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Return of Private Foundation

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

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2013

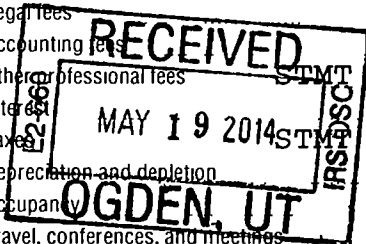
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation JOAN & BERNARD SPAIN FOUNDATION		A Employer identification number 25-6728780
Number and street (or P.O. box number if mail is not delivered to street address) 233 S. 6TH STREET		B Telephone number (215) 322-6650
City or town, state or province, country, and ZIP or foreign postal code PHILADELPHIA, PA 19106-3749		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,956,962.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		45,550.	45,550.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		131,678.			
b Gross sales price for all assets on line 6a 1,578,642.					
7 Capital gain net income (from Part IV, line 2)			131,678.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-2,735.	-2,735.		STATEMENT 2
12 Total. Add lines 1 through 11		174,493.	174,493.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees		20,966.	20,966.		0.
17 Interest					
18 Taxes		1,841.	1,841.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		22,807.	22,807.		0.
25 Contributions, gifts, grants paid		78,000.			78,000.
26 Total expenses and disbursements. Add lines 24 and 25		100,807.	22,807.		78,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		73,686.			
b Net investment income (if negative, enter -0-)			151,686.		
c Adjusted net income (if negative, enter -0-)				N/A	



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				
	2	Savings and temporary cash investments		174,740.	135,886.	135,886.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 5		1,523,592.	1,643,095.	1,821,076.
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other				
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)		1,698,332.	1,778,981.	1,956,962.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	27	Capital stock, trust principal, or current funds		1,698,332.	1,778,981.	
Net Assets or Fund Balances	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30	Total net assets or fund balances		1,698,332.	1,778,981.	
	31	Total liabilities and net assets/fund balances		1,698,332.	1,778,981.	

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	1,698,332.
2	Enter amount from Part I, line 27a	2	73,686.
3	Other increases not included in line 2 (itemize) ▶ ASSET COST ADJUSTMENT	3	6,963.
4	Add lines 1, 2, and 3	4	1,778,981.
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	1,778,981.

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 STATEMENT			
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 1,578,642.		1,446,964.	131,678.

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			131,678.

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	131,678.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	84,500.	1,686,274.	.050110
2011	111,052.	1,747,748.	.063540
2010	74,000.	1,802,938.	.041044
2009	90,195.	1,436,329.	.062796
2008	97,561.	1,721,549.	.056670

2 Total of line 1, column (d)	2	.274160
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	.054832
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,827,550.
5 Multiply line 4 by line 3	5	100,208.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,517.
7 Add lines 5 and 6	7	101,725.
8 Enter qualifying distributions from Part XII, line 4	8	78,000.

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	3,034.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,034.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,034.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,736.
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	5,736.
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	2,702.
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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b 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? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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 ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>BERNARD SPAIN</u> Telephone no ▶ <u>(215) 322-6650</u> Located at ▶ <u>233 S. 6TH STREET, SUITE 2505, PHILADELPHIA, PA</u> ZIP+4 ▶ <u>19106-3749</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	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 ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A	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

6b

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

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
BERNARD SPAIN 233 S. 6TH STREET, SUITE 2505 PHILADELPHIA, PA 19106-3749	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	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	1,717,967.
b	Average of monthly cash balances	1b	137,414.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,855,381.
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	1,855,381.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,831.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,827,550.
6	Minimum investment return. Enter 5% of line 5	6	91,378.

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	91,378.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,034.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,034.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	88,344.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	88,344.
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	88,344.

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	78,000.
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	78,000.
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	78,000.

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				88,344.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			50,795.	
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				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 78,000.				
a Applied to 2012, but not more than line 2a			50,795.	
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				27,205.
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).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				61,139.
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	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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				
CHILDREN'S HOSPITAL OF PHILADELPHIA CIVIC CENTER BOULEVARD PHILADELPHIA, PA 19104	NONE	N/A	GENERAL CHARITABLE PURPOSE	500.
CHILDREN'S SCHOLARSHIP FUND P.O. BOX 22463 PHILADELPHIA, PA 19110	NONE	N/A	GENERAL CHARITABLE PURPOSE	1,000.
CITY OF PHILADELPHIA MURAL ARTS PROGRAM 1729 MT VERNON STREET PHILADELPHIA, PA 19130	NONE	N/A	GENERAL CHARITABLE PURPOSE	1,000.
NATIONAL KIDNEY FOUNDATION 200 WEST WASHINGTON SQUARE PHILADELPHIA, PA 19106	NONE	N/A	GENERAL CHARITABLE PURPOSE	1,000.
PHILADELPHIA ANIMAL WELFARE SOCIETY 100 N. 2ND STREET PHILADELPHIA, PA 19106	NONE	N/A	GENERAL CHARITABLE PURPOSE	20,000.
Total	SEE CONTINUATION SHEET(S)			78,000.
b Approved for future payment				
NONE				
Total				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					
4	Dividends and interest from securities			14	45,550.	
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	-2,735.	
8	Gain or (loss) from sales of assets other than inventory			18	131,678.	
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.		174,493.	0.
13	Total. Add line 12, columns (b), (d), and (e)				174,493.	0.

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

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

[illegible]

JOAN & BERNARD SPAIN 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 8,500 ING RIME RATE TRUST		P	12/03/12	06/21/13
b 8,500 INVESCO VAN KAMPEN SR INC TRUST		P	12/03/12	06/21/13
c 10,000 REV CVT ON HAL		P	02/28/12	01/30/13
d MORGAN STANLEY ***0335		P	VARIOUS	12/31/12
e MORGAN STANLEY ***0335		P	VARIOUS	12/31/12
f MORGAN STANLEY ***0335		P	VARIOUS	12/31/12
g MORGAN STANLEY ***0335		P	VARIOUS	12/31/12
h CAPITAL GAINS DIVIDENDS				
i				
j				
k				
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 52,417.		53,355.	-938.
b 44,266.		44,048.	218.
c 10,000.		9,230.	770.
d 805,218.		758,251.	46,967.
e 35,107.		34,212.	895.
f 359,414.		306,199.	53,215.
g 246,661.		241,669.	4,992.
h 25,559.			25,559.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-938.
b			218.
c			770.
d			46,967.
e			895.
f			53,215.
g			4,992.
h			25,559.
i			
j			
k			
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	131,678.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PHILADELPHIA MUSEUM OF ART 2600 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	N/A	GENERAL CHARITABLE PURPOSE	50,000.
PHILADELPHIA ORDER OF POLICE SURVIVOR'S FUND 11630 CAROLINE ROAD PHILADELPHIA, PA 19154	NONE	N/A	GENERAL CHARITABLE PURPOSE	1,000.
PHILADELPHIA SCHOOL PARTNERSHIP 150 S. INDEPENDENCE MALL WEST, 1200 PHILADELPHIA, PA 19106	NONE	N/A	GENERAL CHARITABLE PURPOSE	1,000.
PHILADELPHIA VETERANS MULTI-SERVICE CENTER 213-217 NORTH 4TH STREET PHILADELPHIA, PA 19106	NONE	N/A	GENERAL CHARITABLE PURPOSE	1,000.
THYROID HOPE 214 NATHANIEL AVENUE CHERRY HILL, NJ 08003	NONE	N/A	GENERAL CHARITABLE PURPOSE	1,000.
YMCA OF BURLINGTON AND CAMDEN COUNTIES 59 CENTERTON ROAD MT LAUREL, NJ 08054	NONE	N/A	GENERAL CHARITABLE PURPOSE	500.
Total from continuation sheets				54,500.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY ***0334	12,542.	0.	12,542.	12,542.	
MORGAN STANLEY ***0335	58,567.	25,559.	33,008.	33,008.	
TO PART I, LINE 4	71,109.	25,559.	45,550.	45,550.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NET INVESTMENT LOSS ON LP INVESTMENTS	-2,735.	-2,735.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-2,735.	-2,735.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORGAN STANLEY 0335 CONSULTING FEE	20,966.	20,966.		0.
TO FORM 990-PF, PG 1, LN 16C	20,966.	20,966.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	1,841.	1,841.			0.
TO FORM 990-PF, PG 1, LN 18	1,841.	1,841.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
MORGAN STANLEY ***0334	235,320.	217,960.		
MORGAN STANLEY ***0335	1,407,775.	1,603,116.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,643,095.	1,821,076.		

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U7/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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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 1 with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
AB ELECTROLOX SPON ADR	40.000	07/30/13	10/09/13	\$1,999.15	\$2,326.10	\$0.00	(\$326.95)	\$0.00	
ACE LTD	3.000	10/31/12	02/20/13	\$259.31	\$236.15	\$0.00	\$23.16	\$0.00	
ACME PACKET INC	12.000	04/20/12	02/20/13	\$349.67	\$331.86	\$0.00	\$17.81	\$0.00	
	7.000	04/20/12	04/01/13	\$204.75	\$193.58	\$0.00	\$11.17	\$0.00	
	13.000	07/17/12	04/01/13	\$380.25	\$213.17	\$0.00	\$167.08	\$0.00	
Security Subtotal	32.000			\$934.67	\$738.61	\$0.00	\$196.06	\$0.00	
AFLAC INCORPORATED	22.000	12/03/12	02/20/13	\$1,097.60	\$1,168.89	\$0.00	(\$71.29)	\$0.00	
	7.000	01/28/13	02/20/13	\$349.24	\$373.58	\$0.00	(\$24.34)	\$0.00	
Security Subtotal	29.000			\$1,446.84	\$1,542.47	\$0.00	(\$95.63)	\$0.00	
AGILENT TECHNOLOGIES	1.000	01/31/12	01/02/13	\$41.33	\$42.71	\$0.00	(\$1.38)	\$0.00	
AGRIUM INC	51.000	01/24/13	02/20/13	\$5,537.22	\$5,785.73	\$0.00	(\$248.51)	\$0.00	
AIR PROD & CHEM INC	11.000	04/05/12	02/20/13	\$965.51	\$998.54	\$0.00	(\$33.03)	\$0.00	
	9.000	04/24/12	02/20/13	\$789.97	\$763.53	\$0.00	\$26.44	\$0.00	
Security Subtotal	20.000			\$1,755.48	\$1,762.07	\$0.00	(\$6.59)	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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

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

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part 1 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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
AKAMAI TECHNOLOGIES INC CUSIP: 00971T101 Symbol (Box 1d): AKAM									
	3.000	12/19/12	02/07/13	\$105.39	\$124.11	\$0.00	(\$18.72)	\$0.00	\$0.00
	1.000	12/26/12	02/07/13	\$34.51	\$41.22	\$0.00	(\$6.71)	\$0.00	\$0.00
	2.000	12/26/12	02/07/13	\$70.26	\$82.44	\$0.00	(\$12.18)	\$0.00	\$0.00
Security Subtotal	6.000			\$210.16	\$247.77	\$0.00	(\$37.61)	\$0.00	\$0.00
ALEXION PHARM INC CUSIP: 015351109 Symbol (Box 1d): ALXN									
	1.000	02/13/12	02/13/13	\$90.11	\$84.32	\$0.00	\$5.79	\$0.00	\$0.00
ALLEGHANY CP DELAWARE CUSIP: 017175100 Symbol (Box 1d): Y									
	2.000	05/18/12	02/20/13	\$750.08	\$649.36	\$0.00	\$100.72	\$0.00	\$0.00
	1.000	07/20/12	02/20/13	\$375.04	\$342.76	\$0.00	\$32.28	\$0.00	\$0.00
Security Subtotal	3.000			\$1,125.12	\$992.12	\$0.00	\$133.00	\$0.00	\$0.00
ALLERGAN INC CUSIP: 018490102 Symbol (Box 1d): AGN									
	6.000	10/17/12	01/15/13	\$617.86	\$571.50	\$0.00	\$46.36	\$0.00	\$0.00
	32.000	10/17/12	02/20/13	\$3,469.04	\$3,048.03	\$0.00	\$421.01	\$0.00	\$0.00
	1.000	06/27/13	06/28/13	\$85.47	\$85.47	\$0.00	(\$0.72)	\$0.00	\$0.00
	8.000	06/27/13	07/18/13	\$734.73	\$683.76	\$0.00	\$50.97	\$0.00	\$0.00
	4.000	06/27/13	09/26/13	\$365.55	\$341.88	\$0.00	\$23.67	\$0.00	\$0.00
	18.000	06/27/13	10/04/13	\$1,627.89	\$1,538.46	\$0.00	\$89.43	\$0.00	\$0.00
Security Subtotal	69.000			\$6,899.82	\$6,269.10	\$0.00	\$630.72	\$0.00	\$0.00
ALTRA HLDGS INC CUSIP: 02208R106 Symbol (Box 1d): AIMC									
	8.000	08/02/12	02/20/13	\$205.93	\$131.10	\$0.00	\$74.83	\$0.00	\$0.00

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

OMB NO. 1545-0715

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

Short Term - Covered Securities (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)	NOTES
AMARIN CORP PLC AMERICAN	CUSIP: 023111206	Symbol (Box 1d): AMRN							
	23.000	11/16/12	11/04/13	\$38.21	\$252.59	\$0.00	(\$214.38)	\$0.00	
	18.000	12/07/12	11/04/13	\$29.90	\$174.71	\$0.00	(\$144.81)	\$0.00	
	9.000	02/20/13	11/04/13	\$14.95	\$76.59	\$0.00	(\$61.64)	\$0.00	
	5.000	03/01/13	11/04/13	\$8.31	\$38.60	\$0.00	(\$30.29)	\$0.00	
	22.000	06/27/13	11/04/13	\$36.54	\$124.85	\$0.00	(\$88.31)	\$0.00	
Security Subtotal	77.000			\$127.91	\$667.34	\$0.00	(\$539.43)	\$0.00	
AMAZON COM INC	CUSIP: 023135106	Symbol (Box 1d): AMZN							
	9.000	03/27/12	02/20/13	\$2,406.46	\$1,843.80	\$0.00	\$562.66	\$0.00	
	6.000	05/09/12	02/20/13	\$1,604.30	\$1,328.40	\$0.00	\$275.90	\$0.00	
	9.000	06/06/12	02/20/13	\$2,406.45	\$1,957.16	\$0.00	\$449.29	\$0.00	
Security Subtotal	24.000			\$6,417.21	\$5,129.36	\$0.00	\$1,287.85	\$0.00	
AMER INTL GP INC NEW	CUSIP: 026874784	Symbol (Box 1d): AIG							
	104.000	08/16/12	02/20/13	\$3,912.40	\$3,589.05	\$0.00	\$323.35	\$0.00	
	102.000	10/10/12	02/20/13	\$3,837.16	\$3,629.28	\$0.00	\$207.88	\$0.00	
Security Subtotal	206.000			\$7,749.56	\$7,218.33	\$0.00	\$531.23	\$0.00	
AMERICA MOVIL SA DE CV ADR L	CUSIP: 02364W105	Symbol (Box 1d): AMX							
	113.000	02/20/13	07/25/13	\$2,362.33	\$2,501.59	\$0.00	(\$139.26)	\$0.00	
AMERICAN TOWER REIT COM	CUSIP: 03027X100	Symbol (Box 1d): AMT							
	4.000	06/27/13	07/30/13	\$290.73	\$296.64	\$0.00	(\$5.91)	\$0.00	
	3.000	06/27/13	08/05/13	\$212.10	\$222.48	\$0.00	(\$10.38)	\$0.00	
	6.000	06/27/13	08/14/13	\$417.80	\$444.96	\$0.00	(\$27.16)	\$0.00	
	11.000	06/27/13	08/27/13	\$766.96	\$815.76	\$0.00	(\$48.80)	\$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.

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AMERICAN TOWER REIT COM	4.000	06/27/13	08/29/13	\$277.42	\$296.64	\$0.00	(\$19.22)	\$0.00	
	5.000	06/27/13	09/11/13	\$373.19	\$370.80	\$0.00	\$2.39	\$0.00	
	6.000	06/27/13	09/17/13	\$444.36	\$444.96	\$0.00	(\$0.60)	\$0.00	
	6.000	06/27/13	09/26/13	\$446.37	\$444.96	\$0.00	\$1.41	\$0.00	
	11.000	06/27/13	10/09/13	\$789.58	\$815.76	\$0.00	(\$26.18)	\$0.00	
	4.000	06/27/13	10/15/13	\$299.89	\$296.64	\$0.00	\$3.25	\$0.00	
	11.000	06/27/13	10/18/13	\$872.45	\$815.76	\$0.00	\$56.69	\$0.00	
Security Subtotal	71.000			\$5,190.85	\$5,265.36	\$0.00	(\$74.51)	\$0.00	
AMERISOURCEBERGEN CORP		CUSIP: 03073E105	Symbol (Box 1d): ABC						
	15.000	01/28/13	02/20/13	\$701.53	\$676.38	\$0.00	\$25.15	\$0.00	
ANHEUSER BUSCH INBEV SA SPON		CUSIP: 03524A108	Symbol (Box 1d): BUD						
	15.000	09/04/12	02/20/13	\$1,390.91	\$1,287.15	\$0.00	\$103.76	\$0.00	
	14.000	09/04/12	07/17/13	\$1,282.30	\$1,201.34	\$0.00	\$80.96	\$0.00	
Security Subtotal	29.000			\$2,673.21	\$2,488.49	\$0.00	\$184.72	\$0.00	
ANNALY CAPITAL MNGMT INC		CUSIP: 035710409	Symbol (Box 1d): NLY						
	56.000	02/20/13	10/08/13	\$643.02	\$844.92	\$0.00	(\$201.90)	\$0.00	
	138.000	02/20/13	10/25/13	\$1,681.96	\$2,082.12	\$0.00	(\$400.16)	\$0.00	
	20.000	02/20/13	10/25/13	\$243.76	\$301.76	\$0.00	(\$58.00)	\$0.00	
	72.000	05/29/13	10/25/13	\$877.55	\$974.31	\$0.00	(\$96.76)	\$0.00	
	15.000	05/29/13	10/25/13	\$182.82	\$202.98	\$0.00	(\$20.16)	\$0.00	
Security Subtotal	301.000			\$3,629.11	\$4,406.09	\$0.00	(\$776.98)	\$0.00	

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Account Number: 616 070335 038

Customer Service: 866-324-6088

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
APPLE INC									
		CUSIP: 037833100		Symbol (Box 1d): AAPL					
	1,000	06/27/13	06/28/13	\$396.57	\$394.57	\$0.00	\$2.00	\$0.00	\$0.00
	2,000	06/27/13	07/03/13	\$840.52	\$789.14	\$0.00	\$51.38	\$0.00	\$0.00
	2,000	06/27/13	07/18/13	\$865.16	\$789.14	\$0.00	\$76.02	\$0.00	\$0.00
	3,000	06/27/13	07/24/13	\$1,331.34	\$1,183.71	\$0.00	\$147.63	\$0.00	\$0.00
	1,000	06/27/13	08/13/13	\$473.30	\$394.57	\$0.00	\$78.73	\$0.00	\$0.00
	1,000	06/27/13	08/14/13	\$502.40	\$394.57	\$0.00	\$107.83	\$0.00	\$0.00
	3,000	06/27/13	09/12/13	\$1,406.51	\$1,183.71	\$0.00	\$222.80	\$0.00	\$0.00
	1,000	06/27/13	10/15/13	\$500.97	\$394.57	\$0.00	\$106.40	\$0.00	\$0.00
	1,000	06/27/13	10/28/13	\$525.76	\$394.57	\$0.00	\$131.19	\$0.00	\$0.00
Security Subtotal	15,000			\$6,842.53	\$5,918.55	\$0.00	\$923.98	\$0.00	\$0.00
ASML HOLDING NV NY REG NEW									
		CUSIP: N07059210		Symbol (Box 1d): ASML					
	11,000	05/01/12	02/20/13	\$798.59	\$623.60	\$0.00	\$174.99	\$0.00	\$0.00
	20,000	06/14/12	02/20/13	\$1,451.98	\$959.13	\$0.00	\$492.85	\$0.00	\$0.00
	20,000	12/07/12	02/20/13	\$1,451.98	\$1,254.24	\$0.00	\$197.74	\$0.00	\$0.00
Security Subtotal	51,000			\$3,702.55	\$2,836.97	\$0.00	\$865.58	\$0.00	\$0.00
ASSA ABLOY AB UNSP ADR									
		CUSIP: 045387107		Symbol (Box 1d): ASAZY					
	62,000	02/20/13	07/30/13	\$1,368.82	\$1,240.62	\$0.00	\$128.20	\$0.00	\$0.00
ASTRAZENECA PLC ADS									
		CUSIP: 046353108		Symbol (Box 1d): AZN					
	59,000	07/11/12	06/17/13	\$3,018.07	\$2,684.33	\$0.00	\$333.74	\$0.00	\$0.00
	31,000	07/25/12	06/17/13	\$1,585.77	\$1,399.64	\$0.00	\$186.13	\$0.00	\$0.00

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
ASTRAZENECA PLC ADS	32.000	10/01/12	06/17/13	\$1,636.92	\$1,509.94	\$0.00	\$126.98	\$0.00	
	17.000	02/20/13	06/17/13	\$869.61	\$769.22	\$0.00	\$100.39	\$0.00	
Security Subtotal	139.000			\$7,110.37	\$6,363.13	\$0.00	\$747.24	\$0.00	
AVALONBAY COMM INC		CUSIP: 053484101	Symbol (Box 1d): AVB						
	2.000	12/03/12	02/20/13	\$260.12	\$265.78	\$0.00	(\$5.66)	\$0.00	
BAIDU INC ADS		CUSIP: 056752108	Symbol (Box 1d): BIDU						
	5.000	10/26/12	09/16/13	\$723.25	\$571.43	\$0.00	\$151.82	\$0.00	
	13.000	10/26/12	09/16/13	\$1,880.47	\$1,485.72	\$0.00	\$394.75	\$0.00	
	7.000	02/20/13	09/16/13	\$1,012.56	\$623.22	\$0.00	\$389.34	\$0.00	
	3.000	03/21/13	09/16/13	\$433.96	\$258.66	\$0.00	\$175.30	\$0.00	
Security Subtotal	28.000			\$4,050.24	\$2,939.03	\$0.00	\$1,111.21	\$0.00	
BANK OF NEW YORK MELLON CORP		CUSIP: 064058100	Symbol (Box 1d): BK						
	61.000	07/20/12	02/20/13	\$1,701.52	\$1,270.01	\$0.00	\$431.51	\$0.00	
BED BATH & BEYOND INC		CUSIP: 075896100	Symbol (Box 1d): BBBY						
	6.000	03/20/12	02/20/13	\$344.00	\$395.11	\$0.00	(\$51.11)	\$0.00	
	8.000	07/20/12	02/20/13	\$458.67	\$493.16	\$0.00	(\$34.49)	\$0.00	
	1.000	07/20/12	02/20/13	\$57.33	\$61.66	\$0.00	(\$4.33)	\$0.00	
	1.000	09/21/12	02/20/13	\$57.33	\$62.07	\$0.00	(\$4.74)	\$0.00	
	9.000	09/21/12	02/20/13	\$516.00	\$558.63	\$0.00	(\$42.63)	\$0.00	
	4.000	01/07/13	02/20/13	\$229.35	\$225.44	\$0.00	\$3.91	\$0.00	
	10.000	01/07/13	02/20/13	\$573.34	\$563.59	\$0.00	\$9.75	\$0.00	
Security Subtotal	39.000			\$2,236.02	\$2,359.66	\$0.00	(\$123.64)	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780

Account Number: 616 070335 038

Customer Service: 866-324-6088

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

OMB NO. 1545-0715

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

Short Term - Covered Securities

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
BERKSHIRE HATHAWAY CL-B NEW	8.000	07/20/12	02/20/13	\$802.39	\$670.17	\$0.00	\$132.22	\$0.00	
CUSIP: 084670702 Symbol (Box 1d): BRK'B									
CUSIP: 09062X103 Symbol (Box 1d): BIIB									
BIOGEN IDEC INC	3.000	06/27/13	08/09/13	\$640.37	\$626.64	\$0.00	\$13.73	\$0.00	
	2.000	06/27/13	08/15/13	\$413.97	\$417.76	\$0.00	(\$3.79)	\$0.00	
	1.000	06/27/13	08/21/13	\$207.98	\$208.88	\$0.00	(\$0.90)	\$0.00	
	2.000	06/27/13	08/23/13	\$421.60	\$417.76	\$0.00	\$3.84	\$0.00	
	8.000	06/27/13	09/10/13	\$1,808.46	\$1,671.04	\$0.00	\$137.42	\$0.00	
	2.000	06/27/13	10/25/13	\$499.20	\$417.76	\$0.00	\$81.44	\$0.00	
	4.000	06/27/13	10/28/13	\$1,020.89	\$835.52	\$0.00	\$185.37	\$0.00	
	3.000	06/27/13	11/20/13	\$738.97	\$626.64	\$0.00	\$112.33	\$0.00	
	2.000	06/27/13	11/25/13	\$589.06	\$417.76	\$0.00	\$171.30	\$0.00	
Security Subtotal	27.000			\$6,340.50	\$5,639.76	\$0.00	\$700.74	\$0.00	
CUSIP: 09238E104 Symbol (Box 1d): HAWK									
BLACKHAWK NETWORK HLDGS INC A	11.000	04/19/13	10/01/13	\$264.99	\$289.92	\$0.00	(\$24.93)	\$0.00	
CUSIP: 097023105 Symbol (Box 1d): BA									
BOEING CO	26.000	01/10/13	02/20/13	\$1,946.69	\$1,992.69	\$0.00	(\$46.00)	\$0.00	
CUSIP: 110122108 Symbol (Box 1d): BMY									
BRISTOL MYERS SQUIBB CO	50.000	08/24/12	01/09/13	\$1,675.45	\$1,634.88	\$0.00	\$40.57	\$0.00	
	116.000	08/24/12	02/20/13	\$4,264.06	\$3,792.91	\$0.00	\$471.15	\$0.00	
	56.000	09/21/12	02/20/13	\$2,058.51	\$1,884.86	\$0.00	\$173.65	\$0.00	
Security Subtotal	222.000			\$7,998.02	\$7,312.65	\$0.00	\$685.37	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1999 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
BRITISH AMER TOB SPON ADR	6,000	02/20/13	03/15/13	\$633.51	\$635.66	\$0.00	(\$2.15)	\$0.00	
BRITISH SKY BRDCSTG GRP PLC	28,000	02/20/13	05/13/13	\$1,392.23	\$1,421.28	\$0.00	(\$29.05)	\$0.00	
BROADCOM CORP CL A	2,000	01/07/13	07/24/13	\$54.00	\$68.60	\$0.00	(\$14.60)	\$0.00	
	2,000	01/07/13	08/05/13	\$53.98	\$68.60	\$0.00	(\$14.62)	\$0.00	
	2,000	04/24/13	08/05/13	\$53.98	\$69.88	\$0.00	(\$15.90)	\$0.00	
Security Subtotal	6,000			\$161.96	\$207.08	\$0.00	(\$45.12)	\$0.00	
C&J ENERGY SERVICES INC	3,000	05/24/12	02/20/13	\$74.00	\$55.70	\$0.00	\$18.30	\$0.00	
CAMERON INTNL CORP	1,000	09/26/12	02/20/13	\$64.50	\$56.31	\$0.00	\$8.19	\$0.00	
	35,000	12/17/12	02/20/13	\$2,257.45	\$1,884.83	\$0.00	\$372.62	\$0.00	
	1,000	12/17/12	02/20/13	\$64.50	\$53.85	\$0.00	\$10.65	\$0.00	
	12,000	01/30/13	02/20/13	\$773.97	\$736.25	\$0.00	\$37.72	\$0.00	
	5,000	01/30/13	07/26/13	\$289.40	\$306.77	\$0.00	(\$17.37)	\$0.00	
Security Subtotal	54,000			\$3,449.82	\$3,038.01	\$0.00	\$411.81	\$0.00	
CANADIAN NATURAL RESOURCES LTD	71,000	01/09/13	02/20/13	\$2,123.89	\$2,080.25	\$0.00	\$43.64	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorBERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757New York, NY 10004
Identification Number: 26-4310632Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
CANON INC ADR NEW	CUSIP: 138006309	Symbol (Box 1d): CAJ							
	56,000	02/20/13	05/02/13	\$1,977.28	\$1,994.03	\$0.00	(\$16.75)	\$0.00	
CAPITAL ONE FINANCIAL CORP	CUSIP: 14040H105	Symbol (Box 1d): COF							
	26,000	10/31/12	02/20/13	\$1,358.46	\$1,565.26	\$0.00	(\$206.80)	\$0.00	
CASEY'S GENERAL STORES INC	CUSIP: 147528103	Symbol (Box 1d): CASY							
	2,000	10/16/12	02/20/13	\$113.06	\$100.66	\$0.00	\$12.40	\$0.00	
CATAMARAN CORP COM	CUSIP: 148887102	Symbol (Box 1d): CTRX							
	5,000	07/20/12	07/18/13	\$252.04	\$223.86	\$0.00	\$28.18	\$0.00	
	6,000	06/27/13	10/21/13	\$299.91	\$297.30	\$0.00	\$2.61	\$0.00	
	2,000	06/27/13	10/21/13	\$99.97	\$99.20	\$0.00	\$0.77	\$0.00	
	12,000	06/27/13	11/08/13	\$573.61	\$594.60	\$0.00	(\$20.99)	\$0.00	
	9,000	06/27/13	11/08/13	\$430.20	\$445.95	\$0.00	(\$15.75)	\$0.00	
	2,000	06/27/13	11/08/13	\$95.60	\$99.10	\$0.00	(\$3.50)	\$0.00	
	2,000	06/27/13	11/08/13	\$95.60	\$99.10	\$0.00	(\$3.50)	\$0.00	
Security Subtotal	38,000			\$1,846.93	\$1,859.11	\$0.00	(\$12.18)	\$0.00	
CELGENE CORP	CUSIP: 151020104	Symbol (Box 1d): CELG							
	4,000	06/28/12	01/28/13	\$394.45	\$246.17	\$0.00	\$148.28	\$0.00	
	10,000	07/12/12	01/28/13	\$986.14	\$631.15	\$0.00	\$354.99	\$0.00	
	5,000	06/27/13	07/30/13	\$724.80	\$590.55	\$0.00	\$134.25	\$0.00	
Security Subtotal	19,000			\$2,105.39	\$1,467.87	\$0.00	\$637.52	\$0.00	

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

OMB NO. 1545-0715

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

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 1 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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
CERNER CORP									
		CUSIP: 156782104		Symbol (Box 1d): CERN					
	9.000	01/26/12	01/15/13	\$718.28	\$537.57	\$0.00	\$180.71	\$0.00	\$0.00
	10.000	04/30/12	01/15/13	\$798.09	\$803.96	\$0.00	(\$5.87)	\$0.00	\$0.00
	18.000	05/10/12	01/15/13	\$1,436.54	\$1,429.46	\$0.00	\$7.08	\$0.00	\$0.00
	1.000	03/13/13	07/30/13	\$49.37	\$92.81	\$0.00	(\$43.44)	\$0.00	\$0.00
	3.000	04/05/13	07/30/13	\$148.13	\$183.82	\$0.00	(\$35.69)	\$0.00	\$0.00
	1.000	06/27/13	07/30/13	\$49.37	\$96.58	\$0.00	(\$47.21)	\$0.00	\$0.00
	1.000	06/27/13	07/30/13	\$49.37	\$47.68	\$0.00	\$1.69	\$0.00	\$0.00
Security Subtotal	43.000			\$3,249.15	\$3,191.88	\$0.00	\$57.27	\$0.00	\$0.00
CH ROBINSON WORLDWIDE INC NEW									
		CUSIP: 12541W209		Symbol (Box 1d): CHRW					
	1.000	01/10/13	05/09/13	\$56.52	\$64.38	\$0.00	(\$7.86)	\$0.00	\$0.00
	1.000	01/10/13	10/02/13	\$59.06	\$64.38	\$0.00	(\$5.32)	\$0.00	\$0.00
	1.000	01/14/13	10/02/13	\$59.05	\$64.64	\$0.00	(\$5.59)	\$0.00	\$0.00
	1.000	01/14/13	10/30/13	\$60.28	\$64.64	\$0.00	(\$4.36)	\$0.00	\$0.00
	2.000	01/31/13	10/30/13	\$120.55	\$132.95	\$0.00	(\$12.40)	\$0.00	\$0.00
	1.000	02/06/13	11/18/13	\$60.43	\$60.33	\$0.00	\$0.10	\$0.00	\$0.00
	2.000	03/25/13	11/18/13	\$120.87	\$116.59	\$0.00	\$4.28	\$0.00	\$0.00
Security Subtotal	9.000			\$536.76	\$567.91	\$0.00	(\$31.15)	\$0.00	\$0.00
CHIPOTLE MEXICAN GRILL INC COM									
		CUSIP: 169656105		Symbol (Box 1d): CMG					
	20.000	01/17/13	02/20/13	\$6,182.11	\$5,712.39	\$0.00	\$469.72	\$0.00	\$0.00
CIELO SA SPONSORED ADR NEW									
		CUSIP: 171778202		Symbol (Box 1d): CIOXY					
	0.800	02/20/13	05/09/13	\$20.73	\$19.55	\$0.00	\$1.18	\$0.00	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

