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Return of Private Foundation

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

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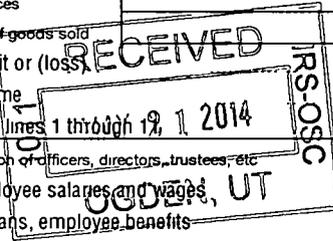
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation ALAN & JACQUELINE MITCHELL FOUNDATION		A Employer identification number 26-3876377
Number and street (or P O box number if mail is not delivered to street address) 47 EAST 88TH ST	Room/suite 10A	B Telephone number (212) 816-6758
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10128		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,046,384.	J Accounting method <input type="checkbox"/> Other (specify) _____ <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	5,790.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	84,360.	84,360.		STATEMENT 2
	4 Dividends and interest from securities	19,231.	19,231.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	19,333.			STATEMENT 1
	b Gross sales price for all assets on line 6a	376,389.			
	7 Capital gain net income (from Part IV, line 2)		20,575.		
	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	270.	264.		STATEMENT 4	
12 Total. Add lines 1 through 11	128,984.	124,430.			
Operating and Administrative Expenses	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	3,345.	1,673.		1,672.
	c Other professional fees				
	17 Interest				
	18 Taxes	1,449.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	12,916.	12,836.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	17,710.	14,509.		1,672.
	25 Contributions, gifts, grants paid	81,000.			81,000.
26 Total expenses and disbursements. Add lines 24 and 25	98,710.	14,509.		82,672.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	30,274.				
b Net investment income (if negative, enter -0-)		109,921.			
c Adjusted net income (if negative, enter -0-)			N/A		



SCANNED MAY 29 2014

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

	Beginning of year		End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets				
1 Cash - non-interest-bearing	162,598.	317,770.	317,770.	
2 Savings and temporary cash investments				
3 Accounts receivable ▶				
Less allowance for doubtful accounts ▶				
4 Pledges receivable ▶				
Less allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
7 Other notes and loans receivable ▶				
Less allowance for doubtful accounts ▶				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments - U S and state government obligations				
b Investments - corporate stock STMT 8	362,435.	370,936.	418,896.	
c Investments - corporate bonds STMT 9	1,381,278.	1,247,879.	1,309,718.	
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)	1,906,311.	1,936,585.	2,046,384.	
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,906,311.	1,936,585.		
30 Total net assets or fund balances	1,906,311.	1,936,585.		
31 Total liabilities and net assets/fund balances	1,906,311.	1,936,585.		

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	1,906,311.
2 Enter amount from Part I, line 27a	2	30,274.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,936,585.
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	1,936,585.

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	376,389.	355,814.	20,575.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			20,575.

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	20,575.
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	80,030.	1,654,524.	.048370
2011	54,451.	1,533,300.	.035512
2010	50,398.	1,124,393.	.044822
2009	107.	1,022,053.	.000105
2008	0.	246,250.	.000000

2 Total of line 1, column (d)	2	.128809
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	.025762
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,652,559.
5 Multiply line 4 by line 3	5	42,573.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,099.
7 Add lines 5 and 6	7	43,672.
8 Enter qualifying distributions from Part XII, line 4	8	82,672.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,099.
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	1,099.
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	1,099.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	99.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ ALAN MITCHELL Telephone no ▶ (212) 816-6758 Located at ▶ 47 E 88TH STREET, STE 10A, NEW YORK, NY ZIP+4 ▶ 10128			
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 ▶		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) 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

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No
 N/A

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
ALAN MITCHELL 47 EAST 88TH STREET, APT 10A NEW YORK, NY 10128	PRESIDENT 0.00	0.	0.	0.
JACQUELINE MITCHELL 47 EAST 88TH STREET, APT 10A NEW YORK, NY 10128	VICE PRESIDENT 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

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	1,437,540.
b	Average of monthly cash balances	1b	240,185.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,677,725.
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	1,677,725.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,166.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,652,559.
6	Minimum investment return. Enter 5% of line 5	6	82,628.

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	82,628.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,099.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,099.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	81,529.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	81,529.
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	81,529.

