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Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

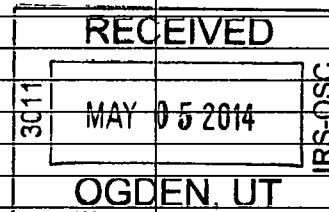
For calendar year 2013 or tax year beginning

, and ending

Name of foundation UNITED PLANKTON CHARITABLE TRUST		A Employer identification number 20-6582607
Number and street (or P.O. box number if mail is not delivered to street address) 11400 W. OLYMPIC BLVD.	Room/suite 590	B Telephone number 310 481 5000
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90064		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,637,925.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		102.	102.		STATEMENT 1
4 Dividends and interest from securities		133,810.	133,810.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		169,264.			
b Gross sales price for all assets on line 6a 810,154.					
7 Capital gain net income (from Part IV, line 2)			169,264.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		303,176.	303,176.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 3		43,992.	43,992.		0.
17 Interest					
18 Taxes STMT 4		5,106.	5,106.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		81.	24.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		49,179.	49,122.		0.
25 Contributions, gifts, grants paid		427,587.			427,587.
26 Total expenses and disbursements. Add lines 24 and 25		476,766.	49,122.		427,587.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-173,590.			
b Net investment income (if negative, enter -0-)			254,054.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 12 2014



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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	8,669.	10,842.	10,842.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 7	6,362,951.	6,627,083.	6,627,083.
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 1)		6,371,620.	6,637,925.	6,637,925.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	6,371,620.	6,637,925.		
30 Total net assets or fund balances		6,371,620.	6,637,925.	
31 Total liabilities and net assets/fund balances		6,371,620.	6,637,925.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,371,620.
2 Enter amount from Part I, line 27a	2	-173,590.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	439,895.
4 Add lines 1, 2, and 3	4	6,637,925.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,637,925.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 810,154.		640,890.	169,264.

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			169,264.

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	169,264.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	379,867.	5,971,906.	.063609
2011	293,000.	5,421,842.	.054041
2010	295,000.	5,247,622.	.056216
2009	273,348.	3,954,274.	.069127
2008	161,341.	2,747,388.	.058725

2 Total of line 1, column (d)	2	.301718
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	.060344
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,426,113.
5 Multiply line 4 by line 3	5	387,777.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,541.
7 Add lines 5 and 6	7	390,318.
8 Enter qualifying distributions from Part XII, line 4	8	427,587.

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

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

1a-Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,541.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,541.
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	2,541.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,978.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,978.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	563.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>		X	
14	The books are in care of ► <u>PERRY, NEIDORF & GRASSL, LLP</u> Telephone no. ► <u>310 481 5000</u> Located at ► <u>11400 W. OLYMPIC BLVD., #590, LOS ANGELES, CA</u> ZIP+4 ► <u>90064</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	15	N/A	
			Yes	No
		16		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b	If "Yes," did it have excess business holdings in 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.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

5b

X

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN HILLENBURG	TRUSTEE			
11400 W. OLYMPIC BLVD., #590				
LOS ANGELES, CA 90064	1.00	0.	0.	0.
KAREN HILLENBURG	TRUSTEE			
11400 W. OLYMPIC BLVD., #590				
LOS ANGELES, CA 90064	1.00	0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,511,922.
b	Average of monthly cash balances	1b	12,051.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,523,973.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,523,973.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	97,860.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,426,113.
6	Minimum investment return. Enter 5% of line 5	6	321,306.

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	321,306.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,541.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,541.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	318,765.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	318,765.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	318,765.

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	427,587.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	427,587.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,541.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	425,046.

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				318,765.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	25,290.			
b From 2009	77,938.			
c From 2010	35,471.			
d From 2011	25,689.			
e From 2012	84,914.			
f Total of lines 3a through e	249,302.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	427,587.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				318,765.
e Remaining amount distributed out of corpus	108,822.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	358,124.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	25,290.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	332,834.			
10 Analysis of line 9:				
a Excess from 2009	77,938.			
b Excess from 2010	35,471.			
c Excess from 2011	25,689.			
d Excess from 2012	84,914.			
e Excess from 2013	108,822.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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:

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BOYS AND GIRLS CLUB OF PASADENA 3230 EAST DEL MAR BLVD. PASADENA, CA 91107	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	13,587.
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA, CA 91355	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	100,000.
CATTICUS CORPORATION 2600 10TH STREET BERKELEY, CA 94710	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
CENTER THEATRE GROUP 601 WEST TEMPLE STREET LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	3,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD. LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	1,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	427,587.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVII

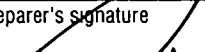
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee 		Date 1/4/26/14		Title President	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature 		Date MAR 31 2014	
	Check ☒ if self-employed		PTIN		P00748765	
	Firm's name ▶ CRAIG W. HARRIS, CPA				Firm's EIN ▶	
Firm's address ▶ 280 N. WESTLAKE BLVD., SUITE 130 WESTLAKE VILLAGE, CA 91362				Phone no. (805) 557-0414		

UNITED PLANKTON CHARITABLE TRUST

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	MORGANSTANLEY #012419 (SEE STATEMENT ATTACHED)	P	VARIOUS	12/31/13
b	MORGANSTANLEY #012419 (SEE STATEMENT ATTACHED)	P	VARIOUS	12/31/13
c	MORGANSTANLEY #012420 (SEE STATEMENT ATTACHED)	P	VARIOUS	12/31/13
d	MORGANSTANLEY #012420 (SEE STATEMENT ATTACHED)	P	VARIOUS	12/31/13
e	MORGANSTANLEY #012675 (SEE STATEMENT ATTACHED)	P	VARIOUS	12/31/13
f	MORGANSTANLEY #012675 (SEE STATEMENT ATTACHED)	P	VARIOUS	12/31/13
g	MORGANSTANLEY #012676 (SEE STATEMENT ATTACHED)	P	VARIOUS	12/31/13
h	MORGANSTANLEY #012676 (SEE STATEMENT ATTACHED)	P	VARIOUS	12/31/13
i	MORGANSTANLEY #900958 (SEE STATEMENT ATTACHED)	P	VARIOUS	12/31/13
j	MORGANSTANLEY #900958 (SEE STATEMENT ATTACHED)	P	VARIOUS	12/31/13
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 395.		372.	23.
b 46,038.		40,499.	5,539.
c 5,121.		4,075.	1,046.
d 73,371.		65,097.	8,274.
e 6,386.		6,959.	-573.
f 207,325.		153,363.	53,962.
g 15,405.		20,194.	-4,789.
h 64,836.		56,692.	8,144.
i 12,893.		11,794.	1,099.
j 356,390.		281,845.	74,545.
k 21,994.			21,994.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			23.
b			5,539.
c			1,046.
d			8,274.
e			-573.
f			53,962.
g			-4,789.
h			8,144.
i			1,099.
j			74,545.
k			21,994.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	169,264.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FISH REEF PROJECT, INC. 315 MEIGS ROAD, SUITE A 289 SANTA BARBARA, CA 93109	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	10,000.
FROM THE HEART PRODUCTIONS 1455 MANDALAY BEACH ROAD OXNARD SHORES, CA 93035	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
HUMBOLDT STATE UNIVERSITY 1 HARPST STREET ARCATA, CA 95521	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
HUNTINGTON HOSPITAL 100 W. CALIFORNIA BLVD. PASADENA, CA 91105	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
IOTA FUND 1111 MAIN STREET LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
ISLESFORD NEIGHBORHOOD HOUSE ASSOCIATION PO BOX 112 ISLESFORD, ME 04646	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	15,000.
KCRW 1900 PICO BLVD. SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	5,000.
LIBERTY HILL FOUNDATION 2121 CLOVERFIELD BLVD., SUITE 113 SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	22,000.
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD. LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
LOS ANGELES PHILHARMONIC ASSOCIATION 111 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	2,000.
Total from continuation sheets				310,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL BRAIN TUMOR SOCIETY 124 WATERTOWN STREET, SUITE 2D WATERTOWN, MA 02472	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	15,000.
NAUTICA MALIBU TRIATHLON DEPARTMENT 8403 LOS ANGELES, CA 90084	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
OCEAN INSTITUTE 24200 DANA POINT HARBOR DRIVE DANA POINT, CA 92629	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
PASADENA CONSERVATORY OF MUSIC 100 NORTH HILL AVENUE PASADENA, CA 91106	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	40,000.
PBS SOCAL PO BOX 25113 SANTA ANA, CA 92799	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	12,500.
PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	163,500.
POLYTECHNIC SCHOOL 1030 E. CALIFORNIA BLVD. PASADENA, CA 91106	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	25,000.
POWERPAC.ORG 44 MONTGOMERY STREET, SUITE 2310 SAN FRANCISCO, CA 94104	NONE	501(C)4 ORGANIZATION	TO FURTHER ORGANIZATION'S EDUCATIONAL PURPOSE.	
PRINCESS GRACE FOUNDATION-USA 150 EAST 58TH STREET NEW YORK, NY 10155	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
SOUTHERN CALIFORNIA PUBLIC RADIO 474 SOUTH RAYMOND AVENUE PASADENA, CA 91105	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
Total from continuation sheets				

