT									
Trade date: Aug 24, 12	2,000 COO	16.707	33,414.18	33,414.18	15.270	30,540.00	-2,874.18		LT
Trade date: Sep 4, 12	2,000 COO	16.643	33,287.79	33,287.79	15.270	30,540.00	-2,747.79		LT
EAI: \$3,844 Current yield: 6.29%									

continued next page



Resource Management Account
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
Account number: JG 18245 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets • Fixed income • Closed end funds & Exchange traded products (continued)

Holding	Purchase price/ Average price per share (\$)	Number of shares	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
Security total	4,000.000	16,675	66,701.97	66,701.97		61,080.00	-5,621.97	-5,621.97	
POWERSHARES ETF TRUST II									
Symbol BKLN									
Trade date Jan 24, 13	2,000.000	25,490	50,981.94	50,981.94	24,830	49,760.00	-1,221.94	ST	
Trade date, May 20, 13	2,000.000	25,468	50,936.50	50,936.50	24,830	49,760.00	-1,176.50	ST	
Trade date, Jun 11, 13	1,000.000	25,224	25,224.14	25,224.14	24,830	24,880.00	-344.14	ST	
EAI \$5.41% Current yield 4.40%									
Security total	5,000.000	25,429	127,142.58	127,142.58		124,400.00	-2,742.58	-2,742.58	
Total			\$193,844.55	\$193,844.55		\$185,480.00	-\$8,364.55	-\$8,364.55	
Total estimated annual income: \$9,319									

Government securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected. Cost basis has been adjusted for accrued original issue discount (OID). If you have made a

Holding	Trade date	Quantity	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
FNMA								
RATE 4.6250% MATURES 10/15/14								
ACCRUED INTEREST \$126.93								
CUSIP 31359MW8								
EAI \$601 Current yield 4.47%								
Original cost basis \$13,124.29	Jul 20, 05	13,000,000	100,097	13,012.65	103,494	13,454.22	441.57	LT
FNMA NTS								
RATE 3.2500% MATURES 02/28/33								
ACCRUED INTEREST \$33.85								
CUSIP 3136G1EG0								
EAI \$4,063 Current yield 3.67%								
Original cost basis \$75,005.25	Feb 11, 13	75,000,000	100,006	75,005.09	88,633	66,474.75	-8,530.34	ST
Mar 25, 13	50,000,000	99,910	49,955.25	88,633	44,316.50	-5,638.75	ST	
Security total	125,000,000		124,960.34		110,791.25	-14,169.09		
Total		138,000.00		\$137,972.99		\$124,245.47	-\$13,727.52	
Total accrued interest: \$160.78								
Total estimated annual income: \$4,664								



Resource Management Account

December 2013

Account name: JANET BENTON TTEE
 Friendly account name: Frog Rock
 Account number: JG 18245 1B

Your Financial Advisor:
 JAMES P BUSTERUD
 212-713-7800/800-225-2971

Your assets (continued)

Other

Structured products

There may be little or no secondary market for structured products. Prices are estimated values obtained from third parties or issuers and do not reflect adjustments taken by such third parties or issuers for financial reporting purposes arising from changes in the market value of such transactions. The value at which you

Holding	Trade date	Quantity	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec. 31 (\$)	Value on Dec. 31 (\$)	Unrealized gain or loss (\$)	Holding period
MORGAN STANLEY NTS								
DEX								
RATE 08 000% MATURES 02/23/37								
ACCrued interest \$844.44								
EAI \$8,000 Current yield: 8.74%								
Original cost basis: \$100,000.00	Feb 14, 07	100,000 000	86 106	86,106.06 ¹	91 500	91,500 00	5,393 94	LT
MORGAN STANLEY								
Exchange: OTC								
Original cost basis: \$100,000.00	May 23, 07	4,000 000	36 434	145,736.52 ¹	20 500	82,000 00	-63,736 52	LT
MORGAN STANLEY								
9.4500%								
Due 09/26/22								
Exchange: OTC								
Original cost basis \$50,000.00	Jul 24, 07	2,000 000	20 719	41,439.08 ¹	15,000	30,000 00	-11,439 08	LT
Total				\$273,281.66		\$203,500.00	-\$69,781.66	

Total estimated annual income: \$8,000

Total accrued interest: \$844.44

¹Indicates cost basis information provided by you or another third party. UBS FS has not verified this information and does not guarantee its accuracy.

Your total assets

Cash	Cash and money balances	Value on Dec. 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
		253,904.79	7.33%	253,904.79		
Fixed income						
Corporate bonds and notes	B 2,562,681.50		B 2,659,021.44	143,583.00	-96,339.94	
Asset backed securities	A 96,916.27		A 101,469.46	3,381.00	-4,723.58	
Closed end funds & Exchange traded products	B 185,480.00		B 193,844.55	9,319.00	-8,364.55	
Government securities	A 124,245.47		A 137,972.99	4,654.00	-13,727.52	

continued next page

CP260005C03140741 PZ6000163564 000003 1213 006696942 JG182451B0 100000

Page 43 of 100

STATEMENT 6A

16 OF 17



Resource Management Account
Account name: JANET BENTON TTEE
Friendly account name: Frog Rock
December 2013 Account number: JG 18245 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets - Your total assets (continued)

		Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
	Total accrued interest	B 35,434.69				
	Total fixed income	3,004,757.93	86.77%	3,092,478.83	160,947.00	-123,155.59
Other	Structured products	203,500.00	B 273,281.66	8,000.00	-69,781.66
	Total accrued interest	844.44
	Total other	B 204,344.44	5.90%	273,281.66	8,000.00	-69,781.66
	Total	\$3,463,007.16	100.00%	\$3,619,665.28	\$168,947.00	-\$192,937.25

TOTAL OF A

221,162

239,442

TOTAL OF B

2,987,941

3,126,147

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOVERNMENT SECURITIES (STMT 6A)	189,711.	239,442.	221,162.
US OBLIGATIONS TOTAL	<u>189,711.</u>	<u>239,442.</u>	<u>221,162.</u>

ATTACHMENT 7



Portfolio Management Program
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Cash and money balances may include available cash balances, UBS Bank USA deposit account balances, UBS AG Stamford Branch deposit account balances and money market mutual fund sweep balances.

