Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: Lucy Foundation

A Employer identification number: 22-2737472

Number and street (or P O box number if mail is not delivered to street address): P O. Box 599

Room/suite:

B Telephone number (see instructions): 973-379-5850

City or town, state or province, country, and ZIP or foreign postal code: Millburn, NJ 07041

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,080,121

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	76	76		
	4	Dividends and interest from securities	17,714	17,714		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	40,621			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		40,621		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	58,411	58,411		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	2,000			2,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,200			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	14,372	14,372		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	17,572	14,372		2,000
	25	Contributions, gifts, grants paid	60,500			60,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	78,072	14,372		62,500
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(19,661)			
	b	**Net investment income** (if negative, enter -0-)		44,039		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	495	2,217	2,217
	2	Savings and temporary cash investments	194,505	134,118	134,118
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	647,238	686,188	943,732
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	842,238	822,577	1,080,121
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	842,238	822,577	
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	842,238	822,577	
	31	**Total liabilities and net assets/fund balances** (see instructions)	842,238	822,577	

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	842,238
2	Enter amount from Part I, line 27a	2	(19,661)
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	822,577
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	822,577

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				
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		See attached		
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	40,621
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	84,000	949,740	.0884
2011	70,500	1,023,860	.0689
2010	45,500	1,031,951	.0441
2009	41,000	955,681	.0429
2008	62,350	1,107,355	.0582

2	**Total** of line 1, column (d)	2	.3025
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	0605
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	964,339
5	Multiply line 4 by line 3	5	58,343
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	441
7	Add lines 5 and 6	7	58,784
8	Enter qualifying distributions from Part XII, line 4	8	62,500

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	440	95
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	440	95
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	440	95
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a 1,200			
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	1,200	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	759	05
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 759 05 **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?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ n\a **(2)** On foundation managers. ▶ $			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ n\a			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ New Jersey			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶ n\a			
14	The books are in care of ▶ Timothy S. Scott Telephone no. ▶ 203-245-3909			
	Located at ▶ 15 Gull Rock Road, Madison, CT ZIP+4 ▶ 06443			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 n\a			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ n\a			

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)?	1b		✓
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		✓
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		✓

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Timothy S. Scott 15 Gull Rock Road, Madison CT 06443	Pres./Treas	0	0	2,000
Polly Eastman Scott 439 East 51st Street, NY, NY 10022	Vice Pres./ Sect.	0	0	0
Eldon Scott 131 Greene Street, NY, NY 10012	Trustee	0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	966,930
b	Average of monthly cash balances	1b	12,094
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	979,024
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	979,024
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	14,685
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	964,339
6	**Minimum investment return.** Enter 5% of line 5	6	48,217

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	48,217
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 440.95		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b: 0		
c	Add lines 2a and 2b	2c	441
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,776
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	47,776
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	47,776

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	62,500
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	62,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	441
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	62,059

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				47,776
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			0	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 . . . 9,457				
b	From 2009 . . . 0				
c	From 2010 . . . 0				
d	From 2011 . . . 19,882				
e	From 2012 . . . 37,465				
f	**Total** of lines 3a through e	66,804			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 62,500				
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				0
e	Remaining amount distributed out of corpus	14,724			
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:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	81,528			
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 instructions			0	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	81,528			
10	Analysis of line 9:				
a	Excess from 2009 . . . 0				
b	Excess from 2010 . . . 0				
c	Excess from 2011 . . . 19,882				
d	Excess from 2012 . . . 37,465				
e	Excess from 2013 . . . 14,724				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a 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			N/A		
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:

Timothy S. Scott 15 Gull Rock Road, Madison, CT 06443

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

Letter to the Foundation and 501(c)(3) tax exempt letter.

c Any submission deadlines:

NONE

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

NO

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED				
Total . . . . . . ▶ **3a**				60,500
b *Approved for future payment*				
NONE				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	76	
4 Dividends and interest from securities			14	17,714	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	40,621	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					

13 **Total.** Add line 12, columns (b), (d), and (e) 13 58,411

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NONE

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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] 8/10/14 President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Lucy Foundation
22-2737472