20-6582607

3 Grants and Contributions Paid During the Year (Continuation)

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)				
THE MUSEUM OF CONTEMPORARY ART 8687 MELROSE AVENUE LOS ANGELES, CA 90069	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
THE WALDEN SCHOOL 74 S. SAN GABRIEL BLVD. PASADENA, CA 91107	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
THERASURF PO BOX 4063 MALIBU, CA 90264	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGANSTANLEY SMITHBARNEY #012419	7.	7.	
MORGANSTANLEY SMITHBARNEY #012420	14.	14.	
MORGANSTANLEY SMITHBARNEY #012675	28.	28.	
MORGANSTANLEY SMITHBARNEY #012676	7.	7.	
MORGANSTANLEY SMITHBARNEY #900940	42.	42.	
MORGANSTANLEY SMITHBARNEY #900958	4.	4.	
TOTAL TO PART I, LINE 3	102.	102.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY #014 W01EE7	31,600.	3,457.	28,143.	28,143.	
MORGANSTANLEY SMITHBARNEY #012419	15,383.	0.	15,383.	15,383.	
MORGANSTANLEY SMITHBARNEY #012420	7,273.	66.	7,207.	7,207.	
MORGANSTANLEY SMITHBARNEY #012675	10,471.	0.	10,471.	10,471.	
MORGANSTANLEY SMITHBARNEY #012676	11,314.	0.	11,314.	11,314.	
MORGANSTANLEY SMITHBARNEY #900958	79,763.	18,471.	61,292.	61,292.	
TO PART I, LINE 4	155,804.	21,994.	133,810.	133,810.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	43,992.	43,992.			0.
TO FORM 990-PF, PG 1, LN 16C	43,992.	43,992.			0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES & LICENSES	5,106.	5,106.			0.
TO FORM 990-PF, PG 1, LN 18	5,106.	5,106.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANKING COSTS	24.	24.			0.
MESSENGER	57.	0.			0.
TO FORM 990-PF, PG 1, LN 23	81.	24.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION	AMOUNT				
UNREALIZED GAIN/LOSS ON INVESTMENTS	439,895.				
TOTAL TO FORM 990-PF, PART III, LINE 3	439,895.				

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS FINANCIAL SERVICES INC. #78657	FMV	25,536.	25,536.
MORGANSTANLEY SMITHBARNEY #012675	FMV	936,710.	936,710.
MORGANSTANLEY SMITHBARNEY #012676	FMV	561,465.	561,465.
MORGANSTANLEY #014 A0WS77	FMV	0.	0.
MORGANSTANLEY SMITHBARNEY #012420	FMV	821,330.	821,330.
MORGANSTANLEY SMITHBARNEY #012419	FMV	446,814.	446,814.
MORGANSTANLEY #014-W01EE	FMV	3,760,429.	3,760,429.
MORGANSTANLEY SMITHBARNEY #900940	FMV	74,799.	74,799.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,627,083.	6,627,083.

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For RecipientS H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 20-6582607
Account Number: 814 012419 295
Customer Service: 866-324-6088

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BANCO SANTANDER S.A.	0.463	05/31/13	11/13/13	\$3.98	\$3.27	\$0.00	\$0.71	\$0.00
BP PLC ADS	0.103	12/20/13	12/20/13	\$4.89	\$4.77	\$0.00	\$0.12	\$0.00
IBERDROLA SA SPON ADR	0.391	03/22/12	01/31/13	\$7.99	\$8.61	\$0.00	(\$0.62)	\$0.00
ROYAL DUTCH SHELL PLC	0.391	12/23/13	12/23/13	\$27.86	\$27.45	\$0.00	\$0.41	\$0.00
Total Short Term Covered Securities				\$44.72	\$44.10	\$0.00	\$0.62	\$0.00

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

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

Identification Number: 26-4310632

Taxpayer ID Number: 20-6582607

Account Number: 814 012419 295

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part 1 with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CUSIP: 05964H105 Symbol (Box 1d): SAN								
BANCO SANTANDER S.A.	0.000	01/15/13	02/08/13	\$116.11	\$114.03	\$0.00	\$2.08	\$0.00
	0.000	07/15/13	08/03/13	\$234.08	\$213.94	\$0.00	\$20.14	\$0.00
	0.000			\$350.19	\$327.97	\$0.00	\$22.22	\$0.00
Security Subtotal				\$350.19	\$327.97	\$0.00	\$22.22	\$0.00
Total Short Term Noncovered Securities				\$394.91	\$372.07	\$0.00	\$22.84	\$0.00
Total Short Term Covered and Noncovered Securities								

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 20-6582607
Account Number: 814 012419 295
Customer Service: 866-324-6088

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

OMB NO. 1545-0715

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CARREFOUR SA SPONSORED ADR	CUSIP: 144430204	Symbol (Box 1d): CRRFY						
	0.118	10/24/11	06/14/13	\$0.67	\$0.58	\$0.00	\$0.09	\$0.00
	19.000	01/26/11	10/14/13	\$136.66	\$168.75	\$0.00	(\$32.09)	\$0.00
	180.000	01/26/11	12/18/13	\$1,351.09	\$1,598.71	\$0.00	(\$247.62)	\$0.00
	112.000	10/24/11	12/18/13	\$840.68	\$554.25	\$0.00	\$286.43	\$0.00
Security Subtotal	311.118			\$2,329.10	\$2,322.29	\$0.00	\$6.81	\$0.00
IBERDROLA SA SPON ADR	CUSIP: 450737101	Symbol (Box 1d): IBDRY						
	0.531	03/22/12	07/30/13	\$11.67	\$11.37	\$0.00	\$0.30	\$0.00
Total Long Term Covered Securities				\$2,340.77	\$2,333.66	\$0.00	\$7.11	\$0.00

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 20-6582607
Account Number: 814 012419 295
Customer Service: 866-324-6088

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE OR OTHER BASIS (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CUSIP: 02341R302 Symbol (Box 1d): AMCRY								
AMCOR LIMITED ADR NEW	37.000	12/03/08	06/25/13	\$1,368.69	\$548.38	\$0.00	\$820.31	\$0.00
	5.000	12/04/08	06/25/13	\$184.96	\$74.61	\$0.00	\$110.35	\$0.00
	12.000	05/21/09	06/25/13	\$443.90	\$179.88	\$0.00	\$264.02	\$0.00
	14.000	05/21/09	07/25/13	\$537.87	\$209.86	\$0.00	\$328.01	\$0.00
	6.000	05/21/09	07/26/13	\$234.06	\$89.94	\$0.00	\$144.12	\$0.00
	28.000	10/23/09	07/26/13	\$1,092.28	\$593.32	\$0.00	\$498.96	\$0.00
	25.000	12/15/10	07/26/13	\$975.26	\$663.00	\$0.00	\$312.26	\$0.00
Security Subtotal	127.000			\$4,837.02	\$2,358.99	\$0.00	\$2,478.03	\$0.00
CUSIP: 04623U102 Symbol (Box 1d): ALPMY								
ASTELLAS PHARMA INCADR	34.000	06/07/10	04/22/13	\$1,913.79	\$1,097.58	\$0.00	\$816.21	\$0.00
	2.000	06/07/10	05/02/13	\$114.64	\$64.56	\$0.00	\$50.08	\$0.00
	32.000	06/11/10	05/02/13	\$1,834.20	\$1,031.29	\$0.00	\$802.91	\$0.00
	36.000	06/11/10	05/17/13	\$510.49	\$290.05	\$0.00	\$220.44	\$0.00
	128.000	08/25/10	05/17/13	\$1,815.09	\$1,095.59	\$0.00	\$719.50	\$0.00
	5.000	10/12/10	05/17/13	\$70.90	\$47.48	\$0.00	\$23.42	\$0.00
	161.000	10/12/10	12/09/13	\$2,363.75	\$1,528.86	\$0.00	\$834.89	\$0.00
	30.000	10/12/10	12/20/13	\$431.17	\$284.88	\$0.00	\$146.29	\$0.00
	116.000	12/15/10	12/20/13	\$1,667.19	\$1,081.12	\$0.00	\$586.07	\$0.00
Security Subtotal	544.000			\$10,721.22	\$6,521.41	\$0.00	\$4,199.81	\$0.00
CUSIP: 05964H105 Symbol (Box 1d): SAN								
BANCO SANTANDER S.A.	0.970	10/23/09	05/10/13	\$6.72	\$15.47	\$0.00	(\$8.75)	\$0.00