UBS Bank USA deposit account balances are insured by the FDIC within applicable limits, but are not protected by SIPC. UBS AG Stamford Branch deposit account balances are not insured by FDIC and are not protected by SIPC. Money market sweep balances are protected by SIPC but are not insured by the FDIC. See the *Important information about your statement* at the end of this document for details about those balances.

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period	Cap amount (\$)
UBS BANK USA DEP ACCT	250,000.00	250,000.00					250,000.00
UBS SELECT PRIME CAPITAL	920,590.25	1,253,601.44	1.00	0.01%	Nov 1 to Nov 30	30	
Total	\$1,170,590.25	\$1,503,601.44					

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ANADARKO PETROLEUM CORP								
Symbol APC Exchange NYSE								
EAI \$549 Current yield 0.91%	Jul 13, 10	763 000	48.256	36,819.95	79.320	60,521.16	23,701.21	LT
ANALOG DEVICES INC								
Symbol ADI Exchange OTC								
EAI \$2,448 Current yield 2.67%	May 10, 10	1,800 000	28.966	52,140.24	50.930	91,674.00	39,533.76	LT
APPLE INC								
Symbol AAPL Exchange: OTC								
EAI. \$3,660 Current yield 2.17%	Jul 13, 10	113,000	248.454	28,075.35	561.020	63,395.26	35,319.91	LT
Dec 12, 12	187,000	542,403	101,429.40	561.020	104,910.74	3,481.34		LT
300 000	431,683	129,504.75			168,306.00		38,801.25	
Security total								<i>continued next page</i>



Portfolio Management Program
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
AT&T INC								
Symbol T Exchange NYSE								
EAR: \$6,550 Current yield: 5.23%	Oct 21, 09	2,000,000	26.017	52,035.00	35.160	70,320.00	18,285.00	LT
	Dec 29, 09	543,000	28.338	15,388.01	35.160	19,091.88	3,703.87	LT
	Jan 21, 10	491,000	25.853	12,694.04	35.160	17,263.56	4,569.52	LT
	Jul 13, 10	526,000	24.990	13,144.88	35.160	18,494.16	5,349.28	LT
Security total		3,560,000	26.197	93,261.93	125,169.60	125,169.60	31,907.67	
CELENE CORP								
Symbol CELG Exchange OTC	Dec 21, 10	1,507,000	58.940	88,824.03	168.968	254,634.77	165,810.74	LT
CHEVRON CORP								
Symbol CVX Exchange NYSE								
EAR: \$3,560 Current yield: 3.20%	Oct 21, 09	505,000	77.918	39,348.84	124.910	63,079.55	23,730.71	LT
	Dec 29, 09	150,000	77.408	11,611.28	124.910	18,736.50	7,125.22	LT
	Jan 21, 10	125,000	77.984	9,748.00	124.910	15,613.75	5,865.75	LT
	Jul 13, 10	110,000	72.850	8,013.59	124.910	13,740.10	5,726.51	LT
Security total		890,000	77.215	68,721.71	111,169.90	111,169.90	42,448.19	
COCA COLA CO COM								
Symbol KO Exchange NYSE								
EAR: \$5,302 Current yield: 2.71%	Sep 5, 07	400,000	26.835	10,734.00	41.310	16,524.00	5,790.00	LT
	Sep 20, 07	2,000,000	28.133	56,266.10	41.310	82,620.00	26,353.90	LT
	Jan 21, 10	450,000	27.741	12,483.51	41.310	18,589.50	6,105.99	LT
	Jul 13, 10	360,000	26.419	9,510.91	41.310	14,871.60	5,360.69	LT
	Feb 24, 11	1,524,000	32.079	48,888.85	41.310	62,956.44	14,067.59	LT
Security total		4,734,000	29.126	137,883.37	195,561.54	195,561.54	57,678.17	
COMCAST CORP NEW SPECIAL CL A								
Symbol CMCSK Exchange OTC								
EAR: \$8,227 Current yield: 1.56%	Jun 27, 08	559,000	18.483	10,332.05	49.880	27,882.92	17,550.87	LT
	Aug 1, 11	5,989,000	23.118	138,457.82	49.880	298,731.32	160,273.50	LT
	Aug 3, 11	4,000,000	22.310	89,240.00	49.880	199,520.00	110,280.00	LT
Security total		10,548,000	22.566	238,029.87	326,134.24	326,134.24	288,104.37	
CSX CORPORATION								
Symbol CSX Exchange NYSE								
EAR: \$1,694 Current yield: 2.09%	Jan 21, 10	420,000	15.489	6,505.56	28.770	12,083.40	5,577.84	LT