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	82,672.
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	82,672.
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	1,099.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	81,573.

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				81,529.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			76,287.	
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 ▶ \$ 82,672.				
a Applied to 2012, but not more than line 2a			76,287.	
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				6,385.
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				75,144.
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

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

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

SEE STATEMENT 10

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
EVAN DONALDSON ADOPTION INSTITUTE 120 E 38TH STREET NEW YORK, NY 10016	N/A	501 (C)(3)	TO BENEFIT PUBLIC CHARITABLE ORGANIZATION	1,000.
CHILDREN'S MUSEUM OF THE EAST END 376 BRIDGEHAMPTON/ SAG HARBOR TURNPIKE BRIDGEHAMPTON, NY 11932	N/A	501 (C)(3)	TO BENEFIT PUBLIC CHARITABLE ORGANIZATION	50,000.
CONVENT OF THE SACRED HEART 1 EAST 91 STREET NEW YORK, NY 10128	N/A	501 (C)(3)	TO BENEFIT PUBLIC CHARITABLE ORGANIZATION	30,000.
Total ▶ 3a				
81,000.				
b Approved for future payment				
NONE				
Total ▶ 3b				
0.				

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a MORGAN STANLEY # 1704 - SCHEDULE ATTACHED	P	VARIOUS	12/31/13
b MORGAN STANLEY # 4157 - SCHEDULE ATTACHED	P	VARIOUS	12/31/13
c MORGAN STANLEY # 4157 - SCHEDULE ATTACHED	P	VARIOUS	12/31/13
d MORGAN STANLEY # 8106 - SCHEDULE ATTACHED	P	VARIOUS	12/31/13
e MORGAN STANLEY # 8106 - SCHEDULE ATTACHED	P	VARIOUS	12/31/13
f CAPITAL GAINS DIVIDENDS			
g			
h			
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 123,380.		116,741.	6,639.
b 30,659.		31,160.	<501.>
c 163,992.		157,337.	6,655.
d 2,176.		2,426.	<250.>
e 56,132.		48,150.	7,982.
f 50.			50.
g			
h			
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			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			6,639.
b			<501.>
c			6,655.
d			<250.>
e			7,982.
f			50.
g			
h			
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	20,575.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
MORGAN STANLEY # 1704 - SCHEDULE ATTACHED	PURCHASED	VARIOUS	12/31/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
123,380.	116,741.	0.	0.	6,639.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
MORGAN STANLEY # 4157 - SCHEDULE ATTACHED	PURCHASED	VARIOUS	12/31/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,659.	31,160.	0.	0.	<501.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
MORGAN STANLEY # 4157 - SCHEDULE ATTACHED	PURCHASED	VARIOUS	12/31/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
163,992.	157,337.	0.	0.	6,655.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY # 8106 - SCHEDULE ATTACHED	PURCHASED	VARIOUS	12/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
2,176.	2,310.	0.	0.
(F) GAIN OR LOSS	<134.>		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY # 8106 - SCHEDULE ATTACHED	PURCHASED	VARIOUS	12/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
56,132.	49,508.	0.	0.
(F) GAIN OR LOSS	6,624.		

CAPITAL GAINS DIVIDENDS FROM PART IV	50.
TOTAL TO FORM 990-PF, PART I, LINE 6A	19,333.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY # 1704	52,971.	52,971.	
MORGAN STANLEY # 1704 - OID	17.	17.	
MORGAN STANLEY # 4157	41,500.	41,500.	
MORGAN STANLEY # 4157 - ACCRUED INTEREST PAID	<2,526.>	<2,526.>	
MORGAN STANLEY # 4157 - OID	60.	60.	
MORGAN STANLEY # 5503	2,228.	2,228.	
MORGAN STANLEY # 8106	3.	3.	
MORGAN STANLEY BOND PREMIUM AMORTIZED	<9,893.>	<9,893.>	
TOTAL TO PART I, LINE 3	84,360.	84,360.	

 FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY # 1704	4,000.	0.	4,000.	4,000.	
MORGAN STANLEY # 4157	4,005.	0.	4,005.	4,005.	
MORGAN STANLEY # 5503	213.	0.	213.	213.	
MORGAN STANLEY # 8106	11,063.	50.	11,013.	11,013.	
TO PART I, LINE 4	<u>19,281.</u>	<u>50.</u>	<u>19,231.</u>	<u>19,231.</u>	

 FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NON-DIVIDEND DISTRIBUTION NON-TAXABLE INCOME	264. 6.	264. 0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<u>270.</u>	<u>264.</u>	

 FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,345.	1,673.		1,672.
TO FORM 990-PF, PG 1, LN 16B	<u>3,345.</u>	<u>1,673.</u>		<u>1,672.</u>

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL	1,199.	0.		0.	
NY	250.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,449.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEE	12,655.	12,655.		0.	
ANNUAL REPORT	25.	0.		0.	
FOREIGN TAX	181.	181.		0.	
OFFICE SUPPLIES	55.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	12,916.	12,836.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
PREFERRED STOCKS	100,440.	107,760.		
COMMON STOCKS	270,496.	311,136.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	370,936.	418,896.		

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,247,879.	1,309,718.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,247,879.	1,309,718.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 10

NAME OF MANAGER

ALAN MITCHELL
 JACQUELINE MITCHELL

Morgan Stanley

Corporate Tax Statement Tax Year 2013

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

ALAN & JACQUELINE MITCHELL FDN
C/O ALAN & JACQUELINE MITCHELL
SEIX TAXABLE FIXED INCOME
47 EAST 88TH STREET APT. 10A
NEW YORK NY 10128-1152

Taxpayer ID Number: 26-3876377
Account Number: 654 021704 444

Customer Service: 866-324-6088

FIN: 26-3876377

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CINEMARK USA INC. 8625 *19JN15	12,000.000	08/17/11	06/24/13	\$13,444.20	\$12,720.00	\$0.00	\$724.20	\$0.00
INTL LEASE FIN 5625 13SP20	13,000.000	08/10/11	09/20/13	\$13,000.00	\$12,836.20	\$0.00	\$163.80	\$0.00
LEUCADIA NATL 7000 13AU15	30,000.000	01/29/09	08/15/13	\$30,000.00	\$25,200.00	\$0.00	\$4,800.00	\$0.00
PENN NATL GAMING 8750 *19AU15	25,000.000	07/21/11	11/29/13	\$27,524.25	\$27,051.76	\$0.00	\$472.49	\$0.00
	2,000.000	08/16/11	11/29/13	\$2,201.94	\$2,100.48	\$0.00	\$101.46	\$0.00
Security Subtotal	27,000.000			\$29,726.19	\$29,152.24	\$0.00	\$573.95	\$0.00
RITE AID CORP 7500 *17MH01	6,000.000	01/19/12	07/22/13	\$6,150.00	\$6,094.63	\$0.00	\$55.37	\$0.00
VISTEON CORP 6750 *19AP15	2,000.000	02/01/12	11/19/13	\$2,060.00	\$1,980.00	\$0.00	\$80.00	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2013

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

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

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

DESCRIPTION (Box 8)	QUANTITY (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)
WINDSTREAM CORP 8125 13AU01		CUSIP: 97381WAC8	Symbol (Box 1d):					
	10,000.000	02/04/09	08/01/13	\$10,000.00	\$9,900.00	\$0.00	\$100.00	\$0.00
	19,000.000	02/06/09	08/01/13	\$19,000.00	\$18,857.50	\$0.00	\$142.50	\$0.00
Security Subtotal	29,000.000			\$29,000.00	\$28,757.50	\$0.00	\$242.50	\$0.00
Total Long Term Noncovered Securities				\$123,380.39	\$116,740.57	\$0.00	\$6,639.82	\$0.00
Form 1099-B Total Reportable Amounts				\$123,380.39	\$0.00			
Total Sales Price (Box 2a)								
Total Cost or Other Basis (Box 3)								
Total Wash Sale Loss Disallowed (Box 5)						\$0.00		
Total Fed Tax Withheld (Box 4)								\$0.00