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1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 20-6582607
Account Number: 814 012419 295
Customer Service: 866-324-6088

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CARREFOUR SA SPONSORED ADR CUSIP: 144430204 Symbol (Box 1d): CRRFY								
	92.000	02/13/09	02/21/13	\$495.58	\$639.91	\$0.00	(\$144.33)	\$0.00
	5.000	02/17/09	02/21/13	\$26.93	\$33.80	\$0.00	(\$6.87)	\$0.00
	92.000	03/11/09	02/21/13	\$495.58	\$563.95	\$0.00	(\$68.37)	\$0.00
	50.000	05/21/09	02/21/13	\$269.34	\$406.70	\$0.00	(\$137.36)	\$0.00
	124.000	08/06/09	02/21/13	\$667.96	\$1,100.29	\$0.00	(\$432.33)	\$0.00
	42.000	09/03/09	02/21/13	\$226.25	\$365.73	\$0.00	(\$139.48)	\$0.00
	76.000	09/03/09	10/11/13	\$541.72	\$653.10	\$0.00	(\$111.38)	\$0.00
	106.000	10/23/09	10/11/13	\$755.55	\$923.10	\$0.00	(\$167.55)	\$0.00
	51.000	12/15/10	10/11/13	\$363.52	\$421.07	\$0.00	(\$57.55)	\$0.00
	55.000	12/15/10	10/14/13	\$395.60	\$454.09	\$0.00	(\$58.49)	\$0.00
Security Subtotal	693.000			\$4,238.03	\$5,561.74	\$0.00	(\$1,323.71)	\$0.00
GLAXOSMITHKLINE PLC ADS CUSIP: 37733W105 Symbol (Box 1d): GSK								
	35.000	01/09/09	04/23/13	\$1,791.62	\$1,366.99	\$0.00	\$424.63	\$0.00
NOVARTIS AG ADR CUSIP: 66987V109 Symbol (Box 1d): NVS								
	19.000	09/05/08	02/20/13	\$1,329.19	\$1,015.98	\$0.00	\$313.21	\$0.00
	15.000	10/15/08	02/20/13	\$1,049.36	\$707.85	\$0.00	\$341.51	\$0.00
	5.000	01/09/09	02/20/13	\$349.79	\$239.64	\$0.00	\$110.15	\$0.00
Security Subtotal	39.000			\$2,728.34	\$1,963.47	\$0.00	\$764.87	\$0.00
ROYAL DUTCH SHELL PLC CUSIP: 780259206 Symbol (Box 1d): RDSA								
	0.000	10/15/08	03/28/13	\$22.96	\$0.00	\$0.00	\$22.96	\$0.00
	0.391	06/24/11	06/27/13	\$25.02	\$13.10	\$0.00	\$11.92	\$0.00

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
ROYAL DUTCH SHELL PLC	0.000	10/15/08	09/26/13	\$32.34	\$0.00	\$0.00	\$32.34	\$0.00
	0.000	10/15/08	12/23/13	\$3.56	\$0.00	\$0.00	\$3.56	\$0.00
Security Subtotal	0.391			\$83.88	\$13.10	\$0.00	\$70.78	\$0.00
RWE AG SPONSORED ADR								
	1.000	07/02/07	03/20/13	\$37.37	\$106.97	\$0.00	(\$69.60)	\$0.00
	15.000	10/15/08	03/20/13	\$560.61	\$1,155.00	\$0.00	(\$594.39)	\$0.00
	35.000	01/09/09	03/20/13	\$1,308.10	\$3,003.00	\$0.00	(\$1,694.90)	\$0.00
Security Subtotal	51.000			\$1,906.08	\$4,264.97	\$0.00	(\$2,358.89)	\$0.00
SANOFI ADR								
	33.000	02/11/10	01/16/13	\$1,591.39	\$1,188.30	\$0.00	\$403.09	\$0.00
SEVEN & I HLDGS CO LTD ADR								
	26.000	09/02/09	06/20/13	\$1,820.12	\$1,199.79	\$0.00	\$620.33	\$0.00
SOCIETE GENERALE SP ADR								
	31.000	01/31/08	01/09/13	\$257.83	\$759.21	\$0.00	(\$501.38)	\$0.00
	15.000	03/04/08	01/09/13	\$124.76	\$332.28	\$0.00	(\$207.52)	\$0.00
	51.000	04/15/08	01/09/13	\$424.17	\$1,050.00	\$0.00	(\$625.83)	\$0.00
	67.000	01/09/09	01/09/13	\$557.24	\$636.90	\$0.00	(\$79.66)	\$0.00
	75.000	05/21/09	01/09/13	\$623.78	\$753.38	\$0.00	(\$129.60)	\$0.00
	29.000	05/21/09	02/25/13	\$232.55	\$291.31	\$0.00	(\$58.76)	\$0.00
	135.000	10/23/09	02/25/13	\$1,082.57	\$2,095.20	\$0.00	(\$1,012.63)	\$0.00
	66.000	12/15/10	02/25/13	\$529.25	\$719.40	\$0.00	(\$190.15)	\$0.00
	2.000	12/15/10	02/26/13	\$14.87	\$21.80	\$0.00	(\$6.93)	\$0.00
Security Subtotal	471.000			\$3,847.02	\$6,659.48	\$0.00	(\$2,812.46)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TAKEDA PHARMACEUTICAL CO LTD	106.000	01/09/09	10/11/13	\$2,532.16	\$2,607.60	\$0.00	(\$75.44)	\$0.00
CUSIP: 874060205 Symbol (Box 1d): TKPY								
TOYOTA MOTOR CP ADR NEW	4.000	03/12/07	06/18/13	\$488.89	\$532.87	\$0.00	(\$43.98)	\$0.00
	5.000	04/15/08	06/18/13	\$611.11	\$481.15	\$0.00	\$129.96	\$0.00
	5.000	10/15/08	06/18/13	\$611.11	\$325.10	\$0.00	\$286.01	\$0.00
	6.000	10/15/08	07/05/13	\$750.56	\$390.12	\$0.00	\$360.44	\$0.00
	4.000	10/15/08	07/08/13	\$498.65	\$260.08	\$0.00	\$238.57	\$0.00
	4.000	12/03/08	07/08/13	\$498.65	\$242.44	\$0.00	\$256.21	\$0.00
	4.000	01/09/09	07/08/13	\$498.64	\$264.64	\$0.00	\$234.00	\$0.00
	14.000	01/09/09	09/04/13	\$1,756.76	\$926.24	\$0.00	\$830.52	\$0.00

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TOYOTA MOTOR CP ADR NEW	12,000	01/09/09	11/26/13	\$1,503.58	\$793.92	\$0.00	\$709.66	\$0.00
	3,000	05/21/09	11/26/13	\$375.89	\$227.01	\$0.00	\$148.88	\$0.00
Security Subtotal	61,000			\$7,593.84	\$4,443.57	\$0.00	\$3,150.27	\$0.00
Total Long Term Noncovered Securities				\$43,697.44	\$38,164.88	\$0.00	\$5,532.56	\$0.00
Total Long Term Covered and Noncovered Securities				\$46,038.21 /	\$40,498.54 /	\$0.00 /	\$5,539.67 /	\$0.00 /
Total Short and Long Term, Covered and Noncovered Securities				\$46,433.12	\$40,870.61	\$0.00	\$5,562.51	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)				\$46,433.12				
Total Cost or Other Basis (Box 3)					\$2,377.76			
Total Wash Sale Loss Disallowed (Box 5)					\$0.00			
Total Fed Tax Withheld (Box 4)								\$0.00

