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Return of Private Foundation

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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE FOX FAMILY FOUNDATION		A Employer identification number 23-3092389
Number and street (or P O box number if mail is not delivered to street address) C/O 2011 RENAISSANCE BLVD	Room/suite 102	B Telephone number (610) 272-0800
City or town, state or province, country, and ZIP or foreign postal code KING OF PRUSSIA, PA 19406		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) ▶ \$ 2,342,431.	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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	7,424.	5,461.		STATEMENT 1
	4 Dividends and interest from securities	41,234.	41,234.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	125,386.			
	b Gross sales price for all assets on line 6a	967,602.			
	7 Capital gain net income (from Part IV, line 2)		125,386.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<38,402.>	<38,402.>		STATEMENT 3
	12 Total. Add lines 1 through 11	135,642.	133,679.		
	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 STMT 4	5,000.	5,000.		0.
	c Other professional fees				
	17 Interest	577.	577.		0.
	18 Taxes STMT 5	3,544.	3,544.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses STMT 6	25,640.	25,640.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	34,761.	34,761.		0.	
25 Contributions, gifts, grants paid	55,500.			55,500.	
26 Total expenses and disbursements. Add lines 24 and 25	90,261.	34,761.		55,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	45,381.				
b Net investment income (if negative, enter -0-)		98,918.			
c Adjusted net income (if negative, enter -0-)			N/A		

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			179,001.	255,906.	255,906.
	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 STMT 8			255,250.	276,540.	236,622.
	b Investments - corporate stock STMT 9			1,090,423.	968,528.	1,354,396.
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 10				308,423.	385,506.	495,507.
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)				1,833,097.	1,886,480.	2,342,431.
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 ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27 Capital stock, trust principal, or current funds			2,742,312.	2,742,312.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			<909,215.>	<855,832.>	
30 Total net assets or fund balances			1,833,097.	1,886,480.		
31 Total liabilities and net assets/fund balances			1,833,097.	1,886,480.		

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	1,833,097.
2 Enter amount from Part I, line 27a	2	45,381.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	8,002.
4 Add lines 1, 2, and 3	4	1,886,480.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,886,480.

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	967,602.	842,216.	125,386.

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			125,386.

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	125,386.
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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		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	210,000.	2,079,626.	.100980
2011	85,000.	2,475,799.	.034332
2010	154,000.	2,317,358.	.066455
2009	47,500.	2,142,893.	.022166
2008	115,000.	2,912,825.	.039481

2 Total of line 1, column (d)	2	.263414
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	.052683
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,334,229.
5 Multiply line 4 by line 3	5	122,974.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	989.
7 Add lines 5 and 6	7	123,963.
8 Enter qualifying distributions from Part XII, line 4	8	55,500.

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	1,978.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	1,978.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	1,978.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,514.
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	2,514.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	536.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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
c 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 XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NJ		
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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13		X
14	The books are in care of ► THE FOUNDATION Telephone no. ► (610) 272-0800 Located at ► C/O 2011 RENAISSANCE BLVD, KING OF PRUSSIA, PA ZIP+4 ► 19406			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► CAYMAN ISLANDS	16	X	Yes No

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	1b	
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		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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Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

[illegible]

0

Expenses

1	N/A	
2		
3		
4		

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

Total. Add lines 1 through 3

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	1,568,721.
b	Average of monthly cash balances	1b	268,679.
c	Fair market value of all other assets	1c	532,376.
d	Total (add lines 1a, b, and c)	1d	2,369,776.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,369,776.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,547.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,334,229.
6	Minimum investment return. Enter 5% of line 5	6	116,711.

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	116,711.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,978.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,978.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	114,733.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	114,733.
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	114,733.

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	55,500.
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	
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	55,500.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	55,500.

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				114,733.
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				
b From 2009				
c From 2010				
d From 2011				
e From 2012	92,246.			
f Total of lines 3a through e	92,246.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	55,500.			
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				55,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	59,233.			59,233.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	33,013.			
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	33,013.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	33,013.			
e Excess from 2013				

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)

- 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.

- 3 Subtract line 2d from line 2c.
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(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

[illegible]

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).)

SEE STATEMENT 12

- 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 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				
EPILEPSY FOUNDATION OF EASTERN PA 919 WALNUT STREET, SUITE 700 PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
HUNTINGTON STUDY GROUP 1303 PICO BLVD SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	GENERAL FUND	40,000.
NJ CURE HD P.O. BOX 45 METUCHEN, NJ 08440	NONE	PUBLIC CHARITY	GENERAL FUND	5,500.
PHILLY CURE HD INC. P.O. BOX 4054 PHILADELPHIA, PA 19118	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
Total			3a	55,500.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	7,424.	
4 Dividends and interest from securities			14	41,234.	
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			14	<38,402.>	
8 Gain or (loss) from sales of assets other than inventory			18	125,386.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		135,642.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	135,642.

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

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

[illegible]

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.

► Andrew Toy

11/17/14
Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH W. ROSKOS

Preparer's signature

Joseph W. Rodnos

Date

11-17-14

Check ☐ self-employed

PTIN

P00483616

Firm's name ▶ **F/B/O SERVICES, INC.**

Firm's EIN ▶ 33-1041239

Firm's address ► 2011 RENAISSANCE BLVD, SUITE 102
KING OF PRUSSIA, PA 19406

Phone no. (610) 272-0800

THE FOX FAMILY FOUNDATION

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 MORGAN STANLEY 118882 - SEE ATTACHED	P	VARIOUS	VARIOUS
b MORGAN STANLEY 118882 - SEE ATTACHED	P	VARIOUS	VARIOUS
c MORGAN STANLEY 098905 - SEE ATTACHED	P	VARIOUS	VARIOUS
d MORGAN STANLEY 098905 - SEE ATTACHED	P	VARIOUS	VARIOUS
e STIFEL NICHOLAS - SEE ATTACHED	P	VARIOUS	VARIOUS
f STIFEL NICHOLAS - SEE ATTACHED	P	VARIOUS	VARIOUS
g SPDR GOLD TRUST - PRINCIPAL PAYMENTS	P	VARIOUS	VARIOUS
h UBS 76533 - SEE ATTACHED	P	VARIOUS	VARIOUS
i UBS 76533 - SEE ATTACHED	P	VARIOUS	VARIOUS
j GNMA PL 651914X - PRINCIPAL PAYMENTS	P	VARIOUS	VARIOUS
k GNMA PL 651914X - PRINCIPAL PAYMENTS	P	VARIOUS	VARIOUS
l UBS 01006 - SEE ATTACHED	P	VARIOUS	VARIOUS
m UBS 01006 - SEE ATTACHED	P	VARIOUS	VARIOUS
n SDS/PROCIDIA - EXCESS DISTRIBUTION	P	VARIOUS	12/31/13
o GRAMERCY MEXICO LLC - PASSTHROUGH FROM PARTNERSHI	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 14,781.		12,412.	2,369.
b 146,576.		127,800.	18,776.
c 3,914.		2,859.	1,055.
d 49,273.		34,107.	15,166.
e 37,473.		38,594.	<1,121.>
f 110,846.		93,211.	17,635.
g 68.		68.	0.
h 177,744.		189,182.	<11,438.>
i 328,833.		290,812.	38,021.
j 650.		650.	0.
k 86.		86.	0.
l 15,823.		9,571.	6,252.
m 29,893.		31,552.	<1,659.>
n 42,245.			42,245.
o 8,488.			8,488.

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			2,369.
b			18,776.
c			1,055.
d			15,166.
e			<1,121.>
f			17,635.
g			0.
h			<11,438.>
i			38,021.
j			0.
k			0.
l			6,252.
m			<1,659.>
n			42,245.
o			8,488.

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

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	BOARDWALK PIPELINE PARTNERS - PASSTHROUGH FROM PA	P		
b	MAYERCAP FINANCING FUND LP - PASSTHROUGH FROM PAR	P		
c	MAYERCAP FINANCING FUND LP - PASSTHROUGH FROM PAR			
d	REGENCY ENERGY PARTNERS LP - PASSTHROUGH FROM PAR			
e	ATLAS PIPELINE PARTNERS LP - PASSTHROUGH FROM PAR			
f	ENERGY TRANSFER PARTNERS LP - PASSTHROUGH FROM PA	P		
g	OAKTREE CAPITAL GROUP LLC - PASSTHROUGH FROM PART	P		
h	OAKTREE CAPITAL GROUP LLC - PASSTHROUGH FROM PART	P		
i	PVR PARTNERS LP - PASSTHROUGH FROM PARTNERSHIP			
j	BUCKEYE PARTNERS LP - PASSTHROUGH FROM PARTNERSHI			
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 27.			27.
b 48.			48.
c		10,482.	<10,482.>
d		117.	<117.>
e		77.	<77.>
f 387.			387.
g 15.			15.
h 154.			154.
i		618.	<618.>
j		18.	<18.>
k 278.			278.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			27.
b			48.
c			<10,482.>
d			<117.>
e			<77.>
f			387.
g			15.
h			154.
i			<618.>
j			<18.>
k			278.
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	125,386.
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

Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 23-3092384
Account Number 672 118882 305
Customer Service: 866-324-6088

FOX FAMILY FOUNDATION
TACIE FOX TRUSTEE
IMS BRANDES MID CAP
2011 RENAISSANCE BLVD, SUITE 102
KING OF PRUSSIA PA 19406-2782

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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)
AAREAL BANK AG AKT EUR 8 70	20 000	04/05/13	11/06/13	\$741 23	\$417 58	\$0 00	\$323 65	\$0 00
CUSIP: D00379111 Symbol (Box 1d): AAALF								
MAGYAR TELEKOM TELECOMM ADS								
CUSIP: 559776109 Symbol (Box 1d): MYTAY								
110 000	02/21/13	12/19/13		\$751 29	\$949 98	\$198 69	(\$198 69)	\$0 00
110 000	05/10/13	12/19/13		\$751 29	\$856 00	\$104 71	(\$104 71)	\$0 00
170 000	06/12/13	12/19/13		\$1,161 08	\$1,346 40	\$185 32	(\$185 32)	\$0 00
60 000	06/21/13	12/19/13		\$409 79	\$443 87	\$34 08	(\$34 08)	\$0 00
60 000	07/12/13	12/19/13		\$409 79	\$437 95	\$28 16	(\$28 16)	\$0 00
50 000	07/22/13	12/19/13		\$341 49	\$353 88	\$12 39	(\$12 39)	\$0 00
90 000	10/29/13	12/19/13		\$614 69	\$640 33	\$25 64	(\$25 64)	\$0 00
80 000	11/11/13	12/19/13		\$546 39	\$516 10	\$0 00	\$30 29	\$0 00
40 000	11/21/13	12/19/13		\$273 21	\$249 06	\$0 00	\$24 15	\$0 00
Security Subtotal	770 000			\$5,259.02	\$5,793.57	\$588.99	(\$534.55)	\$0.00
CUSIP: 560877300 Symbol (Box 1d): MKTAY								
MAKITA CORPORATION LTD ADR NEW								
20 000	09/06/12	05/07/13		\$1,150 20	\$678 68	\$0 00	\$471 52	\$0 00
70 000	09/10/12	05/07/13		\$4,025 72	\$2,489 84	\$0 00	\$1,535 88	\$0 00
10 000	09/10/12	05/10/13		\$561 60	\$355 69	\$0 00	\$205 91	\$0 00
10 000	09/13/12	05/10/13		\$561 60	\$368 30	\$0 00	\$193 30	\$0 00
30 000	09/13/12	05/13/13		\$1,686.36	\$1,104.90	\$0 00	\$581.46	\$0 00
Security Subtotal	140 000			\$7,985.48	\$4,997.41	\$0.00	\$2,988.07	\$0.00

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Corporate Tax Statement Tax Year 2013

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

FOX FAMILY FOUNDATION
TACIE FOX TRUSTEE

IMS BRANDES MID CAP
2011 RENAISSANCE BLVD, SUITE 102
KING OF PRUSSIA PA 19406-2782

Identification Number 26-4310632

Taxpayer ID Number 23-3092384
Account Number 672 118882 305

Customer Service: 866-324-6088

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

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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)

