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
G. ANDREW FRANZ FAMILY FOUNDATION
C/O STONE CARLIE & CO, LLC

A Employer identification number
43-6855177

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
101 S. HANLEY, SUITE 800

B Telephone number
314-692-2987

City or town, state or province, country, and ZIP or foreign postal code
ST. LOUIS, MO 63105

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,461,859.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	34,477.	34,477.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	61,258.			
	b Gross sales price for all assets on line 6a 243,874.				
	7 Capital gain net income (from Part IV, line 2)		61,258.		
	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				
	12 **Total.** Add lines 1 through 11	95,735.	95,735.		
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 STMT 2	2,750.	2,750.		0.
	c Other professional fees STMT 3	6,246.	6,246.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses** Add lines 13 through 23	8,996.	8,996.		0.
	25 Contributions, gifts, grants paid	90,000.			90,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	98,996.	8,996.		90,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<3,261.>			
	b **Net investment income** (if negative, enter -0-)		86,739.		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	87,743.	103,563.	103,563.
	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 4	0.	39,435.	38,596.
	b	Investments - corporate stock STMT 5	638,772.	580,830.	996,409.
	c	Investments - corporate bonds STMT 6	293,788.	231,842.	262,379.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	0.	60,453.	59,993.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 8)	0.	919.	919.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,020,303.	1,017,042.	1,461,859.
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**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	1,543,436.	1,543,436.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	<523,133.>	<526,394.>	
	30	**Total net assets or fund balances**	1,020,303.	1,017,042.	
	31	**Total liabilities and net assets/fund balances**	1,020,303.	1,017,042.	

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	1,020,303.
2	Enter amount from Part I, line 27a	2	<3,261.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,017,042.
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	1,017,042.

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			
b	MORGAN STANLEY BASIS ADJUSTMENT			
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	243,874.		180,670.	63,204.
b			1,946.	<1,946.>
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				63,204.
b				<1,946.>
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 61,258.

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	134,117.	1,240,364.	.108127
2011	161,934.	1,310,126.	.123602
2010	167,896.	1,352,542.	.124134
2009	78,041.	1,254,312.	.062218
2008	71,200.	1,475,936.	.048241

2	Total of line 1, column (d)	2	.466322
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	.093264
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,324,428.
5	Multiply line 4 by line 3	5	123,521.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	867.
7	Add lines 5 and 6	7	124,388.
8	Enter qualifying distributions from Part XII, line 4	8	90,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,735.
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	1,735.
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	1,735.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	336.		
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	336.
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	1,399.
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) ▶ MO			
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 ▶ G. ANDREW AND J. DENISE FRANZ Telephone no. ▶ 314-692-2987
Located at ▶ 101 S. HANLEY, SUITE 800, ST. LOUIS, MO ZIP+4 ▶ 63105

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		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

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
G. ANDREW FRANZ 101 S. HANLEY, SUITE 800 ST LOUIS, MO 63105	TRUSTEE 1.00	0.	0.	0.
J. DENISE FRANZ 101 S. HANLEY, SUITE 800 ST LOUIS, MO 63105	TRUSTEE 1.00	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.

Form **990-PF** (2013)

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	1,252,131.
b	Average of monthly cash balances	1b	92,466.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,344,597.
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	1,344,597.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,169.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,324,428.
6	**Minimum investment return.** Enter 5% of line 5	6	66,221.

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	66,221.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,735.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,735.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64,486.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	64,486.
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	64,486.

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	90,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	90,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	90,000.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					64,486.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010	47,817.				
d From 2011	97,560.				
e From 2012	72,689.				
f **Total** of lines 3a through e		218,066.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 90,000.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					64,486.
e Remaining amount distributed out of corpus		25,514.			
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		243,580.			
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		243,580.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010	47,817.				
c Excess from 2011	97,560.				
d Excess from 2012	72,689.				
e Excess from 2013	25,514.				

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).)