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

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BOK FINANCIAL CORP NEW	13.000	05/02/12	01/24/13	\$731.42	\$746.07	\$0.00	(\$14.65)	\$0.00
IMPERIAL OIL LTD COM NEW	28.000	05/02/12	01/29/13	\$1,235.43	\$1,304.80	\$0.00	(\$69.37)	\$0.00
JARDEN CORP	0.500	05/02/12	03/18/13	\$21.91	\$13.91	\$0.00	\$8.00	\$0.00
LENNAR CORPORATION	18.000	03/01/12	01/04/13	\$718.64	\$420.02	\$0.00	\$298.62	\$0.00
	60.000	04/03/12	01/04/13	\$2,395.46	\$1,590.56	\$0.00	\$804.90	\$0.00
	78.000			\$3,114.10	\$2,010.58	\$0.00	\$1,103.52	\$0.00
Security Subtotal				\$5,102.86	\$4,075.36	\$0.00	\$1,027.50	\$0.00
Total Short Term Covered Securities								

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CUSIP: 125720105 Symbol (Box 1d): CME								
CME GROUP INC	50,000	05/02/12	05/15/13	\$3,160.35	\$2,635.70	\$0.00	\$524.65	\$0.00
CUSIP: 345550107 Symbol (Box 1d): FCEA								
FOREST CY ENTERPRISE A	80,000	05/02/12	10/23/13	\$1,609.21	\$1,288.00	\$0.00	\$321.21	\$0.00
CUSIP: 351858105 Symbol (Box 1d): FNV								
FRANCO-NEVADA CORP	17,000	02/09/11	06/06/13	\$734.96	\$508.46	\$0.00	\$226.50	\$0.00
	49,000	02/09/11	06/27/13	\$1,633.48	\$1,465.57	\$0.00	\$167.91	\$0.00
	16,000	03/09/11	06/27/13	\$533.38	\$573.60	\$0.00	(\$40.22)	\$0.00
	78,000	03/10/11	06/27/13	\$2,600.24	\$2,743.18	\$0.00	(\$142.94)	\$0.00
	51,000	05/02/12	06/27/13	\$1,700.16	\$2,307.23	\$0.00	(\$607.07)	\$0.00
Security Subtotal	211,000			\$7,202.22	\$7,598.04	\$0.00	(\$395.82)	\$0.00
CUSIP: G4095J109 Symbol (Box 1d): GLRE								
GREENLIGHT CAP RE LTD A	30,000	05/05/11	02/28/13	\$721.16	\$797.68	\$0.00	(\$76.52)	\$0.00
	31,000	05/06/11	02/28/13	\$745.20	\$833.07	\$0.00	(\$87.87)	\$0.00
	28,000	07/07/11	02/28/13	\$673.08	\$749.62	\$0.00	(\$76.54)	\$0.00
	9,000	07/08/11	02/28/13	\$216.35	\$238.94	\$0.00	(\$22.59)	\$0.00
	16,000	07/08/11	03/01/13	\$381.41	\$424.77	\$0.00	(\$43.36)	\$0.00
	15,000	07/11/11	03/01/13	\$357.58	\$390.58	\$0.00	(\$33.00)	\$0.00
	12,000	07/11/11	05/07/13	\$298.73	\$312.46	\$0.00	(\$13.73)	\$0.00
	52,000	05/02/12	05/07/13	\$1,294.49	\$1,310.59	\$0.00	(\$16.10)	\$0.00
	71,000	05/02/12	05/08/13	\$1,774.36	\$1,789.47	\$0.00	(\$15.11)	\$0.00
Security Subtotal	264,000			\$6,462.36	\$6,847.18	\$0.00	(\$384.82)	\$0.00

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OMB NO. 1545-0715

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
JARDINE STRATEGIC HLDGS ADR	CUSIP: 471122200	Symbol (Box 1d): JSHLY						
	144,000	10/20/11	09/26/13	\$2,455.37	\$2,001.64	\$0.00	\$453.73	\$0.00
	54,000	10/28/11	09/26/13	\$920.77	\$798.12	\$0.00	\$122.65	\$0.00
Security Subtotal	198,000			\$3,376.14	\$2,799.76	\$0.00	\$576.38	\$0.00
MARKET VECTORS GAMING ETF	CUSIP: 57060U829	Symbol (Box 1d): BJK						
	66,000	05/02/12	05/21/13	\$2,879.55	\$2,438.04	\$0.00	\$441.51	\$0.00
ROUSE PROPERTIES INC	CUSIP: 779287101	Symbol (Box 1d): RSE						
	48,000	08/31/12	10/03/13	\$968.95	\$660.95	\$0.00	\$308.00	\$0.00
	150,000	09/04/12	10/03/13	\$3,027.97	\$2,070.08	\$0.00	\$957.89	\$0.00
	5,000	09/04/12	10/22/13	\$104.97	\$68.70	\$0.00	\$36.27	\$0.00
	11,000	09/19/12	10/22/13	\$230.94	\$157.01	\$0.00	\$73.93	\$0.00
	48,000	09/19/12	10/23/13	\$1,006.60	\$685.13	\$0.00	\$321.47	\$0.00
	32,000	09/19/12	10/24/13	\$676.72	\$456.75	\$0.00	\$219.97	\$0.00
	25,000	09/19/12	10/25/13	\$528.93	\$356.84	\$0.00	\$172.09	\$0.00
	26,000	09/19/12	10/28/13	\$542.40	\$371.11	\$0.00	\$171.29	\$0.00
	21,000	09/19/12	10/29/13	\$434.30	\$299.75	\$0.00	\$134.55	\$0.00
	49,000	09/19/12	10/30/13	\$1,000.64	\$699.41	\$0.00	\$301.23	\$0.00
	19,000	10/25/12	10/30/13	\$388.01	\$281.41	\$0.00	\$106.60	\$0.00
Security Subtotal	434,000			\$8,910.43	\$6,107.14	\$0.00	\$2,803.29	\$0.00
Total Long Term Covered Securities				\$33,600.26	\$29,713.86	\$0.00	\$3,886.40	\$0.00

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

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1 New York Plaza
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Account Number: 814 012420 295
Customer Service: 866-324-6088

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UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BEIJING CAP INTL AIRPORT-H SHR								
		CUSIP: Y07717104	Symbol (Box 1d): BJCHF					
	820.000	05/07/08	05/28/13	\$563.66	\$937.34	\$0.00	(\$373.68)	\$0.00
	770.000	05/07/08	05/28/13	\$542.92	\$880.19	\$0.00	(\$337.27)	\$0.00
	1,847.000	05/07/08	05/29/13	\$1,313.74	\$2,111.31	\$0.00	(\$797.57)	\$0.00
	500.000	05/07/08	05/30/13	\$351.09	\$571.55	\$0.00	(\$220.46)	\$0.00
	1,800.000	11/11/10	05/30/13	\$1,263.94	\$1,056.96	\$0.00	\$206.98	\$0.00
Security Subtotal	5,737.000			\$4,035.35	\$5,557.35	\$0.00	(\$1,522.00)	\$0.00
BOK FINANCIAL CORP NEW								
		CUSIP: 05561Q201	Symbol (Box 1d): BOKF					
	7.000	03/23/10	01/24/13	\$393.84	\$366.79	\$0.00	\$27.05	\$0.00
	31.000	03/24/10	01/24/13	\$1,744.15	\$1,628.27	\$0.00	\$115.88	\$0.00
Security Subtotal	38.000			\$2,137.99	\$1,995.06	\$0.00	\$142.93	\$0.00
CME GROUP INC								
		CUSIP: 12572Q105	Symbol (Box 1d): CME					
	57.000	05/06/08	02/13/13	\$3,249.33	\$5,444.81	\$0.00	(\$2,195.48)	\$0.00
	24.000	05/06/08	05/15/13	\$1,516.97	\$2,292.55	\$0.00	(\$775.58)	\$0.00
Security Subtotal	81.000			\$4,766.30	\$7,737.36	\$0.00	(\$2,971.06)	\$0.00
CRIMSON WINE GROUP LTD COM								
		CUSIP: 22662X100	Symbol (Box 1d): CWGL					
	0.400	05/06/08	02/25/13	\$3.14	\$5.70	\$0.00	(\$2.56)	\$0.00
FOREST CY ENTERPRISE A								
		CUSIP: 345550107	Symbol (Box 1d): FCEA					
	13.000	10/20/10	10/23/13	\$261.50	\$182.57	\$0.00	\$78.93	\$0.00
	28.000	10/21/10	10/23/13	\$563.22	\$400.90	\$0.00	\$162.32	\$0.00
	117.000	11/22/10	10/23/13	\$2,353.47	\$1,783.31	\$0.00	\$570.16	\$0.00
	9.000	11/23/10	10/23/13	\$181.04	\$136.90	\$0.00	\$44.14	\$0.00
Security Subtotal	167.000			\$3,359.23	\$2,503.68	\$0.00	\$855.55	\$0.00