Part 1 L. 18

Taxes - 1,200 Estimated
taxes to IRS

Part 1. L. 23
$14,372 - Investment Fees
Morgan Stanley

Part XV - 2013 GRANTS

LUCY FOUNDATION
22-2737472

ALL Grants to Public Charities - General Support

DATE	ORGANIZATION	PURPOSE	AMOUNT
1/15/13	Memorial Sloan Kettering, NY, NY	Public	3,000.00
1/15/13	Maine Island Trail Assn, Portland, ME	Public	2,000.00
1/22/13	Middlebury College, Middlebury, VT	Public	1,000.00
2/5/13	Brewster Academy	Public	2,000.00
2/11/13	Ohio Wesleyan, Dela., OH	Public	500.00
2/11/13	Nightingale Bamford School, NY, NY	Public	500.00
2/11/13	Birch Wathen Lennox School, NY, NY	Public	500.00
2/11/13	N.Y. Junior Tennis, NY, NY	Public	2,000.00
2/11/13	USIC/ELS Scholarship Fund, NY, NY	Public	3,000.00
2/11/13	Planned Parenthood, NY, NY	Public	2,000.00
2/15/13	WNET, NY, NY	Public	3,500.00
2/15/13	Christian Comm. Action, New Haven, CT	Public	1,500.00
2/15/13	Connecticut River Museum, Essex, CT	Public	1,000.00
2/15/13	Grace Church School, NY, NY	Public	2,500.00
2/15/13	St. Pauls School, Concord, NH	Public	7,500.00
2/15/13	Women + Infants Hospital, Providence, RI	Public	1,000.00
2/22/13	Marvelwood School, Kent, CT	Public	2,000.00
2/22/13	The Country School, Madison, CT	Public	2,000.00
2/22/13	McLean Hospital.	Public	10,000.00
2/22/13	Madison Foundation, Madison, CT	Public	2,000.00
3/6/13	Scranton Memorial Library, Madison, CT	Public	2,000.00
3/6/13	Person to Person	Public	2,000.00
3/6/13	Salisbury School, Salisbury, CT	Public	500.00
3/6/13	Shoreline Soup Kitchen, Essex, CT	Public	500.00
3/6/13	Deacon John Graves House, Madison, CT	Public	500.00
3/6/13	Wellesley College	Public	1,000.00
3/6/13	Madison ABC, Madison, CT	Public	2,000.00
3/6/13	Neighbor to Neighbor, Madison, CT	Public	2,000.00
3/15/13	Madison Fresh Air Fund, Madison, CT	Public	500.00
		Total	60,500.00

Corporate Tax Statement
Tax Year 2013

LUCY FOUNDATION
RODGER K HERRIGEL
HERRIGEL,BOLAN, LLP
PO BOX 599
MILLBURN NJ 07041-0599

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

Taxpayer ID Number: 22-2737472
Account Number: 545 012274 019

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PERMANENT PORTFOLIO INC	19 947	12/07/11	06/14/13	$936 71	$949 29	$0 00	($12 58)	$0 00
	14 248	12/07/11	06/14/13	$669 09	$678.07	$0.00	($8 98)	$0 00
Security Subtotal	2,294.415			$108,742.27	$110,083.47	$0.00	($1,341.20)	$0.00
Total Long Term Noncovered Securities				**$111,150.49**	**$112,310.99**	**$0.00**	**($1,160.50)**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$227,938.35**	**$210,797.33**	**$0.00**	**$17,141.02**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$1,667,321.89**	**$1,627,861.62**	**$0.00**	**$39,460.27**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$1,667,321.89**				
Total Cost or Other Basis (Box 3)		**$1,487,092.29**			
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**		
Total Fed Tax Withheld (Box 4)					**$0.00**

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

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

LUCY FOUNDATION
RODGER K HERRIGEL
HERRIGEL,BOLAN, LLP
PO BOX 599
MILLBURN NJ 07041-0599

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1 New York Plaza
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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)
AIT ARROW DWA BALANCED A	CUSIP: 042765404		Symbol (Box 1d): DWAFX					
	186 270	09/13/11	01/02/13	$2,386 12	$2,207 30	$0.00	$178 82	$0 00
	1 725	12/29/11	01/02/13	$22.10	$20 22	$0.00	$1.88	$0 00
Security Subtotal	**187.995**			**$2,408.22**	**$2,227.52**	**$0.00**	**$180.70**	**$0.00**
PERMANENT PORTFOLIO INC	CUSIP: 714199106		Symbol (Box 1d): PRPFX					
	229 297	09/14/11	02/26/13	$11,146 13	$11,219 52	$0 00	($73 39)	$0 00
	464 262	09/15/11	02/26/13	$22,567 79	$22,707 05	$0 00	($139 26)	$0 00
	291 880	09/15/11	04/17/13	$13,654 15	$14,275 85	$0 00	($621 70)	$0 00
	267 241	09/22/11	04/17/13	$12,501 54	$12,549 66	$0 00	($48 12)	$0 00
	184 605	09/30/11	04/17/13	$8,635 83	$8,418 01	$0 00	$217 82	$0 00
	77 743	10/04/11	04/17/13	$3,636 82	$3,536 53	$0 00	$100 29	$0 00
	54 637	10/04/11	06/14/13	$2,565 75	$2,485 44	$0 00	$80 31	$0 00
	690 555	12/02/11	06/14/13	$32,428 46	$33,264 05	$0 00	($835 59)	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

LUCY FOUNDATION
RODGER K HERRIGEL
HERRIGEL,BOLAN, LLP
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MILLBURN NJ 07041-0599

