Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
STILL AIN'T SATISFIED - A FOUNDATION WITH ATTITUDE ("SAS")

A Employer identification number: 41-1906698

Number and street (or P O box number if mail is not delivered to street address): 4028 ELLIOT AVENUE SOUTH | Room/suite

B Telephone number: 612-822-1548

City or town, state or province, country, and ZIP or foreign postal code: MINNEAPOLIS, MN 55407

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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,385,338.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	56,127.	56,127.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	25,726.			
	b Gross sales price for all assets on line 6a 244,681.				
	7 Capital gain net income (from Part IV, line 2)		25,726.		
	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	63.	63.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	81,916.	81,916.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,500.	2,625.		7,875.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	14,619.	3,655.		10,694.
	c Other professional fees STMT 4	22,911.	20,430.		2,481.
	17 Interest				
	18 Taxes STMT 5	2,801.	936.		653.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	258.	233.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	51,089.	27,879.		21,728.
	25 Contributions, gifts, grants paid	0.			0.
	26 **Total expenses and disbursements.** Add lines 24 and 25	51,089.	27,879.		21,728.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	30,827.			
	b **Net investment income** (if negative, enter -0-)		54,037.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	22,318.	3,111.	3,111.
2 Savings and temporary cash investments	223,106.	242,667.	242,667.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations STMT 7	582,259.	652,994.	657,738.
b Investments - corporate stock STMT 8	799,435.	760,380.	1,226,976.
c Investments - corporate bonds STMT 9	165,567.	164,149.	179,846.
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 ▶ STATEMENT 10)	75,000.	75,000.	75,000.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,867,685.	1,898,301.	2,385,338.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	1,867,685.	1,898,301.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	1,867,685.	1,898,301.	
31 Total liabilities and net assets/fund balances	1,867,685.	1,898,301.	

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	1,867,685.
2 Enter amount from Part I, line 27a	2	30,827.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,898,512.
5 Decreases not included in line 2 (itemize) ▶ MISC COST ADJUSTMENT	5	211.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,898,301.

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 - SEE ATTACHED	P	VARIOUS	12/31/13
b	MORGAN STANLEY - SEE ATTACHED	P	VARIOUS	12/31/13
c	MORGAN STANLEY - SEE ATTACHED	P	VARIOUS	12/31/13
d	MORGAN STANLEY - SEE ATTACHED	P	VARIOUS	12/31/13
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	139,367.		117,201.	22,166.
b	9,300.		6,636.	2,664.
c	50,113.		51,026.	-913.
d	45,901.		44,092.	1,809.
e				

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				22,166.
b				2,664.
c				-913.
d				1,809.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 25,726.

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	25,894.	1,988,124.	.013024
2011	30,246.	1,932,698.	.015650
2010	20,276.	1,812,622.	.011186
2009	197,348.	1,698,411.	.116196
2008	176,841.	2,046,513.	.086411

2	**Total** of line 1, column (d)	2	.242467
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	.048493
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,143,416.
5	Multiply line 4 by line 3	5	103,941.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	540.
7	Add lines 5 and 6	7	104,481.
8	Enter qualifying distributions from Part XII, line 4	8	21,728.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,081.
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	1,081.
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	1,081.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 600.		
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	600.
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	481.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 612-822-1548

Located at ▶ 4028 ELLIOT AVE. S, MINNEAPOLIS, MN ZIP+4 ▶ 55407

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: No X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHAYNA M. BERKOWITZ 4028 ELLIOT AVE S MINNEAPOLIS, MN 55407	PRESIDENT/ADMIN DIRECTOR 12.00	10,500.	0.	0.
PHYLLIS WIENER 4028 ELLIOT AVE S MINNEAPOLIS, MN 55407	SECRETARY/TREASURER 5.00	0.	0.	0.
SUSAN SOBELSON 6426 13TH AVE S MINNEAPOLIS, MN 55423	DIRECTOR 2.00	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 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	1,929,442.
b	Average of monthly cash balances	1b	246,615.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,176,057.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,176,057.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,641.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,143,416.
6	**Minimum investment return** Enter 5% of line 5	6	107,171.

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	107,171.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,081.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,081.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	106,090.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	106,090.
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	106,090.

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	21,728.
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	21,728.
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	21,728.

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					106,090.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	75,317.				
b From 2009	112,913.				
c From 2010					
d From 2011					
e From 2012	25,894.				
f **Total** of lines 3a through e		214,124.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 21,728.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions) **		21,728.			
d Applied to 2013 distributable amount					0.
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).)		106,090.			106,090.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		129,762.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		129,762.			
10 Analysis of line 9:					
a Excess from 2009	82,140.				
b Excess from 2010					
c Excess from 2011					
d Excess from 2012	25,894.				
e Excess from 2013	21,728.				

** SEE STATEMENT 11

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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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).)

PHYLLIS WIENER

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*				
NONE				
Total			▶ 3a	0.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	56,127.	
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	63.	
8 Gain or (loss) from sales of assets other than inventory			18	25,726.	
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.		81,916.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 81,916.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Phyllis Wiener 5/14/14 Secretary ~~PRESIDENT~~

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LAURI A. ROBERTS, CPA	LAURI A. ROBERTS,	05/12/14		P00298140
Firm's name ▶ WIPFLI LLP			Firm's EIN ▶ 39-0758449	
Firm's address ▶ 7601 FRANCE AVENUE SOUTH, SUITE 400 MINNEAPOLIS, MN 55435			Phone no. 952-548-3400	

323622
10-10-13

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

STILL AIN'T SATISFIED-A
PO BOX 301840
BOSTON MA 02130-0016

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

Taxpayer ID Number: 41-1906698
Account Number: 473 027037 008

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CHUBB CORP	CUSIP: 171232101		Symbol (Box 1d): CB					
	30.000	06/06/12	04/02/13	$2,633.66	$2,134.37	$0.00	$499.29	$0.00
CVS CAREMARK CORP	CUSIP: 126650100		Symbol (Box 1d): CVS					
	155.000	06/06/12	04/02/13	$8,550.34	$6,917.65	$0.00	$1,632.69	$0.00
ECOLAB INC	CUSIP: 278865100		Symbol (Box 1d): ECL					
	58.000	06/06/12	02/13/13	$4,321.56	$3,746.17	$0.00	$575.39	$0.00
FEDEX CORP	CUSIP: 31428X106		Symbol (Box 1d): FDX					
	9.000	10/10/12	07/11/13	$943.84	$803.90	$0.00	$139.94	$0.00
GOOGLE INC-CL A	CUSIP: 38259P508		Symbol (Box 1d): GOOG					
	8.000	06/06/12	02/08/13	$6,276.81	$4,633.98	$0.00	$1,642.83	$0.00
	6.000	06/06/12	04/03/13	$4,812.73	$3,475.49	$0.00	$1,337.24	$0.00
Security Subtotal	14.000			$11,089.54	$8,109.47	$0.00	$2,980.07	$0.00
GREEN MOUNTAIN COFFEE INC	CUSIP: 393122106		Symbol (Box 1d): GMCR					
	52.000	06/06/12	05/08/13	$3,036.27	$1,268.94	$0.00	$1,767.33	$0.00
HOME DEPOT INC	CUSIP: 437076102		Symbol (Box 1d): HD					
	102.000	06/06/12	04/03/13	$7,188.89	$5,135.70	$0.00	$2,053.19	$0.00
IDEX CORPORATION DELAWARE	CUSIP: 45167R104		Symbol (Box 1d): IEX					
	96.000	06/06/12	01/22/13	$4,727.77	$3,744.48	$0.00	$983.29	$0.00
IDEXX LABS	CUSIP: 45168D104		Symbol (Box 1d): IDXX					
	207.000	06/06/12	02/12/13	$19,229.74	$17,628.61	$0.00	$1,601.13	$0.00

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Morgan Stanley

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ILL TOOL WORKS INC	CUSIP: 452308109		Symbol (Box 1d): ITW					
	88.000	06/06/12	02/12/13	$5,541.35	$4,842.18	$0.00	$699.17	$0.00
INTL BUSINESS MACHINES CORP	CUSIP: 459200101		Symbol (Box 1d): IBM					
	31.000	06/06/12	04/03/13	$6,604.09	$5,986.72	$0.00	$617.37	$0 00
KUBOTA CP ADR	CUSIP: 501173207		Symbol (Box 1d): KUBTY					
	159.000	06/06/12	02/28/13	$9,571.58	$6,807.14	$0.00	$2,764.44	$0.00
	37.000	05/08/13	05/24/13	$2,904.55	$2,717.28	$0.00	$187.27	$0.00
Security Subtotal	196.000			$12,476.13	$9,524.42	$0.00	$2,951.71	$0.00
KURITA WATER INDS LTD COMMON	CUSIP: J37221116		Symbol (Box 1d): KTWIF					
	22.000	06/06/12	02/13/13	$423.08	$495.11	$0.00	($72.03)	$0.00
	291.000	06/06/12	02/14/13	$5,608.40	$6,549.02	$0.00	($940.62)	$0.00
Security Subtotal	313.000			$6,031.48	$7,044.13	$0.00	($1,012.65)	$0.00
NOVO NORDISK A/S ADR	CUSIP: 670100205		Symbol (Box 1d): NVO					
	108.000	06/06/12	02/08/13	$20,729.51	$14,589.22	$0.00	$6,140.29	$0.00
NOVOZYMES A/S SHS-B-	CUSIP: K7317J133		Symbol (Box 1d): NVZMF					
	431.000	06/06/12	02/11/13	$14,976.26	$11,611.14	$0.00	$3,365.12	$0.00
NUANCE COMMUNICATIONS INC	CUSIP: 67020Y100		Symbol (Box 1d): NUAN					
	428.000	02/08/13	12/09/13	$6,063.70	$8,578.45	$0.00	($2,514.75)	$0.00

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Morgan Stanley

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SIMS METALS MANAGEMENT LIMITED	CUSIP: 829160100	Symbol (Box 1d): SMSMY						
	196.000	02/08/13	10/01/13	$1,727.53	$2,085.32	$0.00	($357.79)	$0.00
	10.000	05/08/13	10/01/13	$88.14	$107.36	$0.00	($19.22)	$0.00
Security Subtotal	206.000			$1,815.67	$2,192.68	$0.00	($377.01)	$0.00
TEVA PHARMACEUTICALS ADR	CUSIP: 881624209	Symbol (Box 1d): TEVA						
	58 000	06/06/12	02/12/13	$2,256.26	$2,292.56	$0.00	($36.30)	$0.00
VODAFONE GP PLC ADS NEW	CUSIP: 92857W209	Symbol (Box 1d): VOD						
	40.000	06/06/12	04/02/13	$1,151.04	$1,050.54	$0.00	$100.50	$0.00
Total Short Term Covered Securities				$139,367.10	$117,201.33	$0.00	$22,165.77	$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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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 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)
KUBOTA CP ADR	CUSIP: 501173207		Symbol (Box 1d): KUBTY					
	155.000	06/06/12	03/01/13	$9,299.79	$6,635.89	$0.00	$2,663.90	$0.00
Total Short Term Noncovered Securities				**$9,299.79**	**$6,635.89**	**$0.00**	**$2,663.90**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$148,666.89**	**$123,837.22**	**$0.00**	**$24,829.67**	**$0.00**

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

027575 MSGXDF10 045993

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 - 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)
AQUA AMER INC	CUSIP: 03836W103		Symbol (Box 1d): WTR					
	0.500	06/06/12	08/30/13	$12.20	$9.75	$0.00	$2.45	$0.00
FEDEX CORP	CUSIP: 31428X106		Symbol (Box 1d): FDX					
	42.000	06/06/12	07/11/13	$4,404.58	$3,631.49	$0.00	$773.09	$0.00
GREEN MOUNTAIN COFFEE INC	CUSIP: 393122106		Symbol (Box 1d): GMCR					
	41.000	06/06/12	07/11/13	$2,895.54	$1,000.51	$0.00	$1,895.03	$0.00
	10.000	06/06/12	10/01/13	$765.18	$244.03	$0.00	$521.15	$0.00
Security Subtotal	51.000			$3,660.72	$1,244.54	$0.00	$2,416.18	$0.00
ILL TOOL WORKS INC	CUSIP: 452308109		Symbol (Box 1d): ITW					
	41.000	01/27/11	02/12/13	$2,581.77	$2,269.15	$0.00	$312.62	$0.00
KURITA WATER INDS LTD COMMON	CUSIP: J37221116		Symbol (Box 1d): KTWIF					
	5.000	02/02/12	02/13/13	$96.16	$134.50	$0.00	($38 34)	$0.00
	53.000	02/02/12	02/14/13	$1,021.46	$1,425.70	$0.00	($404.24)	$0 00
	123.000	06/06/12	10/02/13	$2,584.28	$2,768.14	$0.00	($183.86)	$0.00
Security Subtotal	181.000			$3,701.90	$4,328.34	$0.00	($626.44)	$0.00
NUANCE COMMUNICATIONS INC	CUSIP: 67020Y100		Symbol (Box 1d): NUAN					
	29.000	02/01/12	12/09/13	$410.86	$847.57	$0.00	($436.71)	$0.00
	36.000	04/03/12	12/09/13	$510.03	$938.92	$0.00	($428.89)	$0 00
	176.000	06/06/12	12/09/13	$2,493.49	$3,711.40	$0.00	($1,217.91)	$0.00
	107.000	07/18/12	12/09/13	$1,515.93	$2,299.26	$0.00	($783.33)	$0.00
Security Subtotal	348.000			$4,930.31	$7,797.15	$0.00	($2,866.84)	$0.00

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Morgan Stanley

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

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

Long Term - Covered Securities (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SIMS METALS MANAGEMENT LIMITED	CUSIP: 829160100		Symbol (Box 1d): SMSMY					
	52.000	02/01/12	10/01/13	$458.32	$844.60	$0.00	($386.28)	$0.00
	64.000	04/03/12	10/01/13	$564.09	$962.66	$0.00	($398.57)	$0.00
	137.000	06/06/12	10/01/13	$1,207.51	$1,398.79	$0.00	($191.28)	$0.00
Security Subtotal	253.000			$2,229.92	$3,206.05	$0.00	($976.13)	$0.00
TEVA PHARMACEUTICALS ADR	CUSIP: 881624209		Symbol (Box 1d): TEVA					
	39.000	02/03/11	02/12/13	$1,517.13	$2,126.51	$0.00	($609.38)	$0.00
	18.000	07/08/11	02/12/13	$700.21	$889.48	$0.00	($189.27)	$0.00
Security Subtotal	57.000			$2,217.34	$3,015.99	$0.00	($798.65)	$0.00
VITASOY INTL HLDGS HKD .25 ORD	CUSIP: Y93794108		Symbol (Box 1d): VTSYF					
	1,663.000	02/02/12	05/08/13	$2,062.07	$1,304.46	$0.00	$757.61	$0.00
VODAFONE GP PLC ADS NEW	CUSIP: 92857W209		Symbol (Box 1d): VOD					
	15.000	02/03/11	04/02/13	$431.64	$432.60	$0.00	($0.96)	$0.00
	23.000	07/08/11	04/02/13	$661.85	$613.41	$0.00	$48.44	$0.00
Security Subtotal	38.000			$1,093.49	$1,046.01	$0.00	$47.48	$0.00
WESTERN UN CO	CUSIP: 959802109		Symbol (Box 1d): WU					
	61.000	07/08/11	06/20/13	$1,004.48	$1,206.92	$0.00	($202.44)	$0.00
	1,349.000	06/06/12	06/20/13	$22,213.86	$21,965.77	$0.00	$248.09	$0.00
Security Subtotal	1,410.000			$23,218.34	$23,172.69	$0.00	$45.65	$0.00
Total Long Term Covered Securities				$50,112.64	$51,025.62	$0.00	($912.98)	$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Security Mark at Right

MSSB TX9HL 3 (REV 1/14)

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

STILL AIN'T SATISFIED-A
PO BOX 301840
BOSTON MA 02130-0016

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

Taxpayer ID Number: 41-1906698
Account Number: 473 027037 008

Customer Service: 866-324-6088

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

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

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

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)
IDEX CORPORATION DELAWARE	CUSIP: 45167R104		Symbol (Box 1d): IEX					
	131.000	06/06/12	10/02/13	$8,588.45	$5,109.66	$0.00	$3,478.79	$0.00
KURITA WATER INDS LTD COMMON	CUSIP: J37221116		Symbol (Box 1d): KTWIF					
	3.000	09/24/09	02/13/13	$57.69	$106.65	$0.00	($48 96)	$0.00
	3.000	10/21/09	02/13/13	$57.69	$96.00	$0.00	($38.31)	$0.00
	5.000	12/10/09	02/13/13	$96.16	$168.75	$0.00	($72.59)	$0.00
	5.000	03/09/10	02/13/13	$96.16	$142.29	$0.00	($46.13)	$0.00
	27.000	09/24/09	02/14/13	$520.37	$959.85	$0.00	($439.48)	$0.00
	31.000	10/21/09	02/14/13	$597.46	$992.00	$0.00	($394.54)	$0.00
	51.000	12/10/09	02/14/13	$982.92	$1,721.25	$0.00	($738.33)	$0 00
	50.000	03/09/10	02/14/13	$963.64	$1,422.90	$0.00	($459.26)	$0.00
Security Subtotal	175.000			$3,372.09	$5,609.69	$0.00	($2,237.60)	$0.00
TEVA PHARMACEUTICALS ADR	CUSIP: 881624209		Symbol (Box 1d): TEVA					
	102.000	10/17/08	02/12/13	$3,967.88	$4,080.78	$0.00	($112.90)	$0.00
US TSY NOTE 2000 13NV30	CUSIP: 912828JT8		Symbol (Box 1d):					
	25,000.000	05/28/09	12/02/13	$25,000.00	$24,685.63	$0.00	$314.37	$0 00

CONTINUED ON NEXT PAGE

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

STILL AIN'T SATISFIED-A
PO BOX 301840
BOSTON MA 02130-0016

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

Taxpayer ID Number: 41-1906698
Account Number: 473 027037 008

Customer Service: 866-324-6088

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

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

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

Long Term - Noncovered Securities # (Continued)

(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)
WESTERN UN CO	CUSIP: 959802109 Symbol (Box 1d): WU							
	159.000	04/15/09	06/20/13	$2,618.24	$2,307.07	$0.00	$311.17	$0.00
	143.000	07/10/09	06/20/13	$2,354.77	$2,299.15	$0.00	$55.62	$0.00
Security Subtotal	302.000			$4,973.01	$4,606.22	$0.00	$366.79	$0.00
Total Long Term Noncovered Securities				$45,901.43	$44,091.98	$0.00	$1,809.45	$0.00
Total Long Term Covered and Noncovered Securities				$96,014.07	$95,117.60	$0.00	$896.47	$0.00
Total Short and Long Term, Covered and Noncovered Securities				$244,680.96	$218,954.82	$0.00	$25,726.14	$0.00

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	$244,680.96			
Total Cost or Other Basis (Box 3)		$168,226.95		
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

Security Mark at Right

MSSB TXSHL-3 (REV 1/14)

Account Detail

Investment Management Services Active Assets Account
473-027037-008

STILL AIN'T SATISFIED-A
PO BOX 301840

INTERESTED PARTY COPY

Investment Objectives†: Capital Appreciation, Income, Speculation, Aggressive Income

Investment Advisory Account
Manager: NORTHSTAR ASSET MANAGEMENT, INC.

† See the Expanded Disclosures for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. "Market Value" and "Unrealized Gain/(Loss)" are representative values as of the last business day of the statement period indicated, may not reflect the value that could be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated annual income and estimated yield for certain securities may include return of principal or capital gains which could overstate such estimates. Actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment and, it does not reflect changes in its price, which may fluctuate. Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, see "Special Considerations Regarding Structured Products" in the Disclosures. New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Refer to the Expanded Disclosures for additional information.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$206.95			
MORGAN STANLEY BANK N.A. #	242,460.46	121.00	—	0.050

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Interest
CASH, BDP, AND MMFs	10.5%	$242,667.41	$121.00 $0.00

 # Bank Deposits are held at either: (1) Morgan Stanley Bank, N.A., and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC, or (2) Citibank, N.A., each a national bank and FDIC member.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ANNIE'S INC (BNNY)	7/11/13	59.000	$44.967	$2,653.08	$2,539.36	$(113.72) ST		
	10/1/13	53.000	49.692	2,633.69	2,281.12	(352.57) ST		
	Total	112.000		5,286.77	4,820.48	(466.29) ST	—	—

Share Price. $43.040

006850 MSGDT313 040384

Account Detail

Investment Management Services Active Assets Account
473-027037-008

STILL AIN'T SATISFIED-A
PO BOX 301840

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
APPLE INC (AAPL)	5/5/11	10.000	349.042	3,490.42	5,610.20	2,119.78 LT		
	6/9/11	10 000	332.491	3,324.91	5,610.20	2,285.29 LT		
	2/2/12	2 000	455.010	910.02	1,122.04	212 02 LT		
	6/6/12	22.000	571.114	12,564.51	12,342.44	(222.07) LT		
	10/10/12	4.000	639.320	2,557.28	2,244.08	(313.20) LT		
	2/14/13	23.000	466.477	10,728.98	12,903.46	2,174.48 ST		
	7/11/13	5.000	427.450	2,137.25	2,805.10	667.85 ST		
	Total	76.000		35,713.37	**42,637.52**	4,081.82 LT 2,842.33 ST	927.20	2.17
Share Price: $561.020; Next Dividend Payable 02/2014								
AQUA AMER INC (WTR)	9/16/10	62.000	16.457	1,020.36	1,462.58	442.22 LT		
	10/15/10	67 000	16.746	1,121.97	1,580.53	458.56 LT		
	2/2/12	184.000	17.831	3,280.91	4,340.56	1,059.65 LT		
	6/6/12	618.000	19.500	12,051.17	14,578.62	2,527.45 LT		
	10/10/12	89 000	20 242	1,801.50	2,099.51	298.01 LT		
	2/14/13	427.000	22.672	9,680.76	10,072.93	392.17 ST		
	Total	1,447.000		28,956 67	**34,134.73**	4,785.89 LT 392.17 ST	879.78	2.57
Share Price $23 590; Next Dividend Payable 03/2014								
AUTOMATIC DATA PROCESSING INC (ADP)	10/17/03	50.000	34.915	1,745.74	4,039.94	2,294.20 LT		
	10/17/03	100.000	34.960	3,495.98	8,079.89	4,583.91 LT 1		
	1/28/04	31.000	38.657	1,198.36	2,504.76	1,306.40 LT		
	7/10/09	23.000	33.567	772.05	1,858.37	1,086.32 LT		
	6/6/12	361.000	52.979	19,125.27	29,168.43	10,043.16 LT		
	Total	565.000		26,337.40	**45,651.43**	19,313.99 LT	1,084.80	2.37
Share Price. $80.799; Next Dividend Payable 01/01/14								
BASILEA PHARMACEUTICA AG BASEL (BPMUF)	3/18/13	61.000	62.508	3,813.01	7,229.32	3,416.31 ST		
	5/8/13	1.000	62.550	62.55	118.51	55.96 ST		
	10/2/13	33.000	87.646	2,892.33	3,910.95	1,018.62 ST		
	Total	95.000		6,767.89	**11,258.78**	4,490.89 ST	—	—
Share Price. $118.514								
CANADIAN NATL RAILWAY CO (CNI)	4/8/04	292 000	10.098	2,948.47	16,649.84	13,701.37 LT		
	6/6/12	440.000	40.345	17,751.80	25,088.80	7,337.00 LT		
	Total	732.000		20,700.27	**41,738.64**	21,038.37 LT	611.95	1 46
Share Price: $57.020, Next Dividend Payable 03/2014								

Security Mark at Right

Account Detail

Investment Management Services Active Assets Account
473-027037-008

STILL AIN'T SATISFIED-A
PO BOX 301840

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CHUBB CORP (CB)	7/10/09	166.000	39.048	6,481.96	16,040.58	9,558.62 LT		
	6/6/12	221.000	71.146	15,723.18	21,355.23	5,632.05 LT		
	Total	387.000		22,205.14	**37,395.81**	15,190.67 LT	681 12	1.82
Share Price: $96.630, Next Dividend Payable 01/07/14								
CONNECTICUT WATER SERVICES INC (CTWS)	4/24/08	136.000	24.361	3,313.06	4,829.36	1,516.30 LT		
	6/6/12	201.000	28.937	5,816.32	7,137.51	1,321.19 LT		
	2/14/13	33.000	29.995	989.84	1,171.83	181.99 ST		
	5/8/13	1.000	28.880	28.88	35.51	6.63 ST		
	Total	371.000		10,148.10	**13,174.21**	2,837.49 LT 188 62 ST	367.29	2.78
Share Price. $35.510; Next Dividend Payable 03/2014								
CVS CAREMARK CORP (CVS)	2/13/04	296.000	18.813	5,568.75	21,184.72	15,615.97 LT		
	6/6/12	324.000	44.630	14,460.12	23,188.68	8,728.56 LT		
	Total	620.000		20,028.87	**44,373.40**	24,344.53 LT	682.00	1.53
Share Price: $71.570; Next Dividend Payable 02/2014								
DREAMWORKS ANIMATION SKG INC (DWA)	2/1/12	47.000	17.989	845.47	1,668.50	823.03 LT		
	4/3/12	51.000	17.789	907.22	1,810.50	903.28 LT		
	6/6/12	181.000	17.978	3,253.98	6,425.50	3,171.52 LT		
	7/18/12	103.000	19.753	2,034.54	3,656.50	1,621.96 LT		
	5/8/13	21.000	21.489	451.26	745.50	294.24 ST		
	Total	403.000		7,492.47	**14,306.50**	6,519.79 LT 294.24 ST	—	—
Share Price: $35.500								
ECOLAB INC (ECL)	10/17/03	185.000	27.420	5,072.76	19,289.95	14,217.19 LT		
	6/6/12	224.000	64.589	14,467.96	23,356.48	8,888.52 LT		
	10/10/12	8.000	63.500	508.00	834.16	326.16 LT		
	Total	417.000		20,048.72	**43,480.59**	23,431.87 LT	458.70	1.05
Share Price: $104.270; Next Dividend Payable 01/15/14								
EMC CORP MASS (EMC)	3/5/10	179.000	17.789	3,184.18	4,501.85	1,317.67 LT		
	4/7/10	236.000	18.742	4,423.19	5,935.40	1,512.21 LT		
	6/6/12	1,045.000	24.240	25,330.80	26,281.75	950.95 LT		
	Total	1,460.000		32,938.17	**36,719.00**	3,780.83 LT	584.00	1.59
Share Price: $25.150; Next Dividend Payable 01/2014								
FACEBOOK INC CL-A (FB)	5/18/12	34 000	39.316	1,336.75	1,858.06	521.31 LT		
	6/6/12	230.000	26.944	6,197.07	12,569.26	6,372.19 LT		
	10/10/12	87.000	19.590	1,704.33	4,754.46	3,050.13 LT		

006850 MSGDT313 040385

Account Detail

Investment Management Services Active Assets Account
473-027037-008

STILL AIN'T SATISFIED-A
PO BOX 301840

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	2/11/13	373.000	28.586	10,662 54	20,384 07	9,721.53 ST		
	5/8/13	74.000	27.145	2,008.74	4,044.02	2,035.28 ST		
	7/11/13	29.000	25.680	744 71	1,584.82	840.11 ST		
	Total	827 000		22,654.14	**45,194.72**	9,943.63 LT 12,596.92 ST	—	—
Share Price· $54.649								
FEDEX CORP (FDX)	7/29/98	121.000	31.350	3,793.41	17,396.17	13,602.76 LT		
	6/6/12	9.000	86.464	778.18	1,293.93	515.75 LT		
	6/6/12	175.000	86.464	15,131.22	25,159.75	10,028.53 LT		
	Total	305.000		19,702.81	**43,849.85**	24,147.04 LT	183.00	0 41
Share Price: $143.770, Next Dividend Payable 01/02/14								
GOOGLE INC-CL A (GOOG)	12/18/08	17.000	317.130	5,391.21	19,052.07	13,660.86 LT		
	1/30/09	7.000	344.690	2,412.83	7,844.97	5,432.14 LT		
	6/6/12	16.000	579.248	9,267.96	17,931.36	8,663.40 LT		
	Total	40.000		17,072.00	**44,828.40**	27,756.40 LT	—	—
Share Price. $1,120.710								
GREEN MOUNTAIN COFFEE INC (GMCR)	6/26/06	40.000	2.751	110.05	3,021.60	2,911.55 LT 1		
	6/6/12	153.000	24.403	3,733.61	11,557.62	7,824.01 LT		
	Total	193.000		3,843.66	**14,579.22**	10,735.56 LT	193.00	1.32
Share Price $75.540								
HARSCO CORP (HSC)	6/2/10	38.000	26.921	1,022.98	1,065.14	42.16 LT		
	9/16/10	48.000	24.013	1,152.62	1,345.44	192.82 LT		
	7/8/11	9.000	33.476	301.28	252.27	(49.01) LT		
	9/23/11	67.000	19.732	1,322.02	1,878.01	555.99 LT		
	6/6/12	344.000	19.487	6,703.42	9,642.32	2,938.90 LT		
	Total	506.000		10,502.32	**14,183.18**	3,680.86 LT	414.92	2.92
Share Price: $28.030; Next Dividend Payable 02/2014								
HOME DEPOT INC (HD)	2/21/08	247.000	27.650	6,829.55	20,337.98	13,508.43 LT		
	6/6/12	203.000	50.350	10,221.05	16,715.02	6,493.97 LT		
	Total	450.000		17,050.60	**37,053.00**	20,002.40 LT	702.00	1.89
Share Price· $82.340, Next Dividend Payable 03/2014								
IDEX CORPORATION DELAWARE (IEX)	10/17/08	6.000	22.652	135.91	443.10	307.19 LT		
	10/23/08	118.000	21.439	2,529.75	8,714.30	6,184.55 LT		
	11/6/08	92.000	22.141	2,037.00	6,794.20	4,757.20 LT		
	6/6/12	323.000	39.005	12,598.62	23,853.55	11,254.93 LT		

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Account Detail

Investment Management Services Active Assets Account
473-027037-008

STILL AIN'T SATISFIED-A
PO BOX 301840

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	539.000		17,301.28	**39,805.15**	22,503.87 LT	495.88	1.24
Share Price: $73.850, Next Dividend Payable 01/2014								
IDEXX LABS (IDXX)	11/11/09	38.000	52.880	2,009.43	4,042.06	2,032.63 LT		
	12/10/09	41.000	52.223	2,141.14	4,361.17	2,220.03 LT		
	6/6/12	32.000	85.162	2,725.20	3,403.84	678.64 LT		
	5/8/13	14.000	87.400	1,223.60	1,489.18	265.58 ST		
	Total	125.000		8,099.37	**13,296.25**	4,931.30 LT 265.58 ST	—	—
Share Price. $106.370								
ILL TOOL WORKS INC (ITW)	3/4/11	63.000	54.328	3,422.66	5,297.04	1,874.38 LT		
	9/23/11	100.000	43.031	4,303.14	8,408.00	4,104.86 LT		
	6/6/12	248.000	55.025	13,646.15	20,851.84	7,205.69 LT		
	Total	411.000		21,371.95	**34,556.88**	13,184.93 LT	690.48	1.99
Share Price. $84 080, Next Dividend Payable 01/07/14								
INTEL CORP (INTC)	10/17/08	28.000	15.758	441.23	726.73	285.50 LT		
	12/18/08	500.000	14.838	7,419.20	12,977.49	5,558.29 LT		
	6/6/12	814.000	25.936	21,112.23	21,127.36	15.13 LT		
	10/10/12	281.000	21.742	6,109.39	7,293.35	1,183.96 LT		
	Total	1,623.000		35,082.05	**42,124.96**	7,042.88 LT	1,460.70	3.46
Share Price: $25.955, Next Dividend Payable 03/2014								
INTL BUSINESS MACHINES CORP (IBM)	10/23/08	5.000	84.206	421.03	937.85	516.82 LT		
	11/12/08	25.000	79.949	1,998.72	4,689.25	2,690.53 LT		
	12/18/08	43.000	85.264	3,666.35	8,065.51	4,399.16 LT		
	6/6/12	76 000	193.120	14,677.12	14,255.32	(421.80) LT		
	5/8/13	9.000	204.060	1,836.54	1,688.13	(148 41) ST		
	7/11/13	9.000	192.740	1,734.66	1,688.13	(46.53) ST		
	10/1/13	10.000	185.670	1,856 70	1,875.70	19.00 ST		
	Total	177.000		26,191.12	**33,199.89**	7,184.71 LT (175.94) ST	672.60	2.02
Share Price: $187.570; Next Dividend Payable 03/2014								
JOHNSON & JOHNSON (JNJ)	10/29/03	107.000	49.762	5,324.55	9,800.13	4,475.58 LT		
	2/14/13	186.000	76.060	14,147.16	17,035.74	2,888.58 ST		
	Total	293.000		19,471.71	**26,835.87**	4,475.58 LT 2,888.58 ST	773.52	2.88
Share Price. $91.590, Next Dividend Payable 03/2014								

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Account Detail

Investment Management Services Active Assets Account
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
KUBOTA CP ADR (KUBTY)	4/3/09	63.000	30.289	1,908.23	5,266.80	3,358.57 LT		
	4/15/09	50.000	30.011	1,500.56	4,180.00	2,679.44 LT		
	4/23/09	14 000	30.543	427.60	1,170.40	742.80 LT		
	6/3/09	95.000	35.970	3,417.11	7,942.00	4,524.89 LT		
	6/3/09	28.000	35.970	1,007.15	2,340.80	1,333.65 LT		
	6/6/12	133 000	42.812	5,694.02	11,118.80	5,424.78 LT		
	5/8/13	31 000	73.440	2,276.64	2,591.60	314.96 ST		
	10/1/13	37.000	73.450	2,717.65	3,093 20	375 55 ST		
	Total	451.000		18,948.96	**37,703.60**	18,064.13 LT 690.51 ST	373.43	0.99
Share Price: $83.600								
KURITA WATER INDS LTD COMMON (KTWIF)	6/6/12	367.000	22.505	8,259.41	7,618.98	(640.43) LT		
	10/10/12	46.000	21.380	983.48	954.96	(28.52) LT		
	Total	413.000		9,242.89	**8,573.95**	(668.95) LT	—	—
Share Price: $20.760								
MEAD JOHNSON NUTRITION COMPANY (MJN)	2/1/12	11.000	73.991	813.90	921.36	107.46 LT		
	4/3/12	9.000	83.269	749.42	753.84	4.42 LT		
	6/6/12	41 000	81.070	3,323.87	3,434.16	110.29 LT		
	7/18/12	39 000	73.483	2,865.84	3,266.64	400.80 LT		
	2/8/13	68 000	77.383	5,262.06	5,695.68	433.62 ST		
	Total	168.000		13,015.09	**14,071.68**	622.97 LT 433.62 ST	228.48	1.62
Share Price: $83.760, Next Dividend Payable 01/03/14								
NOVO NORDISK A/S ADR (NVO)	9/20/05	100.000	25.238	2,523.77	18,476.00	15,952.23 LT 1		
	6/6/12	90.000	135.085	12,157.69	16,628.40	4,470.71 LT		
	7/11/13	8.000	164.250	1,314.00	1,478.08	164.08 ST		
	Total	198.000		15,995.46	**36,582.48**	20,422.94 LT 164.08 ST	448.27	1.22
Share Price: $184.760								
NOVOZYMES A/S SHS-B- (NVZMF)	5/5/05	250.000	9.970	2,492.50	10,569.62	8,077.12 LT		
	6/26/06	175.000	12.950	2,266.25	7,398.73	5,132.48 LT		
	6/6/12	636.000	26.940	17,133.84	26,889.11	9,755.27 LT		
	Total	1,061.000		21,892.59	**44,857.47**	22,964.87 LT	—	—
Share Price· $42.278								

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Account Detail

Investment Management Services Active Assets Account
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NUANCE COMMUNICATIONS INC (NUAN)	2/8/13	156.000	20.043	3,126.72	2,371.20	(755.52) ST		
	5/8/13	181.000	19.186	3,472.63	2,751.20	(721.43) ST		
	7/11/13	6.000	19.000	114.00	91.20	(22.80) ST		
	10/1/13	53.000	18.891	1,001.22	805.60	(195.62) ST		
	Total	396.000		7,714.57	**6,019.20**	(1,695.37) ST	—	—
Share Price: $15.200								
PRAXAIR INC (PX)	5/21/10	42.000	76.366	3,207.38	5,461.26	2,253.88 LT		
	9/16/10	29.000	88.895	2,577.96	3,770.87	1,192.91 LT		
	2/3/11	34.000	94.821	3,223.92	4,421.02	1,197.10 LT		
	6/6/12	182.000	103.773	18,886.60	23,665.46	4,778.86 LT		
	10/10/12	2.000	104.210	208.42	260.06	51.64 LT		
	2/14/13	8.000	111.154	889.23	1,040.24	151.01 ST		
	Total	297.000		28,993.51	**38,618.91**	9,474.39 LT 151.01 ST	712.80	1.84
Share Price: $130.030, Next Dividend Payable 03/2014								
PROCTER & GAMBLE (PG)	6/26/06	44.000	55.704	2,450.98	3,582.04	1,131.06 LT 1		
	4/15/09	35.000	48.518	1,698.13	2,849.35	1,151.22 LT		
	6/6/12	80.000	61.583	4,926.63	6,512.80	1,586.17 LT		
	2/14/13	131.000	76.923	10,076.89	10,664.71	587.82 ST		
	Total	290.000		19,152.63	**23,608.90**	3,868.45 LT 587.82 ST	697.74	2.95
Share Price: $81.410; Next Dividend Payable 02/2014								
SIMS METALS MANAGEMENT LIMITED (SMSMY)	6/6/12	235.000	10.210	2,399.37	2,265.40	(133.97) LT		
	7/18/12	328.000	9.043	2,966.20	3,161.92	195.72 LT		
	7/11/13	371.000	8.165	3,029.03	3,576.44	547.41 ST		
	Total	934.000		8,394.60	**9,003.76**	61.75 LT 547.41 ST	—	—
Share Price: $9.640								
STAPLES INC (SPLS)	1/30/13	766.000	13.498	10,339.16	12,171.74	1,832.58 ST		
	5/8/13	6.000	14.170	85.02	95.34	10.32 ST		
	Total	772.000		10,424.18	**12,267.08**	1,842.90 ST	370.56	3.02
Share Price: $15.890; Next Dividend Payable 01/16/14								
STRYKER CORP (SYK)	3/15/13	159.000	66.095	10,509.15	11,947.26	1,438.11 ST		
	5/8/13	3.000	66.250	198.75	225.42	26.67 ST		
	Total	162.000		10,707.90	**12,172.68**	1,464.78 ST	197.64	1.62
Share Price: $75.140; Next Dividend Payable 01/31/14								

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Investment Management Services Active Assets Account
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
TELENOR AS (TELNF)	3/15/13	328.000	21.977	7,208.46	7,817.69	609.23 ST		
	7/11/13	33.000	20.650	681.45	786.53	105.08 ST		
	Total	361.000		7,889.91	**8,604.23**	714.31 ST	—	—
Share Price: $23 834								
TEVA PHARMACEUTICALS ADR (TEVA)	10/15/08	99.000	38.095	3,771.36	3,967.92	196.56 LT		
	9/23/11	47 000	35.160	1,652.52	1,883.76	231.24 LT		
	6/6/12	636.000	39 527	25,139.11	25,490.88	351.77 LT		
	10/10/12	24.000	39.526	948.62	961.92	13.30 LT		
	5/8/13	34.000	38.515	1,309.52	1,362.72	53.20 ST		
	10/1/13	30.000	37.700	1,131.00	1,202.40	71.40 ST		
	Total	870.000		33,952.13	**34,869.60**	792.87 LT 124.60 ST	944.82	2.70
Share Price. $40.080; Next Dividend Payable 03/2014								
THE FEMALE HEALTH CO. (FHCO)	3/10/10	51.000	6.247	318.60	433.50	114.90 LT 1		
	2/2/12	2.000	5.100	10 20	17.00	6.80 LT R		
	6/6/12	128.000	5.304	678.87	1,088.00	409.13 LT R		
	2/8/13	349.000	7.413	2,587.03	2,966.50	379.47 ST		
	2/12/13	46.000	7.323	336.85	391.00	54.15 ST		
	5/8/13	88.000	8.144	716.71	748.00	31.29 ST		
	Total	664.000		4,648.26	**5,644.00**	530.83 LT 464.91 ST	185 92	3.29
Share Price: $8.500, Next Dividend Payable 02/2014								
TJX COS INC NEW (TJX)	5/7/09	70.000	14.326	1,002.84	4,461.10	3,458.26 LT		
	5/14/09	220.000	13.472	2,963.73	14,020.60	11,056.87 LT		
	7/1/09	38.000	15.681	595.87	2,421.74	1,825.87 LT		
	6/6/12	384 000	41 907	16,092.33	24,472.32	8,379.99 LT		
	2/14/13	27.000	45.280	1,222.56	1,720.71	498.15 ST		
	Total	739.000		21,877.33	**47,096.47**	24,720.99 LT 498.15 ST	428.62	0.91
Share Price. $63.730, Next Dividend Payable 03/2014								
TOMRA SYSTEMS ASA NOK 1 ORD (TMRAF)	12/18/08	421.000	3.450	1,452.45	3,920.72	2,468 27 LT		
	6/6/12	829.000	7.740	6,416.46	7,720.39	1,303 93 LT		
	2/14/13	48.000	8.430	404.64	447.01	42.37 ST		
	Total	1,298.000		8,273.55	**12,088.14**	3,772.20 LT 42.37 ST	—	—
Share Price: $9.313								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
VITASOY INTL HLDGS HKD .25 ORD (VTSYF)	9/24/09	672.000	0.620	416.64	1,034.81	618.17 LT		
	2/2/12	1,357.000	0.784	1,064.43	2,089.64	1,025.21 LT		
	6/8/12	9,485.000	0.779	7,386.92	14,605.95	7,219.03 LT		
	Total	11,514.000		8,867.99	17,730.40	8,862.41 LT	—	—
Share Price. $1.540								
VODAFONE GP PLC ADS NEW (VOD)	3/24/09	174.000	17.764	3,090.95	6,839.94	3,748.99 LT		
	4/23/09	288.000	17.999	5,183.77	11,321.28	6,137.51 LT		
	6/6/12	732 000	26.264	19,224.88	28,774.92	9,550.04 LT		
	Total	1,194.000		27,499.60	46,936.14	19,436.54 LT	1,898 46	4.04
Share Price· $39.310, Next Dividend Payable 02/05/14								
WESTERN UN CO (WU)	4/15/09	111.000	14.510	1,610.60	1,914.75	304.15 LT		
	11/1/12	538.000	12.565	6,759.81	9,280.50	2,520.69 LT		
	Total	649.000		8,370.41	11,195.25	2,824.84 LT	324.50	2.89
Share Price: $17.250; Next Dividend Payable 03/2014								
WHOLE FOODS MARKETS INC (WFM)	12/18/08	298.000	5.323	1,586.39	17,233.34	15,646.95 LT		
	6/6/12	364.000	45.354	16,508.75	21,050.12	4,541.37 LT		
	2/14/13	24.000	43.589	1,046.14	1,387.92	341.78 ST		
	5/8/13	8.000	51.290	410.32	462.64	52.32 ST		
	Total	694.000		19,551.60	40,134.02	20,188.32 LT 394.10 ST	333.12	0.83
Share Price. $57.830; Next Dividend Payable 01/2014								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	53.2%	$760,380.01	$1,226,976.42	$436,853.96 LT $29,742.30 ST	$19,007.30 $0.00	1.55%

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Account Detail

Investment Management Services Active Assets Account
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MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
NEW YORK ST MUN BD BK AGY RECO VERY ACT A2 BUILD AMERICA BOND CUSIP 64988VDS9	7/29/10	5,000.000	$103.306 $102.174	$5,165.30 $5,108.72	$5,361.75	$253.03 LT	$251.10 $32.08	4.68
Unit Price: $107.235; Coupon Rate 5.022%; Matures 05/15/2019; Int. Semi-Annually May/Nov 15; Yield to Maturity 3.531%, Subject to Federal Tax, S&P AA-, Insurer:SECD MKT ASSURED GUARA, Issued 05/26/10								
PORTLAND ORE URBAN RENEWAL & REDEV CUSIP 736746UE6	6/21/10	60,000.000	102.971 102.096	61,782.40 61,257.32	65,915.40	4,658.08 LT A	3,470.40 154.23	5.26
Unit Price: $109.859; Coupon Rate 5.784%, Matures 06/15/2020; Int. Semi-Annually Jun/Dec 15; Yield to Maturity 4.034%, Subject to Federal Tax, Moody A1; Issued 06/24/10								
OAKLAND CALIF REDEV AGY REV CUSIP 672321KE5	5/19/09	50,000.000	99.315 99.315	49,657.50 49,657.50	53,773.50	4,116.00 LT A	4,250.00 1,416.66	7.90
Unit Price: $107.547; Coupon Rate 8.500%; Matures 09/01/2020; Int. Semi-Annually Mar/Sep 01; Yield to Maturity 7.058%; Subject to Federal Tax; S&P A-, Issued 05/20/09								
OREGON SCH BRDS ASSN-A OY 6.22 CUSIP 686053CL1	1/14/11	30,000.000	58.879 67.995	17,663.80 20,398.40	21,386.10	987.70 LT A	— —	—
Unit Price: $71.287, Zero Coupon; Matures 06/30/2021; Subject to Federal Tax; Moody AA2 S&P A+; Insurer·NATIONAL PUBLIC FINANC, Issued 04/21/03								
DECATUR MICH PUB SCHS QSCBD SCH BLDG & SITE-A CUSIP 243312DA0	5/21/10	95,000.000	102.580 101.815	97,451.30 96,724.36	102,771.95	6,047.59 LT A	6,127.50 1,021.25	5.96
Unit Price: $108 181, Coupon Rate 6.450%; Matures 05/01/2027; Int. Semi-Annually May/Nov 01; Callable $100.00 on 05/01/20, Yield to Call 4.929%; Subject to Federal Tax; S&P AA-, Issued 06/22/10								
BREA CALIF PUB FING AUTH LEASE REV BABDP CUSIP 106283DG6	5/14/10	90,000.000	103.888 102 728	93,499.00 92,454.93	91,602.00	(852.93) LT A	6,195.60 1,548.90	6 76
Unit Price: $101.780, Coupon Rate 6.884%; Matures 04/01/2036, Int. Semi-Annually Apr/Oct 01; Callable $100.00 on 04/01/20; Yield to Call 6.530%; Subject to Federal Tax; S&P AA, Issued 05/06/10								

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
MUNICIPAL BONDS	330,000.000	$325,219.30 $325,601.23	$340,810.70	$15,209.47 LT	$20,294.60 $4,173.12	5.96%
TOTAL MUNICIPAL BONDS (incl accr.int.)	15.0%		$344,983.82			

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CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
CALVERT SOCIAL INVESTMENT FOUNDATION	6/8/11	5,000.000	$99.125	$4,956.25			$100.00	2.00
CUSIP 13161EJ81			$99.125	$4,956.25	$5,000.00	$43.75 LT	$4.44	
Unit Price: $100.000; Coupon Rate 2.000%; Matures 06/15/2016; Int. Semi-Annually Jun/Dec 15; Yield to Maturity 2.000%; Issued 06/20/11								
THE NATURE CONSERVANCY	10/14/09	150,000.000	109.817	164,725.00			9,450.00	5.55
CUSIP 63902HAA7			106.128	159,192.39	170,116.50	10,924.11 LT A	4,725.00	
Unit Price: $113.411; Coupon Rate 6.300%; Matures 07/01/2019; Int. Semi-Annually Jan/Jul 01; Yield to Maturity 3.591%, Moody AA2 S&P AA-; Issued 07/01/09								

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
CORPORATE FIXED INCOME	155,000.000	$169,681.25			$9,550.00	5.45%
		$164,148.64	$175,116.50	$10,967.86 LT	$4,729.44	
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	7.8%		$179,845.94			

GOVERNMENT SECURITIES

TREASURY SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
UNITED STATES TREASURY NOTE-INFLATION INDEXED	4/23/09	50,000.000	$99.866	$50,056.58			$689.76	1.24
CUSIP 912828KM1			$99.866	$55,107.28	$55,535.21	$427.93 LT	$145.91	
Unit Price: $100.641; Coupon Rate 1.250%; Matures 04/15/2014, Int. Semi-Annually Apr/Oct 15; Factor 1.10363000; Moody AAA; Issued 04/15/09; Current Face 55,181.500								
UNITED STATES TREASURY NOTE-INFLATION INDEXED	4/7/09	10,000.000	104.822	10,332 54			231.17	1.90
CUSIP 912828JX9			104.822	11,403.30	12,148.46	745.16 LT	106.16	
Unit Price: $111.672; Coupon Rate 2.125%, Matures 01/15/2019, Int. Semi-Annually Jan/Jul 15; Factor 1.08787000, Moody AAA, Issued 01/15/09, Current Face 10,878.700								
TREASURY SECURITIES		60,000.000		$60,389.12			$920.93	1.36%
				$66,510.58	$67,683.67	$1,173.09 LT	$252.07	

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GOVERNMENT SECURITIES

FEDERAL AGENCIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
FED HOME LN BK	11/20/09	40,000.000	$102.913	$41,165.20			$1,500.00	3.47
CUSIP 3133XUKV4			$101.230	$40,491.80	**$43,226.40**	$2,734.60 LT	$466.66	
Unit Price. $108.066, Coupon Rate 3 750%, Matures 09/09/2016, Int. Semi-Annually Mar/Sep 09, Yield to Maturity .716%; Moody AAA S&P AA+, Issued 08/07/09								
FED NATL MTG ASSN STEP - 07/30/14	9/13/12	10,000.000	100.093	10,009.30			150.00	1.55
02.00			100.086	10,008.55	**9,629.40**	(379.15) LT	62.50	
CUSIP 3136G0UJ8								
Unit Price $96.294, Coupon Rate 1.500%, Matures 07/30/2027, Int. Semi-Annually Jan/Jul 30; Callable $100.00 on 01/30/14, Yield to Maturity 1.809%, Stepped, Moody AAA S&P AA+, Issued 07/30/12								
FED NATL MTG ASSN STEP - 08/13/17	4/10/13	10,000.000	99.500	9,950.00			200.00	2.33
02.50			99.500	9,950.00	**8,553.00**	(1,397.00) ST	76.66	
CUSIP 3136G0VJ7								
Unit Price: $85.530, Coupon Rate 2.000%, Matures 08/13/2027; Int. Semi-Annually Feb/Aug 13; Callable $100.00 on 02/13/14, Yield to Maturity 3.330%, Stepped; S&P AA+, Issued 08/13/12								
FED NATL MTG ASSN STEP - 09/27/16	10/23/12	10,000.000	99.600	9,960.00			212.50	2.34
02.50			99.600	9,960.00	**9,079.20**	(880.80) LT	55.48	
CUSIP 3136G0D73								
Unit Price. $90.792, Coupon Rate 2.125%, Matures 09/27/2027; Int. Semi-Annually Mar/Sep 27; Callable $100.00 on 03/27/14, Yield to Maturity 2.945%; Stepped; Moody AAA S&P AA+; Issued 09/27/12								
FED NATL MTG ASSN STEP - 12/27/14	12/21/12	5,000.000	100 025	5,001.25			87.50	1.92
03.00			100 024	5,001 18	**4,534.90**	(466.28) LT	0.97	
CUSIP 3136G1A82								
Unit Price: $90.698; Coupon Rate 1.750%, Matures 12/27/2027, Int. Semi-Annually Jun/Dec 27, Callable $100.00 on 03/27/14, Yield to Maturity 2.544%, Stepped; Moody AAA S&P AA+; Issued 12/27/12								
FED NATL MTG ASSN STEP - 02/28/14	2/19/13	20,000.000	99.800	19,960.00			200.00	1.02
03.00			99.800	19,960.00	**19,442.40**	(517.60) ST	68.33	
CUSIP 3136G1ES4								
Unit Price. $97 212, Coupon Rate 1.000%; Matures 02/28/2028, Int. Semi-Annually Feb/Aug 28; Callable $100.00 on 02/28/14; Yield to Maturity 1.215%; Stepped; Moody AAA S&P AA+; Issued 02/28/13								
FED NATL MTG ASSN STEP - 06/27/18	6/4/13	15,000.000	99.650	14,947.50			450.00	3.17
03.25			99.650	14,947.50	**14,151.90**	(795.60) ST	4.99	
CUSIP 3136G1NS4								
Unit Price: $94.346, Coupon Rate 3.000%, Matures 06/27/2028; Int. Semi-Annually Jun/Dec 27; Callable $100.00 on 03/27/14; Yield to Maturity 3.501%; Stepped; Moody AAA S&P AA+; Issued 06/27/13								
FED HOME LN MTG CORP STEP - 12/27/17	12/19/13	50,000.000	99.700	49,850.00			1,500.00	3 05
04.00			99 700	49,850.00	**49,135.50**	(714.50) ST	16 66	
CUSIP 3134G4R59								
Unit Price: $98.271, Coupon Rate 3.000%, Matures 12/27/2028; Int. Semi-Annually Jun/Dec 27; Callable $100.00 on 06/27/14; Yield to Maturity 3.146%; First Coupon 06/27/14; Stepped; S&P AA+; Issued 12/27/13								
FED NATL MTG ASSN STEP - 06/28/17	9/12/12	100,000.000	100.750	100,750.00			3,000.00	3.47
03.25			100.713	100,712.93	**86,288.00**	(14,424.93) LT	24.99	
CUSIP 3136G0PD7								
Unit Price: $86.288, Coupon Rate 3.000%; Matures 06/28/2032; Int. Semi-Annually Jun/Dec 28; Callable $100.00 on 03/28/14; Yield to Maturity 4.062%, Stepped; Moody AAA S&P AA+, Issued 06/28/12								