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
FRANCO-NEVADA CORP	CUSIP: 351858105	Symbol (Box 1d): FNV						
	12,000	12/20/10	06/05/13	\$514.43	\$391.21	\$0.00	\$123.22	\$0.00
	48,000	12/20/10	06/06/13	\$2,075.19	\$1,564.84	\$0.00	\$510.35	\$0.00
Security Subtotal	60,000			\$2,589.62	\$1,956.05	\$0.00	\$633.57	\$0.00
HENDERSON LAND DEVELOPMENT	CUSIP: Y31476107	Symbol (Box 1d): HLDVF						
	700,000	10/31/08	07/05/13	\$4,250.53	\$2,431.59	\$0.00	\$1,818.94	\$0.00
IMPERIAL OIL LTD COM NEW	CUSIP: 453038408	Symbol (Box 1d): IMO						
	47,000	05/08/08	01/23/13	\$2,066.09	\$2,667.52	\$0.00	(\$601.43)	\$0.00
	39,000	05/21/09	01/23/13	\$1,714.41	\$1,436.40	\$0.00	\$278.01	\$0.00
	44,000	05/21/09	01/29/13	\$1,941.40	\$1,620.56	\$0.00	\$320.84	\$0.00
Security Subtotal	130,000			\$5,721.90	\$5,724.48	\$0.00	(\$2.58)	\$0.00
MARKET VECTORS GAMING ETF	CUSIP: 57060U829	Symbol (Box 1d): BJK						
	80,000	05/08/09	01/11/13	\$3,011.95	\$1,776.30	\$0.00	\$1,235.65	\$0.00
	17,000	05/08/09	01/23/13	\$647.18	\$377.46	\$0.00	\$269.72	\$0.00
	63,000	05/21/09	01/23/13	\$2,398.38	\$1,335.83	\$0.00	\$1,062.55	\$0.00
	80,000	05/21/09	02/06/13	\$3,053.53	\$1,696.29	\$0.00	\$1,357.24	\$0.00

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MARKET VECTORS GAMING ETF	47,000	05/21/09	05/21/13	\$2,050.59	\$996.57	\$0.00	\$1,054.02	\$0.00
	40,000	03/25/11	05/21/13	\$1,745.18	\$1,289.58	\$0.00	\$455.60	\$0.00
Security Subtotal	327,000			\$12,906.81	\$7,472.93	\$0.00	\$5,434.78	\$0.00
Total Long Term Noncovered Securities				\$39,770.87	\$35,383.30	\$0.00	\$4,387.57	\$0.00
Total Long Term Covered and Noncovered Securities				\$73,371.13	\$65,097.16	\$0.00	\$8,273.97	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$78,492.47	\$69,172.52	\$0.00	\$9,319.95	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)				\$78,492.47				
Total Cost or Other Basis (Box 3)					\$33,789.22			
Total Wash Sale Loss Disallowed (Box 5)						\$0.00		
Total Fed Tax Withheld (Box 4)								\$0.00

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

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ORACLE CORP	CUSIP: 68389X105	Symbol (Box 1d): ORCL						
	61,000	06/28/12	05/30/13	\$2,114.22	\$1,706.64	\$0.00	\$407.58	\$0.00
PFIZER INC	CUSIP: 717081103	Symbol (Box 1d): PFE						
	1,000	05/02/12	01/18/13	\$26.51	\$22.79	\$0.00	\$3.72	\$0.00
POTASH CP OF SASKATCHEWAN INC	CUSIP: 73755L107	Symbol (Box 1d): POT						
	69,000	09/21/12	09/13/13	\$2,267.98	\$3,047.11	\$0.00	(\$779.13)	\$0.00
TRANSOCEAN LTD	CUSIP: H8817H100	Symbol (Box 1d): RIG						
	42,000	05/30/13	09/09/13	\$1,977.11	\$2,182.32	\$0.00	(\$205.21)	\$0.00
Total Short Term Covered Securities				\$6,385.82	\$6,958.86	\$0.00	(\$573.04)	\$0.00

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DEVON ENERGY CORP NEW	57.000	05/02/12	07/09/13	\$3,165.00	\$3,940.98	\$0.00	(\$775.98)	\$0.00
POTASH CP OF SASKATCHEWAN INC	95.000	03/29/12	09/13/13	\$3,122.58	\$4,303.14	\$0.00	(\$1,180.56)	\$0.00
	21.000	05/02/12	09/13/13	\$690.26	\$915.39	\$0.00	(\$225.13)	\$0.00
Security Subtotal	116.000			\$3,812.84	\$5,218.53	\$0.00	(\$1,405.69)	\$0.00
TRANSOCEAN LTD	9.000	05/02/12	09/09/13	\$423.67	\$452.16	\$0.00	(\$28.49)	\$0.00
WALT DISNEY CO HLDG CO	73.000	08/16/11	04/26/13	\$4,501.72	\$2,403.56	\$0.00	\$2,098.16	\$0.00
	41.000	08/16/11	05/30/13	\$2,735.88	\$1,349.95	\$0.00	\$1,385.93	\$0.00
	46.000	08/16/11	10/17/13	\$3,048.31	\$1,514.57	\$0.00	\$1,533.74	\$0.00
	85.000	05/02/12	10/17/13	\$5,632.74	\$3,697.91	\$0.00	\$1,934.83	\$0.00
Security Subtotal	245.000			\$15,918.65	\$8,965.99	\$0.00	\$6,952.66	\$0.00
Total Long Term Covered Securities				\$23,320.16	\$18,577.66	\$0.00	\$4,742.50	\$0.00

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Taxpayer ID Number: 20-6582607

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AGILENT TECHNOLOGIES								
		CUSIP: 00846U101		Symbol (Box 1d): A				
	155.000	10/30/09	01/03/13	\$6,466.97	\$3,838.75	\$0.00	\$2,628.22	\$0.00
	4.000	04/14/10	01/03/13	\$166.89	\$137.80	\$0.00	\$29.09	\$0.00
	3.000	09/27/10	01/03/13	\$125.17	\$96.09	\$0.00	\$29.08	\$0.00
	4.000	09/27/10	05/30/13	\$186.52	\$128.12	\$0.00	\$58.40	\$0.00
	32.000	12/15/10	05/30/13	\$1,492.13	\$1,244.37	\$0.00	\$247.76	\$0.00
Security Subtotal	198.000			\$8,437.68	\$5,445.13	\$0.00	\$2,992.55	\$0.00
AMERICAN EXPRESS CO								
		CUSIP: 025816109		Symbol (Box 1d): AXP				
	20.000	10/30/09	05/30/13	\$1,527.97	\$696.77	\$0.00	\$831.20	\$0.00
AMERIPRISE FINCL INC								
		CUSIP: 03076C106		Symbol (Box 1d): AMP				
	25.000	10/30/09	04/04/13	\$1,795.69	\$864.25	\$0.00	\$931.44	\$0.00
	41.000	10/30/09	05/30/13	\$3,432.87	\$1,417.36	\$0.00	\$2,015.51	\$0.00
Security Subtotal	66.000			\$5,228.56	\$2,281.61	\$0.00	\$2,946.95	\$0.00
BANK OF NEW YORK MELLON CORP								
		CUSIP: 064058100		Symbol (Box 1d): BK				
	35.000	10/30/09	05/30/13	\$1,074.83	\$940.66	\$0.00	\$134.17	\$0.00
BED BATH & BEYOND INC								
		CUSIP: 075896100		Symbol (Box 1d): BBBY				
	96.000	10/30/09	05/30/13	\$6,647.88	\$3,398.99	\$0.00	\$3,248.89	\$0.00
BERKSHIRE HATHAWAY CL-B NEW								
		CUSIP: 084670702		Symbol (Box 1d): BRKB				
	32.000	10/30/09	05/30/13	\$3,672.25	\$2,088.96	\$0.00	\$1,583.29	\$0.00

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

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

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CANADIAN NATURAL RESOURCES LTD CUSIP: 136385101 Symbol (Box 1d): CNC								
	184,000	10/30/09	05/06/13	\$5,392.85	\$5,883.53	\$0.00	(\$490.68)	\$0.00
	42,000	10/30/09	05/30/13	\$1,298.61	\$1,342.98	\$0.00	(\$44.37)	\$0.00
	2,000	09/27/10	05/30/13	\$61.84	\$66.76	\$0.00	(\$4.92)	\$0.00
Security Subtotal	228,000			\$6,753.30	\$7,293.27	\$0.00	(\$539.97)	\$0.00
COCA COLA CO CUSIP: 191216100 Symbol (Box 1d): KO								
	19,000	02/04/10	05/30/13	\$777.84	\$515.32	\$0.00	\$262.52	\$0.00
COSTCO WHOLESALE CORP NEW CUSIP: 22160K105 Symbol (Box 1d): COST								
	68,000	10/30/09	04/18/13	\$7,041.88	\$3,890.43	\$0.00	\$3,151.45	\$0.00
	38,000	10/30/09	05/30/13	\$4,300.38	\$2,174.06	\$0.00	\$2,126.32	\$0.00
Security Subtotal	106,000			\$11,342.26	\$6,064.49	\$0.00	\$5,277.77	\$0.00
CVS CAREMARK CORP CUSIP: 126650100 Symbol (Box 1d): CVS								
	62,000	10/30/09	04/17/13	\$3,536.56	\$2,219.36	\$0.00	\$1,317.20	\$0.00
	15,000	10/30/09	05/30/13	\$884.38	\$536.94	\$0.00	\$347.44	\$0.00
Security Subtotal	77,000			\$4,420.94	\$2,756.30	\$0.00	\$1,664.64	\$0.00
DEVON ENERGY CORP NEW CUSIP: 25179M103 Symbol (Box 1d): DVN								
	161,000	10/30/09	04/16/13	\$8,622.72	\$10,405.28	\$0.00	(\$1,782.56)	\$0.00
	15,000	10/30/09	05/03/13	\$868.13	\$969.44	\$0.00	(\$101.31)	\$0.00
	9,000	09/27/10	05/03/13	\$520.88	\$578.88	\$0.00	(\$58.00)	\$0.00
	38,000	12/15/10	05/03/13	\$2,199.25	\$2,781.62	\$0.00	(\$582.37)	\$0.00
	29,000	12/15/10	07/09/13	\$1,610.27	\$2,122.82	\$0.00	(\$512.55)	\$0.00
Security Subtotal	252,000			\$13,821.25	\$16,858.04	\$0.00	(\$3,036.79)	\$0.00

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1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 20-6582607
Account Number: 814 012675 295
Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DIAGEO PLC SPON ADR NEW		CUSIP: 25243Q205	Symbol (Box 1d): DEO					
	68,000	10/30/09	05/30/13	\$8,172.09	\$4,415.92	\$0.00	\$3,756.17	\$0.00
	1,000	04/14/10	05/30/13	\$120.18	\$71.78	\$0.00	\$48.40	\$0.00
Security Subtotal	69,000			\$8,292.27	\$4,487.70	\$0.00	\$3,804.57	\$0.00
EOG RESOURCES INC		CUSIP: 26875P101	Symbol (Box 1d): EOG					
	124,000	10/30/09	03/01/13	\$15,242.23	\$10,075.55	\$0.00	\$5,166.68	\$0.00
	5,000	10/30/09	05/09/13	\$686.59	\$406.27	\$0.00	\$280.32	\$0.00
	39,000	09/27/10	05/09/13	\$5,355.41	\$3,586.83	\$0.00	\$1,768.58	\$0.00
	5,000	09/27/10	05/30/13	\$661.84	\$459.85	\$0.00	\$201.99	\$0.00
	3,000	12/15/10	05/30/13	\$397.10	\$272.55	\$0.00	\$124.55	\$0.00
Security Subtotal	176,000			\$22,343.17	\$14,801.05	\$0.00	\$7,542.12	\$0.00
EXPRESS SCRIPTS HLDG CO COM		CUSIP: 30219G108	Symbol (Box 1d): ESRX					
	93,000	10/30/09	05/30/13	\$5,908.89	\$3,719.35	\$0.00	\$2,189.54	\$0.00
	12,000	04/14/10	05/30/13	\$762.44	\$602.10	\$0.00	\$160.34	\$0.00
Security Subtotal	105,000			\$6,671.33	\$4,321.45	\$0.00	\$2,349.88	\$0.00
HARLEY DAVIDSON INC		CUSIP: 412822108	Symbol (Box 1d): HOG					
	152,000	10/30/09	01/07/13	\$7,421.06	\$3,769.01	\$0.00	\$3,652.05	\$0.00
	40,000	09/27/10	01/07/13	\$1,952.91	\$1,132.40	\$0.00	\$820.51	\$0.00
	63,000	12/15/10	01/07/13	\$3,075.84	\$2,134.45	\$0.00	\$941.39	\$0.00
	27,000	12/15/10	05/30/13	\$1,506.57	\$914.76	\$0.00	\$591.81	\$0.00
Security Subtotal	282,000			\$13,956.38	\$7,950.62	\$0.00	\$6,005.76	\$0.00
HEWLETT PACKARD		CUSIP: 428236103	Symbol (Box 1d): HPQ					
	99,000	10/30/09	05/30/13	\$2,491.78	\$4,718.19	\$0.00	(\$2,226.41)	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 20-6582607
Account Number: 814 012675 295
Customer Service: 866-324-6088

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DTD 06/20/2005
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LOS ANGELES CA 90064-1574

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
IRON MOUNTAIN INC (DE)	86,000	10/30/09	05/30/13	\$3,131.21	\$2,099.43	\$0.00	\$1,031.78	\$0.00
LOEWS CORPORATION	216,000	10/30/09	05/30/13	\$9,986.86	\$7,179.52	\$0.00	\$2,807.34	\$0.00
	8,000	10/30/09	07/05/13	\$356.67	\$265.91	\$0.00	\$90.76	\$0.00
Security Subtotal	224,000			\$10,343.53	\$7,445.43	\$0.00	\$2,898.10	\$0.00
MONSANTO CO/NEW	24,000	02/05/10	05/30/13	\$2,524.28	\$1,832.28	\$0.00	\$692.00	\$0.00
	2,000	04/14/10	05/30/13	\$210.36	\$133.88	\$0.00	\$76.48	\$0.00
	10,000	09/27/10	05/30/13	\$1,051.78	\$535.40	\$0.00	\$516.38	\$0.00
	2,000	12/15/10	05/30/13	\$210.35	\$121.59	\$0.00	\$88.76	\$0.00
	40,000	12/15/10	07/24/13	\$4,076.49	\$2,431.77	\$0.00	\$1,644.72	\$0.00
Security Subtotal	78,000			\$8,073.26	\$5,054.92	\$0.00	\$3,018.34	\$0.00
OCCIDENTAL PETROLEUM CORP DE	73,000	10/30/09	03/15/13	\$6,112.74	\$5,486.84	\$0.00	\$625.90	\$0.00
	95,000	10/30/09	05/30/13	\$8,973.83	\$7,140.41	\$0.00	\$1,833.42	\$0.00
	31,000	10/30/09	08/13/13	\$2,726.96	\$2,330.03	\$0.00	\$396.93	\$0.00
Security Subtotal	199,000			\$17,813.53	\$14,957.28	\$0.00	\$2,856.25	\$0.00
PFIZER INC	15,000	02/16/10	01/04/13	\$388.76	\$265.59	\$0.00	\$123.17	\$0.00
	15,000	04/14/10	01/04/13	\$388.76	\$255.60	\$0.00	\$133.16	\$0.00
	25,000	09/27/10	01/04/13	\$647.93	\$430.50	\$0.00	\$217.43	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Taxpayer ID Number: 20-6582607
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PFIZER INC	121.000	12/15/10	01/04/13	\$3,135.97	\$2,081.99	\$0.00	\$1,053.98	\$0.00
	143.000	12/15/10	01/18/13	\$3,791.62	\$2,460.53	\$0.00	\$1,331.09	\$0.00
Security Subtotal	319.000			\$8,353.04	\$5,494.21	\$0.00	\$2,858.83	\$0.00
PHILIP MORRIS INTL INC		CUSIP: 718172109 Symbol (Box 1d): PM						
	46.000	10/30/09	05/30/13	\$4,250.32	\$2,212.14	\$0.00	\$2,038.18	\$0.00
PROGRESSIVE CORP OHIO		CUSIP: 743315103 Symbol (Box 1d): PGR						
	264.000	10/30/09	04/26/13	\$6,689.08	\$4,241.45	\$0.00	\$2,447.63	\$0.00
	93.000	10/30/09	05/30/13	\$2,400.28	\$1,494.15	\$0.00	\$906.13	\$0.00
Security Subtotal	357.000			\$9,089.36	\$5,735.60	\$0.00	\$3,353.76	\$0.00
TRANSOCEAN LTD		CUSIP: H8817H100 Symbol (Box 1d): RIG						
	41.000	10/30/09	09/09/13	\$1,930.04	\$3,405.05	\$0.00	(\$1,475.01)	\$0.00
	3.000	09/27/10	09/09/13	\$141.22	\$189.18	\$0.00	(\$47.96)	\$0.00
	33.000	12/15/10	09/09/13	\$1,553.45	\$2,410.85	\$0.00	(\$857.40)	\$0.00
Security Subtotal	77.000			\$3,624.71	\$6,005.08	\$0.00	(\$2,380.37)	\$0.00

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

Identification Number: 26-4310632
Taxpayer ID Number: 20-6582607
Account Number: 814 012675 295

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE OF SALE (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WELLS FARGO & CO NEW	42,000	10/30/09	08/05/13	\$1,865.95	\$1,162.40	\$0.00	\$703.55	\$0.00
Total Long Term Noncovered Securities				\$184,004.60	\$134,785.04	\$0.00	\$49,219.56	\$0.00
Total Long Term Covered and Noncovered Securities				\$207,324.76 /	\$153,362.70 /	\$0.00 /	\$53,962.06 /	\$0.00 /
Total Short and Long Term, Covered and Noncovered Securities				\$213,710.58	\$160,321.56	\$0.00	\$53,389.02	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)				\$213,710.58				
Total Cost or Other Basis (Box 3)					\$25,536.52			
Total Wash Sale Loss Disallowed (Box 5)					\$0.00			
Total Fed Tax Withheld (Box 4)								\$0.00

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

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number: 26-4310632Taxpayer ID Number: 20-6582607
Account Number: 814 012676 295

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERICA MOVIL SA DE CV ADR L	78.000	05/02/12	03/15/13	\$1,466.00	\$2,108.55	\$0.00	(\$642.55)	\$0.00
LI & FUNG LTD UNSPON ADR		05/02/12	03/15/13	\$1,466.00	\$2,108.55	\$0.00	(\$642.55)	\$0.00
	413.000	02/08/12	02/08/13	\$1,062.21	\$1,893.89	\$0.00	(\$831.68)	\$0.00
	833.000	05/02/12	02/08/13	\$2,142.43	\$3,606.89	\$0.00	(\$1,464.46)	\$0.00
Security Subtotal	1,246.000			\$3,204.64	\$5,500.78	\$0.00	(\$2,296.14)	\$0.00
LONZA GROUP AG ZUERICH ADR		05/02/12	03/15/13	\$1,466.00	\$2,108.55	\$0.00	(\$642.55)	\$0.00
	9.000	02/08/13	09/27/13	\$73.53	\$56.00	\$0.00	\$17.53	\$0.00
	264.000	02/08/13	09/30/13	\$2,140.95	\$1,642.74	\$0.00	\$498.21	\$0.00
Security Subtotal	273.000			\$2,214.48	\$1,698.74	\$0.00	\$515.74	\$0.00
POTASH CP OF SASKATCHEWAN INC		05/02/12	03/15/13	\$1,466.00	\$2,108.55	\$0.00	(\$642.55)	\$0.00
	167.000	09/25/12	09/19/13	\$5,336.74	\$7,284.04	\$0.00	(\$1,947.30)	\$0.00
	59.000	12/12/12	09/19/13	\$1,885.43	\$2,421.99	\$0.00	(\$536.56)	\$0.00
Security Subtotal	226.000			\$7,222.17	\$9,706.03	\$0.00	(\$2,483.86)	\$0.00
QIAGEN NV ORD		05/02/12	01/08/13	\$1,298.05	\$1,179.53	\$0.00	\$118.52	\$0.00
	69.000	05/02/12	01/08/13	\$1,298.05	\$1,179.53	\$0.00	\$118.52	\$0.00
Total Short Term Covered Securities				\$15,405.34	\$20,193.63	\$0.00	(\$4,788.29)	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
HSBC HOLDINGS PLC SPON ADR NEW	25,000	05/02/12	06/05/13	\$1,379.19	\$1,143.00	\$0.00	\$236.19	\$0.00
LI & FUNG LTD UNSPON ADR	1,283,000	09/01/11	02/08/13	\$3,299.80	\$4,903.50	\$0.00	(\$1,603.70)	\$0.00
LONZA GROUP AG ZUERICH ADR	344,000	08/12/11	09/16/13	\$2,824.81	\$2,249.45	\$0.00	\$575.36	\$0.00
	47,000	08/12/11	09/27/13	\$384.01	\$307.34	\$0.00	\$76.67	\$0.00
	198,000	05/02/12	09/27/13	\$1,617.75	\$928.62	\$0.00	\$689.13	\$0.00
Security Subtotal	589,000			\$4,826.57	\$3,485.41	\$0.00	\$1,341.16	\$0.00
SONOVA HLDG AG UNSP ADR	142,000	03/28/11	05/10/13	\$3,031.83	\$2,845.31	\$0.00	\$186.52	\$0.00
XINYI GLASS HLDGS LTD UNSPON	32,000	06/27/12	09/16/13	\$570.13	\$340.36	\$0.00	\$229.77	\$0.00
	13,000	06/28/12	09/16/13	\$231.61	\$137.81	\$0.00	\$93.80	\$0.00
	41,000	06/28/12	09/17/13	\$721.62	\$434.62	\$0.00	\$287.00	\$0.00
	68,000	06/29/12	09/17/13	\$1,196.84	\$715.48	\$0.00	\$481.36	\$0.00
Security Subtotal	154,000			\$2,720.20	\$1,628.27	\$0.00	\$1,091.93	\$0.00
Total Long Term Covered Securities				\$15,257.59	\$14,005.49	\$0.00	\$1,252.10	\$0.00

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AIR LIQUIDE ADR	119,000	11/02/09	07/24/13	\$3,086.49	\$2,256.54	\$0.00	\$829.95	\$0.00
AMERICA MOVIL SA DE CV ADR L	298,000	11/02/09	03/15/13	\$5,600.87	\$6,756.15	\$0.00	(\$1,155.28)	\$0.00
ARM HOLDINGS PLC ADS	61,000	04/27/10	02/21/13	\$2,559.33	\$719.28	\$0.00	\$1,840.05	\$0.00
	159,000	04/27/10	06/19/13	\$6,234.64	\$1,874.85	\$0.00	\$4,359.79	\$0.00
	47,000	10/15/10	06/19/13	\$1,842.94	\$883.57	\$0.00	\$959.37	\$0.00
Security Subtotal	267,000			\$10,636.91	\$3,477.70	\$0.00	\$7,159.21	\$0.00
FRESENIUS MEDICAL CARE AG&CO	134,000	10/30/09	10/07/13	\$4,324.01	\$3,258.07	\$0.00	\$1,065.94	\$0.00
	20,000	10/30/09	10/08/13	\$643.11	\$486.28	\$0.00	\$156.83	\$0.00
Security Subtotal	154,000			\$4,967.12	\$3,744.35	\$0.00	\$1,222.77	\$0.00
HSBC HOLDINGS PLC SPON ADR NEW	87,000	10/30/09	06/05/13	\$4,799.57	\$4,828.50	\$0.00	(\$28.93)	\$0.00
ITAU UNIBANCO MULTIPLE ADR	0,000	05/27/10	05/24/13	\$1.46	\$0.00	\$0.00	\$1.46	\$0.00
LI & FUNG LTD UNSPON ADR	717,000	12/17/09	02/08/13	\$1,844.08	\$3,030.19	\$0.00	(\$1,186.11)	\$0.00
	593,000	02/17/10	02/08/13	\$1,782.36	\$3,243.86	\$0.00	(\$1,461.50)	\$0.00
Security Subtotal	1,410,000			\$3,626.44	\$6,274.05	\$0.00	(\$2,647.61)	\$0.00

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Tax Year 2013 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
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Identification Number: 26-4310632

Taxpayer ID Number: 20-6582607
Account Number: 814 012676 295

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LONZA GROUP AG ZUERICH ADR		CUSIP: 54338V101	Symbol (Box 1d): LZAGY					
	270.000	08/06/10	09/13/13	\$2,154.10	\$2,311.47	\$0.00	(\$157.37)	\$0.00
	126.000	08/06/10	09/16/13	\$1,034.67	\$1,078.69	\$0.00	(\$44.02)	\$0.00
	396.000			\$3,188.77	\$3,390.16	\$0.00	(\$201.39)	\$0.00
Security Subtotal								
QIAGEN NV ORD		CUSIP: N72482107	Symbol (Box 1d): QGEN					
	270.000	11/02/09	01/08/13	\$5,079.34	\$5,651.10	\$0.00	(\$571.76)	\$0.00
SCHLUMBERGER LTD		CUSIP: 806857108	Symbol (Box 1d): SLB					
	30.000	11/02/09	02/04/13	\$2,384.57	\$1,905.00	\$0.00	\$479.57	\$0.00
	33.000	11/02/09	02/14/13	\$2,637.75	\$2,095.50	\$0.00	\$542.25	\$0.00
	63.000			\$5,022.32	\$4,000.50	\$0.00	\$1,021.82	\$0.00
Security Subtotal								

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 20-6582607
Account Number: 814 012676 295
Customer Service: 866-324-6088

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

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

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 9949 Part II with box E checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SWATCH GROUP AG ADR THE UNSPON	126.000	09/21/10	03/08/13	\$3,569.60	\$2,307.73	\$0.00	\$1,261.87	\$0.00
Total Long Term Noncovered Securities				\$49,578.89	\$42,686.78	\$0.00	\$6,892.11	\$0.00
Total Long Term Covered and Noncovered Securities				\$64,836.48	\$56,692.27	\$0.00	\$8,144.21	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$80,241.82	\$76,885.90	\$0.00	\$3,355.92	\$0.00

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	\$80,241.82
Total Cost or Other Basis (Box 3)	\$34,199.12
Total Wash Sale Loss Disallowed (Box 5)	\$0.00
Total Fed Tax Withheld (Box 4)	\$0.00

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

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

STEPHEN & KAREN HILLENBURG TTEES
UNITED PLANKTON CHAR TR 6/20/05
UP NDA PERRY & NEIDORF LLP
11400 W OLYMPIC BLVD #590
LOS ANGELES CA 90064-1574

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 20-6582607
Account Number: 814 900958 295
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CALAMOS CONVERTIBLE FUND I		CUSIP: 128119864	Symbol (Box 1d): C1CVX					
	760.712	12/20/12	07/09/13	\$12,703.96	\$11,620.97	\$0.00	\$1,082.99	\$0.00
	11.349	12/20/12	07/09/13	\$189.53	\$173.37	\$0.00	\$16.16	\$0.00
Security Subtotal	772.061			\$12,893.49	\$11,794.34	\$0.00	\$1,099.15	\$0.00
Total Short Term Covered Securities				\$12,893.49	\$11,794.34	\$0.00	\$1,099.15	\$0.00

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
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Account Number: 814 900958 295

Customer Service: 866-324-6088

STEPHEN & KAREN HILLENBURG TTEES
UNITED PLANKTON CHAR TR 6/20/05
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LOS ANGELES CA 90064-1574

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OMB NO. 1545-0715

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
CALAMOS CONVERTIBLE FUND I		CUSIP: 128119864	Symbol (Box 1d): C1CVX					
	19,802	03/22/12	07/09/13	\$330.69	\$333.32	\$0.00	(\$2.63)	\$0.00
	14,253	06/21/12	07/09/13	\$238.02	\$223.01	\$0.00	\$15.01	\$0.00
	34,055			\$568.71	\$556.33	\$0.00	\$12.38	\$0.00
Security Subtotal				\$568.71	\$556.33	\$0.00	\$12.38	\$0.00
Total Long Term Covered Securities								

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004STEPHEN & KAREN HILLENBURG TTEES
UNITED PLANKTON CHAR TR 6/20/05
UP NDA PERRY & NEIDORF LLP
11400 W OLYMPIC BLVD #590
LOS ANGELES CA 90064-1574Identification Number: 26-4310632
Taxpayer ID Number: 20-6582607
Account Number: 814 900958 295

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BARCAP IPATH DJ UBS COMM INDX	1,200,000	10/21/09	06/14/13	\$46,001.79	\$49,932.00	\$0.00	(\$3,930.21)	\$0.00
CUSIP: 06738C778 Symbol (Box 1d): DJP								
CALAMOS CONVERTIBLE FUND I	5,649,029	01/26/09	07/09/13	\$94,338.73	\$75,000.01	\$0.00	\$19,338.72	\$0.00
CUSIP: 128119864 Symbol (Box 1d): CIOVX								
	43,565	03/19/09	07/09/13	\$727.54	\$589.28	\$0.00	\$138.26	\$0.00
	1,005,675	05/21/09	07/09/13	\$16,794.76	\$15,000.00	\$0.00	\$1,794.76	\$0.00
	40,528	06/18/09	07/09/13	\$676.82	\$610.88	\$0.00	\$65.94	\$0.00
	50,997	09/17/09	07/09/13	\$851.65	\$868.29	\$0.00	(\$16.64)	\$0.00
	72,431	12/17/09	07/09/13	\$1,209.60	\$1,243.30	\$0.00	(\$33.70)	\$0.00
	51,627	03/18/10	07/09/13	\$862.17	\$916.79	\$0.00	(\$54.62)	\$0.00
	89,497	06/17/10	07/09/13	\$1,494.60	\$1,539.54	\$0.00	(\$44.94)	\$0.00
	40,825	09/16/10	07/09/13	\$681.78	\$715.51	\$0.00	(\$33.73)	\$0.00
	220,699	12/16/10	07/09/13	\$3,685.67	\$3,972.24	\$0.00	(\$286.57)	\$0.00
	30,383	12/16/10	07/09/13	\$507.40	\$546.85	\$0.00	(\$39.45)	\$0.00
	9,767	03/17/11	07/09/13	\$163.11	\$179.06	\$0.00	(\$15.95)	\$0.00
	51,229	06/16/11	07/09/13	\$855.52	\$922.04	\$0.00	(\$66.52)	\$0.00
	634,353	12/22/11	07/09/13	\$10,593.69	\$10,048.92	\$0.00	\$544.77	\$0.00
	29,330	12/22/11	07/09/13	\$489.81	\$464.63	\$0.00	\$25.18	\$0.00
Security Subtotal	8,019,935			\$133,932.85	\$112,617.34	\$0.00	\$21,315.51	\$0.00
CUSIP: 78463X863 Symbol (Box 1d): RWX								
SPDR DJ WILSHIRE INTL REAL EST	490,000	10/15/08	06/14/13	\$20,047.51	\$15,361.50	\$0.00	\$4,686.01	\$0.00
	10,000	10/15/08	06/28/13	\$399.84	\$313.50	\$0.00	\$86.34	\$0.00
	490,000	10/21/09	06/28/13	\$19,592.16	\$18,405.72	\$0.00	\$1,186.44	\$0.00

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

STEPHEN & KAREN HILLENBURG TTEES
UNITED PLANKTON CHAR TR 6/20/05
UP NDA PERRY & NEIDORF LLP
11400 W OLYMPIC BLVD #590
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SPDR DJ WILSHIRE INTL REAL EST	180.000	10/21/09	07/09/13	\$7,259.33	\$6,761.29	\$0.00	\$498.04	\$0.00
	615.000	06/18/10	07/09/13	\$24,802.70	\$20,077.91	\$0.00	\$4,724.79	\$0.00
Security Subtotal	1,785.000			\$72,101.54	\$60,919.92	\$0.00	\$11,181.62	\$0.00
SPDR DJ WILSHIRE REIT ETF								
	360.000	10/15/08	06/14/13	\$27,836.51	\$17,902.26	\$0.00	\$9,934.25	\$0.00
	80.000	05/21/09	06/14/13	\$6,185.89	\$2,712.50	\$0.00	\$3,473.39	\$0.00
	360.000	05/21/09	06/28/13	\$27,516.73	\$12,206.23	\$0.00	\$15,310.50	\$0.00

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SPDR DJ WILSHIRE REIT ETF	40.000	10/21/09	06/28/13	\$3,057.41	\$1,818.04	\$0.00	\$1,239.37	\$0.00
	510.000	10/21/09	07/09/13	\$39,188.27	\$23,180.01	\$0.00	\$16,008.26	\$0.00
				\$103,784.81	\$57,819.04	\$0.00	\$45,965.77	\$0.00
Security Subtotal	1,350.000			\$355,820.99	\$281,288.30	\$0.00	\$74,532.69	\$0.00
Total Long Term Noncovered Securities								
Total Long Term Covered and Noncovered Securities				\$356,389.70	\$281,844.63	\$0.00	\$74,545.07	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$369,283.19	\$293,638.97	\$0.00	\$75,644.22	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)				\$369,283.19				
Total Cost or Other Basis (Box 3)					\$12,350.67			
Total Wash Sale Loss Disallowed (Box 5)					\$0.00			
Total Fed Tax Withheld (Box 4)								\$0.00

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