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

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

Long Term - Covered Securities (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WELLS FARGO & CO NEW	CUSIP: 949746101		Symbol (Box 1d): WFC					
	48 000	09/07/12	09/25/13	$2,004 92	$1,683 83	$0 00	$321 09	$0 00
	141 000	09/14/12	09/25/13	$5,889 47	$5,101 37	$0 00	$788 10	$0 00
	166.000	09/14/12	09/25/13	$6,933.70	$6,013.70	$0.00	$920.00	$0.00
Security Subtotal	355.000			$14,828.09	$12,798.90	$0.00	$2,029.19	$0.00
Total Long Term Covered Securities				**$116,787.86**	**$98,486.34**	**$0.00**	**$18,301.52**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ANHEUSER BUSCH INBEV SA SPON	CUSIP: 03524A108		Symbol (Box 1d): BUD					
	66 000	02/01/12	04/03/13	$6,591 39	$4,141 96	$0 00	$2,449 43	$0 00
	95 000	03/08/12	04/03/13	$9,487 60	$6,638 71	$0.00	$2,848 89	$0.00
Security Subtotal	**161.000**			**$16,078.99**	**$10,780.67**	**$0.00**	**$5,298.32**	**$0.00**
GENERAL ELECTRIC CO	CUSIP: 369604103		Symbol (Box 1d): GE					
	620 000	06/29/12	08/30/13	$14,377 55	$12,685 20	$0 00	$1,692 35	$0 00
	480.000	08/09/12	08/30/13	$11,131.00	$10,099 20	$0.00	$1,031.80	$0.00
Security Subtotal	**1,100.000**			**$25,508.55**	**$22,784.40**	**$0.00**	**$2,724.15**	**$0.00**
LORD ABBET INFLATION FOCUSED F	CUSIP: 54400U403		Symbol (Box 1d): LIFFX					
	583 893	12/04/12	12/27/13	$8,273 76	$8,735 04	$0 00	($461 28)	$0 00
	687.941	12/12/12	12/27/13	$9,748.12	$10,332.87	$0.00	($584.75)	$0.00
Security Subtotal	**1,271.834**			**$18,021.88**	**$19,067.91**	**$0.00**	**($1,046.03)**	**$0.00**
SEADRILL LTD	CUSIP: G7945E105		Symbol (Box 1d): SDRL					
	172.000	08/05/11	01/07/13	$6,451 59	$5,121 32	$0 00	$1,330 27	$0 00
	152.000	09/14/11	01/07/13	$5,701 40	$4,770.91	$0 00	$930.49	$0 00
	1 000	09/14/11	10/23/13	$45 87	$31 39	$0 00	$14 48	$0 00
	397 000	12/02/11	10/23/13	$18,210 78	$13,838 07	$0 00	$4,372 71	$0 00
	16 000	12/06/11	10/23/13	$733.94	$576 30	$0 00	$157 64	$0 00
	242.000	12/06/11	11/04/13	$11,206.77	$8,716.47	$0.00	$2,490.30	$0.00
Security Subtotal	**980.000**			**$42,350.35**	**$33,054.46**	**$0.00**	**$9,295.89**	**$0.00**

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

LUCY FOUNDATION
RODGER K HERRIGEL
HERRIGEL,BOLAN, LLP
PO BOX 599
MILLBURN NJ 07041-0599

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SPDR GOLD TR GOLD SHS	CUSIP: 78463V107		Symbol (Box 1d): GLD					
	31 000	11/06/12	01/04/13	$4,947 23	$5,151 58	$0.00	($204 35)	$0 00
	83 000	11/08/12	01/04/13	$13,245 80	$13,940.31	$0 00	($694 51)	$0 00
	56 000	11/29/12	01/04/13	$8,936 93	$9,366 45	$0.00	($429 52)	$0 00
Security Subtotal	170.000			$27,129.96	$28,458.34	$0.00	($1,328.38)	$0.00
Total Short Term Noncovered Securities				**$27,129.96**	**$28,458.34**	**$0.00**	**($1,328.38)**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$1,439,383.54**	**$1,417,064.29**	**$0.00**	**$22,319.25**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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RODGER K HERRIGEL
HERRIGEL,BOLAN, LLP
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WAL MART STORES INC	CUSIP: 931142103		Symbol (Box 1d): WMT					
	262 000	02/07/13	03/12/13	$19,223 42	$18,659 64	$0 00	$563 78	$0 00
	226.000	02/13/13	03/12/13	$16,582 04	$16,138 21	$0.00	$443 83	$0 00
Security Subtotal	488.000			$35,805.46	$34,797.85	$0.00	$1,007.61	$0.00
WILLIAMS SONOMA	CUSIP: 969904101		Symbol (Box 1d): WSM					
	487 000	08/01/13	08/30/13	$27,532.36	$29,184.35	$0.00	($1,651 99)	$0 00
WISDOMTREE TRUST JAPN HEDGE EQ	CUSIP: 97717W851		Symbol (Box 1d): DXJ					
	183 000	03/01/13	05/08/13	$8,917 74	$7,629 14	$0 00	$1,288 60	$0 00
	165.000	03/01/13	05/16/13	$8,436 52	$6,878 74	$0 00	$1,557 78	$0 00
	297 000	03/01/13	05/30/13	$14,035 97	$12,381 73	$0 00	$1,654 24	$0 00
	17 000	03/01/13	06/14/13	$732 09	$708 72	$0 00	$23 37	$0 00
	338 000	04/05/13	06/14/13	$14,555 72	$14,966 64	$0 00	($410.92)	$0 00
	243 000	04/05/13	07/10/13	$11,558 21	$10,760 04	$0.00	$798 17	$0 00
	195 000	04/08/13	07/10/13	$9,253 23	$8,786 84	$0 00	$466 39	$0 00
	220 000	04/08/13	07/10/13	$10,439 54	$9,894 61	$0 00	$544 93	$0 00
	172.000	04/08/13	07/10/13	$8,181.12	$7,750.44	$0.00	$430.68	$0.00
Security Subtotal	1,830.000			$86,110.14	$79,756.90	$0.00	$6,353.24	$0.00
WYNN RESORTS LTD	CUSIP: 983134107		Symbol (Box 1d): WYNN					
	129 000	09/11/13	10/17/13	$21,804 14	$19,469 36	$0 00	$2,334 78	$0 00
YOUKU TUDOU INC	CUSIP: 98742U100		Symbol (Box 1d): YOKU					
	674 000	10/21/13	10/28/13	$18,806 43	$20,404 61	$0 00	($1,598 18)	$0 00
Total Short Term Covered Securities				**$1,412,253.58**	**$1,388,605.95**	**$0.00**	**$23,647.63**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