continued next page

CP260005003140752 P26000163564 00004 1213 006696942 JG194261B0 100000

Page 54 of 100

STATEMENT 7A

2 OF 12



Portfolio Management Program
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets • **Equities** • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Jul 13, 10	2,403 000	17.522	42,107.37	28.770	69,134.31	27,026.94	LT
EMC CORP MASS		2,823 000	17.220	48,612.93		81,217.71	32,604.78	
Symbol: EMC Exchange NYSE EAI: \$942 Current yield: 1.59%	Jul 13, 10	2,356 000	19.840	46,744.48	25.150	59,253.40	12,508.92	LT
EXPRESS SCRIPTS HLDG CO	Nov 26, 12	3,032 000	51.910	157,391.12	70.240	212,967.68	55,576.56	LT
Symbol: ESRX Exchange OTC	Nov 26, 12	1,068 000	51.338	54,829.08	70.240	75,016.32	20,187.24	LT
	Dec 7, 12	1,350,000	53.983	72,877.05	70.240	94,824.00	21,946.95	LT
	Jan 23, 13	932,000	53.894	50,229.29	70.240	65,463.68	15,234.39	ST
	Feb 11, 13	2,097 000	55.043	115,426.78	70.240	147,293.28	31,866.50	ST
	Oct 25, 13	2,400 000	61.330	147,193.68	70.240	168,576.00	21,382.32	ST
Security total		10,879 000	54.963	597,947.00		764,140.96	166,193.96	
EXXON MOBIL CORP								
Symbol: XOM Exchange NYSE EAI: \$3,243 Current yield: 2.49%	Oct 1, 07	762,000	92.590	70,485.00	101.200	77,114.40	6,629.40	LT
	Jan 21, 10	181,000	67.778	12,267.82	101.200	18,317.20	6,049.38	LT
	Jul 13, 10	344,000	59.309	20,402.38	101.200	34,812.80	14,410.42	LT
Security total		1,287 000	80.152	103,155.20		130,244.40	27,089.20	
FISERV INC	Apr 7, 11	2,514 000	31.178	78,382.18	59.050	148,451.70	70,069.52	LT
HALLIBURTON CO (HOLDING COMPANY)								
Symbol: HAL Exchange NYSE EAI: \$8,146 Current yield: 1.18%	Mar 25, 13	6,164 000	39.798	245,317.82	50.750	312,823.00	67,505.18	ST
	Apr 5, 13	3,099 000	38.479	119,248.91	50.750	157,274.25	38,025.34	ST
	Apr 15, 13	3,094 000	39.235	121,395.06	50.750	157,020.50	35,625.44	ST
	Jun 21, 13	1,219 000	41.975	51,167.65	50.750	61,864.25	10,696.60	ST
Security total		13,576,000	39.565	537,129.44		688,982.00	151,852.56	
INTEL CORP								
Symbol: INTC Exchange OTC EAI: \$3,341 Current yield: 3.47%	Nov 29, 11	3,712 000	23.630	87,714.56	25.955	96,344.96	8,630.40	LT
							continued next page	



Portfolio Management Program
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec. 31 (\$)	Value on Dec. 31 (\$)	Unrealized gain or loss (\$)	Holding period
INTERCONTINENTALEXCHANGE GROUP								
COM								
Symbol: ICE Exchange. NYSE EAI: \$1,154 Current yield: 1.16%								
	Jul 13, 10	444,000	107.638	47,791.69	224,920	99,864.48	52,072.79	LT
INTL BUSINESS MACH								
Symbol: IBM Exchange. NYSE EAI: \$2,291 Current yield: 2.03%								
	Oct 21, 09	340,000	122.972	41,810.65	187.570	63,773.80	21,963.15	LT
	Dec 29, 09	94,000	132.107	12,418.06	187.570	17,631.58	5,213.52	LT
	Jan 21, 10	85,000	129.979	11,048.29	187.570	15,943.45	4,895.16	LT
	Jul 13, 10	84,000	129.434	10,872.51	187.570	15,755.88	4,883.37	LT
Security total		603,000	126.284	76,149.51	113,104.71	36,955.20		
JOHNSON & JOHNSON COM								
Symbol: JNJ Exchange. NYSE EAI: \$2,751 Current yield: 2.88%								
	Oct 21, 09	590,000	60.759	35,848.15	91.590	54,038.10	18,189.95	LT
	Dec 29, 09	163,000	65.057	10,604.37	91.590	14,929.17	4,324.80	LT
	Jan 21, 10	143,000	64.878	9,277.66	91.590	13,097.37	3,819.71	LT
	Jul 13, 10	146,000	60.789	8,875.32	91.590	13,372.14	4,495.82	LT
Security total		1,042,000	62,001	64,605.50	95,436.78	30,831.28		
JPMORGAN CHASE & CO								
Symbol: JPM Exchange. NYSE EAI: \$2,183 Current yield: 2.60%								
	Oct 21, 09	840,000	46.109	38,731.73	58.480	49,123.20	10,391.47	LT
	Dec 29, 09	274,000	41.687	11,422.24	58.480	16,023.52	4,601.28	LT
	Jan 21, 10	211,000	42.093	8,881.78	58.480	12,339.28	3,457.50	LT
	Jul 13, 10	111,000	40.065	4,447.26	58.480	6,491.28	2,044.02	LT
Security total		1,436,000	44,208	63,483.01	83,977.28	20,494.27		
KINDER MORGAN MGMT LLC								
Symbol: KMR Exchange. NYSE EAI: \$1,000,000								
	Dec 16, 13	1,000,000	73.550	73,550.00	75.660	75,660.00	2,110.00	ST
MCDONALDS CORP								
Symbol: MCD Exchange. NYSE EAI: \$3,263 Current yield: 3.34%								
	Oct 21, 09	585,000	58.747	34,367.29	97.030	56,762.55	22,395.26	LT
	Dec 29, 09	159,000	63.758	10,137.60	97.030	15,427.77	5,290.17	LT
	Jan 21, 10	139,000	63.317	8,801.09	97.030	13,487.17	4,686.08	LT
	Jul 13, 10	124,000	70,659	8,761.75	97.030	12,031.72	3,269.97	LT