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: 670851203 Symbol (Box 1d): OIBR								
OI SA SPN ADR	100 000	02/22/13	12/19/13	\$161 20	\$362 54	\$0 00	(\$201 34)	\$0 00
	100 000	03/25/13	12/19/13	\$161 20	\$290 98	\$0 00	(\$129 78)	\$0 00
	270 000	06/12/13	12/19/13	\$435 22	\$549 86	\$0 00	(\$114 64)	\$0 00
Security Subtotal	470 000			\$757 62	\$1,203 38	\$0 00	(\$445 76)	\$0 00
Total Short Term Covered Securities				\$14,743.35	\$12,411.94	\$588.99	\$2,331.41	\$0.00

Corporate Tax Statement Tax Year 2013

FOX FAMILY FOUNDATION
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2011 RENAISSANCE BLVD, SUITE 102
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Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number. 23-3092384
Account Number. 672 118882 305

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 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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ERSTE GROUP BANK AG SPONS ADR	CUSIP: 296036304	Symbol (Box 1d): EBKDY						
	0.000	08/14/13	08/14/13	\$13.27	\$0.00	\$0.00	\$13.27	\$0.00
FIRST PAC LTD SP ADR	CUSIP: 335889200	Symbol (Box 1d): FPAFY						
	0.000	07/10/13	07/10/13	\$24.47	\$0.00	\$0.00	\$24.47	\$0.00
Total Short Term Noncovered Securities				\$37.74	\$0.00	\$0.00	\$37.74	\$0.00
Total Short Term Covered and Noncovered Securities				\$14,781.09	\$12,411.94	\$588.99	\$2,369.15	\$0.00

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number 26-4310632Taxpayer ID Number 23-3092384
Account Number 672 118882 305

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 - 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)
AAREAL BANK AG AKT EUR 8 70	40 000	03/07/12	11/06/13	\$1,482.45	\$806.29	\$0.00	\$676.16	\$0.00
AEGON NV ADR								
		CUSIP: 007924103	Symbol (Box 1d): AEG					
	0 016	09/19/11	06/14/13	\$0.10	\$0.06	\$0.00	\$0.04	\$0.00
	0.380	09/19/11	09/13/13	\$2.85	\$1.44	\$0.00	\$1.41	\$0.00
Security Subtotal	0.396			\$2.95	\$1.50	\$0.00	\$1.45	\$0.00
ARGO GROUP INTL HLDGS LTD								
		CUSIP: G0464B107	Symbol (Box 1d): AGII					
	35 000	04/01/11	11/13/13	\$1,497.63	\$979.35	\$0.00	\$518.28	\$0.00
CIMENTS FRANCAIS UNSPON ADR								
		CUSIP: 17185G303	Symbol (Box 1d): CMSAY					
	100 000	04/21/11	12/19/13	\$1,795.97	\$2,650.00	\$0.00	(\$854.03)	\$0.00
	60 000	12/01/11	12/19/13	\$1,077.58	\$1,164.00	\$0.00	(\$86.42)	\$0.00
Security Subtotal	160 000			\$2,873.55	\$3,814.00	\$0.00	(\$940.45)	\$0.00
FINMECCANICA SPA ROMA NEW								
		CUSIP: T4502J151	Symbol (Box 1d): FINMIF					
	140 000	01/12/11	12/20/13	\$1,016.70	\$1,613.81	\$0.00	(\$597.11)	\$0.00
	150 000	01/14/11	12/20/13	\$1,089.33	\$1,786.35	\$0.00	(\$697.02)	\$0.00
	110 000	02/23/11	12/20/13	\$798.84	\$1,348.14	\$0.00	(\$549.30)	\$0.00
	60 000	06/02/11	12/20/13	\$435.73	\$738.92	\$0.00	(\$303.19)	\$0.00
	100 000	07/11/11	12/20/13	\$726.22	\$1,073.42	\$0.00	(\$347.20)	\$0.00
	90 000	08/05/11	12/20/13	\$653.59	\$600.09	\$0.00	\$53.50	\$0.00
Security Subtotal	650 000			\$4,720.41	\$7,160.73	\$0.00	(\$2,440.32)	\$0.00
HOME RETAIL GRP PLC								
		CUSIP: G4581D103	Symbol (Box 1d): HMRLF					
	800 000	07/25/11	11/06/13	\$2,574.51	\$1,792.40	\$0.00	\$782.11	\$0.00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

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

FOX FAMILY FOUNDATION
TACIE FOX TRUSTEE
IMS BRANDES MID CAP
2011 RENAISSANCE BLVD, SUITE 102
KING OF PRUSSIA PA 19406-2782

Identification Number

26-4310632

Taxpayer ID Number

23-3092384
Account Number
672 118882 305

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 - 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)
CUSIP: T62283139 Symbol (Box 1d): ITSMF								
ITALMOBILIARE SPA-RNC	50.000	02/22/11	12/19/13	\$927.48	\$1,264.17	\$0.00	(\$336.69)	\$0.00
	40.000	03/15/11	12/19/13	\$741.98	\$1,016.01	\$0.00	(\$274.03)	\$0.00
Security Subtotal	90.000			\$1,669.46	\$2,280.18	\$0.00	(\$610.72)	\$0.00
CUSIP: G4984A110 Symbol (Box 1d): ITVPF								
ITV PLC GBP 10 ORD	1,040.000	09/08/11	07/10/13	\$2,330.70	\$914.89	\$0.00	\$1,415.81	\$0.00
	700.000	09/09/11	07/10/13	\$1,568.74	\$620.27	\$0.00	\$948.47	\$0.00
Security Subtotal	1,740.000			\$3,899.44	\$1,535.16	\$0.00	\$2,364.28	\$0.00
CUSIP: H50524133 Symbol (Box 1d): LZAGF								
LONZA GROUP AG CHF1 ORD	50.000	05/27/11	01/17/13	\$3,004.21	\$4,314.22	\$0.00	(\$1,310.01)	\$0.00
	10.000	06/15/11	01/17/13	\$600.84	\$811.72	\$0.00	(\$210.88)	\$0.00
	10.000	07/05/11	05/08/13	\$750.34	\$789.71	\$0.00	(\$39.37)	\$0.00
	20.000	07/11/11	05/08/13	\$1,500.69	\$1,605.85	\$0.00	(\$105.16)	\$0.00
	10.000	08/25/11	05/15/13	\$759.02	\$616.27	\$0.00	\$142.75	\$0.00
	10.000	03/07/12	05/15/13	\$759.01	\$487.72	\$0.00	\$271.29	\$0.00
	20.000	03/07/12	07/24/13	\$1,606.65	\$975.44	\$0.00	\$631.21	\$0.00
	20.000	03/12/12	10/17/13	\$1,655.53	\$992.37	\$0.00	\$663.16	\$0.00
	20.000	04/30/12	10/17/13	\$1,655.52	\$903.58	\$0.00	\$751.94	\$0.00
Security Subtotal	170.000			\$12,291.81	\$11,496.88	\$0.00	\$794.93	\$0.00
CUSIP: 559222401 Symbol (Box 1d): MGA								
MAGNA INTERNATIONAL INC	10.000	04/15/11	08/21/13	\$805.11	\$457.50	\$0.00	\$347.61	\$0.00
	10.000	04/15/11	08/29/13	\$780.07	\$457.50	\$0.00	\$322.57	\$0.00
	10.000	09/02/11	08/29/13	\$780.07	\$360.93	\$0.00	\$419.14	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 23-3092384
Account Number 672 118882 305
Customer Service: 866-324-6088

FOX FAMILY FOUNDATION
TACIE FOX TRUSTEE
IMS BRANDES MID CAP
2011 RENAISSANCE BLVD, SUITE 102
KING OF PRUSSIA PA 19406-2782

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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 (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)
MAGNA INTERNATIONAL INC	30.000	09/02/11	09/18/13	\$2,512.42	\$1,082.79	\$0.00	\$1,429.63	\$0.00
	30.000	01/05/12	09/18/13	\$2,512.42	\$1,001.61	\$0.00	\$1,510.81	\$0.00
Security Subtotal	90.000			\$7,390.09	\$3,360.33	\$0.00	\$4,029.76	\$0.00
MAGYAR TELEKOM TELECOMM ADS								
	60.000	01/26/11	12/19/13	\$409.79	\$833.91	\$424.12	(\$424.12)	\$0.00
	80.000	05/11/11	12/19/13	\$546.39	\$1,199.14	\$652.75	(\$652.75)	\$0.00
Security Subtotal	140.000			\$956.18	\$2,033.05	\$1,076.87	(\$1,076.87)	\$0.00
PANALPINA WELTTRANSPORT								
	10.000	10/19/11	08/28/13	\$1,463.69	\$907.89	\$0.00	\$555.80	\$0.00
	10.000	10/19/11	09/11/13	\$1,535.41	\$907.89	\$0.00	\$627.52	\$0.00
Security Subtotal	20.000			\$2,999.10	\$1,815.78	\$0.00	\$1,183.32	\$0.00
PEOPLE'S FOOD HLDG HKD 5 ORD								
	2,000.000	03/15/11	11/19/13	\$1,922.56	\$1,213.40	\$0.00	\$709.16	\$0.00
	3,000.000	04/18/12	11/19/13	\$2,883.85	\$1,447.50	\$0.00	\$1,436.35	\$0.00
Security Subtotal	5,000.000			\$4,806.41	\$2,660.90	\$0.00	\$2,145.51	\$0.00
SEIKO EPSON CORP SUWA UNSP ADR								
	100.000	02/07/12	10/09/13	\$878.68	\$642.28	\$0.00	\$236.40	\$0.00
	280.000	08/06/12	10/09/13	\$2,460.32	\$903.31	\$0.00	\$1,557.01	\$0.00
Security Subtotal	380.000			\$3,339.00	\$1,545.59	\$0.00	\$1,793.41	\$0.00

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Corporate Tax Statement Tax Year 2013

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

FOX FAMILY FOUNDATION
TACIE FOX TRUSTEE
IMS BRANDES MID CAP
2011 RENAISSANCE BLVD, SUITE 102
KING OF PRUSSIA PA 19406-2782

Identification Number 26-4310632

Taxpayer ID Number 23-3092384
Account Number 672 118882 305

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 - 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)
STMICROELECTRONICS NV CUSIP: 861012102 Symbol (Box 1d): STM								
	210 000	08/11/11	01/10/13	\$1,641.72	\$1,368.74	\$0.00	\$272.98	\$0.00
	170 000	08/11/11	02/01/13	\$1,537.22	\$1,108.03	\$0.00	\$429.19	\$0.00
	180 000	12/08/11	02/01/13	\$1,627.65	\$1,071.67	\$0.00	\$555.98	\$0.00
Security Subtotal	560 000			\$4,806.59	\$3,548.44	\$0.00	\$1,258.15	\$0.00
TELEPERFORMANCE SHS CUSIP: F9120F106 Symbol (Box 1d): TLPFF								
	0 911	08/05/11	07/03/13	\$44.63	\$23.15	\$0.00	\$21.48	\$0.00
THOMAS COOK GROUP PLC CUSIP: G88471100 Symbol (Box 1d): TCKGF								
	260 000	03/28/11	01/24/13	\$223.13	\$697.58	\$0.00	(\$474.45)	\$0.00
	320 000	06/15/11	01/24/13	\$274.62	\$706.18	\$0.00	(\$431.56)	\$0.00
Security Subtotal	580 000			\$497.75	\$1,403.76	\$0.00	(\$906.01)	\$0.00
TRAVIS PERKINS PLC 10P ORD CUSIP: G90202105 Symbol (Box 1d): TVPKF								
	70 000	08/19/11	04/03/13	\$1,547.02	\$859.44	\$0.00	\$687.58	\$0.00
	10 000	08/24/11	04/03/13	\$221.00	\$125.32	\$0.00	\$95.68	\$0.00
	200 000	08/24/11	07/17/13	\$4,929.91	\$2,506.30	\$0.00	\$2,423.61	\$0.00
	60 000	12/05/11	07/17/13	\$1,478.97	\$801.43	\$0.00	\$677.54	\$0.00
Security Subtotal	340 000			\$8,176.90	\$4,292.49	\$0.00	\$3,884.41	\$0.00
TURKIYE VAKIFLAR BANKASI TAO CUSIP: 90015N103 Symbol (Box 1d): TKVY								
	100 000	01/13/11	03/13/13	\$3,178.24	\$2,729.08	\$0.00	\$449.16	\$0.00
	20 000	12/01/11	03/13/13	\$635.65	\$293.82	\$0.00	\$341.83	\$0.00
	30 000	12/01/11	04/24/13	\$1,027.42	\$440.72	\$0.00	\$586.70	\$0.00
	60 000	03/29/12	04/24/13	\$2,054.85	\$1,130.44	\$0.00	\$924.41	\$0.00
Security Subtotal	210 000			\$6,896.16	\$4,594.06	\$0.00	\$2,302.10	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