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

Morgan Stanley

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1a)	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)
AFFINION GROUP, 17875 *18DE15	8,000,000	03/16/12	01/16/13	\$6,380.00	\$7,350.00	\$0.00	(\$970.00)	\$0.00
CDW LLC / CDW FIN 8000 *18DE15	4,000,000	01/30/13	06/04/13	\$4,320.00	\$4,432.50	\$0.00	(\$112.50)	\$0.00
	2,000,000	02/04/13	06/04/13	\$2,160.00	\$2,216.51	\$0.00	(\$56.51)	\$0.00
Security Subtotal	6,000,000			\$6,480.00	\$6,649.01	\$0.00	(\$169.01)	\$0.00
SANDRIDGE ENERGY 7500 *21MH15	8,000,000	05/07/12	01/15/13	\$8,360.00	\$7,970.00	\$0.00	\$390.00	\$0.00
	6,000,000	05/07/12	01/17/13	\$6,270.00	\$5,977.50	\$0.00	\$292.50	\$0.00
Security Subtotal	14,000,000			\$14,630.00	\$13,947.50	\$0.00	\$682.50	\$0.00
SELED AIR TND 7875 17JN15	3,000,000	08/08/12	03/21/13	\$3,168.75	\$3,213.42	\$0.00	(\$44.67)	\$0.00
Total Short Term Noncovered Securities				\$30,658.75	\$31,159.93	\$0.00	(\$501.18)	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AES TV477 TND 8000 170C15	23,000,000	08/01/11	05/17/13	\$27,715.00	\$24,505.08	\$0.00	\$3,209.92	\$0.00
AFFINION GROUP, 17875 *18DE15		CUSIP: 00199APD4	Symbol (Box 1d):					
	7,000,000	01/05/12	01/16/13	\$5,582.50	\$6,055.00	\$0.00	(\$472.50)	\$0.00
CHESAPEAKE ENERGY 7250 18DE15		CUSIP: 00828DAN1	Symbol (Box 1d):					
	10,000,000	07/27/11	02/26/13	\$11,325.00	\$10,975.16	\$0.00	\$349.84	\$0.00
	13,000,000	07/27/11	02/27/13	\$14,722.50	\$14,266.15	\$0.00	\$456.35	\$0.00
Security Subtotal	23,000,000			\$26,047.50	\$25,241.31	\$0.00	\$806.19	\$0.00
CONSTELLATION 8375 14DE15		CUSIP: 21036PAG3	Symbol (Box 1d):					
	12,000,000	08/10/11	03/07/13	\$13,290.00	\$12,737.23	\$0.00	\$552.77	\$0.00
CORRECTIONS CORP 7750 *17JN01		CUSIP: 22025YAK6	Symbol (Box 1d):					
	3,000,000	07/26/11	01/18/13	\$3,183.75	\$3,209.61	\$0.00	(\$25.86)	\$0.00
	7,000,000	07/26/11	01/22/13	\$7,420.00	\$7,488.83	\$0.00	(\$68.83)	\$0.00
	3,000,000	08/01/11	01/22/13	\$3,180.00	\$3,203.22	\$0.00	(\$23.22)	\$0.00
	12,000,000	08/01/11	01/28/13	\$12,690.00	\$12,810.59	\$0.00	(\$120.59)	\$0.00
Security Subtotal	25,000,000			\$26,473.75	\$26,712.25	\$0.00	(\$238.50)	\$0.00
ENERGY FUTURES HO10000 *20DE01		CUSIP: 29269QAA5	Symbol (Box 1d):					
	11,000,000	07/27/11	02/15/13	\$12,265.00	\$11,577.08	\$0.00	\$687.92	\$0.00
FRSTDATA TD TX218 9875 15SP24		CUSIP: 31999AKW4	Symbol (Box 1d):					
	7,000,000	07/25/11	04/10/13	\$7,187.25	\$7,088.95	\$0.00	\$98.30	\$0.00
	4,000,000	08/26/11	04/10/13	\$4,107.00	\$3,590.00	\$0.00	\$517.00	\$0.00
	4,000,000	09/14/11	04/10/13	\$4,107.00	\$3,590.00	\$0.00	\$517.00	\$0.00
Security Subtotal	15,000,000			\$15,401.25	\$14,268.95	\$0.00	\$1,132.30	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