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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				
CONNECTIONS TO SUCCESS 1431 KINGSLAND AVE ST LOUIS, MO 63133	NONE		CHARITABLE 501(C)(3)	40,000.
ST. LOUIS ZOO FOREST PARK ST LOUIS, MO 63110	NONE		CHARITABLE 501(C)(3)	50,000.
Total			▶ 3a	90,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

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	34,477.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	61,258.	
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.		95,735.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 95,735.

(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

G. Andrew Franz | 5/15/14 | TRUSTEE

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
Richard Kraner		05/14/2014		P01075151

Firm's name ▶ STONE CARLIE AND COMPANY, LLC — Firm's EIN ▶ 43-0642511

Firm's address ▶ 101 S HANLEY ROAD, SUITE 800 ST LOUIS, MO 63105 — Phone no. 314-889-1100

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	16,860.	0.	16,860.	16,860.	
MORGAN STANLEY	17,617.	0.	17,617.	17,617.	
TO PART I, LINE 4	34,477.	0.	34,477.	34,477.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,750.	2,750.		0.
TO FORM 990-PF, PG 1, LN 16B	2,750.	2,750.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORGAN STANLEY MANAGEMENT FEES	6,246.	6,246.		0.
TO FORM 990-PF, PG 1, LN 16C	6,246.	6,246.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 4

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - SEE ATTACHED		X	39,435.	38,596.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			39,435.	38,596.
TOTAL TO FORM 990-PF, PART II, LINE 10A			39,435.	38,596.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - SEE ATTACHED	580,830.	996,409.
TOTAL TO FORM 990-PF, PART II, LINE 10B	580,830.	996,409.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - SEE ATTACHED	231,842.	262,379.
TOTAL TO FORM 990-PF, PART II, LINE 10C	231,842.	262,379.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - SEE ATTACHED	COST	60,453.	59,993.
TOTAL TO FORM 990-PF, PART II, LINE 13		60,453.	59,993.

FORM 990-PF	OTHER ASSETS		STATEMENT 8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	0.	118.	118.
PREPAID MUNI INTEREST	0.	801.	801.
TO FORM 990-PF, PART II, LINE 15	0.	919.	919.

Sch D 1 of 3

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND
CHAR TRUST IND U/A/D 12/11/00
2220 S. WARSON RD.
SAINT LOUIS MO 63124-1061

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

Taxpayer ID Number. 43-6855177
Account Number. 033 118348 513

Customer Service: 866-324-6088

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

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

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

→ s/b 61,946.40 Adjust 1946.40

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)
AETNA INC 6750 13SP15	CUSIP: 008117AD5	Symbol (Box 1d):						
	60,000 000	01/23/02	09/16/13	$60,000.00	$60,000 00	$0 00	$0 00	$0 00
GILEAD SCIENCE	CUSIP: 375558103	Symbol (Box 1d): GILD						
	106 000	03/04/10	03/20/13	$4,719.15	$2,487 89	$0 00	$2,231 26	$0 00
	342.000	07/19/10	03/20/13	$15,225.94	$5,616.86	$0.00	$9,609.08	$0.00
Security Subtotal	448.000			$19,945.09	$8,104.75 ✓	$0.00	$11,840.34	$0.00
GOLDMAN SACHS GRP INC	CUSIP: 38141G104	Symbol (Box 1d): GS						
	151 000	10/10/08	03/05/13	$23,326.09	$11,586 28	$0 00	$11,739 81	$0.00
	7.000	05/17/11	03/05/13	$1,081.34	$982.17	$0.00	$99.17	$0.00
Security Subtotal	158.000			$24,407.43	$12,568.45 ✓	$0.00	$11,838.98	$0.00
GOOGLE INC-CL A	CUSIP: 38259P508	Symbol (Box 1d): GOOG						
	12.000	02/02/12	05/20/13	$11,002.91	$7,026 42	$0 00	$3,976 49	$0 00
INTEL CORP	CUSIP: 458140100	Symbol (Box 1d): INTC						
	477 000	01/29/07	06/17/13	$12,077.37	$10,013 18	$0 00	$2,064.19	$0 00
ISHARES S&P PREF STK INDX	CUSIP: 464288687	Symbol (Box 1d): PFF						
	995 000	08/25/08	06/17/13	$39,351.76	$35,984 77	$0 00	$3,366 99	$0 00
	4.000	12/29/11	06/17/13	$158.20	$141.88	$0.00	$16.32	$0.00
Security Subtotal	999.000			$39,509.96	$36,126.65	$0.00	$3,383.31	$0.00
JPMORGAN CHASE & CO	CUSIP: 46625H100	Symbol (Box 1d): JPM						
	210.000	01/10/03	03/18/13	$10,366.79	$6,082 05	$0 00	$4,284 74	$0 00

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Sch D 2 of 3

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND
CHAR TRUST IND U/A/D 12/11/00
2220 S. WARSON RD
SAINT LOUIS MO 63124-1061

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

Taxpayer ID Number: 43-6855177
Account Number: 033 118348 513

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LOWES COMPANIES INC	CUSIP: 548661107		Symbol (Box 1d): LOW					
	240 000	06/14/02	02/19/13	$9,438.05	$5,545 20	$0 00	$3,892 85	$0 00
	77.000	01/10/03	02/19/13	$3,028.04	$1,478.40	$0.00	$1,549.64	$0.00
Security Subtotal	317.000			$12,466.09	$7,023 60	$0.00	$5,442.49	$0.00
MALLINCKRODT PUBLIC LTD CO	CUSIP: G5785G107		Symbol (Box 1d): MNK					
	32 000	02/26/10	08/30/13	$1,401 05	$1,118 24	$0 00	$282 81	$0 00
	28 000	03/17/11	08/30/13	$1,225.92	$992 09	$0 00	$233 83	$0 00
	3 000	05/17/11	08/30/13	$131.35	$107.43	$0.00	$23 92	$0.00
Security Subtotal	63.000			$2,758.32	$2,217.76	$0.00	$540.56	$0.00
NIKE INC B	CUSIP: 654106103		Symbol (Box 1d): NKE					
	122 000	03/29/06	05/23/13	$7,739 58	$2,602 69	$0 00	$5,136 89	$0 00
	29 000	10/28/08	05/23/13	$1,839.74	$696.38	$0.00	$1,143.36	$0 00
Security Subtotal	151.000			$9,579.32	$3,299.07	$0.00	$6,280 25	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND
CHAR TRUST IND U/A/D 12/11/00
2220 S WARSON RD.
SAINT LOUIS MO 63124-1061

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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 # (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)
WELLPOINT INC	CUSIP: 94973V107		Symbol (Box 1d): WLP					
	215 000	07/27/05	09/25/13	$17,957 26	$14,708 41	$0 00	$3,248 85	$0 00
	285.000	03/11/08	09/25/13	$23,803.81	$13,499.82	$0.00	$10,303.99	$0.00
Security Subtotal	500.000			$41,761.07	$28,208.23	$0.00	$13,552.84	$0.00
Total Long Term Noncovered Securities				$243,874.35	$180,670.16	$0.00	$63,204.19	$0.00

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	$243,874.35				
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.

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Morgan Stanley

Account Detail

Portfolio Management Active Assets Account
033-118348-513

G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN EXPRESS CO (AXP)	6/19/01	104 000	$33 822	$3,517.44	$9,435.92	$5,918.48 LT		
	10/29/01	325.000	26.382	8,574.00	29,487 25	20,913.25 LT		
	1/10/03	50 000	33.533	1,676 64	4,536.50	2,859.86 LT		
	9/18/08	249 000	34.446	8,576 93	22,591.77	14,014.84 LT		
	5/17/11	34.000	50 090	1,703.06	3,084 82	1,381.76 LT		
	Total	762.000		24,048.07	**69,136.26**	45,088 19 LT	701 04	1.01
Share Price $90 730, Next Dividend Payable 02/2014								
AMGEN INC (AMGN)	1/17/08	270.000	47.716	12,883 19	30,801.60	17,918.41 LT		
	5/17/11	8 000	60.750	486 00	912.64	426 64 LT		
	Total	278 000		13,369 19	**31,714.24**	18,345 05 LT	678 32	2 13
Share Price $114.080, Next Dividend Payable 03/2014								
AVAGO TECH (AVGO)	3/22/11	470.000	30 659	14,409.82	24,853 12	10,443 30 LT		
	5/17/11	23.000	34 110	784 53	1,216.21	431 68 LT		
	Total	493.000		15,194.35	**26,069.34**	10,874 98 LT	493.00	1 89
Share Price $52 879, Next Dividend Payable 03/2014								
CHEVRON CORP (CVX)	1/10/03	376.000	34.250	12,878 00	46,966.16	34,088.16 LT		
	5/17/11	25 000	100 150	2,503.75	3,122.75	619 00 LT		
	Total	401.000		15,381 75	**50,088.91**	34,707 16 LT	1,604 00	3.20
Share Price $124.910, Next Dividend Payable 03/2014								
CISCO SYS INC (CSCO)	10/10/08	707.000	17.169	12,138 13	15,858.01	3,719.88 LT		
	5/26/10	167.000	23.690	3,956.23	3,745.81	(210 42) LT		
	5/17/11	43.000	16.580	712 94	964.49	251.55 LT		
	8/8/12	631.000	17.127	10,807.26	14,153 33	3,346 07 LT		
	Total	1,548.000		27,614.56	**34,721.64**	7,107 08 LT	1,052.64	3 03
Share Price: $22.430, Next Dividend Payable 01/2014								
COCA COLA CO (KO)	9/30/09	270.000	26.565	7,172.44	11,153.70	3,981.26 LT		
	5/17/11	32.000	33.805	1,081.76	1,321.92	240.16 LT		
	Total	302.000		8,254.20	**12,475.62**	4,221.42 LT	338.24	2.71
Share Price $41.310, Next Dividend Payable 03/2014								
COVIDIEN PLC (COV)	2/26/10	260.000	44.898	11,673.36	17,706.00	6,032 64 LT		
	3/17/11	222.000	46.651	10,356.44	15,118.20	4,761.76 LT		
	5/17/11	22.000	50.977	1,121 49	1,498.20	376.71 LT		
	8/30/13	46.000	59.692	2,745.84	3,132.60	386.76 ST		
	Total	550.000		25,897.13	**37,455.00**	11,171 11 LT 386 76 ST	704 00	1 87
Share Price $68 100, Next Dividend Payable 02/2014								

000081 MSADK341 012957

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Account Detail

Portfolio Management Active Assets Account
033-118348-513

G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CSX CORP (CSX)	10/16/13	803.000	25.878	20,780.11	**23,102.31**	2,322.20 ST	481.80	2.08
Share Price. $28 770, Next Dividend Payable 03/2014								
DIAGEO PLC SPON ADR NEW (DEO)	2/26/10	181.000	65.176	11,796.85	23,968.02	12,171 17 LT		
	5/17/11	14.000	82.690	1,157.66	1,853.88	696.22 LT		
	Total	195.000		12,954.51	**25,821.90**	12,867 39 LT	584.61	2.26
Share Price $132.420, Next Dividend Payable 04/2014								
EBAY INC (EBAY)	8/25/11	492.000	28 518	14,030.86	26,993.58	12,962 72 LT		
	8/29/13	134.000	51.359	6,882.11	7,351.91	469.80 ST		
	Total	626.000		20,912.97	**34,345.49**	12,962.72 LT 469.80 ST	—	—
Share Price $54.865								
EMC CORP MASS (EMC)	11/13/12	583 000	24 161	14,085 98	14,662 45	576.47 LT		
	4/25/13	223 000	22 718	5,066 11	5,608 45	542.34 ST		
	Total	806.000		19,152.09	**20,270.90**	576.47 LT 542.34 ST	322.40	1.59
Share Price $25.150, Next Dividend Payable 01/2014								
FEDEX CORP (FDX)	4/11/12	161.000	88 195	14,199 32	23,146.97	8,947 65 LT		
	8/7/12	132.000	89.921	11,869.53	18,977.64	7,108.11 LT		
	12/13/12	32.000	89.663	2,869.23	4,600.64	1,731.41 LT		
	Total	325.000		28,938 08	**46,725.25**	17,787.17 LT	195.00	0.41
Share Price· $143.770, Next Dividend Payable 01/02/14								
GILEAD SCIENCE (GILD)	7/19/10	578.000	16.424	9,492 82	43,407.80	33,914.98 LT		
	5/17/11	66.000	20.240	1,335.84	4,956.60	3,620.76 LT		
	Total	644.000		10,828.66	**48,364.40**	37,535.74 LT	—	—
Share Price. $75 100								
GOOGLE INC-CL A (GOOG)	2/2/12	20.000	585.535	11,710.70	22,414.20	10,703.50 LT		
	11/20/12	12.000	671.697	8,060.36	13,448.52	5,388.16 LT		
	Total	32.000		19,771.06	**35,862.72**	16,091 66 LT	—	—
Share Price $1,120.710								
HALLIBURTON CO (HAL)	10/18/06	156.000	29.018	4,526 82	7,917.00	3,390.18 LT		
	10/28/08	633.000	16.072	10,173.39	32,124.75	21,951 36 LT		
	5/17/11	56.000	44.550	2,494 80	2,842.00	347 20 LT		
	Total	845.000		17,195.01	**42,883.75**	25,688.74 LT	507.00	1.18
Share Price $50.750; Next Dividend Payable 03/2014								
ILL TOOL WORKS INC (ITW)	12/14/10	291.000	51.506	14,988.16	24,467.28	9,479.12 LT		
	5/17/11	20.000	56.430	1,128.60	1,681.60	553 00 LT		

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Account Detail

Portfolio Management Active Assets Account
033-118348-513

G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	311.000		16,116.76	**26,148.88**	10,032.12 LT	522.48	1.99
Share Price $84.080, Next Dividend Payable 01/07/14								
INTEL CORP (INTC)	1/29/07	378 000	20.992	7,934.98	9,810.99	1,876 01 LT		
	5/17/11	100.000	23.268	2,326.78	2,595.50	268.72 LT		
	Total	478.000		10,261.76	**12,406.49**	2,144.73 LT	430.20	3 46
Share Price. $25.955, Next Dividend Payable 03/2014								
JPMORGAN CHASE & CO (JPM)	1/10/03	137 000	28.962	3,967.81	8,011.76	4,043.95 LT		
	8/31/05	274 000	33 617	9,211.03	16,023.52	6,812 49 LT		
	5/17/11	18.000	43 550	783.90	1,052 64	268.74 LT		
	Total	429 000		13,962.74	**25,087.92**	11,125.18 LT	652.08	2 59
Share Price $58.480, Next Dividend Payable 01/2014								
LOWES COMPANIES INC (LOW)	1/10/03	183.000	19.200	3,513.60	9,067.65	5,554 05 LT		
	7/20/10	408.000	20.007	8,162.69	20,216.40	12,053.71 LT		
	5/17/11	54.000	24.660	1,331.64	2,675 70	1,344 06 LT		
	Total	645.000		13,007.93	**31,959.75**	18,951.82 LT	464 40	1.45
Share Price $49 550, Next Dividend Payable 02/2014								
METLIFE INCORPORATED (MET)	6/28/07	164.000	64.956	10,652.72	8,842.88	(1,809 84) LT		
	11/1/07	399.000	66.898	26,692.22	21,514.08	(5,178.14) LT		
	10/28/08	391.000	25.698	10,048.11	21,082.72	11,034 61 LT		
	5/17/11	55.000	43.810	2,409.55	2,965.60	556 05 LT		
	Total	1,009 000		49,802.60	**54,405.28**	4,602.68 LT	1,109.90	2.04
Share Price: $53.920, Next Dividend Payable 03/2014								
MICROSOFT CORP (MSFT)	6/19/01	322.000	33.690	10,848.18	12,046.02	1,197.84 LT		
	10/29/01	570.000	30.530	17,402.10	21,323.70	3,921.60 LT		
	10/9/08	78.000	23.546	1,836.56	2,917.98	1,081.42 LT		
	6/29/10	234 000	23.830	5,576.29	8,753.94	3,177.65 LT		
	5/17/11	70 000	24.360	1,705.20	2,618.70	913.50 LT		
	Total	1,274.000		37,368.33	**47,660.34**	10,292 01 LT	1,426.88	2 99
Share Price. $37.410; Next Dividend Payable 03/2014								
NIKE INC B (NKE)	10/28/08	233.000	24.013	5,595.03	18,323.12	12,728.09 LT		
	5/17/11	22.000	42.115	926.53	1,730.08	803.55 LT		
	Total	255.000		6,521.56	**20,053.20**	13,531.64 LT	244.80	1.22
Share Price. $78 640, Next Dividend Payable 01/06/14								
NOBLE CORP PLC SHS USD (NE)	7/23/13	411.000	40 383	16,597.50	15,400.17	(1,197.33) ST		
	10/21/13	281.000	37.923	10,656.42	10,529.07	(127.35) ST		

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Account Detail

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G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	692.000		27,253.92	**25,929.24**	(1,324.68) ST	525.92	2 02
Share Price $37 470, Next Dividend Payable 02/2014								
PFIZER INC (PFE)	2/8/05	983.000	25 759	25,321.49	30,109.29	4,787 80 LT		
	5/17/11	42.000	21.090	885 78	1,286.46	400.68 LT		
	Total	1,025.000		26,207.27	**31,395.75**	5,188.48 LT	1,066.00	3.39
Share Price $30.630, Next Dividend Payable 03/2014								
PHILIP MORRIS INTL INC (PM)	2/26/10	180.000	49 259	8,866.53	15,683.40	6,816.87 LT		
	5/17/11	11 000	68 590	754 49	958.43	203 94 LT		
	Total	191.000		9,621.02	**16,641.83**	7,020 81 LT	718 16	4 31
Share Price $87.130, Next Dividend Payable 01/10/14								
PROCTER & GAMBLE (PG)	9/21/09	403.000	57 174	23,041.16	**32,808.23**	9,767.07 LT	969 62	2 95
Share Price $81 410, Next Dividend Payable 02/2014								
STRYKER CORP (SYK)	6/28/06	8.000	42.013	336 10	601.12	265.02 LT		
	10/28/08	234.000	48 829	11,426.10	17,582.76	6,156.66 LT		
	5/17/11	12 000	63 510	762 12	901 68	139 56 LT		
	Total	254 000		12,524.32	**19,085.56**	6,561.24 LT	309 88	1 62
Share Price. $75.140, Next Dividend Payable 01/31/14								
WAL MART STORES INC (WMT)	3/6/07	389.000	48.035	18,685.46	30,610.41	11,924.95 LT		
	5/17/11	22.000	55 580	1,222.76	1,731.18	508.42 LT		
	Total	411.000		19,908.22	**32,341.59**	12,433.37 LT	772.68	2 38
Share Price $78.690, Next Dividend Payable 01/02/14								
WALGREEN CO (WAG)	10/16/07	393.000	38.568	15,157.30	22,573.92	7,416.62 LT		
	5/17/11	54 000	44.350	2,394.90	3,101.76	706.86 LT		
	Total	447.000		17,552.20	**25,675.68**	8,123.48 LT	563.22	2.19
Share Price. $57.440, Next Dividend Payable 03/2014								
WALT DISNEY CO HLDG CO (DIS)	3/30/06	280.000	27.524	7,706.66	21,392 00	13,685.34 LT		
	4/16/09	417.000	19.978	8,330.83	31,858.80	23,527.97 LT		
	5/17/11	33.000	40.940	1,351.02	2,521.20	1,170.18 LT		
	Total	730.000		17,388.51	**55,772.00**	38,383.49 LT	627.80	1.12
Share Price $76.400, Next Dividend Payable 01/16/14								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	67.9%	√ $580,830.04	√ $996,409.47	$413,183.00 LT	$18,066.07	1.81%
				$2,396.42 ST	$0.00	

Account Detail

Portfolio Management Active Assets Account
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G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND

EXCHANGE-TRADED & CLOSED-END FUNDS

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain exchange-traded funds Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES IBOXX INVEST GR COR BD (LQD)	6/17/13	338 000	$116.673	$39,435.41	$38,595.54	$(839.87) ST	$1,479 09	3 83
Share Price $114.188, CG IAR Status AL, Next Dividend Payable 01/02/14								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	2.6%	√ $39,435.41	√ $38,595.54	$(839.87) ST	$1,479.09 $0.00	3.83%

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 %
MERCED CALIF UN HIGH SCH DIST QSCBD B-1 CUSIP 587635DZ3	9/26/13	30,000.000	$107.869 $107 751	$32,360.70 $32,325.29	$31,588.50	$(736 79) ST	$2,014.80 $839 50	6.37
Unit Price: $105 295, Coupon Rate 6.716%, Matures 08/01/2025; Int. Semi-Annually Feb/Aug 01; Yield to Maturity 6.072%; Callable Extraordinary, Subject to Federal Tax, S&P A+, Issued 03/03/11								
CHICAGO ILL GENL OBLIG SER-B CUSIP 167486HL6	9/26/13	30,000.000	93 642 93.642	28,092.60 28,092.60	28,404.90	312.30 ST	1,862.10 931.05	6.55
Unit Price $94 683, Coupon Rate 6.207%, Matures 01/01/2032; Int. Semi-Annually Jan/Jul 01, Yield to Maturity 6.721%, Subject to Federal Tax, Moody A3 S&P A+, Issued 01/27/10								

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
MUNICIPAL BONDS	60,000.000	$60,453.30 ✓ $60,417.89	$59,993.40 ✓	$(424.49) ST	$3,876.90 $1,770.55	6.46%
TOTAL MUNICIPAL BONDS (incl.accr.int.)	4.2%		$61,763.95			

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Account Detail

Portfolio Management Active Assets Account
033-118348-513

G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND

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 %
WELLS FARGO & COMPANY	11/1/02	60,000.000	$99.019	$59,411 40			$3,000.00	4.81
CUSIP 949746CR0			$99.019	$59,411 40	**$62,265.60**	$2,854.20 LT	$383.33	
Unit Price $103.776, Coupon Rate 5.000%; Matures 11/15/2014, Int. Semi-Annually May/Nov 15, Yield to Maturity 651%, Moody A3 S&P A, Issued 11/06/02								
PROCTER & GAMBLE CO	12/31/03	60,000.000	100.250	60,150.00			2,910.00	4.48
CUSIP 742718BZ1			100.051	60,030 76	**64,894.80**	4,864.04 LT	129.33	
Unit Price $108.158, Coupon Rate 4 850%, Matures 12/15/2015, Int. Semi-Annually Jun/Dec 15, Yield to Maturity 645%; Moody AA3 S&P AA-, Issued 11/25/03								
GENERAL ELECTRIC CAPITAL CORP	10/15/08	60,000 000	87 445	52,467.00			3,000.00	4.62
CUSIP 36962GU69			87.445	52,467.00	**64,842.60**	12,375.60 LT	1,441.66	
Unit Price· $108.071, Coupon Rate 5.000%, Matures 01/08/2016; Int. Semi-Annually Jan/Jul 08, Yield to Maturity .955%, Moody A1 S&P AA+, Issued 01/09/06								
MERRILL LYNCH & CO INC NOTE	11/30/01	60,000 000	99.689	59,813 40			3,900 00	5.54
CUSIP 590188JF6			99 689	59,813.40	**70,376.40**	10,563.00 LT	1,798 33	
Unit Price $117.294, Coupon Rate 6.500%; Matures 07/15/2018; Int. Semi-Annually Jan/Jul 15, Yield to Maturity 2.450%, Moody BAA2 S&P A-, Issued 07/15/98								

	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	**240,000.000**	**✓ $231,841.80**			**$12,810.00**	**4.88%**
		$231,722.56	**✓ $262,379.40**	**$30,656.84 LT**	**$3,752.65**	
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	**18.1%**		**$266,132.05**			

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	**100.0%**	**$912,405.90**	**$1,460,940.99**	**$443,839.84 LT**	**$36,242.40**	**2.47%**
				$1,132.06 ST	**$5,523.20**	

TOTAL VALUE (includes accrued interest) **$1,466,464.19**

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.