Security Mark at Right

Account Detail

Investment Management Services Active Assets Account
473-027037-008

STILL AIN'T SATISFIED-A
PO BOX 301840

INTERESTED PARTY COPY

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
FEDERAL AGENCIES	260,000.000	$261,593.25 $260,881.96	$244,040.70	$(13,416.56) LT $(3,424.70) ST	$7,300.00 $777.24	2.99%
GOVERNMENT SECURITIES	320,000.000	$321,982.37 $327,392.54	$311,724.37	$(12,243.47) LT $(3,424.70) ST	$8,220.93 $1,029.31	2.64%
TOTAL GOVERNMENT SECURITIES (incl.accr.int.)	13.6%		$312,753.68			

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$1,577,522.42	$2,297,295.40	$450,787.82 LT $26,317.60 ST	$57,193.83 $9,931.87	2.48%

TOTAL VALUE (includes accrued interest) $2,307,227.27

1 - This information reflects your requested adjustments to the transaction details.
A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney LLC Account. Another financial institution has provided us with the transaction detail for this position.
R - The cost basis for this tax lot was adjusted due to a reclassification of income.
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

ACTIVITY

CASH FLOW ACTIVITY BY DATE

Transaction Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
12/1	12/1	Qualified Dividend	INTEL CORP				$365.18
12/1	12/1	Qualified Dividend	AQUA AMER INC				219.94
12/2	12/2	Dividend	KURITA WATER INDS LTD COMMON ADJ GROSS DIV AMOUNT 8.25 FOREIGN TAX PAID IS 8.25				0.00
12/2	12/2	Qualified Dividend	KURITA WATER INDS LTD COMMON				107.11
12/2	12/2	Redemption	US TSY NOTE 2000 13NV30	REDEMPTION OF MATURED BOND CUSIP: 912828JT8	25,000.000		25,000.00
12/3	12/3	Dividend	TEVA PHARMACEUTICALS ADR ADJ GROSS DIV AMOUNT 42.61 FOREIGN TAX PAID IS 42.61				0.00
12/3	12/3	Qualified Dividend	TEVA PHARMACEUTICALS ADR				241.46
12/5	12/5	Qualified Dividend	TJX COS INC NEW				107.16

006850 MSGDT313 040390

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	35,290.	0.	35,290.	35,290.	
MORGAN STANLEY	19,891.	0.	19,891.	19,891.	
MORGAN STANLEY US GOV'T INT	1,416.	0.	1,416.	1,416.	
MORGAN STANLEY ACCRUED INTEREST	-32.	0.	-32.	-32.	
MORGAN STANLEY BOND AMORTIZATION	-2,325.	0.	-2,325.	-2,325.	
MORGAN STANLEY OID	1,257.	0.	1,257.	1,257.	
MORGAN STANLEY US GOV'T OID	630.	0.	630.	630.	
TO PART I, LINE 4	56,127.	0.	56,127.	56,127.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISC INCOME	63.	63.	
TOTAL TO FORM 990-PF, PART I, LINE 11	63.	63.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,619.	3,655.		10,694.
TO FORM 990-PF, PG 1, LN 16B	14,619.	3,655.		10,694.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	20,170.	20,170.		0.
CONSULTING FEES	1,700.	0.		1,700.
PAYROLL FEES	1,041.	260.		781.
TO FORM 990-PF, PG 1, LN 16C	22,911.	20,430.		2,481.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	871.	218.		653.
FOREIGN TAXES PAID	718.	718.		0.
PRIOR YEAR BALANCE DUE	598.	0.		0.
1ST QUARTER ESTIMATE	550.	0.		0.
3RD QUARTER ESTIMATE	50.	0.		0.
PENALTY AND INTEREST	14.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,801.	936.		653.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN ANNUAL FEE	25.	0.		25.
BANK CHARGES	233.	233.		0.
TO FORM 990-PF, PG 1, LN 23	258.	233.		25.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS - MORGAN STANLEY		X	325,601.	344,984.
US GOVERNMENT BONDS - MORGAN STANLEY	X		327,393.	312,754.
TOTAL U.S. GOVERNMENT OBLIGATIONS			327,393.	312,754.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			325,601.	344,984.
TOTAL TO FORM 990-PF, PART II, LINE 10A			652,994.	657,738.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED - MORGAN STANLEY	760,380.	1,226,976.
TOTAL TO FORM 990-PF, PART II, LINE 10B	760,380.	1,226,976.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE FIXED INCOME - MORGAN STANLEY	164,149.	179,846.
TOTAL TO FORM 990-PF, PART II, LINE 10C	164,149.	179,846.

FORM 990-PF	OTHER ASSETS		STATEMENT 10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE - THE NEIGHBORHOOD RECYCLING CORP., DBA EUREKA RECYCLING	75,000.	75,000.	75,000.
TO FORM 990-PF, PART II, LINE 15	75,000.	75,000.	75,000.

FORM 990-PF | ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS | STATEMENT 11

STILL AIN'T SATISFIED- A FOUNDATION WITH ATTITUDE, HEREBY ELECTS UNDER IRC REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT THE QUALIFYING DISTRIBUTION OF $21,728, MADE DURING 2013, AS DISTRIBUTIONS OUT OF CORPUS

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	35,290.	0.	35,290.	35,290.	
MORGAN STANLEY	19,891.	0.	19,891.	19,891.	
MORGAN STANLEY US GOV'T INT	1,416.	0.	1,416.	1,416.	
MORGAN STANLEY ACCRUED INTEREST	-32.	0.	-32.	-32.	
MORGAN STANLEY BOND AMORTIZATION	-2,325.	0.	-2,325.	-2,325.	
MORGAN STANLEY OID	1,257.	0.	1,257.	1,257.	
MORGAN STANLEY US GOV'T OID	630.	0.	630.	630.	
TO PART I, LINE 4	56,127.	0.	56,127.	56,127.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISC INCOME	63.	63.	
TOTAL TO FORM 990-PF, PART I, LINE 11	63.	63.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,619.	3,655.		10,694.
TO FORM 990-PF, PG 1, LN 16B	14,619.	3,655.		10,694.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	20,170.	20,170.		0.
CONSULTING FEES	1,700.	0.		1,700.
PAYROLL FEES	1,041.	260.		781.
TO FORM 990-PF, PG 1, LN 16C	22,911.	20,430.		2,481.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	871.	218.		653.
FOREIGN TAXES PAID	718.	718.		0.
PRIOR YEAR BALANCE DUE	598.	0.		0.
1ST QUARTER ESTIMATE	550.	0.		0.
3RD QUARTER ESTIMATE	50.	0.		0.
PENALTY AND INTEREST	14.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,801.	936.		653.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN ANNUAL FEE	25.	0.		25.
BANK CHARGES	233.	233.		0.
TO FORM 990-PF, PG 1, LN 23	258.	233.		25.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS - MORGAN STANLEY		X	325,601.	344,984.
US GOVERNMENT BONDS - MORGAN STANLEY	X		327,393.	312,754.
TOTAL U.S. GOVERNMENT OBLIGATIONS			327,393.	312,754.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			325,601.	344,984.
TOTAL TO FORM 990-PF, PART II, LINE 10A			652,994.	657,738.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED - MORGAN STANLEY	760,380.	1,226,976.
TOTAL TO FORM 990-PF, PART II, LINE 10B	760,380.	1,226,976.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE FIXED INCOME - MORGAN STANLEY	164,149.	179,846.
TOTAL TO FORM 990-PF, PART II, LINE 10C	164,149.	179,846.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE - THE NEIGHBORHOOD RECYCLING CORP., DBA EUREKA RECYCLING	75,000.	75,000.	75,000.
TO FORM 990-PF, PART II, LINE 15	75,000.	75,000.	75,000.

FORM 990-PF | ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS | STATEMENT 11

STILL AIN'T SATISFIED- A FOUNDATION WITH ATTITUDE, HEREBY ELECTS UNDER IRC REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT THE QUALIFYING DISTRIBUTION OF $21,728, MADE DURING 2013, AS DISTRIBUTIONS OUT OF CORPUS