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FIN' 26-3876377

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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)
GENON ENERGY, INC 9875 *200C15	2,000.000	07/27/11	03/18/13	\$2,285.00	\$2,126.72	\$0.00	\$158.28	\$0.00
	1,000.000	12/14/11	03/18/13	\$1,142.50	\$1,013.54	\$0.00	\$128.96	\$0.00
Security Subtotal	3,000.000			\$3,427.50	\$3,140.26	\$0.00	\$287.24	\$0.00
PAETEC TDR 8875 17JN30	11,000.000	09/29/11	01/23/13	\$11,551.87	\$11,599.51	\$0.00	(\$47.64)	\$0.00
REGIONS FINL CORP 5750 15JN15	7,000.000	07/27/11	04/01/13	\$7,592.90	\$6,982.50	\$0.00	\$610.40	\$0.00
RITE AID CORP 7500 *17MH01	6,000.000	01/19/12	03/28/13	\$6,195.00	\$6,101.55	\$0.00	\$93.45	\$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 ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SELED AIR TND 7875 17JN15	4,000.000	01/05/12	03/21/13	\$4,225.00	\$4,197.97	\$0.00	\$27.03	\$0.00
	4,000.000	01/12/12	03/21/13	\$4,225.00	\$4,218.76	\$0.00	\$6.24	\$0.00
Security Subtotal	8,000.000			\$8,450.00	\$8,416.73	\$0.00	\$33.27	\$0.00
Total Long Term Noncovered Securities				\$163,992.27	\$157,337.45	\$0.00	\$6,654.82	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$194,651.02	\$188,497.38	\$0.00	\$6,153.64	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)	\$194,651.02							
Total Cost or Other Basis (Box 3)	\$0.00							
Total Wash Sale Loss Disallowed (Box 5)	\$0.00							
Total Fed Tax Withheld (Box 4)	\$0.00							

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

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2013

ALAN & JACQUELINE MITCHELL FOU
C/O AB MITCHELL & JK MITCHELL
FEDERATED
47 EAST 88TH STREET APT. 10A
NEW YORK NY 10128-1152

FIN' 26-3876377

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

Taxpayer ID Number: 26-3876377
Account Number: 654 018106 444

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part 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)
AMERICAN ELECTRIC POWER CO		CUSIP: 025537101	Symbol (Box 1d): AEP					
	3.000	05/22/12	01/15/13	\$129.23	\$114.00	\$0.00	\$15.23	\$0.00
CENTURYLINK INC		CUSIP: 156700106	Symbol (Box 1d): CTL					
	35.000	07/24/12	02/15/13	\$1,139.94	\$1,420.58	\$0.00	(\$280.64)	\$0.00
	3.000	09/17/12	02/15/13	\$97.72	\$126.83	\$0.00	(\$29.11)	\$0.00
Security Subtotal	38.000			\$1,237.66	\$1,547.41	\$0.00	(\$309.75)	\$0.00
H J HEINZ CO		CUSIP: 423074103	Symbol (Box 1d):					
	6.000	09/17/12	02/15/13	\$433.61	\$336.91	\$0.00	\$96.70	\$0.00
KRAFT FOODS GROUP INC COM		CUSIP: 50076Q106	Symbol (Box 1d): KRFT					
	3.000	10/12/12	01/15/13	\$140.09	\$141.57	\$0.00	(\$1.48)	\$0.00
	0.928	10/12/12	05/16/13	\$51.04	\$43.79	\$0.00	\$7.25	\$0.00
Security Subtotal	3.928			\$191.13	\$185.36	\$0.00	\$5.77	\$0.00
WINDSTREAM CORP		CUSIP: 97381W104	Symbol (Box 1d):					
	18.000	09/17/12	06/04/13	\$142.77	\$191.54	\$0.00	(\$48.77)	\$0.00
	5.196	01/15/13	06/04/13	\$41.22	\$51.10	\$0.00	(\$9.88)	\$0.00
Security Subtotal	23.196			\$183.99	\$242.64	\$0.00	(\$58.65)	\$0.00
Total Short Term Covered Securities				\$2,175.62	\$2,426.32	\$0.00	(\$250.70)	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2013