continued next page



Portfolio Management Program
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		1,007 000	61 636	62,067 73		97,709 21	35,641 48	
MEDTRONIC INC Symbol: MDT Exchange: NYSE EAI: \$1,966 Current yield 1.95%	Apr 15, 11	1,755 000	40 936	71,844 26	57 390	100,719 45	28,875 19	LT
METLIFE INC Symbol: MET Exchange: NYSE EAI: \$1,865 Current yield 2.04%	Dec 10, 10	1,695 000	43 810	74,257 95	53 920	91,394 40	17,136 45	LT
MICROSOFT CORP Symbol: MSFT Exchange: OTC EAI: \$13,928 Current yield 2.99%	Oct 21, 09 Dec 29, 09 Jan 21, 10 Oct 21, 13 Nov 5, 13	780 000 533 000 523 000 5,000,000 5,600 000	26.568 31.389 30.667 35.000 36.459	20,723 04 16,730 82 16,039 23 175,000 00 204,175 03	37 410 37 410 37 410 37 410 37 410	29,179 80 19,939 53 19,565 43 187,050 00 209,496 00	8,456 76 3,208 71 3,526 20 12,050 00 5,320 97	LT LT LT ST ST
Security total		12,436 000	34.792	432,668 12		465,230 76	32,562 64	
NEXTERA ENERGY INC COM Symbol: NEE Exchange: NYSE EAI: \$3,477 Current yield: 3.08%	Jul 13, 10	1,317 000	52.235	68,793 72	85.620	112,761 54	43,967 82	LT
NOVARTIS AG SPON ADR Symbol: NVS Exchange: NYSE EAI: \$1,627 Current yield: 2.56%	Oct 21, 09 Dec 29, 09 Jan 21, 10	435 000 249 000 107 000	52.128 54.866 54.162	22,675 94 13,661 88 5,795 36	80 380 80 380 80 380	34,965 30 20,014 62 8,600 66	12,289.36 6,352 74 2,805 30	LT LT LT
Security total		791 000	53 266	42,133 18		63,580 58	21,447 40	
OCIDENTAL PETROLEUM CRP Symbol: OXY Exchange: NYSE EAI: \$1,495 Current yield: 2.69%	Oct 21, 09 Dec 29, 09 Jan 21, 10 Jul 13, 10	330 000 98 000 82 000 74 000	83 513 82 280 77.980 81 908	27,559 42 8,063 44 6,394 36 6,061 25	95 100 95 100 95 100 95 100	31,383 00 9,319 80 7,798.20 7,037 40	3,823 58 1,256.36 1,403.84 976 15	LT LT LT LT
Security total		584,000	82,326	48,078 47		55,538 40	7,459.93	

continued next page



Portfolio Management Program
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec. 31 (\$)	Value on Dec. 31 (\$)	Unrealized gain or loss (\$)	Holding period
ORACLE CORP								
Symbol: ORCL Exchange: NYSE EAI: \$11,505 Current yield: 1.25%	Jan 3, 12	4,028 000	26.400	106,339 20	38 260	154,111 28	47,772.08	LT
	Mar 9, 12	4,701 000	30.220	142,064 22	38 260	179,860 26	37,796.04	LT
	May 7, 12	4,345 000	28.255	122,767 98	38 260	166,239 70	43,471.72	LT
	Mar 21, 13	3,894 000	32.790	127,684 26	38 260	148,984 44	21,300 18	ST
	Jun 21, 13	1,700 000	30.295	51,501 67	38 260	65,042 00	13,540.33	ST
	Aug 15, 13	2,000 000	32.836	65,673 00	38 260	76,520 00	10,847.00	ST
	Sep 11, 13	3,300 000	32.905	108,587 82	38 260	126,258 00	17,670.18	ST
Security total		23,968,000	30.233	724,618 15		917,015 68	192,397.53	
PEPSICO INC								
Symbol: PEP Exchange: NYSE EAI: \$3,307 Current yield: 2.74%	Jun 13, 07	281 000	65.796	18,488 85	82 940	23,306 14	4,817 29	LT
	Jun 20, 07	149 000	65.987	9,832.21	82.940	12,358 06	2,525.85	LT
	Oct 1, 07	400 000	73.540	29,416 00	82 940	33,176 00	3,760.00	LT
	Jan 21, 10	201 000	62.083	12,478 77	82 940	16,670 94	4,192.17	LT
	Jul 13, 10	426,000	63.998	27,263.57	82 940	35,332 44	8,068.87	LT
Security total		1,457 000	66.904	97,479 40		120,843 58	23,364.18	
PNC FINANCIAL SERVICES GROUP								
Symbol: PNC Exchange: NYSE EAI: \$1,769 Current yield: 2.27%	Apr 14, 11	1,005 000	61.906	62,216 43	77.580	77,967.90	15,751.47	LT
PRIMERICA INC								
Symbol: PRI Exchange: NYSE EAI: \$3,300 Current yield: 1.03%	Nov 14, 11	1,000 000	22.986	22,986 50	42 910	42,910 00	19,923.50	LT
	Oct 25, 12	3,000 000	28.053	84,161 52	42 910	128,730 00	44,568.48	LT
	Nov 5, 12	1,125 000	28.339	31,882.39	42 910	48,273 75	16,391.36	LT
	Nov 5, 12	900 000	28.395	25,555 80	42 910	38,619 00	13,063.20	LT
	Nov 5, 12	600 000	28.243	16,945 80	42 910	25,746 00	8,800.20	LT
	Nov 5, 12	530 000	28.156	14,923 14	42 910	22,742 30	7,819 16	LT
	Nov 5, 12	241 000	28.395	6,843 36	42 910	10,341.31	3,497.95	LT
	Nov 5, 12	59 000	28.287	1,668 96	42 910	2,531 69	862.73	LT
	Nov 5, 12	45,000	28.316	1,274 24	42 910	1,930 95	656.71	LT
Security total		7,500,000	27.499	206,241 71		321,825.00	115,583.29	