LUCY FOUNDATION
RODGER K HERRIGEL
HERRIGEL,BOLAN, LLP
PO BOX 599
MILLBURN NJ 07041-0599

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1 New York Plaza
8th Floor
New York, NY 10004
Identification Number. 26-4310632

Taxpayer ID Number: 22-2737472
Account Number 545 012274 019

Customer Service: 866-324-6088

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
US AIRWAYS GROUP INC	CUSIP: 90341W108		Symbol (Box 1d): LCC					
	417.000	05/16/13	08/28/13	$6,426 44	$7,893 81	$0 00	($1,467 37)	$0 00
	567 000	05/17/13	08/28/13	$8,738.11	$10,891.90	$0.00	($2,153.79)	$0 00
Security Subtotal	**984.000**			**$15,164.55**	**$18,785.71**	**$0.00**	**($3,621.16)**	**$0.00**
VALERO ENERGY CP DELA NEW	CUSIP: 91913Y100		Symbol (Box 1d): VLO					
	308 000	11/06/12	02/19/13	$14,571 43	$9,261.25	$0 00	$5,310.18	$0 00
	215 000	11/06/12	02/21/13	$9,746 31	$6,464 84	$0.00	$3,281 47	$0 00
	118 000	11/06/12	04/03/13	$4,768 63	$3,548 14	$0.00	$1,220 49	$0 00
	386.000	01/04/13	04/03/13	$15,599.06	$13,528.41	$0.00	$2,070.65	$0.00
Security Subtotal	**1,027.000**			**$44,685.43**	**$32,802.64**	**$0.00**	**$11,882.79**	**$0.00**
VANGUARD FTSE EMERGING MARKETS	CUSIP: 922042858		Symbol (Box 1d): VWO					
	419 000	02/25/13	03/19/13	$17,890 89	$18,419.24	$0 00	($528 35)	$0 00
	418.000	02/25/13	04/17/13	$17,338 63	$18,375.28	$0.00	($1,036.65)	$0 00
Security Subtotal	**837.000**			**$35,229.52**	**$36,794.52**	**$0.00**	**($1,565.00)**	**$0.00**
VODAFONE GP PLC ADS NEW	CUSIP: 92857W209		Symbol (Box 1d): VOD					
	228 000	03/21/12	01/07/13	$5,866 30	$6,224 40	$0 00	($358 10)	$0 00
	158 000	06/22/12	01/07/13	$4,065 25	$4,382 56	$0 00	($317 31)	$0 00
	16 000	08/06/12	01/07/13	$411 67	$475.84	$0 00	($64 17)	$0.00
	403.000	08/06/12	02/20/13	$9,969.99	$11,985.22	$0.00	($2,015.23)	$0.00
Security Subtotal	**805.000**			**$20,313.21**	**$23,068.02**	**$0.00**	**($2,754.81)**	**$0.00**

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HERRIGEL,BOLAN, LLP
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MILLBURN NJ 07041-0599