OMB NO. 1545-0715

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

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 1 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)	NOTES
CITIGROUP INC NEW									
		CUSIP: 172967424		Symbol (Box 1d): C					
	20,000	03/20/12	02/20/13	\$866.03	\$761.80	\$0.00	\$104.23	\$0.00	
	7,000	10/31/12	02/20/13	\$303.11	\$262.14	\$0.00	\$40.97	\$0.00	
	12,000	01/28/13	02/20/13	\$519.62	\$509.16	\$0.00	\$10.46	\$0.00	
Security Subtotal	39,000			\$1,688.76	\$1,533.10	\$0.00	\$155.66	\$0.00	
COACH INC									
		CUSIP: 189754104		Symbol (Box 1d): COH					
	1,000	09/10/12	01/23/13	\$51.96	\$62.80	\$0.00	(\$10.84)	\$0.00	
	1,000	09/10/12	01/25/13	\$51.26	\$62.80	\$0.00	(\$11.54)	\$0.00	
	2,000	09/10/12	01/25/13	\$102.52	\$125.39	\$0.00	(\$22.87)	\$0.00	
Security Subtotal	4,000			\$205.74	\$250.99	\$0.00	(\$45.25)	\$0.00	
COBALT INTL ENERGY									
		CUSIP: 19075F106		Symbol (Box 1d): CIE					
	1,000	02/20/13	12/02/13	\$18.49	\$24.41	\$0.00	(\$5.92)	\$0.00	
COCA COLA CO									
		CUSIP: 191216100		Symbol (Box 1d): KO					
	72,000	06/26/12	02/20/13	\$2,717.94	\$2,712.17	\$0.00	\$5.77	\$0.00	
COINSTAR INC									
		CUSIP: 19259P300		Symbol (Box 1d):					
	2,000	04/05/12	03/01/13	\$101.21	\$125.97	\$0.00	(\$24.76)	\$0.00	
COMCAST CORP (NEW) CLASS A									
		CUSIP: 20030N101		Symbol (Box 1d): CMCSA					
	11,000	08/29/12	02/20/13	\$451.76	\$375.53	\$0.00	\$76.23	\$0.00	
	21,000	01/28/13	02/20/13	\$862.44	\$833.97	\$0.00	\$28.47	\$0.00	
Security Subtotal	32,000			\$1,314.20	\$1,209.50	\$0.00	\$104.70	\$0.00	

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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

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

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked)
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COMMERCIAL INTL BNK LTD SP ADR	CUSIP: 201712304	Symbol (Box 1d): CIBEY							
	0.500	02/20/13	12/09/13	\$2.22	\$1.70	\$0.00	\$0.52	\$0.00	
COMPUTER PROGRAMS & SYSTEM INC	CUSIP: 205306103	Symbol (Box 1d): CPSI							
	7.000	01/26/12	01/17/13	\$356.58	\$372.68	\$0.00	(\$16.10)	\$0.00	
	4.000	07/20/12	01/17/13	\$203.76	\$203.00	\$0.00	\$0.76	\$0.00	
Security Subtotal	11.000			\$560.34	\$575.68	\$0.00	(\$15.34)	\$0.00	
CONCHO RES INC	CUSIP: 20605P101	Symbol (Box 1d): CXO							
	2.000	01/03/13	07/01/13	\$168.35	\$169.99	\$1.64	(\$1.64)	\$0.00	
	1.000	01/22/13	07/01/13	\$84.17	\$90.05	\$5.87	(\$5.87)	\$0.00	
Security Subtotal	3.000			\$252.52	\$260.04	\$7.51	(\$7.51)	\$0.00	
CONOCOPHILLIPS	CUSIP: 20825C104	Symbol (Box 1d): COP							
	1.000	02/28/12	01/28/13	\$60.54	\$76.91	\$16.37	(\$16.37)	\$0.00	
COSTCO WHOLESALE CORP NEW	CUSIP: 22160K105	Symbol (Box 1d): COST							
	7.000	06/27/13	10/21/13	\$818.77	\$780.92	\$0.00	\$37.85	\$0.00	
	5.000	06/27/13	10/29/13	\$591.53	\$557.80	\$0.00	\$33.73	\$0.00	
Security Subtotal	12.000			\$1,410.30	\$1,338.72	\$0.00	\$71.58	\$0.00	
COVIDIEN PLC	CUSIP: G2554F113	Symbol (Box 1d): COV							
	22.000	07/30/12	02/20/13	\$1,389.04	\$1,228.64	\$0.00	\$160.40	\$0.00	
	1.000	07/30/12	02/20/13	\$63.14	\$55.85	\$0.00	\$7.29	\$0.00	
	6.000	06/27/13	07/18/13	\$364.09	\$345.45	\$0.00	\$18.64	\$0.00	

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

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

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COVIDIEN PLC	7.000	06/27/13	09/19/13	\$441.93	\$403.02	\$0.00	\$38.91	\$0.00	
	26.000	06/27/13	10/02/13	\$1,573.43	\$1,496.94	\$0.00	\$76.49	\$0.00	
Security Subtotal	62.000			\$3,831.63	\$3,529.90	\$0.00	\$301.73	\$0.00	
CROWN CASTLE INTL									
	4.000	01/26/12	01/18/13	\$296.00	\$185.68	\$0.00	\$110.32	\$0.00	
	2.000	02/07/12	01/18/13	\$148.00	\$98.34	\$0.00	\$49.66	\$0.00	
	2.000	04/26/12	01/18/13	\$147.99	\$112.55	\$0.00	\$35.44	\$0.00	
	24.000	04/26/12	02/20/13	\$1,611.43	\$1,350.59	\$0.00	\$260.84	\$0.00	
	70.000	04/26/12	02/20/13	\$4,700.01	\$3,939.24	\$0.00	\$760.77	\$0.00	
	22.000	06/12/12	02/20/13	\$1,477.14	\$1,242.65	\$0.00	\$234.49	\$0.00	
Security Subtotal	124.000			\$8,380.57	\$6,929.05	\$0.00	\$1,451.52	\$0.00	
CUMMINS INC									
	2.000	06/27/13	06/28/13	\$218.07	\$217.26	\$0.00	\$0.81	\$0.00	
	4.000	06/27/13	07/18/13	\$467.99	\$434.52	\$0.00	\$33.47	\$0.00	
	10.000	06/27/13	10/30/13	\$1,255.97	\$1,086.30	\$0.00	\$169.67	\$0.00	
Security Subtotal	16.000			\$1,942.03	\$1,738.08	\$0.00	\$203.95	\$0.00	
CVS CAREMARK CORP									
	9.000	05/11/12	02/20/13	\$467.27	\$412.98	\$0.00	\$54.29	\$0.00	
	8.000	06/27/13	10/21/13	\$483.67	\$458.08	\$0.00	\$25.59	\$0.00	
Security Subtotal	17.000			\$950.94	\$871.06	\$0.00	\$79.88	\$0.00	

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

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DAIHATSU MOTOR CO LTD ADR		CUSIP: 23381A108	Symbol (Box 1d): DHTMY						
	3.000	02/20/13	02/21/13	\$119.15	\$119.70	\$0.00	(\$0.55)	\$0.00	\$0.00
	11.000	02/20/13	02/22/13	\$437.08	\$438.90	\$0.00	(\$1.82)	\$0.00	\$0.00
	36.000	02/20/13	06/12/13	\$1,396.15	\$1,436.40	\$0.00	(\$40.25)	\$0.00	\$0.00
Security Subtotal	50.000			\$1,952.38	\$1,995.00	\$0.00	(\$42.62)	\$0.00	\$0.00
DAITO TR CONSTR CO LTD ADR		CUSIP: 23405X100	Symbol (Box 1d):						
	20.000	02/20/13	03/11/13	\$419.81	\$445.00	\$0.00	(\$25.19)	\$0.00	\$0.00
	64.000	02/20/13	07/12/13	\$1,419.96	\$1,424.00	\$0.00	(\$4.04)	\$0.00	\$0.00
Security Subtotal	84.000			\$1,839.77	\$1,869.00	\$0.00	(\$29.23)	\$0.00	\$0.00
DANAHER CORPORATION		CUSIP: 235851102	Symbol (Box 1d): DHR						
	29.000	05/10/12	02/20/13	\$1,772.58	\$1,560.59	\$0.00	\$211.99	\$0.00	\$0.00
DEERE & CO		CUSIP: 244199105	Symbol (Box 1d): DE						
	3.000	03/20/12	02/20/13	\$264.89	\$247.92	\$0.00	\$16.97	\$0.00	\$0.00
DEUTSCHE TELEKOM AG 1 ORD 1ADS		CUSIP: 251566105	Symbol (Box 1d): DTEGY						
	60.000	12/03/12	02/22/13	\$644.98	\$671.25	\$0.00	(\$26.27)	\$0.00	\$0.00
DEVON ENERGY CORP NEW		CUSIP: 25179M103	Symbol (Box 1d): DVN						
	6.000	07/20/12	02/20/13	\$338.84	\$353.61	\$0.00	(\$14.77)	\$0.00	\$0.00
DIAGEO PLC SPON ADR NEW		CUSIP: 25243Q205	Symbol (Box 1d): DEO						
	3.000	07/20/12	02/20/13	\$357.57	\$316.06	\$0.00	\$41.51	\$0.00	\$0.00
	1.000	09/25/12	02/20/13	\$119.19	\$114.00	\$0.00	\$5.19	\$0.00	\$0.00
Security Subtotal	4.000			\$476.76	\$430.06	\$0.00	\$46.70	\$0.00	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

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

OMB NO. 1545-0715

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

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DISCOVERY COMMUNICATIONS SER A	CUSIP: 25470F104	Symbol (Box 1d): DISCA							
	64.000	06/27/12	02/20/13	\$4,468.73	\$3,413.43	\$0.00	\$1,055.30	\$0.00	
DOMINION RES INC (NEW)	CUSIP: 25746U109	Symbol (Box 1d): D							
	11.000	02/20/13	06/03/13	\$621.19	\$615.95	\$0.00	\$5.24	\$0.00	
	11.000	02/20/13	08/16/13	\$633.70	\$615.95	\$0.00	\$17.75	\$0.00	
Security Subtotal	22.000			\$1,254.89	\$1,231.90	\$0.00	\$22.99	\$0.00	
EATON CORP PLC SHS	CUSIP: G29183103	Symbol (Box 1d): ETN							
	1.000	02/04/13	02/20/13	\$60.91	\$56.67	\$0.00	\$4.24	\$0.00	
	103.000	02/04/13	02/20/13	\$6,276.98	\$5,836.57	\$0.00	\$440.41	\$0.00	
Security Subtotal	104.000			\$6,337.89	\$5,893.24	\$0.00	\$444.65	\$0.00	
EBAY INC	CUSIP: 278642103	Symbol (Box 1d): EBAY							
	14.000	06/27/13	07/30/13	\$727.70	\$728.70	\$0.00	(\$1.00)	\$0.00	
	14.000	06/27/13	08/23/13	\$720.90	\$728.70	\$0.00	(\$7.80)	\$0.00	
	9.000	06/27/13	10/04/13	\$497.22	\$468.45	\$0.00	\$28.77	\$0.00	
	22.000	06/27/13	10/21/13	\$1,144.27	\$1,145.10	\$0.00	(\$0.83)	\$0.00	
	6.000	06/27/13	10/25/13	\$310.25	\$312.30	\$0.00	(\$2.05)	\$0.00	
	11.000	06/27/13	11/21/13	\$554.46	\$572.55	\$0.00	(\$18.09)	\$0.00	
	14.000	06/27/13	12/13/13	\$722.09	\$728.70	\$0.00	(\$6.61)	\$0.00	
Security Subtotal	90.000			\$4,676.89	\$4,684.50	\$0.00	(\$7.61)	\$0.00	
EDISON INTERNATIONAL	CUSIP: 281020107	Symbol (Box 1d): EIX							
	14.000	10/31/12	02/20/13	\$652.80	\$657.30	\$0.00	(\$4.50)	\$0.00	

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1999-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

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EDWARD LIFESCIENCES CORP									
		CUSIP: 28176E108	Symbol (Box 1d): EW						
	40.000	12/05/12	02/20/13	\$3,457.30	\$3,623.66	\$0.00	(\$166.36)	\$0.00	\$0.00
	62.000	02/19/13	02/20/13	\$5,358.82	\$5,365.15	\$0.00	(\$6.33)	\$0.00	\$0.00
Security Subtotal	102.000			\$8,816.12	\$8,988.81	\$0.00	(\$172.69)	\$0.00	\$0.00
ELDORADO GOLD CP LTD									
		CUSIP: 284902103	Symbol (Box 1d): EGO						
	4.000	10/23/12	10/09/13	\$24.56	\$57.00	\$0.00	(\$32.44)	\$0.00	\$0.00
	10.000	08/09/13	10/09/13	\$61.39	\$79.60	\$0.00	(\$18.21)	\$0.00	\$0.00
Security Subtotal	14.000			\$85.95	\$136.60	\$0.00	(\$50.65)	\$0.00	\$0.00
EMC CORP MASS									
		CUSIP: 268648102	Symbol (Box 1d): EMC						
	61.000	08/01/12	02/20/13	\$1,437.85	\$1,588.77	\$0.00	(\$150.92)	\$0.00	\$0.00
	32.000	08/10/12	02/20/13	\$754.28	\$858.24	\$0.00	(\$103.96)	\$0.00	\$0.00
	30.000	12/03/12	02/20/13	\$707.14	\$747.07	\$0.00	(\$39.93)	\$0.00	\$0.00
	14.000	06/27/13	07/30/13	\$369.36	\$331.48	\$0.00	\$37.88	\$0.00	\$0.00
	41.000	06/27/13	10/03/13	\$1,037.80	\$970.78	\$0.00	\$67.02	\$0.00	\$0.00
Security Subtotal	178.000			\$4,306.43	\$4,496.34	\$0.00	(\$189.91)	\$0.00	\$0.00
ENBRIDGE ENERGY MGMT LLC									
		CUSIP: 29250X103	Symbol (Box 1d): EEQ						
	0.310	02/20/13	05/15/13	\$9.30	\$8.83	\$0.00	\$0.47	\$0.00	\$0.00
	0.265	02/20/13	08/14/13	\$7.67	\$7.44	\$0.00	\$0.23	\$0.00	\$0.00
	0.039	02/20/13	11/14/13	\$1.09	\$1.08	\$0.00	\$0.01	\$0.00	\$0.00
Security Subtotal	0.614			\$18.06	\$17.35	\$0.00	\$0.71	\$0.00	\$0.00

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OMB NO. 1545-0715

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ENBRIDGE INC CUSIP: 29250N105 Symbol (Box 1d): ENB									
	16,000	02/20/13	02/28/13	\$708.01	\$706.99	\$0.00	\$1.02	\$0.00	
	14,000	02/20/13	06/03/13	\$606.31	\$618.61	\$0.00	(\$12.30)	\$0.00	
Security Subtotal	30,000			\$1,314.32	\$1,325.60	\$0.00	(\$11.28)	\$0.00	
EOG RESOURCES INC CUSIP: 26875P101 Symbol (Box 1d): EOG									
	5,000	08/29/12	02/20/13	\$641.53	\$542.48	\$0.00	\$99.05	\$0.00	
	8,000	08/29/12	02/20/13	\$1,025.49	\$867.96	\$0.00	\$157.53	\$0.00	
	1,000	08/29/12	02/20/13	\$128.14	\$108.50	\$0.00	\$19.64	\$0.00	
	1,000	09/25/12	02/20/13	\$128.19	\$113.80	\$0.00	\$14.39	\$0.00	
	1,000	11/16/12	02/20/13	\$128.19	\$115.86	\$0.00	\$12.33	\$0.00	
	23,000	11/16/12	02/20/13	\$2,947.15	\$2,654.73	\$0.00	\$282.42	\$0.00	
	1,000	12/03/12	02/20/13	\$128.29	\$118.83	\$0.00	\$9.46	\$0.00	
	2,000	12/03/12	02/20/13	\$256.37	\$237.65	\$0.00	\$18.72	\$0.00	
Security Subtotal	42,000			\$5,383.35	\$4,769.81	\$0.00	\$613.54	\$0.00	
ESTEE LAUDER CO INC CL A CUSIP: 518439104 Symbol (Box 1d): EL									
	4,000	06/27/13	07/30/13	\$263.40	\$266.16	\$0.00	(\$2.76)	\$0.00	
	5,000	06/27/13	09/19/13	\$357.61	\$332.70	\$0.00	\$24.91	\$0.00	
	23,000	06/27/13	10/21/13	\$1,627.64	\$1,530.42	\$0.00	\$97.22	\$0.00	
Security Subtotal	32,000			\$2,248.65	\$2,129.28	\$0.00	\$119.37	\$0.00	
EVERCORE PARTNERS INC CLASS A CUSIP: 29977A105 Symbol (Box 1d): EVR									
	8,000	02/23/12	02/20/13	\$318.71	\$224.90	\$0.00	\$93.81	\$0.00	

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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

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

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part 1 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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
EXPEDIA INC NEW		CUSIP: 30212P303	Symbol (Box 1d): EXPE						
	11,000	06/27/13	07/30/13	\$523.26	\$657.80	\$0.00	(\$134.54)	\$0.00	
	7,000	06/27/13	08/05/13	\$346.00	\$418.60	\$0.00	(\$72.60)	\$0.00	
	13,000	06/27/13	08/07/13	\$649.16	\$777.40	\$0.00	(\$128.24)	\$0.00	
Security Subtotal	31,000			\$1,518.42	\$1,853.80	\$0.00	(\$335.38)	\$0.00	
EXPEDITORS INTL WASH INC		CUSIP: 302130109	Symbol (Box 1d): EXPD						
	1,000	07/20/12	04/25/13	\$35.58	\$37.14	\$0.00	(\$1.56)	\$0.00	
EXPERIAN GP LTD ADR		CUSIP: 30215C101	Symbol (Box 1d): EXPGY						
	28,000	02/20/13	10/01/13	\$538.47	\$468.72	\$0.00	\$69.75	\$0.00	
EXPRESS SCRIPTS HLDG CO COM		CUSIP: 30219G108	Symbol (Box 1d): ESRX						
	9,000	11/06/12	02/20/13	\$514.81	\$492.03	\$0.00	\$22.78	\$0.00	
	52,000	11/06/12	02/20/13	\$2,974.59	\$2,842.83	\$0.00	\$131.76	\$0.00	
	2,000	01/11/13	02/20/13	\$114.40	\$111.17	\$0.00	\$3.23	\$0.00	
Security Subtotal	63,000			\$3,603.80	\$3,446.03	\$0.00	\$157.77	\$0.00	
EXXON MOBIL CORP		CUSIP: 30231G102	Symbol (Box 1d): XOM						
	4,000	04/18/12	02/20/13	\$356.92	\$343.35	\$0.00	\$13.57	\$0.00	
	8,000	06/20/12	02/20/13	\$713.85	\$674.14	\$0.00	\$39.71	\$0.00	
	2,000	12/03/12	02/20/13	\$178.47	\$176.38	\$0.00	\$2.09	\$0.00	
Security Subtotal	14,000			\$1,249.24	\$1,193.87	\$0.00	\$55.37	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number: 26-4310632Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
CUSIP: 30303M102 Symbol (Box 1d):FB									
FACEBOOK INC CL-A	42,000	05/18/12	02/20/13	\$1,193.19	\$1,752.62	\$0.00	(\$559.43)	\$0.00	
	41,000	11/19/12	02/20/13	\$1,164.78	\$965.50	\$0.00	\$199.28	\$0.00	
Security Subtotal	83,000			\$2,357.97	\$2,718.12	\$0.00	(\$360.15)	\$0.00	
CUSIP: 307000109 Symbol (Box 1d):FDO									
FAMILY DOLLAR STORES	21,000	05/09/12	02/20/13	\$1,151.45	\$1,413.19	\$0.00	(\$261.74)	\$0.00	
CUSIP: 307305102 Symbol (Box 1d):FANUY									
FANUC CORPORATION UNSP ADR	66,000	02/20/13	05/17/13	\$1,742.51	\$1,709.40	\$0.00	\$33.11	\$0.00	
CUSIP: 31428X106 Symbol (Box 1d):FDX									
FEDEX CORP	6,000	06/01/12	02/20/13	\$634.50	\$518.55	\$0.00	\$115.95	\$0.00	
CUSIP: 316773100 Symbol (Box 1d):FITB									
FIFTH 3RD BANCORP OHIO	39,000	03/14/12	01/28/13	\$631.83	\$541.13	\$0.00	\$90.70	\$0.00	
	10,000	03/14/12	01/28/13	\$162.01	\$138.75	\$0.00	\$23.26	\$0.00	
	7,000	03/14/12	01/28/13	\$113.40	\$97.13	\$0.00	\$16.27	\$0.00	
	9,000	09/05/12	01/28/13	\$145.81	\$135.62	\$0.00	\$10.19	\$0.00	
	1,000	09/05/12	01/28/13	\$16.20	\$15.07	\$0.00	\$1.13	\$0.00	
Security Subtotal	66,000			\$1,069.25	\$927.70	\$0.00	\$141.55	\$0.00	
CUSIP: 302491303 Symbol (Box 1d):FMC									
FMC CORP NEW	17,000	06/27/13	10/21/13	\$1,242.59	\$1,063.52	\$0.00	\$179.07	\$0.00	
	11,000	06/27/13	10/21/13	\$804.03	\$688.16	\$0.00	\$115.87	\$0.00	
Security Subtotal	28,000			\$2,046.62	\$1,751.68	\$0.00	\$294.94	\$0.00	

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1999 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
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1999-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
FMC TECHNOLOGIES INC		CUSIP: 30249U101	Symbol (Box 1d): FTI						
	8.000	06/27/13	12/03/13	\$387.12	\$451.20	\$0.00	(\$64.08)	\$0.00	
FREEMPORT MCMORAN CP&GLD		CUSIP: 35671D857	Symbol (Box 1d): FCX						
	16.000	07/20/12	07/05/13	\$434.51	\$540.26	\$0.00	(\$105.75)	\$0.00	
	64.000	02/20/13	07/05/13	\$1,738.04	\$2,064.00	\$0.00	(\$325.96)	\$0.00	
Security Subtotal	80.000			\$2,172.55	\$2,604.26	\$0.00	(\$431.71)	\$0.00	
FRESH MARKET INC THE		CUSIP: 35804H106	Symbol (Box 1d): TFM						
	1.000	05/24/12	03/01/13	\$44.83	\$47.00	\$0.00	(\$2.17)	\$0.00	
	2.000	07/20/12	03/05/13	\$85.80	\$105.83	\$0.00	(\$20.03)	\$0.00	
	2.000	11/28/12	03/05/13	\$85.79	\$100.86	\$0.00	(\$15.07)	\$0.00	
Security Subtotal	5.000			\$216.42	\$253.69	\$0.00	(\$37.27)	\$0.00	
FULLER H B & COMPANY		CUSIP: 359694106	Symbol (Box 1d): FUL						
	3.000	09/27/12	02/20/13	\$122.15	\$94.66	\$0.00	\$27.49	\$0.00	
GAP INC		CUSIP: 364760108	Symbol (Box 1d): GPS						
	6.000	06/27/13	10/21/13	\$221.04	\$251.83	\$0.00	(\$30.79)	\$0.00	
	9.000	06/27/13	10/28/13	\$330.05	\$377.74	\$0.00	(\$47.69)	\$0.00	
	4.000	06/27/13	10/28/13	\$146.69	\$167.88	\$0.00	(\$21.19)	\$0.00	
	9.000	06/27/13	12/03/13	\$369.06	\$377.74	\$0.00	(\$8.68)	\$0.00	
Security Subtotal	28.000			\$1,066.84	\$1,175.19	\$0.00	(\$108.35)	\$0.00	
GENERAL ELECTRIC CO		CUSIP: 369604103	Symbol (Box 1d): GE						
	132.000	02/28/12	02/20/13	\$3,089.54	\$2,527.31	\$0.00	\$562.23	\$0.00	
	9.000	02/28/12	02/20/13	\$210.65	\$172.31	\$0.00	\$38.34	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

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

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
GENERAL ELECTRIC CO	8 000	02/28/12	02/20/13	\$187.25	\$153.20	\$0.00	\$34.05	\$0.00	
	5 000	02/28/12	02/20/13	\$117.03	\$95.73	\$0.00	\$21.30	\$0.00	
	20 000	04/18/12	02/20/13	\$468.11	\$383.57	\$0.00	\$84.54	\$0.00	
	19 000	11/05/12	02/20/13	\$444.71	\$406.56	\$0.00	\$38.15	\$0.00	
Security Subtotal	193 000			\$4,517.29	\$3,738.68	\$0.00	\$778.61	\$0.00	
GETINGE AB UNSPONS ADR		CUSIP: 37427X104	Symbol (Box 1d): GNGBY						
	55 000	02/20/13	10/16/13	\$1,709.54	\$1,706.10	\$0.00	\$3.44	\$0.00	
GILEAD SCIENCE		CUSIP: 375558103	Symbol (Box 1d): GILD						
	46 000	11/12/12	02/20/13	\$1,931.04	\$1,681.67	\$0.00	\$249.37	\$0.00	
	4 000	11/13/12	02/20/13	\$168.15	\$149.28	\$0.00	\$18.87	\$0.00	
	46 000	11/13/12	02/20/13	\$1,931.03	\$1,716.74	\$0.00	\$214.29	\$0.00	
Security Subtotal	96 000			\$4,030.22	\$3,547.69	\$0.00	\$482.53	\$0.00	
GOLDMAN SACHS GRP INC		CUSIP: 38141G104	Symbol (Box 1d): GS						
	3 000	08/29/12	02/20/13	\$465.73	\$317.96	\$0.00	\$147.77	\$0.00	
	40 000	01/17/13	02/20/13	\$6,208.12	\$5,650.12	\$0.00	\$558.00	\$0.00	
Security Subtotal	43 000			\$6,673.85	\$5,968.08	\$0.00	\$705.77	\$0.00	
GOOGLE INC-CL A		CUSIP: 38259P508	Symbol (Box 1d): GOOG						
	1 000	05/24/12	02/20/13	\$793.32	\$601.16	\$0.00	\$192.16	\$0.00	
	2 000	02/08/13	02/20/13	\$1,586.58	\$1,572.81	\$0.00	\$13.77	\$0.00	
	4 000	02/08/13	02/20/13	\$3,173.13	\$3,145.61	\$0.00	\$27.52	\$0.00	
Security Subtotal	7 000			\$5,553.03	\$5,319.58	\$0.00	\$233.45	\$0.00	

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

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(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)	NOTES
GRAND CANYON ED INC COM	CUSIP: 38526M106	Symbol (Box 1d): LOPE							
	6.000	05/01/12	02/20/13	\$157.07	\$101.65	\$0.00	\$55.42	\$0.00	\$0.00
GREEN MOUNTAIN COFFEE INC	CUSIP: 393122106	Symbol (Box 1d): GMCR							
	5.000	08/07/13	11/21/13	\$354.10	\$395.79	\$0.00	(\$41.69)	\$0.00	\$0.00
HARLEY DAVIDSON INC	CUSIP: 412822108	Symbol (Box 1d): HOG							
	1.000	01/26/12	01/07/13	\$49.00	\$44.32	\$0.00	\$4.68	\$0.00	\$0.00
	8.000	07/17/12	02/20/13	\$413.54	\$351.94	\$0.00	\$61.60	\$0.00	\$0.00
Security Subtotal	9.000			\$462.54	\$396.26	\$0.00	\$66.28	\$0.00	\$0.00
HEARTWARE INTL INC COM	CUSIP: 422368100	Symbol (Box 1d): HTWR							
	1.000	09/25/12	05/06/13	\$92.51	\$96.09	\$0.00	(\$3.58)	\$0.00	\$0.00
HERBALIFE	CUSIP: G4412G101	Symbol (Box 1d): HLF							
	2.000	01/20/12	01/09/13	\$80.39	\$114.74	\$34.34	(\$34.34)	\$0.00	\$0.00
HEWLETT PACKARD	CUSIP: 428236103	Symbol (Box 1d): HPQ							
	26.000	02/23/12	02/20/13	\$432.98	\$703.90	\$0.00	(\$270.92)	\$0.00	\$0.00
	8.000	02/23/12	02/20/13	\$133.23	\$216.58	\$0.00	(\$83.35)	\$0.00	\$0.00
Security Subtotal	34.000			\$566.21	\$920.48	\$0.00	(\$354.27)	\$0.00	\$0.00
HOLLYFRONTIER CORP COM	CUSIP: 436106108	Symbol (Box 1d): HFC							
	1.000	04/24/12	01/07/13	\$43.07	\$29.85	\$0.00	\$13.22	\$0.00	\$0.00
	2.000	04/27/12	03/14/13	\$104.46	\$62.76	\$0.00	\$41.70	\$0.00	\$0.00
	2.000	04/27/12	04/09/13	\$98.97	\$62.76	\$0.00	\$36.21	\$0.00	\$0.00
	1.000	05/03/12	04/09/13	\$49.49	\$29.97	\$0.00	\$19.52	\$0.00	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

OMB NO. 1545-0715

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

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(Continued)

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HOLLYFRONTIER CORP COM	2,000	05/03/12	04/10/13	\$97.59	\$59.94	\$0.00	\$37.65	\$0.00	
	1,000	05/03/12	04/25/13	\$51.70	\$29.97	\$0.00	\$21.73	\$0.00	
	1,000	05/03/12	04/25/13	\$51.70	\$29.97	\$0.00	\$21.73	\$0.00	
	2,000	05/08/12	04/25/13	\$103.41	\$57.12	\$0.00	\$46.29	\$0.00	
	117,000	04/22/13	11/18/13	\$5,471.62	\$5,876.58	\$0.00	(\$404.96)	\$0.00	
	18,000	06/27/13	11/18/13	\$841.78	\$764.50	\$0.00	\$77.18	\$0.00	
Security Subtotal	147,000			\$6,913.79	\$7,003.52	\$0.00	(\$89.73)	\$0.00	
HOLOGIC INC									
	1,000	04/30/12	01/10/13	\$22.54	\$19.26	\$0.00	\$3.28	\$0.00	
	5,000	04/30/12	02/20/13	\$107.64	\$96.30	\$0.00	\$11.34	\$0.00	
	4,000	08/02/13	11/12/13	\$77.91	\$90.49	\$0.00	(\$12.58)	\$0.00	
Security Subtotal	10,000			\$208.09	\$206.05	\$0.00	\$2.04	\$0.00	
HONEYWELL INTERNATIONAL INC									
	9,000	06/01/12	02/20/13	\$634.93	\$488.52	\$0.00	\$146.41	\$0.00	
HUMANA INC									
	1,000	01/28/13	02/20/13	\$72.34	\$74.87	\$2.53	(\$2.53)	\$0.00	
	2,000	01/28/13	02/20/13	\$144.67	\$149.74	\$5.07	(\$5.07)	\$0.00	
	5,000	01/28/13	02/20/13	\$361.69	\$374.36	\$0.00	(\$12.67)	\$0.00	
	1,000	01/28/13	03/01/13	\$67.78	\$74.87	\$0.00	(\$7.09)	\$0.00	
	1,000	01/28/13	03/05/13	\$67.68	\$83.59	\$0.00	(\$15.91)	\$0.00	
	2,000	01/28/13	03/05/13	\$135.37	\$166.51	\$0.00	(\$31.14)	\$0.00	
Security Subtotal	12,000			\$849.53	\$923.94	\$7.60	(\$74.41)	\$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
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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

OMB NO. 1545-0715

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

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part 1 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)	NOTES
HURON CONSULTING GRP INC	CUSIP: 447462102	Symbol (Box 1d): HURN							
	5,000	07/26/12	03/04/13	\$188.23	\$155.04	\$0.00	\$33.19	\$0.00	
ILLUMINA INC	CUSIP: 452327109	Symbol (Box 1d): ILMN							
	7,000	04/18/12	02/12/13	\$350.17	\$303.36	\$0.00	\$46.81	\$0.00	
	2,000	10/31/12	02/12/13	\$100.04	\$94.59	\$0.00	\$5.45	\$0.00	
	49,000	04/18/12	02/20/13	\$2,380.16	\$2,123.52	\$0.00	\$256.64	\$0.00	
Security Subtotal	58,000			\$2,830.37	\$2,521.47	\$0.00	\$308.90	\$0.00	
ING GROEP NV ADR	CUSIP: 456837103	Symbol (Box 1d): ING							
	315,000	02/20/13	04/01/13	\$2,238.65	\$2,695.05	\$0.00	(\$456.40)	\$0.00	
INTL BUSINESS MACHINES CORP	CUSIP: 459200101	Symbol (Box 1d): IBM							
	6,000	02/28/12	02/20/13	\$1,198.05	\$1,186.80	\$0.00	\$11.25	\$0.00	
	3,000	02/28/12	02/20/13	\$599.03	\$593.40	\$0.00	\$5.63	\$0.00	
	1,000	02/28/12	02/20/13	\$199.67	\$197.78	\$0.00	\$1.89	\$0.00	
	1,000	02/28/12	02/20/13	\$199.71	\$197.80	\$0.00	\$1.91	\$0.00	
	22,000	09/05/12	02/20/13	\$4,393.52	\$4,294.67	\$0.00	\$98.85	\$0.00	
	8,000	09/21/12	02/20/13	\$1,597.64	\$1,657.14	\$0.00	(\$59.50)	\$0.00	
	3,000	06/27/13	07/30/13	\$588.68	\$589.86	\$0.00	(\$1.18)	\$0.00	
	2,000	06/27/13	08/13/13	\$376.35	\$393.24	\$0.00	(\$16.89)	\$0.00	
	2,000	06/27/13	09/12/13	\$380.38	\$393.24	\$0.00	(\$12.86)	\$0.00	
	3,000	06/27/13	09/17/13	\$577.01	\$589.86	\$0.00	(\$12.85)	\$0.00	
Security Subtotal	10,000	06/27/13	09/20/13	\$1,932.68	\$1,966.20	\$0.00	(\$33.52)	\$0.00	
	61,000			\$12,042.72	\$12,059.99	\$0.00	(\$17.27)	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
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Account Number: 616 070335 038
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
CUSIP: 46120E602 Symbol (Box 1d): ISRG									
INTUITIVE SURGICAL INC	4.000	06/27/13	07/11/13	\$1,703.27	\$2,010.04	\$0.00	(\$306.77)	\$0.00	
CUSIP: 462846106 Symbol (Box 1d): IRM									
IRON MOUNTAIN INC (DE)	3.000	11/21/12	02/20/13	\$103.99	\$98.61	\$0.00	\$5.38	\$0.00	
	6.000	12/11/12	02/20/13	\$207.98	\$187.20	\$0.00	\$20.78	\$0.00	
	8.000	02/07/13	07/29/13	\$222.34	\$277.16	\$0.00	(\$54.82)	\$0.00	
Security Subtotal	17.000			\$534.31	\$562.97	\$0.00	(\$28.66)	\$0.00	
CUSIP: 478160104 Symbol (Box 1d): JNJ									
JOHNSON & JOHNSON	37.000	02/28/12	02/20/13	\$2,836.52	\$2,415.20	\$0.00	\$421.32	\$0.00	
	1.000	02/28/12	02/20/13	\$76.66	\$65.29	\$0.00	\$11.37	\$0.00	
	1.000	02/28/12	02/20/13	\$76.66	\$65.29	\$0.00	\$11.37	\$0.00	
	35.000	10/18/12	02/20/13	\$2,683.19	\$2,509.49	\$0.00	\$173.70	\$0.00	
Security Subtotal	74.000			\$5,673.03	\$5,055.27	\$0.00	\$617.76	\$0.00	
CUSIP: 481165108 Symbol (Box 1d): JOY									
JOY GLOBAL INC	9.000	03/01/12	02/20/13	\$590.63	\$795.00	\$0.00	(\$204.37)	\$0.00	
	29.000	05/17/12	02/20/13	\$1,903.11	\$1,730.23	\$0.00	\$172.88	\$0.00	
Security Subtotal	38.000			\$2,493.74	\$2,525.23	\$0.00	(\$31.49)	\$0.00	
CUSIP: 4812C0506 Symbol (Box 1d): OLGAX									
JP MORGAN LARGE CAP GRW A	12,086.505	02/20/13	06/27/13	\$314,370.00	\$299,140.88	\$0.00	\$15,229.12	\$0.00	
CUSIP: 48203R104 Symbol (Box 1d): JNPR									
JUNIPER NETWORKS	3.000	06/11/12	05/07/13	\$50.39	\$50.16	\$0.00	\$0.23	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