Continued next page

Page 58 of 100

STATEMENT 7A

6 OF 12

CP760005003140756 PZ6000163564 00004 1213 006696942 JG19426180 100000



Portfolio Management Program
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets - Equities - Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
SCHLUMBERGER LTD NETHERLANDS ANTILLES								
Symbol: SLB Exchange: NYSE EAI: \$1,103 Current yield: 1.39%								
Mar 11, 10	802 000	63 548	50,965.66	90 110	72,268.22	21,302.56	LT	
Jul 13, 10	80 000	58.950	4,716.00	90 110	7,208.80	2,492.80	LT	
Security total		882 000	63 131	55,681.66	79,477.02	23,795.36		
SCHWAB CHARLES CORP NEW YORK								
Symbol: SCHW Exchange: NYSE EAI: \$6,949 Current yield: 0.92%								
Sep 17, 12	5,757,000	14 170	81,578.23	26 000	149,682.00	68,103.77	LT	
Sep 17, 12	5,748,000	14,190	81,564.12	26 000	149,448.00	67,883.88	LT	
Sep 20, 12	1,200,000	13 496	16,195.28	26 000	31,200.00	15,003.72	LT	
Oct 4, 12	8,235,000	12 999	107,054.85	26 000	214,110.00	107,055.15	LT	
Oct 12, 12	8,015,000	12,966	103,925.28	26 000	208,390.00	104,464.72	LT	
Security total	28,955,000	13 480	390,318.76	752,830.00	752,830.00	362,511.24		
TEVA PHARMACEUTICALS IND LTD ISRAEL ADR								
Symbol: TEVA Exchange: OTC EAI: \$1,117 Current yield: 2.71%								
Oct 21, 09	75 000	51.595	3,869.63	40 080	3,006.00	-863.63	LT	
Dec 29, 09	321 000	55.668	17,869.59	40 080	12,865.68	-5,003.91	LT	
Jan 21, 10	292,000	58.390	17,050.10	40 080	11,703.36	-5,346.74	LT	
Jul 13, 10	341 000	54.278	18,508.92	40 080	13,667.28	-4,841.64	LT	
Security total	1,029,000	55.683	57,298.24	41,242.32	41,242.32	-16,055.92		
THERMO FISHER SCIENTIFIC INC								
Symbol: TMO Exchange: NYSE EAI: \$802 Current yield: 0.54%								
Oct 21, 09	745 000	47.714	35,547.38	111 350	82,955.75	47,408.37	LT	
Dec 29, 09	217 000	48.537	10,532.64	111,350	24,162.95	13,630.31	LT	
Jan 21, 10	177,000	48.930	8,660.74	111,350	19,708.95	11,048.21	LT	
Jul 13, 10	197 000	49.111	9,674.93	111,350	21,935.95	12,261.02	LT	
Security total	1,336,000	48 215	64,415.69	148,763.60	148,763.60	84,347.91		
TJX COS INC NEW YORK								
Symbol: TJX Exchange: NYSE EAI: \$1,745 Current yield: 0.91%								
Nov 29, 11	3,008 000	30.223	90,910.93	63,730	191,699.84	100,788.91	LT	
<i>continued next page</i>								



Portfolio Management Program
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 18

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets - Equities - Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec. 31 (\$)	Value on Dec. 31 (\$)	Unrealized gain or loss (\$)	Holding period
TRAVELERS COS INC/THE								
Symbol: TRV Exchange NYSE EAI: \$2,552 Current yield: 2.21%	Oct 21, 09	725 000	48.704	35,310.84	90.540	65,641.50	30,330.66	LT
	Dec 29, 09	209,000	49.947	10,439.03	90.540	18,922.86	8,483.83	LT
	Jan 21, 10	175 000	48.908	8,558.90	90.540	15,844.50	7,285.60	LT
	Jul 13, 10	167 000	51.472	8,595.92	90.540	15,120.18	6,524.26	LT
Security total		1,276 000	49.298	62,904.69		115,529.04	52,624.35	
UNITD TECHNOLOGIES CORP								
Symbol: UTX Exchange NYSE EAI: \$3,793 Current yield: 2.07%	Oct 1, 07	600 000	80.740	48,444.00	113.800	68,280.00	19,836.00	LT
	Jan 21, 10	222,000	71.440	15,859.85	113.800	25,263.60	9,403.75	LT
	Jul 13, 10	785,000	67.774	53,202.59	113.800	89,333.00	36,130.41	LT
Security total		1,607 000	73.122	117,506.44		182,876.60	65,370.16	
VALEANT PHARMACEUTICALS INTL CAD								
Symbol: VRX Exchange NYSE CAD Exchange rate: 1.06250	Jun 7, 11	1,627 000	53.390	86,865.53	117.400	191,009.80	104,144.27	LT
	Jun 8, 11	2,000 000	52.735	105,470.00	117.400	234,800.00	129,330.00	LT
	Jun 21, 11	2,000 000	51.437	102,875.50	117.400	234,800.00	131,924.50	LT
	May 7, 12	771 000	52.429	40,423.45	117.400	90,515.40	50,091.95	LT
	May 24, 12	2,166 000	47.899	103,749.65	117.400	254,288.40	150,538.75	LT
	May 24, 12	390 000	47.698	18,602.56	117.400	45,786.00	27,183.44	LT
	Oct 4, 12	1,988,000	56.800	112,918.40	117.400	233,391.20	120,472.80	LT
	Nov 27, 12	1,500 000	55.236	82,854.00	117.400	176,100.00	93,246.00	LT
Security total		12,442 000	52.545	653,759.09		1,460,690.80	806,931.71	
VISTAPRINT NV EUR								
Symbol: VPRT Exchange OTC EUR Exchange rate: 0.72571	Oct 4, 12	816 000	35.500	28,968.00	56.850	46,389.60	17,421.60	LT
	Oct 26, 12	4,274 000	31.309	133,814.96	56.850	242,976.90	109,161.94	LT
Security total		5,090 000	31.981	162,782.96		289,366.50	126,583.54	