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

New York, NY 10004
Identification Number

26-4310632

FOX FAMILY FOUNDATION
TACIE FOX TRUSTEE

IMS BRANDES MID CAP
2011 RENAISSANCE BLVD, SUITE 102
KING OF PRUSSIA PA 19406-2782

Taxpayer ID Number

23-3092384
Account Number

672 118882 305

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 - 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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
YAMAHAMA MOTOR CO LTD JPY COMMON	100.000	05/22/12	12/04/13	\$1,539.76	\$973.59	\$0.00	\$566.17	\$0.00
CUSIP: J95776126 Symbol (Box 1d): YAMHF				\$72,464.78	\$56,117.63	\$1,076.87	\$16,347.15	\$0.00
Total Long Term Covered Securities								

Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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Taxpayer ID Number 23-3092384
Account Number 672 118882 305

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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)
CUSIP: D00379111 Symbol (Box 1d): AALF								
AAREAL BANK AG AKT EUR 8 70	10 000	08/28/08	10/30/13	\$372 50	\$238 33	\$0 00	\$134 17	\$0 00
	40 000	09/04/08	10/30/13	\$1 490 02	\$998 13	\$0 00	\$491 89	\$0 00
	30 000	07/26/10	11/06/13	\$1 111 84	\$591 07	\$0 00	\$520 77	\$0 00
Security Subtotal	80 000			\$2 974 36	\$1 827 53	\$0 00	\$1 146 83	\$0 00
CUSIP: G0464B107 Symbol (Box 1d): AGII								
ARGO GROUP INTL HLDGS LTD	0 300	02/01/10	06/17/13	\$12 37	\$7 24	\$0 00	\$5 13	\$0 00
	58 000	03/08/06	07/11/13	\$2 568 58	\$1 695 89	\$0 00	\$872 69	\$0 00
	32 000	02/01/10	07/11/13	\$1 417 14	\$779 69	\$0 00	\$637 45	\$0 00
	44 000	02/01/10	11/13/13	\$1 882 72	\$1 072 08	\$0 00	\$810 64	\$0 00
	21 000	08/02/10	11/13/13	\$898 57	\$627 40	\$0 00	\$271 17	\$0 00
Security Subtotal	155 300			\$6 779 38	\$4 182 30	\$0 00	\$2 597 08	\$0 00
CUSIP: 151290889 Symbol (Box 1d): CX								
CEMEX SAB DE CV	90 000	03/12/10	03/13/13	\$1 096 19	\$835 07	\$0 00	\$261 12	\$0 00
	0 000	03/12/10	04/30/13	\$7 05	\$0 00	\$0 00	\$7 05	\$0 00
Security Subtotal	90 000			\$1 103 24	\$835 07	\$0 00	\$268 17	\$0 00
CUSIP: T4502J151 Symbol (Box 1d): FINMF								
FINMECCANICA SPA ROMA NEW	60 000	12/29/10	12/20/13	\$435 73	\$670 10	\$0 00	(\$234 37)	\$0 00
CUSIP: Y2573F102 Symbol (Box 1d): FLEX								
FLEXTRONICS INTL LTD	190 000	10/16/08	09/11/13	\$1 778 93	\$811 98	\$0 00	\$966 95	\$0 00
	240 000	05/14/09	09/11/13	\$2 247 08	\$783 79	\$0 00	\$1 463 29	\$0 00
Security Subtotal	430 000			\$4 026 01	\$1 595 77	\$0 00	\$2 430 24	\$0 00

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Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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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)
GRAFTON GROUP PLC UNIT								
		CUSIP: G4035Q189	Symbol (Box 1d): GROUP					
	440 000	07/28/09	03/07/13	\$2,860 82	\$1,890 00	\$0 00	\$970 82	\$0 00
	40 000	11/24/09	03/07/13	\$260 07	\$195 52	\$0 00	\$64 55	\$0 00
	230 000	11/24/09	08/08/13	\$1,878 21	\$1,124 27	\$0 00	\$753 94	\$0 00
	200 000	07/26/10	08/08/13	\$1,633 23	\$750 56	\$0 00	\$882 67	\$0 00
Security Subtotal	910 000			\$6,632 33	\$3,960 35	\$0 00	\$2,671 98	\$0 00
HOME RETAIL GRP PLC								
		CUSIP: G4581D103	Symbol (Box 1d): HMRLF					
	310 000	06/06/08	10/18/13	\$911 42	\$1,498 07	\$0 00	(\$586 65)	\$0 00
	270 000	06/12/08	10/18/13	\$793 81	\$1,113 83	\$0 00	(\$320 02)	\$0 00
	280 000	03/03/10	10/18/13	\$823 21	\$1,091 61	\$0 00	(\$268 40)	\$0 00
	170 000	07/30/10	10/18/13	\$499 81	\$636 91	\$0 00	(\$137 10)	\$0 00
	120 000	09/15/10	10/18/13	\$352 81	\$404 40	\$0 00	(\$51 59)	\$0 00
	250 000	09/15/10	11/06/13	\$804 54	\$842 50	\$0 00	(\$37 96)	\$0 00
	230 000	12/16/10	11/06/13	\$740 17	\$711 21	\$0 00	\$28 96	\$0 00
Security Subtotal	1,630 000			\$4,925 77	\$6,298 53	\$0 00	(\$1,372 76)	\$0 00
ITALMOBILIARE SPA-RNC								
		CUSIP: T62283139	Symbol (Box 1d): ITSMF					
	40 000	07/09/08	12/19/13	\$741 99	\$1,867 44	\$0 00	(\$1,125 45)	\$0 00
	30 000	06/05/09	12/19/13	\$556 49	\$760 13	\$0 00	(\$203 64)	\$0 00
Security Subtotal	70 000			\$1,298 48	\$2,627 57	\$0 00	(\$1,329 09)	\$0 00
ITV PLC GBP 10 ORD								
		CUSIP: G4984A110	Symbol (Box 1d): ITVPF					
	300 000	05/16/08	07/03/13	\$665 84	\$365 49	\$0 00	\$300 35	\$0 00
	1,270 000	06/25/10	07/03/13	\$2,818 71	\$1,021 59	\$0 00	\$1,797 12	\$0 00
	400 000	06/25/10	07/10/13	\$896 42	\$321 76	\$0 00	\$574 66	\$0 00
Security Subtotal	1,970 000			\$4,380 97	\$1,708 84	\$0 00	\$2,672 13	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Identification Number 26-4310632
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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)
LAGARDERE GROUP SCA	CUSIP: F5485U100	Symbol (Box 1d): LGDDF						
	40 000	05/08/09	10/30/13	\$1,444.84	\$1,263.25	\$0.00	\$181.59	\$0.00
	30 000	05/12/09	10/30/13	\$1,083.63	\$976.17	\$0.00	\$107.46	\$0.00
	30 000	08/26/09	10/30/13	\$1,083.63	\$1,202.53	\$0.00	(\$118.90)	\$0.00
Security Subtotal	100,000			\$3,612.10	\$3,441.95	\$0.00	\$170.15	\$0.00
MAGNA INTERNATIONAL INC	CUSIP: 559222401	Symbol (Box 1d): MGA						
	40 000	11/04/08	08/21/13	\$3,220.46	\$668.89	\$0.00	\$2,551.57	\$0.00
MAGYAR TELEKOM TELECOMM ADS	CUSIP: 559776109	Symbol (Box 1d): MYTAY						
	70 000	06/18/04	12/19/13	\$478.09	\$1,363.60	\$0.00	(\$885.51)	\$0.00
	60 000	12/07/04	12/19/13	\$409.79	\$1,356.78	\$0.00	(\$946.99)	\$0.00
	60 000	01/24/05	12/19/13	\$409.79	\$1,356.00	\$0.00	(\$946.21)	\$0.00
	60 000	01/14/10	12/19/13	\$409.79	\$1,235.52	\$0.00	(\$825.73)	\$0.00
Security Subtotal	250,000			\$1,707.46	\$5,311.90	\$0.00	(\$3,604.44)	\$0.00
OI SA SPN ADR	CUSIP: 670851203	Symbol (Box 1d): OIBR						
	294 000	11/24/09	12/19/13	\$473.92	\$3,052.00	\$0.00	(\$2,578.08)	\$0.00
PANALPINA WELTTRANSPORT	CUSIP: H60147107	Symbol (Box 1d): PLWTF						
	10 000	09/19/08	07/31/13	\$1,432.85	\$712.39	\$0.00	\$720.46	\$0.00
	10 000	11/24/09	07/31/13	\$1,432.85	\$662.14	\$0.00	\$770.71	\$0.00
	20 000	11/24/09	08/28/13	\$2,927.38	\$1,324.28	\$0.00	\$1,603.10	\$0.00
Security Subtotal	40,000			\$5,793.08	\$2,698.81	\$0.00	\$3,094.27	\$0.00
PEOPLE'S FOOD HLDG HKD 5 ORD	CUSIP: G7000R108	Symbol (Box 1d): PFDHF						
	3,000 000	01/10/08	02/14/13	\$3,577.71	\$2,082.90	\$0.00	\$1,494.81	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza

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New York, NY 10004

Identification Number 26-4310632

FOX FAMILY FOUNDATION

TACIE FOX TRUSTEE

IMS BRANDES MID CAP

2011 RENAISSANCE BLVD, SUITE 102

KING OF PRUSSIA PA 19406-2782

Taxpayer ID Number 23-3092384

Account Number 672 118882 305

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)
CUSIP: G7S17N124 Symbol (Box 1d): PFODF								
PREMIER FOODS PLC	113 000	11/27/07	12/19/13	\$231.65	\$4,728.60	\$0.00	(\$4,496.95)	\$0.00
	35 000	01/15/08	12/19/13	\$71.75	\$1,035.37	\$0.00	(\$963.62)	\$0.00
	93 000	02/08/08	12/19/13	\$190.65	\$1,916.82	\$0.00	(\$1,726.17)	\$0.00
	313 000	10/28/09	12/19/13	\$641.64	\$1,870.80	\$0.00	(\$1,229.16)	\$0.00
	224 000	11/13/09	12/19/13	\$459.19	\$1,306.14	\$0.00	(\$846.95)	\$0.00
	348 000	06/16/10	12/19/13	\$713.39	\$1,117.78	\$0.00	(\$404.39)	\$0.00
	219 000	07/26/10	12/19/13	\$448.93	\$716.35	\$0.00	(\$267.42)	\$0.00
Security Subtotal	1,345,000			\$2,757.20	\$12,691.86	\$0.00	(\$9,934.66)	\$0.00
CUSIP: F77098105 Symbol (Box 1d): RNSDF								
RENAULT SA EUR 3 81 ORD	30 000	03/20/09	02/20/13	\$1,972.23	\$593.86	\$0.00	\$1,378.37	\$0.00
CUSIP: 81603X108 Symbol (Box 1d): SEKEY								
SEIKO EPSON CORP SUWA UNSP ADR	170 000	11/20/07	09/25/13	\$1,492.64	\$1,861.50	\$0.00	(\$368.86)	\$0.00
	100 000	12/16/08	09/25/13	\$878.02	\$731.22	\$0.00	\$146.80	\$0.00
	60 000	05/28/09	09/25/13	\$526.81	\$421.80	\$0.00	\$105.01	\$0.00
	150 000	09/16/09	09/25/13	\$1,317.04	\$1,048.23	\$0.00	\$268.81	\$0.00
	170 000	06/16/10	09/25/13	\$1,492.65	\$1,101.75	\$0.00	\$390.90	\$0.00
	30 000	06/16/10	10/09/13	\$263.60	\$194.43	\$0.00	\$69.17	\$0.00
Security Subtotal	680,000			\$5,970.76	\$5,358.93	\$0.00	\$611.83	\$0.00
CUSIP: F9120F106 Symbol (Box 1d): TLPFF								
TELEPERFORMANCE SHS	70 000	09/08/10	03/06/13	\$2,951.00	\$1,737.28	\$0.00	\$1,213.72	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

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

FOX FAMILY FOUNDATION
TACIE FOX TRUSTEE

IMS BRANDES MID CAP
2011 RENAISSANCE BLVD, SUITE 102
KING OF PRUSSIA PA 19406-2782

New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number 23-3092384
Account Number 672 118882 305

Customer Service: 866-324-6088

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

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

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

Long Term - Noncovered Securities # (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)
CUSIP: G88471100 Symbol (Box 1d): TCKGF								
THOMAS COOK GROUP PLC	960 000	07/01/10	01/24/13	\$823 85	\$2,596 90	\$0 00	(\$1,773 05)	\$0 00
	430 000	11/12/10	01/24/13	\$369 02	\$1,296 36	\$0 00	(\$927 34)	\$0 00
	410 000	12/16/10	01/24/13	\$351 85	\$1,162 47	\$0 00	(\$810 62)	\$0 00
Security Subtotal	1,800,000			\$1,544.72	\$5,055.73	\$0.00	(\$3,511.01)	\$0.00
CUSIP: 977874205 Symbol (Box 1d): WTKWY								
WOLTERS KLUWER NV SPON ADR	60 000	07/08/09	10/31/13	\$1,634 78	\$1,034 40	\$0 00	\$600 38	\$0 00
	40,000	11/24/09	10/31/13	\$1,089 85	\$895 28	\$0 00	\$194 57	\$0 00
Security Subtotal	100,000			\$2,724.63	\$1,929.68	\$0.00	\$794.95	\$0.00

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Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza

8th Floor

New York, NY 10004

Identification Number 26-4310632

FOX FAMILY FOUNDATION
TACIE FOX TRUSTEE

IMS BRANDES MID CAP
2011 RENAISSANCE BLVD, SUITE 102

KING OF PRUSSIA PA 19406-2782

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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)
YAMAHA MOTOR CO LTD JPY COMMON CUSIP: J95776126 Symbol (Box 1d): YAMHF								
	100.000	07/01/09	05/22/13	\$1,749.97	\$1,107.70	\$0.00	\$642.27	\$0.00
	100.000	07/17/09	05/22/13	\$1,749.97	\$1,033.61	\$0.00	\$716.36	\$0.00
	100.000	10/13/09	05/22/13	\$1,749.96	\$1,211.60	\$0.00	\$538.36	\$0.00
Security Subtotal	300.000			\$5,249.90	\$3,352.91	\$0.00	\$1,896.99	\$0.00
Total Long Term Noncovered Securities				\$74,111.44	\$71,682.76	\$0.00	\$2,428.68	\$0.00
Total Long Term Covered and Noncovered Securities				\$146,576.22	\$127,800.39	\$1,076.87	\$18,775.83	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$161,357.31	\$140,212.33	\$1,665.86	\$21,144.98	\$0.00

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	\$161,357.31
Total Cost or Other Basis (Box 3)	\$68,529.57
Total Wash Sale Loss Disallowed (Box 5)	\$1,665.86
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

Corporate Tax Statement Tax Year 2013

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

New York, NY 10004
Identification Number: 26-4310632

THE FOX FAMILY FOUNDATION
3009 44TH PLACE NW
WASHINGTON DC 20016-3556

Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287

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)
ALLEGHANY CP DELAWARE	CUSIP: 017175100	Symbol (Box 1d): Y						
	1.000	03/29/12	03/05/13	\$380.79	\$329.66	\$0.00	\$51.13	\$0.00
CDW CORPORATION	CUSIP: 12514G108	Symbol (Box 1d): CDW						
	26.000	07/10/13	10/24/13	\$565.48	\$499.27	\$0.00	\$66.21	\$0.00
MARATHON PETROLEUM CORP	CUSIP: 56585A102	Symbol (Box 1d): MPC						
	2.000	07/19/12	01/04/13	\$124.71	\$94.34	\$0.00	\$30.37	\$0.00
	22.000	07/19/12	07/01/13	\$1,573.87	\$1,037.78	\$0.00	\$536.09	\$0.00
	12.000	07/24/12	07/01/13	\$858.48	\$545.16	\$0.00	\$313.32	\$0.00
Security Subtotal	36.000			\$2,557.06	\$1,677.28	\$0.00	\$879.78	\$0.00
WASHINGTON POST COMPANY CL B	CUSIP: 939640108	Symbol (Box 1d):						
	1.000	08/08/12	03/11/13	\$410.66	\$352.67	\$0.00	\$57.99	\$0.00
Total Short Term Covered Securities				\$3,913.99	\$2,858.88	\$0.00	\$1,055.11	\$0.00

Corporate Tax Statement
Tax Year 2013

THE FOX FAMILY FOUNDATION
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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)
ALLEGHANY CP DELAWARE	CUSIP: 017175100	Symbol (Box 1d): Y						
	1.000	03/29/12	10/21/13	\$408.68	\$329.66	\$0.00	\$79.02	\$0.00
ALLIANT TECHSYSTEM	CUSIP: 018804104	Symbol (Box 1d): ATK						
	5.000	06/02/11	05/09/13	\$368.86	\$349.61	\$0.00	\$19.25	\$0.00
BED BATH & BEYOND INC	CUSIP: 075896100	Symbol (Box 1d): BBBY						
	3.000	03/04/11	12/11/13	\$233.11	\$144.16	\$0.00	\$88.95	\$0.00
CABLEVISION SYSTEMS CORP	CUSIP: 12686C109	Symbol (Box 1d): CVC						
	10.000	04/06/11	12/13/13	\$164.09	\$243.81	\$0.00	(\$79.72)	\$0.00
	10.000	05/04/11	12/13/13	\$164.09	\$248.10	\$0.00	(\$84.01)	\$0.00
	10.000	07/15/11	12/13/13	\$164.08	\$260.14	\$0.00	(\$96.06)	\$0.00
Security Subtotal	30.000			\$492.26	\$752.05	\$0.00	(\$259.79)	\$0.00
CAPITOL FEDERAL FINL INC NEW	CUSIP: 14057J101	Symbol (Box 1d): CFFN						
	45.000	06/02/11	07/08/13	\$557.22	\$528.39	\$0.00	\$28.83	\$0.00
	5.000	11/28/11	07/08/13	\$61.91	\$54.81	\$0.00	\$7.10	\$0.00
Security Subtotal	50.000			\$619.13	\$583.20	\$0.00	\$35.93	\$0.00
CHARLES SCHWAB NEW	CUSIP: 808513105	Symbol (Box 1d): SCHW						
	16.000	02/06/12	04/01/13	\$278.95	\$203.95	\$0.00	\$75.00	\$0.00
	22.000	02/06/12	07/03/13	\$471.76	\$280.43	\$0.00	\$191.33	\$0.00
	17.000	02/06/12	08/07/13	\$379.35	\$216.69	\$0.00	\$162.66	\$0.00
	13.000	02/24/12	08/07/13	\$290.09	\$173.64	\$0.00	\$116.45	\$0.00
	37.000	02/24/12	09/19/13	\$768.17	\$494.20	\$0.00	\$273.97	\$0.00
	35.000	02/24/12	10/14/13	\$767.33	\$467.49	\$0.00	\$299.84	\$0.00
Security Subtotal	140.000			\$2,955.65	\$1,836.40	\$0.00	\$1,119.25	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number:THE FOX FAMILY FOUNDATION
3009 44TH PLACE NW
WASHINGTON DC 20016-3556

26-4310632

Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287

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 - 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)
CHUBB CORP	CUSIP: 171232101	Symbol (Box 1d): CB						
	6,000	07/18/11	12/11/13	\$561.93	\$367.99	\$0.00	\$193.94	\$0.00
CIGNA CORPORATION COM	CUSIP: 125509109	Symbol (Box 1d): CI						
	4,000	12/09/11	10/14/13	\$316.06	\$170.08	\$0.00	\$145.98	\$0.00
DARDEN RESTAURANTS	CUSIP: 237194105	Symbol (Box 1d): DRI						
	5,000	02/09/11	10/14/13	\$252.60	\$246.32	\$0.00	\$6.28	\$0.00
	4,000	06/02/11	10/14/13	\$202.07	\$196.04	\$0.00	\$6.03	\$0.00
Security Subtotal	9,000			\$454.67	\$442.36	\$0.00	\$12.31	\$0.00
DEVON ENERGY CORP NEW	CUSIP: 25179M103	Symbol (Box 1d): DVN						
	5,000	11/28/11	12/13/13	\$296.53	\$307.16	\$0.00	(\$10.63)	\$0.00
FAMILY DOLLAR STORES	CUSIP: 307000109	Symbol (Box 1d): FDO						
	5,000	08/04/11	09/09/13	\$357.64	\$251.32	\$0.00	\$106.32	\$0.00
HERSHEY COMPANY	CUSIP: 427866108	Symbol (Box 1d): HSY						
	4,000	05/27/11	09/09/13	\$363.71	\$219.84	\$0.00	\$143.87	\$0.00
IDEX CORPORATION DELAWARE	CUSIP: 45167R104	Symbol (Box 1d): IEX						
	4,000	10/02/12	12/11/13	\$280.79	\$164.90	\$0.00	\$115.89	\$0.00
INVESCO LTD	CUSIP: G491BT108	Symbol (Box 1d): IVZ						
	15,000	02/14/11	07/22/13	\$494.84	\$386.99	\$0.00	\$107.85	\$0.00
	1,000	02/28/11	07/22/13	\$32.99	\$26.75	\$0.00	\$6.24	\$0.00
Security Subtotal	16,000			\$527.83	\$413.74	\$0.00	\$114.09	\$0.00

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Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorTHE FOX FAMILY FOUNDATION
3009 44TH PLACE NW
WASHINGTON DC 20016-3556New York, NY 10004
Identification Number: 26-4310632Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287

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 - 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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MARRIOTT INTL INC NEW CL A	CUSIP: 571903202	Symbol (Box 1d): MAR						
	2.000	08/01/11	08/07/13	\$82.28	\$61.22	\$0.00	\$21.06	\$0.00
MOHAWK INDUSTRIES INC	CUSIP: 608190104	Symbol (Box 1d): MHK						
	3.000	06/27/11	05/10/13	\$354.53	\$178.16	\$0.00	\$176.37	\$0.00
	2.000	06/27/11	12/06/13	\$276.61	\$118.78	\$0.00	\$157.83	\$0.00
	2.000	07/15/11	12/06/13	\$276.61	\$112.35	\$0.00	\$164.26	\$0.00
Security Subtotal	7.000			\$907.75	\$409.29	\$0.00	\$498.46	\$0.00
NISOURCE INC	CUSIP: 65473P105	Symbol (Box 1d): NI						
	13.000	09/24/12	12/27/13	\$425.04	\$333.20	\$0.00	\$91.84	\$0.00
NV ENERGY INC COM	CUSIP: 67073Y106	Symbol (Box 1d): NVENZ						
	19.000	06/20/11	06/24/13	\$445.60	\$289.26	\$0.00	\$156.34	\$0.00
	15.000	07/15/11	06/24/13	\$351.79	\$226.76	\$0.00	\$125.03	\$0.00
	13.000	07/15/11	06/28/13	\$305.07	\$196.52	\$0.00	\$108.55	\$0.00
	20.000	10/06/11	06/28/13	\$489.34	\$291.95	\$0.00	\$177.39	\$0.00
	15.000	11/03/11	06/28/13	\$352.00	\$236.87	\$0.00	\$115.13	\$0.00
	30.000	03/02/12	07/10/13	\$707.07	\$473.35	\$0.00	\$233.72	\$0.00
Security Subtotal	112.000			\$2,630.87	\$1,714.71	\$0.00	\$916.16	\$0.00
ONEOK INC NEW	CUSIP: 682680103	Symbol (Box 1d): OKE						
	10.000	04/06/11	04/08/13	\$478.51	\$336.26	\$0.00	\$142.25	\$0.00
PEOPLE'S UNITED FINANCIAL INC.	CUSIP: 712704105	Symbol (Box 1d): PBCT						
	20.000	10/06/11	08/05/13	\$303.52	\$233.97	\$0.00	\$69.55	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
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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)
RALCORP HOLDINGS NEW		CUSIP: 751028101	Symbol (Box 1d): RAH					
	3.000	04/06/11	01/14/13	\$269.63	\$176.76	\$0.00	\$92.87	\$0.00
	2.000	04/06/11	01/30/13	\$180.00	\$117.84	\$0.00	\$62.16	\$0.00
	5.000	11/03/11	01/30/13	\$450.00	\$345.60	\$0.00	\$104.40	\$0.00
Security Subtotal	10.000			\$899.63	\$640.20	\$0.00	\$259.43	\$0.00
REPUBLIC SERVICES INC		CUSIP: 760759100	Symbol (Box 1d): RSG					
	1.000	01/13/11	05/10/13	\$34.12	\$29.31	\$0.00	\$4.81	\$0.00
	9.000	01/13/11	07/26/13	\$306.59	\$263.77	\$0.00	\$42.82	\$0.00
	10.000	03/04/11	07/26/13	\$340.66	\$295.22	\$0.00	\$45.44	\$0.00
	5.000	06/02/11	07/26/13	\$170.33	\$155.60	\$0.00	\$14.73	\$0.00
Security Subtotal	25.000			\$851.70	\$743.90	\$0.00	\$107.80	\$0.00
REXNORD CORP NEW		CUSIP: 76169B102	Symbol (Box 1d): RXN					
	1.000	04/16/12	04/22/13	\$17.95	\$21.85	\$0.00	(\$3.90)	\$0.00
SEMPRA ENERGY		CUSIP: 816651109	Symbol (Box 1d): SRE					
	4.000	01/04/11	12/06/13	\$350.57	\$210.39	\$0.00	\$140.18	\$0.00
V F CORPORATION		CUSIP: 918204108	Symbol (Box 1d): VFC					
	2.000	07/13/12	10/14/13	\$392.20	\$278.08	\$0.00	\$114.12	\$0.00
	3.000	09/19/12	12/06/13	\$701.61	\$485.29	\$0.00	\$216.32	\$0.00
Security Subtotal	5.000			\$1,093.81	\$763.37	\$0.00	\$330.44	\$0.00
WILLIAMS SONOMA		CUSIP: 969904101	Symbol (Box 1d): WSM					
	6.000	12/15/11	08/07/13	\$359.53	\$222.29	\$0.00	\$137.24	\$0.00
	2.000	12/15/11	09/09/13	\$111.66	\$74.10	\$0.00	\$37.56	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorTHE FOX FAMILY FOUNDATION
3009 44TH PLACE NW
WASHINGTON DC 20016-3556New York, NY 10004
Identification Number: 26-4310632Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287

Customer Service: 866-324-6088

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

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

OMB NO. 1545-0715

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

Long Term - 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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WILLIAMS SONOMA	5,000	01/04/12	09/09/13	\$279.14	\$189.25	\$0.00	\$89.89	\$0.00
	5,000	01/04/12	12/11/13	\$291.30	\$189.25	\$0.00	\$102.05	\$0.00
	9,000	02/02/12	12/11/13	\$524.35	\$328.93	\$0.00	\$195.42	\$0.00
				\$1,565.98	\$1,003.82	\$0.00	\$562.16	\$0.00
Security Subtotal	27,000			\$17,844.46	\$12,804.65	\$0.00	\$5,039.81	\$0.00
Total Long Term Covered Securities								

Corporate Tax Statement
Tax Year 2013

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THE FOX FAMILY FOUNDATION
3009 44TH PLACE NW
WASHINGTON DC 20016-3556

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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)
ALLIANT TECHSYSTEM								
		CUSIP: 018804104		Symbol (Box 1d): ATK				
	4.000	01/09/08	04/01/13	\$284.54	\$418.40	\$0.00	(\$133.86)	\$0.00
	1.000	01/09/08	05/09/13	\$73.77	\$104.60	\$0.00	(\$30.83)	\$0.00
	5.000	10/10/08	05/09/13	\$368.87	\$375.17	\$0.00	(\$6.30)	\$0.00
	5.000	04/28/10	05/09/13	\$368.87	\$402.49	\$0.00	(\$33.62)	\$0.00
Security Subtotal	15.000			\$1,096.05	\$1,300.66	\$0.00	(\$204.61)	\$0.00
AMC NETWORKS INC CL A								
		CUSIP: 00164V103		Symbol (Box 1d): AMCX				
	4.000	05/31/07	02/06/13	\$229.95	\$126.91	\$0.00	\$103.04	\$0.00
	3.000	01/07/08	02/06/13	\$172.47	\$62.18	\$0.00	\$110.29	\$0.00
	1.000	01/07/08	03/11/13	\$59.98	\$20.73	\$0.00	\$39.25	\$0.00
	2.000	04/06/11	03/11/13	\$119.97	\$98.48	\$0.00	\$21.49	\$0.00
	2.000	05/04/11	03/11/13	\$119.97	\$100.22	\$0.00	\$19.75	\$0.00
Security Subtotal	12.000			\$702.34	\$408.52	\$0.00	\$293.82	\$0.00
AMERIPRISE FINCL INC								
		CUSIP: 03076C106		Symbol (Box 1d): AMP				
	5.000	11/11/09	02/06/13	\$329.61	\$196.51	\$0.00	\$133.10	\$0.00
	2.000	01/06/10	02/06/13	\$131.85	\$82.95	\$0.00	\$48.90	\$0.00
	3.000	01/06/10	06/07/13	\$248.44	\$124.43	\$0.00	\$124.01	\$0.00
	2.000	02/04/10	06/07/13	\$165.63	\$76.70	\$0.00	\$88.93	\$0.00
	3.000	02/04/10	08/07/13	\$267.89	\$115.06	\$0.00	\$152.83	\$0.00
	2.000	06/17/10	08/07/13	\$178.59	\$80.84	\$0.00	\$97.75	\$0.00
Security Subtotal	17.000			\$1,322.01	\$676.49	\$0.00	\$645.52	\$0.00

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Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
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Identification Number: 26-4310632THE FOX FAMILY FOUNDATION
3009 44TH PLACE NW
WASHINGTON DC 20016-3556Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287**Customer Service: 866-324-6088****This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.****1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715****Gross Proceeds less commissions and option premiums on stocks, bonds, etc.****Long Term - Noncovered Securities #** (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)
AMERISOURCEBERGEN CORP	CUSIP: 03073E105	Symbol (Box 1d): ABC						
	12.000	08/02/10	04/01/13	\$617.05	\$367.98	\$0.00	\$249.07	\$0.00
	3.000	08/02/10	10/14/13	\$187.31	\$92.00	\$0.00	\$95.31	\$0.00
	2.000	10/19/10	10/14/13	\$124.88	\$63.70	\$0.00	\$61.18	\$0.00
Security Subtotal	17.000			\$929.24	\$523.68	\$0.00	\$405.56	\$0.00
BED BATH & BEYOND INC	CUSIP: 075896100	Symbol (Box 1d): BBBY						
	3.000	04/07/10	12/11/13	\$233.11	\$134.20	\$0.00	\$98.91	\$0.00
	10.000	08/03/10	12/11/13	\$777.03	\$381.71	\$0.00	\$395.32	\$0.00
Security Subtotal	13.000			\$1,010.14	\$515.91	\$0.00	\$494.23	\$0.00
BERKLEY W R CORP	CUSIP: 084423102	Symbol (Box 1d): WRB						
	8.000	10/05/07	02/06/13	\$330.04	\$252.36	\$0.00	\$77.68	\$0.00
BROWN FORMAN CORP CL B	CUSIP: 115637209	Symbol (Box 1d): BFB						
	3.000	09/01/09	10/14/13	\$210.09	\$104.53	\$0.00	\$105.56	\$0.00
CABLEVISION SYSTEMS CORP	CUSIP: 12686C109	Symbol (Box 1d): CVC						
	5.000	01/07/08	12/13/13	\$82.04	\$68.40	\$0.00	\$13.64	\$0.00
CARLISLE CO INC	CUSIP: 142339100	Symbol (Box 1d): CSL						
	6.000	12/16/04	01/04/13	\$362.39	\$190.21	\$0.00	\$172.18	\$0.00
CBS CORP NEW CL B SHRS	CUSIP: 124857202	Symbol (Box 1d): CBS						
	9.000	12/17/10	05/10/13	\$426.10	\$168.98	\$0.00	\$257.12	\$0.00
	5.000	12/17/10	12/06/13	\$294.46	\$93.88	\$0.00	\$200.58	\$0.00
Security Subtotal	14.000			\$720.56	\$262.86	\$0.00	\$457.70	\$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)
CITY NATIONAL CORP								
	CUSIP: 178566105	Symbol (Box 1d): CYN						
	5,000	02/19/09	05/10/13	\$291.90	\$152.36	\$0.00	\$139.54	\$0.00
	1,000	09/15/09	05/10/13	\$58.38	\$38.94	\$0.00	\$19.44	\$0.00
	4,000	09/15/09	08/15/13	\$274.43	\$155.78	\$0.00	\$118.65	\$0.00
	3,000	01/05/10	08/15/13	\$205.83	\$137.31	\$0.00	\$68.52	\$0.00
Security Subtotal	13,000			\$830.54	\$484.39	\$0.00	\$346.15	\$0.00
CULLEN FROST BANKERS INC								
	CUSIP: 229899109	Symbol (Box 1d): CFR						
	8,000	02/25/08	07/15/13	\$556.51	\$428.00	\$0.00	\$128.51	\$0.00
DARDEN RESTAURANTS								
	CUSIP: 237194105	Symbol (Box 1d): DRI						
	7,000	11/02/09	10/14/13	\$353.64	\$212.44	\$0.00	\$141.20	\$0.00
DEVON ENERGY CORP NEW								
	CUSIP: 25179M103	Symbol (Box 1d): DVN						
	5,000	10/09/06	11/22/13	\$312.60	\$315.52	\$0.00	(\$2.92)	\$0.00
	5,000	01/29/08	11/22/13	\$312.60	\$420.41	\$0.00	(\$107.81)	\$0.00
	5,000	01/29/08	12/05/13	\$302.79	\$420.41	\$0.00	(\$117.62)	\$0.00
	2,000	11/21/08	12/05/13	\$121.12	\$123.22	\$0.00	(\$2.10)	\$0.00
	5,000	01/05/09	12/05/13	\$302.79	\$360.18	\$0.00	(\$57.39)	\$0.00
	2,000	06/25/09	12/05/13	\$121.12	\$113.26	\$0.00	\$7.86	\$0.00
	3,000	06/25/09	12/13/13	\$177.92	\$169.89	\$0.00	\$8.03	\$0.00
	5,000	09/29/10	12/13/13	\$296.53	\$323.53	\$0.00	(\$27.00)	\$0.00
Security Subtotal	32,000			\$1,947.47	\$2,246.42	\$0.00	(\$298.95)	\$0.00
ENERGEN CORP								
	CUSIP: 29265N108	Symbol (Box 1d): EGN						
	4,000	04/11/06	02/06/13	\$190.18	\$142.85	\$0.00	\$47.33	\$0.00
	5,000	04/11/06	06/12/13	\$266.41	\$178.57	\$0.00	\$87.84	\$0.00

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Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
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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 (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)
ENERGEN CORP	1.000	04/11/06	08/07/13	\$64.52	\$35.71	\$0.00	\$28.81	\$0.00
	5.000	08/11/08	08/07/13	\$322.60	\$269.73	\$0.00	\$52.87	\$0.00
	4.000	09/10/08	08/07/13	\$258.08	\$198.61	\$0.00	\$59.47	\$0.00
	5.000	09/10/08	10/17/13	\$420.56	\$248.26	\$0.00	\$172.30	\$0.00
	5.000	09/10/08	12/11/13	\$336.67	\$248.26	\$0.00	\$88.41	\$0.00
Security Subtotal	29.000			\$1,859.02	\$1,321.99	\$0.00	\$537.03	\$0.00
ENERGIZER HLDGS INC								
	3.000	06/23/09	02/06/13	\$264.65	\$152.96	\$0.00	\$111.69	\$0.00
	2.000	06/23/09	07/02/13	\$204.44	\$101.98	\$0.00	\$102.46	\$0.00
	1.000	07/21/09	07/02/13	\$102.22	\$58.00	\$0.00	\$44.22	\$0.00
	3.000	07/21/09	12/06/13	\$334.40	\$173.99	\$0.00	\$160.41	\$0.00
Security Subtotal	9.000			\$905.71	\$486.93	\$0.00	\$418.78	\$0.00
EQT CORPORATION COM NEW								
	6.000	09/16/08	01/04/13	\$362.44	\$244.21	\$0.00	\$118.23	\$0.00
	6.000	11/10/08	02/06/13	\$368.48	\$190.30	\$0.00	\$178.18	\$0.00
	4.000	11/10/08	09/09/13	\$342.60	\$126.87	\$0.00	\$215.73	\$0.00
	1.000	02/09/09	09/09/13	\$85.65	\$38.31	\$0.00	\$47.34	\$0.00
Security Subtotal	17.000			\$1,159.17	\$599.69	\$0.00	\$559.48	\$0.00
FORTUNE BRANDS HOME & SEC INC								
	5.000	12/20/07	10/14/13	\$200.50	\$79.97	\$0.00	\$120.53	\$0.00
	2.000	03/27/08	10/14/13	\$80.20	\$28.20	\$0.00	\$52.00	\$0.00
	3.000	03/27/08	12/06/13	\$128.37	\$42.29	\$0.00	\$86.08	\$0.00
	3.000	12/05/08	12/06/13	\$128.37	\$25.04	\$0.00	\$103.33	\$0.00
Security Subtotal	13.000			\$537.44	\$175.50	\$0.00	\$361.94	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013

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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 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)
GENUINE PARTS CO								
	CUSIP: 372460105			Symbol (Box 1d): GPC				
	5 000	10/06/06	05/10/13	\$388.89	\$220.55	\$0.00	\$168.34	\$0.00
	4 000	10/06/06	08/19/13	\$311.55	\$176.44	\$0.00	\$135.11	\$0.00
	1 000	10/06/06	12/11/13	\$81.61	\$44.11	\$0.00	\$37.50	\$0.00
	8 000	01/29/08	12/11/13	\$652.90	\$335.09	\$0.00	\$317.81	\$0.00
Security Subtotal	18 000			\$1,434.95	\$776.19	\$0.00	\$658.76	\$0.00
HUMANA INC								
	CUSIP: 444859102			Symbol (Box 1d): HUM				
	6 000	12/01/10	11/22/13	\$601.43	\$343.57	\$0.00	\$257.86	\$0.00
JARDEN CORP								
	CUSIP: 471109108			Symbol (Box 1d): JAH				
	0 500	05/12/08	03/18/13	\$21.91	\$7.27	\$0.00	\$14.64	\$0.00
MARRIOTT INTL INC NEW CL A								
	CUSIP: 571903202			Symbol (Box 1d): MAR				
	5 000	03/03/08	06/20/13	\$198.34	\$161.66	\$0.00	\$36.68	\$0.00
	12 000	07/30/08	06/20/13	\$476.01	\$300.42	\$0.00	\$175.59	\$0.00
	3 000	07/30/08	08/07/13	\$123.42	\$75.11	\$0.00	\$48.31	\$0.00
	10 000	11/10/08	08/07/13	\$411.40	\$172.95	\$0.00	\$238.45	\$0.00
Security Subtotal	30 000			\$1,209.17	\$710.14	\$0.00	\$499.03	\$0.00
OLD REPUBLIC INTL CP								
	CUSIP: 680223104			Symbol (Box 1d): ORI				
	13 000	11/09/07	02/06/13	\$150.30	\$191.24	\$0.00	(\$40.94)	\$0.00
	4 000	01/07/08	02/06/13	\$46.25	\$59.61	\$0.00	(\$13.36)	\$0.00
Security Subtotal	17 000			\$196.55	\$250.85	\$0.00	(\$54.30)	\$0.00
ONEBEACON INS GP LTD CL A								
	CUSIP: G67742109			Symbol (Box 1d): OB				
	3 000	08/06/07	07/29/13	\$41.94	\$62.55	\$0.00	(\$20.61)	\$0.00
	10 000	01/09/08	07/29/13	\$139.81	\$224.82	\$0.00	(\$85.01)	\$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)
ONEBEACON INS GP LTD CL A	15.000	08/05/08	07/29/13	\$209.71	\$278.48	\$0.00	(\$68.77)	\$0.00
	20.000	05/01/09	07/29/13	\$279.62	\$232.04	\$0.00	\$47.58	\$0.00
Security Subtotal	48.000			\$671.08	\$797.89	\$0.00	(\$126.81)	\$0.00
ONEOK INC NEW		CUSIP: 682680103 Symbol (Box 1d): OKE						
	4.000	06/01/09	04/01/13	\$193.03	\$60.00	\$0.00	\$133.03	\$0.00
	6.000	11/02/10	04/01/13	\$289.54	\$151.24	\$0.00	\$138.30	\$0.00
	4.000	11/02/10	04/08/13	\$191.41	\$100.82	\$0.00	\$90.59	\$0.00
Security Subtotal	14.000			\$673.98	\$312.06	\$0.00	\$361.92	\$0.00
PEOPLE'S UNITED FINANCIAL INC.		CUSIP: 712704105 Symbol (Box 1d): PBCT						
	10.000	03/27/08	07/10/13	\$150.49	\$178.47	\$0.00	(\$27.98)	\$0.00
	20.000	08/03/10	07/10/13	\$300.98	\$277.20	\$0.00	\$23.78	\$0.00
	7.000	09/10/10	07/10/13	\$105.34	\$91.64	\$0.00	\$13.70	\$0.00
	23.000	09/10/10	08/05/13	\$349.04	\$301.11	\$0.00	\$47.93	\$0.00
	15.000	10/20/10	08/05/13	\$227.63	\$197.39	\$0.00	\$30.24	\$0.00
	20.000	10/28/10	08/05/13	\$303.51	\$246.85	\$0.00	\$56.66	\$0.00
Security Subtotal	95.000			\$1,436.99	\$1,292.66	\$0.00	\$144.33	\$0.00
RALCORP HOLDINGS NEW		CUSIP: 751028101 Symbol (Box 1d): RAH						
	3.000	12/02/10	01/10/13	\$268.67	\$158.87	\$0.00	\$109.80	\$0.00
	3.000	12/14/10	01/10/13	\$268.66	\$160.43	\$0.00	\$108.23	\$0.00
	2.000	12/14/10	01/14/13	\$179.75	\$106.95	\$0.00	\$72.80	\$0.00
Security Subtotal	8.000			\$717.08	\$426.25	\$0.00	\$290.83	\$0.00
REPUBLIC SERVICES INC		CUSIP: 760759100 Symbol (Box 1d): RSG						
	14.000	04/03/07	01/04/13	\$417.13	\$394.63	\$0.00	\$22.50	\$0.00
	1.000	10/27/08	01/04/13	\$29.79	\$19.23	\$0.00	\$10.56	\$0.00

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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)
REPUBLIC SERVICES INC	14.000	10/27/08	02/06/13	\$436.39	\$269.26	\$0.00	\$167.13	\$0.00
	5.000	10/27/08	04/01/13	\$162.47	\$96.16	\$0.00	\$66.31	\$0.00
	7.000	04/02/09	04/01/13	\$227.46	\$127.89	\$0.00	\$99.57	\$0.00
	3.000	04/02/09	05/10/13	\$102.38	\$54.81	\$0.00	\$47.57	\$0.00
	5.000	04/30/09	05/10/13	\$170.62	\$104.27	\$0.00	\$66.35	\$0.00
	15.000	02/12/10	05/10/13	\$511.88	\$390.39	\$0.00	\$121.49	\$0.00
Security Subtotal	64.000			\$2,058.12	\$1,456.64	\$0.00	\$601.48	\$0.00
ROCK TENN CO CL A		CUSIP: 772739207	Symbol (Box 1d): RKT					
	5.000	12/16/10	03/05/13	\$441.51	\$269.81	\$0.00	\$171.70	\$0.00
	3.000	12/16/10	09/09/13	\$341.88	\$161.88	\$0.00	\$180.00	\$0.00
Security Subtotal	8.000			\$783.39	\$431.69	\$0.00	\$351.70	\$0.00
SHERWIN WILLIAMS COMPANY OHIO		CUSIP: 824348106	Symbol (Box 1d): SHW					
	1.000	04/13/10	05/10/13	\$187.82	\$72.03	\$0.00	\$115.79	\$0.00
	2.000	10/28/10	05/10/13	\$375.65	\$144.63	\$0.00	\$231.02	\$0.00
Security Subtotal	3.000			\$563.47	\$216.66	\$0.00	\$346.81	\$0.00
SMUCKER JM CO COM NEW		CUSIP: 832696405	Symbol (Box 1d): SJM					
	5.000	07/09/10	01/04/13	\$449.41	\$312.70	\$0.00	\$136.71	\$0.00
	3.000	07/09/10	07/16/13	\$318.99	\$187.62	\$0.00	\$131.37	\$0.00
	5.000	11/18/10	07/16/13	\$531.65	\$309.93	\$0.00	\$221.72	\$0.00
Security Subtotal	13.000			\$1,300.05	\$810.25	\$0.00	\$489.80	\$0.00
TELEPHONE AND DATA SYSTEMS INC		CUSIP: 879433829	Symbol (Box 1d): TDS					
	5.000	10/07/05	02/06/13	\$126.63	\$184.62	\$0.00	(\$57.99)	\$0.00
	5.000	12/08/06	02/06/13	\$126.63	\$241.16	\$0.00	(\$114.53)	\$0.00
	2.000	12/13/06	02/06/13	\$50.65	\$99.38	\$0.00	(\$48.73)	\$0.00

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Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number:THE FOX FAMILY FOUNDATION
3009 44TH PLACE NW
WASHINGTON DC 20016-3556

26-4310632

Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287

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)
TELEPHONE AND DATA SYSTEMS	3.000	12/13/06	08/08/13	\$87.08	\$149.08	\$0.00	(\$62.00)	\$0.00
	10.000	03/28/08	08/08/13	\$290.28	\$383.22	\$0.00	(\$92.94)	\$0.00
	5.000	09/09/08	08/08/13	\$145.14	\$185.42	\$0.00	(\$40.28)	\$0.00
	15.000	10/14/08	08/08/13	\$435.43	\$411.35	\$0.00	\$24.08	\$0.00
Security Subtotal	45.000			\$1,261.84	\$1,654.23	\$0.00	(\$392.39)	\$0.00
TIFFANY & COMPANY NEW								
	2.000	01/11/08	04/01/13	\$140.23	\$71.70	\$0.00	\$68.53	\$0.00
	5.000	10/01/08	04/01/13	\$350.59	\$177.30	\$0.00	\$173.29	\$0.00
	3.000	10/01/08	12/06/13	\$268.43	\$106.38	\$0.00	\$162.05	\$0.00
Security Subtotal	10.000			\$759.25	\$355.38	\$0.00	\$403.87	\$0.00
TJX COS INC NEW								
	7.000	05/08/09	07/02/13	\$353.82	\$100.46	\$0.00	\$253.36	\$0.00
	1.000	02/04/10	07/02/13	\$50.54	\$19.25	\$0.00	\$31.29	\$0.00
	7.000	02/04/10	09/09/13	\$376.57	\$134.77	\$0.00	\$241.80	\$0.00
Security Subtotal	15.000			\$780.93	\$254.48	\$0.00	\$526.45	\$0.00
TRIPADVISOR INC COM								
	6.000	11/11/09	08/07/13	\$465.28	\$156.88	\$0.00	\$308.40	\$0.00
	2.000	02/04/10	08/07/13	\$155.09	\$55.12	\$0.00	\$99.97	\$0.00
	1.000	05/04/11	08/07/13	\$77.55	\$19.99	\$0.00	\$57.56	\$0.00
	6.000	05/04/11	10/14/13	\$439.63	\$119.96	\$0.00	\$319.67	\$0.00
Security Subtotal	15.000			\$1,137.55	\$351.95	\$0.00	\$785.60	\$0.00
XCEL ENERGY INC								
	11.000	02/07/07	05/10/13	\$331.32	\$263.86	\$0.00	\$67.46	\$0.00

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

New York, NY 10004
Identification Number:

26-4310632

THE FOX FAMILY FOUNDATION
3009 44TH PLACE NW
WASHINGTON DC 20016-3556

Taxpayer ID Number: 23-3092389
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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)
XL GROUP PLC NEW	19 000	07/14/10	04/01/13	\$574 61	\$331.84	\$0.00	\$242 77	\$0.00
Total Long Term Noncovered Securities				\$31,428.07	\$21,302.84	\$0.00	\$10,125.23	\$0.00
Total Long Term Covered and Noncovered Securities				\$49,272.53	\$34,107.49	\$0.00	\$15,165.04	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$53,186.52	\$36,966.37	\$0.00	\$16,220.15	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)				\$53,186.52				
Total Cost or Other Basis (Box 3)					\$15,663.53			
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.

UBS Financial Services Inc.

1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

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ERRICOPARTNERS/CE/SK/AG/DF
212-821-7000/800-308-3140

Payer:

FOX FAMILY FOUNDATION
3009 44TH PLACE NW
WASHINGTON DC 20016-3556

2013 Consolidated Form 1099

Copy B, For Recipient

Account Number: Y1 76533 40

Tax Identification Number: 23-3092389

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

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

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

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

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

Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products.

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

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked.

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	
Description (Box 8) KINDER MORGAN INC										
Sell	1,000.0000		09/19/13	12/17/13	32,558.36	36,895.25				(4,336.89)
Description (Box 8) QEP RES INC COM										
Sell	1,000.0000		05/15/13	10/04/13	28,453.15	29,739.25				(1,286.10)
Short-term total										
Box A, Part I	2,000.0000				\$61,011.51	\$66,634.50				\$(5,622.99)

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UBS Financial Services Inc.

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

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

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

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$) (Box 1a)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) ATLAS PIPELINE PARTNERS L P MLP										
Sell	1,000.0000		05/15/13	10/15/13	36,994.10	39,666.99				(2,672.89)
Description (Box 8) PVR PARTNERS L P MLP										
Sell	1,500.0000		01/04/13	07/24/13	38,937.07	41,105.25				(2,168.18)
Description (Box 8) VANGUARD NAT RESOURCES MLP										
Sell	1,500.0000		01/31/13	02/21/13	40,801.23	41,775.00				(973.77)
Short-term total										
Box B, Part I	4,000.0000				\$116,732.40	\$122,547.24				\$5,814.84

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

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

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$) (Box 1a)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) KINDER MORGAN INC										
Sell	1,999.8000		02/14/12	12/17/13	65,110.21	66,478.60				(1,368.39)
Sell	846.2000		02/27/12	12/17/13	27,550.88	27,175.71				375.17
Sell	2,000.0000		07/30/12	12/17/13	65,116.72	72,232.26				(7,115.54)
Sub Total	4,846.0000				157,777.81	165,886.57				(8,108.76)

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WASHINGTON DC 20016-3556

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Tax Identification Number: 23-3092389

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

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

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) WTS KINDER MORGAN HOLDCO LLC EXP 05/25/17										
Sell	1,280.0000		02/27/12	09/19/13	6,143.30	2,438.40				3,704.90
Long-term total										
Box D, Part II	6,126.0000				\$163,921.11	\$169,324.97				\$(4,403.86)

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

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

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) BLOOMER WIS SCH DIST SER B FSA TAXABLE B/E/R/ 4 750 100113 DTD 051503										
Redemption	10,000.0000		06/15/05	10/01/13	10,000.00	10,115.20				(115.20)
Description (Box 8) BOARDWALK PIPELINE PARTNERS LP UNITS REPSTG LP INTERESTS										
Sell	1,500.0000		08/12/09	01/04/13	39,818.85	34,773.75				5,045.10
Description (Box 8) LINN ENERGY LLC UNITS REPSTG LTD LIABILITY CO INTS										
Sell	1,500.0000		10/23/09	01/31/13	57,098.46	37,892.85				19,205.61
Description (Box 8) UTAH CNTY MUN BLDG REV SYNC TAXABLE B/E /R/ 5 500 110114 DTD 080304										
Redemption	10,000.0000		07/30/04	11/01/13	10,000.00	10,000.00				0.00

continued next page

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

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

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$) (Box 1b)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) WTS KINDER MORGAN HOLDCO LLC EXP 05/25/17 CUSIP 49456B119 Symbol (Box 1d) KMI WS										
Sell	10,000.0000		03/27/12	09/19/13	47,994.49	29,705.25				18,289.24
Long-term total										
Box E, Part II	33,000.0000				\$164,911.80	\$122,487.05				\$42,424.75

Type of Gain/Loss: Undetermined.

Transactions reported on Form 1099-B - basis **Not** reported to the IRS and Short- or Long-Term Determination is Unknown (to Broker); Report on Form 8949, in either Part I with **Box B** checked or Part II with **Box E** checked, as appropriate.

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$) (Box 1b)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) GNMA PL 651914X 06 0000 DUE 04/15/36 FACTOR 0 070017680000 CUSIP 36292LGX6										
Return of Principal			05/15/13		48 83					Not Calculated
Return of Principal			06/17/13		106 28					Not Calculated
Return of Principal			07/15/13		62 19					Not Calculated
Return of Principal			08/15/13		95 34					Not Calculated
Return of Principal			09/16/13		175 56					Not Calculated
Return of Principal			10/15/13		95 97					Not Calculated
Return of Principal			11/15/13		64 11					Not Calculated
Return of Principal			12/16/13		2 09					Not Calculated
Sub Total					650.37					
Term Unknown total										
Box B or Box E					\$650.37					
Total					\$507,227.19					

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Account Number: Y1 76533 40
Tax Identification Number: 23-3092389

2013 Realized Gain/Loss Summary

(Includes sale proceeds not reported on Form 1099-B)

This section summarizes your realized gain/loss for transactions reported on Form 1099-B and those transactions not reported on Form 1099-B

- Transactions with box A or box D checked were reported to the IRS on Form 1099-B with cost basis
- Transactions with box B or box E checked were reported to the IRS on Form 1099-B without cost basis
- Transactions with box C or box F checked were not reported to the IRS on Form 1099-B

For transactions where term is unknown to UBS, please rely on the confirmations previously provided to you as your official record
Net gain or loss subtotal and total amounts with symbol (2) do not include tax lots where gain or loss was not calculated

Description	Sale amount	Cost/other basis	Wash sale loss disallowed	Net Gain/Loss
Short-term Gain/Loss				
Short-term totals with box A checked in Part I	61,011 51	66,634 50		(5,622 99)
Short-term totals with box B checked in Part I	116,732 40	122,547 24		(5,814 84)
Total short-term	\$177,743 91	\$189,181 74		\$(11,437 83)
Long-term Gain/Loss				
Long-term totals with box D checked in Part II	163,921 11	168,324 97		(4,403 86)
Long-term totals with box E checked in Part II	164,911 80	122,487 05		42,424 75
Total long-term	\$328,832 91	\$290,812 02		\$38,020 89
Sub Total	\$506,576 82	\$479,993 76		\$26,583 06
Term Unknown Gain/Loss				
Term unknown totals with box B or box E checked	650 37			
Totals	\$507,227 19	\$479,993 76		\$26,583 06

Details for Items Reported on Forms 1099

Dividends and Distributions Details Reported on Form 1099-DIV

Transactions shown as "Qualified Dividend" only indicate that the dividend is issuer-qualified. We do not compute the holding period required for a qualified dividend. It is the responsibility of the taxpayer to determine whether the holding period requirements have been met. To assist you, we include the ex-dividend date information if available.

Security Description	CUSIP	Activity Description	Ex Date	Payment Date	Amount
KINDER MORGAN INC	49456B101	Qualified Dividend	01/29/13	02/15/13	1,793 02
		Qualified Dividend	04/25/13	05/16/13	1,841 48
		Qualified Dividend	07/29/13	08/15/13	1,938 40
		Qualified Dividend	10/29/13	11/15/13	2,396 86
		Sub-Total:			\$7,969.76

continued next page

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ERRICOPARTNERS/CE/SK/AG/DF
212-821-7000/800-308-3140

Payer:

FOX FAMILY FOUNDATION
3009 44TH PLACE NW
WASHINGTON DC 20016-3556

2013 Consolidated Form 1099

Copy B, For Recipient

Account Number: Y1 01006 40

Tax Identification Number: 23-3092389

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

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

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

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

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

Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products.

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

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked.

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) WHIRLPOOL CORP CUSIP 963320106 Symbol (Box 1d) WHR										
Sell	150.0000		05/03/12	02/21/13	15,823.17	9,571.42				6,251.75
Short-term total										
Box A, Part I	150.0000				\$15,823.17	\$9,571.42				\$6,251.75

continued next page

UBS Financial Services Inc.

1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
ERRICOPARTNERS/CE/SK/AG/DF
212-821-7000/800-308-3140

Payer:

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WASHINGTON DC 20016-3556

2013 Consolidated Form 1099

Copy B, For Recipient

Account Number: Y1 01006 40

Tax Identification Number: 23-3092389

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

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

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

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) NOBLE CORP **MERGER-EFF-11/2013** CUSIP H5833N103										
Sell	300.0000		06/09/11	04/23/13	10,755.10	11,996.51				(1,241.41)
Long-term total										
Box D, Part II	300.0000				\$10,755.10	\$11,996.51				\$(1,241.41)

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

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

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

Activity type	Quantity / face value (Box 1e)	Original cost basis (\$)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) (\$)	Cost or other basis (Box 3) (\$)	Wash sale loss disallowed (Box 5) (\$)	Federal income tax withheld (Box 4) (\$)	Loss not allowed (Box 2b)	Gain/Loss (\$)
Description (Box 8) JPMORGAN CHASE & CO CUSIP 46625H100 Symbol (Box 1d) JPM										
Sell	200.0000		10/11/10	05/08/13	9,831.34	8,077.83				1,753.51
Description (Box 8) TEVA PHARMACEUTICALS IND LTD ISRAEL ADR CUSIP 881624209 Symbol (Box 1d) TEVA										
Sell	250.0000		06/05/08	01/16/13	9,307.03	11,477.50				(2,170.47)
Long-term total										
Box E, Part II	450.0000				\$19,138.37	\$19,555.33				\$(416.96)
Total					\$45,716.64					

STIFEL
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

TACIE JANE FOX LLC AGENT FOR
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KNALL/COHEN SOLUTIONS MGD ACCT

PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
FEDERAL ID NO: 43-0538770		
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1099-DIV DETAIL INFORMATION (CONTINUED)

The following detail is being provided for your information only and will not be furnished to the IRS.

FOREIGN TAX PAID

<u>DESCRIPTION</u>	<u>CUSIP/ SEC NO</u>	<u>DATE</u>	<u>ACTIVITY</u>	<u>AMOUNT</u>	<u>IRS BOX</u>	<u>CNTRY</u>
	380956409	03/22/13	Foreign Tax Paid	\$1 69	6	CA
	380956409	04/26/13	Foreign Tax Paid	\$1 69	6	CA
	380956409	05/24/13	Foreign Tax Paid	\$1 69	6	CA
			CUSIP TOTAL:	\$8.45		
TALISMAN ENERGY INC	87425E103	04/01/13	Foreign Tax Paid	\$0 76	6	CA
	87425E103	06/28/13	Foreign Tax Paid	\$0 76	6	CA
	87425E103	09/30/13	Foreign Tax Paid	\$0 76	6	CA
	87425E103	12/31/13	Foreign Tax Paid	\$4 30	6	CA
			CUSIP TOTAL:	\$6.58		
WSDMTR JPN HEDG EQ ETF	97717W851	06/28/13	Foreign Tax Paid	\$1 10	6	
	97717W851	12/30/13	Foreign Tax Paid	\$1 66	6	
			CUSIP TOTAL:	\$2.76		
TOTAL FOREIGN TAX PAID				\$113.10		

1099-B DETAIL INFORMATION

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS

Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part I, with Box A checked

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>COST BASIS</u>	<u>WASH SALE (LOSS) DISALLOWED</u>	<u>GAIN/(LOSS)</u>	<u>ACTIVITY</u>
BARRICK GOLD CORP CUSIP/SEC NO 067901108	60 00	08/15/12	04/03/13	\$1,622 37	\$2,065 36		(\$442 99)	Sale

(continued on backside)

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2013 CONSOLIDATED FORM 1099

REPRINT OF ORIGINAL AS OF 02/14/2014

PAYER INFORMATION:

STIFEL, NICOLAUS & COMPANY, INCORPORATED

FEDERAL ID NO: 43-0538770

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1099-B DETAIL INFORMATION (CONTINUED)

This is important tax information and is being furnished to the Internal Revenue Service (IRS). 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.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds SHORT-TERM transactions with cost basis reported
to the IRS - Report on Form 8949, Part I, with Box A checked
(continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
	165 00	08/15/12	04/15/13	\$3,329 79	\$5,679 73		(\$2,349 94)	Sale
CUSIP/SEC NO 067901108 TOTAL:	225.00			\$4,952.16	\$7,745.09	\$0.00	(\$2,792.93)	
CENTURYLINK INC								
CUSIP/SEC NO 156700106	35 00	02/19/13	04/12/13	\$1,294 67	\$1,205 93		\$88 74	Sale
GOLDCORP INC NEW								
CUSIP/SEC NO 380956409	225 00	12/12/12	05/14/13	\$6,441 26	\$8,637 86		(\$2,196 60)	Sale
JPMORGAN CHASE & COMPANY								
CUSIP/SEC NO 46625H100	85 00	05/15/12	02/25/13	\$4,126 22	\$3,128 63		\$997 59	Sale
LILLY ELI & COMPANY								
CUSIP/SEC NO 532457108	200 00	12/18/12	11/07/13	\$10,021 36	\$9,857 06		\$164 30	Sale
MOLEX INC								
CUSIP/SEC NO 608554101	275 00	04/12/13	12/09/13	\$10,637 00	\$8,018 97		\$2,618 03	Merger
Total Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS	1,045.00			\$37,472.67	\$38,593.54	\$0.00	(\$1,120.87)	

Gross Proceeds LONG-TERM transactions with cost basis reported
to the IRS - Report on Form 8949, Part II, with Box D checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
BARRICK GOLD CORP								
CUSIP/SEC NO 067901108	40 00	02/15/12	04/03/13	\$1,081 57	\$1,912 04		(\$830 47)	Sale

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STIFEL, NICOLAUS & COMPANY, INCORPORATED		
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1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part II, with Box D checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
BRISTOL MYERS SQUIBB CO CUSIP/SEC NO 110122108	350 00	Various	04/30/13	\$13,824 55	\$9,160 19		\$4,664 36	Sale
CENTURYLINK INC CUSIP/SEC NO 156700106	175 00	08/01/11	04/12/13	\$6,473 32	\$6,482 11		(\$8 79)	Sale
KINROSS GOLD CORP NO PAR CUSIP/SEC NO 496902404	250 00	01/12/11	02/22/13	\$1,896 98	\$4,423 98		(\$2,527 00)	Sale
MKT JR GOLD MNRS NEW ETF CUSIP/SEC NO 57061R544		10/31/11	07/01/13	\$28 19	\$94 81		(\$66 62)	Cash In Lieu
MCDERMOTT INTL INC CUSIP/SEC NO 580037109	500 00	03/27/12	09/03/13	\$3,719 03	\$6,524 30		(\$2,805 27)	Sale
MICROSOFT CORP CUSIP/SEC NO 594918104	35 00	06/09/11	08/20/13	\$1,109 39	\$836 23		\$273 16	Sale
	125 00	06/09/11	10/08/13	\$4,107 70	\$2,986 52		\$1,121 18	Sale
CUSIP/SEC NO 594918104 TOTAL:	160.00			\$5,217.09	\$3,822.75	\$0.00	\$1,394.34	
OIL COMPANY LUKOIL ADR CUSIP/SEC NO 677862104	130 00	Various	02/26/13	\$8,352 56	\$9,307 57		(\$955 01)	Sale
QUANTA SERVICES INC CUSIP/SEC NO 74762E102	100 00	05/10/11	01/17/13	\$2,857 16	\$1,978 82		\$878 34	Sale
SILICONWARE PRECISION CUSIP/SEC NO 827084864	1,000 00	01/11/11	02/27/13	\$5,241 68	\$5,924 80		(\$683 12)	Sale
Total Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS	2,705.00			\$48,692.13	\$49,631.37	\$0.00	(\$939.24)	

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STIFEL

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501 NORTH BROADWAY
ST. LOUIS, MO 63102

TACIE JANE FOX LLC AGENT FOR
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PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
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1099-B DETAIL INFORMATION (CONTINUED)

This is important tax information and is being furnished to the Internal Revenue Service (IRS). 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.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box E checked

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>COST BASIS</u>	<u>WASH SALE (LOSS) DISALLOWED</u>	<u>GAIN/(LOSS)</u>	<u>ACTIVITY</u>
ANHEUSER BUSCH INBEV CUSIP/SEC NO 03524A108	40 00	01/12/10	11/11/13	\$4,122 93	\$2,041 14		\$2,081 79	Sale
CABLEVISION SYS NY GROUP CUSIP/SEC NO 12686C109	250 00	01/23/08	06/18/13	\$3,826 51	\$3,149 59		\$676 92	Sale
COCA COLA COMPANY CUSIP/SEC NO 191216100	20 00	11/18/10	06/17/13	\$815 49	\$637 31		\$178 18	Sale
GENL CABLE CORP CUSIP/SEC NO 369300108	365 00	Various	10/18/13	\$11,792 14	\$12,529 42		(\$737 28)	Sale
NUCOR CORP CUSIP/SEC NO 670346105	100 00	09/19/08	06/18/13	\$4,491 77	\$5,000 00		(\$508 23)	Sale
PHILIP MORRIS INTL INC CUSIP/SEC NO 718172109	85 00	03/25/08	01/10/13	\$7,352 96	\$4,256 67		\$3,096 29	Sale
QUANTA SERVICES INC CUSIP/SEC NO 74762E102	100 00	03/17/10	01/17/13	\$2,857 15	\$1,994 82		\$862 33	Sale
TAIWAN SEMICON MFG CO CUSIP/SEC NO 874039100	525 00	06/01/10	02/27/13	\$9,574 78	\$5,212 73		\$4,362 05	Sale
UNITEDHEALTH GROUP INC CUSIP/SEC NO 91324P102	195 00	Various	10/21/13	\$13,210 96	\$7,164 82		\$6,046 14	Sale
VIACOM INC CL B NEW CUSIP/SEC NO 92553P201	50 00	09/01/10	10/16/13	\$4,109 29	\$1,593 80		\$2,515 49	Sale
Total Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS	1,730.00			\$62,153.98	\$43,580.30	\$0.00	\$18,573.68	

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
ATLAS PIPELINE PARTNERS - K-1	141.	141.	
BUCKEYE PARTNERS LP - K-1	1.	1.	
ENERGY TRANSFER PARTNERS LP - K-1	419.	419.	
GRAMERCY MEXICO LLC - K-1	684.	684.	
LINN ENERGY LLC - K-1	3.	3.	
MAYERCAP FINANCING FUND LP - K-1	52.	52.	
OAKTREE CAPITAL GROUP LLC - K-1	94.	94.	
ONEOK PARTNERS LP - K-1	1.	1.	
REGENCY ENERGY PARTNERS, L.P. - K-1	22.	22.	
SDS/PROCIDIA EQUITIES, LLC - K-1	644.	644.	
TD BANK, N.A.	66.	66.	
UBS 01006	2.	2.	
UBS 76533	4,166.	2,891.	
UBS 77791	1,129.	441.	
TOTAL TO PART I, LINE 3	7,424.	5,461.	

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
BUCKEYE PARTNERS LP - K-1	2.	0.	2.	2.	
ENERGY TRANSFER PARTNERS LP - K-1	561.	0.	561.	561.	
MORGAN STANLEY 098905	3,855.	28.	3,827.	3,827.	
OAKTREE CAPITAL GROUP LLC - K-1	72.	0.	72.	72.	
SMITH BARNEY 118882	12,180.	0.	12,180.	12,180.	
STIFEL NICHOLAS	6,485.	66.	6,419.	6,419.	
UBS 01006	10,340.	184.	10,156.	10,156.	
UBS 76533	8,015.	0.	8,015.	8,015.	
UBS 77791	2.	0.	2.	2.	
TO PART I, LINE 4	41,512.	278.	41,234.	41,234.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GRAMERCY MEXICO LLC - PASSTHROUGH FROM K-1	88.	88.	
MAYERCAP FINANCING FUND - PASSTHROUGH FROM K-1	<2,769.>	<2,769.>	
ATLAS PIPELINE PARTNERS LP - PASSTHROUGH FROM K-1	<3,612.>	<3,612.>	
SDS/PROCIDIA EQUITIES, LLC - PASSTHROUGH FROM K-1	<8,098.>	<8,098.>	
BUCKEYE PARTNERS LP - PASSTHROUGH FROM K-1	<490.>	<490.>	
BOARDWALK PIPELINE PARTNERS, LP - PASSTHROUGH FROM PARTNERSHIP	<57.>	<57.>	
LINN ENERGY, LLC - PASSTHROUGH FROM PARTNERSHIP	320.	320.	
REGENCY ENERGY PARTNERS, L.P. - PASSTHROUGH FROM PARTNERSHIP	<6,353.>	<6,353.>	
ENERGY TRANSFER PARTNERS LP - PASSTHROUGH FROM K-1	<3,003.>	<3,003.>	
SDSP SCHERMERHORN - PASSTHROUGH FROM K-1	<145.>	<145.>	
PVR PARTNERS LP - PASSTHROUGH FROM K-1	<4,243.>	<4,243.>	
ONEOK PARTNERS LP - PASSTHROUGH FROM K-1	<10,043.>	<10,043.>	
OAKTREE CAPITAL GROUP LLC - PASSTHROUGH FROM K-1	3.	3.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<38,402.>	<38,402.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
F/B/O SERVICES, INC.	5,000.	5,000.		0.
TO FORM 990-PF, PG 1, LN 16B	5,000.	5,000.		0.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - MORGAN STANLEY SB 43003	2,104.	2,104.		0.
FOREIGN TAXES - STIFEL NICHOLAUS	113.	113.		0.
FOREIGN TAXES - UBS 01006	87.	87.		0.
FOREIGN TAXES - GRAMERCY MEXICO K-1	1,240.	1,240.		0.
TO FORM 990-PF, PG 1, LN 18	3,544.	3,544.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRAMERCY MEXICO LLC - PORTFOLIO DEDUCTIONS FROM K-1	9,911.	9,911.		0.
MAYERCAP FINANCING FUND LP - PORTFOLIO DEDUCTIONS FROM K-1	556.	556.		0.
MORGAN STANLEY 098905 - INVESTMENT & ADVISORY FEES	2,848.	2,848.		0.
SMITH BARNEY SB 43003 - INVESTMENT & ADVISORY FEES	4,972.	4,972.		0.
STIFEL NICHOLAS - INVESTMENT & ADVISORY FEES	3,060.	3,060.		0.
UBS 01006 - INVESTMENT & ADVISORY FEES	56.	56.		0.
ATLAS PIPELINE PARTNERS - PORTFOLIO DEDUCTIONS FROM K-1	265.	265.		0.
LINN ENERGY, LLC - PORTFOLIO DEDUCTIONS FROM K-1	284.	284.		0.
UBS 76533 - INVESTMENT AND ADVISORY FEES	3,484.	3,484.		0.
TD BANK - BANK FEES	45.	45.		0.
UBS 77791 - INVESTMENT AND ADVISORY FEES	150.	150.		0.
REGENCY ENERGY PARTNERS - OTHER DEDUCTIONS FROM K-1	3.	3.		0.
ENERGY TRANSFER PARTNERS LP - OTHER DEDUCTIONS FROM K-1	1.	1.		0.

OAKTREE CAPITAL GROUP LLC -
PORTFOLIO DEDUCTIONS FROM
K-1

	5.	5.	0.
TO FORM 990-PF, PG 1, LN 23	25,640.	25,640.	0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
BOOK ADJUSTMENT - TAX LOSS IN EXCESS OF BOOK	8,002.
TOTAL TO FORM 990-PF, PART III, LINE 3	8,002.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL SECURITIES		X	276,540.	236,622.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			276,540.	236,622.
TOTAL TO FORM 990-PF, PART II, LINE 10A			276,540.	236,622.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	968,528.	1,354,396.
TOTAL TO FORM 990-PF, PART II, LINE 10B	968,528.	1,354,396.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GRAMERCY MEXICO NPL FUND II LLC	COST	5,949.	5,949.
MAYERCAP FINANCING FUND LP	COST	4,153.	4,153.
SDS/PROCIDA EQUITIES LLC	COST	<188,980.>	<188,980.>
CRESCENT ASSET MANAGEMENT LTD	COST	100,000.	100,000.
BOARDWALK PIPELINE	COST	0.	0.
EDISON PHARMASEUTICALS	COST	99,992.	99,992.
REGENCY ENERGY	COST	<4,941.>	52,520.
LINN ENERGY	COST	0.	0.
AMPERE LIFE SCIENCES	COST	100,000.	100,000.
SDSP SCHERMERHORN	COST	42,199.	42,199.
ENERGY TRANSFER PARTNERS	COST	38,035.	57,250.
NEWVOY LLC	COST	<804.>	<804.>
BUCKEYE PARTNERS LP	COST	65,773.	71,010.
OAKTREE CAPITAL GROUP LLC	COST	6,673.	6,673.
ONEOK PARTNERS LP	COST	87,724.	105,300.
PVR PARTNERS	COST	29,733.	40,245.
TOTAL TO FORM 990-PF, PART II, LINE 13		385,506.	495,507.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SANDRA W. FOX 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
G. WILLIAM FOX, JR. 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
TACIE J. FOX 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
NANCY E. FOX LYONS 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
SARA L. FOX 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

SANDRA W. FOX
G. WILLIAM FOX, JR.
TACIE J. FOX
NANCY E. FOX LYONS
SARA L. FOX