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

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 1 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)	NOTES
KANSAS CY SOUTHN IND NEW	1.000	11/16/12	10/02/13	\$110.83	\$74.02	\$0.00	\$36.81	\$0.00	
KEY ENERGY SVC INC	13.000	05/24/12	02/20/13	\$113.87	\$130.40	\$0.00	(\$16.53)	\$0.00	
KEYERA CORP COM	27.000	02/20/13	06/03/13	\$1,560.81	\$1,428.52	\$0.00	\$132.29	\$0.00	
KIMBERLY CLARK CORP	24.000	02/20/13	05/20/13	\$2,472.40	\$2,204.93	\$0.00	\$267.47	\$0.00	
	5.000	06/27/13	10/15/13	\$483.41	\$487.50	\$0.00	(\$4.09)	\$0.00	
	5.000	06/27/13	10/21/13	\$492.51	\$487.50	\$0.00	\$5.01	\$0.00	
Security Subtotal	34.000			\$3,448.32	\$3,179.93	\$0.00	\$268.39	\$0.00	
KINDER MORGAN INCORP	148.000	08/02/12	02/20/13	\$5,517.80	\$5,286.09	\$0.00	\$231.71	\$0.00	
	9.000	02/06/13	02/20/13	\$335.54	\$335.33	\$0.00	\$0.21	\$0.00	
Security Subtotal	157.000			\$5,853.34	\$5,621.42	\$0.00	\$231.92	\$0.00	
KINDER MORGAN MGMT LLC	0.521	02/20/13	05/15/13	\$44.94	\$42.54	\$0.00	\$2.40	\$0.00	
	0.727	06/03/13	08/14/13	\$57.64	\$58.67	\$1.03	(\$1.03)	\$0.00	
	0.148	02/20/13	11/14/13	\$11.12	\$11.88	\$0.00	(\$0.76)	\$0.00	
Security Subtotal	1.396			\$113.70	\$113.09	\$1.03	\$0.61	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
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 8th Floor

BERNARD SPAIN TTEE
 JOAN & BERNARD SPAIN FOUNDATION
 TR U7/A DTD 10/06/2000
 233 S 6TH STREET APT 2505
 PHILADELPHIA PA 19106-3757

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
KRAFT FOODS GROUP INC COM	38.000	10/10/12	02/20/13	\$1,795.93	\$1,781.99	\$0.00	\$13.94	\$0.00	
LATTICE SEMICONDUCTOR	40.000	03/01/12	02/20/13	\$195.99	\$263.60	\$0.00	(\$67.61)	\$0.00	
	14.000	04/20/12	02/20/13	\$68.60	\$78.12	\$0.00	(\$9.52)	\$0.00	
Security Subtotal	54.000			\$264.59	\$341.72	\$0.00	(\$77.13)	\$0.00	
LINKEDIN CORP-A	17.000	05/17/12	02/20/13	\$2,710.59	\$1,835.41	\$0.00	\$875.18	\$0.00	
	8.000	05/25/12	02/20/13	\$1,275.57	\$780.12	\$0.00	\$495.45	\$0.00	
	16.000	07/16/12	02/20/13	\$2,551.14	\$1,659.60	\$0.00	\$891.54	\$0.00	
	1.000	11/09/12	02/20/13	\$159.44	\$99.07	\$0.00	\$60.37	\$0.00	
Security Subtotal	42.000			\$6,696.74	\$4,374.20	\$0.00	\$2,322.54	\$0.00	
LIONBRIDGE TECHNOLOGIES INC	28.000	02/20/13	05/16/13	\$74.65	\$104.72	\$0.00	(\$30.07)	\$0.00	
LOEWS CORPORATION	12.000	07/20/12	02/20/13	\$521.43	\$487.24	\$0.00	\$34.19	\$0.00	
	3.000	09/25/12	02/20/13	\$130.35	\$123.90	\$0.00	\$6.45	\$0.00	
Security Subtotal	15.000			\$651.78	\$611.14	\$0.00	\$40.64	\$0.00	
LOWES COMPANIES INC	23.000	08/29/12	02/20/13	\$893.98	\$657.00	\$0.00	\$236.98	\$0.00	

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

OMB NO. 1545-0715

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

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

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LULULEMON ATHLETICA INC		CUSIP: 550021109	Symbol (Box 1d): LULU						
	2,000	06/12/12	02/11/13	\$134.51	\$126.73	\$0.00	\$7.78	\$0.00	
	1,000	06/15/12	03/19/13	\$62.33	\$60.71	\$0.00	\$1.62	\$0.00	
	2,000	07/03/12	03/19/13	\$124.66	\$115.85	\$0.00	\$8.81	\$0.00	
Security Subtotal	5,000			\$321.50	\$303.29	\$0.00	\$18.21	\$0.00	
LYONDELLBASELL NV CL-A		CUSIP: N53745100	Symbol (Box 1d): LYB						
	15,000	06/20/12	02/20/13	\$905.38	\$607.05	\$0.00	\$298.33	\$0.00	
	7,000	07/12/12	02/20/13	\$422.51	\$271.13	\$0.00	\$151.38	\$0.00	
	8,000	10/31/12	02/20/13	\$482.86	\$420.70	\$0.00	\$62.16	\$0.00	
Security Subtotal	30,000			\$1,810.75	\$1,298.88	\$0.00	\$511.87	\$0.00	
MACY'S INC		CUSIP: 55616P104	Symbol (Box 1d): M						
	9,000	02/28/12	02/20/13	\$355.44	\$338.37	\$0.00	\$17.07	\$0.00	
MANITOWOC CO		CUSIP: 563571108	Symbol (Box 1d): MTW						
	15,000	07/12/12	02/20/13	\$282.14	\$149.98	\$0.00	\$132.16	\$0.00	
MARATHON PETROLEUM CORP		CUSIP: 56585A102	Symbol (Box 1d): MPC						
	6,000	06/27/13	07/30/13	\$438.66	\$427.80	\$0.00	\$10.86	\$0.00	
MASTERCARD INC CL A		CUSIP: 57636Q104	Symbol (Box 1d): MA						
	2,000	06/27/13	12/16/13	\$1,594.49	\$1,142.68	\$0.00	\$451.81	\$0.00	
MATTEL INC		CUSIP: 577081102	Symbol (Box 1d): MAT						
	57,000	02/20/13	10/25/13	\$2,490.90	\$2,272.68	\$0.00	\$218.22	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Tax Year 2013 Copy B For Recipient

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DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
MATTRESS FIRM HOLDING	CUSIP: 57722W106	Symbol (Box 1d): MFRM							
	6 000	08/13/12	03/27/13	\$196.95	\$178.94	\$0.00	\$18.01	\$0.00	
MAXIM INTEGRATED PRODUCTS INC	CUSIP: 57772K101	Symbol (Box 1d): MXIM							
	3 000	01/29/13	06/13/13	\$81.82	\$95.79	\$0.00	(\$13.97)	\$0.00	
MERCK KGAA UNSPON ADR	CUSIP: 589339100	Symbol (Box 1d): MKGAY							
	48 000	02/20/13	07/19/13	\$2,517.52	\$2,235.84	\$0.00	\$281.68	\$0.00	
MICHAEL KORS HOLDINGS LTD	CUSIP: G60754101	Symbol (Box 1d): KORS							
	4 000	02/21/13	11/05/13	\$309.98	\$243.11	\$0.00	\$66.87	\$0.00	
	1 000	06/27/13	11/05/13	\$77.49	\$61.43	\$0.00	\$16.06	\$0.00	
	3 000	06/27/13	11/05/13	\$232.48	\$184.14	\$0.00	\$48.34	\$0.00	
	3 000	06/27/13	11/13/13	\$245.58	\$184.14	\$0.00	\$61.44	\$0.00	
Security Subtotal	11 000			\$865.53	\$672.82	\$0.00	\$192.71	\$0.00	
MICROSOFT CORP	CUSIP: 594918104	Symbol (Box 1d): MSFT							
	12 000	07/12/12	02/05/13	\$330.85	\$346.20	\$0.00	(\$15.35)	\$0.00	
	28 000	08/01/12	02/05/13	\$772.00	\$825.72	\$0.00	(\$53.72)	\$0.00	
	62 000	02/28/12	02/20/13	\$1,728.52	\$1,967.64	\$0.00	(\$239.12)	\$0.00	
	21 000	02/28/12	02/20/13	\$585.47	\$666.46	\$0.00	(\$80.99)	\$0.00	
	2 000	02/28/12	02/20/13	\$55.76	\$63.41	\$0.00	(\$7.65)	\$0.00	
	1 000	02/28/12	02/20/13	\$27.88	\$31.74	\$0.00	(\$3.86)	\$0.00	
	18 000	03/02/12	02/20/13	\$501.81	\$580.32	\$0.00	(\$78.51)	\$0.00	
Security Subtotal	144 000			\$4,002.29	\$4,481.49	\$0.00	(\$479.20)	\$0.00	

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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)	NOTES
CUSIP: 60740F105 Symbol (Box 1d): MINI									
MOBILE MINI INC	8.000	06/04/12	02/20/13	\$203.51	\$111.44	\$0.00	\$92.07	\$0.00	\$0.00
	1.000	06/04/12	04/16/13	\$26.76	\$13.93	\$0.00	\$12.83	\$0.00	\$0.00
Security Subtotal	9.000			\$230.27	\$125.37	\$0.00	\$104.90	\$0.00	\$0.00
CUSIP: 609207105 Symbol (Box 1d): MDLZ									
MONDELEZ INTL INC COM	2.000	02/28/12	02/20/13	\$54.06	\$49.32	\$0.00	\$4.74	\$0.00	\$0.00
	5.000	02/28/12	02/20/13	\$135.16	\$123.30	\$0.00	\$11.86	\$0.00	\$0.00
	11.000	03/20/12	02/20/13	\$297.34	\$274.54	\$0.00	\$22.80	\$0.00	\$0.00
	51.000	04/27/12	02/20/13	\$1,378.60	\$1,305.05	\$0.00	\$73.55	\$0.00	\$0.00
	10.000	04/27/12	02/20/13	\$270.31	\$255.89	\$0.00	\$14.42	\$0.00	\$0.00
	44.000	05/01/12	02/20/13	\$1,189.45	\$1,139.74	\$0.00	\$49.71	\$0.00	\$0.00
	31.000	05/01/12	02/20/13	\$837.97	\$803.01	\$0.00	\$34.96	\$0.00	\$0.00
	7.000	05/01/12	02/20/13	\$189.22	\$181.33	\$0.00	\$7.89	\$0.00	\$0.00
	2.000	05/01/12	02/20/13	\$54.06	\$51.81	\$0.00	\$2.25	\$0.00	\$0.00
	26.000	06/20/12	02/20/13	\$702.82	\$657.64	\$0.00	\$45.18	\$0.00	\$0.00
	3.000	06/28/12	02/20/13	\$81.10	\$72.67	\$0.00	\$8.43	\$0.00	\$0.00
	5.000	06/28/12	02/20/13	\$135.16	\$121.12	\$0.00	\$14.04	\$0.00	\$0.00
Security Subtotal	197.000			\$5,325.25	\$5,035.42	\$0.00	\$289.83	\$0.00	\$0.00
CUSIP: 61166W101 Symbol (Box 1d): MON									
MONSANTO CO/NEW	16.000	04/12/12	02/20/13	\$1,582.52	\$1,224.90	\$0.00	\$357.62	\$0.00	\$0.00
CUSIP: 637071101 Symbol (Box 1d): NOV									
NATIONAL OILWELL VARCO INC	9.000	06/20/12	02/20/13	\$612.52	\$601.73	\$0.00	\$10.79	\$0.00	\$0.00
	6.000	07/12/12	02/20/13	\$408.35	\$402.11	\$0.00	\$6.24	\$0.00	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
NATIONAL OILWELL VARCO INC	5,000	08/07/12	02/20/13	\$340.29	\$387.89	\$0.00	(\$47.60)	\$0.00	
	7,000	12/03/12	02/20/13	\$476.41	\$476.30	\$0.00	\$0.11	\$0.00	
Security Subtotal	27,000			\$1,837.57	\$1,868.03	\$0.00	(\$30.46)	\$0.00	
NETFLIX INC									
	1,000	02/13/13	04/03/13	\$167.26	\$183.75	\$0.00	(\$16.49)	\$0.00	
NETSPEND HLDGS INC COM									
	8,000	11/15/12	02/20/13	\$126.39	\$86.06	\$0.00	\$40.33	\$0.00	
	28,000	11/15/12	07/01/13	\$448.00	\$301.23	\$0.00	\$146.77	\$0.00	
Security Subtotal	36,000			\$574.39	\$387.29	\$0.00	\$187.10	\$0.00	
NEXTERA ENERGY INC COM									
	19,000	04/18/12	01/22/13	\$1,366.96	\$1,196.47	\$0.00	\$170.49	\$0.00	
	7,000	07/12/12	01/22/13	\$503.61	\$480.09	\$0.00	\$23.52	\$0.00	
	39,000	10/11/12	01/22/13	\$2,805.86	\$2,726.38	\$0.00	\$79.48	\$0.00	
	26,000	10/11/12	02/20/13	\$1,899.86	\$1,817.59	\$0.00	\$82.27	\$0.00	
Security Subtotal	91,000			\$6,576.29	\$6,220.53	\$0.00	\$355.76	\$0.00	
NISOURCE INC									
	53,000	02/20/13	02/28/13	\$1,463.30	\$1,433.94	\$0.00	\$29.36	\$0.00	
	78,000	02/20/13	06/03/13	\$2,240.21	\$2,110.33	\$0.00	\$129.88	\$0.00	
Security Subtotal	131,000			\$3,703.51	\$3,544.27	\$0.00	\$159.24	\$0.00	
NOVO NORDISK A/S ADR									
	1,000	06/27/13	06/28/13	\$155.43	\$158.15	\$2.72	(\$2.72)	\$0.00	
	3,000	06/27/13	10/17/13	\$520.18	\$474.45	\$0.00	\$45.73	\$0.00	
Security Subtotal	4,000			\$675.61	\$632.60	\$2.72	\$43.01	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
O'REILLY AUTOMOTIVE INC NEW									
	CUSIP: 67103H107	Symbol (Box 1d): ORLY							
	9.000	07/19/12	02/08/13	\$922.27	\$843.14	\$0.00	\$79.13	\$0.00	
	3.000	07/19/12	02/08/13	\$307.42	\$281.04	\$0.00	\$26.38	\$0.00	
	3.000	07/19/12	02/08/13	\$307.42	\$281.05	\$0.00	\$26.37	\$0.00	
	1.000	07/19/12	02/08/13	\$102.47	\$93.68	\$0.00	\$8.79	\$0.00	
	2.000	12/13/12	02/08/13	\$204.97	\$183.60	\$0.00	\$21.37	\$0.00	
	35.000	07/19/12	02/20/13	\$3,547.77	\$3,278.86	\$0.00	\$268.91	\$0.00	
	2.000	07/19/12	02/20/13	\$202.73	\$187.36	\$0.00	\$15.37	\$0.00	
	1.000	07/19/12	02/20/13	\$101.36	\$93.68	\$0.00	\$7.68	\$0.00	
Security Subtotal	56.000			\$5,696.41	\$5,242.41	\$0.00	\$454.00	\$0.00	
OCCIDENTAL PETROLEUM CORP DE									
	CUSIP: 674599105	Symbol (Box 1d): OXY							
	3.000	07/12/12	02/20/13	\$254.47	\$252.23	\$0.00	\$2.24	\$0.00	
	4.000	07/12/12	02/20/13	\$339.29	\$336.42	\$0.00	\$2.87	\$0.00	
	4.000	08/07/12	02/20/13	\$339.29	\$365.94	\$0.00	(\$26.65)	\$0.00	
	3.000	08/29/12	02/20/13	\$254.47	\$260.03	\$0.00	(\$5.56)	\$0.00	
	5.000	08/29/12	02/20/13	\$424.10	\$433.39	\$0.00	(\$9.29)	\$0.00	
Security Subtotal	19.000			\$1,611.52	\$1,648.01	\$0.00	(\$36.39)	\$0.00	
ONYX PHARMACEUTICALS INC									
	CUSIP: 683399109	Symbol (Box 1d): ONXX							
	1.000	03/11/13	07/30/13	\$129.86	\$87.35	\$0.00	\$42.51	\$0.00	
	2.000	03/21/13	08/15/13	\$229.81	\$166.70	\$0.00	\$63.11	\$0.00	
	14.000	06/27/13	08/15/13	\$1,608.71	\$1,188.20	\$0.00	\$420.51	\$0.00	
	1.000	06/27/13	08/15/13	\$114.91	\$84.87	\$0.00	\$30.04	\$0.00	
	1.000	06/27/13	09/05/13	\$123.69	\$84.87	\$0.00	\$38.82	\$0.00	
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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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Customer Service: 866-324-6088

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233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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

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

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

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CUSIP: 69327R101 Symbol (Box 1d): PDCE									
PDC ENERGY INC COM	4.000	06/25/12	02/20/13	\$169.43	\$78.80	\$0.00	\$90.63	\$0.00	
	2.000	06/25/12	03/01/13	\$92.42	\$39.40	\$0.00	\$53.02	\$0.00	
	3.000	06/25/12	03/07/13	\$146.22	\$59.10	\$0.00	\$87.12	\$0.00	
	9.000	06/25/12	04/09/13	\$424.31	\$177.29	\$0.00	\$247.02	\$0.00	
Security Subtotal	18.000			\$832.38	\$354.59	\$0.00	\$477.79	\$0.00	
CUSIP: 706327103 Symbol (Box 1d): PBA									
PEMBINA PIPELINE CORP COM	2.000	02/20/13	06/03/13	\$63.14	\$58.10	\$0.00	\$5.04	\$0.00	
	47.000	02/20/13	09/11/13	\$1,481.05	\$1,365.35	\$0.00	\$115.70	\$0.00	
Security Subtotal	49.000			\$1,544.19	\$1,423.45	\$0.00	\$120.74	\$0.00	
CUSIP: 714290103 Symbol (Box 1d):									
PERRIGO CO	0.000	05/23/13	12/19/13	\$155.34	\$118.12	\$0.00	\$37.22	\$0.00	BI
	1.000	05/23/13	12/19/13	\$0.01	\$0.01	\$0.00	\$0.00	\$0.00	BI
	0.000	08/02/13	12/19/13	\$155.34	\$126.82	\$0.00	\$28.52	\$0.00	BI
	1.000	08/02/13	12/19/13	\$0.01	\$0.01	\$0.00	\$0.00	\$0.00	BI
Security Subtotal	2.000			\$310.70	\$244.96	\$0.00	\$65.74	\$0.00	
CUSIP: 716473103 Symbol (Box 1d): POF CY									
PETROFAC LTD LONDON UNSPON ADR	44.000	02/20/13	02/25/13	\$529.91	\$534.16	\$0.00	(\$4.25)	\$0.00	
	120.000	02/20/13	12/05/13	\$1,143.05	\$1,456.80	\$0.00	(\$313.75)	\$0.00	
Security Subtotal	164.000			\$1,672.96	\$1,990.96	\$0.00	(\$318.00)	\$0.00	

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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1 New York Plaza
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BERNARD SPAIN TTEE
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TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

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

OMB NO. 1545-0715

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

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

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CUSIP: 716768106 Symbol (Box 1d): PETM									
PETSMART INC	1.000	07/03/12	04/11/13	\$66.17	\$67.73	\$0.00	(\$1.56)	\$0.00	
	1.000	07/10/12	04/11/13	\$66.16	\$67.75	\$0.00	(\$1.59)	\$0.00	
Security Subtotal	2.000			\$132.33	\$135.48	\$0.00	(\$3.15)	\$0.00	
CUSIP: 717081103 Symbol (Box 1d): PFE									
PFIZER INC	8.000	07/13/12	01/09/13	\$210.41	\$182.57	\$0.00	\$27.84	\$0.00	
	21.000	01/26/12	01/18/13	\$555.85	\$451.71	\$0.00	\$104.14	\$0.00	
	102.000	02/28/12	02/20/13	\$2,815.41	\$2,166.10	\$0.00	\$649.31	\$0.00	
	23.000	02/28/12	02/20/13	\$634.85	\$488.43	\$0.00	\$146.42	\$0.00	
	6.000	02/28/12	02/20/13	\$165.61	\$127.42	\$0.00	\$38.19	\$0.00	
	4.000	02/28/12	02/20/13	\$110.41	\$84.94	\$0.00	\$25.47	\$0.00	
	3.000	02/28/12	02/20/13	\$82.81	\$63.71	\$0.00	\$19.10	\$0.00	
	1.000	02/28/12	02/20/13	\$27.60	\$21.24	\$0.00	\$6.36	\$0.00	
	8.000	07/13/12	02/20/13	\$220.81	\$182.57	\$0.00	\$38.24	\$0.00	
Security Subtotal	176.000			\$4,823.76	\$3,768.69	\$0.00	\$1,055.07	\$0.00	
CUSIP: 718172109 Symbol (Box 1d): PM									
PHILIP MORRIS INTL INC	7.000	02/10/12	01/28/13	\$623.14	\$559.91	\$0.00	\$63.23	\$0.00	
	2.000	02/10/12	01/28/13	\$178.04	\$159.97	\$0.00	\$18.07	\$0.00	
	6.000	02/10/12	01/28/13	\$534.11	\$479.92	\$0.00	\$54.19	\$0.00	
	1.000	02/10/12	01/28/13	\$89.01	\$79.99	\$0.00	\$9.02	\$0.00	
	1.000	05/11/12	02/20/13	\$92.47	\$85.84	\$0.00	\$6.63	\$0.00	
	18.000	05/11/12	02/20/13	\$1,665.56	\$1,545.06	\$0.00	\$120.50	\$0.00	
	2.000	05/11/12	02/20/13	\$185.06	\$171.67	\$0.00	\$13.39	\$0.00	
Security Subtotal	37.000			\$10,000.00	\$9,000.00	\$0.00	\$1,000.00	\$0.00	

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

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

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

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PHILIP MORRIS INTL INC	1.000	05/11/12	02/20/13	\$92.53	\$85.84	\$0.00	\$6.69	\$0.00	
	2.000	06/13/12	02/20/13	\$184.94	\$171.25	\$0.00	\$13.69	\$0.00	
	1.000	06/13/12	02/20/13	\$92.46	\$85.62	\$0.00	\$6.84	\$0.00	
	14.000	06/13/12	02/20/13	\$1,294.97	\$1,198.74	\$0.00	\$96.23	\$0.00	
	7.000	06/13/12	02/20/13	\$647.72	\$599.37	\$0.00	\$48.35	\$0.00	
	4.000	06/13/12	02/20/13	\$370.12	\$342.50	\$0.00	\$27.62	\$0.00	
	2.000	06/13/12	02/20/13	\$185.06	\$171.25	\$0.00	\$13.81	\$0.00	
	14.000	06/20/12	02/20/13	\$1,295.44	\$1,240.73	\$0.00	\$54.71	\$0.00	
	3.000	06/27/13	06/28/13	\$262.65	\$263.61	\$0.00	(\$0.96)	\$0.00	
	12.000	06/27/13	07/18/13	\$1,073.49	\$1,054.44	\$0.00	\$19.05	\$0.00	
	5.000	06/27/13	08/14/13	\$440.23	\$439.35	\$0.00	\$0.88	\$0.00	
	1.000	06/27/13	08/21/13	\$84.12	\$87.87	\$0.00	(\$3.75)	\$0.00	
	6.000	06/27/13	08/23/13	\$510.81	\$527.22	\$0.00	(\$16.41)	\$0.00	
Security Subtotal	109.000			\$9,901.93	\$9,350.15	\$0.00	\$551.78	\$0.00	
PHILLIPS 66 COM		CUSIP: 718546104	Symbol (Box 1d): PSX						
	11.000	05/11/12	04/16/13	\$644.97	\$350.41	\$0.00	\$294.56	\$0.00	
	25.000	05/16/12	04/16/13	\$1,465.84	\$787.50	\$0.00	\$678.34	\$0.00	
	20.000	05/16/12	04/16/13	\$1,172.67	\$630.00	\$0.00	\$542.67	\$0.00	
	3.000	05/16/12	04/16/13	\$175.90	\$94.50	\$0.00	\$81.40	\$0.00	
	12.000	06/20/12	04/16/13	\$703.61	\$413.88	\$0.00	\$289.73	\$0.00	
	6.000	08/07/12	04/16/13	\$351.80	\$243.19	\$0.00	\$108.61	\$0.00	
	3.000	01/28/13	04/16/13	\$175.91	\$172.48	\$0.00	\$3.43	\$0.00	
Security Subtotal	80.000			\$4,690.70	\$2,691.96	\$0.00	\$1,998.74	\$0.00	
PIONEER ENERGY SVCS CORP COM		CUSIP: 723664108	Symbol (Box 1d): PES						

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PHILADELPHIA PA 19106-3757

New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
PIONEER ENERGY SVCS CORP	11.000	06/01/12	02/20/13	\$99.65	\$78.87	\$0.00	\$20.78	\$0.00	
POTASH CP OF SASKATCHEWAN INC	CUSIP: 73755L107 Symbol (Box 1d): POT								
	12.000	07/17/12	07/17/13	\$462.46	\$545.00	\$0.00	(\$82.54)	\$0.00	
	13.000	02/20/13	07/17/13	\$501.00	\$527.06	\$0.00	(\$26.06)	\$0.00	
Security Subtotal	25.000			\$963.46	\$1,072.06	\$0.00	(\$108.60)	\$0.00	
PRECISION CASTPARTS CORP	CUSIP: 740189105 Symbol (Box 1d): PCP								
	6.000	06/13/12	02/20/13	\$1,098.75	\$1,000.40	\$0.00	\$98.35	\$0.00	
PROCTER & GAMBLE	CUSIP: 742718109 Symbol (Box 1d): PG								
	54.000	10/23/12	02/20/13	\$4,157.49	\$3,644.18	\$0.00	\$513.31	\$0.00	
	12.000	01/28/13	02/20/13	\$923.89	\$886.56	\$0.00	\$37.33	\$0.00	
Security Subtotal	66.000			\$5,081.38	\$4,530.74	\$0.00	\$550.64	\$0.00	
PROGRESSIVE CORP OHIO	CUSIP: 743315103 Symbol (Box 1d): PGR								
	32.000	07/16/12	02/20/13	\$777.68	\$636.64	\$0.00	\$141.04	\$0.00	
	50.000	01/23/13	02/20/13	\$1,215.13	\$1,129.50	\$0.00	\$85.63	\$0.00	
Security Subtotal	82.000			\$1,992.81	\$1,766.14	\$0.00	\$226.67	\$0.00	
PUBLIC STORAGE	CUSIP: 74460D109 Symbol (Box 1d): PSA								
	4.000	07/12/12	02/20/13	\$612.71	\$582.13	\$0.00	\$30.58	\$0.00	
	4.000	08/07/12	02/20/13	\$612.70	\$583.62	\$0.00	\$29.08	\$0.00	
Security Subtotal	8.000			\$1,225.41	\$1,165.75	\$0.00	\$59.66	\$0.00	
QUALCOMM INC	CUSIP: 747525103 Symbol (Box 1d): QCOM								
	24.000	03/23/12	02/20/13	\$1,568.42	\$1,595.25	\$0.00	(\$26.83)	\$0.00	
	20.000	04/18/12	02/20/13	\$1,307.02	\$1,341.83	\$0.00	(\$34.81)	\$0.00	

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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

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

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part 1 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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
QUALCOMM INC	5,000	06/27/13	07/30/13	\$322.60	\$305.90	\$0.00	\$16.70	\$0.00	
	6,000	06/27/13	10/28/13	\$409.52	\$367.08	\$0.00	\$42.44	\$0.00	
	3,000	06/27/13	11/08/13	\$201.41	\$183.54	\$0.00	\$17.87	\$0.00	
Security Subtotal	58,000			\$3,808.97	\$3,793.60	\$0.00	\$15.37	\$0.00	
QUESTAR CORP									
	30,000	02/20/13	02/28/13	\$704.70	\$699.23	\$0.00	\$5.47	\$0.00	
QUINTILES TRANSNATIONAL HLDGS									
	3,000	05/10/13	12/11/13	\$131.58	\$126.23	\$0.00	\$5.35	\$0.00	
RANGE RESOURCES CORP									
	27,000	04/20/12	02/20/13	\$1,906.17	\$1,595.15	\$0.00	\$311.02	\$0.00	
	35,000	04/23/12	02/20/13	\$2,470.97	\$1,991.47	\$0.00	\$479.50	\$0.00	
	28,000	06/15/12	02/20/13	\$1,976.77	\$1,597.91	\$0.00	\$378.86	\$0.00	
Security Subtotal	90,000			\$6,353.91	\$5,184.53	\$0.00	\$1,169.38	\$0.00	
RAYMOND JAMES FINCL INC									
	3,000	04/25/13	05/06/13	\$126.74	\$124.60	\$0.00	\$2.14	\$0.00	
REGENERON PHARM									
	1,000	06/27/13	08/19/13	\$230.57	\$234.83	\$0.00	(\$4.26)	\$0.00	
	4,000	06/27/13	08/21/13	\$940.51	\$939.32	\$0.00	\$1.19	\$0.00	
	2,000	06/27/13	09/19/13	\$601.33	\$469.66	\$0.00	\$131.67	\$0.00	
	7,000	06/27/13	11/15/13	\$1,992.51	\$1,643.81	\$0.00	\$348.70	\$0.00	
Security Subtotal	14,000			\$3,764.92	\$3,287.62	\$0.00	\$477.30	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
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1 New York Plaza
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New York, NY 10004
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

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

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

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REGIONS FINANCIAL CORP NEW									
		CUSIP: 7591EP100	Symbol (Box 1d): RF						
	140.000	02/23/12	02/20/13	\$1,082.41	\$804.61	\$0.00	\$277.80	\$0.00	
	50.000	03/20/12	02/20/13	\$386.57	\$321.00	\$0.00	\$65.57	\$0.00	
	54.000	11/01/12	02/20/13	\$417.50	\$358.01	\$0.00	\$59.49	\$0.00	
Security Subtotal	244.000			\$1,886.48	\$1,483.62	\$0.00	\$402.86	\$0.00	
REX ENERGY CORP									
		CUSIP: 761565100	Symbol (Box 1d): REXX						
	12.000	04/03/13	11/04/13	\$258.26	\$197.63	\$0.00	\$60.63	\$0.00	
ROCHE HOLDINGS ADR									
		CUSIP: 771195104	Symbol (Box 1d): RHHBY						
	20.000	01/28/13	02/20/13	\$1,150.37	\$1,092.84	\$0.00	\$57.53	\$0.00	
SANDISK CORP									
		CUSIP: 80004C101	Symbol (Box 1d): SNDK						
	35.000	03/02/12	02/20/13	\$1,756.96	\$1,765.96	\$0.00	(\$9.00)	\$0.00	
	2.000	02/15/13	07/30/13	\$108.53	\$103.20	\$0.00	\$5.33	\$0.00	
	2.000	03/04/13	07/30/13	\$107.99	\$100.58	\$0.00	\$7.41	\$0.00	
Security Subtotal	39.000			\$1,973.48	\$1,969.74	\$0.00	\$3.74	\$0.00	
SANDVIK AB SPONS ADR									
		CUSIP: 800212201	Symbol (Box 1d): SDVKY						
	109.000	02/20/13	04/24/13	\$1,505.12	\$1,851.91	\$0.00	(\$346.79)	\$0.00	
SANOFI ADR									
		CUSIP: 80105N105	Symbol (Box 1d): SNY						
	9.000	02/20/13	07/03/13	\$452.73	\$441.59	\$0.00	\$11.14	\$0.00	
	34.000	02/20/13	08/07/13	\$1,768.48	\$1,668.24	\$0.00	\$100.24	\$0.00	
Security Subtotal	43.000			\$2,221.21	\$2,109.83	\$0.00	\$111.38	\$0.00	