continued next page



Portfolio Management Program
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
WALT DISNEY CO (HOLDING CO)								
DISNEY COM								
Symbol DIS Exchange NYSE	Oct 21, 09	1,465 000	29.767	43,609.39	76.400	111,926.00	68,316.61	LT
EAI \$2,224 Current yield: 1.13%	Dec 29, 09	397 000	32.377	12,853.67	76.400	30,330.80	17,477.13	LT
Jan 21, 10	351 000	31.292	10,983.67	76.400	26,816.40	15,832.73	LT	
Jul 13, 10	373 000	34.272	12,783.54	76.400	28,497.20	15,713.66	LT	
Security total		2,586 000	31.025	80,230.27	197,570.40		117,340.13	
YUM! BRANDS INC								
Symbol YUM Exchange NYSE	Oct 21, 09	815,000	35.107	28,612.61	75.610	61,622.15	33,009.54	LT
EAI \$2,073 Current yield: 1.96%	Dec 29, 09	240,000	35.357	8,485.80	75.610	18,146.40	9,660.60	LT
Jan 21, 10	200,000	35.211	7,042.25	75.610	15,122.00	8,079.75	LT	
Jul 13, 10	146,000	41.330	6,034.25	75.610	11,039.06	5,004.81	LT	
Security total		1,401 000	35.814	50,174.91	105,929.61		55,754.70	
3M CO								
Symbol MMM Exchange NYSE								
EAI \$3,280 Current yield: 2.44%	Jul 13, 10	959,000	83.976	80,533.85	140.250	134,499.75	53,965.90	LT
Total					A \$6,427,367.96	A \$10,094,911.57	\$3,667,543.61	
Total estimated annual income:		\$129,181						

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/Average price per share (\$)	Investment (\$)	Client cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (%)	Holding period
ISHARES TRUST CORE S&P 500 ETF									
Symbol: IVW									
Trade date Feb 10, 12	854 000	134.750	115,076.50	15,076.50	185.650	158,545.10	43,468.60		LT

continued next page

STATEMENT 7A

CP260005003140759 PZ6000163564 00004 1213 006695942 JG194261B0 100000

Page 61 of 100

9 OF 12



Portfolio Management Program
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P. BUSTERUD
212-713-7800/800-225-2971

Your assets • Equities • Closed end funds & Exchange traded products (continued)

Holding	Purchase price/ Average price per share (\$)	Number of shares	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
Trade date: Mar 6, 12	2,000 C00	135 239	270,479.80	270,479.80	185 650	371,300.00	100,820.20		LT
Trade date: May 14, 12	2,000 C00	134 770	269,541.82	269,541.82	185 650	371,300.00	101,758.18		LT
Trade date: Jun 26, 13	4,000 C00	160.750	643,000.00	643,000.00	185,650	742,600.00	99,600.00		ST
EAI \$29,617 Current yield 1.80%									
Security total	8,854 C00	146 611	1,298,098.12	1,298,098.12		1,643,745.10	345,646.98	345,646.98	
ISHARES RUSSELL MID-CAP VALUE ETF									
Symbol: IWS									
Trade date: Apr 19, 12	4,375 C00	46 860	205,012.79	205,012.79	65 710	287,481.25	82,468.46	82,468.46	LT
EAI \$4,913 Current yield 1.71%									
Total			\$1,503,110.91	A \$1,503,110.91		A \$1,931,226.35	\$428,115.44	\$428,115.44	
Total estimated annual income: \$34,530									

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Holding	Purchase price/ Average price per share (\$)	Number of shares	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
AMERICAN INDEPENDENCE STOCK FUND - CLASS A									
Symbol: IFCSX									
Trade date: Mar 12, 12	5,179 558	14 480	75,000.00	75,000.00	14 050	72,772.79	-2,227.21		LT
Trade date: Feb 14, 13	14,461 316	13 829	200,000.00	200,000.00	14 050	203,181.49	3,181.49		ST
Total reinvested	4,934 326	13 374		65,995.53	14 050	69,327.28	3,331.75		
EAI \$1,917 Current yield 0.56%									
Security total	24,575 200	13 876	275,000.00	340,995.53		345,281.56	4,286.03	70,281.56	
MFS INTERNATIONAL DIVERSIFICATION FUND CLASS A									

continued next page

CP260005003140760 P26000163564 000004 1213 00666965942 JG19426180 100000

Page 62 of 100

STATEMENT 7A

10 OF 12



Portfolio Management Program
December 2013

Account name: JANET BENTON TTEE
Friendly account name: Frog Rock PMP
Account number: JG 19426 1B

Your Financial Advisor:
JAMES P BUSTERUD
212-713-7800/800-225-2971

Your assets • Equities • Mutual funds (continued)

Holding	Symbol	MDIDX	Purchase price/ Average price per share (\$)	Number of shares	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
Trade date Nov 30, 12		11,476,206	13,910	159,634.03	159,634.03	16,460	188,898.35	29,264.32			LT
Total reinvested		218,194	15,187		3,313.86	16,460	3,591.47	277.61			
EAI \$1,684 Current yield 0.87%											
Security total		11,694,400	13,934	159,634.03	162,947.89		192,489.82	29,541.93	32,855.79		
Total				\$434,634.03	A \$503,943.42		A \$557,771.38	\$33,827.96	\$103,137.35		
Total estimated annual income:				\$3,601							

Other

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Holding	Symbol	SGENX	Purchase price/ Average price per share (\$)	Number of shares	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
FIRST EAGLE GLOBAL FUND											
CLASS A											
Trade date Mar 30, 11		5,213,764	47.950	250,000.00	250,000.00	53,610	279,509.89	29,509.89			LT
Trade date Feb 14, 13		5,008,13	49.919	250,000.00	250,000.00	53,610	268,479.58	18,479.58			ST
Total reinvested		865,257	49,722		43,022.44	53,610	46,386.43	3,363.99			
Security total		11,087,34	48,978	500,000.00	A 543,022.44	A 594,375.89					94,375.90

TOTAL OF A - COMMON STOCK

8,977,444 **13,158,285**

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested.

Your assets (continued)

Your total assets

		Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash	Cash and money balances	1,503,601.44	10.26%		1,503,601.44	
Equities						
Common stock	10,094,911.57			6,427,367.96	129,181.00	3,667,543.61
Closed end funds & Exchange traded products	1,931,226.35			1,503,110.91	34,530.00	428,115.44
Mutual funds	537,771.38			503,943.42	3,601.00	33,827.96
Total equities	12,563,909.30	85.69%		8,434,422.29	167,312.00	4,129,487.01
Other						
Mutual funds	594,375.89	4.05%		543,022.44		51,353.46
Total	\$14,661,886.63	100.00%		\$10,481,046.17	\$167,312.00	\$4,180,840.47

Account activity this month

	Date	Activity	Description	Amount (\$)
Dividend and interest income				
	Dec 2	Dividend	INTEL CORP PAID ON 3712 AS OF 12/01/13	835.20
	Dec 3	Foreign Dividend	TEVA PHARMACEUTICALS IND LTD ISRAEL ADR PAID ON CUSIP: 881624209	335.99
	Dec 4	Dividend	UBS SELECT 1 PRIME CAPITAL FUND AS OF 12/03/13	8.03
	Dec 5	Dividend	TIX COS INC NEW PAID ON 3008	436.16
	Dec 10	Dividend	CHEVRON CORP PAID ON 890	890.00
	Dec 10	Dividend	EXXON MOBIL CORP PAID ON 1287	810.81
	Dec 10	Dividend	INTL BUSINESS MACH PAID ON 603	572.85
	Dec 10	Dividend	JOHNSON & JOHNSON COM PAID ON 1042	687.72
	Dec 10	Dividend	PRIMERICA INC PAID ON 7500	825.00
	Dec 10	Dividend	UNTD TECHNOLOGIES CORP PAID ON 1607	948.13
	Dec 12	Dividend	MICROSOFT CORP PAID ON 12436	3,482.08
	Dec 12	St Cap Gain	UBS SELECT PRIME CAPITAL FUND AS OF 12/11/13	14.63
	Dec 12	Dividend	3M CO PAID ON 959	608.97
	Dec 13	Dividend	CSX CORPORATION PAID ON 2823	423.45
	Dec 13	Dividend	METLIFE INC PAID ON 1695	466.13
	Dec 16	Dividend	COCA COLA CO COM PAID ON 4734	1,325.52
	Dec 16	Dividend	MCDONALDS CORP PAID ON 1007	815.67

continued next page

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UBS # 19426 (STMT 7A)	8,589,868.	8,977,444.	13,158,285.
TOTALS	<u>8,589,868.</u>	<u>8,977,444.</u>	<u>13,158,285.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS - UBS#18245 (STMT 6A)	<u>3,111,482.</u>	<u>3,126,147.</u>	<u>2,987,941.</u>
TOTALS	<u><u>3,111,482.</u></u>	<u><u>3,126,147.</u></u>	<u><u>2,987,941.</u></u>

ATTACHMENT 9

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT
			TO EMPLOYEE BENEFIT PLANS	AND OTHER ALLOWANCES
JANET INSKEEP BENTON 30 FROG ROCK ROAD ARMONK, NY 10504	PRESIDENT	0	0	0
ELISABETH C. NAMAN 87 DEVOE ROAD CHAPPAQUA, NY 10514	TRUSTEE	0	0	0
MARGERY ORELL 5 LUDLOW DRIVE CHAPPAQUA, NY 10514	TRUSTEE	18,000.	0	0
	GRAND TOTALS	<u>18,000.</u>	<u>0</u>	<u>0</u>

THE FROG ROCK FOUNDATION

13-4127228

ATTACHMENT 11

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

THE FROG ROCK FOUNDATION

P.O. BOX 865

CHAPPAQUA, NY 10514

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- [Null](#)
- [What We Fund](#)
- [Recent Grants](#)
- [The Grant Process](#)
- [Apply For A Grant](#)



What We Fund

History

Since its inception, Frog Rock has supported organizations in Westchester County serving low-income children. Initially, our grantmaking was broad in focus, providing funding in areas ranging from medical and mental health services to educational remediation and recreation programs. This open-ended grantmaking strategy enabled us to learn about the needs of the children we wish to help, and introduced us to many wonderful service providers in the county.

Our philanthropy has been greatly influenced by the work of Dr. Jack Shonkoff at the Center on the Developing Child at Harvard University. Dr. Shonkoff is a leader in the work identifying the impact of early childhood experiences on the development of a child's brain architecture. Experiences of positive relationships with adults, rich learning opportunities, and safe environments all work to promote healthy brain development and build a foundation for all future learning, behavior and health.

Dr. Robert Anda, Co-Investigator of the Adverse Childhood Experiences (ACE) Study takes this work further. Utilizing data collected from over 17,000 Kaiser Permanente members, the study shows that the incidence of trauma and stress experienced during childhood correlates strongly with the likelihood of serious mental and medical health issues in adulthood.

We consider this new understanding of brain development and the critical importance of the early childhood years to be compelling reasons to focus much of our grant making on efforts to improve the quality of care given to young children in low-income communities, both at home and in away-from-home settings.

Grant Focus

In an effort to increase the impact of our grant making, our focus has narrowed to these areas of support for low-income children in Westchester County:

- **Early learning and development** – Programs and services for young children, prenatal through age 5, and their families, which address social, emotional and cognitive development
- **Intellectual and personal enrichment** – Programs which utilize innovative education strategies, usually in collaboration with schools, to expand opportunities for learning and growth beyond academic basics
- **Early childhood systems change** – On a selective basis, advocacy work and broader based initiatives focused on systemic change to improve outcomes for children in New York State

Applicant Eligibility

Organizations must be classified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code and as public charities under Section 509(a). Individuals and for-profit organizations are not eligible for funding, and government agencies are not generally funded. Churches and religious organizations may be eligible to receive funding for activities that are non-sectarian and benefit the larger community.

Project eligibility

Grants must serve primarily low-income children in Westchester County, New York, and will not be considered for less than \$10,000. One-year and multi-year requests will be considered. Examples of the types of grants awarded include:

- New programs or continuation/expansion of existing programs
- Organizational capacity building
- Collaborative efforts with and technical assistance to other nonprofits
- Operating support in some circumstances
- Capital projects in some circumstances

Examples of projects we will not fund include:

- Work that does not fit our funding priorities
- Institutions that discriminate, in policy or in practice, on the basis of age, color, gender, sexual orientation, national origin, race, religion, marital status, disability, veteran or other legally protected status
- Scholarships or grants to individuals
- Endowments
- Programs or research to address specific physical conditions, or medical or psychological diagnoses
- Sectarian religious activities, political lobbying or legislative activities

[Learn more about our grant process](#)

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- [Recent Grants](#) |
- [The Grant Process](#) |
- [Apply For A Grant](#) |
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- [Null](#)
- [What We Fund](#)
- [Recent Grants](#)
- [The Grant Process](#)
- [Apply For A Grant](#)



The Grant Process

1 Review the parameters

Grantseekers are urged to review our parameters for grantmaking. See [What We Fund](#)

2 The Initial Request form

If your organization's project falls within our parameters, we welcome you to submit an Initial Request online. This is the only submission format that will be accepted. You may submit an Initial Request at any time.

Please note that, while there are no word limits in the online submission form, we value conciseness and clarity of communication. We expect a submission roughly equivalent to a 1-2 page letter. You may find it helpful to prepare your Initial Request in a Microsoft Word or similar document format, and then paste it into the online form.

3 Full proposal – by invitation only

We will review your Initial Request, and, generally within 30 days, we will let you know if you are invited to submit a formal proposal. In some cases we may request more information or require a personal meeting before our decision.

If you are asked to submit a full proposal, please refer to the [Instructions for Full Proposal, which can be downloaded as a Word document here](#)

4 Grant decision

Typically, we meet with applicants at least once during the application process. Depending on whether modifications to the proposal are required, we usually are able to notify applicants of our final grant decision within 2 months of the Initial Request.

[Apply for a Grant here](#)

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- [What We Fund](#) |
- [Recent Grants](#) |
- [The Grant Process](#) |
- [Apply For A Grant](#) |
- [Contact Us](#)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

AMOUNT

WESTCHESTER JEWISH COMMUNITY SERVICES
6 GRAMATAN AVE
MT VERNON, NY 10550

N/A
PC

GENERAL SUPPORT

195,421

WESTCOP - WESTCHESTER COMM OPPORTUNITY PROGRAM
2 WESTCHESTER PLAZA
ELMSFORD, NY 10523

N/A
PC

GENERAL SUPPORT

41,450

WESTCHESTER CHILDREN'S ASSOCIATION
470 MAMARONECK AVENUE
SUITE 304
WHITE PLAINS, NY 10605

N/A
PC

GENERAL SUPPORT

55,000

HUDSON VALLEY SHAKESPEARE FESTIVAL, INC
155 MAIN STREET
COLD SPRING, NY 10516

N/A
PC

GENERAL SUPPORT

43,560

PRO BONO PARTNERSHIP
237 MAMARONECK AVENUE
SUITE 300
WHITE PLAINS, NY 10605

N/A
PC

GENERAL SUPPORT

25,000

JACOB BURNS FILM CENTER
364 MANVILLE ROAD
PLEASANTVILLE, NY 10570

N/A
PC

GENERAL SUPPORT

100,000

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS

ANDRUS CHILDREN'S CENTER
1156 NORTH BROADWAY
YONKERS, NY 10701

AMOUNT

8,280

GENERAL SUPPORT

N/A

PC

PERFORMING ARTS CENTER FOUNDATION

PURCHASE COLLEGE

AMOUNT

40,000

GENERAL SUPPORT

N/A

PC

THE PERFORMING ARTS CENTER, PO BOX 140

PURCHASE, NY 10577

AMOUNT

69,278

GENERAL SUPPORT

N/A

PC

TEATOWN LAKE RESERVATION
1600 SPRING VALLEY RD
SUITE 1
OSSINING, NY 10562

AMOUNT

105,000

GENERAL SUPPORT

N/A

PC

CHILD CARE COUNCIL OF WESTCHESTER
313 CENTRAL PARK AVE
HARTRSDALE, NY 10530

AMOUNT

15,150

GENERAL SUPPORT

N/A

PC

OSSINING CHILDREN'S CENTER
90 S HIGHLAND AVE
OSSINING, NY 10562

AMOUNT

102,275

GENERAL SUPPORT

N/A

PC

NEIGHBOR'S LINK
27 COLUMBUS AVE
MT KISCO, NY 10549

AMOUNT

800.414

GENERAL SUPPORT

TOTAL CONTRIBUTIONS PAID

800.414

Application for Extension of Time To File an
Exempt Organization Return► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868

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

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

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

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

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

Part I only ►

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE FROG ROCK FOUNDATION	Employer identification number (EIN) or 13-4127228
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions PO BOX 865	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHAPPAQUA, NY 10514	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ► JANET INSKEEP BENTON

Telephone No ► 914 273-1375

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 2013 or

► tax year beginning _____, 20_____, and ending _____, 20_____.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 58,051.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 10,051.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$ 48,000.

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

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

Form 8868 (Rev 1-2014)