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

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FEDERATED
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NEW YORK NY 10128-1152

Identification Number: 26-4310632

Taxpayer ID Number: 26-3876377

Account Number: 654 018106 444

Customer Service: 866-324-6088

FIN: 26-3876377

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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 ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALTRIA GROUP INC								
	6,000	12/20/11	01/15/13	\$196.97	\$178.70	\$0.00	\$18.27	\$0.00
CUSIP: 02209S103 Symbol (Box 1d): MO								
ASTRAZENECA PLC ADS								
	6,000	12/20/11	01/15/13	\$294.53	\$272.80	\$0.00	\$21.73	\$0.00
	40,000	12/20/11	12/03/13	\$2,309.88	\$1,818.67	\$0.00	\$491.21	\$0.00
	46,000			\$2,604.41	\$2,091.47	\$0.00	\$512.94	\$0.00
CUSIP: 00206R102 Symbol (Box 1d): T								
AT&T INC								
	3,000	12/20/11	01/15/13	\$101.09	\$87.33	\$0.00	\$13.76	\$0.00
CUSIP: 05534B760 Symbol (Box 1d): BCE								
BCE INC (NEW)								
	126,000	12/20/11	01/15/13	\$5,449.11	\$5,008.93	\$0.00	\$440.18	\$0.00
	34,000	12/20/11	09/16/13	\$1,437.44	\$1,351.62	\$0.00	\$85.82	\$0.00
	160,000			\$6,886.55	\$6,360.55	\$0.00	\$526.00	\$0.00
CUSIP: 110122108 Symbol (Box 1d): BMY								
BRISTOL MYERS SQUIBB CO								
	3,000	12/20/11	01/15/13	\$102.92	\$105.13	\$0.00	(\$2.21)	\$0.00
	0,656	12/20/11	05/16/13	\$28.66	\$22.99	\$0.00	\$5.67	\$0.00
	129,000	12/20/11	06/04/13	\$6,098.92	\$4,520.51	\$0.00	\$1,578.41	\$0.00
	84,000	12/20/11	07/03/13	\$3,639.08	\$2,943.59	\$0.00	\$695.49	\$0.00
	216,656			\$9,869.58	\$7,592.22	\$0.00	\$2,277.36	\$0.00
CUSIP: 156700106 Symbol (Box 1d): CTL								
CENTURYLINK INC								
	6,000	12/20/11	01/15/13	\$238.25	\$215.42	\$0.00	\$22.83	\$0.00
	179,000	12/20/11	02/15/13	\$5,830.00	\$6,426.80	\$0.00	(\$596.80)	\$0.00
	37,000	02/09/12	02/15/13	\$1,205.08	\$1,397.92	\$0.00	(\$192.84)	\$0.00
	222,000			\$7,273.33	\$8,040.14	\$0.00	(\$766.81)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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NEW YORK NY 10128-1152

Taxpayer ID Number: 26-3876377
Account Number: 654 018106 444

Customer Service: 866-324-6088

FIM 26-3876377

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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 ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CONOCOPHILLIPS								
	3.000	12/20/11	01/15/13	\$177.02	\$161.22	\$0.00	\$15.80	\$0.00
DUKE ENERGY CORP NEW								
	3.000	12/20/11	01/15/13	\$197.72	\$192.11	\$0.00	\$5.61	\$0.00
ELI LILLY & CO								
	3.000	12/20/11	01/15/13	\$159.50	\$123.02	\$0.00	\$36.48	\$0.00
	106.000	12/20/11	05/07/13	\$5,734.44	\$4,346.72	\$0.00	\$1,387.72	\$0.00
Security Subtotal	109.000			\$5,893.94	\$4,469.74	\$0.00	\$1,424.20	\$0.00
GLAXOSMITHKLINE PLC ADS								
	3.000	12/20/11	01/15/13	\$131.84	\$135.77	\$0.00	(\$3.93)	\$0.00
	59.000	12/20/11	04/18/13	\$2,970.10	\$2,670.06	\$0.00	\$300.04	\$0.00
Security Subtotal	62.000			\$3,101.94	\$2,805.83	\$0.00	\$296.11	\$0.00
H J HEINZ CO								
	3.000	12/20/11	01/15/13	\$177.50	\$158.57	\$0.00	\$18.93	\$0.00
	175.000	12/20/11	02/15/13	\$12,647.05	\$9,250.15	\$0.00	\$3,396.90	\$0.00
Security Subtotal	178.000			\$12,824.55	\$9,408.72	\$0.00	\$3,415.83	\$0.00
HCP INCORPORATED								
	3.000	12/20/11	01/15/13	\$138.23	\$118.44	\$0.00	\$19.79	\$0.00
JOHNSON & JOHNSON								
	3.000	12/20/11	01/15/13	\$216.77	\$193.42	\$0.00	\$23.35	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2013