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SCHLUMBERGER LTD	**CUSIP:** 806857108	**Symbol (Box 1d):** SLB						
	223 000	02/15/13	03/04/13	$16,966 10	$17,897 42	$0 00	($931 32)	$0 00
SEADRILL PARTNERS LLC	**CUSIP:** Y7545W109	**Symbol (Box 1d):** SDLP						
	654 000	02/05/13	07/24/13	$19,019 09	$18,873 39	$0 00	$145 70	$0 00
SOUTHERN COPPER CORP	**CUSIP:** 84265V105	**Symbol (Box 1d):** SCCO						
	192 000	01/02/13	03/04/13	$7,107 99	$7,525 67	$0 00	($417 68)	$0 00
	78 000	01/02/13	04/03/13	$2,714 88	$3,057 30	$0 00	($342 42)	$0 00
	114.000	01/14/13	04/03/13	$3,967.91	$4,533.77	$0.00	($565 86)	$0.00
Security Subtotal	**384.000**			**$13,790.78**	**$15,116.74**	**$0.00**	**($1,325.96)**	**$0.00**
SPDR S&P MIDCAP 400 ETF TRUST	**CUSIP:** 78467Y107	**Symbol (Box 1d):** MDY						
	154 000	12/11/12	01/07/13	$29,449 93	$28,500 27	$0 00	$949 66	$0 00
SYMANTEC CORP	**CUSIP:** 871503108	**Symbol (Box 1d):** SYMC						
	761 000	03/07/13	09/12/13	$18,765 17	$18,621 67	$0 00	$143 50	$0 00
	352.000	05/03/13	09/12/13	$8,679.82	$8,757 20	$0.00	($77 38)	$0.00
Security Subtotal	**1,113.000**			**$27,444.99**	**$27,378.87**	**$0.00**	**$66.12**	**$0.00**
THE FINANCIAL SEL SECT SPDR FD	**CUSIP:** 81369Y605	**Symbol (Box 1d):** XLF						
	986 000	07/10/13	08/07/13	$20,143 63	$19,680 56	$0 00	$463 07	$0 00
	884.000	07/17/13	08/07/13	$18,059.80	$18,104.32	$0.00	($44.52)	$0.00
Security Subtotal	**1,870.000**			**$38,203.43**	**$37,784.88**	**$0.00**	**$418.55**	**$0.00**

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Morgan Stanley

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PRICELINE.COM INC NEW	CUSIP: 741503403		Symbol (Box 1d): PCLN					
	7 000	11/28/12	04/19/13	$4,805 38	$4,475.74	$0 00	$329 64	$0 00
	10 000	11/29/12	04/19/13	$6,864 84	$6,677 87	$0 00	$186 97	$0 00
	11 000	11/29/12	09/20/13	$11,036 43	$7,345 65	$0 00	$3,690 78	$0 00
	6.000	01/14/13	09/20/13	$6,019.87	$3,988.74	$0.00	$2,031.13	$0.00
Security Subtotal	**34.000**			**$28,726.52**	**$22,488.00**	**$0.00**	**$6,238.52**	**$0.00**
PROCTER & GAMBLE	CUSIP: 742718109		Symbol (Box 1d): PG					
	212 000	12/18/12	02/13/13	$16,165 39	$14,827 28	$0 00	$1,338 11	$0 00
	80.000	12/18/12	02/19/13	$6,187.28	$5,595.20	$0 00	$592 08	$0.00
	131.000	12/27/12	02/19/13	$10,131 68	$8,914.26	$0.00	$1,217 42	$0.00
Security Subtotal	**423.000**			**$32,484.35**	**$29,336.74**	**$0.00**	**$3,147.61**	**$0.00**
PROSHARES SHORT RUSSELL2000	CUSIP: 74347R826		Symbol (Box 1d): RWM					
	1,023 000	08/07/13	09/11/13	$19,313 90	$19,590 45	$0 00	($276 55)	$0 00
PROSHARES SHORT 20+TREASURY	CUSIP: 74347X849		Symbol (Box 1d): TBF					
	463 000	11/21/13	12/20/13	$14,963 89	$15,239 23	$0 00	($275 34)	$0.00
QUALCOMM INC	CUSIP: 747525103		Symbol (Box 1d): QCOM					
	273 000	02/05/13	04/17/13	$17,561 94	$18,149.50	$0 00	($587 56)	$0 00
	5.000	02/05/13	04/30/13	$307.10	$332.41	$0 00	($25.31)	$0 00
	132.000	03/05/13	04/30/13	$8,107.52	$8,958.54	$0 00	($851 02)	$0.00
	136.000	03/05/13	07/05/13	$8,259.27	$9,230.01	$0.00	($970.74)	$0.00
Security Subtotal	**546.000**			**$34,235.83**	**$36,670.46**	**$0.00**	**($2,434.63)**	**$0.00**

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

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

Short Term - Covered Securities (Continued) (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)
LORD ABBET INFLATION FOCUSED	4 847	08/30/13	12/27/13	$68.68	$68 58	$0 00	$0 10	$0 00
	4 729	09/30/13	12/27/13	$67 01	$67 48	$0 00	($0 47)	$0 00
	4.532	10/31/13	12/27/13	$64.24	$64.58	$0.00	($0.34)	$0.00
Security Subtotal	**283.288**			**$4,014.20**	**$4,213.14**	**$0.00**	**($198.94)**	**$0.00**
LOWES COMPANIES INC	**CUSIP:** 548661107		**Symbol (Box 1d):** LOW					
	484 000	02/05/13	04/17/13	$18,223 50	$18,539 81	$0 00	($316.31)	$0 00
MARKET VECTORS GOLD MINERS	**CUSIP:** 57060U100		**Symbol (Box 1d):** GDX					
	294 000	05/08/13	05/16/13	$7,893 75	$8,901.17	$0.00	($1,007 42)	$0 00
MARKET VECTORS RUSSIA ETF RUSS	**CUSIP:** 57060U506		**Symbol (Box 1d):** RSX					
	582 000	01/02/13	02/20/13	$17,212 03	$17,672 60	$0 00	($460 57)	$0 00
PERMANENT PORTFOLIO INC	**CUSIP:** 714199106		**Symbol (Box 1d):** PRPFX					
	12 807	12/05/12	06/14/13	$601 42	$619 49	$0.00	($18 07)	$0 00
	17.076	12/05/12	06/14/13	$801.89	$825 99	$0.00	($24.10)	$0.00
Security Subtotal	**29.883**			**$1,403.31**	**$1,445.48**	**$0.00**	**($42.17)**	**$0.00**
POWER SHARES EMRGING MKTS TECH	**CUSIP:** 73936Q207		**Symbol (Box 1d):** PIE					
	312 000	03/06/13	08/30/13	$5,172 25	$6,250 73	$0 00	($1,078 48)	$0 00
POWERSHARES QQQ TR	**CUSIP:** 73935A104		**Symbol (Box 1d):** QQQ					
	280 000	09/07/12	04/19/13	$19,056 37	$19,434 80	$0 00	($378 43)	$0 00
	155 000	11/30/12	04/19/13	$10,549.06	$10,200 83	$0.00	$348 23	$0.00
Security Subtotal	**435.000**			**$29,605.43**	**$29,635.63**	**$0.00**	**($30.20)**	**$0.00**

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

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

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ISHARES MSCI EMERGING MKTS FD	CUSIP: 464287234	Symbol (Box 1d): EEM						
	455 000	11/29/12	01/31/13	$20,078 70	$19,000 80	$0 00	$1,077 90	$0 00
	646 000	12/12/12	01/31/13	$28,507 34	$27,991 12	$0 00	$516 22	$0 00
	249.000	12/20/12	01/31/13	$10,988.12	$10,893.73	$0.00	$94.39	$0.00
Security Subtotal	**1,350.000**			**$59,574.16**	**$57,885.65**	**$0.00**	**$1,688.51**	**$0.00**
ISHARES MSCI JAPAN ETF	CUSIP: 464286848	Symbol (Box 1d): EWJ						
	2,718 000	02/25/13	04/03/13	$28,484 82	$27,614 88	$0 00	$869 94	$0 00
	2,442 000	10/10/13	11/07/13	$28,448 80	$29,108 64	$0.00	($659 84)	$0.00
Security Subtotal	**5,160.000**			**$56,933.62**	**$56,723.52**	**$0.00**	**$210.10**	**$0.00**
KELLOGG CO	CUSIP: 487836108	Symbol (Box 1d): K						
	162 000	12/03/12	02/21/13	$9,627 95	$8,945 36	$0 00	$682 59	$0 00
	144.000	12/20/12	02/21/13	$8,558.17	$8,157.73	$0.00	$400.44	$0.00
Security Subtotal	**306.000**			**$18,186.12**	**$17,103.09**	**$0.00**	**$1,083.03**	**$0.00**
LORD ABBET INFLATION FOCUSED F	CUSIP: 54400U403	Symbol (Box 1d): LIFFX						
	235.494	12/27/12	12/27/13	$3,336 95	$3,518 28	$0 00	($181 33)	$0 00
	2 360	12/31/12	12/27/13	$33 44	$35 24	$0.00	($1 80)	$0 00
	4 218	01/31/13	12/27/13	$59 77	$63 27	$0 00	($3 50)	$0 00
	4.439	02/28/13	12/27/13	$62 90	$66 19	$0 00	($3 29)	$0 00
	4.370	03/28/13	12/27/13	$61.92	$65.07	$0.00	($3.15)	$0.00
	4 535	04/30/13	12/27/13	$64.26	$66.93	$0.00	($2.67)	$0.00
	4 442	05/31/13	12/27/13	$62.94	$64.54	$0.00	($1 60)	$0 00
	4 723	06/28/13	12/27/13	$66.92	$67.12	$0.00	($0 20)	$0 00
	4.599	07/31/13	12/27/13	$65.17	$65.86	$0.00	($0 69)	$0 00

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INTL BUSINESS MACHINES CORP	CUSIP: 459200101		Symbol (Box 1d): IBM					
	71 000	03/12/13	07/05/13	$13,801 63	$14,923 70	$0 00	($1,122 07)	$0 00
	6 000	03/19/13	07/05/13	$1,166 34	$1,285 77	$0 00	($119 43)	$0 00
	77.000	03/19/13	07/08/13	$15,007.32	$16,500.74	$0.00	($1,493.42)	$0.00
Security Subtotal	**154.000**			**$29,975.29**	**$32,710.21**	**$0.00**	**($2,734.92)**	**$0.00**
INVESCO BALANCED-RISK ALLOC Y	CUSIP: 00141V697		Symbol (Box 1d): ABRYX					
	2,281 632	12/05/12	07/11/13	$28,588 85	$30,026 28	$0 00	($1,437 43)	$0 00
	25 404	12/07/12	07/11/13	$318 31	$318 06	$0 00	$0 25	$0 00
	38 526	12/07/12	07/11/13	$482 73	$482 34	$0 00	$0 39	$0 00
	56 075	12/07/12	07/11/13	$702.62	$702 06	$0 00	$0.56	$0 00
	1,482 053	12/12/12	07/11/13	$18,570 13	$18,570 12	$0 00	$0 01	$0 00
	1,450 701	12/12/12	11/05/13	$18,583 47	$18,177 28	$0 00	$406 19	$0 00
	549 068	12/27/12	11/05/13	$7,033 57	$6,879 82	$0.00	$153 75	$0 00
	1,978 032	12/27/12	12/27/13	$23,538 58	$24,784.72	$0.00	($1,246 14)	$0 00
Security Subtotal	**7,861.491**			**$97,818.26**	**$99,940.68**	**$0.00**	**($2,122.42)**	**$0.00**
ISHARES FTSE/CHINA 25 INDEX FD	CUSIP: 464287184		Symbol (Box 1d): FXI					
	515 000	11/29/12	01/31/13	$21,306 20	$19,013 80	$0 00	$2,292 40	$0 00
	327 000	01/04/13	01/31/13	$13,528 40	$13,557 39	$0 00	($28 99)	$0 00
Security Subtotal	**842.000**			**$34,834.60**	**$32,571.19**	**$0.00**	**$2,263.41**	**$0.00**

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Corporate Tax Statement
Tax Year 2013

LUCY FOUNDATION
RODGER K HERRIGEL
HERRIGEL,BOLAN, LLP
PO BOX 599
MILLBURN NJ 07041-0599

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

Taxpayer ID Number: 22-2737472
Account Number: 545 012274 019

Customer Service: 866-324-6088

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

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DTE ENERGY COMPANY	CUSIP: 233331107		Symbol (Box 1d): DTE					
	290 000	02/05/13	03/04/13	$19,313 56	$18,548 95	$0 00	$764 61	$0 00
EXXON MOBIL CORP	CUSIP: 30231G102		Symbol (Box 1d): XOM					
	312 000	05/17/13	07/24/13	$29,574 00	$28,368 41	$0 00	$1,205 59	$0 00
	154 000	05/30/13	07/24/13	$14,597 42	$14,155.68	$0 00	$441.74	$0 00
Security Subtotal	**466.000**			**$44,171.42**	**$42,524.09**	**$0.00**	**$1,647.33**	**$0.00**
FORD MOTOR CO NEW	CUSIP: 345370860		Symbol (Box 1d): F					
	956 000	02/05/13	07/17/13	$16,031 84	$12,533 16	$0 00	$3,498 68	$0 00
	458 000	02/05/13	12/19/13	$6,993 54	$6,004.38	$0 00	$989 16	$0 00
	1,487 000	03/06/13	12/19/13	$22,706 09	$19,137 69	$0 00	$3,568 40	$0 00
	284 000	05/16/13	12/19/13	$4,336 60	$4,214 56	$0 00	$122 04	$0 00
Security Subtotal	**3,185.000**			**$50,068.07**	**$41,889.79**	**$0.00**	**$8,178.28**	**$0.00**
GENERAL ELECTRIC CO	CUSIP: 369604103		Symbol (Box 1d): GE					
	30 000	02/25/13	08/30/13	$695 69	$703 80	$0 00	($8 11)	$0 00
GOOGLE INC-CL A	CUSIP: 38259P508		Symbol (Box 1d): GOOG					
	22 000	02/25/13	08/30/13	$18,645 95	$17,724 12	$0 00	$921 83	$0 00
	1.000	03/04/13	08/30/13	$847.54	$812.46	$0.00	$35.08	$0.00
Security Subtotal	**23.000**			**$19,493.49**	**$18,536.58**	**$0.00**	**$956.91**	**$0.00**
ILL TOOL WORKS INC	CUSIP: 452308109		Symbol (Box 1d): ITW					
	161.000	09/07/12	03/04/13	$9,903 44	$9,745 94	$0 00	$157.50	$0.00
	161.000	09/07/12	04/08/13	$9,948.38	$9,745.94	$0.00	$202.44	$0.00
Security Subtotal	**322.000**			**$19,851.82**	**$19,491.88**	**$0.00**	**$359.94**	**$0.00**

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Morgan Stanley

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
APPLE INC	11 000	10/26/12	01/24/13	$5,061 17	$6,548.43	$0 00	($1,487 26)	$0 00
	12 000	11/07/12	01/24/13	$5,521 28	$6,755 28	$0 00	($1,234 00)	$0 00
	6 000	11/28/12	01/24/13	$2,760 64	$3,470 64	$0 00	($710 00)	$0 00
	40 000	02/26/13	03/07/13	$16,930.38	$18,041 30	$0 00	($1,110 92)	$0.00
Security Subtotal	**123.000**			**$57,864.27**	**$68,799.98**	**$0.00**	**($10,935.71)**	**$0.00**
AVG TECHNOLOGIES	**CUSIP:** N07831105		**Symbol (Box 1d):** AVG					
	1,199 000	03/07/13	03/12/13	$14,935 48	$18,739 53	$0 00	($3,804 05)	$0 00
BANK OF AMERICA CORP	**CUSIP:** 060505104		**Symbol (Box 1d):** BAC					
	1,152 000	07/05/13	09/25/13	$16,323 55	$14,964 48	$0 00	$1,359 07	$0 00
	522 000	07/09/13	09/25/13	$7,396.61	$7,041 78	$0.00	$354 83	$0 00
Security Subtotal	**1,674.000**			**$23,720.16**	**$22,006.26**	**$0.00**	**$1,713.90**	**$0.00**
BARRICK GOLD CORP	**CUSIP:** 067901108		**Symbol (Box 1d):** ABX					
	570 000	02/07/13	02/15/13	$17,910 76	$18,655 36	$0 00	($744 60)	$0 00
CHEVRON CORP	**CUSIP:** 166764100		**Symbol (Box 1d):** CVX					
	124 000	07/19/12	01/07/13	$13,567 81	$13,442 39	$0 00	$125 42	$0 00
	68 000	07/19/12	03/04/13	$7,969 32	$7,371 64	$0.00	$597 68	$0 00
	96 000	08/06/12	03/04/13	$11,250 81	$10,749.96	$0 00	$500 85	$0 00
	54 000	08/09/12	03/04/13	$6,328 58	$6,096.49	$0.00	$232.09	$0 00
	73.000	08/09/12	04/03/13	$8,596.86	$8,241 56	$0.00	$355.30	$0.00
Security Subtotal	**415.000**			**$47,713.38**	**$45,902.04**	**$0.00**	**$1,811.34**	**$0.00**
CISCO SYS INC	**CUSIP:** 17275R102		**Symbol (Box 1d):** CSCO					
	852.000	03/07/13	04/19/13	$17,423 09	$18,617.90	$0.00	($1,194 81)	$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.

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AIT ARROW DWA BALANCED A	**CUSIP:** 042765404		**Symbol (Box 1d):** DWAFX					
	2,615 417	10/15/12	01/02/13	$33,503 49	$33,032 72	$0 00	$470 77	$0 00
AMAZON COM INC	**CUSIP:** 023135106		**Symbol (Box 1d)** AMZN					
	22 000	01/14/13	04/30/13	$5,572 42	$6,010 40	$0 00	($437 98)	$0 00
	13.000	01/24/13	04/30/13	$3,292.79	$3,575.22	$0.00	($282.43)	$0.00
Security Subtotal	**35.000**			**$8,865.21**	**$9,585.62**	**$0.00**	**($720.41)**	**$0.00**
AMER INTL GP INC NEW	**CUSIP:** 026874784		**Symbol (Box 1d):** AIG					
	763 000	12/11/12	02/19/13	$29,404 29	$26,369 28	$0 00	$3,035 01	$0 00
	64 000	12/11/12	09/25/13	$3,160 62	$2,211 84	$0 00	$948 78	$0 00
	253 000	12/18/12	09/25/13	$12,494 34	$8,895 48	$0 00	$3,598 86	$0 00
Security Subtotal	**1,080.000**			**$45,059.25**	**$37,476.60**	**$0.00**	**$7,582.65**	**$0.00**
ANADARKO PETE	**CUSIP:** 032511107		**Symbol (Box 1d):** APC					
	50 000	11/28/12	02/19/13	$4,134 75	$3,629 03	$0 00	$505 72	$0 00
	143.000	11/29/12	02/19/13	$11,825 38	$10,550 73	$0.00	$1,274 65	$0 00
	107.000	12/20/12	02/19/13	$8,848 35	$8,114.31	$0.00	$734 04	$0 00
Security Subtotal	**300.000**			**$24,808.48**	**$22,294.07**	**$0.00**	**$2,514.41**	**$0.00**
ANHEUSER BUSCH INBEV SA SPON	**CUSIP:** 03524A108		**Symbol (Box 1d):** BUD					
	68 000	02/01/12	01/07/13	$5,959 39	$4,267 47	$0 00	$1,691 92	$0 00
APPLE INC	**CUSIP:** 037833100		**Symbol (Box 1d):** AAPL					
	22.000	08/13/12	01/07/13	$11,414.77	$13,799.30	$0.00	($2,384.53)	$0 00
	2.000	08/17/12	01/07/13	$1,037.71	$1,293.81	$0.00	($256.10)	$0.00
	20.000	08/17/12	01/14/13	$10,092.21	$12,938.10	$0.00	($2,845.89)	$0 00
	10 000	10/26/12	01/14/13	$5,046 11	$5,953 12	$0 00	($907 01)	$0.00

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