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

OMB NO. 1545-0715

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

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part 1 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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
SCHLUMBERGER LTD	CUSIP: 806857108	Symbol (Box 1d): SLB							
	8.000	03/20/12	02/20/13	\$630.38	\$604.75	\$0.00	\$25.63	\$0.00	
SEMPRA ENERGY	CUSIP: 816851109	Symbol (Box 1d): SRE							
	3.000	02/28/12	02/20/13	\$228.67	\$174.75	\$0.00	\$53.92	\$0.00	
SHERWIN WILLIAMS COMPANY OHIO	CUSIP: 824348106	Symbol (Box 1d): SHW							
	25.000	08/10/12	02/20/13	\$4,006.91	\$3,507.50	\$0.00	\$499.41	\$0.00	
	2.000	06/27/13	07/30/13	\$349.69	\$359.10	\$0.00	(\$9.41)	\$0.00	
	7.000	06/27/13	12/17/13	\$1,238.03	\$1,256.85	\$0.00	(\$18.82)	\$0.00	
Security Subtotal	34.000			\$5,594.63	\$5,123.45	\$0.00	\$471.18	\$0.00	
SHUTTERFLY INC	CUSIP: 82568P304	Symbol (Box 1d): SFLY							
	8.000	04/05/12	02/20/13	\$330.15	\$240.13	\$0.00	\$90.02	\$0.00	
SIGNATURE BANK	CUSIP: 82669G104	Symbol (Box 1d): SBNY							
	2.000	04/23/13	06/10/13	\$156.60	\$144.71	\$0.00	\$11.89	\$0.00	
SIGNET JEWELERS LIMITED	CUSIP: G81276100	Symbol (Box 1d): SIG							
	8.000	03/22/13	12/04/13	\$604.46	\$501.07	\$0.00	\$103.39	\$0.00	
SOFTBANK CORP UNSPONS ADR	CUSIP: 83404D109	Symbol (Box 1d): SFTBY							
	79.000	02/20/13	04/16/13	\$1,761.66	\$1,430.69	\$0.00	\$330.97	\$0.00	
SOLARWINDS INC	CUSIP: 83416B109	Symbol (Box 1d): SWI							
	1.000	02/06/13	07/01/13	\$39.71	\$53.22	\$13.51	(\$13.51)	\$0.00	
	1.000	02/06/13	07/01/13	\$39.71	\$52.63	\$12.92	(\$12.92)	\$0.00	
	1.000	02/06/13	07/01/13	\$39.71	\$52.63	\$0.00	(\$12.92)	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

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

BERNARD SPAIN TTEE

JOAN & BERNARD SPAIN FOUNDATION

TR U/T/A DTD 10/06/2000

233 S 6TH STREET APT 2505

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

OMB NO. 1545-0715

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

Short Term - Covered Securities

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
SOLARWINDS INC	1.000	02/06/13	07/01/13	\$39.71	\$53.22	\$13.51	(\$13.51)	\$0.00	
	3.000	04/16/13	07/01/13	\$119.14	\$153.83	\$34.69	(\$34.69)	\$0.00	
	1.000	05/01/13	07/01/13	\$39.71	\$44.25	\$4.54	(\$4.54)	\$0.00	
	1.000	05/01/13	07/01/13	\$39.71	\$44.84	\$5.13	(\$5.13)	\$0.00	
	1.000	06/27/13	07/01/13	\$39.72	\$39.12	\$0.00	\$0.60	\$0.00	
	1.000	06/27/13	07/01/13	\$39.71	\$39.12	\$0.00	\$0.59	\$0.00	
	1.000	04/16/13	08/02/13	\$37.20	\$50.68	\$0.00	(\$13.48)	\$0.00	
	2.000	04/16/13	09/10/13	\$79.02	\$101.37	\$0.00	(\$22.35)	\$0.00	
	1.000	06/27/13	09/10/13	\$39.51	\$39.12	\$0.00	\$0.39	\$0.00	
	1.000	07/07/13	09/10/13	\$39.52	\$57.67	\$0.00	(\$18.15)	\$0.00	
	1.000	07/07/13	09/10/13	\$39.51	\$49.30	\$0.00	(\$9.79)	\$0.00	
Security Subtotal	17.000			\$671.59	\$831.00	\$84.30	(\$159.41)	\$0.00	
SPIRIT AIRLINES INC		CUSIP: 848577102		Symbol (Box 1d): SAVE					
	8.000	08/01/12	03/27/13	\$202.98	\$162.12	\$0.00	\$40.86	\$0.00	
STARBUCKS CORP WASHINGTON		CUSIP: 855244109		Symbol (Box 1d): SBUX					
	66.000	12/06/12	02/20/13	\$3,518.38	\$3,543.82	\$0.00	(\$25.44)	\$0.00	
STATE STREET CORP		CUSIP: 857477103		Symbol (Box 1d): STT					
	7.000	08/29/12	02/20/13	\$398.08	\$289.42	\$0.00	\$108.66	\$0.00	
SUPERIOR ENERGY SERVICES INC		CUSIP: 868157108		Symbol (Box 1d): SPN					
	4.000	07/20/12	05/06/13	\$111.11	\$89.66	\$0.00	\$21.45	\$0.00	
T C F FINANCIAL		CUSIP: 872275102		Symbol (Box 1d): TCB					
	16.000	10/09/12	07/10/13	\$241.27	\$187.16	\$0.00	\$54.11	\$0.00	

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

OMB NO. 1545-0715

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

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 9949 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)	NOTES
T C F FINANCIAL	30.000	10/09/12	08/12/13	\$438.57	\$350.93	\$0.00	\$87.64	\$0.00	
Security Subtotal	46.000			\$679.84	\$538.09	\$0.00	\$141.75	\$0.00	
T ROWE PRICE GROUP INC									
CUSIP: 741444T108 Symbol (Box 1d): TROW									
	2.000	01/28/13	07/22/13	\$159.92	\$143.20	\$0.00	\$16.72	\$0.00	
	1.000	02/13/13	07/22/13	\$79.96	\$74.23	\$0.00	\$5.73	\$0.00	
	1.000	02/26/13	07/22/13	\$79.96	\$70.08	\$0.00	\$9.88	\$0.00	
	4.000	06/27/13	08/07/13	\$297.80	\$295.04	\$0.00	\$2.76	\$0.00	
	2.000	06/27/13	08/07/13	\$148.89	\$147.52	\$0.00	\$1.37	\$0.00	
	3.000	06/27/13	08/14/13	\$222.41	\$221.28	\$0.00	\$1.13	\$0.00	
	4.000	06/27/13	08/14/13	\$222.41	\$221.28	\$0.00	\$1.13	\$0.00	
	3.000	06/27/13	08/23/13	\$288.07	\$295.04	\$0.00	(\$6.97)	\$0.00	
	3.000	06/27/13	08/23/13	\$216.05	\$221.28	\$0.00	(\$5.23)	\$0.00	
	2.000	06/27/13	09/18/13	\$145.51	\$147.52	\$0.00	(\$2.01)	\$0.00	
	3.000	06/27/13	09/18/13	\$218.27	\$221.28	\$0.00	(\$3.01)	\$0.00	
	7.000	06/27/13	09/27/13	\$506.70	\$516.32	\$0.00	(\$9.62)	\$0.00	
	5.000	06/27/13	10/10/13	\$368.23	\$368.80	\$0.00	(\$0.57)	\$0.00	
	10.000	06/27/13	10/24/13	\$753.07	\$737.60	\$0.00	\$15.47	\$0.00	
	11.000	06/27/13	10/29/13	\$863.48	\$811.36	\$0.00	\$52.12	\$0.00	
	4.000	06/27/13	11/08/13	\$311.07	\$295.04	\$0.00	\$16.03	\$0.00	
	9.000	06/27/13	11/21/13	\$723.96	\$663.84	\$0.00	\$60.12	\$0.00	
Security Subtotal	74.000			\$5,605.76	\$5,450.71	\$0.00	\$155.05	\$0.00	

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Morgan Stanley

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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)	NOTES
TARGET CORPORATION		CUSIP: 87612E106	Symbol (Box 1d): TGT						
	4.000	02/28/12	02/20/13	\$250.95	\$222.53	\$0.00	\$28.42	\$0.00	
	2.000	02/28/12	02/20/13	\$125.48	\$111.26	\$0.00	\$14.22	\$0.00	
	7.000	06/01/12	02/20/13	\$439.17	\$401.52	\$0.00	\$37.65	\$0.00	
Security Subtotal	13.000			\$815.60	\$735.31	\$0.00	\$80.29	\$0.00	
TECHNIP-COFLEXIP		CUSIP: 878546209	Symbol (Box 1d): TKPPY						
	70.000	02/20/13	11/06/13	\$1,833.32	\$1,839.07	\$0.00	(\$5.75)	\$0.00	
TELSTRA CORP LTD SPON ADR		CUSIP: 87969N204	Symbol (Box 1d): TLSYY						
	61.000	02/20/13	07/29/13	\$1,378.35	\$1,423.13	\$0.00	(\$44.78)	\$0.00	
TENNECO AUTOMOTIVE INC		CUSIP: 880349105	Symbol (Box 1d): TEN						
	2.000	05/03/12	01/14/13	\$70.96	\$61.99	\$0.00	\$8.97	\$0.00	
TERADATA CORP		CUSIP: 88076W103	Symbol (Box 1d): TDC						
	24.000	07/03/12	02/20/13	\$1,495.65	\$1,726.80	\$0.00	(\$231.15)	\$0.00	
	1.000	07/03/12	02/20/13	\$62.32	\$71.95	\$0.00	(\$9.63)	\$0.00	
	6.000	07/16/12	02/20/13	\$373.91	\$387.85	\$0.00	(\$13.94)	\$0.00	
	20.000	07/16/12	02/20/13	\$1,246.36	\$1,292.83	\$0.00	(\$46.47)	\$0.00	
	1.000	07/16/12	07/03/13	\$50.81	\$64.64	\$13.83	(\$13.83)	\$0.00	
	1.000	07/16/12	07/03/13	\$50.81	\$64.64	\$13.83	(\$13.83)	\$0.00	
	2.000	07/16/12	07/03/13	\$101.61	\$129.29	\$27.68	(\$27.68)	\$0.00	
	2.000	10/09/12	07/03/13	\$101.62	\$144.50	\$42.88	(\$42.88)	\$0.00	
	4.000	10/09/12	07/03/13	\$203.23	\$289.00	\$85.77	(\$85.77)	\$0.00	
	1.000	10/09/12	07/03/13	\$50.80	\$72.61	\$0.00	(\$21.81)	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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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: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR UT/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
TERADATA CORP	1.000	10/09/12	07/03/13	\$50.81	\$72.61	\$21.80	(\$21.80)	\$0.00	
	1.000	06/27/13	07/03/13	\$50.81	\$72.96	\$22.15	(\$22.15)	\$0.00	
	1.000	06/27/13	10/17/13	\$41.25	\$73.32	\$0.00	(\$32.07)	\$0.00	
Security Subtotal	65.000			\$3,879.99	\$4,463.00	\$227.94	(\$583.01)	\$0.00	
TESLA MOTORS INC									
		CUSIP: 88160R101	Symbol (Box 1d): TSLA						
	1.000	08/23/13	11/07/13	\$141.49	\$160.47	\$0.00	(\$18.98)	\$0.00	
TEXAS INSTRUMENTS									
		CUSIP: 882508104	Symbol (Box 1d): TXN						
	13.000	07/20/12	02/20/13	\$431.11	\$355.58	\$0.00	\$75.53	\$0.00	
THE ADT CORPORATION COM									
		CUSIP: 00101J106	Symbol (Box 1d): ADT						
	82.000	11/28/12	02/20/13	\$3,890.97	\$3,595.58	\$0.00	\$295.39	\$0.00	
THERMO FISHER SCIENTIFIC INC									
		CUSIP: 883556102	Symbol (Box 1d): TMO						
	6.000	01/28/13	02/20/13	\$437.02	\$425.08	\$0.00	\$11.94	\$0.00	
TIME WARNER INC NEW									
		CUSIP: 887317303	Symbol (Box 1d): TWX						
	8.000	02/28/12	01/28/13	\$401.43	\$301.65	\$0.00	\$99.78	\$0.00	
	4.000	02/28/12	01/28/13	\$200.71	\$150.82	\$0.00	\$49.89	\$0.00	
	2.000	02/28/12	01/28/13	\$100.36	\$75.42	\$0.00	\$24.94	\$0.00	
	1.000	02/28/12	01/28/13	\$50.18	\$37.71	\$0.00	\$12.47	\$0.00	
Security Subtotal	15.000			\$752.68	\$565.60	\$0.00	\$187.08	\$0.00	
TRANSDIGM GROUP INC									
		CUSIP: 893641100	Symbol (Box 1d): TDG						
	1.000	07/19/12	02/01/13	\$137.16	\$130.17	\$0.00	\$6.99	\$0.00	
	1.000	07/24/12	02/01/13	\$137.15	\$125.52	\$0.00	\$11.63	\$0.00	
Security Subtotal	2.000			\$274.31	\$255.69	\$0.00	\$18.62	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

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

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
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233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

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

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

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

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TW TELECOM INC CL A		CUSIP: 87311L104	Symbol (Box 1d): TWTC						
	5,000	09/24/12	07/02/13	\$141.80	\$128.85	\$0.00	\$12.95	\$0.00	\$0.00
	5,000	11/08/12	09/24/13	\$151.20	\$124.74	\$0.00	\$26.46	\$0.00	\$0.00
	1,000	02/20/13	09/24/13	\$30.24	\$25.88	\$0.00	\$4.36	\$0.00	\$0.00
Security Subtotal	11,000			\$323.24	\$279.47	\$0.00	\$43.77	\$0.00	\$0.00
TWITTER INC		CUSIP: 90184L102	Symbol (Box 1d): TWTR						
	4,000	11/08/13	12/16/13	\$224.61	\$172.00	\$0.00	\$52.61	\$0.00	\$0.00
UGI CORPORATION NEW COM		CUSIP: 902681105	Symbol (Box 1d): UGI						
	2,000	02/20/13	06/03/13	\$76.48	\$71.24	\$0.00	\$5.24	\$0.00	\$0.00
	15,000	02/20/13	09/11/13	\$580.31	\$534.30	\$0.00	\$46.01	\$0.00	\$0.00
Security Subtotal	17,000			\$656.79	\$605.54	\$0.00	\$51.25	\$0.00	\$0.00
ULTA SALON COS & FRAGR INC		CUSIP: 90384S303	Symbol (Box 1d): ULTA						
	1,000	05/10/12	04/11/13	\$88.03	\$85.70	\$0.00	\$2.33	\$0.00	\$0.00
UNILEVER NV NY SH NEW		CUSIP: 904784709	Symbol (Box 1d): UN						
	97,000	10/17/12	02/20/13	\$3,861.00	\$3,615.52	\$0.00	\$245.48	\$0.00	\$0.00
	1,000	01/30/13	02/20/13	\$39.80	\$40.27	\$0.00	(\$0.47)	\$0.00	\$0.00
	51,000	01/30/13	02/20/13	\$2,030.01	\$2,053.66	\$0.00	(\$23.65)	\$0.00	\$0.00
Security Subtotal	149,000			\$5,930.81	\$5,709.45	\$0.00	\$221.36	\$0.00	\$0.00
UNILEVER PLC (NEW) ADS		CUSIP: 904767704	Symbol (Box 1d): UL						
	37,000	02/20/13	07/30/13	\$1,501.13	\$1,494.71	\$0.00	\$6.42	\$0.00	\$0.00

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

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

Short Term - Covered Securities (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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
UNION PACIFIC CORP		CUSIP: 907818108	Symbol (Box 1d): UNP						
	17,000	07/30/12	02/20/13	\$2,293.07	\$2,092.74	\$0.00	\$200.33	\$0.00	\$0.00
	10,000	06/27/13	10/21/13	\$1,534.30	\$1,562.00	\$0.00	(\$27.70)	\$0.00	\$0.00
	8,000	06/27/13	11/07/13	\$1,245.77	\$1,249.60	\$0.00	(\$3.83)	\$0.00	\$0.00
	1,000	06/27/13	12/13/13	\$160.68	\$156.20	\$0.00	\$4.48	\$0.00	\$0.00
Security Subtotal	36,000			\$5,233.82	\$5,060.54	\$0.00	\$173.28	\$0.00	\$0.00
UNITED TECHNOLOGIES CORP		CUSIP: 913017109	Symbol (Box 1d): UTX						
	2,000	04/18/12	02/20/13	\$180.48	\$162.70	\$0.00	\$17.78	\$0.00	\$0.00
UNITEDHEALTH GP INC		CUSIP: 91324P102	Symbol (Box 1d): UNH						
	24,000	02/06/13	02/20/13	\$1,325.73	\$1,374.62	\$0.00	(\$48.89)	\$0.00	\$0.00
V F CORPORATION		CUSIP: 918204108	Symbol (Box 1d): VFC						
	10,000	01/31/12	01/18/13	\$1,476.35	\$1,317.30	\$0.00	\$159.05	\$0.00	\$0.00
VALEO SPONSORED ADR		CUSIP: 919134304	Symbol (Box 1d): VLECY						
	9,000	02/20/13	06/26/13	\$277.99	\$245.83	\$0.00	\$32.16	\$0.00	\$0.00
VANGUARD FTSE EMERGING MARKETS		CUSIP: 922042858	Symbol (Box 1d): VWO						
	202,000	07/20/12	02/20/13	\$8,897.90	\$7,953.55	\$0.00	\$944.35	\$0.00	\$0.00
VANGUARD HEALTH SYS, INC		CUSIP: 922036207	Symbol (Box 1d):						
	5,000	09/25/12	03/27/13	\$78.08	\$61.49	\$0.00	\$16.59	\$0.00	\$0.00
	28,000	09/25/12	07/18/13	\$586.05	\$344.34	\$0.00	\$241.71	\$0.00	\$0.00
Security Subtotal	33,000			\$664.13	\$405.83	\$0.00	\$258.30	\$0.00	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

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

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part 1 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)	NOTES
VERIZON COMMUNICATIONS									
		CUSIP: 92343V104		Symbol (Box 1d): VZ					
	136.000	04/25/12	02/20/13	\$6,086.46	\$5,369.82	\$0.00	\$716.64	\$0.00	
	124.000	06/12/12	02/20/13	\$5,549.42	\$5,323.61	\$0.00	\$225.81	\$0.00	
	40.000	07/27/12	02/20/13	\$1,790.13	\$1,789.10	\$0.00	\$1.03	\$0.00	
Security Subtotal	300.000			\$13,426.01	\$12,482.53	\$0.00	\$943.48	\$0.00	
VERTEX PHARMACEUTICALS									
		CUSIP: 92532F100		Symbol (Box 1d): VRTX					
	4.000	05/03/12	02/20/13	\$182.28	\$152.09	\$0.00	\$30.19	\$0.00	
	5.000	05/07/12	02/20/13	\$227.85	\$272.18	\$0.00	(\$44.33)	\$0.00	
	13.000	05/31/12	02/20/13	\$592.41	\$782.59	\$0.00	(\$190.18)	\$0.00	
	43.000	05/31/12	02/20/13	\$1,959.51	\$2,588.58	\$0.00	(\$629.07)	\$0.00	
	11.000	06/28/12	02/20/13	\$501.27	\$599.80	\$0.00	(\$98.53)	\$0.00	
	1.000	06/29/12	02/20/13	\$45.57	\$54.77	\$0.00	(\$9.20)	\$0.00	
	23.000	06/29/12	02/20/13	\$1,048.11	\$1,259.77	\$0.00	(\$211.66)	\$0.00	
	13.000	11/02/12	02/20/13	\$592.41	\$577.00	\$0.00	\$15.41	\$0.00	
	42.000	11/02/12	02/20/13	\$1,913.94	\$1,864.18	\$0.00	\$49.76	\$0.00	
	1.000	11/02/12	05/01/13	\$77.65	\$44.39	\$0.00	\$33.26	\$0.00	
	1.000	11/02/12	07/22/13	\$87.88	\$44.39	\$0.00	\$43.49	\$0.00	
	1.000	11/02/12	07/30/13	\$82.28	\$44.39	\$0.00	\$37.89	\$0.00	
	6.000	11/02/12	10/29/13	\$454.38	\$266.31	\$0.00	\$188.07	\$0.00	
	1.000	11/02/12	10/30/13	\$71.98	\$44.39	\$0.00	\$27.59	\$0.00	
	1.000	11/02/12	10/30/13	\$71.98	\$44.39	\$0.00	\$27.59	\$0.00	
Security Subtotal	166.000			\$7,909.50	\$8,639.22	\$0.00	(\$729.72)	\$0.00	

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

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

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

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VIASAT INC		CUSIP: 92552V100	Symbol (Box 1d): VSAT						
	1.000	07/20/12	07/17/13	\$68.10	\$40.18	\$0.00	\$27.92	\$0.00	
VISA INC CL A		CUSIP: 92826C839	Symbol (Box 1d): V						
	3.000	06/27/13	09/23/13	\$590.65	\$553.52	\$0.00	\$37.13	\$0.00	
	3.000	06/27/13	11/18/13	\$601.68	\$553.52	\$0.00	\$48.16	\$0.00	
	2.000	06/27/13	12/13/13	\$409.33	\$369.01	\$0.00	\$40.32	\$0.00	
Security Subtotal	8.000			\$1,601.66	\$1,476.05	\$0.00	\$125.61	\$0.00	
VITAMIN SHOPPE INC COM		CUSIP: 92849E101	Symbol (Box 1d): VSI						
	4.000	09/24/12	02/22/13	\$253.40	\$234.67	\$0.00	\$18.73	\$0.00	
VOLTERRA AQY96		CUSIP: 928998046	Symbol (Box 1d):						
	17.000	02/05/13	10/01/13	\$391.00	\$276.35	\$0.00	\$114.65	\$0.00	
	15.000	04/16/13	10/01/13	\$345.00	\$204.04	\$0.00	\$140.96	\$0.00	
Security Subtotal	32.000			\$736.00	\$480.39	\$0.00	\$255.61	\$0.00	
VOLVO AB ADR B		CUSIP: 928856400	Symbol (Box 1d): VOLVY						
	92.000	03/18/13	10/01/13	\$1,383.29	\$1,425.90	\$0.00	(\$42.61)	\$0.00	
WALT DISNEY CO HLDG CO		CUSIP: 254687106	Symbol (Box 1d): DIS						
	9.000	05/11/12	02/20/13	\$493.45	\$405.63	\$0.00	\$87.82	\$0.00	
	7.000	05/11/12	02/20/13	\$383.79	\$315.49	\$0.00	\$68.30	\$0.00	
	11.000	06/27/13	10/07/13	\$715.51	\$701.25	\$0.00	\$14.26	\$0.00	
	6.000	06/27/13	10/15/13	\$398.00	\$382.50	\$0.00	\$15.50	\$0.00	
	4.000	06/27/13	10/21/13	\$269.72	\$255.00	\$0.00	\$14.72	\$0.00	
Security Subtotal	37.000			\$2,260.47	\$2,059.87	\$0.00	\$200.60	\$0.00	

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(Continued)

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WHIRLPOOL CORP	17.000	02/20/13	03/14/13	\$2,002.67	\$1,846.00	\$0.00	\$156.67	\$0.00	
CUSIP: 963320106 Symbol (Box 1d): WHR									
WHITING PETROLEUM CORP	2.000	02/12/13	10/03/13	\$124.42	\$97.76	\$0.00	\$26.66	\$0.00	
	1.000	02/13/13	10/03/13	\$62.21	\$49.00	\$0.00	\$13.21	\$0.00	
	2.000	02/13/13	12/09/13	\$113.91	\$98.00	\$0.00	\$15.91	\$0.00	
	1.000	05/08/13	12/16/13	\$60.36	\$47.70	\$0.00	\$12.66	\$0.00	
	2.000	08/02/13	12/16/13	\$120.72	\$106.45	\$0.00	\$14.27	\$0.00	
Security Subtotal	8.000			\$481.62	\$398.91	\$0.00	\$82.71	\$0.00	
CUSIP: 98419M100 Symbol (Box 1d): XYL									
XYLEM INC COM	2.000	07/20/12	05/29/13	\$56.17	\$47.58	\$0.00	\$8.59	\$0.00	
Total Short Term Covered Securities				\$805,218.05	\$758,251.19	\$381.81	\$46,966.88	\$0.00	

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SYMBOL (Box 1d)	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)	NOTES
ACCESS MIDSTREAM PARTNERS L P										
		CUSIP: 00434L109		Symbol (Box 1d): ACPM						
	5.000	02/28/13	06/03/13		\$212.76	\$184.00	\$0.00	\$28.76	\$0.00	\$0.00
	20.000	02/28/13	09/11/13		\$930.98	\$735.98	\$0.00	\$195.00	\$0.00	\$0.00
Security Subtotal	25.000				\$1,143.74	\$919.98	\$0.00	\$223.76	\$0.00	\$0.00
ACTAVIS PLC										
		CUSIP: G0083B108		Symbol (Box 1d): ACT						
	0.480	07/24/13	10/01/13		\$69.58	\$51.82	\$0.00	\$17.76	\$0.00	\$0.00
ALLIANCE RES. PARTNERS LP										
		CUSIP: 01877R108		Symbol (Box 1d): ARLP						
	12.000	02/20/13	09/11/13		\$932.56	\$749.41	\$0.00	\$183.15	\$0.00	\$0.00
ASML HOLDING NV NY REG NEW										
		CUSIP: N07059210		Symbol (Box 1d): ASML						
	0.000	03/25/13	03/25/13		\$1.94	\$0.00	\$0.00	\$1.94	\$0.00	\$0.00
COMP DE BEB AMBEV SP ADR										
		CUSIP: 20441W203		Symbol (Box 1d): ABVAZ						
	0.000	03/28/13	03/28/13		\$0.01	\$0.00	\$0.00	\$0.01	\$0.00	\$0.00
EATON CORP PLC SHS										
		CUSIP: G29183103		Symbol (Box 1d): ETN						
	14.000	12/03/12	02/20/13		\$852.71	\$723.17	\$0.00	\$129.54	\$0.00	\$0.00
ENERGY TRANS EQTY LP										
		CUSIP: 29273V100		Symbol (Box 1d): ETE						
	16.000	02/20/13	02/28/13		\$845.63	\$813.50	\$0.00	\$32.13	\$0.00	\$0.00
	42.000	02/20/13	06/03/13		\$2,402.57	\$2,135.43	\$0.00	\$267.14	\$0.00	\$0.00
	1.000	02/20/13	09/11/13		\$63.39	\$50.84	\$0.00	\$12.55	\$0.00	\$0.00
Security Subtotal	59.000				\$3,311.59	\$2,999.77	\$0.00	\$311.82	\$0.00	\$0.00
ENTERPRISE PROD PRTRNS L.P.										
		CUSIP: 293792107		Symbol (Box 1d): EPD						
	28.000	02/20/13	06/03/13		\$1,664.18	\$1,594.36	\$0.00	\$69.82	\$0.00	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY 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 (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
EQT MIDSTREAM PTNRS LP									
	9,000	02/20/13	06/03/13	\$432.99	\$341.89	\$0.00	\$91.10	\$0.00	
HOLLY ENERGY PARTNERS L P									
	9,000	02/20/13	06/03/13	\$322.21	\$346.40	\$0.00	(\$24.19)	\$0.00	
	15,000	02/20/13	09/11/13	\$507.23	\$577.33	\$0.00	(\$70.10)	\$0.00	
Security Subtotal	24,000			\$829.44	\$923.73	\$0.00	(\$94.29)	\$0.00	
KRAFT FOODS GROUP INC COM									
	2,000	02/28/12	02/20/13	\$94.51	\$66.65	\$0.00	\$27.86	\$0.00	
	1,000	02/28/12	02/20/13	\$47.25	\$26.66	\$0.00	\$20.59	\$0.00	
	1,000	03/20/12	02/20/13	\$47.25	\$37.10	\$0.00	\$10.15	\$0.00	
	3,000	03/20/12	02/20/13	\$141.78	\$111.31	\$0.00	\$30.47	\$0.00	
	3,000	04/27/12	02/20/13	\$141.76	\$138.33	\$0.00	\$3.43	\$0.00	
	17,000	04/27/12	02/20/13	\$803.44	\$705.50	\$0.00	\$97.94	\$0.00	
	2,000	05/01/12	02/20/13	\$94.51	\$98.02	\$0.00	(\$3.51)	\$0.00	
	10,000	05/01/12	02/20/13	\$472.61	\$434.10	\$0.00	\$38.51	\$0.00	
	15,000	05/01/12	02/20/13	\$708.92	\$644.15	\$0.00	\$64.77	\$0.00	
	9,000	06/20/12	02/20/13	\$425.35	\$355.52	\$0.00	\$69.83	\$0.00	
	1,000	06/28/12	02/20/13	\$47.25	\$39.29	\$0.00	\$7.96	\$0.00	
	2,000	06/28/12	02/20/13	\$94.51	\$65.48	\$0.00	\$29.03	\$0.00	
Security Subtotal	66,000			\$3,119.14	\$2,722.11	\$0.00	\$397.03	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
MAGELLAN MIDSTREAM PARTNERS LP CUSIP: 559080106 Symbol (Box 1d): MMP									
	12.000	02/20/13	02/28/13	\$599.52	\$604.12	\$0.00	(\$4.60)	\$0.00	
	44.000	02/20/13	06/03/13	\$2,284.15	\$2,215.10	\$0.00	\$69.05	\$0.00	
	2.000	02/20/13	09/11/13	\$110.61	\$100.69	\$0.00	\$9.92	\$0.00	
Security Subtotal	58.000			\$2,994.28	\$2,919.91	\$0.00	\$74.37	\$0.00	
MALLINCKRODT PUBLIC LTD CO CUSIP: G5785G107 Symbol (Box 1d): MNK									
	0.875	06/27/13	06/28/13	\$36.81	\$38.61	\$0.00	(\$1.80)	\$0.00	
	4.000	06/27/13	07/03/13	\$171.01	\$176.49	\$0.00	(\$5.48)	\$0.00	
Security Subtotal	4.875			\$207.82	\$215.10	\$0.00	(\$7.28)	\$0.00	
MPLX LP COM UNIT REP LTD CUSIP: 55336V100 Symbol (Box 1d): MPLX									
	40.000	02/20/13	09/11/13	\$1,412.42	\$1,411.68	\$0.00	\$0.74	\$0.00	
NUSTAR ENERGY LP UNIT COM CUSIP: 67058H102 Symbol (Box 1d): NS									
	55.000	02/20/13	02/28/13	\$2,795.16	\$2,795.01	\$0.00	\$0.15	\$0.00	
	57.000	02/20/13	06/03/13	\$2,636.94	\$2,896.65	\$0.00	(\$259.71)	\$0.00	
Security Subtotal	112.000			\$5,432.10	\$5,691.66	\$0.00	(\$259.56)	\$0.00	
NUSTAR GP HOLDINGS LLC UNIT CUSIP: 67059L102 Symbol (Box 1d): NSH									
	91.000	02/20/13	02/28/13	\$2,737.77	\$2,824.66	\$0.00	(\$86.89)	\$0.00	
	48.000	02/20/13	06/03/13	\$1,300.63	\$1,489.93	\$0.00	(\$189.30)	\$0.00	
Security Subtotal	139.000			\$4,038.40	\$4,314.59	\$0.00	(\$276.19)	\$0.00	
PLAINS ALL AMERICAN PIPELINE LP CUSIP: 726503105 Symbol (Box 1d): PAA									
	2.000	02/20/13	09/11/13	\$102.10	\$107.94	\$0.00	(\$5.84)	\$0.00	

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Tax Year 2013 Copy B For Recipient

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

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

Short Term - Noncovered Securities * (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part 1 with box B checked)
 (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)	NOTES
SPECTRA ENERGY PARTNERS L.P.									
		CUSIP: 84756N109	Symbol (Box 1d): SEP						
	35.000	02/20/13	06/03/13	\$1,258.98	\$1,277.02	\$0.00	(\$18.04)	\$0.00	
	11.000	02/20/13	09/11/13	\$472.05	\$401.35	\$0.00	\$70.70	\$0.00	
Security Subtotal	46.000			\$1,731.03	\$1,678.37	\$0.00	\$52.66	\$0.00	
SUBN PROPANE PTNRS LP									
		CUSIP: 864482104	Symbol (Box 1d): SPH						
	3.000	02/20/13	06/03/13	\$139.54	\$128.25	\$0.00	\$11.29	\$0.00	
	48.000	02/20/13	11/06/13	\$2,204.72	\$2,052.04	\$0.00	\$152.68	\$0.00	
	16.000	02/20/13	11/07/13	\$735.27	\$684.01	\$0.00	\$51.26	\$0.00	
	3.000	09/11/13	11/07/13	\$137.86	\$135.45	\$0.00	\$2.41	\$0.00	
Security Subtotal	70.000			\$3,217.39	\$2,999.75	\$0.00	\$217.64	\$0.00	
TC PIPELINES LP									
		CUSIP: 87233Q108	Symbol (Box 1d): TCP						
	6.000	02/20/13	09/11/13	\$288.56	\$273.92	\$0.00	\$14.64	\$0.00	
WHOLE FOODS MARKETS INC									
		CUSIP: 966837106	Symbol (Box 1d): WFM						
	0.454	05/30/13	11/21/13	\$25.34	\$0.00	\$0.00	\$25.34	\$0.00	
WILLIAMS PARTNERS LTD									
		CUSIP: 96950F104	Symbol (Box 1d): WPZ						
	66.000	02/20/13	06/03/13	\$3,295.74	\$3,573.07	\$0.00	(\$277.33)	\$0.00	
WOLSELEY PLC JERSEY SPNSRD ADR									
		CUSIP: 977868306	Symbol (Box 1d): WOSYY						
	0.000	12/03/13	12/03/13	\$0.51	\$0.00	\$0.00	\$0.51	\$0.00	

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

OMB NO. 1545-0715

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

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

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YAHOO] JAPAN CP UNSPON ADR	0.000	02/20/13	10/15/13	\$3.40	\$0.00	\$0.00	\$3.40	\$0.00	
Total Short Term Noncovered Securities				\$35,106.97	\$34,212.23	\$0.00	\$894.74	\$0.00	
Total Short Term Covered and Noncovered Securities				\$840,325.02	\$792,463.42	\$381.81	\$47,861.62	\$0.00	

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Tax Year 2013 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
CUSIP: H0023R105 Symbol (Box 1d): ACE									
ACE LTD	3.000	06/10/11	02/20/13	\$259.31	\$198.33	\$0.00	\$60.98	\$0.00	
	1.000	08/24/11	02/20/13	\$86.44	\$62.86	\$0.00	\$23.58	\$0.00	
	1.000	12/05/11	02/20/13	\$86.44	\$68.71	\$0.00	\$17.73	\$0.00	
	7.000	01/26/12	02/20/13	\$605.07	\$498.47	\$0.00	\$106.60	\$0.00	
	5.000	02/13/12	02/20/13	\$432.19	\$369.46	\$0.00	\$62.73	\$0.00	
Security Subtotal	17.000			\$1,469.45	\$1,197.83	\$0.00	\$271.62	\$0.00	
CUSIP: 00507V109 Symbol (Box 1d): ATVI									
ACTIVISION BLIZZARD INC	4.000	09/30/11	01/23/13	\$45.39	\$48.05	\$0.00	(\$2.66)	\$0.00	
CUSIP: 00846U101 Symbol (Box 1d): A									
AGILENT TECHNOLOGIES	1.000	06/10/11	01/02/13	\$41.35	\$48.71	\$0.00	(\$7.36)	\$0.00	
	1.000	06/10/11	01/02/13	\$41.35	\$48.71	\$0.00	(\$7.36)	\$0.00	
	3.000	06/10/11	01/02/13	\$124.04	\$146.13	\$0.00	(\$22.09)	\$0.00	
	4.000	06/10/11	01/02/13	\$165.38	\$194.84	\$0.00	(\$29.46)	\$0.00	
	2.000	06/10/11	02/20/13	\$84.88	\$97.42	\$0.00	(\$12.54)	\$0.00	
	4.000	06/10/11	02/20/13	\$169.76	\$194.84	\$0.00	(\$25.08)	\$0.00	
	1.000	10/18/11	02/20/13	\$42.44	\$33.00	\$0.00	\$9.44	\$0.00	
	2.000	01/31/12	02/20/13	\$84.87	\$85.28	\$0.00	(\$0.41)	\$0.00	
	2.000	01/31/12	02/20/13	\$84.88	\$85.42	\$0.00	(\$0.54)	\$0.00	
	13.000	01/31/12	02/20/13	\$551.70	\$555.23	\$0.00	(\$3.53)	\$0.00	
	1.000	01/31/12	09/19/13	\$51.41	\$42.64	\$0.00	\$8.77	\$0.00	
Security Subtotal	34.000			\$1,442.06	\$1,532.22	\$0.00	(\$90.16)	\$0.00	

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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)

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ALBEMARLE CORPORATION									
		CUSIP: 012653101	Symbol (Box 1d): ALB						
	1.000	08/29/11	01/15/13	\$64.84	\$51.65	\$0.00	\$13.19	\$0.00	\$0.00
	1.000	09/16/11	01/16/13	\$64.62	\$46.04	\$0.00	\$18.58	\$0.00	\$0.00
	1.000	10/17/11	01/16/13	\$64.62	\$47.50	\$0.00	\$17.12	\$0.00	\$0.00
	1.000	10/17/11	02/05/13	\$62.54	\$47.50	\$0.00	\$15.04	\$0.00	\$0.00
Security Subtotal	4.000			\$256.62	\$192.69	\$0.00	\$63.93	\$0.00	\$0.00
ALEXION PHARM INC									
		CUSIP: 015351109	Symbol (Box 1d): ALXN						
	1.000	11/07/11	02/13/13	\$90.74	\$65.57	\$0.00	\$25.17	\$0.00	\$0.00
	1.000	01/26/12	02/13/13	\$90.73	\$74.58	\$0.00	\$16.15	\$0.00	\$0.00
Security Subtotal	2.000			\$181.47	\$140.15	\$0.00	\$41.32	\$0.00	\$0.00
ALLEGiant TRAVEL CO									
		CUSIP: 01748X102	Symbol (Box 1d): ALGT						
	3.000	06/10/11	07/17/13	\$312.56	\$128.13	\$0.00	\$184.43	\$0.00	\$0.00
	1.000	06/10/11	08/23/13	\$94.19	\$42.71	\$0.00	\$51.48	\$0.00	\$0.00
	2.000	06/10/11	10/02/13	\$212.56	\$85.42	\$0.00	\$127.14	\$0.00	\$0.00
Security Subtotal	6.000			\$619.31	\$256.26	\$0.00	\$363.05	\$0.00	\$0.00
ALLIANCE DATA SYSTEMS CORP									
		CUSIP: 018581108	Symbol (Box 1d): ADS						
	1.000	06/10/11	12/11/13	\$244.82	\$86.02	\$0.00	\$158.80	\$0.00	\$0.00
ALTERA CP									
		CUSIP: 021441100	Symbol (Box 1d): ALTR						
	2.000	06/10/11	01/29/13	\$66.43	\$87.04	\$0.00	(\$20.61)	\$0.00	\$0.00
	1.000	06/10/11	02/20/13	\$35.50	\$43.52	\$0.00	(\$8.02)	\$0.00	\$0.00
	4.000	06/10/11	04/23/13	\$126.72	\$174.08	\$47.36	(\$47.36)	\$0.00	\$0.00
	1.000	06/10/11	04/23/13	\$31.68	\$43.52	\$0.00	(\$11.84)	\$0.00	\$0.00
	1.000	09/08/11	04/23/13	\$31.68	\$35.20	\$0.00	(\$3.52)	\$0.00	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

BERNARD SPAIN TTEE
 JOAN & BERNARD SPAIN FOUNDATION
 TR U/T/A DTD 10/06/2000
 233 S 6TH STREET APT 2505
 PHILADELPHIA PA 19106-3757

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

Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780

Account Number: 616 070335 038

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)	NOTES
ALTERA CP	1.000	01/26/12	04/23/13	\$31.68	\$40.27	\$0.00	(\$8.59)	\$0.00	
	4.000	06/10/11	05/02/13	\$129.02	\$187.16	\$0.00	(\$58.14)	\$0.00	
	1.000	01/26/12	05/02/13	\$32.25	\$40.27	\$0.00	(\$8.02)	\$0.00	
Security Subtotal	15.000			\$484.96	\$651.06	\$47.36	(\$166.10)	\$0.00	
CUSIP: 023135106 Symbol (Box 1d): AMZN									
AMAZON COM INC	3.000	06/10/11	02/05/13	\$799.25	\$561.09	\$0.00	\$238.16	\$0.00	
	1.000	06/10/11	02/20/13	\$267.38	\$187.03	\$0.00	\$80.35	\$0.00	
	4.000	08/24/11	02/20/13	\$1,069.54	\$773.92	\$0.00	\$295.62	\$0.00	
	4.000	01/26/12	02/20/13	\$1,069.54	\$768.72	\$0.00	\$300.82	\$0.00	
	15.000	02/09/12	02/20/13	\$4,010.76	\$2,751.15	\$0.00	\$1,259.61	\$0.00	
Security Subtotal	27.000			\$7,216.47	\$5,041.91	\$0.00	\$2,174.56	\$0.00	
CUSIP: 02364W105 Symbol (Box 1d): AMX									
AMERICA MOVIL SA DE CV ADR L	1.000	07/20/11	07/25/13	\$20.91	\$25.33	\$0.00	(\$4.42)	\$0.00	
	2.000	12/05/11	07/25/13	\$41.81	\$48.10	\$0.00	(\$6.29)	\$0.00	
Security Subtotal	3.000			\$62.72	\$73.43	\$0.00	(\$10.71)	\$0.00	
CUSIP: 025816109 Symbol (Box 1d): AXP									
AMERICAN EXPRESS CO	2.000	04/04/11	02/20/13	\$123.80	\$90.69	\$0.00	\$33.11	\$0.00	
	2.000	05/24/11	02/20/13	\$123.80	\$108.65	\$0.00	\$15.15	\$0.00	
	6.000	05/24/11	02/20/13	\$371.39	\$305.23	\$0.00	\$66.16	\$0.00	
	15.000	05/24/11	02/20/13	\$928.48	\$763.08	\$0.00	\$165.40	\$0.00	
	2.000	05/24/11	02/20/13	\$123.76	\$101.74	\$0.00	\$22.02	\$0.00	
	39.000	10/25/11	02/20/13	\$2,414.05	\$1,927.37	\$0.00	\$486.68	\$0.00	
	1.000	12/05/11	02/20/13	\$61.90	\$48.42	\$0.00	\$13.48	\$0.00	
	53.000	01/26/12	02/20/13	\$3,280.62	\$2,645.57	\$0.00	\$635.05	\$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

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JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

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.)

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)	NOTES
AMERICAN EXPRESS CO	16.000	01/26/12	02/20/13	\$990.38	\$798.82	\$0.00	\$191.56	\$0.00	
	19.000	01/26/12	02/20/13	\$1,175.73	\$948.40	\$0.00	\$227.33	\$0.00	
	10.000	01/26/12	02/20/13	\$618.81	\$499.27	\$0.00	\$119.54	\$0.00	
Security Subtotal	165.000			\$10,212.72	\$8,237.24	\$0.00	\$1,975.48	\$0.00	
AMETEK INC NEW									
	2.000	06/10/11	04/11/13	\$82.97	\$55.32	\$0.00	\$27.65	\$0.00	
	3.000	06/10/11	04/29/13	\$121.69	\$82.98	\$0.00	\$38.71	\$0.00	
Security Subtotal	5.000			\$204.66	\$138.30	\$0.00	\$66.36	\$0.00	
ANADARKO PETE									
	9.000	10/21/11	02/20/13	\$727.36	\$706.82	\$0.00	\$20.54	\$0.00	
	7.000	01/26/12	02/20/13	\$565.73	\$554.19	\$0.00	\$11.54	\$0.00	
Security Subtotal	16.000			\$1,293.09	\$1,261.01	\$0.00	\$32.08	\$0.00	
ANNALY CAPITAL MNGMT INC									
	1.000	06/10/11	10/08/13	\$11.48	\$18.24	\$6.76	(\$6.76)	\$0.00	
	5.000	06/10/11	10/08/13	\$57.41	\$91.20	\$33.79	(\$33.79)	\$0.00	
	13.000	06/10/11	10/08/13	\$149.27	\$237.12	\$87.85	(\$87.85)	\$0.00	
	1.000	07/29/11	10/08/13	\$11.48	\$16.68	\$5.20	(\$5.20)	\$0.00	
	2.000	07/29/11	10/08/13	\$22.96	\$33.36	\$10.40	(\$10.40)	\$0.00	
	2.000	08/10/11	10/08/13	\$22.96	\$35.07	\$12.11	(\$12.11)	\$0.00	
	2.000	10/18/11	10/08/13	\$22.96	\$31.84	\$8.88	(\$8.88)	\$0.00	
	1.000	10/18/11	10/08/13	\$11.48	\$15.92	\$4.44	(\$4.44)	\$0.00	
	1.000	01/05/12	10/08/13	\$11.48	\$16.13	\$4.65	(\$4.65)	\$0.00	
	15.000	01/26/12	10/08/13	\$172.24	\$252.90	\$80.66	(\$80.66)	\$0.00	
	3.000	02/28/12	10/08/13	\$34.43	\$50.16	\$15.73	(\$15.73)	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

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JOAN & BERNARD SPAIN FOUNDATION
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OMB NO. 1545-0715

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
ANNALY CAPITAL MNGMT INC	24.000	02/28/12	10/08/13	\$275.58	\$401.46	\$125.88	(\$125.88)	\$0.00	
	140.000	02/28/12	10/08/13	\$1,607.57	\$2,341.91	\$0.00	(\$734.34)	\$0.00	
	4.000	02/28/12	10/08/13	\$45.93	\$66.92	\$0.00	(\$20.99)	\$0.00	
	12.000	06/10/11	10/25/13	\$146.26	\$222.09	\$0.00	(\$75.83)	\$0.00	
	5.000	06/10/11	10/25/13	\$60.94	\$92.54	\$0.00	(\$31.60)	\$0.00	
	1.000	06/10/11	10/25/13	\$12.19	\$18.51	\$0.00	(\$6.32)	\$0.00	
	2.000	07/29/11	10/25/13	\$24.38	\$33.90	\$0.00	(\$9.52)	\$0.00	
	1.000	07/29/11	10/25/13	\$12.19	\$16.95	\$0.00	(\$4.76)	\$0.00	
	2.000	08/10/11	10/25/13	\$24.38	\$35.61	\$0.00	(\$11.23)	\$0.00	
	2.000	10/18/11	10/25/13	\$24.38	\$32.38	\$0.00	(\$8.00)	\$0.00	
	1.000	10/18/11	10/25/13	\$12.19	\$16.19	\$0.00	(\$4.00)	\$0.00	
	1.000	01/05/12	10/25/13	\$12.17	\$16.40	\$0.00	(\$4.23)	\$0.00	
	3.000	02/28/12	10/25/13	\$36.57	\$50.98	\$0.00	(\$14.41)	\$0.00	
	13.000	01/26/12	10/28/13	\$156.77	\$222.66	\$0.00	(\$65.89)	\$0.00	
Security Subtotal	257.000			\$2,979.65	\$4,367.12	\$396.35	(\$1,387.47)	\$0.00	
APPLE INC									
	1.000	06/10/11	01/28/13	\$450.77	\$326.40	\$0.00	\$124.37	\$0.00	
	2.000	06/10/11	01/28/13	\$901.55	\$652.80	\$0.00	\$248.75	\$0.00	
	2.000	06/10/11	02/01/13	\$904.96	\$652.80	\$0.00	\$252.16	\$0.00	
	1.000	06/10/11	02/20/13	\$449.75	\$326.40	\$0.00	\$123.35	\$0.00	
	16.000	06/10/11	02/20/13	\$7,196.00	\$5,222.40	\$0.00	\$1,973.60	\$0.00	
	2.000	06/16/11	02/20/13	\$899.50	\$648.40	\$0.00	\$251.10	\$0.00	
	3.000	01/26/12	02/20/13	\$1,349.25	\$1,332.93	\$0.00	\$16.32	\$0.00	
	23.000	01/26/12	02/20/13	\$10,344.24	\$10,218.59	\$0.00	\$125.65	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
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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 - 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)	NOTES
Security Subtotal	50,000			\$22,496.02	\$19,380.72	\$0.00	\$3,115.30	\$0.00	
ASML HOLDING NV NY REG NEW									
		CUSIP: N07059210	Symbol (Box 1d): ASML						
	20,000	10/28/11	02/20/13	\$1,451.98	\$950.10	\$0.00	\$501.88	\$0.00	
	25,000	12/05/11	02/20/13	\$1,814.98	\$1,103.14	\$0.00	\$711.84	\$0.00	
	28,000	01/26/12	02/20/13	\$2,032.77	\$1,254.75	\$0.00	\$778.02	\$0.00	
Security Subtotal	73,000			\$5,299.73	\$3,307.99	\$0.00	\$1,991.74	\$0.00	
AVALONBAY COMM INC									
		CUSIP: 053484101	Symbol (Box 1d): AVB						
	1,000	08/24/11	02/20/13	\$130.07	\$129.83	\$0.00	\$0.24	\$0.00	
	1,000	09/16/11	02/20/13	\$130.07	\$128.76	\$0.00	\$1.31	\$0.00	
	3,000	01/26/12	02/20/13	\$390.20	\$404.01	\$0.00	(\$13.81)	\$0.00	
	4,000	01/26/12	02/20/13	\$520.27	\$538.80	\$0.00	(\$18.53)	\$0.00	
Security Subtotal	9,000			\$1,170.61	\$1,201.40	\$0.00	(\$30.79)	\$0.00	
BANK OF NEW YORK MELLON CORP									
		CUSIP: 064058100	Symbol (Box 1d): BK						
	6,000	04/08/11	02/20/13	\$167.36	\$181.20	\$0.00	(\$13.84)	\$0.00	
	49,000	06/10/11	02/20/13	\$1,366.80	\$1,280.75	\$0.00	\$86.05	\$0.00	
	15,000	07/27/11	02/20/13	\$418.41	\$381.99	\$0.00	\$36.42	\$0.00	
	25,000	08/30/11	02/20/13	\$697.35	\$519.98	\$0.00	\$177.37	\$0.00	
	125,000	01/26/12	02/20/13	\$3,486.73	\$2,495.64	\$0.00	\$991.09	\$0.00	
Security Subtotal	220,000			\$6,136.65	\$4,859.56	\$0.00	\$1,277.09	\$0.00	
BED BATH & BEYOND INC									
		CUSIP: 075896100	Symbol (Box 1d): BBBY						
	7,000	06/10/11	02/20/13	\$401.34	\$371.14	\$0.00	\$30.20	\$0.00	
	6,000	06/10/11	02/20/13	\$344.00	\$318.12	\$0.00	\$25.88	\$0.00	
	2,000	06/10/11	02/20/13	\$114.67	\$106.04	\$0.00	\$8.63	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

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

OMB NO. 1545-0715

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

Long Term - Covered Securities (Continued)

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BED BATH & BEYOND INC	1.000	06/10/11	02/20/13	\$57.33	\$53.02	\$0.00	\$4.31	\$0.00	
	1.000	06/10/11	02/20/13	\$57.33	\$53.02	\$0.00	\$4.31	\$0.00	
	3.000	08/05/11	02/20/13	\$172.00	\$160.62	\$0.00	\$11.38	\$0.00	
	1.000	08/05/11	02/20/13	\$57.33	\$53.54	\$0.00	\$3.79	\$0.00	
	21.000	01/26/12	02/20/13	\$1,204.01	\$1,300.32	\$0.00	(\$96.31)	\$0.00	
	3.000	01/26/12	02/20/13	\$172.00	\$185.88	\$0.00	(\$13.88)	\$0.00	
Security Subtotal	45.000			\$2,580.01	\$2,601.70	\$0.00	(\$21.69)	\$0.00	
BERKSHIRE HATHAWAY CL-B NEW									
	8.000	06/10/11	02/20/13	\$802.38	\$592.00	\$0.00	\$210.38	\$0.00	
	24.000	01/26/12	02/20/13	\$2,407.15	\$1,902.72	\$0.00	\$504.43	\$0.00	
Security Subtotal	32.000			\$3,209.53	\$2,494.72	\$0.00	\$714.81	\$0.00	
BIOGEN IDEC INC									
	5.000	11/23/11	02/20/13	\$829.08	\$553.71	\$0.00	\$275.37	\$0.00	
	10.000	01/26/12	02/20/13	\$1,658.16	\$1,177.20	\$0.00	\$480.96	\$0.00	
	15.000	02/01/12	02/20/13	\$2,487.24	\$1,836.48	\$0.00	\$650.76	\$0.00	
Security Subtotal	30.000			\$4,974.48	\$3,567.39	\$0.00	\$1,407.09	\$0.00	
BOEING CO									
	9.000	06/10/11	02/20/13	\$673.85	\$656.91	\$0.00	\$16.94	\$0.00	
	19.000	06/10/11	02/20/13	\$1,422.58	\$1,386.81	\$0.00	\$35.77	\$0.00	
	11.000	12/05/11	02/20/13	\$823.55	\$796.20	\$0.00	\$27.35	\$0.00	
	4.000	12/05/11	02/20/13	\$299.49	\$289.53	\$0.00	\$9.96	\$0.00	
	2.000	12/13/11	02/20/13	\$149.75	\$144.51	\$0.00	\$5.24	\$0.00	

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1 New York Plaza
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New York, NY 10004
Identification Number: 26-4310632

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

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OMB NO. 1545-0715

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
BOEING CO	7.000	01/26/12	02/20/13	\$524.07	\$526.47	\$0.00	(\$2.40)	\$0.00	
	21.000	01/26/12	02/20/13	\$1,572.33	\$1,579.33	\$0.00	(\$7.00)	\$0.00	
Security Subtotal	73.000			\$5,465.62	\$5,379.76	\$0.00	\$85.86	\$0.00	
BORG WARNER INC									
	3.000	06/10/11	02/01/13	\$223.72	\$204.39	\$0.00	\$19.33	\$0.00	
	8.000	10/28/11	02/01/13	\$596.60	\$604.12	\$0.00	(\$7.52)	\$0.00	
	12.000	12/05/11	02/01/13	\$894.90	\$833.77	\$0.00	\$61.13	\$0.00	
	23.000	01/26/12	02/01/13	\$1,715.22	\$1,731.45	\$0.00	(\$16.23)	\$0.00	
Security Subtotal	46.000			\$3,430.44	\$3,373.73	\$0.00	\$56.71	\$0.00	
BOSTON PROPERTIES INC									
	1.000	06/10/11	02/20/13	\$106.87	\$100.75	\$0.00	\$6.12	\$0.00	
	1.000	12/13/11	02/20/13	\$106.87	\$93.69	\$0.00	\$13.18	\$0.00	
	1.000	12/13/11	02/20/13	\$106.87	\$93.69	\$0.00	\$13.18	\$0.00	
	7.000	01/26/12	02/20/13	\$748.06	\$725.55	\$0.00	\$22.51	\$0.00	
	4.000	01/26/12	02/20/13	\$427.47	\$414.60	\$0.00	\$12.87	\$0.00	
Security Subtotal	14.000			\$1,496.14	\$1,428.28	\$0.00	\$67.86	\$0.00	
BOTTOMLINE TECH DE INC									
	14.000	06/10/11	01/31/13	\$406.64	\$310.52	\$0.00	\$96.12	\$0.00	
	7.000	06/10/11	07/17/13	\$204.03	\$155.26	\$0.00	\$48.77	\$0.00	
	21.000	06/10/11	08/20/13	\$619.19	\$465.78	\$0.00	\$153.41	\$0.00	
	5.000	06/10/11	11/04/13	\$170.01	\$110.90	\$0.00	\$59.11	\$0.00	
	3.000	02/09/12	11/04/13	\$102.01	\$82.14	\$0.00	\$19.87	\$0.00	
	4.000	02/09/12	11/26/13	\$137.55	\$109.52	\$0.00	\$28.03	\$0.00	
Security Subtotal	54.000			\$1,639.43	\$1,234.12	\$0.00	\$405.31	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

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

New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

BERNARD SPAIN TTEE
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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.)

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CUSIP: 111320107 Symbol (Box 1d): BRCM									
BROADCOM CORP CL A	2.000	06/10/11	02/05/13	\$65.04	\$65.74	\$0.00	(\$0.70)	\$0.00	
	1.000	06/10/11	07/24/13	\$27.37	\$32.65	\$0.00	(\$5.28)	\$0.00	
	2.000	06/10/11	07/24/13	\$54.75	\$65.30	\$10.55	(\$10.55)	\$0.00	
	2.000	08/23/11	07/24/13	\$54.74	\$65.22	\$0.00	(\$10.48)	\$0.00	
	4.000	01/26/12	07/24/13	\$107.97	\$139.74	\$0.00	(\$31.77)	\$0.00	
	3.000	06/14/12	07/24/13	\$80.98	\$101.29	\$0.00	(\$20.31)	\$0.00	
	1.000	06/27/12	07/24/13	\$26.99	\$32.67	\$0.00	(\$5.68)	\$0.00	
	1.000	07/19/12	07/24/13	\$26.99	\$32.15	\$0.00	(\$5.16)	\$0.00	
	2.000	06/10/11	08/05/13	\$53.97	\$78.05	\$0.00	(\$24.08)	\$0.00	
Security Subtotal	18.000			\$498.80	\$612.81	\$10.55	(\$114.01)	\$0.00	
CUSIP: 119848109 Symbol (Box 1d): BWLD									
BUFFALO WILD WINGS INC	4.000	05/03/12	10/01/13	\$440.91	\$344.63	\$0.00	\$96.28	\$0.00	
CUSIP: 13342B105 Symbol (Box 1d): CAM									
CAMERON INTNL CORP	9.000	06/10/11	02/20/13	\$580.49	\$406.35	\$0.00	\$174.14	\$0.00	
	1.000	08/05/11	02/20/13	\$64.50	\$49.87	\$0.00	\$14.63	\$0.00	
	1.000	01/26/12	02/20/13	\$64.50	\$52.89	\$0.00	\$11.61	\$0.00	
Security Subtotal	11.000			\$709.49	\$509.11	\$0.00	\$200.38	\$0.00	
CUSIP: 136385101 Symbol (Box 1d): CNQ									
CANADIAN NATURAL RESOURCES LTD	6.000	06/10/11	02/20/13	\$179.48	\$243.00	\$0.00	(\$63.52)	\$0.00	
	49.000	06/10/11	02/20/13	\$1,465.78	\$1,981.34	\$0.00	(\$515.56)	\$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 - 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)

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CANADIAN NATURAL RESOURCES	37.000	01/26/12	02/20/13	\$1,106.82	\$1,481.36	\$0.00	(\$374.54)	\$0.00	
	10.000	02/07/12	02/20/13	\$299.14	\$390.17	\$0.00	(\$91.03)	\$0.00	
Security Subtotal	102.000			\$3,051.22	\$4,095.87	\$0.00	(\$1,044.65)	\$0.00	
CASELLA WASTE SYS INC CL A		CUSIP: 147448104 Symbol (Box 1d): CWST							
	29.000	06/10/11	07/12/13	\$133.40	\$161.76	\$0.00	(\$28.36)	\$0.00	
	80.000	06/10/11	09/06/13	\$437.40	\$446.22	\$0.00	(\$8.82)	\$0.00	
	28.000	01/26/12	09/06/13	\$153.09	\$193.76	\$0.00	(\$40.67)	\$0.00	
	5.000	01/26/12	10/10/13	\$29.67	\$34.60	\$0.00	(\$4.93)	\$0.00	
	78.000	07/20/12	10/10/13	\$462.77	\$400.65	\$0.00	\$62.12	\$0.00	
Security Subtotal	220.000			\$1,216.33	\$1,236.99	\$0.00	(\$20.66)	\$0.00	
CASEY'S GENERAL STORES INC		CUSIP: 147528103 Symbol (Box 1d): CASY							
	4.000	10/16/12	11/26/13	\$301.57	\$201.32	\$0.00	\$100.25	\$0.00	
	5.000	10/16/12	12/18/13	\$359.30	\$251.65	\$0.00	\$107.65	\$0.00	
	2.000	11/16/12	12/18/13	\$143.72	\$93.09	\$0.00	\$50.63	\$0.00	
Security Subtotal	11.000			\$804.59	\$546.06	\$0.00	\$258.53	\$0.00	
CATAMARAN CORP COM		CUSIP: 148887102 Symbol (Box 1d): CTRX							
	4.000	06/10/11	07/18/13	\$201.64	\$111.10	\$0.00	\$90.54	\$0.00	
	1.000	07/20/12	10/21/13	\$49.99	\$44.77	\$0.00	\$5.22	\$0.00	
Security Subtotal	5.000			\$251.63	\$155.87	\$0.00	\$95.76	\$0.00	
CENTURYLINK INC		CUSIP: 156700106 Symbol (Box 1d): CTL							
	26.000	02/13/12	02/20/13	\$884.50	\$990.34	\$0.00	(\$105.84)	\$0.00	
CERNER CORP		CUSIP: 156782104 Symbol (Box 1d): CERN							
	10.000	11/21/11	01/15/13	\$798.09	\$571.00	\$0.00	\$227.09	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

OMB NO. 1545-0715

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

Long Term - Covered Securities (Continued)

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CHECK POINT SOFTWARE TECH LTD	CUSIP: M22465104	Symbol (Box 1d): CHKP							
	1,000	06/10/11	03/27/13	\$47.07	\$53.93	\$0.00	(\$6.86)	\$0.00	\$0.00
	3,000	06/10/11	04/17/13	\$136.82	\$161.79	\$0.00	(\$24.97)	\$0.00	\$0.00
	1,000	06/10/11	07/15/13	\$53.77	\$53.93	\$0.00	(\$0.16)	\$0.00	\$0.00
Security Subtotal	5,000			\$237.66	\$269.65	\$0.00	(\$31.99)	\$0.00	\$0.00
CHEVRON CORP	CUSIP: 166764100	Symbol (Box 1d): CVX							
	5,000	10/21/11	02/20/13	\$575.24	\$526.00	\$0.00	\$49.24	\$0.00	\$0.00
	5,000	12/13/11	02/20/13	\$575.23	\$523.78	\$0.00	\$51.45	\$0.00	\$0.00
Security Subtotal	10,000			\$1,150.47	\$1,049.78	\$0.00	\$100.69	\$0.00	\$0.00
CITIGROUP INC NEW	CUSIP: 172967424	Symbol (Box 1d): C							
	24,000	10/21/11	02/20/13	\$1,039.23	\$722.38	\$0.00	\$316.85	\$0.00	\$0.00
	18,000	01/26/12	02/20/13	\$779.42	\$547.67	\$0.00	\$231.75	\$0.00	\$0.00
	9,000	02/13/12	02/20/13	\$389.71	\$300.69	\$0.00	\$89.02	\$0.00	\$0.00
Security Subtotal	51,000			\$2,208.36	\$1,570.74	\$0.00	\$637.62	\$0.00	\$0.00
COBAL.T INTL ENERGY	CUSIP: 19075F106	Symbol (Box 1d): CIE							
	3,000	11/16/11	08/19/13	\$76.79	\$32.40	\$0.00	\$44.39	\$0.00	\$0.00
	2,000	01/26/12	08/19/13	\$51.20	\$40.28	\$0.00	\$10.92	\$0.00	\$0.00
	1,000	01/26/12	12/02/13	\$18.49	\$20.14	\$0.00	(\$1.65)	\$0.00	\$0.00
	4,000	02/09/12	12/02/13	\$73.95	\$95.64	\$0.00	(\$21.69)	\$0.00	\$0.00
Security Subtotal	10,000			\$220.43	\$188.46	\$0.00	\$31.97	\$0.00	\$0.00
COCA COLA CO	CUSIP: 191216100	Symbol (Box 1d): KO							
	4,000	06/10/11	02/20/13	\$151.08	\$130.65	\$0.00	\$20.43	\$0.00	\$0.00
	32,000	06/10/11	02/20/13	\$1,208.61	\$1,045.28	\$0.00	\$163.33	\$0.00	\$0.00

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

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

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

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COCA COLA CO	50.000	06/10/11	02/20/13	\$1,887.46	\$1,633.14	\$0.00	\$254.32	\$0.00	
	56.000	06/22/11	02/20/13	\$2,113.95	\$1,868.12	\$0.00	\$245.83	\$0.00	
	24.000	01/26/12	02/20/13	\$906.46	\$813.84	\$0.00	\$92.62	\$0.00	
	114.000	01/26/12	02/20/13	\$4,303.40	\$3,864.96	\$0.00	\$438.44	\$0.00	
Security Subtotal	280.000			\$10,570.96	\$9,355.99	\$0.00	\$1,214.97	\$0.00	
COGENT COMM GROUP									
	26.000	06/10/11	02/20/13	\$653.82	\$384.02	\$0.00	\$269.80	\$0.00	
	11.000	06/10/11	03/15/13	\$279.10	\$161.73	\$0.00	\$117.37	\$0.00	
	5.000	06/10/11	06/06/13	\$131.46	\$73.15	\$0.00	\$58.31	\$0.00	
	2.000	07/29/11	06/06/13	\$52.58	\$29.98	\$0.00	\$22.60	\$0.00	
	5.000	07/29/11	06/10/13	\$137.41	\$74.96	\$0.00	\$62.45	\$0.00	
	1.000	01/26/12	06/10/13	\$27.48	\$14.75	\$0.00	\$12.73	\$0.00	
	8.000	01/26/12	10/01/13	\$256.90	\$117.37	\$0.00	\$139.53	\$0.00	
Security Subtotal	58.000			\$1,538.75	\$855.96	\$0.00	\$682.79	\$0.00	
COHERENT INC									
	2.000	06/10/11	02/20/13	\$117.01	\$100.96	\$0.00	\$16.05	\$0.00	
COINSTAR INC									
	3.000	04/05/12	05/06/13	\$164.95	\$188.95	\$0.00	(\$24.00)	\$0.00	
COMCAST CORP (NEW) CLASS A									
	4.000	06/10/11	02/20/13	\$164.28	\$95.60	\$0.00	\$68.68	\$0.00	
	12.000	08/08/11	02/20/13	\$492.83	\$254.28	\$0.00	\$238.55	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

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COMCAST CORP (NEW) CLASS A	8,000	01/11/12	02/20/13	\$328.55	\$204.16	\$0.00	\$124.39	\$0.00	
	15,000	01/26/12	02/20/13	\$616.04	\$393.54	\$0.00	\$222.50	\$0.00	
Security Subtotal	39,000			\$1,601.70	\$947.58	\$0.00	\$654.12	\$0.00	
COMP DE BEB AMBEV SP ADR		CUSIP: 20441W203 Symbol (Box 1d): ABVAZ							
	23,000	03/02/11	07/19/13	\$822.34	\$647.33	\$0.00	\$175.01	\$0.00	
	9,000	03/28/11	07/19/13	\$321.79	\$240.46	\$0.00	\$81.33	\$0.00	
Security Subtotal	32,000			\$1,144.13	\$887.79	\$0.00	\$256.34	\$0.00	
COMPUTER PROGRAMS & SYSTEM INC		CUSIP: 205306103 Symbol (Box 1d): CPSI							
	3,000	11/07/11	01/17/13	\$152.82	\$156.61	\$0.00	(\$3.79)	\$0.00	
	3,000	12/05/11	01/17/13	\$152.82	\$143.31	\$0.00	\$9.51	\$0.00	
Security Subtotal	6,000			\$305.64	\$299.92	\$0.00	\$5.72	\$0.00	
CONCHO RES INC		CUSIP: 20605P101 Symbol (Box 1d): CXO							
	1,000	06/29/11	07/01/13	\$84.18	\$90.19	\$6.01	(\$6.01)	\$0.00	
	1,000	07/12/11	07/01/13	\$84.18	\$90.92	\$6.74	(\$6.74)	\$0.00	
	1,000	07/29/11	07/01/13	\$84.18	\$93.82	\$9.64	(\$9.64)	\$0.00	
	2,000	01/26/12	07/01/13	\$168.35	\$213.38	\$45.03	(\$45.03)	\$0.00	
	1,000	02/07/12	07/01/13	\$84.18	\$112.36	\$28.18	(\$28.18)	\$0.00	
	1,000	06/29/11	09/10/13	\$99.89	\$90.99	\$0.00	\$8.90	\$0.00	
Security Subtotal	7,000			\$604.96	\$691.66	\$95.60	(\$86.70)	\$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 - 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)	NOTES
CONOCOPHILLIPS									
		CUSIP: 20825C104		Symbol (Box 1d): COP					
	5.000	03/22/11	01/28/13	\$302.70	\$297.65	\$0.00	\$5.05	\$0.00	
	4.000	03/22/11	01/28/13	\$242.15	\$225.22	\$0.00	\$16.93	\$0.00	
	2.000	03/22/11	01/28/13	\$121.07	\$119.06	\$0.00	\$2.01	\$0.00	
Security Subtotal	11.000			\$665.92	\$641.93	\$0.00	\$23.99	\$0.00	
COSTCO WHOLESALE CORP NEW									
		CUSIP: 22160K105		Symbol (Box 1d): COST					
	9.000	06/10/11	02/20/13	\$914.48	\$706.32	\$0.00	\$208.16	\$0.00	
	30.000	01/26/12	02/20/13	\$3,048.26	\$2,456.87	\$0.00	\$591.39	\$0.00	
Security Subtotal	39.000			\$3,962.74	\$3,163.19	\$0.00	\$799.55	\$0.00	
CROWN CASTLE INTL									
		CUSIP: 228227104		Symbol (Box 1d): CCI					
	14.000	06/10/11	01/18/13	\$1,035.99	\$566.02	\$0.00	\$469.97	\$0.00	
	2.000	06/12/12	07/17/13	\$151.77	\$112.97	\$0.00	\$38.80	\$0.00	
	1.000	06/12/12	07/29/13	\$73.04	\$56.48	\$0.00	\$16.56	\$0.00	
	1.000	06/12/12	08/02/13	\$69.66	\$56.48	\$0.00	\$13.18	\$0.00	
	2.000	06/12/12	08/09/13	\$137.97	\$112.97	\$0.00	\$25.00	\$0.00	
Security Subtotal	20.000			\$1,468.43	\$904.92	\$0.00	\$563.51	\$0.00	
CVS CAREMARK CORP									
		CUSIP: 126650100		Symbol (Box 1d): CVS					
	7.000	06/02/11	02/20/13	\$363.50	\$269.05	\$0.00	\$94.45	\$0.00	
	25.000	06/02/11	02/20/13	\$1,297.97	\$960.87	\$0.00	\$337.10	\$0.00	
	4.000	10/21/11	02/20/13	\$207.72	\$141.95	\$0.00	\$65.77	\$0.00	
	5.000	10/21/11	02/20/13	\$259.59	\$177.44	\$0.00	\$82.15	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U7/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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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)

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CVS CAREMARK CORP	66.000	01/26/12	02/20/13	\$3,427.30	\$2,775.67	\$0.00	\$651.63	\$0.00	
	21.000	01/26/12	02/20/13	\$1,090.30	\$882.97	\$0.00	\$207.33	\$0.00	
Security Subtotal	128.000			\$6,646.38	\$5,207.95	\$0.00	\$1,438.43	\$0.00	
DANAHER CORPORATION									
	44.000	06/10/11	02/20/13	\$2,689.43	\$2,268.01	\$0.00	\$421.42	\$0.00	
	22.000	01/26/12	02/20/13	\$1,344.71	\$1,155.80	\$0.00	\$188.91	\$0.00	
Security Subtotal	66.000			\$4,034.14	\$3,423.81	\$0.00	\$610.33	\$0.00	
DAVITA INC									
	1.000	06/10/11	05/17/13	\$128.01	\$83.00	\$0.00	\$45.01	\$0.00	
	1.000	06/10/11	05/23/13	\$125.51	\$83.00	\$0.00	\$42.51	\$0.00	
	1.000	06/10/11	06/27/13	\$122.21	\$83.00	\$0.00	\$39.21	\$0.00	
	2.000	06/10/11	07/02/13	\$231.71	\$166.00	\$0.00	\$65.71	\$0.00	
	3.000	06/10/11	08/05/13	\$353.73	\$249.00	\$0.00	\$104.73	\$0.00	
	1.000	06/10/11	08/07/13	\$112.71	\$83.00	\$0.00	\$29.71	\$0.00	
	2.000	01/26/12	08/07/13	\$225.41	\$161.38	\$0.00	\$64.03	\$0.00	
Security Subtotal	11.000			\$1,299.29	\$908.38	\$0.00	\$390.91	\$0.00	
DEERE & CO									
	1.000	12/13/11	02/20/13	\$88.30	\$76.90	\$0.00	\$11.40	\$0.00	
	1.000	01/11/12	02/20/13	\$88.30	\$84.51	\$0.00	\$3.79	\$0.00	
	6.000	01/26/12	02/20/13	\$529.78	\$525.72	\$0.00	\$4.06	\$0.00	
Security Subtotal	8.000			\$706.38	\$687.13	\$0.00	\$19.25	\$0.00	

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

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

Long Term - 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)	NOTES
DEVON ENERGY CORP NEW		CUSIP: 25179M103	Symbol (Box 1d): DVN						
	7.000	06/10/11	02/20/13	\$395.30	\$576.19	\$0.00	(\$180.89)	\$0.00	
	22.000	01/26/12	02/20/13	\$1,242.38	\$1,430.62	\$0.00	(\$188.24)	\$0.00	
Security Subtotal	29.000			\$1,637.68	\$2,006.81	\$0.00	(\$369.13)	\$0.00	
DIAGEO PLC SPON ADR NEW		CUSIP: 25243Q205	Symbol (Box 1d): DEO						
	3.000	06/10/11	02/20/13	\$357.57	\$247.98	\$0.00	\$109.59	\$0.00	
	1.000	09/16/11	02/20/13	\$119.19	\$78.53	\$0.00	\$40.66	\$0.00	
	13.000	01/26/12	02/20/13	\$1,549.48	\$1,153.49	\$0.00	\$395.99	\$0.00	
Security Subtotal	17.000			\$2,026.24	\$1,480.00	\$0.00	\$546.24	\$0.00	
EATON VANCE CP		CUSIP: 278265103	Symbol (Box 1d): EV						
	4.000	06/10/11	04/04/13	\$158.24	\$116.12	\$0.00	\$42.12	\$0.00	
ECOLAB INC		CUSIP: 278865100	Symbol (Box 1d): ECL						
	2.000	06/10/11	02/20/13	\$149.85	\$107.92	\$0.00	\$41.93	\$0.00	
	2.000	06/10/11	12/16/13	\$204.64	\$107.92	\$0.00	\$96.72	\$0.00	
Security Subtotal	4.000			\$354.49	\$215.84	\$0.00	\$138.65	\$0.00	
ELDORADO GOLD CP LTD		CUSIP: 284902103	Symbol (Box 1d): EGO						
	7.000	08/04/11	10/07/13	\$44.82	\$123.79	\$0.00	(\$78.97)	\$0.00	
	6.000	08/08/11	10/07/13	\$38.41	\$107.45	\$0.00	(\$69.04)	\$0.00	
	1.000	12/05/11	10/09/13	\$6.14	\$17.17	\$0.00	(\$11.03)	\$0.00	
	3.000	01/09/12	10/09/13	\$18.42	\$43.17	\$0.00	(\$24.75)	\$0.00	
	2.000	02/13/12	10/09/13	\$12.28	\$26.60	\$0.00	(\$14.32)	\$0.00	
	5.000	07/17/12	10/09/13	\$30.70	\$52.39	\$0.00	(\$21.69)	\$0.00	
Security Subtotal	24.000			\$150.77	\$370.57	\$0.00	(\$219.80)	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

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

New York, NY 10004
 Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780
 Account Number: 616 070335 038

Customer Service: 866-324-6088

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 JOAN & BERNARD SPAIN FOUNDATION
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 PHILADELPHIA PA 19106-3757

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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 (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
EMC CORP MASS									
CUSIP: 288648102 Symbol (Box 1d): EMC									
	24 000	04/20/11	02/20/13	\$565.71	\$667.62	\$0.00	(\$101.91)	\$0.00	\$0.00
	1,000	04/20/11	02/20/13	\$23.57	\$28.98	\$0.00	(\$5.41)	\$0.00	\$0.00
	1,000	04/20/11	02/20/13	\$23.57	\$27.89	\$0.00	(\$4.32)	\$0.00	\$0.00
	26,000	04/20/11	02/20/13	\$612.86	\$725.07	\$0.00	(\$112.21)	\$0.00	\$0.00
	28,000	04/21/11	02/20/13	\$660.00	\$796.03	\$0.00	(\$136.03)	\$0.00	\$0.00
	31,000	05/13/11	02/20/13	\$730.71	\$859.66	\$0.00	(\$128.95)	\$0.00	\$0.00
	56,000	01/26/12	02/20/13	\$1,320.00	\$1,428.87	\$0.00	(\$108.87)	\$0.00	\$0.00
Security Subtotal	167,000			\$3,936.42	\$4,534.12	\$0.00	(\$597.70)	\$0.00	\$0.00
EOG RESOURCES INC									
CUSIP: 26875P101 Symbol (Box 1d): EOG									
	5 000	06/10/11	02/20/13	\$641.53	\$540.45	\$0.00	\$101.08	\$0.00	\$0.00
	2,000	09/16/11	02/20/13	\$256.61	\$179.94	\$0.00	\$76.67	\$0.00	\$0.00
	1 000	09/16/11	02/20/13	\$128.31	\$89.95	\$0.00	\$38.36	\$0.00	\$0.00
	7 000	12/05/11	02/20/13	\$898.14	\$726.10	\$0.00	\$172.04	\$0.00	\$0.00
	1,000	01/26/12	02/20/13	\$128.31	\$104.65	\$0.00	\$23.66	\$0.00	\$0.00
	22,000	01/26/12	02/20/13	\$2,822.71	\$2,302.36	\$0.00	\$520.35	\$0.00	\$0.00
	22,000	01/26/12	02/20/13	\$2,822.71	\$2,302.52	\$0.00	\$520.19	\$0.00	\$0.00
Security Subtotal	60,000			\$7,698.32	\$6,245.97	\$0.00	\$1,452.35	\$0.00	\$0.00
EVERCORE PARTNERS INC CLASS A									
CUSIP: 29977A105 Symbol (Box 1d): EVR									
	1,000	02/23/12	10/01/13	\$50.19	\$28.11	\$0.00	\$22.08	\$0.00	\$0.00
	7,000	04/05/12	10/01/13	\$351.30	\$196.27	\$0.00	\$155.03	\$0.00	\$0.00
Security Subtotal	8,000			\$401.49	\$224.38	\$0.00	\$177.11	\$0.00	\$0.00

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

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

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EXPEDITORS INTL WASH INC									
		CUSIP: 302130109		Symbol (Box 1d): EXPD					
	1.000	06/10/11	03/25/13	\$35.84	\$47.06	\$0.00	(\$11.22)	\$0.00	\$0.00
	3.000	06/10/11	03/26/13	\$106.43	\$141.18	\$0.00	(\$34.75)	\$0.00	\$0.00
	1.000	06/10/11	03/26/13	\$35.47	\$48.70	\$0.00	(\$13.23)	\$0.00	\$0.00
	1.000	06/10/11	04/25/13	\$35.59	\$48.70	\$0.00	(\$13.11)	\$0.00	\$0.00
	2.000	01/26/12	04/25/13	\$71.17	\$89.36	\$0.00	(\$18.19)	\$0.00	\$0.00
	1.000	02/06/12	04/25/13	\$35.59	\$43.61	\$0.00	(\$8.02)	\$0.00	\$0.00
Security Subtotal	9.000			\$320.09	\$418.61	\$0.00	(\$98.52)	\$0.00	\$0.00
EXPRESS SCRIPTS HLDG CO COM									
		CUSIP: 30219G108		Symbol (Box 1d): ESRX					
	13.000	06/10/11	02/20/13	\$743.61	\$733.59	\$0.00	\$10.02	\$0.00	\$0.00
	3.000	07/05/11	02/20/13	\$171.61	\$160.76	\$0.00	\$10.85	\$0.00	\$0.00
	15.000	01/26/12	02/20/13	\$858.01	\$784.05	\$0.00	\$73.96	\$0.00	\$0.00
	25.000	01/26/12	02/20/13	\$1,430.09	\$1,306.17	\$0.00	\$123.92	\$0.00	\$0.00
	7.000	02/06/12	02/20/13	\$400.41	\$349.20	\$0.00	\$51.21	\$0.00	\$0.00
	7.000	02/06/12	02/20/13	\$400.43	\$349.93	\$0.00	\$50.50	\$0.00	\$0.00
Security Subtotal	70.000			\$4,004.16	\$3,683.70	\$0.00	\$320.46	\$0.00	\$0.00
EXXON MOBIL CORP									
		CUSIP: 30231G102		Symbol (Box 1d): XOM					
	4.000	04/05/11	02/20/13	\$356.92	\$340.16	\$0.00	\$16.76	\$0.00	\$0.00
	13.000	04/05/11	02/20/13	\$1,160.00	\$1,104.03	\$0.00	\$55.97	\$0.00	\$0.00
	11.000	01/26/12	02/20/13	\$981.54	\$953.92	\$0.00	\$27.62	\$0.00	\$0.00
Security Subtotal	28.000			\$2,498.46	\$2,398.11	\$0.00	\$100.35	\$0.00	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

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OMB NO. 1545-0715

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CUSIP: G3323L100 Symbol (Box 1d): FN									
FABRINET	4.000	06/10/11	02/20/13	\$64.80	\$79.52	\$0.00	(\$14.72)	\$0.00	\$0.00
	8.000	07/26/11	02/20/13	\$129.60	\$139.83	\$0.00	(\$10.23)	\$0.00	\$0.00
	5.000	07/27/11	02/20/13	\$80.99	\$82.88	\$0.00	(\$1.89)	\$0.00	\$0.00
	3.000	07/27/11	07/31/13	\$44.66	\$49.73	\$0.00	(\$5.07)	\$0.00	\$0.00
	5.000	07/29/11	07/31/13	\$74.44	\$77.30	\$0.00	(\$2.86)	\$0.00	\$0.00
	10.000	08/08/11	07/31/13	\$148.88	\$129.15	\$0.00	\$19.73	\$0.00	\$0.00
	7.000	11/07/11	07/31/13	\$104.22	\$97.49	\$0.00	\$6.73	\$0.00	\$0.00
	1.000	12/05/11	07/31/13	\$14.89	\$13.99	\$0.00	\$0.90	\$0.00	\$0.00
	4.000	07/17/12	07/31/13	\$59.55	\$44.60	\$0.00	\$14.95	\$0.00	\$0.00
	11.000	07/17/12	08/20/13	\$166.66	\$122.65	\$0.00	\$44.01	\$0.00	\$0.00
Security Subtotal	58.000			\$888.69	\$837.14	\$0.00	\$51.55	\$0.00	\$0.00
CUSIP: 307000109 Symbol (Box 1d): FDO									
FAMILY DOLLAR STORES	36.000	10/18/11	02/20/13	\$1,973.92	\$2,028.99	\$0.00	(\$55.07)	\$0.00	\$0.00
	1.000	12/05/11	02/20/13	\$54.83	\$59.00	\$0.00	(\$4.17)	\$0.00	\$0.00
	17.000	12/06/11	02/20/13	\$932.13	\$1,003.56	\$0.00	(\$71.43)	\$0.00	\$0.00
	29.000	01/26/12	02/20/13	\$1,590.10	\$1,609.29	\$0.00	(\$19.19)	\$0.00	\$0.00
Security Subtotal	83.000			\$4,550.98	\$4,700.84	\$0.00	(\$149.86)	\$0.00	\$0.00
CUSIP: 311642102 Symbol (Box 1d): FARO									
FARO TECH INC	9.000	06/10/11	08/15/13	\$337.65	\$349.47	\$0.00	(\$11.82)	\$0.00	\$0.00

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OMB NO. 1545-0715

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

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

Long Term - Covered Securities (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)	NOTES
FEDEX CORP									
		CUSIP: 31428X106		Symbol (Box 1d): FDX					
	1.000	01/13/12	02/20/13	\$105.75	\$90.22	\$0.00	\$15.53	\$0.00	
	18.000	01/13/12	02/20/13	\$1,903.49	\$1,623.87	\$0.00	\$279.62	\$0.00	
	13.000	01/26/12	02/20/13	\$1,374.74	\$1,203.02	\$0.00	\$171.72	\$0.00	
Security Subtotal	32.000			\$3,383.98	\$2,917.11	\$0.00	\$466.87	\$0.00	
FEI COMPANY									
		CUSIP: 30241L109		Symbol (Box 1d): FEIC					
	2.000	06/10/11	01/30/13	\$121.73	\$74.72	\$0.00	\$47.01	\$0.00	
	9.000	06/10/11	11/04/13	\$792.98	\$336.24	\$0.00	\$456.74	\$0.00	
	1.000	06/10/11	11/26/13	\$91.65	\$37.36	\$0.00	\$54.29	\$0.00	
	2.000	07/29/11	11/26/13	\$183.29	\$66.24	\$0.00	\$117.05	\$0.00	
	3.000	09/16/11	11/26/13	\$274.93	\$94.11	\$0.00	\$180.82	\$0.00	
Security Subtotal	17.000			\$1,464.58	\$608.67	\$0.00	\$855.91	\$0.00	
FINISAR COM NEW									
		CUSIP: 31787A507		Symbol (Box 1d): FNRS					
	5.000	06/10/11	02/20/13	\$79.64	\$91.05	\$0.00	(\$11.41)	\$0.00	
	6.000	06/10/11	04/23/13	\$79.10	\$109.26	\$0.00	(\$30.16)	\$0.00	
	4.000	06/10/11	06/04/13	\$52.64	\$72.84	\$0.00	(\$20.20)	\$0.00	
	2.000	09/16/11	06/04/13	\$26.32	\$42.34	\$0.00	(\$16.02)	\$0.00	
	2.000	01/31/12	06/04/13	\$26.32	\$40.90	\$0.00	(\$14.58)	\$0.00	
	4.000	02/07/12	06/04/13	\$52.64	\$89.56	\$0.00	(\$36.92)	\$0.00	
Security Subtotal	23.000			\$316.66	\$445.95	\$0.00	(\$129.29)	\$0.00	
FMC CORP NEW									
		CUSIP: 302491303		Symbol (Box 1d): FMC					
	1.000	06/10/11	08/14/13	\$65.26	\$39.20	\$0.00	\$26.06	\$0.00	
	6.000	06/10/11	08/14/13	\$391.63	\$235.20	\$0.00	\$156.43	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

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

Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
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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)

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FMC CORP NEW	2,000	09/16/11	08/14/13	\$130.54	\$76.77	\$0.00	\$53.77	\$0.00	
	3,000	02/28/12	08/14/13	\$195.82	\$149.55	\$0.00	\$46.27	\$0.00	
	1,000	02/28/12	10/21/13	\$73.09	\$49.85	\$0.00	\$23.24	\$0.00	
Security Subtotal	13,000			\$856.34	\$550.57	\$0.00	\$305.77	\$0.00	
FREEPORT MCMORAN CP&GLD									
	1,000	06/10/11	06/24/13	\$26.69	\$48.88	\$0.00	(\$22.19)	\$0.00	
	22,000	06/10/11	06/24/13	\$587.17	\$1,075.36	\$0.00	(\$488.19)	\$0.00	
	9,000	01/26/12	06/24/13	\$240.21	\$417.60	\$0.00	(\$177.39)	\$0.00	
	40,000	02/28/12	06/24/13	\$1,067.58	\$1,741.46	\$0.00	(\$673.88)	\$0.00	
	16,000	02/28/12	07/05/13	\$434.51	\$696.58	\$0.00	(\$262.07)	\$0.00	
	8,000	02/28/12	07/05/13	\$217.25	\$348.29	\$0.00	(\$131.04)	\$0.00	
	2,000	02/28/12	07/05/13	\$54.31	\$87.00	\$0.00	(\$32.69)	\$0.00	
Security Subtotal	98,000			\$2,627.72	\$4,415.17	\$0.00	(\$1,787.45)	\$0.00	
GARTNER INC									
	1,000	06/15/11	09/06/13	\$57.20	\$37.51	\$0.00	\$19.69	\$0.00	
	1,000	06/22/11	09/20/13	\$58.90	\$38.89	\$0.00	\$20.01	\$0.00	
	1,000	06/22/11	09/20/13	\$58.89	\$38.30	\$0.00	\$20.59	\$0.00	
Security Subtotal	3,000			\$174.99	\$114.70	\$0.00	\$60.29	\$0.00	
GENERAL ELECTRIC CO									
	14,000	06/10/11	02/20/13	\$327.68	\$255.08	\$0.00	\$72.60	\$0.00	
	15,000	08/24/11	02/20/13	\$351.08	\$233.68	\$0.00	\$117.40	\$0.00	
	67,000	01/26/12	02/20/13	\$1,568.18	\$1,275.68	\$0.00	\$292.50	\$0.00	
Security Subtotal	96,000			\$2,246.94	\$1,764.44	\$0.00	\$482.50	\$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 - 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)	NOTES
GILEAD SCIENCE									
		CUSIP: 375558103		Symbol (Box 1d): GILD					
	22.000	02/03/12	02/20/13	\$924.86	\$583.80	\$0.00	\$341.06	\$0.00	
	2.000	02/03/12	02/20/13	\$84.08	\$53.57	\$0.00	\$30.51	\$0.00	
	2.000	02/03/12	02/20/13	\$83.96	\$53.57	\$0.00	\$30.39	\$0.00	
	14.000	02/05/12	02/20/13	\$588.55	\$405.57	\$0.00	\$182.98	\$0.00	
Security Subtotal	40.000			\$1,681.45	\$1,096.51	\$0.00	\$584.94	\$0.00	
GOLDMAN SACHS GRP INC									
		CUSIP: 38141G104		Symbol (Box 1d): GS					
	1.000	01/04/11	02/20/13	\$155.25	\$172.33	\$0.00	(\$17.08)	\$0.00	
	2.000	05/13/11	02/20/13	\$310.49	\$281.40	\$0.00	\$29.09	\$0.00	
	3.000	01/26/12	02/20/13	\$465.74	\$326.10	\$0.00	\$139.64	\$0.00	
	1.000	02/07/12	02/20/13	\$155.25	\$115.57	\$0.00	\$39.68	\$0.00	
Security Subtotal	7.000			\$1,086.73	\$895.40	\$0.00	\$191.33	\$0.00	
GOOGLE INC-CL A									
		CUSIP: 38259P508		Symbol (Box 1d): GOOG					
	1.000	06/10/11	02/20/13	\$793.28	\$510.18	\$0.00	\$283.10	\$0.00	
	1.000	06/10/11	02/20/13	\$793.28	\$510.18	\$0.00	\$283.10	\$0.00	
	1.000	06/10/11	02/20/13	\$793.28	\$510.18	\$0.00	\$283.10	\$0.00	
	5.000	06/10/11	02/20/13	\$3,966.41	\$2,550.90	\$0.00	\$1,415.51	\$0.00	
	1.000	08/03/11	02/20/13	\$793.28	\$594.45	\$0.00	\$198.83	\$0.00	
	1.000	08/03/11	02/20/13	\$793.28	\$594.45	\$0.00	\$198.83	\$0.00	
	2.000	11/30/11	02/20/13	\$1,586.56	\$1,190.77	\$0.00	\$395.79	\$0.00	
	2.000	01/26/12	02/20/13	\$1,586.56	\$1,133.38	\$0.00	\$453.18	\$0.00	
	8.000	01/26/12	02/20/13	\$6,346.26	\$4,533.92	\$0.00	\$1,812.34	\$0.00	
Security Subtotal	22.000			\$17,452.19	\$12,128.41	\$0.00	\$5,323.78	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

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GREATBATCH INC									
	CUSIP: 39153L106 Symbol (Box 1d): GB								
	9,000	06/10/11	03/07/13	\$246.70	\$238.68	\$0.00	\$8.02	\$0.00	\$0.00
	7,000	06/10/11	05/06/13	\$204.89	\$185.64	\$0.00	\$19.25	\$0.00	\$0.00
	13,000	06/10/11	10/01/13	\$448.69	\$344.76	\$0.00	\$103.93	\$0.00	\$0.00
Security Subtotal	29,000			\$900.28	\$769.08	\$0.00	\$131.20	\$0.00	\$0.00
HARLEY DAVIDSON INC									
	CUSIP: 412822108 Symbol (Box 1d): HOG								
	13,000	06/10/11	01/07/13	\$637.00	\$459.16	\$0.00	\$177.84	\$0.00	\$0.00
	3,000	07/29/11	01/07/13	\$147.00	\$130.41	\$0.00	\$16.59	\$0.00	\$0.00
	1,000	07/29/11	01/07/13	\$49.00	\$43.47	\$0.00	\$5.53	\$0.00	\$0.00
	1,000	07/29/11	01/07/13	\$49.00	\$43.47	\$0.00	\$5.53	\$0.00	\$0.00
	1,000	08/02/11	01/07/13	\$49.00	\$42.01	\$0.00	\$6.99	\$0.00	\$0.00
	1,000	08/02/11	01/07/13	\$49.00	\$42.17	\$0.00	\$6.83	\$0.00	\$0.00
	2,000	08/02/11	01/07/13	\$98.00	\$84.02	\$0.00	\$13.98	\$0.00	\$0.00
	2,000	01/26/12	02/20/13	\$103.38	\$88.64	\$0.00	\$14.74	\$0.00	\$0.00
	19,000	01/26/12	02/20/13	\$982.15	\$842.08	\$0.00	\$140.07	\$0.00	\$0.00
Security Subtotal	43,000			\$2,163.53	\$1,775.43	\$0.00	\$388.10	\$0.00	\$0.00
HENRY SCHEIN INC									
	CUSIP: 806407102 Symbol (Box 1d): HSI								
	1,000	06/10/11	10/30/13	\$111.97	\$69.08	\$0.00	\$42.89	\$0.00	\$0.00
HERBALIFE									
	CUSIP: G4412G101 Symbol (Box 1d): HLF								
	1,000	09/30/11	01/08/13	\$38.89	\$54.13	\$15.24	(\$15.24)	\$0.00	\$0.00
	1,000	09/30/11	01/09/13	\$40.20	\$54.13	\$13.93	(\$13.93)	\$0.00	\$0.00
	2,000	10/03/11	01/09/13	\$80.40	\$103.14	\$22.74	(\$22.74)	\$0.00	\$0.00
	2,000	01/26/12	05/21/13	\$101.27	\$115.44	\$0.00	(\$14.17)	\$0.00	\$0.00

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

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HERBALIFE	1,000	02/02/12	09/18/13	\$73.09	\$57.46	\$0.00	\$15.63	\$0.00	
	1,000	05/01/12	10/03/13	\$68.93	\$56.71	\$0.00	\$12.22	\$0.00	
	2,000	05/01/12	10/04/13	\$140.56	\$113.41	\$0.00	\$27.15	\$0.00	
	1,000	05/16/12	10/04/13	\$70.28	\$44.29	\$0.00	\$25.99	\$0.00	
	1,000	09/30/11	11/22/13	\$70.16	\$51.67	\$0.00	\$18.49	\$0.00	
	1,000	05/16/12	11/22/13	\$70.16	\$44.29	\$0.00	\$25.87	\$0.00	
Security Subtotal	13,000			\$753.94	\$694.67	\$51.91	\$59.27	\$0.00	
HEWLETT PACKARD		CUSIP: 428236103 Symbol (Box 1d): HPQ							
	5,000	07/10/11	02/20/13	\$83.26	\$165.08	\$0.00	(\$81.82)	\$0.00	
	9,000	01/26/12	02/20/13	\$149.88	\$251.46	\$0.00	(\$101.58)	\$0.00	
Security Subtotal	14,000			\$233.14	\$416.54	\$0.00	(\$183.40)	\$0.00	
HOLLYFRONTIER CORP COM		CUSIP: 436106108 Symbol (Box 1d): HFC							
	1,000	05/08/12	11/18/13	\$46.77	\$28.56	\$0.00	\$18.21	\$0.00	
	2,000	05/08/12	11/18/13	\$93.53	\$57.11	\$0.00	\$36.42	\$0.00	
Security Subtotal	3,000			\$140.30	\$85.67	\$0.00	\$54.63	\$0.00	
HOLOGIC INC		CUSIP: 436440101 Symbol (Box 1d): HOLX							
	4,000	05/01/12	05/03/13	\$80.30	\$75.20	\$0.00	\$5.10	\$0.00	
	4,000	05/01/12	11/12/13	\$78.74	\$75.20	\$0.00	\$3.54	\$0.00	
	1,000	05/02/12	11/12/13	\$19.68	\$18.23	\$0.00	\$1.45	\$0.00	
	7,000	05/02/12	11/12/13	\$137.79	\$128.66	\$0.00	\$9.13	\$0.00	
	2,000	06/07/12	11/12/13	\$38.96	\$33.98	\$0.00	\$4.98	\$0.00	
	5,000	06/07/12	11/12/13	\$98.42	\$84.94	\$0.00	\$13.48	\$0.00	
	4,000	09/26/12	11/12/13	\$77.92	\$82.14	\$0.00	(\$4.22)	\$0.00	
Security Subtotal	27,000			\$531.81	\$498.35	\$0.00	\$33.46	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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OMB NO. 1545-0715

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HONEYWELL INTERNATIONAL INC	CUSIP: 438516106	Symbol (Box 1d): HON							
	13.000	02/13/12	02/20/13	\$917.13	\$779.17	\$0.00	\$137.96	\$0.00	\$0.00
HURON CONSULTING GRP INC	CUSIP: 447462102	Symbol (Box 1d): HURN							
	7.000	07/26/12	08/15/13	\$347.93	\$217.05	\$0.00	\$130.88	\$0.00	\$0.00
IDEX CORPORATION DELAWARE	CUSIP: 45167R104	Symbol (Box 1d): IEX							
	1.000	06/10/11	02/06/13	\$48.65	\$42.39	\$0.00	\$6.26	\$0.00	\$0.00
	1.000	06/10/11	04/11/13	\$52.94	\$42.39	\$0.00	\$10.55	\$0.00	\$0.00
	1.000	06/10/11	12/12/13	\$69.93	\$42.39	\$0.00	\$27.54	\$0.00	\$0.00
Security Subtotal	3.000			\$171.52	\$127.17	\$0.00	\$44.35	\$0.00	\$0.00
ILLUMINA INC	CUSIP: 452327109	Symbol (Box 1d): LMN							
	4.000	06/10/11	02/12/13	\$200.10	\$328.65	\$0.00	(\$128.55)	\$0.00	\$0.00
	6.000	06/10/11	02/12/13	\$300.15	\$437.36	\$0.00	(\$137.21)	\$0.00	\$0.00
	1.000	06/10/11	02/12/13	\$50.02	\$72.89	\$0.00	(\$22.87)	\$0.00	\$0.00
	1.000	06/10/11	02/12/13	\$50.02	\$72.89	\$0.00	(\$22.87)	\$0.00	\$0.00
	12.000	07/29/11	02/12/13	\$600.29	\$751.13	\$0.00	(\$150.84)	\$0.00	\$0.00
	2.000	06/10/11	02/20/13	\$97.15	\$145.74	\$0.00	(\$48.59)	\$0.00	\$0.00
	16.000	06/10/11	02/20/13	\$777.19	\$1,165.91	\$0.00	(\$388.72)	\$0.00	\$0.00
	10.000	01/26/12	02/20/13	\$485.75	\$523.26	\$0.00	(\$37.51)	\$0.00	\$0.00
Security Subtotal	52.000			\$2,560.67	\$3,497.83	\$0.00	(\$937.16)	\$0.00	\$0.00
IMPAX LABORATORIES INC	CUSIP: 45256B101	Symbol (Box 1d): IPXL							
	15.000	06/10/11	05/06/13	\$253.92	\$308.55	\$0.00	(\$54.63)	\$0.00	\$0.00
	14.000	06/10/11	07/17/13	\$278.23	\$287.38	\$0.00	(\$9.75)	\$0.00	\$0.00
Security Subtotal	29.000			\$532.15	\$596.53	\$0.00	(\$64.38)	\$0.00	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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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)	NOTES
INTERNATIONAL PAPER CO									
		CUSIP: 460146103		Symbol (Box 1d): IP					
	156.000	02/28/12	03/15/13	\$7,115.09	\$5,404.84	\$0.00	\$1,710.25	\$0.00	
INTUIT INC									
		CUSIP: 461202103		Symbol (Box 1d): INTU					
	1.000	06/10/11	05/08/13	\$60.24	\$50.66	\$0.00	\$9.58	\$0.00	
	1.000	06/10/11	07/30/13	\$63.39	\$50.66	\$0.00	\$12.73	\$0.00	
	5.000	06/10/11	08/14/13	\$324.24	\$253.30	\$0.00	\$70.94	\$0.00	
	1.000	06/10/11	08/20/13	\$63.21	\$50.66	\$0.00	\$12.55	\$0.00	
	1.000	09/30/11	08/20/13	\$63.21	\$47.89	\$0.00	\$15.32	\$0.00	
	1.000	01/26/12	08/20/13	\$63.21	\$57.63	\$0.00	\$5.58	\$0.00	
Security Subtotal	10.000			\$637.50	\$510.80	\$0.00	\$126.70	\$0.00	
IRON MOUNTAIN INC (DE)									
		CUSIP: 462846106		Symbol (Box 1d): IRM					
	4.000	08/05/11	02/20/13	\$138.65	\$122.76	\$0.00	\$15.89	\$0.00	
	3.000	09/30/11	02/20/13	\$103.99	\$96.00	\$0.00	\$7.99	\$0.00	
Security Subtotal	7.000			\$242.64	\$218.76	\$0.00	\$23.88	\$0.00	
IXIA									
		CUSIP: 45071R109		Symbol (Box 1d): XXIA					
	20.000	06/10/11	01/15/13	\$414.55	\$267.80	\$0.00	\$146.75	\$0.00	
JACK IN THE BOX INC									
		CUSIP: 466367109		Symbol (Box 1d): JACK					
	8.000	06/10/11	08/15/13	\$315.30	\$164.64	\$0.00	\$150.66	\$0.00	
	1.000	07/29/11	08/15/13	\$39.41	\$22.76	\$0.00	\$16.65	\$0.00	
Security Subtotal	9.000			\$354.71	\$187.40	\$0.00	\$167.31	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

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)

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JOHNSON & JOHNSON									
CUSIP: 478160104 Symbol (Box 1d): JNJ									
	2.000	05/03/11	02/20/13	\$153.33	\$132.78	\$0.00	\$20.55	\$0.00	
	15.000	01/26/12	02/20/13	\$1,149.94	\$986.25	\$0.00	\$163.69	\$0.00	
	7.000	01/26/12	02/20/13	\$536.64	\$460.25	\$0.00	\$76.39	\$0.00	
	7.000	01/26/12	02/20/13	\$536.64	\$460.22	\$0.00	\$76.42	\$0.00	
	6.000	01/26/12	02/20/13	\$459.98	\$394.48	\$0.00	\$65.50	\$0.00	
	3.000	01/26/12	02/20/13	\$229.99	\$197.25	\$0.00	\$32.74	\$0.00	
	1.000	01/26/12	02/20/13	\$76.66	\$65.75	\$0.00	\$10.91	\$0.00	
Security Subtotal	41.000			\$3,143.18	\$2,696.98	\$0.00	\$446.20	\$0.00	
JOY GLOBAL INC									
CUSIP: 481165108 Symbol (Box 1d): JOY									
	25.000	01/24/12	02/20/13	\$1,640.63	\$2,174.80	\$0.00	(\$534.17)	\$0.00	
	15.000	01/26/12	02/20/13	\$984.38	\$1,384.20	\$0.00	(\$399.82)	\$0.00	
	19.000	02/06/12	02/20/13	\$1,246.88	\$1,803.87	\$0.00	(\$556.99)	\$0.00	
Security Subtotal	59.000			\$3,871.89	\$5,362.87	\$0.00	(\$1,490.98)	\$0.00	
JUNIPER NETWORKS									
CUSIP: 48203R104 Symbol (Box 1d): JNPR									
	3.000	01/31/12	02/20/13	\$65.18	\$63.11	\$0.00	\$2.07	\$0.00	
	4.000	01/31/12	03/26/13	\$74.31	\$84.15	\$0.00	(\$9.84)	\$0.00	
	3.000	01/31/12	04/16/13	\$54.70	\$63.03	\$0.00	(\$8.33)	\$0.00	
	2.000	01/31/12	04/16/13	\$36.47	\$42.07	\$0.00	(\$5.60)	\$0.00	
	3.000	03/23/12	04/16/13	\$54.70	\$63.34	\$0.00	(\$8.64)	\$0.00	
	3.000	03/23/12	05/07/13	\$50.39	\$63.34	\$0.00	(\$12.95)	\$0.00	
	2.000	03/23/12	05/07/13	\$33.60	\$42.22	\$0.00	(\$8.62)	\$0.00	
Security Subtotal	20.000			\$369.35	\$421.26	\$0.00	(\$51.91)	\$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 - 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)	NOTES
CUSIP: 485170302 Symbol (Box 1d): KSU									
KANSAS CY SOUTH IN IND NEW	1.000	01/25/12	08/07/13	\$106.50	\$67.08	\$0.00	\$39.42	\$0.00	
	1.000	02/16/12	10/02/13	\$110.83	\$66.80	\$0.00	\$44.03	\$0.00	
	1.000	02/16/12	10/02/13	\$110.84	\$66.80	\$0.00	\$44.04	\$0.00	
	2.000	06/26/12	10/02/13	\$221.88	\$133.80	\$0.00	\$88.08	\$0.00	
Security Subtotal	5.000			\$550.05	\$334.48	\$0.00	\$215.57	\$0.00	
CUSIP: 493267108 Symbol (Box 1d): KEY									
KEYCORP NEW	37.000	06/10/11	02/20/13	\$347.55	\$291.77	\$0.00	\$55.78	\$0.00	
	7.000	09/16/11	02/20/13	\$65.75	\$45.50	\$0.00	\$20.25	\$0.00	
	39.000	01/26/12	02/20/13	\$366.35	\$306.54	\$0.00	\$59.81	\$0.00	
Security Subtotal	83.000			\$779.65	\$643.81	\$0.00	\$135.84	\$0.00	
CUSIP: 494368103 Symbol (Box 1d): KMB									
KIMBERLY CLARK CORP	39.000	02/28/12	05/20/13	\$4,017.65	\$2,809.81	\$0.00	\$1,207.84	\$0.00	
CUSIP: 501797104 Symbol (Box 1d): LB									
L BRANDS INC COM	2.000	05/17/12	12/05/13	\$124.58	\$93.06	\$0.00	\$31.52	\$0.00	
CUSIP: 536252109 Symbol (Box 1d): LIOX									
LIONBRIDGE TECHNOLOGIES INC	66.000	06/10/11	02/05/13	\$264.09	\$183.32	\$0.00	\$80.77	\$0.00	
	38.000	06/10/11	03/05/13	\$144.36	\$105.55	\$0.00	\$38.81	\$0.00	
	16.000	06/10/11	05/06/13	\$53.99	\$44.44	\$0.00	\$9.55	\$0.00	
	27.000	06/10/11	05/16/13	\$71.99	\$75.00	\$0.00	(\$3.01)	\$0.00	
	15.000	11/07/11	05/16/13	\$39.99	\$38.65	\$0.00	\$1.34	\$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 - 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.)

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LIONBRIDGE TECHNOLOGIES INC	45,000	12/05/11	05/16/13	\$119.98	\$101.60	\$0.00	\$18.38	\$0.00	
	63,000	01/26/12	05/16/13	\$167.97	\$171.36	\$0.00	(\$3.39)	\$0.00	
Security Subtotal	270,000			\$862.37	\$719.92	\$0.00	\$142.45	\$0.00	
LOEWS CORPORATION		CUSIP: 540424108	Symbol (Box 1d): L						
	15,000	06/10/11	02/20/13	\$651.78	\$608.55	\$0.00	\$43.23	\$0.00	
	50,000	01/26/12	02/20/13	\$2,172.61	\$1,888.78	\$0.00	\$283.83	\$0.00	
Security Subtotal	65,000			\$2,824.39	\$2,497.33	\$0.00	\$327.06	\$0.00	
MACY'S INC		CUSIP: 55616P104	Symbol (Box 1d): M						
	11,000	12/13/11	02/20/13	\$434.43	\$347.28	\$0.00	\$87.15	\$0.00	
	8,000	01/26/12	02/20/13	\$315.95	\$266.75	\$0.00	\$49.20	\$0.00	
	8,000	01/26/12	02/20/13	\$315.95	\$266.75	\$0.00	\$49.20	\$0.00	
	3,000	01/31/12	02/20/13	\$118.48	\$100.74	\$0.00	\$17.74	\$0.00	
Security Subtotal	30,000			\$1,184.81	\$981.52	\$0.00	\$203.29	\$0.00	
MATTEL INC		CUSIP: 577081102	Symbol (Box 1d): MAT						
	69,000	02/28/12	10/16/13	\$2,941.95	\$2,174.82	\$0.00	\$767.13	\$0.00	
	17,000	02/28/12	10/25/13	\$742.90	\$535.82	\$0.00	\$207.08	\$0.00	
Security Subtotal	86,000			\$3,684.85	\$2,710.64	\$0.00	\$974.21	\$0.00	
MAXIM INTEGRATED PRODUCTS INC		CUSIP: 57772K101	Symbol (Box 1d): MXIM						
	2,000	06/10/11	05/15/13	\$62.81	\$49.38	\$0.00	\$13.43	\$0.00	
	1,000	12/08/11	05/15/13	\$31.41	\$25.66	\$0.00	\$5.75	\$0.00	
	2,000	12/08/11	06/10/13	\$55.56	\$51.33	\$0.00	\$4.23	\$0.00	

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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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.

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MAXIM INTEGRATED PRODUCTS	2.000	01/26/12	06/10/13	\$55.55	\$54.82	\$0.00	\$0.73	\$0.00	
	3.000	01/26/12	06/13/13	\$81.83	\$82.23	\$0.00	(\$0.40)	\$0.00	
Security Subtotal	10.000			\$287.16	\$263.42	\$0.00	\$23.74	\$0.00	
MEDTRONIC INC									
	73.000	02/28/12	12/24/13	\$4,180.48	\$2,812.43	\$0.00	\$1,368.05	\$0.00	
MICROSOFT CORP									
	2.000	08/10/11	01/31/13	\$55.09	\$48.68	\$0.00	\$6.41	\$0.00	
	3.000	08/10/11	01/31/13	\$82.64	\$73.02	\$0.00	\$9.62	\$0.00	
	5.000	08/10/11	01/31/13	\$137.73	\$121.70	\$0.00	\$16.03	\$0.00	
	7.000	08/10/11	01/31/13	\$192.82	\$170.38	\$0.00	\$22.44	\$0.00	
	24.000	08/10/11	01/31/13	\$661.09	\$584.16	\$0.00	\$76.93	\$0.00	
	1.000	08/10/11	01/31/13	\$27.54	\$24.34	\$0.00	\$3.20	\$0.00	
	2.000	08/18/11	01/31/13	\$55.09	\$49.63	\$0.00	\$5.46	\$0.00	
	1.000	08/18/11	01/31/13	\$27.54	\$24.82	\$0.00	\$2.72	\$0.00	
	1.000	08/18/11	02/05/13	\$27.57	\$24.82	\$0.00	\$2.75	\$0.00	
	1.000	08/18/11	02/05/13	\$27.57	\$24.82	\$0.00	\$2.75	\$0.00	
	2.000	08/18/11	02/05/13	\$55.14	\$49.63	\$0.00	\$5.51	\$0.00	
	3.000	08/18/11	02/05/13	\$82.71	\$74.45	\$0.00	\$8.26	\$0.00	
	17.000	08/18/11	02/05/13	\$468.70	\$421.85	\$0.00	\$46.85	\$0.00	
	1.000	08/18/11	02/20/13	\$27.88	\$24.81	\$0.00	\$3.07	\$0.00	
	1.000	08/18/11	02/20/13	\$27.88	\$24.81	\$0.00	\$3.07	\$0.00	
	1.000	08/18/11	02/20/13	\$27.88	\$24.82	\$0.00	\$3.06	\$0.00	
	1.000	08/18/11	02/20/13	\$27.88	\$24.82	\$0.00	\$3.06	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

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OMB NO. 1545-0715

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MICROSOFT CORP	1.000	08/18/11	02/20/13	\$27.88	\$24.82	\$0.00	\$3.06	\$0.00	
	1.000	08/18/11	02/20/13	\$27.88	\$24.82	\$0.00	\$3.06	\$0.00	
	4.000	08/18/11	02/20/13	\$111.52	\$99.26	\$0.00	\$12.26	\$0.00	
	10.000	08/18/11	02/20/13	\$278.79	\$248.15	\$0.00	\$30.64	\$0.00	
	12.000	08/18/11	02/20/13	\$334.55	\$297.78	\$0.00	\$36.77	\$0.00	
	20.000	08/18/11	02/20/13	\$557.59	\$496.30	\$0.00	\$61.29	\$0.00	
	38.000	08/18/11	02/20/13	\$1,059.42	\$942.98	\$0.00	\$116.44	\$0.00	
	92.000	01/26/12	02/20/13	\$2,564.90	\$2,713.00	\$0.00	(\$148.10)	\$0.00	
	29.000	01/26/12	02/20/13	\$808.50	\$854.80	\$0.00	(\$46.30)	\$0.00	
	18.000	01/26/12	02/20/13	\$501.83	\$530.82	\$0.00	(\$28.99)	\$0.00	
	3.000	01/26/12	02/20/13	\$83.64	\$88.43	\$0.00	(\$4.79)	\$0.00	
	1.000	01/26/12	02/20/13	\$27.88	\$29.48	\$0.00	(\$1.60)	\$0.00	
	1.000	01/26/12	02/20/13	\$27.88	\$29.48	\$0.00	(\$1.60)	\$0.00	
Security Subtotal	304.000			\$8,452.58	\$8,196.50	\$0.00	\$256.08	\$0.00	
MOBILE MINI INC		CUSIP: 60740F105	Symbol (Box 1d): MINI						
	11.000	06/04/12	06/10/13	\$371.97	\$153.24	\$0.00	\$218.73	\$0.00	
MONDELEZ INTL INC COM		CUSIP: 609207105	Symbol (Box 1d): MDLZ						
	4.000	06/10/11	02/20/13	\$108.13	\$87.97	\$0.00	\$20.16	\$0.00	
	10.000	01/26/12	02/20/13	\$270.31	\$249.90	\$0.00	\$20.41	\$0.00	
	13.000	01/26/12	02/20/13	\$351.41	\$324.96	\$0.00	\$26.45	\$0.00	
Security Subtotal	27.000			\$729.85	\$652.83	\$0.00	\$67.02	\$0.00	
MONSANTO CO/NEW		CUSIP: 61166W101	Symbol (Box 1d): MON						
	8.000	06/10/11	02/20/13	\$791.34	\$549.68	\$0.00	\$241.66	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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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)	NOTES
MONSANTO CO/NEW	17.000	06/10/11	02/20/13	\$1,681.60	\$1,168.07	\$0.00	\$513.53	\$0.00	
	18.000	06/30/11	02/20/13	\$1,780.52	\$1,268.31	\$0.00	\$512.21	\$0.00	
	8.000	10/14/11	02/20/13	\$791.34	\$584.69	\$0.00	\$206.65	\$0.00	
	2.000	10/14/11	02/20/13	\$197.84	\$146.17	\$0.00	\$51.67	\$0.00	
	3.000	01/06/12	02/20/13	\$296.72	\$233.51	\$0.00	\$63.21	\$0.00	
	11.000	01/06/12	02/20/13	\$1,088.09	\$856.20	\$0.00	\$231.89	\$0.00	
	6.000	01/26/12	02/20/13	\$593.45	\$485.52	\$0.00	\$107.93	\$0.00	
	49.000	01/26/12	02/20/13	\$4,846.97	\$3,964.16	\$0.00	\$882.81	\$0.00	
Security Subtotal	122.000			\$12,067.87	\$9,256.31	\$0.00	\$2,811.56	\$0.00	
NATL GRID TRANSCO PLC ADS									
	1.000	09/16/11	11/06/13	\$62.93	\$49.61	\$0.00	\$13.32	\$0.00	
	1.000	12/05/11	11/06/13	\$62.93	\$47.41	\$0.00	\$15.52	\$0.00	
	5.000	01/26/12	11/06/13	\$314.64	\$244.78	\$0.00	\$69.86	\$0.00	
	13.000	01/26/12	11/06/13	\$818.07	\$636.42	\$0.00	\$181.65	\$0.00	
Security Subtotal	20.000			\$1,258.57	\$978.22	\$0.00	\$280.35	\$0.00	
NEOGEN CP									
	0.500	09/27/12	10/30/13	\$23.91	\$14.45	\$0.00	\$9.46	\$0.00	
NESTLE SPON ADR REP REG SHR									
	1.000	07/19/11	02/20/13	\$69.52	\$62.58	\$0.00	\$6.94	\$0.00	
NORDSTROM INC									
	2.000	06/10/11	02/07/13	\$109.17	\$84.56	\$0.00	\$24.61	\$0.00	
	1.000	06/10/11	06/06/13	\$58.23	\$42.28	\$0.00	\$15.95	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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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)	NOTES
NORDSTROM INC	2.000	01/26/12	06/06/13	\$116.45	\$96.72	\$0.00	\$19.73	\$0.00	
	3.000	06/28/12	07/16/13	\$185.85	\$144.01	\$0.00	\$41.84	\$0.00	
Security Subtotal	8.000			\$469.70	\$367.57	\$0.00	\$102.13	\$0.00	
O'REILLY AUTOMOTIVE INC NEW		CUSIP: 67103H107		Symbol (Box 1d): ORLY					
	1.000	06/10/11	02/08/13	\$102.47	\$59.44	\$0.00	\$43.03	\$0.00	
	1.000	06/10/11	02/08/13	\$102.47	\$59.44	\$0.00	\$43.03	\$0.00	
	2.000	01/26/12	02/08/13	\$204.95	\$163.86	\$0.00	\$41.09	\$0.00	
Security Subtotal	4.000			\$409.89	\$282.74	\$0.00	\$127.15	\$0.00	
OCCIDENTAL PETROLEUM CORP DE		CUSIP: 674599105		Symbol (Box 1d): OXY					
	11.000	06/10/11	02/20/13	\$933.03	\$1,137.62	\$0.00	(\$204.59)	\$0.00	
	25.000	01/26/12	02/20/13	\$2,120.57	\$2,502.89	\$0.00	(\$382.32)	\$0.00	
	8.000	01/26/12	02/20/13	\$678.57	\$801.28	\$0.00	(\$122.71)	\$0.00	
	29.000	02/03/12	02/20/13	\$2,459.86	\$2,951.35	\$0.00	(\$491.49)	\$0.00	
	1.000	02/03/12	02/20/13	\$84.82	\$101.77	\$0.00	(\$16.95)	\$0.00	
	5.000	02/03/12	02/20/13	\$424.11	\$508.85	\$0.00	(\$84.74)	\$0.00	
	2.000	02/03/12	02/20/13	\$169.64	\$203.54	\$0.00	(\$33.90)	\$0.00	
Security Subtotal	81.000			\$6,870.60	\$8,207.30	\$0.00	(\$1,336.70)	\$0.00	
OIL CO LUKOIL SPN ADR		CUSIP: 677862104		Symbol (Box 1d): LUKOY					
	12.000	08/15/11	01/04/13	\$805.90	\$687.00	\$0.00	\$118.90	\$0.00	
ORACLE CORP		CUSIP: 68389X105		Symbol (Box 1d): ORCL					
	2.000	03/30/11	02/20/13	\$70.13	\$63.58	\$0.00	\$6.55	\$0.00	
	5.000	06/17/11	02/20/13	\$175.36	\$156.81	\$0.00	\$18.55	\$0.00	
	24.000	06/17/11	02/20/13	\$841.75	\$752.70	\$0.00	\$89.05	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1999 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

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

Long Term - 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)	NOTES
ORACLE CORP	7.000	01/26/12	02/20/13	\$245.51	\$197.40	\$0.00	\$48.11	\$0.00	
	16.000	01/26/12	02/20/13	\$561.00	\$451.20	\$0.00	\$109.80	\$0.00	
	34.000	01/26/12	02/20/13	\$1,192.13	\$958.67	\$0.00	\$233.46	\$0.00	
Security Subtotal	88.000			\$3,085.88	\$2,580.36	\$0.00	\$505.52	\$0.00	
OUTERWALL INC COM NEW									
	3.000	04/05/12	07/17/13	\$186.64	\$188.95	\$0.00	(\$2.31)	\$0.00	
	4.000	05/23/12	10/07/13	\$236.28	\$234.88	\$0.00	\$1.40	\$0.00	
	4.000	08/09/12	10/07/13	\$236.27	\$197.29	\$0.00	\$38.98	\$0.00	
Security Subtotal	11.000			\$659.19	\$621.12	\$0.00	\$38.07	\$0.00	
PACCAR INC									
	9.000	02/13/12	02/20/13	\$425.33	\$393.08	\$0.00	\$32.25	\$0.00	
PANERA BREAD COMPANY CL A									
	1.000	02/08/12	08/02/13	\$170.18	\$149.81	\$0.00	\$20.37	\$0.00	
	1.000	03/06/12	09/13/13	\$166.83	\$154.13	\$0.00	\$12.70	\$0.00	
	1.000	05/11/12	09/30/13	\$158.32	\$155.74	\$0.00	\$2.58	\$0.00	
Security Subtotal	3.000			\$495.33	\$459.68	\$0.00	\$35.65	\$0.00	
PERRIGO CO									
	2.000	06/10/11	01/07/13	\$219.81	\$167.48	\$0.00	\$52.33	\$0.00	BI
	0.000	06/10/11	12/19/13	\$155.34	\$83.73	\$0.00	\$71.61	\$0.00	BI
	1.000	06/10/11	12/19/13	\$0.01	\$0.01	\$0.00	\$0.00	\$0.00	BI
	0.000	01/26/12	12/19/13	\$310.68	\$192.39	\$0.00	\$118.29	\$0.00	BI
	2.000	01/26/12	12/19/13	\$0.02	\$0.01	\$0.00	\$0.01	\$0.00	BI

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

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

Long Term - 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)
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PERRIGO CO	0.000	05/08/12	12/19/13	\$155.34	\$97.53	\$0.00	\$57.81	\$0.00	BI
	1.000	05/08/12	12/19/13	\$0.01	\$0.01	\$0.00	\$0.00	\$0.00	BI
Security Subtotal	6.000			\$841.21	\$541.16	\$0.00	\$300.05	\$0.00	
PFIZER INC									
	54.000	03/15/11	01/09/13	\$1,420.27	\$1,064.53	\$0.00	\$355.74	\$0.00	
	67.000	01/26/12	02/20/13	\$1,849.34	\$1,441.17	\$0.00	\$408.17	\$0.00	
	1.000	01/26/12	02/20/13	\$27.60	\$21.51	\$0.00	\$6.09	\$0.00	
Security Subtotal	122.000			\$3,297.21	\$2,527.21	\$0.00	\$770.00	\$0.00	
PHILIP MORRIS INTL INC									
	11.000	02/10/12	02/20/13	\$1,017.14	\$879.86	\$0.00	\$137.28	\$0.00	
	6.000	02/10/12	02/20/13	\$554.81	\$479.92	\$0.00	\$74.89	\$0.00	
	5.000	02/10/12	02/20/13	\$462.66	\$399.93	\$0.00	\$62.73	\$0.00	
Security Subtotal	22.000			\$2,034.61	\$1,759.71	\$0.00	\$274.90	\$0.00	
POTASH CP OF SASKATCHEWAN INC									
	20.000	03/29/12	07/17/13	\$770.76	\$905.79	\$0.00	(\$135.03)	\$0.00	
POWER INTEGRATIONS INC									
	5.000	06/10/11	02/20/13	\$215.74	\$180.25	\$0.00	\$35.49	\$0.00	
PRECISION CASTPARTS CORP									
	12.000	06/10/11	02/20/13	\$2,197.51	\$1,791.36	\$0.00	\$406.15	\$0.00	
	13.000	01/26/12	02/20/13	\$2,380.64	\$2,190.63	\$0.00	\$190.01	\$0.00	
Security Subtotal	25.000			\$4,578.15	\$3,981.99	\$0.00	\$596.16	\$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 - 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)	NOTES
PROCTER & GAMBLE		CUSIP: 742718109	Symbol (Box 1d): PG						
	10 000	06/10/11	02/20/13	\$769.91	\$649.71	\$0.00	\$120.20	\$0.00	
	23 000	06/10/11	02/20/13	\$1,770.78	\$1,492.37	\$0.00	\$278.41	\$0.00	
	25 000	01/26/12	02/20/13	\$1,924.77	\$1,623.41	\$0.00	\$301.36	\$0.00	
Security Subtotal	58 000			\$4,465.46	\$3,765.49	\$0.00	\$699.97	\$0.00	
PROGRESSIVE CORP OHIO		CUSIP: 743315103	Symbol (Box 1d): PGR						
	26 000	06/10/11	02/20/13	\$631.86	\$520.00	\$0.00	\$111.86	\$0.00	
	39 000	01/26/12	02/20/13	\$947.79	\$802.09	\$0.00	\$145.70	\$0.00	
Security Subtotal	65 000			\$1,579.65	\$1,322.09	\$0.00	\$257.56	\$0.00	
PTT EXPLO & PRODTN SPONS ADR		CUSIP: 69364V106	Symbol (Box 1d): PEXNY						
	12 000	07/27/11	11/08/13	\$124.69	\$150.80	\$0.00	(\$26.11)	\$0.00	
QUALCOMM INC		CUSIP: 747525103	Symbol (Box 1d): QCOM						
	40 000	07/21/11	02/20/13	\$2,614.03	\$2,264.05	\$0.00	\$349.98	\$0.00	
	18 000	11/18/11	02/20/13	\$1,176.31	\$1,007.61	\$0.00	\$168.70	\$0.00	
	36 000	01/26/12	02/20/13	\$2,352.63	\$2,072.73	\$0.00	\$279.90	\$0.00	
Security Subtotal	94 000			\$6,142.97	\$5,344.39	\$0.00	\$798.58	\$0.00	
RACKSPACE HOSTING INC COM		CUSIP: 750086100	Symbol (Box 1d): RAX						
	2 000	10/13/11	01/22/13	\$153.07	\$78.50	\$0.00	\$74.57	\$0.00	

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

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

OMB NO. 1545-0715

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

Long Term - 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)	NOTES
CUSIP: 75281A109 Symbol (Box 1d): RRC									
RANGE RESOURCES CORP	26.000	06/10/11	02/20/13	\$1,835.57	\$1,374.10	\$0.00	\$461.47	\$0.00	
	1.000	07/22/11	02/20/13	\$70.60	\$64.44	\$0.00	\$6.16	\$0.00	
	15.000	01/26/12	02/20/13	\$1,058.99	\$842.40	\$0.00	\$216.59	\$0.00	
Security Subtotal	42.000			\$2,965.16	\$2,280.94	\$0.00	\$684.22	\$0.00	
CUSIP: 759509102 Symbol (Box 1d): RS									
RELIANCE STEEL & ALUM CO	2.000	06/10/11	02/27/13	\$134.05	\$95.14	\$0.00	\$38.91	\$0.00	
	2.000	06/10/11	04/25/13	\$130.43	\$95.14	\$0.00	\$35.29	\$0.00	
Security Subtotal	4.000			\$264.48	\$190.28	\$0.00	\$74.20	\$0.00	
CUSIP: 776696106 Symbol (Box 1d): ROP									
ROPER IND INC	1.000	06/10/11	01/29/13	\$118.92	\$78.65	\$0.00	\$40.27	\$0.00	
	1.000	06/10/11	08/02/13	\$126.46	\$78.65	\$0.00	\$47.81	\$0.00	
Security Subtotal	2.000			\$245.38	\$157.30	\$0.00	\$88.08	\$0.00	
CUSIP: 778296103 Symbol (Box 1d): ROST									
ROSS STORES INC	2.000	06/10/11	02/20/13	\$117.61	\$76.52	\$0.00	\$41.09	\$0.00	
	2.000	06/10/11	02/26/13	\$112.93	\$76.52	\$0.00	\$36.41	\$0.00	
Security Subtotal	4.000			\$230.54	\$153.04	\$0.00	\$77.50	\$0.00	
CUSIP: 80004C101 Symbol (Box 1d): SNDK									
SANDISK CORP	34.000	01/27/12	02/20/13	\$1,706.77	\$1,558.46	\$0.00	\$148.31	\$0.00	
	1.000	03/02/12	07/30/13	\$54.26	\$50.46	\$0.00	\$3.80	\$0.00	
Security Subtotal	35.000			\$1,761.03	\$1,608.92	\$0.00	\$152.11	\$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 - 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)	NOTES
SBA COMMUNICATIONS CORP	2.000	01/10/12	08/02/13	\$148.40	\$88.00	\$0.00	\$60.40	\$0.00	
CUSIP: 78388J106 Symbol (Box 1d): SBAC									
SCHLUMBERGER LTD	2.000	01/11/11	01/29/13	\$159.39	\$164.52	\$0.00	(\$5.13)	\$0.00	
	7.000	06/03/11	01/29/13	\$557.85	\$595.33	\$0.00	(\$37.48)	\$0.00	
	14.000	10/26/11	01/29/13	\$1,115.70	\$955.34	\$0.00	\$160.36	\$0.00	
	11.000	11/30/11	01/29/13	\$876.62	\$823.02	\$0.00	\$53.60	\$0.00	
	1.000	12/05/11	01/29/13	\$79.69	\$76.85	\$0.00	\$2.84	\$0.00	
	31.000	01/26/12	01/29/13	\$2,470.48	\$2,356.18	\$0.00	\$114.30	\$0.00	
	7.000	01/26/12	02/20/13	\$551.59	\$532.04	\$0.00	\$19.55	\$0.00	
Security Subtotal	73.000			\$5,811.32	\$5,503.28	\$0.00	\$308.04	\$0.00	
CUSIP: 816851109 Symbol (Box 1d): SRE									
SEMPRA ENERGY	2.000	06/10/11	02/20/13	\$152.46	\$105.38	\$0.00	\$47.08	\$0.00	
	1.000	09/16/11	02/20/13	\$76.23	\$53.18	\$0.00	\$23.05	\$0.00	
	8.000	01/26/12	02/20/13	\$609.83	\$463.44	\$0.00	\$146.39	\$0.00	
Security Subtotal	11.000			\$838.52	\$622.00	\$0.00	\$216.52	\$0.00	
CUSIP: 816850101 Symbol (Box 1d): SMTC									
SEMTECH CORP	4.000	06/10/11	02/20/13	\$125.15	\$104.00	\$0.00	\$21.15	\$0.00	
CUSIP: 825211105 Symbol (Box 1d): SHOR									
SHORETEL INC	14.000	06/10/11	11/29/13	\$114.10	\$129.22	\$0.00	(\$15.12)	\$0.00	
	6.000	07/29/11	11/29/13	\$48.90	\$51.59	\$0.00	(\$2.69)	\$0.00	
	17.000	09/16/11	11/29/13	\$138.55	\$105.40	\$0.00	\$33.15	\$0.00	
	6.000	11/07/11	11/29/13	\$48.90	\$34.74	\$0.00	\$14.16	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR U/T/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

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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)	NOTES
SHORETEL INC	10,000	01/31/12	11/29/13	\$81.50	\$65.90	\$0.00	\$15.60	\$0.00	
	9,000	02/02/12	11/29/13	\$73.34	\$49.48	\$0.00	\$23.86	\$0.00	
Security Subtotal	62,000			\$505.29	\$436.33	\$0.00	\$68.96	\$0.00	
CUSIP: 832696405 Symbol (Box 1d): SJM									
SMUCKER JM CO COM NEW	1,000	01/26/12	06/25/13	\$100.62	\$79.03	\$0.00	\$21.59	\$0.00	
	1,000	02/28/12	06/25/13	\$100.61	\$74.63	\$0.00	\$25.98	\$0.00	
Security Subtotal	2,000			\$201.23	\$153.66	\$0.00	\$47.57	\$0.00	
CUSIP: 855244109 Symbol (Box 1d): SBUX									
STARBUCKS CORP WASHINGTON	71,000	06/10/11	02/20/13	\$3,784.92	\$2,496.06	\$0.00	\$1,288.86	\$0.00	
	43,000	01/26/12	02/20/13	\$2,292.28	\$2,053.54	\$0.00	\$238.74	\$0.00	
Security Subtotal	114,000			\$6,077.20	\$4,549.60	\$0.00	\$1,527.60	\$0.00	
CUSIP: 857477103 Symbol (Box 1d): STT									
STATE STREET CORP	8,000	01/11/12	02/20/13	\$454.95	\$344.01	\$0.00	\$110.94	\$0.00	
	5,000	01/26/12	02/20/13	\$284.34	\$193.90	\$0.00	\$90.44	\$0.00	
	2,000	02/02/12	02/20/13	\$113.74	\$81.84	\$0.00	\$31.90	\$0.00	
Security Subtotal	15,000			\$853.03	\$619.75	\$0.00	\$233.28	\$0.00	
CUSIP: 858912108 Symbol (Box 1d): SRCL									
STERICYCLE INC	1,000	08/13/12	10/28/13	\$116.10	\$89.36	\$0.00	\$26.74	\$0.00	
CUSIP: 8676EP108 Symbol (Box 1d): STKL									
SUNOPTA INC	21,000	06/10/11	01/31/13	\$149.58	\$132.24	\$0.00	\$17.34	\$0.00	
	6,000	07/29/11	01/31/13	\$42.74	\$35.40	\$0.00	\$7.34	\$0.00	
	24,000	09/16/11	01/31/13	\$170.96	\$121.20	\$0.00	\$49.76	\$0.00	
	14,000	12/05/11	01/31/13	\$99.73	\$67.42	\$0.00	\$32.31	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

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JOAN & BERNARD SPAIN FOUNDATION
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PHILADELPHIA PA 19106-3757

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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)	NOTES
SUNOPTA INC	41 000	06/10/11	02/20/13	\$297.65	\$258.18	\$0.00	\$39.47	\$0.00	
	26 000	06/10/11	10/02/13	\$252.41	\$163.72	\$0.00	\$88.69	\$0.00	
	36 000	01/26/12	10/02/13	\$349.48	\$163.21	\$0.00	\$186.27	\$0.00	
Security Subtotal	168 000			\$1,362.55	\$941.37	\$0.00	\$421.18	\$0.00	
SUPERIOR ENERGY SERVICES INC									
	11 000	06/10/11	03/07/13	\$293.13	\$387.97	\$0.00	(\$94.84)	\$0.00	
	1 000	11/07/11	03/07/13	\$26.65	\$29.43	\$0.00	(\$2.78)	\$0.00	
	7 000	01/26/12	05/06/13	\$194.44	\$181.23	\$0.00	\$13.21	\$0.00	
Security Subtotal	19 000			\$514.22	\$598.63	\$0.00	(\$84.41)	\$0.00	
TARGET CORPORATION									
	2 000	06/10/11	02/20/13	\$125.48	\$93.14	\$0.00	\$32.34	\$0.00	
	3 000	01/26/12	02/20/13	\$188.21	\$151.02	\$0.00	\$37.19	\$0.00	
Security Subtotal	5 000			\$313.69	\$244.16	\$0.00	\$69.53	\$0.00	
TERADATA CORP									
	2 000	06/10/11	02/20/13	\$124.64	\$106.42	\$0.00	\$18.22	\$0.00	
	1 000	06/10/11	02/20/13	\$62.32	\$53.21	\$0.00	\$9.11	\$0.00	
	2 000	01/26/12	02/20/13	\$124.64	\$105.76	\$0.00	\$18.88	\$0.00	
	1 000	07/16/12	10/15/13	\$43.99	\$65.01	\$0.00	(\$21.02)	\$0.00	
	1 000	07/16/12	10/16/13	\$41.55	\$65.00	\$0.00	(\$23.45)	\$0.00	
	1 000	07/16/12	10/16/13	\$41.55	\$65.00	\$0.00	(\$23.45)	\$0.00	
	1 000	07/16/12	10/16/13	\$41.55	\$65.01	\$0.00	(\$23.46)	\$0.00	
	1 000	10/09/12	10/16/13	\$41.55	\$72.61	\$0.00	(\$31.06)	\$0.00	
	3 000	10/09/12	10/17/13	\$123.74	\$217.84	\$0.00	(\$94.10)	\$0.00	
Security Subtotal	13 000			\$645.53	\$815.86	\$0.00	(\$170.33)	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement
Tax Year 2013 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR UT/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

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 (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
TEXAS INSTRUMENTS									
		CUSIP: 882508104		Symbol (Box 1d): TXN					
	3.000	06/10/11	02/20/13	\$99.48	\$96.45	\$0.00	\$3.03	\$0.00	
	3.000	09/16/11	02/20/13	\$99.48	\$83.52	\$0.00	\$15.96	\$0.00	
	27.000	01/26/12	02/20/13	\$895.36	\$871.20	\$0.00	\$24.16	\$0.00	
Security Subtotal	33.000			\$1,094.32	\$1,051.17	\$0.00	\$43.15	\$0.00	
THE BOSTON BEER CO INC A									
		CUSIP: 100557107		Symbol (Box 1d): SAM					
	1.000	08/22/11	02/12/13	\$142.56	\$79.42	\$0.00	\$63.14	\$0.00	
	1.000	08/22/11	02/20/13	\$152.86	\$79.42	\$0.00	\$73.44	\$0.00	
Security Subtotal	2.000			\$295.42	\$158.84	\$0.00	\$136.58	\$0.00	
THERMO FISHER SCIENTIFIC INC									
		CUSIP: 883556102		Symbol (Box 1d): TMO					
	1.000	06/10/11	02/20/13	\$72.84	\$62.91	\$0.00	\$9.93	\$0.00	
	2.000	06/10/11	02/20/13	\$145.68	\$125.82	\$0.00	\$19.86	\$0.00	
	1.000	07/29/11	02/20/13	\$72.84	\$60.48	\$0.00	\$12.36	\$0.00	
	1.000	07/29/11	02/20/13	\$72.84	\$60.34	\$0.00	\$12.50	\$0.00	
	4.000	01/26/12	02/20/13	\$291.35	\$208.72	\$0.00	\$82.63	\$0.00	
Security Subtotal	9.000			\$655.55	\$518.27	\$0.00	\$137.28	\$0.00	
TJM HORTONS INC									
		CUSIP: 88706M103		Symbol (Box 1d): THI					
	3.000	06/10/11	01/25/13	\$150.06	\$132.69	\$0.00	\$17.37	\$0.00	
TRANSOCEAN LTD									
		CUSIP: H8817H100		Symbol (Box 1d): RIG					
	3.000	12/08/11	02/20/13	\$163.36	\$131.46	\$0.00	\$31.90	\$0.00	
	4.000	12/12/11	02/20/13	\$217.81	\$169.11	\$0.00	\$48.70	\$0.00	
	10.000	12/12/11	02/20/13	\$544.53	\$422.76	\$0.00	\$121.77	\$0.00	
Security Subtotal	17.000			\$925.70	\$723.33	\$0.00	\$202.37	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

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

Long Term - 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)

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TRAVELERS COMPANIES INC COM	CUSIP: 89417E109	Symbol (Box 1d): TRV							
	8.000	09/09/11	02/20/13	\$641.58	\$389.98	\$0.00	\$251.60	\$0.00	
U S BANCORP COM NEW	CUSIP: 902973304	Symbol (Box 1d): USB							
	24.000	08/08/11	02/20/13	\$812.71	\$542.39	\$0.00	\$270.32	\$0.00	
	12.000	01/26/12	02/20/13	\$406.35	\$333.80	\$0.00	\$72.55	\$0.00	
Security Subtotal	36.000			\$1,219.06	\$876.19	\$0.00	\$342.87	\$0.00	
UNILEVER NV NY SH NEW	CUSIP: 904784709	Symbol (Box 1d): UN							
	3.000	04/14/11	02/20/13	\$119.37	\$98.03	\$0.00	\$21.34	\$0.00	
	19.000	04/14/11	02/20/13	\$756.02	\$620.83	\$0.00	\$135.19	\$0.00	
	2.000	05/06/11	02/20/13	\$79.58	\$65.02	\$0.00	\$14.56	\$0.00	
	1.000	07/20/11	02/20/13	\$39.79	\$32.44	\$0.00	\$7.35	\$0.00	
Security Subtotal	25.000			\$994.76	\$816.32	\$0.00	\$178.44	\$0.00	
UNION PACIFIC CORP	CUSIP: 907818108	Symbol (Box 1d): UNP							
	10.000	10/06/11	02/20/13	\$1,348.87	\$893.79	\$0.00	\$455.08	\$0.00	
	2.000	10/06/11	02/20/13	\$269.77	\$178.76	\$0.00	\$91.01	\$0.00	
	1.000	10/06/11	02/20/13	\$134.89	\$89.38	\$0.00	\$45.51	\$0.00	
	1.000	10/06/11	02/20/13	\$134.89	\$89.38	\$0.00	\$45.51	\$0.00	
	1.000	10/06/11	02/20/13	\$134.89	\$89.38	\$0.00	\$45.51	\$0.00	
	13.000	10/07/11	02/20/13	\$1,752.23	\$1,153.20	\$0.00	\$599.03	\$0.00	
	5.000	01/26/12	02/20/13	\$673.93	\$570.65	\$0.00	\$103.28	\$0.00	
	21.000	01/26/12	02/20/13	\$2,832.62	\$2,397.15	\$0.00	\$435.47	\$0.00	
Security Subtotal	54.000			\$7,282.09	\$5,461.69	\$0.00	\$1,820.40	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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JOAN & BERNARD SPAIN FOUNDATION
TR U7/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757New York, NY 10004
Identification Number: 26-4310632Taxpayer ID Number: 25-6728780
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UNITED TECHNOLOGIES CORP									
		CUSIP: 913017109		Symbol (Box 1d): UTX					
	10,000	01/26/12	02/20/13	\$902.41	\$773.30	\$0.00	\$129.11	\$0.00	
	5,000	01/26/12	02/20/13	\$451.21	\$386.65	\$0.00	\$64.56	\$0.00	
Security Subtotal	15,000			\$1,353.62	\$1,159.95	\$0.00	\$193.67	\$0.00	
UNITEDHEALTH GP INC									
		CUSIP: 91324P102		Symbol (Box 1d): UNH					
	9,000	06/10/11	01/28/13	\$506.70	\$443.34	\$0.00	\$63.36	\$0.00	
	6,000	06/10/11	01/28/13	\$337.80	\$295.56	\$0.00	\$42.24	\$0.00	
	4,000	06/10/11	01/28/13	\$225.20	\$197.04	\$0.00	\$28.16	\$0.00	
	15,000	06/10/11	01/28/13	\$844.49	\$738.90	\$0.00	\$105.59	\$0.00	
	5,000	06/16/11	01/28/13	\$281.49	\$247.78	\$0.00	\$33.71	\$0.00	
	2,000	07/05/11	01/28/13	\$112.60	\$106.00	\$0.00	\$6.60	\$0.00	
	1,000	01/26/12	01/28/13	\$56.29	\$50.23	\$0.00	\$6.06	\$0.00	
	22,000	01/26/12	01/31/13	\$1,217.66	\$1,104.98	\$0.00	\$112.68	\$0.00	
	29,000	01/26/12	01/31/13	\$1,605.09	\$1,456.28	\$0.00	\$148.81	\$0.00	
Security Subtotal	93,000			\$5,187.32	\$4,640.11	\$0.00	\$547.21	\$0.00	
UNIVERSAL HEALTH SERVICES B									
		CUSIP: 913903100		Symbol (Box 1d): UHS					
	1,000	06/10/11	02/01/13	\$56.65	\$51.40	\$0.00	\$5.25	\$0.00	
	2,000	06/10/11	02/05/13	\$112.98	\$102.80	\$0.00	\$10.18	\$0.00	
	1,000	06/10/11	11/20/13	\$79.45	\$51.40	\$0.00	\$28.05	\$0.00	
Security Subtotal	4,000			\$249.08	\$205.60	\$0.00	\$43.48	\$0.00	
URBAN OUTFITTERS INC									
		CUSIP: 917047102		Symbol (Box 1d): URBN					
	1,000	02/03/12	10/22/13	\$36.30	\$27.95	\$0.00	\$8.35	\$0.00	

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PHILADELPHIA PA 19106-3757

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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)	NOTES
V F CORPORATION	12.000	06/10/11	01/18/13	\$1,771.63	\$1,111.08	\$0.00	\$660.55	\$0.00	
		CUSIP: 918204108	Symbol (Box 1d): VFC						
VALEANT PHARMACEUTIC INTL INC	2.000	06/10/11	03/05/13	\$139.75	\$105.20	\$0.00	\$34.55	\$0.00	
	1.000	06/10/11	03/25/13	\$74.33	\$52.60	\$0.00	\$21.73	\$0.00	
	1.000	06/10/11	05/24/13	\$82.97	\$52.60	\$0.00	\$30.37	\$0.00	
	1.000	06/10/11	05/24/13	\$83.69	\$52.60	\$0.00	\$31.09	\$0.00	
	3.000	06/10/11	05/28/13	\$283.28	\$157.80	\$0.00	\$125.48	\$0.00	
Security Subtotal	8.000			\$664.02	\$420.80	\$0.00	\$243.22	\$0.00	
VERISIGN INC	1.000	06/10/11	01/02/13	\$39.61	\$33.77	\$0.00	\$5.84	\$0.00	
	2.000	06/10/11	01/29/13	\$85.74	\$67.54	\$0.00	\$18.20	\$0.00	
	1.000	06/10/11	04/16/13	\$46.13	\$33.77	\$0.00	\$12.36	\$0.00	
	3.000	06/10/11	12/11/13	\$168.87	\$101.31	\$0.00	\$67.56	\$0.00	
Security Subtotal	7.000			\$340.35	\$236.39	\$0.00	\$103.96	\$0.00	
VIASAT INC	13.000	06/10/11	07/17/13	\$885.27	\$521.69	\$0.00	\$363.58	\$0.00	
		CUSIP: 92552V100	Symbol (Box 1d): VSAT						
VOLTERRA AQY96	21.000	08/14/12	10/01/13	\$483.00	\$521.54	\$0.00	(\$38.54)	\$0.00	
		CUSIP: 928998046	Symbol (Box 1d):						
WALT DISNEY CO HLDG CO	9.000	03/01/11	02/20/13	\$493.46	\$389.91	\$0.00	\$103.55	\$0.00	
	8.000	03/01/11	02/20/13	\$438.63	\$346.59	\$0.00	\$92.04	\$0.00	
		CUSIP: 254687106	Symbol (Box 1d): DIS						

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038
Customer Service: 866-324-6088

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
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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)	NOTES
WHOLE FOODS MARKETS INC	0.455	06/10/11	11/12/13	\$26.63	\$14.70	\$0.00	\$11.93	\$0.00	
	0.545	06/10/11	11/12/13	\$31.89	\$29.71	\$0.00	\$2.18	\$0.00	
	1.454	06/10/11	11/12/13	\$85.10	\$46.99	\$0.00	\$38.11	\$0.00	
	1.545	06/13/11	11/12/13	\$90.43	\$42.29	\$0.00	\$48.14	\$0.00	
	0.545	06/10/11	11/21/13	\$30.43	\$17.61	\$0.00	\$12.82	\$0.00	
	0.001	06/13/11	11/21/13	\$0.06	\$0.03	\$0.00	\$0.03	\$0.00	
Security Subtotal	4.546			\$264.60	\$151.36	\$0.00	\$113.24	\$0.00	
WOLVERINE WORLD WIDE									
	5.000	05/03/12	07/17/13	\$289.87	\$219.83	\$0.00	\$70.04	\$0.00	
XYLEM INC COM									
	4.000	02/09/12	03/08/13	\$113.70	\$108.42	\$0.00	\$5.28	\$0.00	
	1.000	02/27/12	03/08/13	\$28.43	\$27.00	\$0.00	\$1.43	\$0.00	
	4.000	02/27/12	03/27/13	\$109.45	\$108.02	\$0.00	\$1.43	\$0.00	
	1.000	02/28/12	03/27/13	\$27.36	\$26.85	\$0.00	\$0.51	\$0.00	
	1.000	02/28/12	05/07/13	\$27.73	\$26.50	\$0.00	\$1.23	\$0.00	
	3.000	02/28/12	05/07/13	\$83.20	\$80.55	\$0.00	\$2.65	\$0.00	
	1.000	03/21/12	05/07/13	\$27.73	\$27.38	\$0.00	\$0.35	\$0.00	
	4.000	03/21/12	05/29/13	\$112.34	\$109.54	\$0.00	\$2.80	\$0.00	
Security Subtotal	19.000			\$529.94	\$514.26	\$0.00	\$15.68	\$0.00	
Total Long Term Covered Securities				\$359,413.97	\$306,198.73	\$601.77	\$53,215.24	\$0.00	

Morgan Stanley

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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)	SYMBOL (Box 1d): A	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)	NOTES
AGILENT TECHNOLOGIES										
		CUSIP: 00846U101		Symbol (Box 1d): A						
	22.000	11/11/10	01/02/13	\$909.60	\$778.36	\$0.00	\$0.00	\$131.24	\$0.00	
	1.000	11/11/10	01/02/13	\$41.35	\$35.38	\$0.00	\$0.00	\$5.97	\$0.00	
Security Subtotal	23.000			\$950.95	\$813.74	\$0.00	\$0.00	\$137.21	\$0.00	
ALLEGHANY CP DELAWARE										
		CUSIP: 017175100		Symbol (Box 1d): Y						
	3.000		02/20/13	\$1,125.12	NOT ON FILE				\$0.00	
AMERICA MOVIL SA DE CV ADR L										
		CUSIP: 02364W105		Symbol (Box 1d): AMX						
	23.000	11/11/10	04/18/13	\$458.73	\$660.90	\$0.00	\$0.00	(\$202.17)	\$0.00	
	90.000	11/11/10	04/18/13	\$1,795.02	\$2,586.15	\$0.00	\$0.00	(\$791.13)	\$0.00	
	36.000	11/11/10	07/25/13	\$752.60	\$1,034.46	\$0.00	\$0.00	(\$281.86)	\$0.00	
Security Subtotal	149.000			\$3,006.35	\$4,281.51	\$0.00	\$0.00	(\$1,275.16)	\$0.00	
AMERICAN EXPRESS CO										
		CUSIP: 025816109		Symbol (Box 1d): AXP						
	1.000	11/11/10	02/20/13	\$61.90	\$43.25	\$0.00	\$0.00	\$18.65	\$0.00	
BANK OF NEW YORK MELLON CORP										
		CUSIP: 064058100		Symbol (Box 1d): BK						
	28.000	11/11/10	02/20/13	\$781.03	\$774.20	\$0.00	\$0.00	\$6.83	\$0.00	
BED BATH & BEYOND INC										
		CUSIP: 075896100		Symbol (Box 1d): BBBY						
	1.000	11/11/10	02/20/13	\$57.33	\$44.90	\$0.00	\$0.00	\$12.43	\$0.00	
	9.000	11/11/10	02/20/13	\$516.00	\$404.10	\$0.00	\$0.00	\$111.90	\$0.00	
Security Subtotal	10.000			\$573.33	\$449.00	\$0.00	\$0.00	\$124.33	\$0.00	
BERKSHIRE HATHAWAY CL-B NEW										
		CUSIP: 084670702		Symbol (Box 1d): BRK'B						
	26.000	11/11/10	02/20/13	\$2,607.74	\$2,112.24	\$0.00	\$0.00	\$495.50	\$0.00	
BLACKROCK HI YIELD BD PTF INST										
		CUSIP: 091929638		Symbol (Box 1d): BHVIX						
	5,899.964	06/10/11	02/20/13	\$48,084.71	\$46,019.72	\$0.00	\$0.00	\$2,064.99	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
COSTCO WHOLESALE CORP NEW	40.000	11/11/10	02/20/13	\$4,064.35	\$2,592.00	\$0.00	\$1,472.35	\$0.00	
CVS CAREMARK CORP	17.000	11/11/10	02/20/13	\$882.79	\$525.60	\$0.00	\$357.19	\$0.00	
	72.000	11/11/10	02/20/13	\$3,738.87	\$2,226.24	\$0.00	\$1,512.63	\$0.00	
Security Subtotal	89.000			\$4,621.66	\$2,751.84	\$0.00	\$1,869.82	\$0.00	
DEVON ENERGY CORP NEW	26.000	11/11/10	02/20/13	\$1,468.27	\$1,875.64	\$0.00	(\$407.37)	\$0.00	
DIAGEO PLC SPON ADR NEW	14.000	11/11/10	02/20/13	\$1,668.67	\$1,039.08	\$0.00	\$629.59	\$0.00	
EXPRESS SCRIPTS HLDG CO COM	4.000	11/11/10	02/11/13	\$219.97	\$210.60	\$0.00	\$9.37	\$0.00	
	42.000	11/11/10	02/11/13	\$2,309.71	\$2,211.21	\$0.00	\$98.50	\$0.00	
	1.000	11/11/10	02/20/13	\$57.20	\$52.65	\$0.00	\$4.55	\$0.00	
	4.000	11/11/10	02/20/13	\$228.80	\$210.59	\$0.00	\$18.21	\$0.00	
	14.000	11/11/10	02/20/13	\$800.81	\$737.10	\$0.00	\$63.71	\$0.00	
	4.000	11/11/10	02/20/13	\$228.81	\$210.59	\$0.00	\$18.22	\$0.00	
Security Subtotal	69.000			\$3,845.30	\$3,632.74	\$0.00	\$212.56	\$0.00	
GOLDMAN SACHS GRP INC	2.000	12/21/10	02/20/13	\$310.49	\$337.51	\$0.00	(\$27.02)	\$0.00	
GOOGLE INC-CL A	1.000	11/11/10	02/20/13	\$793.32	\$615.65	\$0.00	\$177.67	\$0.00	

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IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

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Tax Year 2013 Copy B For Recipient

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

OMB NO. 1545-0715

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

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)
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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)	NOTES
GRUPO TELEVISIA S.A.GLOBAL DEP	55.000	11/11/10	03/05/13	\$1,526.21	\$1,267.06	\$0.00	\$259.15	\$0.00	
CUSIP: 40049J206 Symbol (Box 1d): TV									
HARLEY DAVIDSON INC	1.000	11/11/10	01/07/13	\$49.00	\$32.29	\$0.00	\$16.71	\$0.00	
	1.000	11/11/10	01/07/13	\$49.00	\$32.29	\$0.00	\$16.71	\$0.00	
	26.000	11/11/10	01/07/13	\$1,273.99	\$839.54	\$0.00	\$434.45	\$0.00	
Security Subtotal	28.000			\$1,371.99	\$904.12	\$0.00	\$467.87	\$0.00	
CUSIP: 462846106 Symbol (Box 1d): IRM									
IRON MOUNTAIN INC (DE)	33.000	11/11/10	02/20/13	\$1,143.86	\$759.00	\$0.00	\$384.86	\$0.00	
	3.000	11/11/10	02/20/13	\$103.99	\$69.00	\$0.00	\$34.99	\$0.00	
	3.000	11/11/10	02/20/13	\$103.99	\$69.00	\$0.00	\$34.99	\$0.00	
	1.000	11/11/10	02/20/13	\$34.66	\$23.00	\$0.00	\$11.66	\$0.00	
	1.000	11/11/10	02/20/13	\$34.66	\$23.00	\$0.00	\$11.66	\$0.00	
	1.000	11/11/10	02/20/13	\$34.66	\$23.00	\$0.00	\$11.66	\$0.00	
	1.000	11/11/10	02/20/13	\$34.66	\$23.00	\$0.00	\$11.66	\$0.00	
	1.000	11/11/10	02/20/13	\$34.66	\$23.00	\$0.00	\$11.66	\$0.00	
Security Subtotal	45.000			\$1,559.80	\$1,035.00	\$0.00	\$524.80	\$0.00	
CUSIP: 493267108 Symbol (Box 1d): KEY									
KEYCORP NEW	31.000	11/11/10	02/20/13	\$291.19	\$256.30	\$0.00	\$34.89	\$0.00	

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
KRAFT FOODS GROUP INC COM									
		CUSIP: 50076Q106		Symbol (Box 1d): KRFT					
	1.000	06/10/11	02/20/13	\$47.25	\$47.55	\$0.00	(\$0.30)	\$0.00	\$0.00
	3.000	01/26/12	02/20/13	\$141.76	\$135.10	\$0.00	\$6.66	\$0.00	\$0.00
	4.000	01/26/12	02/20/13	\$189.05	\$175.67	\$0.00	\$13.38	\$0.00	\$0.00
	8.000			\$378.06	\$358.32	\$0.00	\$19.74	\$0.00	\$0.00
Security Subtotal									
LOEWS CORPORATION									
		CUSIP: 540424108		Symbol (Box 1d): L					
	53.000	11/11/10	02/20/13	\$2,302.96	\$2,083.96	\$0.00	\$219.00	\$0.00	\$0.00
NATL GRID TRANSCO PLC ADS									
		CUSIP: 636274300		Symbol (Box 1d): NGG					
	2.000	11/11/10	06/03/13	\$119.20	\$94.22	\$0.00	\$24.98	\$0.00	\$0.00
	6.000	11/11/10	11/06/13	\$377.57	\$282.66	\$0.00	\$94.91	\$0.00	\$0.00
	8.000			\$496.77	\$376.88	\$0.00	\$119.89	\$0.00	\$0.00
Security Subtotal									
NESTLE SPON ADR REP REG SHR									
		CUSIP: 641069406		Symbol (Box 1d): NSRGY					
	15.000	11/11/10	02/20/13	\$1,042.77	\$841.50	\$0.00	\$201.27	\$0.00	\$0.00
OCCIDENTAL PETROLEUM CORP DE									
		CUSIP: 674599105		Symbol (Box 1d): OXY					
	12.000	11/11/10	02/20/13	\$1,017.87	\$1,027.80	\$0.00	(\$9.93)	\$0.00	\$0.00
PFIZER INC									
		CUSIP: 717081103		Symbol (Box 1d): PFE					
	2.000	11/11/10	01/04/13	\$51.79	\$33.80	\$0.00	\$17.99	\$0.00	\$0.00
	1.000	11/11/10	01/04/13	\$25.90	\$16.90	\$0.00	\$9.00	\$0.00	\$0.00
	1.000	11/11/10	01/04/13	\$25.90	\$16.90	\$0.00	\$9.00	\$0.00	\$0.00
	1.000	11/11/10	01/04/13	\$25.90	\$16.90	\$0.00	\$9.00	\$0.00	\$0.00
	2.000	11/11/10	01/04/13	\$51.80	\$33.80	\$0.00	\$18.00	\$0.00	\$0.00
	10.000	11/11/10	01/04/13	\$258.99	\$169.00	\$0.00	\$89.99	\$0.00	\$0.00
	20.000	11/11/10	01/04/13	\$517.99	\$337.98	\$0.00	\$180.01	\$0.00	\$0.00

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OMB NO. 1545-0715

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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)	NOTES
Pfizer Inc	27.000	11/11/10	01/04/13	\$699.28	\$456.28	\$0.00	\$243.00	\$0.00	
	14.000	11/11/10	01/09/13	\$388.22	\$236.59	\$0.00	\$151.63	\$0.00	
Security Subtotal	78.000			\$2,025.77	\$1,318.15	\$0.00	\$707.62	\$0.00	
PHILIPPINE LG DIST TEL SPN ADR		CUSIP: 718252604	Symbol (Box 1d): PHI						
	21.000	11/11/10	05/09/13	\$1,583.90	\$1,170.33	\$0.00	\$413.57	\$0.00	
PHILLIPS 66 COM		CUSIP: 718546104	Symbol (Box 1d): PSX						
	1.000	02/28/12	04/16/13	\$58.63	\$34.27	\$0.00	\$24.36	\$0.00	
	2.000	02/28/12	04/16/13	\$117.27	\$68.54	\$0.00	\$48.73	\$0.00	
	13.000	02/28/12	04/16/13	\$762.24	\$445.54	\$0.00	\$316.70	\$0.00	
Security Subtotal	16.000			\$938.14	\$548.35	\$0.00	\$389.79	\$0.00	
PRECISION CASTPARTS CORP		CUSIP: 740189105	Symbol (Box 1d): PCP						
	4.000	11/11/10	01/17/13	\$745.18	\$532.60	\$0.00	\$212.58	\$0.00	
	14.000	11/11/10	02/20/13	\$2,563.76	\$1,864.10	\$0.00	\$699.66	\$0.00	
Security Subtotal	18.000			\$3,308.94	\$2,396.70	\$0.00	\$912.24	\$0.00	
PROGRESSIVE CORP OHIO		CUSIP: 743315103	Symbol (Box 1d): PGR						
	79.000	11/11/10	02/20/13	\$1,919.89	\$1,711.14	\$0.00	\$208.75	\$0.00	
PT TELEKOMUNIKASI INDONESIA		CUSIP: 715684106	Symbol (Box 1d): TLK						
	24.000	11/11/10	06/12/13	\$969.94	\$906.00	\$0.00	\$63.94	\$0.00	
SCHLUMBERGER LTD		CUSIP: 806857108	Symbol (Box 1d): SLB						
	5.000	11/11/10	01/29/13	\$398.46	\$372.63	\$0.00	\$25.83	\$0.00	
	1.000	11/11/10	01/29/13	\$79.69	\$74.53	\$0.00	\$5.16	\$0.00	
	5.000	11/11/10	01/29/13	\$398.46	\$372.63	\$0.00	\$25.83	\$0.00	
Security Subtotal	11.000			\$876.61	\$819.79	\$0.00	\$56.82	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

BERNARD SPAIN TTEE
JOAN & BERNARD SPAIN FOUNDATION
TR UT/A DTD 10/06/2000
233 S 6TH STREET APT 2505
PHILADELPHIA PA 19106-3757

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

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)	NOTES
SEMPRA ENERGY	CUSIP: 816851109	Symbol (Box 1d): SRE							
	13.000	11/11/10	02/20/13	\$990.97	\$667.03	\$0.00	\$323.94	\$0.00	
SHINHAN FINANCIAL GROUP CO LTD	CUSIP: 824596100	Symbol (Box 1d): SHG							
	13.000	11/11/10	12/23/13	\$571.72	\$502.45	\$0.00	\$69.27	\$0.00	
	18.000	11/11/10	12/24/13	\$799.18	\$695.70	\$0.00	\$103.48	\$0.00	
Security Subtotal	31.000			\$1,370.90	\$1,198.15	\$0.00	\$172.75	\$0.00	
T ROWE PRICE HIGH YLD ADV	CUSIP: 741481204	Symbol (Box 1d): PAHX							
	5,614.730	11/11/10	02/20/13	\$39,527.70	\$38,517.05	\$0.00	\$1,010.65	\$0.00	
	1,075.744	06/10/11	02/20/13	\$7,573.24	\$7,390.35	\$0.00	\$182.89	\$0.00	
Security Subtotal	6,690.474			\$47,100.94	\$45,907.40	\$0.00	\$1,193.54	\$0.00	
TAIWAN SMCNDCR MFG CO LTD ADR	CUSIP: 874039100	Symbol (Box 1d): TSM							
	56.000	11/11/10	01/04/13	\$1,008.99	\$621.39	\$0.00	\$387.60	\$0.00	
TARGET CORPORATION	CUSIP: 87612E106	Symbol (Box 1d): TGT							
	5.000	11/11/10	02/20/13	\$313.69	\$271.25	\$0.00	\$42.44	\$0.00	
TEXAS INSTRUMENTS	CUSIP: 882508104	Symbol (Box 1d): TXN							
	38.000	11/11/10	02/20/13	\$1,260.13	\$1,166.98	\$0.00	\$93.15	\$0.00	
THERMO FISHER SCIENTIFIC INC	CUSIP: 883556102	Symbol (Box 1d): TMO							
	5.000	11/11/10	02/20/13	\$364.19	\$260.80	\$0.00	\$103.39	\$0.00	
TURKCELL ILETISM HIZM AS NEW	CUSIP: 900111204	Symbol (Box 1d): TKC							
	38.000	11/11/10	05/01/13	\$583.77	\$721.53	\$0.00	(\$137.76)	\$0.00	
	86.000	11/11/10	05/02/13	\$1,345.81	\$1,632.93	\$0.00	(\$287.12)	\$0.00	
Security Subtotal	124.000			\$1,929.58	\$2,354.46	\$0.00	(\$424.88)	\$0.00	

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
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8th Floor
New York, NY 10004

Identification Number: 26-4310632

Taxpayer ID Number: 25-6728780
Account Number: 616 070335 038

Customer Service: 866-324-6088

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TR UT/A DTD 10/06/2000
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PHILADELPHIA PA 19106-3757

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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)	NOTES
UNILEVER NV NY SH NEW		CUSIP: 904784709	Symbol (Box 1d): UN						
	5.000	11/11/10	02/20/13	\$198.95	\$152.75	\$0.00	\$46.20	\$0.00	
	1.000	11/11/10	02/20/13	\$39.80	\$30.55	\$0.00	\$9.25	\$0.00	
Security Subtotal	6.000			\$238.75	\$183.30	\$0.00	\$55.45	\$0.00	
VALE S.A. SP		CUSIP: 91912E204	Symbol (Box 1d): VALEP						
	96.000	11/11/10	08/19/13	\$1,284.19	\$2,843.28	\$0.00	(\$1,559.09)	\$0.00	
VANGUARD FTSE EMERGING MARKETS		CUSIP: 922042858	Symbol (Box 1d): VWO						
	1,844.000	11/11/10	02/20/13	\$81,226.37	\$88,896.47	\$0.00	(\$7,670.10)	\$0.00	
	44.000	12/30/10	02/20/13	\$1,938.16	\$2,099.78	\$0.00	(\$161.62)	\$0.00	
	21.000	06/10/11	02/20/13	\$925.03	\$990.34	\$0.00	(\$65.31)	\$0.00	
	150.000	09/16/11	02/20/13	\$6,607.35	\$6,221.99	\$0.00	\$385.36	\$0.00	
Security Subtotal	2,059.000			\$90,696.91	\$98,208.58	\$0.00	(\$7,511.67)	\$0.00	
WELLS FARGO & CO NEW		CUSIP: 949746101	Symbol (Box 1d): WFC						
	3.000	11/11/10	02/20/13	\$105.31	\$84.35	\$0.00	\$20.96	\$0.00	
	3.000	11/11/10	02/20/13	\$105.31	\$84.35	\$0.00	\$20.96	\$0.00	
	6.000	11/11/10	02/20/13	\$210.61	\$168.71	\$0.00	\$41.90	\$0.00	
	10.000	11/11/10	02/20/13	\$351.02	\$281.17	\$0.00	\$69.85	\$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)	NOTES
WELLS FARGO & CO NEW	19,000	11/11/10	02/20/13	\$666.94	\$534.24	\$0.00	\$132.70	\$0.00	
	88,000	11/11/10	02/20/13	\$3,088.99	\$2,474.31	\$0.00	\$614.68	\$0.00	
Security Subtotal	129,000			\$4,528.18	\$3,627.13	\$0.00	\$901.05	\$0.00	
Total Long Term Noncovered Securities				\$246,661.42	\$241,669.27	\$0.00	\$3,867.03	\$0.00	
Total Long Term Covered and Noncovered Securities				\$606,075.39	\$547,868.00	\$601.77	\$57,082.27	\$0.00	
Total Short and Long Term, Covered and Noncovered Securities				\$1,446,400.41	\$1,340,331.42	\$983.58	\$104,943.89	\$0.00	

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	\$1,446,400.41
Total Cost or Other Basis (Box 3)	\$1,064,449.92
Total Wash Sale Loss Disallowed (Box 5)	\$983.58
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.

B1 There was a taxable exchange of Perrigo Co for Perrigo Co LTD and cash. The fair market value of each Perrigo Co LTD share received on the date of the exchange was \$155.3396. The proceeds amount shown is the fair market value times the number of Perrigo Co LTD shares received.