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

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

Long Term - 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 ACQUIRED (Box 1e)	DATE OF ACQUISITION (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)
LORILLARD INC	3.000	12/20/11	01/15/13	\$352.25	\$333.35	\$0.00	\$18.90	\$0.00
MERCK & CO INC NEW COM	3.000	01/04/12	01/15/13	\$128.75	\$114.36	\$0.00	\$14.39	\$0.00
NATL GRID TRANSCO PLC ADS	6.000	12/20/11	01/15/13	\$334.85	\$285.30	\$0.00	\$49.55	\$0.00
	19.000	12/20/11	09/13/13	\$1,115.53	\$903.48	\$0.00	\$212.07	\$0.00
Security Subtotal	25.000			\$1,450.38	\$1,188.76	\$0.00	\$261.62	\$0.00
REYNOLDS AMERICAN INC	3.000	12/20/11	01/15/13	\$127.49	\$123.05	\$0.00	\$4.44	\$0.00
ROYAL DUTCH SHELL PLC CL B	3.000	12/20/11	01/15/13	\$215.33	\$221.70	\$0.00	(\$6.37)	\$0.00
SOUTHERN CO	3.000	12/20/11	01/15/13	\$128.87	\$135.17	\$0.00	(\$6.30)	\$0.00
TOTAL S A SPON ADR	3.000	12/20/11	01/15/13	\$159.35	\$145.40	\$0.00	\$13.95	\$0.00
VERIZON COMMUNICATIONS	3.000	12/20/11	01/15/13	\$126.23	\$117.78	\$0.00	\$8.45	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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ALAN & JACQUELINE MITCHELL FOU
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FIN: 26-3876377

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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 8948 Part II with box D 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)
CUSIP: 92857W209 Symbol (Box 1d): VOD								
VODAFONE GP PLC ADS NEW	6.000	12/20/11	01/15/13	\$156.77	\$164.38	\$0.00	(\$7.61)	\$0.00
	62.000	12/20/11	12/03/13	\$2,299.56	\$1,698.58	\$0.00	\$600.98	\$0.00
Security Subtotal	68.000			\$2,456.33	\$1,862.96	\$0.00	\$593.37	\$0.00
CUSIP: 97381W104 Symbol (Box 1d): WINDSTREAM CORP								
	3.000	12/20/11	01/15/13	\$29.12	\$35.41	\$0.00	(\$6.29)	\$0.00
	0.196	12/20/11	05/16/13	\$1.68	\$2.29	\$0.00	(\$0.61)	\$0.00
	185.804	12/20/11	06/04/13	\$1,473.77	\$2,170.07	\$0.00	(\$696.30)	\$0.00
Security Subtotal	189.000			\$1,504.57	\$2,207.77	\$0.00	(\$703.20)	\$0.00
Total Long Term Covered Securities				\$56,131.65	\$48,150.19	\$0.00	\$7,981.46	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$58,307.27	\$50,576.51	\$0.00	\$7,730.76	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)				\$58,307.27				
Total Cost or Other Basis (Box 3)					\$50,576.51			
Total Wash Sale Loss Disallowed (Box 5)						\$0.00		
Total Fed Tax Withheld (Box 4)								\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS