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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation

A Employer identification number

STEPHEN D. FALKENBURY JR. FOUNDATION

56-2201996

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

810 SHETLAND PLACE NW

B Telephone number

704-904-0108

City or town, state or province, country, and ZIP or foreign postal code

CONCORD, NC 28027-7578

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 changeD 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 foundationE 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)

\$ 614,041. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I

Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

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

9,202.

9,202.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

62,976.

b Gross sales price for all assets on line 6a

170,393.

7 Capital gain net income (from Part IV, line 2)

62,976.

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

72,178.

72,178.

0.

12 Total Add lines 1 through 11

0.

0.

0.

0.

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

16b Accounting fees

16c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 5

1,422.

0.

0.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

16,463.

15,041.

0.

0.

25 Contributions, gifts, grants paid

25,821.

25,821.

26 Total expenses and disbursements.

Add lines 24 and 25

42,284.

15,041.

0.

25,821.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

29,894.

b Net investment income (if negative, enter -0-)

57,137.

c Adjusted net income (if negative, enter -0-)

0.

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

1

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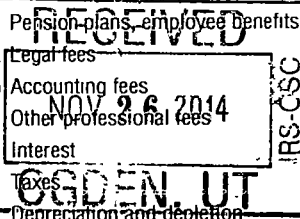
12491113 131839 074-077066

2013.05000 STEPHEN D. FALKENBURY JR. 074-0771

SCANNED DEC 08 2014

Revenue

Operating and Administrative Expenses



2

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		2,405.	26,318.	26,318.
	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 ▶	10,000.			
		Less: allowance for doubtful accounts ▶	0.	0.	10,000.	10,000.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations	STMT 7	45,560.	57,200.	57,337.
	b	Investments - corporate stock	STMT 8	310,020.	292,472.	520,386.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		357,985.	385,990.	614,041.	
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 ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		357,985.	385,990.		
30	Total net assets or fund balances		357,985.	385,990.		
31	Total liabilities and net assets/fund balances		357,985.	385,990.		

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	357,985.
2	Enter amount from Part I, line 27a	2	29,894.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	387,879.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,889.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	385,990.

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	SEE ATTACHED STATEMENTS	P	VARIOUS	12/31/13
b	SEE ATTACHED STATEMENTS	P	VARIOUS	12/31/13
c	CAPITAL GAINS DIVIDENDS			
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	23,046.		21,748.	1,298.
b	147,308.		85,669.	61,639.
c	39.			39.
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			1,298.
b			61,639.
c			39.
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	62,976.
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	18,325.	490,140.	.037387
2011	25,815.	491,280.	.052546
2010	30,000.	615,902.	.048709
2009	34,929.	539,830.	.064704
2008	42,062.	730,593.	.057572

2	Total of line 1, column (d)	2	.260918
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	.052184
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	553,731.
5	Multiply line 4 by line 3	5	28,896.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	571.
7	Add lines 5 and 6	7	29,467.
8	Enter qualifying distributions from Part XII, line 4	8	25,821.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

SEE STATEMENT 9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax

Refunded

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) NC

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b

5 X

6 X

7 X

8b X

9 X

10 X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOHN W. FALKENBURY Located at ► 810 SHETLAND PLACE NW, CONCORD NC, CONCORD, NC	Telephone no. ► 704-904-0108 ZIP+4 ► 28027-7578		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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? If "Yes," list the years ►	☐ Yes ☒ No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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	
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

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?

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	1,422.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
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	
3 All other program-related investments. See instructions.	

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	551,231.
b Average of monthly cash balances	1b	10,932.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	562,163.
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	562,163.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,432.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	553,731.
6 Minimum investment return. Enter 5% of line 5	6	27,687.

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	27,687.
2a Tax on investment income for 2013 from Part VI, line 5	2a	1,143.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,143.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	26,544.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	26,544.
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	26,544.

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	25,821.
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	25,821.
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	25,821.

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.

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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				26,544.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	4,917.			
b From 2009	7,941.			
c From 2010				
d From 2011	1,251.			
e From 2012				
f Total of lines 3a through e	14,109.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	25,821.			
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				25,821.
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))	723.			723.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,386.			
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	4,194.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	9,192.			
10 Analysis of line 9:				
a Excess from 2009	7,941.			
b Excess from 2010				
c Excess from 2011	1,251.			
d Excess from 2012				
e Excess from 2013				

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
-----------------	--

N/A

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

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
BEDS FOR KIDS 2519 S TRYON ST CHARLOTTE, NC 28203	N/A	501(C)(3)	CHARITABLE DONATION	100.
BOY SCOUTS OF AMERICA 1410 E 7TH ST CHARLOTTE, NC 28204	N/A	501(C)(3)	CHARITABLE DONATION	500.
CAROLINAS FREEDOM FOUNDATION 2718 PHILLIPS GATE DR CHARLOTTE, NC 282102703	N/A	501(C)(3)	CHARITABLE DONATION	1,225.
GREATER CABARRUS READING ASSOCIATION 5801 POPLAR TENT RD CONCORD, NC 28027	N/A	501(C)(3)	CHARITABLE DONATION	244.
JOHN FALKENBURY 10614 COUNTRY SQUIRE CT MATTHEWS, NC 28105	N/A	501(C)(3)	CHARITABLE DONATION	1,252.
Total	SEE CONTINUATION SHEET(S)			25,821.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	9,202.	
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	62,976.	
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.		72,178.	0.
13 Total. Add line 12, columns (b), (d), and (e)				72,178.	72,178.

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

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

[illegible]

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

JOHN C. BERENS

Firm's name ► **CLIFTONLARSONALLEN LLP**

7-13-14

P00534448

Firm's address ► 101 NORTH TRYON STREET, SUITE 1000
CHARLOTTE, NC 28246

Firm's EIN ▶ 41-0746749

Phone no. **704-998-5200**

Form **990-PF** (2013)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MFLCF 13620 REESE BLVD, SUITE 100 HUNTERSVILLE, NC 28078	N/A	501(C)(3)	CHARITABLE DONATION	1,000.
MYERS PARK HS IB PAC 2400 COLONY ROAD CHARLOTTE, NC 28209	N/A	501(C)(3)	CHARITABLE DONATION	1,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	N/A	501(C)(3)	CHARITABLE DONATION	2,000.
THE CITADEL BRIGADIER FOUNDATION 171 MOULTRIE ST. CHARLESTON, SC 29409	N/A	501(C)(3)	CHARITABLE DONATION	4,000.
THE HOPE FUND 752 FORGE ROAD LEXINGTON, VA 24450	N/A	501(C)(3)	CHARITABLE DONATION	2,000.
THOMPSON CHILDREN'S HOME P.O. BOX 25129 CHARLOTTE, NC 28229	N/A	501(C)(3)	CHARITABLE DONATION	2,000.
UNIVERSITY OF SC 1027 BARNWELL STREET COLUMBIA, SC 29208	N/A	501(C)(3)	CHARITABLE DONATION	1,500.
USO OF NORTH CAROLINA P.O. BOX 91536 RALEIGH, NC 27675	N/A	501(C)(3)	CHARITABLE DONATION	9,000.
Total from continuation sheets				22,500.

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 105884	9,241.	39.	9,202.	9,202.	9,202.
TO PART I, LINE 4	9,241.	39.	9,202.	9,202.	9,202.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKKEEPING FEES	2,550.	2,550.	0.	0.
ACCOUNTING FEES	2,700.	2,700.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	5,250.	5,250.	0.	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 INVESTMENT FEES	9,568.	9,568.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	9,568.	9,568.	0.	0.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	223.	223.	0.	0.
TO FORM 990-PF, PG 1, LN 18	223.	223.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	76.	0.	0.	0.
OTHER	1,071.	0.	0.	0.
BANK SERVICE CHARGES	275.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	1,422.	0.	0.	0.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 6

DESCRIPTION

AMOUNT

VARIOUS COST BASIS ADJ. TO INVESTMENTS INCLUDING BOND
ACCRETION & AMORT.

1,889.

TOTAL TO FORM 990-PF, PART III, LINE 5

1,889.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE INVESTMENT ATTACHMENT B	X		57,200.	57,337.
TOTAL U.S. GOVERNMENT OBLIGATIONS			57,200.	57,337.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			57,200.	57,337.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE INVESTMENT ATTACHMENT A	292,472.	520,386.
TOTAL TO FORM 990-PF, PART II, LINE 10B	292,472.	520,386.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT 9
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TAX DUE FROM FORM 990-PF, PART VI	981.
UNDERPAYMENT PENALTY	20.
LATE PAYMENT INTEREST	15.
TOTAL AMOUNT DUE	1,016.

FORM 990-PF

LATE PAYMENT INTEREST

STATEMENT 10

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/14	981.	981.	.0300	186	15.
DATE FILED	11/17/14		996.			
TOTAL LATE PAYMENT INTEREST						15.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN FALKENBURY 810 SHETLAND PLACE NW CONCORD, NC 28027-7579	PRESIDENT 1.00	0.	0.	1,422.
JEANE FALKENBURY 810 SHETLAND PLACE NW CONCORD, NC 28027-7579	VICE PRESIDENT 1.00	0.	0.	0.
PAMELA ALBRIGHT 810 SHETLAND PLACE NW CONCORD, NC 28027-7579	SECRETARY 1.00	0.	0.	0.
HARRY STATHOPOULOS 810 SHETLAND PLACE NW CONCORD, NC 28027-7579	ASSISTANT 1.00	0.	0.	0.
PAUL FALKENBURY 810 SHETLAND PLACE NW CONCORD, NC 28027-7579	BOARD MEMBER 1.00	0.	0.	0.
STEPHEN D.FALKENBURY, III 810 SHETLAND PLACE NW CONCORD, NC 28027-7579	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	1,422.

Account Detail

Select UMA Basic Securities Account
801-105884-268THE STEPHEN D. FALKENBURY JR
FOUNDATION

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AKAMAI TECHNOLOGIES INC (AKAM)	7/30/09	55,000	\$16.514	\$908.27	\$2,594.90	\$1,686.63 LT		
	8/18/09	15,000	17.844	267.66	707.70	440.04 LT		
	5/17/12	20,000	29.419	588.38	943.60	355.22 LT		
	2/7/13	20,000	35.025	700.49	943.60	243.11 ST		
Total		110,000		2,464.80	5,189.80	2,481.89 LT 243.11 ST		
Share Price: \$47.180								
ALASKA AIR GROUP INCORPORATED (ALK)	8/13/13	6,000	59.742	358.45	440.22	81.77 ST	4.80	1.09
Share Price: \$73.370; Next Dividend Payable 03/2014								
ALLIED WORLD ASSUR CO HLDG LTD (AWH)	4/16/07	5,000	43.000	215.00	564.05	349.05 LT		
	4/8/10	2,000	44.300	88.60	225.62	137.02 LT		
	4/9/10	3,000	44.330	132.99	338.43	205.44 LT		
	5/14/10	6,000	45.093	270.56	676.86	406.30 LT		
	5/17/10	4,000	45.250	181.00	451.24	270.24 LT		
Total		20,000		888.15	2,256.20	1,368.05 LT	40.00	1.77
Share Price: \$112.810; Next Dividend Payable 01/02/14								
AMAZON COM INC (AMZN)	5/3/05	25,000	33.265	831.62	9,969.75	9,138.13 LT		
Share Price: \$398.790								
AMC NETWORKS INC CL A (AMCX)	9/12/02	22,000	0.525	11.55	1,498.42	1,486.87 LT		
Share Price: \$68.110								
AMGEN INC (AMGN)	4/16/08	21,000	43.225	907.75	2,395.68	1,487.93 LT	51.24	2.13
Share Price: \$114.080; Next Dividend Payable 03/2014								
ANADARKO PETE (APC)	11/24/03	14,000	22.210	310.94	1,110.48	799.54 LT		
	10/24/08	22,000	29.094	640.06	1,745.04	1,104.98 LT		
	10/27/08	13,000	28.121	365.57	1,031.16	665.59 LT		
	6/1/12	7,000	58.671	410.70	555.24	144.54 LT		
Total		56,000		1,727.27	4,441.92	2,714.65 LT	40.32	0.90
Share Price: \$79.320; Next Dividend Payable 03/2014								
ANHEUSER BUSCH INBEV SA SPON (BUD)	12/30/10	20,000	57.324	1,146.47	2,129.20	982.73 LT		
	5/8/12	13,000	72.784	946.19	1,383.98	437.79 LT		
Total		33,000		2,092.66	3,513.18	1,420.52 LT	82.63	2.35
Share Price: \$106.460								
APPLE INC (AAPL)	8/5/11	1,000	372.910	372.91	561.02	188.11 LT		
	8/8/11	3,000	362.947	1,088.84	1,683.06	594.22 LT		
	8/23/11	2,000	365.900	731.80	1,122.04	390.24 LT		
	1/30/13	3,000	459.533	1,378.60	1,683.06	304.46 ST		

Attachment A (1/25)

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013

Page 7 of 60

Account Detail

Select UMA Basic Securities Account
801-105884-268

THE STEPHEN D. FALKENBURY JR
FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	3/26/13	2,000	461.480	922.96	1,122.04	199.08 ST		
	3/26/13	1,000	461.490	461.49	561.02	99.53 ST		
	4/23/13	1,000	405.950	405.95	561.02	155.07 ST		
	7/2/13	1,000	419.740	419.74	561.02	141.28 ST		
	7/2/13	1,000	419.740	419.74	561.02	141.28 ST		
Total		15,000		6,202.03	8,415.30	1,172.57 LT 1,040.70 ST	183.00	2.17
Share Price: \$561.020; Next Dividend Payable 02/20/14								
APPLIED MATERIALS INC (AMAT)	11/22/04	10,000	17.036	170.36	176.80	6.44 LT		
	2/1/05	15,000	16.280	244.20	265.20	21.00 LT		
	4/29/08	155,000	19.025	2,948.95	2,740.40	(208.55) LT		
	11/21/08	40,000	8.337	333.46	707.20	373.74 LT		
	7/29/11	25,000	12.450	311.24	442.00	130.76 LT		
Total		245,000		4,008.21	4,331.60	323.39 LT	98.00	2.26
Share Price: \$17.680; Next Dividend Payable 03/20/14								
ARYZTA AG ZUERICH (ARZTY)	11/6/13	22,000	37.093	816.05	845.68	29.63 ST		
	11/7/13	10,000	36.829	368.29	384.40	16.11 ST		
	Total	32,000		1,184.34	1,230.08	45.74 ST		
Share Price: \$38.440								
ASML HOLDING NV NY REG NEW (ASML)	9/19/08	12,000	24.316	291.79	1,124.40	832.61 LT		
	9/21/11	10,000	34.833	348.33	937.00	588.67 LT		
	Total	22,000		640.12	2,061.40	1,421.28 LT	12.91	0.62
Share Price: \$93.700								
AT&T INC (T)	2/9/10	55,000	25.300	1,391.50	1,933.80	542.30 LT	101.20	5.23
Share Price: \$35.160; Next Dividend Payable 02/20/14								
ATLAS COPCO AB SP ADR B SP ADR (ATLCY)	9/17/09	25,000	12.168	304.19	636.75	332.56 LT	14.73	2.31
Share Price: \$25.470								
AUTODESK INC DELAWARE (ADSK)	2/27/08	30,000	33.000	989.99	1,509.56	519.57 LT		
	11/21/08	35,000	14.227	497.93	1,761.16	1,263.23 LT		
	Total	65,000		1,487.92	3,270.73	1,782.80 LT		
Share Price: \$50.319								
AXA ADS (AXAHY)	5/1/02	10,000	21.253	212.53	278.90	66.37 LT		
	9/26/02	50,000	10.741	537.04	1,394.50	857.46 LT		
	11/21/08	10,000	15.020	150.20	278.90	128.70 LT		
Total		70,000		899.77	1,952.30	1,052.53 LT	53.62	2.74
Share Price: \$27.890								

Attachment A (2/25)

Morgan Stanley

THE STEPHEN D. FALKENBURY JR
FOUNDATIONSelect UMA Basic Securities Account
801-105884-268

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AXIS CAPITAL HOLDINGS LTD (AXS)								
	3/28/12	9,000	33.287	299.58	428.13	128.55 LT		
	4/9/12	9,000	33.438	300.94	428.13	127.19 LT		
	4/16/12	9,000	33.533	301.80	428.13	126.33 LT		
	4/18/12	9,000	33.694	303.25	428.13	124.88 LT		
	5/25/12	6,000	33.970	203.82	285.42	81.60 LT		
	7/5/12	11,000	33.250	365.75	523.27	157.52 LT		
Total		53,000		1,775.14	2,521.21	746.07 LT	57.24	2.27
Share Price: \$47.570; Next Dividend Payable 01/15/14								
BAKER HUGHES INC (BHI)	12/28/12	16,000	39.992	639.87	884.16	244.29 LT	9.50	1.08
Share Price: \$55.260; Next Dividend Payable 02/20/14								
BANCO BILBAO VIZ ARG SA ADS (BBVA)	12/6/13	42,000	11.531	484.29	520.38	36.09 ST		
	12/9/13	50,000	11.565	578.25	743.40	165.15 ST		
Total		102,000		1,178.17	1,263.78	85.61 ST	44.68	3.53
Share Price: \$12.390								
BARCLAYS PLC ADR (BCS)	3/18/11	52,000	16.948	881.30	942.76	61.46 LT		
	8/4/11	20,000	11.885	237.70	362.60	124.90 LT		
	3/5/13	14,000	17.049	238.69	253.82	15.13 ST		
Total		86,000		1,357.69	1,559.18	186.36 LT	34.06	2.18
Share Price: \$18.130								
BASF SE SP ADR (BASFY)	8/14/01	19,000	20.250	384.75	2,048.01	1,663.26 LT	46.85	2.28
Share Price: \$107.790								
BED BATH & BEYOND INC (BBBY)	3/6/08	31,000	28.094	870.91	2,489.30	1,618.39 LT		
Share Price: \$80.300								
BHP BILLITON LTD (BHP)								
	3/25/09	2,000	45.615	91.23	136.40	45.17 LT		
	3/25/09	2,000	45.613	91.23	136.40	45.17 LT		
	3/25/09	1,000	45.613	45.61	68.20	22.59 LT		
	12/23/09	4,000	75.388	301.55	272.80	(28.75) LT		
	12/23/09	6,000	75.387	452.32	408.20	(43.12) LT		
	6/29/11	3,000	93.187	279.56	204.60	(74.96) LT		
	6/29/11	6,000	93.185	559.11	409.20	(149.91) LT		
Total		24,000		1,820.61	1,636.80	(183.81) LT	55.68	3.40
Share Price: \$68.200; Next Dividend Payable 03/20/14								
BIOGEN IDEC INC (BIIB)	12/4/02	9,000	32.134	289.21	2,516.14	2,226.93 LT		
	12/4/02	29,000	32.134	931.89	8,107.57	7,175.68 LT		

Morgan Stanley

THE STEPHEN D. FALKENBURY JR
FOUNDATION

Select UMA Basic Securities Account
801-105884-268

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price: \$279.572								
BLACKROCK INC (BLK)								
Total		38.000		1,221.10	10,623.72	9,402.61 LT		
3/27/09		1.000	130.198	130.20	316.47	186.27 LT		
3/30/09		3.000	126.044	378.14	949.41	571.27 LT		
3/30/09		1.000	126.044	126.04	316.47	190.43 LT		
3/30/09		1.000	126.044	126.04	316.47	190.43 LT		
3/30/09		1.000	126.044	126.04	316.47	190.43 LT		
5/1/09		3.000	147.980	443.94	949.41	505.47 LT		
5/21/10		3.000	164.263	492.79	949.41	456.62 LT		
5/21/10		12.000	164.265	1,971.18	3,797.64	1,826.46 LT		
3/16/11		3.000	181.460	544.38	949.41	405.03 LT		
Total		28.000		4,338.75	8,861.16	4,522.41 LT	188.16	2.12
Share Price: \$316.470; Next Dividend Payable 03/2014								
BOEING CO (BA)								
10/19/05		12.000	67.606	811.27	1,637.88	826.61 LT		
8/19/08		10.000	62.954	629.54	1,364.90	735.36 LT		
Total		22.000		1,440.81	3,002.78	1,561.97 LT	54.24	2.13
Share Price: \$136.490; Next Dividend Payable 03/2014								
BRISTOL MYERS SQUIBB CO (BMY)								
9/19/13		36.000	47.106	1,695.83	1,913.40	217.57 ST	51.84	2.70
Share Price: \$53.150; Next Dividend Payable 02/03/14								
BROADCOM CORP CL A (BRCM)								
5/17/11		13.000	33.198	431.57	385.38	(46.19) LT R		
5/17/11		17.000	33.198	564.37	503.96	(60.41) LT R		
5/17/11		9.000	33.198	298.78	266.80	(31.98) LT R		
6/8/11		9.000	33.663	302.97	266.80	(36.17) LT R		
6/8/11		18.000	33.663	605.93	533.60	(72.33) LT R		
10/4/11		9.000	32.237	290.13	266.80	(23.33) LT R		
10/4/11		16.000	32.237	515.79	474.31	(41.48) LT R		
12/9/11		6.000	29.940	179.64	177.86	(1.78) LT R		
12/9/11		13.000	29.940	389.22	385.38	(3.84) LT R		
7/23/13		17.000	31.872	541.82	503.96	(37.86) ST		
7/23/13		31.000	31.872	988.03	918.99	(69.04) ST		
8/12/13		18.000	26.199	471.59	533.60	62.01 ST		
8/12/13		32.000	26.200	838.39	948.63	110.24 ST		
Total		208.000		5,418.23	6,166.15	(317.51) LT	91.52	1.48
Share Price: \$29.645; Next Dividend Payable 03/2014								
65.35 ST								

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THE STEPHEN D. FALKENBURY JR
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Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CABLEVISION SYSTEMS CORP (CVC) <i>Share Price: \$17.930; Next Dividend Payable 03/2014</i>	9/12/02	105,000	0.347	36.40	1,882.65	1,846.25 LT	63.00	3.34
CAMERON INTNL CORP (CAM)	6/24/11	27,000	45.979	1,241.43	1,607.31	365.88 LT		
	7/14/11	10,000	49.668	496.68	595.30	98.62 LT		
	8/5/11	16,000	47.835	765.36	952.48	187.12 LT		
	11/8/11	16,000	52.346	837.53	952.48	114.95 LT		
	7/25/13	7,000	59.996	419.97	416.71	(3.26) ST		
	7/31/13	13,000	58.995	766.93	773.89	6.96 ST		
	10/24/13	6,000	54.905	329.43	357.18	27.75 ST		
Total		95,000		4,857.33	5,655.35	766.57 LT 31.45 ST		
<i>Share Price: \$59.530</i>								
CARNIVAL CP NEW PAIRED COM (CCL)	5/1/09	29,000	26.090	756.61	1,164.93	408.32 LT		
	11/2/11	11,000	33.899	372.89	441.87	68.98 LT		
	9/24/13	12,000	34.988	419.85	482.04	62.19 ST		
Total		52,000		1,549.35	2,088.84	477.30 LT 62.19 ST	52.00	2.48
<i>Share Price: \$40.170; Next Dividend Payable 03/2014</i>								
CATERPILLAR INC (CAT)	4/22/13	26,000	80.962	2,105.01	2,361.06	256.05 ST		
	5/17/13	8,000	87.646	701.17	726.48	25.31 ST		
	8/28/13	6,000	81.678	490.07	544.86	54.79 ST		
Total		40,000		3,296.25	3,632.40	336.15 ST	96.00	2.64
<i>Share Price: \$90.810; Next Dividend Payable 02/2014</i>								
CELGENE CORP (CELG)	3/6/09	22,000	40.723	895.90	3,717.29	2,821.39 LT		
	2/9/10	25,000	55.586	1,389.65	4,224.19	2,834.54 LT		
Total		47,000		2,285.55	7,941.49	5,655.93 LT		
<i>Share Price: \$168.968</i>								
CHARLES SCHWAB NEW (SCHW)	2/2/09	83,000	12.616	1,047.16	2,158.00	1,110.84 LT		
	2/19/09	85,000	13.000	1,104.97	2,210.00	1,105.03 LT		
Total		168,000		2,152.13	4,368.00	2,215.87 LT	40.32	0.92
<i>Share Price: \$26.000; Next Dividend Payable 02/2014</i>								
CHECK POINT SOFTWARE TECH LTD (CHKP)	6/21/13	11,000	49.232	541.55	709.48	167.93 ST		
	6/24/13	10,000	49.435	494.35	644.98	150.63 ST		
	6/26/13	11,000	50.712	557.83	709.48	151.65 ST		
	7/5/13	10,000	51.625	516.25	644.98	128.73 ST		
	7/8/13	1,000	51.100	51.10	64.49	13.39 ST		

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price: \$64.499								
CHEVRON CORP (CVX)								
Total		43,000		2,161.08	2,773.45	612.33 ST		
3/2/12		11,000	109.616	1,205.78	1,374.01	168.23 LT		
4/11/12		7,000	100.856	705.99	874.37	168.38 LT		
7/23/12		13,000	107.812	1,401.55	1,623.83	222.28 LT		
Total		31,000		3,313.32	3,872.21	558.89 LT	124.00	3.20
Share Price: \$124.910; Next Dividend Payable 03/2014								
CHUBB CORP (CB)								
12/27/02		4,000	26.207	104.83	386.52	281.69 LT		
11/26/07		20,000	51.676	1,033.52	1,932.60	899.08 LT		
2/5/08		10,000	51.956	519.56	966.30	446.74 LT		
Total		34,000		1,657.91	3,285.42	1,627.51 LT	59.84	1.82
Share Price: \$96.630; Next Dividend Payable 01/07/14								
CISCO SYS INC (CSCO)								
5/26/11		35,000	16.277	569.70	785.05	215.35 LT		
5/26/11		64,000	16.277	1,041.74	1,435.52	393.78 LT		
Total		99,000		1,611.44	2,220.57	609.13 LT	67.32	3.03
Share Price: \$22.430; Next Dividend Payable 01/2014								
CITIGROUP INC NEW (C)								
3/15/13		14,000	47.362	663.07	729.54	66.47 ST		
10/16/13		50,000	50.094	2,504.71	2,605.50	100.79 ST		
12/20/13		7,000	52.363	366.54	364.77	(1.77) ST		
Total		71,000		3,534.32	3,699.81	165.49 ST	2.84	0.07
Share Price: \$52.110; Next Dividend Payable 02/2014								
CITRIX SYSTEMS INC (CTXS)								
11/1/10		1,000	64.312	64.31	63.25	(1.06) LT		
11/1/10		1,000	64.312	64.31	63.25	(1.06) LT		
11/9/12		3,000	60.517	181.55	189.75	8.20 LT		
11/9/12		4,000	60.518	242.07	253.00	10.93 LT		
11/9/12		13,000	60.517	786.72	822.25	35.53 LT		
12/4/12		15,000	61.109	916.63	948.75	32.12 LT		
12/4/12		1,000	61.110	61.11	63.25	2.14 LT		
4/5/13		10,000	68.749	687.49	632.50	(54.99) ST		
4/30/13		6,000	62.763	376.58	379.50	2.92 ST		
4/30/13		2,000	62.765	125.53	126.50	0.97 ST		
5/28/13		18,000	64.987	1,169.76	1,138.50	(31.26) ST		
6/26/13		1,000	60.340	60.34	63.25	2.91 ST		
6/26/13		6,000	60.337	362.02	379.50	17.48 ST		
12/4/13		16,000	59.890	958.24	1,012.00	53.76 ST		
12/4/13		5,000	59.890	299.45	316.25	16.80 ST		

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total		102,000		6,356.11	6,451.50	86.80 LT 8.59 ST		
Share Price: \$63.250								
CME GROUP INC (CME)	3/3/11	20,000	62.188	1,243.76	1,569.20	325.44 LT		
	12/9/11	30,000	49.994	1,499.81	2,353.80	853.99 LT		
Total		50,000		2,743.57	3,923.00	1,179.43 LT	90.00	2.29
Share Price: \$78.460; Next Dividend Payable 03/2014								
COACH INC (COH)	4/12/13	6,000	52.327	313.96	336.78	22.82 ST		
	4/15/13	7,000	51.944	363.61	392.91	29.30 ST		
Total		13,000		677.57	729.69	52.12 ST	17.55	2.40
Share Price: \$56.130; Next Dividend Payable 01/03/14								
COCA COLA CO (KO)	10/16/02	32,000	23.837	762.78	1,321.92	559.14 LT		
	11/27/02	30,000	23.143	694.29	1,239.30	545.01 LT		
	2/19/04	72,000	25.591	1,842.55	2,974.32	1,131.77 LT		
Total		134,000		3,299.62	5,535.54	2,235.92 LT	150.08	2.71
Share Price: \$41.310; Next Dividend Payable 03/2014								
COMCAST CORP CL A SPECIAL NEW (CMCSK)	4/16/02	3,000	19.820	59.46	149.64	90.18 LT		
	4/16/02	2,000	19.820	39.65	99.76	60.11 LT		
	4/15/05	26,000	21.429	557.16	1,296.88	739.72 LT		
	4/15/05	23,000	21.429	492.87	1,147.24	654.37 LT		
	4/15/05	6,000	21.429	128.57	299.28	170.71 LT		
	10/5/09	39,000	14.563	567.95	1,945.32	1,377.37 LT		
	10/5/09	41,000	14.563	597.07	2,045.08	1,448.01 LT		
	5/26/11	18,000	23.503	423.06	897.84	474.78 LT		
	5/26/11	20,000	23.503	470.06	997.60	527.54 LT		
	6/17/11	44,000	22.369	984.24	2,194.72	1,210.48 LT		
	6/17/11	48,000	22.369	1,073.71	2,394.24	1,320.53 LT		
Total		270,000		5,393.80	13,467.60	8,073.80 LT	210.60	1.56
Share Price: \$49.880; Next Dividend Payable 01/23/14								
COVIDIEN PLC (COV)	1/31/02	32,000	40.928	1,309.68	2,179.20	869.52 LT	40.96	1.87
Share Price: \$68.100; Next Dividend Payable 02/2014								
CREE RESEARCH INC (CREE)	4/18/12	43,000	29.692	1,276.75	2,688.36	1,411.61 LT		
Share Price: \$62.520								
CVS CAREMARK CORP (CVS)	11/6/08	32,000	29.966	958.90	2,290.24	1,331.34 LT		
	11/19/09	44,000	30.943	1,361.48	3,149.08	1,787.60 LT		
	11/20/09	21,000	31.441	660.27	1,502.97	842.70 LT		

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DEVON ENERGY CORP NEW (DEVN)								
Share Price: \$71.570; Next Dividend Payable 02/2014		97,000		2,980.65	6,942.29	3,961.64 LT	106.70	1.53
Total								
7/17/09		4,000	55.650	222.60	247.48	24.88 LT		
8/11/09		30,000	64.249	1,927.48	1,856.10	(71.38) LT		
11/2/11		2,000	65.275	130.55	123.74	(6.81) LT		
7/23/12		3,000	58.100	174.30	185.61	11.31 LT		
Total		39,000		2,454.93	2,412.93	(42.00) LT	34.32	1.42
DIAGEO PLC SPON ADR NEW (DEO)								
Share Price: \$61.870; Next Dividend Payable 03/2014		1,000	53.490	53.49	132.42	78.93 LT		
5/8/02		10,000	50.111	501.11	1,324.20	823.09 LT		
9/26/02		11,000		554.60	1,456.62	902.02 LT	32.98	2.26
Total								
Share Price: \$132.420; Next Dividend Payable 04/2014		34,000	9.509	323.30	2,348.04	2,024.74 LT		
DIRECTV COM (DTV)								
Share Price: \$69.060								
11/21/08		1,000	28.470	28.47	38.56	10.09 LT		
10/16/08		8,000	29.223	233.78	308.48	74.70 LT		
10/28/08		14,000	29.740	416.36	539.84	123.48 LT		
10/29/08		19,000	31.054	590.03	732.64	142.61 LT		
8/5/11		42,000		1,268.64	1,619.52	350.88 LT		
Total								
Share Price: \$38.560								
12/27/12		12,000	44.976	539.72	779.64	239.92 LT		
12/28/12		14,000	44.986	629.94	909.58	279.64 LT		
Total		26,000		1,169.66	1,689.22	519.56 LT	46.80	2.77
EATON CORP PLC SHS (ETN)								
Share Price: \$64.970; Next Dividend Payable 03/2014		59,000	51.655	3,047.64	4,491.08	1,443.44 LT	99.12	2.20
EBAY INC (EBAY)								
Share Price: \$76.120; Next Dividend Payable 02/2014		23,000	30.636	704.63	1,261.89	557.26 LT		
3/14/07		3,000	30.636	91.91	164.59	72.68 LT		
11/6/07		3,000	33.948	101.84	164.59	62.75 LT		
11/5/07		30,000	33.947	1,018.42	1,645.95	627.53 LT		
11/6/07		7,000	33.948	237.64	384.05	146.41 LT		
2/1/08		5,000	28.852	144.26	274.32	130.06 LT		
2/1/08		15,000	28.851	432.76	822.97	390.21 LT		
2/4/08		10,000	28.897	288.97	548.65	259.68 LT		
2/4/08		30,000	28.897	866.92	1,645.95	779.03 LT		
7/25/08		8,000	25.215	201.72	438.92	237.20 LT		

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<i>Share Price: \$54.865</i>								
EMC CORP MASS (EMC)	7/25/08	22,000	25.215	554.74	1,207.03	652.29 LT	—	—
Total		156,000		4,643.81	8,558.94	3,915.10 LT	—	—
<i>Share Price: \$25.150; Next Dividend Payable 01/2014</i>								
EMCOR GROUP INC (EME)	10/18/11	75,000	23.737	1,780.30	1,886.25	105.95 LT		
	11/8/11	57,000	24.964	1,422.95	1,433.55	10.60 LT		
	1/29/13	26,000	23.845	619.98	653.90	33.92 ST		
	4/30/13	12,000	22.414	268.97	301.80	32.83 ST		
Total		170,000		4,092.20	4,275.50	116.55 LT 66.75 ST	68.00	1.59
<i>Share Price: \$42.440; Next Dividend Payable 01/2014</i>								
ERICSSON LM TEL ADR CL B NEW (ERIC)	8/31/10	10,000	22.591	225.91	424.40	198.49 LT	2.40	0.56
	12/23/09	13,000	9.255	120.32	159.12	38.80 LT		
	1/25/10	37,000	9.799	362.58	452.88	90.30 LT		
	1/26/10	73,000	9.727	710.06	893.52	183.46 LT		
	7/22/11	17,000	13.135	223.29	208.08	(15.21) LT		
Total		140,000		1,416.25	1,713.60	297.35 LT	41.16	2.40
<i>Share Price: \$12.240</i>								
EXPRESS SCRIPTS HLDG CO COM (ESRX)	1/4/12	23,000	47.639	1,095.70	1,615.52	519.82 LT		
	7/10/12	21,000	55.060	1,156.25	1,475.04	318.79 LT		
Total		44,000		2,251.95	3,090.56	838.61 LT	—	—
<i>Share Price: \$70.240</i>								
EXXON MOBIL CORP (XOM)	7/11/12	7,000	84.077	588.54	708.40	119.86 LT		
	7/11/12	6,000	84.158	504.95	607.20	102.25 LT		
	7/12/12	7,000	84.147	589.03	708.40	119.37 LT		
	7/12/12	7,000	84.147	589.03	708.40	119.37 LT		
Total		27,000		2,271.55	2,732.40	460.85 LT	68.04	2.49
<i>Share Price: \$101.200; Next Dividend Payable 03/2014</i>								
FACEBOOK INC CL-A (FB)	4/10/13	9,000	27.560	248.04	491.84	243.80 ST		
	4/23/13	22,000	26.249	577.48	1,202.27	624.79 ST		
	6/6/13	34,000	22.929	779.57	1,858.06	1,078.49 ST		
Total		65,000		1,605.09	3,552.18	1,947.08 ST	—	—
<i>Share Price: \$54.649</i>								
FIRST REPUBLIC BANK (FRC)	7/6/11	14,000	30.496	426.94	732.90	305.96 LT		
	7/27/12	13,000	32.249	419.24	680.55	261.31 LT		

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<i>Share Price: \$52.350; Next Dividend Payable 02/2014</i>		27,000		846.18	1,413.45	567.27 LT	12.96	0.91
FLUOR CORP NEW (FLR)	Total							
	11/19/08	6,000	33.239	199.43	481.74	282.31 LT		
	11/19/08	1,000	33.239	33.24	80.29	47.05 LT		
	11/20/08	8,000	30.470	243.76	642.32	398.56 LT		
	11/20/08	17,000	30.469	517.98	1,364.93	846.95 LT		
	5/1/09	7,000	37.671	263.70	562.03	298.33 LT		
	5/1/09	13,000	37.672	489.74	1,043.77	554.03 LT		
Total		52,000		1,747.85	4,175.08	2,427.23 LT	33.28	0.79
<i>Share Price: \$80.290; Next Dividend Payable 01/03/14</i>								
FOREST LABORATORIES INC (FRX)	Total							
	1/1/01	75,000	29.578	2,218.37	4,502.25	2,283.88 LT		
	2/15/13	5,000	36.076	180.38	300.15	119.77 ST		
Total		80,000		2,398.75	4,802.40	2,283.88 LT	—	—
<i>Share Price: \$60.030</i>								
FRANKLIN RESOURCES INC (BEN)	Total							
	10/31/08	21,000	22.573	474.02	1,212.33	738.31 LT		
	11/21/08	15,000	17.320	259.80	865.95	606.15 LT		
Total		36,000		733.82	2,078.28	1,344.46 LT	17.28	0.83
<i>Share Price: \$57.730; Next Dividend Payable 01/10/14</i>								
FREEPORT MCMORAN CP&GLD (FCX)	Total							
	2/20/09	28,000	14.159	396.45	1,056.72	660.27 LT	35.00	3.31
<i>Share Price: \$37.740; Next Dividend Payable 02/2014</i>								
GENERAL ELECTRIC CO (GE)	Total							
	11/21/08	146,000	14.000	2,044.00	4,092.38	2,048.38 LT		
	11/21/08	1,000	14.000	14.00	28.03	14.03 LT		
	11/21/08	1,000	14.000	14.00	28.03	14.03 LT		
	11/13/13	26,000	27.078	704.04	728.78	24.74 ST		
	11/15/13	14,000	27.218	381.05	392.42	11.37 ST		
Total		188,000		3,157.09	5,269.64	2,076.44 LT	165.44	3.13
<i>Share Price: \$28.030; Next Dividend Payable 01/27/14</i>								
GLAXOSMITHKLINE PLC ADS (GSK)	Total							
	11/7/07	4,000	50.720	202.88	213.56	10.68 LT		
	1/20/10	25,000	42.021	1,050.52	1,334.75	284.23 LT		
Total		29,000		1,253.40	1,548.31	294.91 LT	69.86	4.51
<i>Share Price: \$53.390; Next Dividend Payable 01/09/14</i>								
GOLDMAN SACHS GRP INC (GS)	Total							
	10/4/12	1,000	119.520	119.52	177.26	57.74 LT		
	10/4/12	2,000	119.550	239.10	354.52	115.42 LT		
	12/14/12	5,000	118.496	592.48	886.30	293.82 LT		

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	3/7/13	3,000	156.620	469.86	531.78	51.92 ST		
Total		11,000		1,420.96	1,949.86	466.88 LT 61.92 ST	24.20	1.24
Share Price: \$177.260; Next Dividend Payable 03/2014								
GOOGLE INC-CL A (GOOG)	9/22/08	2,000	442.095	884.19	2,241.42	1,357.23 LT		
	9/23/08	2,000	436.130	872.26	2,241.42	1,369.16 LT		
	11/21/08	5,000	261.920	1,309.60	5,603.55	4,293.95 LT		
Total		9,000		3,066.05	10,086.39	7,020.34 LT	—	—
Share Price: \$1,120.710								
GREENHILL & CO INC (GHL)	7/23/12	7,000	36.244	253.71	405.58	151.87 LT	12.60	3.10
Share Price: \$57.940; Next Dividend Payable 03/2014								
HALLIBURTON CO (HAL)	8/23/11	13,000	39.288	510.74	659.75	149.01 LT		
	10/17/11	10,000	34.775	347.75	507.50	159.75 LT		
	10/17/11	19,000	34.775	660.73	964.25	303.52 LT		
	2/3/12	2,000	36.630	73.26	101.50	28.24 LT		
	7/23/12	9,000	31.540	283.86	456.75	172.89 LT		
Total		53,000		1,876.34	2,689.75	813.41 LT	31.80	1.18
Share Price: \$50.750; Next Dividend Payable 03/2014								
HES CORPORATION (HES)	7/20/09	7,000	51.651	361.56	581.00	219.44 LT		
	8/6/09	10,000	55.178	551.78	830.00	278.22 LT		
	8/7/09	7,000	55.189	386.32	581.00	194.68 LT		
	6/10/10	2,000	51.805	103.61	166.00	62.39 LT		
	6/11/10	1,000	51.980	51.98	83.00	31.02 LT		
	8/18/11	7,000	55.099	385.69	581.00	195.31 LT		
Total		34,000		1,840.94	2,822.00	981.06 LT	34.00	1.20
Share Price: \$83.000; Next Dividend Payable 03/2014								
HITACHI TO COM NEW ADR (HTHV)	12/19/13	15,000	74.051	1,110.76	1,146.15	35.39 ST	12.93	1.12
Share Price: \$76.410								
HOME DEPOT INC (HD)	1/8/03	3,000	21.137	63.41	247.02	183.61 LT		
	1/8/03	13,000	21.136	274.77	1,070.42	795.65 LT		
	1/8/03	1,000	21.136	21.13	82.34	61.21 LT		
	6/10/08	14,000	26.683	373.56	1,152.76	779.20 LT		
	6/10/08	36,000	26.683	960.60	2,964.24	2,003.64 LT		
	8/7/08	19,000	24.609	467.58	1,564.46	1,096.88 LT		
	8/7/08	46,000	24.609	1,132.02	3,787.64	2,655.62 LT		

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Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<i>Share Price: \$82.340; Next Dividend Payable 03/2014</i>								
HONDA MOTOR COMPANY LTD ADR (HMC)	10/20/04	132,000		3,293.07	1,0868.88	7,575.81 LT	205.92	1.89
<i>Share Price: \$41.350</i>								
HONEYWELL INTERNATIONAL INC (HON)	9/10/03	40,000	23.697	947.89	1,654.00	706.11 LT	28.80	1.74
	11/5/08	24,000	28.045	673.09	2,192.88	1,519.79 LT		
	Total	10,000	31.799	317.99	913.70	595.71 LT		
<i>Share Price: \$91.370; Next Dividend Payable 03/2014</i>								
HONG KONG & CHINA GAS LTD ADR (HOKCY)	8/14/01	34,000		991.08	3,106.58	2,115.50 LT	61.20	1.97
<i>Share Price: \$2.320</i>								
HOYA CORP SPONS ADR (HOCPY)	11/7/13	532,000	0.652	346.72	1,234.24	887.52 LT	18.56	1.50
<i>Share Price: \$28.110</i>								
HSBC HOLDINGS PLC SPON ADR NEW (HSBC)	8/14/01	44,000	26.058	1,146.56	1,236.84	90.28 ST	24.16	1.95
<i>Share Price: \$55.130</i>								
HUTCHISON WHAMPDA ADR (HUWHY)	8/14/01	20,000	61.470	1,229.40	1,102.60	(126.80) LT	48.00	4.35
<i>Share Price: \$27.200</i>								
ICON PLC (ICLR)	5/17/10	57,000	17.680	1,007.76	1,550.40	542.64 LT	27.30	1.76
	6/10/10	20,000	28.490	569.80	808.31	238.51 LT		
	6/14/10	6,000	26.748	160.49	242.49	82.00 LT		
	6/15/10	1,000	28.270	28.27	40.41	12.14 LT		
	6/16/10	2,000	29.155	58.31	80.83	22.52 LT		
	11/14/13	3,000	29.987	89.96	121.24	31.26 LT		
Total		4,000	40.853	163.41	161.66	(1.75) ST		
<i>Share Price: \$40.416</i>								
IMMUNOGEN INC (IMGN)	10/20/10	36,000		1,070.24	1,454.97	386.45 LT		
	8/4/11	26,000	7.877	204.81	381.42	176.61 LT		
	11/11/13	34,000	11.271	383.22	498.78	115.56 LT		
Total		7,000	14.781	103.47	102.69	(0.78) ST		
<i>Share Price: \$14.670</i>								
ING GROEP NV ADR (ING)	12/17/09	67,000		691.50	982.89	292.17 LT		
<i>Share Price: \$14.010</i>								
		109,000	6.266	683.02	1,527.09	844.07 LT		

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Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISIS PHARM INC (ISIS) Share Price: \$39.840	11/11/10	24,000	8.995	215.89	956.16	740.27 LT	—	—
JACOBS ENGINEERING GROUP INC (JEC)	12/23/08	4,000	43.445	173.78	251.96	78.18 LT		
	1/13/09	5,000	47.646	238.23	314.95	76.72 LT		
	8/17/09	5,000	42.526	212.63	314.95	102.32 LT		
Total		14,000		624.64	881.86	257.22 LT	—	—
Share Price: \$62.990								
JOHNSON & JOHNSON (JNJ)	1/11/01	26,000	46.547	1,210.22	2,381.34	1,171.12 LT		
	1/11/01	38,000	46.547	1,768.78	3,480.42	1,711.64 LT		
	2/4/03	13,000	52.322	680.19	1,190.67	510.48 LT		
	2/4/03	25,000	52.322	1,308.06	2,289.75	981.69 LT		
Total		102,000		4,967.25	9,342.18	4,374.93 LT	269.28	2.88
Share Price: \$91.590; Next Dividend Payable 03/2014								
JONES LANG LASALLE INC (JLL)	6/19/09	8,000	32.429	259.43	819.12	559.69 LT		
	7/1/09	5,000	33.204	166.02	511.95	345.93 LT		
	11/22/11	5,000	58.500	292.50	511.95	219.45 LT		
Total		18,000		717.95	1,843.02	1,125.07 LT	7.92	0.42
Share Price: \$102.390; Next Dividend Payable 06/2014								
JOY GLOBAL INC (JOY)	9/28/12	11,000	56.785	624.64	643.39	18.75 LT		
	9/10/13	15,000	54.500	817.50	877.35	59.85 ST		
Total		26,000		1,442.14	1,520.74	18.75 LT	18.20	1.19
Share Price: \$58.490; Next Dividend Payable 03/2014								
JPMORGAN CHASE & CO (JPM)	5/20/04	50,000	35.876	1,793.79	2,924.00	1,130.21 LT		
	10/29/10	10,000	37.530	375.30	584.80	209.50 LT		
	12/13/12	14,000	42.746	598.44	818.72	220.28 LT		
Total		74,000		2,767.53	4,327.52	1,559.99 LT	112.48	2.59
Share Price: \$58.480; Next Dividend Payable 01/2014								
JUNIPER NETWORKS (JNPR)	10/24/08	15,000	16.832	252.48	338.55	86.07 LT		
	11/6/08	27,000	16.783	453.13	609.39	156.26 LT		
	2/19/09	100,000	14.917	1,491.71	2,257.00	765.29 LT		
	12/9/11	76,000	19.985	1,518.83	1,715.32	196.49 LT		
	5/9/12	30,000	19.046	571.38	677.10	105.72 LT		
Total		248,000		4,287.53	5,597.36	1,309.83 LT	—	—
Share Price: \$22.570								

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Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
KEYCORP NEW (KEY)	10/28/09	82,000	5.580	457.53	1,100.44	642.91 LT	18.04	1.63
Share Price: \$13.420; Next Dividend Payable 03/2014								
KLA TENCOR CORP (KLAC)	9/27/11	6,000	40.421	242.53	386.76	144.23 LT		
	9/29/11	7,000	39.100	273.70	451.22	177.52 LT		
	11/9/12	14,000	46.435	650.09	902.44	252.35 LT		
Total		27,000		1,166.32	1,740.42	574.10 LT	48.60	2.79
Share Price: \$64.460; Next Dividend Payable 03/2014								
L-3 COMMUNICATIONS HOLDING INC (LLL)	2/20/03	39,000	36.018	1,404.71	4,167.54	2,762.83 LT	85.80	2.05
Share Price: \$106.860; Next Dividend Payable 03/2014								
LIBERTY INTERACTIVE CO INTER A (LINTA)	12/13/02	51,000	13.034	664.75	1,496.85	832.10 LT		
	3/14/08	40,000	13.915	556.59	1,174.00	617.41 LT		
Total		91,000		1,221.34	2,670.85	1,449.51 LT	--	--
Share Price: \$29.350								
LIBERTY MEDIA CORP SER A (LMCA)	5/1/09	13,000	11.004	143.05	1,901.79	1,758.74 LT	--	--
Share Price: \$146.292								
MATTEL INC (MAT)	12/22/09	27,000	19.999	539.96	1,284.66	744.70 LT		
	10/19/10	5,000	22.920	114.60	237.90	123.30 LT		
	10/27/10	8,000	23.149	185.19	380.64	195.45 LT		
	10/28/10	5,000	23.150	115.75	237.90	122.15 LT		
Total		45,000		955.50	2,141.10	1,185.60 LT	64.80	3.02
Share Price: \$47.580; Next Dividend Payable 03/2014								
MERCK & CO INC NEW COM (MRK)	3/17/08	18,000	41.909	754.36	900.90	146.54 LT		
	5/1/09	50,000	24.187	1,451.24	3,003.00	1,551.76 LT		
Total		78,000		2,205.60	3,903.90	1,698.30 LT	137.28	3.51
Share Price: \$50.050; Next Dividend Payable 01/08/14								
METTLER TOLEDO INTL (MTD)	9/27/02	10,000	27.198	271.98	2,425.90	2,153.92 LT	--	--
Share Price: \$242.590								
MICROSOFT CORP (MSFT)	4/28/06	45,000	24.188	1,088.46	1,683.45	594.99 LT		
	10/6/10	11,000	24.399	268.39	411.51	143.12 LT		
	10/6/10	29,000	24.399	707.58	1,084.89	377.31 LT		
	7/14/11	10,000	26.683	266.83	374.10	107.27 LT		
	7/14/11	25,000	26.682	667.05	935.25	268.19 LT		
Total		120,000		2,998.32	4,489.20	1,490.88 LT	134.40	2.99
Share Price: \$37.410; Next Dividend Payable 03/2014								

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Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
MITSUBISHI UFJ FINCL GRP ADS (MTU)	5/20/04	157,000	8.039	1,262.14	1,048.76	(213.38) LT		
	7/18/05	10,000	8.435	84.35	66.80	(17.55) LT		
	11/21/08	35,000	5.050	176.75	233.80	57.05 LT		
Total		202,000		1,523.24	1,349.36	(173.88) LT	25.65	1.90
Share Price: \$6.680								
MONSANTO CO/NEW (MON)	1/21/10	10,000	81.103	811.03	1,165.50	354.47 LT		
	1/27/10	5,000	77.020	462.12	699.30	237.18 LT		
	1/28/10	9,000	77.253	695.28	1,048.95	353.67 LT		
	2/5/10	10,000	76.541	765.41	1,165.50	400.09 LT		
Total		35,000		2,733.84	4,079.25	1,345.41 LT	60.20	1.47
Share Price: \$116.550; Next Dividend Payable 01/2014								
NASDAQ OMX GROUP INC (THE) (NDAQ)	6/4/08	4,000	32.538	130.15	159.20	29.05 LT		
	11/21/08	45,000	16.868	759.06	1,791.00	1,031.94 LT		
	12/2/09	20,000	19.473	389.46	796.00	406.54 LT		
Total		69,000		1,278.67	2,746.20	1,467.53 LT	35.88	1.30
Share Price: \$39.800; Next Dividend Payable 03/2014								
NATIONAL OILWELL VARCO INC (NOV)	10/24/08	14,000	24.056	336.78	1,113.42	776.64 LT		
	10/27/08	1,000	25.450	25.45	79.53	54.08 LT		
	11/21/08	10,000	21.420	214.20	795.30	581.10 LT		
Total		25,000		576.43	1,988.25	1,411.82 LT	26.00	1.30
Share Price: \$79.530; Next Dividend Payable 03/2014								
NESTLE SPON ADR REP REG SHR (NSRGY)	8/14/01	24,000	22.280	534.72	1,766.16	1,231.44 LT	43.58	2.46
Share Price: \$73.590; Next Dividend Payable 05/2014								
NETAPP INC COM (NTAP)	3/3/11	29,000	52.657	1,527.05	1,193.06	(333.99) LT		
	5/8/12	19,000	37.748	717.22	781.66	64.44 LT		
	6/15/12	43,000	30.557	1,313.96	1,769.02	455.06 LT		
	5/28/13	25,000	37.762	944.06	1,028.50	84.44 ST		
Total		116,000		4,502.29	4,772.24	185.51 LT	69.60	1.45
Share Price: \$41.140; Next Dividend Payable 01/2014								
NEWFIELD EXPL CO (NFX)	4/12/12	9,000	33.569	302.12	221.67	(80.45) LT		
	5/1/12	8,000	36.493	291.94	197.04	(94.90) LT		
	11/6/12	7,000	26.494	185.46	172.41	(13.05) LT		
Total		24,000		779.52	591.12	(188.40) LT	--	--
Share Price: \$24.630								

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Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NIKE INC B (NKE)	6/7/11	16,000	40.859	653.74	1,258.24	604.50 LT		
	8/5/11	18,000	41.938	754.88	1,415.52	660.64 LT		
Total		34,000		1,408.62	2,673.76	1,265.14 LT	32.64	1.22
Share Price: \$78.640; Next Dividend Payable 01/06/14								
NOVARTIS AG ADR (NVS)	4/4/05	7,000	45.797	320.58	562.66	242.08 LT		
	4/4/05	19,000	45.797	870.13	1,527.22	657.09 LT		
	4/4/05	2,000	45.797	91.60	160.76	69.16 LT		
	2/19/08	2,000	50.115	100.23	160.76	60.53 LT		
	2/19/08	8,000	50.113	400.90	643.04	242.14 LT		
	2/20/08	2,000	49.565	99.13	160.76	61.63 LT		
	2/20/08	8,000	49.568	396.54	643.04	246.50 LT		
	3/31/08	3,000	50.493	151.48	241.14	89.66 LT		
	3/31/08	12,000	50.492	605.91	964.56	358.65 LT		
Total		63,000		3,036.50	5,063.94	2,027.44 LT	129.59	2.55
Share Price: \$80.380; Next Dividend Payable 04/20/14								
NOVO NORDISK A/S ADR (NVO)	1/11/01	9,000	17.724	159.52	1,562.84	1,503.32 LT		
	10/24/13	1,000	182.350	182.35	184.76	2.41 ST		
Total		10,000		341.87	1,847.60	1,503.32 LT	22.64	1.22
Share Price: \$184.760								
NUCOR CORPORATION (NUE)	9/17/08	2,000	44.655	89.31	106.76	17.45 LT		
	9/17/08	2,000	44.658	89.32	106.76	17.44 LT		
	9/17/08	2,000	44.658	89.32	106.76	17.44 LT		
	2/20/09	14,000	38.949	545.29	747.32	202.03 LT		
	2/20/09	25,000	38.949	973.72	1,334.50	360.78 LT		
	2/20/09	1,000	38.949	38.95	53.38	14.43 LT		
	9/10/09	1,000	46.780	46.78	53.38	6.60 LT		
	9/10/09	2,000	46.785	93.57	106.76	13.19 LT		
	9/11/09	2,000	47.100	94.20	106.76	12.56 LT		
	9/11/09	5,000	47.098	235.49	266.90	31.41 LT		
	12/24/09	2,000	47.040	94.08	106.76	12.68 LT		
	12/24/09	6,000	47.037	282.22	320.28	38.06 LT		
	12/28/09	2,000	47.790	95.58	106.76	11.18 LT		
	12/28/09	5,000	47.792	238.96	266.90	27.94 LT		
	7/28/11	4,000	39.345	157.38	213.52	56.14 LT		
	7/28/11	8,000	39.344	314.75	427.04	112.29 LT		

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Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	9/20/13	11,000	50.189	552.08	587.18	35.10 ST		
	9/20/13	1,000	50.190	50.19	53.38	3.19 ST		
Total		95,000		4,081.19	5,071.10	951.62 LT 38.29 ST	140.60	2.77
Share Price: \$53.380; Next Dividend Payable 02/11/14								
OCCIDENTAL PETROLEUM CORP DE (OXY)	12/14/12	8,000	76.096	608.77	760.80	152.03 LT	20.48	2.69
Share Price: \$95.100; Next Dividend Payable 01/15/14								
OND PHARMACEUTICAL CO LTD ADR (OPHL)	10/25/13	7,000	64.049	448.34	614.74	166.40 ST		
	11/7/13	8,000	78.849	630.79	702.56	71.77 ST		
Total		15,000		1,079.13	1,317.30	238.17 ST	23.28	1.76
Share Price: \$87.820								
ORIX CORP (IX)	4/14/05	12,000	67.357	808.28	1,069.20	260.92 LT		
	11/21/08	20,000	28.400	568.00	1,782.00	1,214.00 LT		
Total		32,000		1,376.28	2,851.20	1,474.92 LT	19.10	0.66
Share Price: \$89.100								
PALL CORPORATION (PLL)	11/21/08	31,000	23.547	729.94	2,645.85	1,915.91 LT	34.10	1.28
Share Price: \$85.350; Next Dividend Payable 02/20/14								
PEABODY ENERGY CORP (BTU)	5/1/12	10,000	31.664	316.64	195.30	(121.34) LT		
	7/24/12	12,000	20.500	246.00	234.36	(11.64) LT		
	9/26/12	20,000	22.356	447.12	390.60	(56.52) LT		
Total		42,000		1,009.76	820.26	(189.50) LT	14.28	1.74
Share Price: \$19.530; Next Dividend Payable 02/20/14								
PEBBLEBROOK HOTEL TR COM (PEB)	7/11/11	25,000	20.159	503.97	769.00	265.03 LT R		
	12/3/12	30,000	21.250	637.49	922.80	285.31 LT		
Total		55,000		1,141.46	1,691.80	550.34 LT	35.20	2.08
Share Price: \$30.760; Next Dividend Payable 01/15/14								
PENTAIR LTD (PNR)	11/8/07	15,000	30.423	456.34	1,165.05	708.71 LT		
	11/21/08	6,000	13.168	79.01	466.02	387.01 LT		
Total		21,000		535.35	1,631.07	1,095.72 LT	21.00	1.28
Share Price: \$77.670; Next Dividend Payable 02/20/14								
PEPSICO INC NC (PEP)	6/18/01	27,000	43.500	1,174.50	2,239.38	1,064.88 LT		
	9/6/02	30,000	37.799	1,133.96	2,488.20	1,354.24 LT		
Total		57,000		2,308.46	4,727.58	2,419.12 LT	129.39	2.73
Share Price: \$82.940; Next Dividend Payable 01/02/14								
PLANTRONICS INC (PLT)	8/17/11	8,000	33.860	270.88	371.60	100.72 LT	3.20	0.86
Share Price: \$46.450; Next Dividend Payable 03/20/14								

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THE STEPHEN D. FALKENBURY JR
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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 %
QUALCOMM INC (QCOM)	7/29/11	15,000	55.095	826.43	1,113.75	287.32 LT		
	8/5/11	8,000	51.050	408.40	594.00	185.60 LT		
	8/12/11	18,000	50.403	907.25	1,336.50	429.25 LT		
	9/9/11	10,000	50.133	501.33	742.50	241.17 LT		
Total		51,000		2,643.41	3,786.75	1,143.34 LT	71.40	1.88
Share Price: \$74.250; Next Dividend Payable 03/2014								
RAYTHEON CO (NEW) (RTN)	3/6/13	12,000	55.232	662.78	1,088.40	425.62 ST	26.40	2.42
Share Price: \$90.700; Next Dividend Payable 02/06/14								
RED HAT INC (RHT)	11/19/13	25,000	46.470	1,161.75	1,401.00	239.25 ST		
	11/21/13	12,000	47.000	564.00	672.48	108.48 ST		
Total		37,000		1,725.75	2,073.48	347.73 ST	--	--
Share Price: \$56.040								
REGIONS FINANCIAL CORP NEW (RF)	4/13/12	52,000	6.195	322.15	514.28	192.13 LT		
	4/16/12	48,000	6.202	297.68	474.72	177.04 LT		
	11/20/12	46,000	6.600	303.60	454.94	151.34 LT		
	11/20/12	40,000	6.593	263.72	395.60	131.88 LT		
Total		186,000		1,187.15	1,839.54	652.39 LT	22.32	1.21
Share Price: \$9.890; Next Dividend Payable 01/02/14								
RIO TINTO PLC SPON ADR (RIO)	10/31/03	19,000	24.646	468.28	1,072.17	603.89 LT		
	9/1/09	4,000	38.763	155.05	225.72	70.67 LT		
	6/9/10	1,000	45.490	45.49	56.43	10.94 LT		
Total		24,000		668.82	1,354.32	685.50 LT	42.29	3.12
Share Price: \$56.430								
RIVERBED TECH INC (RVBD)	7/31/13	40,000	15.254	610.15	723.20	113.05 ST		
	7/31/13	76,000	15.254	1,159.29	1,374.08	214.79 ST		
	9/6/13	28,000	15.206	425.77	506.24	80.47 ST		
	9/19/13	39,000	15.824	617.14	705.12	87.98 ST		
Total		183,000		2,812.35	3,308.64	496.29 ST	--	--
Share Price: \$18.080								
ROYAL DUTCH SHELL PLC CL B (RDSB)	9/19/13	10,000	69.836	698.36	751.10	52.74 ST		
	9/19/13	1,000	69.835	69.84	75.11	5.27 ST		
Total		11,000		768.20	826.21	58.01 ST	39.60	4.79
Share Price: \$75.110								
SAFEMAY INC COM NEW (SWY)	9/16/09	35,000	19.250	673.75	1,139.95	466.20 LT	28.00	2.45
Share Price: \$32.570; Next Dividend Payable 01/09/14								

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SAFRAN SA (SAFRY)	11/15/13	36,000	15.553	559.90	620.64	60.74 ST		
	12/9/13	36,000	16.583	596.99	620.64	23.65 ST		
Total		72,000		1,156.89	1,241.28	84.39 ST	26.57	2.14
Share Price: \$17.240								
SANDISK CORP (SNDK)	2/4/04	5,000	24.966	124.83	352.70	227.87 LT		
	6/16/05	40,000	24.692	987.67	2,821.60	1,833.93 LT		
	4/13/12	6,000	41.858	251.15	423.24	172.09 LT		
Total		51,000		1,363.65	3,597.54	2,233.89 LT	45.90	1.27
Share Price: \$70.540; Next Dividend Payable 02/2014								
SAP AG (SAP)	8/14/01	19,000	37.030	703.57	1,655.66	952.09 LT		
	11/8/02	10,000	19.866	198.66	871.40	672.74 LT		
Total		29,000		902.23	2,527.06	1,524.83 LT	23.14	0.91
Share Price: \$87.140								
SCHLUMBERGER LTD (SLB)	10/22/08	5,000	50.745	253.73	450.55	196.82 LT		
	11/21/08	2,000	45,000	90.00	180.22	90.22 LT		
	11/21/08	1,000	45,000	45.00	90.11	45.11 LT		
	11/21/08	2,000	45,000	90.00	180.22	90.22 LT		
	6/10/10	2,000	58.130	116.26	180.22	63.96 LT		
	6/10/10	11,000	58.131	639.44	991.21	351.77 LT		
	6/10/10	2,000	58.130	116.26	180.22	63.96 LT		
	6/10/11	2,000	84.113	168.22	180.22	12.00 LT		
	6/10/11	11,000	84.114	925.25	991.21	65.96 LT		
	6/10/11	2,000	84.113	168.23	180.22	11.99 LT		
	11/8/11	7,000	76.466	535.26	630.77	95.51 LT		
	11/8/11	21,000	76.466	1,605.79	1,892.31	286.52 LT		
	11/8/11	1,000	76.466	76.47	90.11	13.64 LT		
	7/23/12	6,000	69.420	416.52	540.66	124.14 LT		
	7/23/12	4,000	69.420	277.68	360.44	82.76 LT		
	10/2/13	11,000	89.168	980.85	991.21	10.36 ST		
Total		90,000		6,504.96	8,109.90	1,594.98 LT	112.50	1.38
Share Price: \$90.110; Next Dividend Payable 01/10/14								
SEAGATE TECHNOLOGY PLC (STX)	11/21/08	32,000	4.360	139.52	1,797.12	1,657.60 LT		
	8/23/10	30,000	10.960	328.81	1,684.80	1,355.99 LT		
Total		62,000		468.33	3,481.92	3,013.59 LT	106.64	3.06
Share Price: \$56.160; Next Dividend Payable 02/2014								

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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 %
SHIRE PLC ADR (SHPG)	3/5/08	6,000	59.105	354.63	847.74	493.11 LT		
	8/1/08	5,000	52.078	260.39	706.45	446.06 LT		
Total		11,000		615.02	1,554.19	939.17 LT	5.81	0.37
Share Price: \$141.290								
SIGNET JEWELERS LIMITED (SIG)	4/18/12	11,000	47.422	521.64	865.70	344.06 LT		
	4/19/12	9,000	46.894	422.05	708.30	286.25 LT		
Total		20,000		943.69	1,574.00	630.31 LT	12.00	0.76
Share Price: \$78.700; Next Dividend Payable 02/20/14								
SOTHEBY'S CL A (BID)	10/19/11	3,000	31.217	93.65	159.60	65.95 LT		
	10/21/11	4,000	32.038	128.15	212.80	84.65 LT		
Total		7,000		221.80	372.40	150.60 LT	2.80	0.75
Share Price: \$53.200; Next Dividend Payable 03/20/14								
STANLEY BLACK & DECKER INC (SWK)	11/13/13	9,000	82.576	743.18	726.21	(16.97) ST	18.00	2.47
Share Price: \$80.690; Next Dividend Payable 03/20/14								
STARZ SERIES A (STRZA)	12/13/02	6,000	0.907	5.44	175.44	170.00 LT		
	5/1/09	18,000	1.266	22.78	526.32	503.54 LT		
Total		24,000		28.22	701.76	673.54 LT	—	—
Share Price: \$29.240								
STATE STREET CORP (STT)	1/9/13	13,000	49.338	641.39	954.07	312.68 ST		
	3/19/13	15,000	59.249	888.74	1,100.85	212.11 ST		
	3/20/13	6,000	60.588	363.53	440.34	76.81 ST		
	3/21/13	6,000	59.000	354.00	440.34	86.34 ST		
	3/22/13	5,000	59.598	297.99	366.95	68.96 ST		
Total		45,000		2,545.65	3,302.55	756.90 ST	46.80	1.41
Share Price: \$73.390; Next Dividend Payable 01/16/14								
SUMITOMO MITSUI FINL GROUP INC (SMFG)	9/10/13	74,000	9.678	716.19	776.26	60.07 ST		
	9/11/13	74,000	9.619	711.81	776.26	64.45 ST		
Total		148,000		1,428.00	1,552.52	124.52 ST	33.74	2.17
Share Price: \$10.490								
SUNCOR ENERGY INC NEW COM (SU)	9/1/09	29,000	30.673	889.53	1,016.45	126.92 LT	21.84	2.14
Share Price: \$35.050; Next Dividend Payable 03/20/14								
SYMANTEC CORP (SYMC)	3/11/11	8,000	18.066	144.53	188.64	44.11 LT		
	3/14/11	17,000	18.069	307.18	400.86	93.68 LT		
	5/16/11	14,000	19.979	279.71	330.12	50.41 LT		
	5/18/11	16,000	19.624	313.98	377.28	63.30 LT		

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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 %
TE CONNECTIVITY LTD NEW (TEL)								
Share Price: \$23.580; Next Dividend Payable 03/2014								
11/9/07		45,000	32.869	1,479.11	2,479.95	1,000.84 LT		
11/21/08		20,000	14.569	291.37	1,102.20	810.83 LT		
Total		65,000		1,770.48	3,582.15	1,811.67 LT	65.00	1.81
TELEFONICA SA ADR (TEF)								
Share Price: \$55.110; Next Dividend Payable 03/2014								
8/14/01		46,000	10.218	470.03	751.64	281.61 LT	16.65	2.21
Share Price: \$16.340								
TERADYNE INC (TER)								
11/8/12		19,000	15.400	292.60	334.78	42.18 LT		
1/29/13		9,000	16.257	146.31	158.58	12.27 ST		
7/25/13		37,000	16.599	614.18	651.94	37.76 ST		
8/2/13		22,000	16.544	363.97	387.64	23.67 ST		
Total		87,000		1,417.06	1,532.94	42.18 LT 73.70 ST	--	--
TEVA PHARMACEUTICALS ADR (TEVA)								
Share Price: \$17.620								
4/28/11		9,000	50.342	453.08	360.72	(92.36) LT H		
12/11/12		1,000	41.780	41.78	40.08	(1.70) LT		
12/11/12		8,000	41.779	334.23	320.64	(13.59) LT		
3/6/13		7,000	39.380	275.66	280.56	4.90 ST		
Total		25,000		1,104.75	1,002.00	(107.65) LT 4.90 ST	27.15	2.70
TEXAS INSTRUMENTS (TXN)								
Share Price: \$40.080; Next Dividend Payable 03/2014; Basis Adjustment Due to Wash Sale: \$114.47								
1/9/03		24,000	15.957	382.97	1,053.84	670.87 LT		
1/9/03		63,000	15.957	1,005.31	2,766.33	1,761.02 LT		
7/23/08		14,000	24.987	349.82	614.74	264.92 LT		
7/23/08		29,000	24.987	724.62	1,273.39	548.77 LT		
Total		130,000		2,462.72	5,708.30	3,245.58 LT	155.00	2.73
THE ADT CORPORATION COM (ADT)								
Share Price: \$43.910; Next Dividend Payable 02/2014								
11/8/07		32,000	25.783	825.06	1,295.04	469.98 LT R		
11/21/08		12,000	11.538	138.45	485.64	347.19 LT R		
Total		44,000		963.51	1,780.68	817.17 LT	22.00	1.23
THERMO FISHER SCIENTIFIC INC (TMO)								
Share Price: \$40.470; Next Dividend Payable 02/2014								
6/10/10		8,000	51.290	410.32	890.80	480.48 LT		
6/11/10		11,000	51.550	567.05	1,224.85	657.80 LT		
5/8/12		26,000	53.427	1,389.09	2,895.10	1,506.01 LT		

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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 %
Share Price: \$111.350; Next Dividend Payable 01/15/14								
TREND MICRO INC SPON ADR NEW (TMICV)	7/5/06	19,000	33.563	637.69	667.85	30.16 LT		
	11/21/08	10,000	24.450	244.50	351.50	107.00 LT		
Total		29,000		882.19	1,019.35	137.16 LT	18.33	1.79
Share Price: \$35.150								
TWENTY-FIRST CENTURY FOX CL B (FOX)	9/26/02	8,000	8.886	71.09	276.80	205.71 LT		
	11/21/08	40,000	5.682	227.27	1,384.00	1,156.73 LT		
Total		48,000		298.36	1,660.80	1,362.44 LT	12.00	0.72
Share Price: \$34.600; Next Dividend Payable 04/20/14								
TYCO INTERNATIONAL LTD NEW (TYC)	11/8/07	64,000	20.410	1,306.21	2,626.56	1,320.35 LT		
	11/21/08	25,000	8.835	220.88	1,026.00	805.12 LT		
Total		89,000		1,527.09	3,652.56	2,125.47 LT	56.96	1.55
Share Price: \$41.040; Next Dividend Payable 02/20/14								
U S BANCORP COM NEW (USB)	12/30/10	26,000	26.949	700.68	1,050.40	349.72 LT		
	2/25/11	40,000	27.709	1,108.36	1,616.00	507.64 LT		
	5/19/11	12,000	25.717	308.60	484.80	176.20 LT		
Total		78,000		2,117.64	3,151.20	1,033.56 LT	71.76	2.27
Share Price: \$40.400; Next Dividend Payable 01/15/14								
UBS AG NEW (UBS)	11/5/03	40,000	27.928	1,117.12	770.00	(347.12) LT		
	11/21/08	60,000	9.580	574.80	1,155.00	580.20 LT		
Total		100,000		1,691.92	1,925.00	233.08 LT	16.00	0.63
Share Price: \$19.250								
UNILEVER PLC (NEW ADS (UL)	5/17/06	70,000	22.302	1,561.11	2,884.00	1,322.89 LT	97.65	3.38
Share Price: \$41.200								
UNITED PARCEL SERVICE INC CL-B (UPS)	3/16/11	17,000	70.978	1,206.62	1,786.36	579.74 LT		
	5/17/11	28,000	73.348	2,053.74	2,942.24	888.50 LT		
Total		45,000		3,260.36	4,728.60	1,468.24 LT	111.60	2.36
Share Price: \$105.080; Next Dividend Payable 03/20/14								
UNITEDHEALTH GP INC (UNH)	1/11/01	65,000	13.812	897.81	4,894.50	3,996.69 LT		
	1/11/01	1,000	13.812	13.81	75.30	61.49 LT		
	1/11/01	16,000	13.812	221.00	1,204.80	983.80 LT		
	1/11/01	2,000	13.812	27.63	150.60	122.97 LT		
	1/11/01	3,000	13.812	41.44	225.90	184.46 LT		
	1/11/01	2,000	13.812	27.62	150.60	122.98 LT		
	5/9/12	33,000	55.623	1,835.56	2,484.90	649.34 LT		

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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 %
	4/18/13	3,000	59.783	179.35	225.90	46.55 ST		
	4/18/13	20,000	59.782	1,195.64	1,506.00	310.36 ST		
	Total	145,000		4,439.86	10,918.50	6,121.73 LT 356.91 ST	162.40	1.48
Share Price: \$75.300; Next Dividend Payable 03/2014								
UTD OVERSEAS BK LTD SPON ADR (UOVEY)	10/10/02	40,000	13.750	550.00	1,344.80	794.80 LT		
	12/18/02	10,000	13.650	136.50	336.20	198.70 LT		
	Total	50,000		686.50	1,681.00	994.50 LT	47.45	2.82
Share Price: \$33.620								
VEECO INSTRUMENTS INC DEL (VECO)	12/14/12	31,000	29.000	899.00	1,020.21	121.21 LT		
Share Price: \$32.910								
VERTEX PHARMACEUTICALS (VRTX)	11/13/08	4,000	26.628	106.51	297.20	190.69 LT		
	11/18/08	10,000	26.585	265.85	743.00	477.15 LT		
	11/21/08	10,000	20.947	209.47	743.00	533.53 LT		
	Total	24,000		581.83	1,783.20	1,201.37 LT		
Share Price: \$74.300								
VISA INC CL A (V)	6/10/10	29,000	76.297	2,212.62	6,457.72	4,245.10 LT		
	6/29/10	5,000	71.848	359.24	1,113.40	754.16 LT		
	Total	34,000		2,571.86	7,571.12	4,999.26 LT	54.40	0.71
Share Price: \$222.680; Next Dividend Payable 03/2014								
VODAFONE GP PLC ADS NEW (VOD)	8/14/01	10,000	22.743	227.43	393.10	165.67 LT		
	8/14/01	18,750	22.743	426.43	737.06	310.63 LT		
	5/3/06	21,000	26.446	555.36	825.51	270.15 LT		
	5/3/06	55,250	26.446	1,461.13	2,171.88	710.75 LT		
	Total	105,000		2,670.35	4,127.55	1,457.20 LT	166.95	4.04
Share Price: \$39.310; Next Dividend Payable 02/05/14								
W W GRAINGER INC (GWW)	12/12/13	3,000	251.997	755.99	766.26	10.27 ST		
	12/12/13	5,000	251.996	1,259.98	1,277.10	17.12 ST		
	12/16/13	1,000	252.550	252.55	255.42	2.87 ST		
	12/18/13	2,000	251.875	503.75	510.84	7.09 ST		
	Total	11,000		2,772.27	2,809.62	37.35 ST	40.92	1.45
Share Price: \$255.420; Next Dividend Payable 03/2014								
WAL-MART DE MEXICO SA SPON ADR (WMMWY)	8/14/01	29,000	6.775	196.48	757.48	561.00 LT	10.96	1.44
Share Price: \$26.120								

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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 %
WALT DISNEY CO HLDG CO (DIS)	10/31/02	28,000	16.531	478.41	2,215.60	1,736.19 LT		
	10/31/02	76,000	16.531	1,256.37	5,806.40	4,550.03 LT		
Total		105,000		1,735.78	8,022.00	6,286.22 LT	90.30	1.12
Share Price: \$76.400; Next Dividend Payable 01/16/14								
WEATHERFORD INTERNATIONAL LTD (WFT)	10/17/08	108,000	15.091	1,629.84	1,672.92	43.08 LT		
	11/21/08	40,000	10.238	409.53	619.60	210.07 LT		
	1/28/10	35,000	16.047	561.66	542.15	(19.51) LT		
Total		183,000		2,601.03	2,834.67	233.84 LT	—	—
Share Price: \$15.490								
WEYERHAEUSER CO (WY)	7/22/10	44,000	15.540	683.74	1,389.08	705.34 LT		
	8/28/13	5,000	27.748	138.74	157.85	19.11 ST		
Total		49,000		822.48	1,546.93	705.34 LT 19.11 ST	43.12	2.78
Share Price: \$31.570; Next Dividend Payable 02/20/14								
WOLSELEY PLC JERSEY SPNSRD ADR (WOSYY)	12/3/13	314,000	—	Pending Corp. Action	1,796.08	N/A	29.59	1.64
Share Price: \$5.720								
XILINX INC (XLNX)	6/6/12	44,000	32.393	1,425.28	2,020.48	595.20 LT		
	9/14/12	17,000	35.531	604.02	780.64	176.62 LT		
Total		61,000		2,029.30	2,801.12	771.82 LT	61.00	2.17
Share Price: \$45.920; Next Dividend Payable 02/20/14								
YAHOO! JAPAN CP UNSPON ADR (YAHOOY)	12/19/13	106,000	11.243	1,191.71	1,178.72	(12.99) ST	6.95	0.58
Share Price: \$11.120								
YUM BRANDS INC (YUM)	12/21/12	15,000	63.774	956.61	1,134.15	177.54 LT		
	2/7/13	18,000	63.738	1,147.28	1,360.98	213.70 ST		
	6/21/13	10,000	69.658	696.58	756.10	59.52 ST		
	10/9/13	4,000	65.563	262.25	302.44	40.19 ST		
Total		47,000		3,062.72	3,553.67	177.54 LT 313.41 ST	69.56	1.95
Share Price: \$75.610; Next Dividend Payable 02/20/14								
ZOETIS INC CLASS-A (ZTS)	8/27/13	36,000	28.108	1,047.87	1,176.84	128.97 ST		
	8/28/13	19,000	29.499	560.49	621.11	60.62 ST		
	9/6/13	17,000	30.641	520.90	555.73	34.83 ST		
	10/30/13	19,000	32.362	614.87	621.11	6.24 ST		
Total		91,000		2,744.13	2,974.79	230.66 ST	26.21	0.88
Share Price: \$32.690; Next Dividend Payable 03/20/14								

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013

THE STEPHEN D. FALKENBURY JR
FOUNDATION

Select UMA Basic Securities Account
801-105884-268

Account Detail

STOCKS	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
	84.9%	\$292,472.03	\$520,386.26	\$216,966.80 LT	\$7,713.51	1.48%
				\$9,151.13 ST	\$0.00	

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	Yield %
UNITED STATES TREASURY NOTE CUSIP 912828FQ8	7/23/09	1,000,000	\$110.582	\$104.207	\$110,582	\$104,207	\$1,110.94	\$68.87 LT		
	1/7/10	2,000,000	110.403	104.386	2,208.05	2,087.72	2,221.88	134.16 LT		
	6/26/13	1,000,000	112.672	110.619	1,126.72	1,106.19	1,110.94	4.75 ST		
	8/7/13	1,000,000	112.680	111.027	1,126.80	1,110.27	1,110.94	0.67 ST		
Total		5,000,000			5,567.39	5,346.25	5,554.70	203.03 LT	243.75	4.38
								5.42 ST	91.40	

Unit Price: \$111.094; Coupon Rate 4.875%; Matures 08/15/2016; Int. Semi-Annually Feb/Aug 15; Yield to Maturity 6.05%; Moody AAA; Issued 08/15/06

UNITED STATES TREASURY NOTE CUSIP 912828MSS6	9/10/10	2,000,000	105.500	102.781	2,110.00	2,055.62	2,131.26	75.64 LT		
	7/26/12	2,000,000	111.196	107.730	2,223.91	2,154.60	2,131.26	(23.34) LT		
	8/21/12	2,000,000	110.133	107.113	2,202.66	2,142.25	2,131.26	(10.99) LT		
	1/7/13	1,000,000	109.691	107.419	1,096.91	1,074.19	1,065.63	(8.56) ST		
	9/25/13	1,000,000	107.242	106.583	1,072.42	1,066.83	1,065.63	(1.20) ST		
Total		8,000,000			8,705.90	8,493.49	8,525.04	41.31 LT	240.00	2.81
								(9.76) ST	80.88	

Unit Price: \$106.563; Coupon Rate 3.000%; Matures 02/28/2017; Int. Semi-Annually Feb/Aug 31; Yield to Maturity .888%; Moody AAA; Issued 02/28/10

UNITED STATES TREASURY NOTE CUSIP 912828VK3	8/7/13	3,000,000	100.070	100.065	3,002.11	3,001.95	2,977.26	(24.69) ST		
	12/16/13	1,000,000	100.004	100.004	1,000.04	1,000.04	992.42	(7.62) ST		

Morgan Stanley

Account Detail

Select UMA Basic Securities Account
801-105884-268

THE STEPHEN D. FALKENBURY JR
FOUNDATION

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
84.9%	\$292,472.03	\$520,386.26	\$216,866.80 LT	\$7,713.51	1.48%
			\$9,151.13 ST	\$0.00	

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	Yield %
UNITED STATES TREASURY NOTE	7/23/09	1,000,000	\$110.582	\$104.207	\$1,105.82	\$1,042.07	\$1,110.94	\$68.87 LT		
CUSIP 912828FQ8	1/7/10	2,000,000	110.403	104.386	2,208.05	2,087.72	2,221.88	134.16 LT		
	6/26/13	1,000,000	112.672	110.619	1,126.72	1,106.19	1,110.94	4.75 ST		
	8/7/13	1,000,000	112.680	111.027	1,126.80	1,110.27	1,110.94	0.67 ST		
Total		5,000,000			5,567.39	5,346.25	5,554.70	203.03 LT	243.75	4.38
								5.42 ST	91.40	

Unit Price: \$111.094; Coupon Rate 4.875%; Matures 08/15/2016; Int. Semi-Annually Feb/Aug 15; Yield to Maturity 6.05%; Moody AAA; Issued 08/15/06

UNITED STATES TREASURY NOTE	9/10/10	2,000,000	105.500	102.781	2,110.00	2,055.62	2,131.26	75.64 LT		
CUSIP 912828MS6	7/26/12	2,000,000	111.196	107.730	2,223.91	2,154.60	2,131.26	(23.34) LT		
	8/21/12	2,000,000	110.133	107.113	2,202.66	2,142.25	2,131.26	(10.99) LT		
	1/7/13	1,000,000	109.691	107.419	1,096.91	1,074.19	1,065.63	(8.56) ST		
	9/25/13	1,000,000	107.242	106.583	1,072.42	1,065.63	1,065.63	(1.20) ST		
Total		8,000,000			8,705.90	8,493.49	8,525.04	41.31 LT	240.00	2.81
								(9.76) ST	80.88	

Unit Price: \$106.563; Coupon Rate 3.000%; Matures 02/28/2017; Int. Semi-Annually Feb/Aug 31; Yield to Maturity 8.88%; Moody AAA; Issued 02/28/10

UNITED STATES TREASURY NOTE	8/7/13	3,000,000	100.070	100.065	3,002.11	3,001.95	2,977.26	(24.69) ST		
CUSIP 912828VK3	12/16/13	1,000,000	100.004	100.004	1,000.04	1,000.04	992.42	(7.62) ST		

Morgan Stanley

Account Detail

Select UMA Basic Securities Account
801-105884-268THE STEPHEN D. FALKENBURY JR
FOUNDATIONGOVERNMENT SECURITIES
TREASURY SECURITIES (CONTINUED)

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 %
Total		4,000,000		4,002.15 4,001.99	3,969.68	(32.31) ST	55.00	1.38
Unit Price: \$99.242; Coupon Rate 1.375%; Matures 06/30/2018; Int. Semi-Annually Jun/Dec 31; Yield to Maturity 1.550%; Moody AAA; Issued 06/30/13								
UNITED STATES TREASURY NOTE CUSIP 912828RC6	12/18/12	2,000,000	104.508	2,090.16				
			104.001	2,080.01	1,937.50	(142.51) LT		
	5/17/13	2,000,000	104.383	2,087.66				
			104.074	2,081.47	1,937.50	(143.97) ST		
	6/21/13	3,000,000	99.688	2,990.63				
			99.688	2,990.63	2,906.25	(84.38) ST		
Total		7,000,000		7,168.45 7,152.11	6,781.25	(142.51) LT (228.35) ST	148.75 55.78	2.19
Unit Price: \$96.875; Coupon Rate 2.125%; Matures 08/15/2021; Int. Semi-Annually Feb/Aug 15; Yield to Maturity 2.579%; Moody AAA; Issued 08/15/11								
UNITED STATES TREASURY NOTE CUSIP 912828VB3	11/15/13	3,000,000	92.347	2,770.41				
			92.347	2,770.41	2,703.99	(66.42) ST	52.50 6.67	1.94
Unit Price: \$90.133; Coupon Rate 1.750%; Matures 05/15/2023; Int. Semi-Annually May/Nov 15; Yield to Maturity 2.963%; Moody AAA; Issued 05/15/13								
TREASURY SECURITIES		27,000,000		\$28,214.30 \$27,764.25	\$27,534.66	\$101.83 LT \$(331.42) ST	\$740.00 \$234.73	2.69%

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 NATL MTG ASSN CUSIP 31398AZV7	3/8/13	4,000,000	\$103.988	\$4,159.52				
			\$102.092	\$4,083.66	\$4,087.48	\$3.82 ST	\$105.00 \$11.95	2.56
Unit Price: \$102.187; Coupon Rate 2.625%; Matures 11/20/2014; Int. Semi-Annually May/Nov 20; Moody AAA S&P AA+; Issued 10/26/09								
FED NATL MTG ASSN CUSIP 31398A4M1	1/14/11	3,000,000	97.987	2,939.61				
			97.987	2,939.61	3,065.55	125.94 LT		
	5/25/11	3,000,000	99.568	2,987.04				
			99.568	2,987.04	3,065.55	78.51 LT		
	8/7/13	3,000,000	102.641	3,079.23				
			102.170	3,065.09	3,065.55	0.46 ST		
Total		9,000,000		9,005.88 8,991.74	9,196.65	204.45 LT 0.46 ST	146.25 26.40	1.59
Unit Price: \$102.185; Coupon Rate 1.625%; Matures 10/26/2015; Int. Semi-Annually Apr/Oct 26; Moody AAA S&P AA+; Issued 09/27/10								

Morgan Stanley

Account Detail

Select UMA Basic Securities Account
801-105884-268

THE STEPHEN D. FALKENBURY JR
FOUNDATION

GOVERNMENT SECURITIES FEDERAL AGENCIES (CONTINUED)

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 NATL MTG ASSN CUSIP 3135G08A0	9/16/11	2,000,000	105.766 102.915	2,115.32 2,058.30	2,083.32	25.02 LT		
	11/28/11	2,000,000	105.075 102.680	2,101.50 2,053.59	2,083.32	29.73 LT		
	2/11/13	2,000,000	105.891 104.250	2,117.82 2,085.01	2,083.32	(1.69) ST		
	12/11/13	2,000,000	104.516 104.415	2,090.32 2,088.29	2,083.32	(4.97) ST		
Total		8,000,000		8,424.96 8,285.19	8,333.28	54.75 LT (6.66) ST	190.00 42.22	2.28
<i>Unit Price: \$104.166; Coupon Rate 2.375%; Matures 04/11/2016; Int. Semi-Annually Apr/Oct 11; Yield to Maturity .532%; Moody AAA S&P AA+; Issued 03/04/11</i>								
FED HOME LN MTG CORP MED TERM NOTE CUSIP 3137EADG1	6/5/12	3,000,000	102.368 101.856	3,071.04 3,055.68	2,946.90	(108.78) LT		
	12/18/12	2,000,000	102.943 102.488	2,058.86 2,049.76	1,984.60	(85.16) LT		
	6/21/13	3,000,000	99.006 99.006	2,970.18 2,970.18	2,946.90	(23.28) ST		
Total		8,000,000		8,100.08 8,075.62	7,858.40	(193.94) LT (23.28) ST	140.00 11.66	1.78
<i>Unit Price: \$98.230; Coupon Rate 1.750%; Matures 05/30/2019; Int. Semi-Annually May/Nov 30; Yield to Maturity 2.097%; Moody AAA S&P AA+; Issued 04/16/12</i>								
FEDERAL AGENCIES		29,000,000		\$29,690.44 \$29,436.21	\$29,475.81	\$65.26 LT \$(25.66) ST	\$681.25 \$92.23	1.97%
<i>Face Value Percentage of Assets %</i>								
GOVERNMENT SECURITIES		\$6,000,000		\$57,904.74 \$57,200.46	\$57,010.47	\$167.09 LT \$(357.08) ST	\$1,321.25 \$326.96	2.32%

TOTAL GOVERNMENT SECURITIES
(incl. accr. int.)

\$57,337.43

9.4%

THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 56-2201996
Account Number: 801 105884 049
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.

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 ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
APACHE CORP	CUSIP: 037411105	Symbol (Box 1d): APA						
	1,000	04/18/13	05/23/13	\$81.14	\$70.78	\$0.00	\$10.36	\$0.00
	1,000	04/18/13	08/16/13	\$80.03	\$70.78	\$0.00	\$9.25	\$0.00
	3,000	04/18/13	08/16/13	\$240.11	\$212.35	\$0.00	\$27.76	\$0.00
Security Subtotal	5,000			\$401.28	\$353.91	\$0.00	\$47.37	\$0.00
DEERE & CO	CUSIP: 244199105	Symbol (Box 1d): DE						
	5,000	09/14/12	07/17/13	\$416.16	\$408.93	\$0.00	\$7.23	\$0.00
	12,000	09/14/12	07/25/13	\$984.00	\$981.42	\$0.00	\$2.58	\$0.00
Security Subtotal	17,000			\$1,400.16	\$1,390.35	\$0.00	\$9.81	\$0.00
DU PONT EL DE NEMOURS & CO	CUSIP: 263534109	Symbol (Box 1d): DD						
	2,000	12/27/12	07/22/13	\$114.19	\$89.95	\$0.00	\$24.24	\$0.00
EOG RESOURCES INC	CUSIP: 26875101	Symbol (Box 1d): EOG						
	8,000	06/15/12	04/18/13	\$902.20	\$763.77	\$0.00	\$138.43	\$0.00
FACEBOOK INC CL-A	CUSIP: 30303M102	Symbol (Box 1d): FB						
	30,000	04/10/13	12/30/13	\$1,627.86	\$826.80	\$0.00	\$801.06	\$0.00
GREENHILL & CO INC	CUSIP: 395259104	Symbol (Box 1d): GHL						
	4,000	04/03/12	03/04/13	\$236.39	\$177.48	\$0.00	\$58.91	\$0.00
	6,000	04/03/12	03/07/13	\$361.30	\$266.22	\$0.00	\$95.08	\$0.00
	5,000	04/03/12	03/26/13	\$268.99	\$221.85	\$0.00	\$47.14	\$0.00
	5,000	07/23/12	04/10/13	\$257.49	\$181.22	\$0.00	\$76.27	\$0.00
Security Subtotal	20,000			\$1,124.17	\$846.77	\$0.00	\$277.40	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Identification Number: 26-4310632

Taxpayer ID Number: 56-2201996
Account Number: 801 105884 049

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
KOMATSU LTD SPON ADR NEW	30,000	12/19/12	11/06/13	\$633.10	\$748.43	\$0.00	(\$115.33)	\$0.00
ROYAL DUTCH SHELL PLC CL B	18,000	01/29/13	11/06/13	\$1,257.07	\$1,339.86	\$0.00	(\$82.79)	\$0.00
	1,000	09/19/13	11/06/13	\$69.83	\$69.83	\$0.00	\$0.00	\$0.00
	1,000	09/19/13	11/06/13	\$69.84	\$69.84	\$0.00	\$0.00	\$0.00
Security Subtotal	20,000			\$1,396.74	\$1,479.53	\$0.00	(\$82.79)	\$0.00
TEVA PHARMACEUTICALS ADR	2,000	12/11/12	01/29/13	\$74.97	\$83.56	\$0.00	(\$8.59)	\$0.00
VEECO INSTRUMENTS INC DEL	5,000	10/22/12	04/19/13	\$162.50	\$144.70	\$0.00	\$17.80	\$0.00
	8,000	12/14/12	04/19/13	\$259.99	\$232.00	\$0.00	\$27.99	\$0.00
Security Subtotal	13,000			\$422.49	\$376.70	\$0.00	\$45.79	\$0.00
Total Short Term Covered Securities				\$8,097.16	\$6,959.77	\$0.00	\$1,137.39	\$0.00

IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Identification Number: 26-4310632

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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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 ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ASML HOLDING NV NY REG NEW	CUSIP: N07059210	Symbol (Box 1d): ASML						
	0.000		03/25/13	\$0.89	\$0.00	\$0.00	\$0.00	\$0.00
BARCLAYS PLC RT PUR ADR 13	CUSIP: 06738E121	Symbol (Box 1d): BCSRZ						
	0.000	09/24/13	09/24/13	\$2.66	\$0.00	\$0.00	\$2.66	\$0.00
	3.000	03/05/13	09/25/13	\$16.60	\$20.23	\$0.00	(\$3.63)	\$0.00
Security Subtotal	3.000			\$19.26	\$20.23	\$0.00	(\$0.97)	\$0.00
EATON CORP PLC SHS	CUSIP: G29163103	Symbol (Box 1d): ETN						
	25.000	12/03/12	05/31/13	\$1,670.69	\$1,284.64	\$0.00	\$386.05	\$0.00
FNMA	CUSIP: 31398AZV7	Symbol (Box 1d):						
	3.000.000	03/06/13	12/11/13	\$3,066.70	\$3,066.48	\$0.00	\$2.22	\$0.00
US TSY NOTE	CUSIP: 91282BRC6	Symbol (Box 1d):						
	2.000.000	12/16/12	11/15/13	\$1,983.28	\$2,081.19	\$0.00	(\$97.91)	\$0.00
US TSY NOTE	CUSIP: 91282BPC8	Symbol (Box 1d):						
	2.000.000	09/17/12	06/21/13	\$2,086.25	\$2,164.54	\$0.00	(\$78.29)	\$0.00
	1.000.000	01/07/13	06/21/13	\$1,043.12	\$1,080.03	\$0.00	(\$36.91)	\$0.00
Security Subtotal	3.000.000			\$3,129.37	\$3,244.57	\$0.00	(\$115.20)	\$0.00
US TSY NOTE	CUSIP: 91282BBR0	Symbol (Box 1d):						
	2.000.000	06/05/12	05/17/13	\$2,040.31	\$2,039.07	\$0.00	\$1.24	\$0.00
	1.000.000	08/28/12	08/07/13	\$1,011.25	\$1,010.79	\$0.00	\$0.46	\$0.00
	1.000.000	09/17/12	08/07/13	\$1,011.25	\$1,010.89	\$0.00	\$0.36	\$0.00
	1.000.000	02/11/13	08/07/13	\$1,011.25	\$1,030.85	\$0.00	(\$19.61)	\$0.00
Security Subtotal	5.000.000			\$5,074.96	\$5,091.61	\$0.00	(\$17.65)	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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Corporate Tax Statement Tax Year 2013

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

THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Identification Number: 26-4310632

Taxpayer ID Number: 56-2201996

Account Number: 801 105884 049

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WOLSELEY PLC JERSEY SPNSRD ADR	0.000	12/03/13	12/03/13	\$2,71	\$0.00	\$0.00	\$2.71	\$0.00
Total Short Term Noncovered Securities				\$14,948.96	\$14,788.72	\$0.00	\$159.35	\$0.00
Total Short Term Covered and Noncovered Securities				\$23,046.12	\$21,748.49	\$0.00	\$1,296.74	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorTHE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578New York, NY 10004
Identification Number: 26-4310632Taxpayer ID Number: 56-2201996
Account Number: 801 105884 049

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.

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
APACHE CORP	CUSIP: 037411105	Symbol (Box 1d): APA						
	7.000	08/17/11	03/01/13	\$515.10	\$818.21	\$0.00	(\$303.11)	\$0.00
	5.000	08/17/11	05/23/13	\$405.73	\$584.43	\$178.70	(\$178.70)	\$0.00
	18.000	06/17/11	05/23/13	\$1,460.62	\$2,103.96	\$0.00	(\$643.34)	\$0.00
	6.000	08/23/11	05/23/13	\$486.87	\$586.94	\$0.00	(\$100.07)	\$0.00
	5.000	08/17/11	08/19/13	\$378.94	\$540.00	\$0.00	(\$161.06)	\$0.00
Security Subtotal	41.000			\$3,247.26	\$4,633.54	\$178.70	(\$1,386.28)	\$0.00
BROADCOM CORP CL A	CUSIP: 111320107	Symbol (Box 1d): BRCM						
	9.000	05/17/11	12/30/13	\$263.71	\$294.82	\$0.00	(\$31.11)	\$0.00
CISCO SYS INC	CUSIP: 17275R102	Symbol (Box 1d): CSCO						
	21.000	05/26/11	04/22/13	\$427.12	\$341.82	\$0.00	\$85.30	\$0.00
CREE RESEARCH INC	CUSIP: 225447101	Symbol (Box 1d): CREE						
	12.000	04/18/12	12/30/13	\$738.29	\$356.30	\$0.00	\$381.99	\$0.00
DEERE & CO	CUSIP: 244199105	Symbol (Box 1d): DE						
	1.000	06/10/11	07/01/13	\$81.48	\$81.41	\$0.00	\$0.07	\$0.00
	3.000	06/10/11	07/09/13	\$245.00	\$244.22	\$0.00	\$1.78	\$0.00
	3.000	06/10/11	07/17/13	\$249.69	\$244.22	\$0.00	\$5.47	\$0.00
	1.000	06/10/11	07/17/13	\$83.23	\$81.41	\$0.00	\$1.82	\$0.00
Security Subtotal	8.000			\$660.40	\$651.26	\$0.00	\$9.14	\$0.00
EOG RESOURCES INC	CUSIP: 26875P101	Symbol (Box 1d): EOG						
	4.000	10/04/11	02/20/13	\$520.81	\$281.91	\$0.00	\$238.90	\$0.00
	8.000	10/04/11	03/01/13	\$986.67	\$563.82	\$0.00	\$422.85	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorTHE STEPHEN D. FALKENBURY JR
FOUNDATION
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810 SHETLAND PLACE NW
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Identification Number: 26-4310632Taxpayer ID Number: 56-2201996
Account Number: 801 105884 049

Customer Service: 866-324-6088

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

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

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Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8948 Part II with box D checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
EOG RESOURCES INC	8.000	10/04/11	04/15/13	\$947.40	\$563.82	\$0.00	\$383.58	\$0.00
Security Subtotal	1.000	10/04/11	04/18/13	\$112.77	\$70.48	\$0.00	\$42.29	\$0.00
EXPRESS SCRIPTS HLDG CO COM	21.000			\$2,567.65	\$1,480.03	\$0.00	\$1,087.62	\$0.00
		CUSIP: 30219G108	Symbol (Box 1d): ESRX					
	14.000	01/04/12	07/29/13	\$930.64	\$666.95	\$0.00	\$263.69	\$0.00
GREENHILL & CO INC								
		CUSIP: 38525P104	Symbol (Box 1d): GHIL					
	1.000	07/21/11	01/09/13	\$54.80	\$48.00	\$0.00	\$6.80	\$0.00
	1.000	07/21/11	01/25/13	\$59.34	\$48.00	\$0.00	\$11.34	\$0.00
	2.000	07/21/11	03/04/13	\$118.20	\$95.99	\$0.00	\$22.21	\$0.00
Security Subtotal	4.000			\$232.34	\$191.99	\$0.00	\$40.35	\$0.00
GUESS INC								
		CUSIP: 401617105	Symbol (Box 1d): GES					
	10.000	04/02/12	05/31/13	\$315.08	\$315.52	\$0.00	\$0.56	\$0.00
HALLIBURTON CO								
		CUSIP: 406215101	Symbol (Box 1d): HAL					
	7.000	08/23/11	03/01/13	\$283.92	\$275.01	\$0.00	\$8.91	\$0.00
	5.000	08/23/11	04/03/13	\$193.31	\$196.44	\$0.00	(\$3.13)	\$0.00
	8.000	08/23/11	04/04/13	\$307.21	\$314.30	\$0.00	(\$7.09)	\$0.00
Security Subtotal	20.000			\$784.44	\$785.75	\$0.00	(\$1.31)	\$0.00
INTUIT INC								
		CUSIP: 46120P103	Symbol (Box 1d): INTU					
	10.000	08/22/11	09/19/13	\$659.96	\$436.85	\$0.00	\$223.11	\$0.00
	21.000	08/22/11	11/13/13	\$1,520.63	\$917.39	\$0.00	\$603.24	\$0.00
	8.000	08/22/11	11/14/13	\$580.70	\$349.48	\$0.00	\$231.22	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

THE STEPHEN D. FALKENBURY JR
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810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 56-2201996
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Customer Service: 866-324-6088

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

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

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8849 Part II with box D checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
INTUIT INC	8,000	08/22/11	11/21/13	\$581.43	\$349.48	\$0.00	\$231.95	\$0.00
	8,000	08/22/11	11/22/13	\$574.31	\$349.48	\$0.00	\$224.83	\$0.00
Security Subtotal	55,000			\$3,917.03	\$2,402.68	\$0.00	\$1,514.35	\$0.00
KLA TENCOR CORP								
	5,000	09/26/11	04/08/13	\$258.75	\$197.21	\$0.00	\$61.54	\$0.00
	1,000	09/27/11	04/08/13	\$51.75	\$40.42	\$0.00	\$11.33	\$0.00
Security Subtotal	6,000			\$310.50	\$237.63	\$0.00	\$72.87	\$0.00
KOMATSU LTD SPON ADR NEW								
	32,000	04/17/12	11/06/13	\$675.30	\$910.59	\$0.00	(\$235.29)	\$0.00
NIKE INC B								
	17,000	06/07/11	09/20/13	\$1,168.96	\$694.60	\$0.00	\$474.36	\$0.00
	9,000	06/07/11	09/23/13	\$614.77	\$367.73	\$0.00	\$247.04	\$0.00
Security Subtotal	26,000			\$1,783.73	\$1,062.33	\$0.00	\$721.40	\$0.00
ORACLE CORP								
	67,000	11/08/11	07/31/13	\$2,158.45	\$2,247.47	\$0.00	(\$89.02)	\$0.00
OSHKOSH CORP								
	4,000	02/23/11	07/30/13	\$178.19	\$143.86	\$0.00	\$34.33	\$0.00
	2,000	04/28/11	07/30/13	\$89.10	\$64.80	\$0.00	\$24.30	\$0.00
	1,000	04/28/11	07/31/13	\$44.55	\$32.40	\$0.00	\$12.15	\$0.00
	8,000	04/28/11	08/13/13	\$367.20	\$259.19	\$0.00	\$108.01	\$0.00
	3,000	04/28/11	08/16/13	\$138.30	\$97.20	\$0.00	\$41.10	\$0.00
	5,000	05/19/11	08/18/13	\$230.49	\$143.61	\$0.00	\$86.88	\$0.00
Security Subtotal	23,000			\$1,047.83	\$741.05	\$0.00	\$306.77	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorTHE STEPHEN D. FALKENBURY JR
FOUNDATIONJOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578New York, NY 10004
Identification Number:

26-4310632

Taxpayer ID Number:

56-2201996

Account Number:

801 105884 049

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST, OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PEBBLEBROOK HOTEL TR COM	CUSIP: 705091100	Symbol (Box 1d): PEB						
	13.000	07/11/11	01/23/13	\$315.31	\$262.06	\$0.00	\$53.25	\$0.00
SYMANTEC CORP	CUSIP: 871508108	Symbol (Box 1d): SYMC						
	9.000	03/11/11	03/07/13	\$220.41	\$162.60	\$0.00	\$57.81	\$0.00
TEVA PHARMACEUTICALS ADR	CUSIP: 881624209	Symbol (Box 1d): TEVA						
	9.000	03/31/11	01/29/13	\$337.40	\$451.87	\$114.47	(\$114.47)	\$0.00
	11.000	03/31/11	01/29/13	\$412.37	\$552.28	\$0.00	(\$139.91)	\$0.00
Security Subtotal	20.000			\$749.77	\$1,004.15	\$114.47	(\$254.38)	\$0.00
THE MOSAIC CO (HLDG CO) NEW	CUSIP: 61945C103	Symbol (Box 1d): MOS						
	6.000	06/05/12	10/10/13	\$277.52	\$278.87	\$0.00	(\$1.35)	\$0.00
UNITED PARCEL SERVICE INC CL-B	CUSIP: 911312106	Symbol (Box 1d): UPS						
	10.000	03/16/11	12/30/13	\$1,049.43	\$709.78	\$0.00	\$339.65	\$0.00
XILINX INC	CUSIP: 983919101	Symbol (Box 1d): XLNX						
	11.000	06/06/12	09/19/13	\$523.74	\$356.32	\$0.00	\$167.42	\$0.00
Total Long Term Covered Securities				\$23,196.95	\$20,093.52	\$293.17	\$3,103.43	\$0.00

IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2013

THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 56-2201996
Account Number: 801 105884 049
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Long Term - 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 ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1d)	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)
AKAMAI TECHNOLOGIES INC								
	CUSIP: 009711101	Symbol (Box 1d): AKAM						
	16,000	07/30/08	07/02/13	\$678.71	\$264.22	\$0.00	\$415.49	\$0.00
	6,000	07/30/08	09/19/13	\$314.86	\$99.08	\$0.00	\$215.78	\$0.00
	14,000	07/30/08	09/19/13	\$734.67	\$231.20	\$0.00	\$503.47	\$0.00
Security Subtotal	36,000			\$1,729.24	\$594.50	\$0.00	\$1,134.74	\$0.00
ALLIED WORLD ASSUR CO HLDG LTD								
	CUSIP: H01531104	Symbol (Box 1d): AWH						
	2,000	03/19/07	12/30/13	\$224.30	\$83.82	\$0.00	\$140.48	\$0.00
	10,000	03/29/07	12/30/13	\$1,121.51	\$426.19	\$0.00	\$695.32	\$0.00
Security Subtotal	12,000			\$1,345.81	\$510.01	\$0.00	\$835.80	\$0.00
AMAZON COM INC								
	CUSIP: 023135106	Symbol (Box 1d): AMZN						
	5,000	05/03/08	07/17/13	\$1,532.44	\$166.32	\$0.00	\$1,366.12	\$0.00
	2,000	05/03/08	11/14/13	\$736.58	\$66.53	\$0.00	\$670.05	\$0.00
Security Subtotal	7,000			\$2,269.02	\$232.85	\$0.00	\$2,036.17	\$0.00
AMGEN INC								
	CUSIP: 031162100	Symbol (Box 1d): AMGN						
	10,000	04/16/08	12/30/13	\$1,153.97	\$432.26	\$0.00	\$721.71	\$0.00
APACHE CORP								
	CUSIP: 037411105	Symbol (Box 1d): APA						
	18,000	07/26/10	03/01/13	\$1,324.56	\$1,710.19	\$0.00	(\$385.63)	\$0.00
ATLAS COPCO AB SP ADR B SP ADR								
	CUSIP: 049255805	Symbol (Box 1d): ATLCY						
	29,000	09/17/09	12/09/13	\$703.50	\$352.86	\$0.00	\$350.64	\$0.00
BARCLAYS PLC RT PUR ADR 13								
	CUSIP: 08738E121	Symbol (Box 1d): BCSRZ						
	13,000	03/18/11	09/25/13	\$71.95	\$74.70	\$0.00	(\$2.75)	\$0.00
	5,000	08/04/11	09/25/13	\$27.68	\$20.15	\$0.00	\$7.53	\$0.00
Security Subtotal	18,000			\$99.63	\$94.85	\$0.00	\$4.78	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2013

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

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

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

Long Term - Noncovered Securities * (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8948 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BED BATH & BEYOND INC	CUSIP: 075889100	Symbol (Box 1d): BBBY						
	2,000	03/06/08	06/24/13	\$135.76	\$56.19	\$0.00	\$79.57	\$0.00
	7,000	03/06/08	06/26/13	\$486.32	\$196.66	\$0.00	\$289.66	\$0.00
	9,000	03/06/08	09/20/13	\$679.04	\$252.84	\$0.00	\$426.20	\$0.00
	8,000	03/06/08	09/23/13	\$593.57	\$224.75	\$0.00	\$368.82	\$0.00
Security Subtotal	26,000			\$1,894.69	\$730.44	\$0.00	\$1,164.25	\$0.00
BIOGEN IDEC INC	CUSIP: 090621103	Symbol (Box 1d): BILB						
	9,000	01/17/01	01/29/13	\$1,389.80	\$485.25	\$0.00	\$904.55	\$0.00
	1,000	01/17/01	01/29/13	\$154.42	\$53.92	\$0.00	\$100.50	\$0.00
	15,000	01/17/01	01/29/13	\$2,316.33	\$808.75	\$0.00	\$1,507.58	\$0.00
	5,000	12/04/02	01/29/13	\$772.12	\$160.67	\$0.00	\$611.45	\$0.00
	11,000	12/04/02	01/29/13	\$1,698.64	\$353.48	\$0.00	\$1,345.16	\$0.00
	5,000	12/04/02	04/12/13	\$1,029.44	\$160.67	\$0.00	\$868.77	\$0.00
	3,000	12/04/02	04/30/13	\$656.98	\$96.40	\$0.00	\$560.58	\$0.00
	1,000	12/04/02	05/03/13	\$219.16	\$32.13	\$0.00	\$187.03	\$0.00
	3,000	12/04/02	05/03/13	\$657.47	\$96.40	\$0.00	\$561.07	\$0.00
	1,000	12/04/02	12/12/13	\$280.21	\$32.13	\$0.00	\$248.08	\$0.00
	3,000	12/04/02	12/12/13	\$840.63	\$96.40	\$0.00	\$744.23	\$0.00
	5,000	12/04/02	12/12/13	\$1,401.04	\$160.67	\$0.00	\$1,240.37	\$0.00
Security Subtotal	62,000			\$11,416.24	\$2,536.87	\$0.00	\$8,879.37	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013

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

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

Long Term - Noncovered Securities * (Consider Box 3a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BLACKROCK INC	CUSIP: 09247K101	Symbol (Box 1d): BLK						
	1,000	03/27/09	12/30/13	\$315.56	\$130.20	\$0.00	\$185.36	\$0.00
	1,000	03/27/09	12/30/13	\$315.56	\$130.20	\$0.00	\$185.36	\$0.00
	2,000	03/27/09	12/30/13	\$631.13	\$260.40	\$0.00	\$370.73	\$0.00
Security Subtotal	4,000			\$1,262.25	\$520.80	\$0.00	\$741.45	\$0.00
BOEING CO	CUSIP: 097028105	Symbol (Box 1d): BA						
	1,000	10/19/05	03/13/13	\$84.41	\$67.61	\$0.00	\$16.80	\$0.00
	10,000	10/19/05	12/30/13	\$1,357.27	\$576.06	\$0.00	\$881.21	\$0.00
Security Subtotal	11,000			\$1,441.68	\$743.67	\$0.00	\$698.01	\$0.00
BROADCOM CORP CL A	CUSIP: 11132D107	Symbol (Box 1d): BRCM						
	39,000	07/14/08	12/30/13	\$1,142.73	\$1,051.94	\$0.00	\$90.79	\$0.00
	2,000	07/14/08	12/30/13	\$58.60	\$53.94	\$0.00	\$4.66	\$0.00
	22,000	07/14/08	12/30/13	\$644.62	\$593.40	\$0.00	\$51.22	\$0.00
Security Subtotal	63,000			\$1,845.95	\$1,699.28	\$0.00	\$146.67	\$0.00
CANON INC ADR NEW	CUSIP: 136008309	Symbol (Box 1d): CAJ						
	1,000	08/14/07	10/24/13	\$32.55	\$23.48	\$0.00	\$9.07	\$0.00
	13,000	08/14/07	10/25/13	\$413.60	\$305.24	\$0.00	\$108.36	\$0.00
	18,000	08/14/07	11/06/13	\$560.80	\$422.64	\$0.00	\$138.16	\$0.00
Security Subtotal	32,000			\$1,006.95	\$751.36	\$0.00	\$255.59	\$0.00
CARNIVAL CP NEW PAIRED COM	CUSIP: 143658300	Symbol (Box 1d): CCL						
	9,000	03/24/09	12/13/13	\$323.28	\$210.63	\$0.00	\$112.65	\$0.00
	1,000	05/01/09	12/13/13	\$35.92	\$26.09	\$0.00	\$9.83	\$0.00
Security Subtotal	10,000			\$359.20	\$236.72	\$0.00	\$122.48	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 56-2201996
Account Number: 801 105884 049
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 8a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8848 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CELGENE CORP								
	CUSIP: 151020104	Symbol (Box 1d): CELG						
	3.000	12/02/08	01/30/13	\$295.03	\$148.52	\$0.00	\$146.51	\$0.00
	8.000	12/03/08	01/30/13	\$786.73	\$409.58	\$0.00	\$377.15	\$0.00
	7.000	12/03/08	05/17/13	\$860.35	\$358.39	\$0.00	\$501.96	\$0.00
	6.000	02/02/09	05/17/13	\$737.44	\$320.01	\$0.00	\$417.43	\$0.00
	4.000	02/02/09	07/02/13	\$478.85	\$213.34	\$0.00	\$265.51	\$0.00
	5.000	02/02/09	07/17/13	\$678.25	\$266.67	\$0.00	\$411.58	\$0.00
	10.000	02/02/09	09/18/13	\$1,470.83	\$533.34	\$0.00	\$937.49	\$0.00
	3.000	03/06/09	08/18/13	\$441.25	\$122.17	\$0.00	\$319.08	\$0.00
Security Subtotal	46.000			\$5,748.73	\$2,372.02	\$0.00	\$3,376.71	\$0.00
CHARLES SCHWAB NEW								
	CUSIP: 806513105	Symbol (Box 1d): SCHW						
	42.000	02/02/09	05/31/13	\$848.75	\$529.89	\$0.00	\$318.86	\$0.00
CHUBB CORP								
	CUSIP: 171232101	Symbol (Box 1d): CB						
	2.000	12/27/02	07/23/13	\$174.10	\$52.41	\$0.00	\$121.69	\$0.00
CISCO SYS INC								
	CUSIP: 17275R102	Symbol (Box 1d): CSCO						
	14.000	03/04/02	02/13/13	\$293.54	\$227.72	\$0.00	\$65.82	\$0.00
	14.000	03/04/02	02/13/13	\$293.99	\$227.72	\$0.00	\$66.27	\$0.00
	7.000	03/04/02	04/04/13	\$146.98	\$113.86	\$0.00	\$33.12	\$0.00
	11.000	05/01/08	04/04/13	\$230.96	\$287.12	\$0.00	(\$56.16)	\$0.00
	12.000	05/01/08	04/19/13	\$244.91	\$313.22	\$0.00	(\$68.31)	\$0.00
	1.000	05/01/08	04/22/13	\$20.34	\$26.10	\$0.00	(\$5.76)	\$0.00
	12.000	05/01/08	04/22/13	\$244.07	\$313.22	\$0.00	(\$69.15)	\$0.00
	14.000	05/01/08	04/22/13	\$284.75	\$365.42	\$0.00	(\$80.67)	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 56-2201996
Account Number: 801 105884 049
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.)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CISCO SYS INC	18,000	07/24/08	04/22/13	\$366.10	\$393.22	\$0.00	(\$27.12)	\$0.00
	17,000	07/24/08	04/22/13	\$345.76	\$371.38	\$0.00	(\$25.62)	\$0.00
	14,000	07/24/08	04/22/13	\$284.75	\$305.84	\$0.00	(\$21.09)	\$0.00
	6,000	07/24/08	04/22/13	\$122.03	\$131.07	\$0.00	(\$9.04)	\$0.00
Security Subtotal	140,000			\$2,878.18	\$3,075.89	\$0.00	(\$197.71)	\$0.00
CITRIX SYSTEMS INC		CUSIP: 177378100	Symbol (Box 1d): CTXS					
	1,000	11/01/10	12/30/13	\$62.86	\$64.31	\$0.00	(\$1.45)	\$0.00
	17,000	11/01/10	12/30/13	\$1,068.60	\$1,093.31	\$0.00	(\$24.71)	\$0.00
Security Subtotal	18,000			\$1,131.46	\$1,157.62	\$0.00	(\$26.16)	\$0.00
COMCAST CORP CL A SPECIAL NEW		CUSIP: 200304200	Symbol (Box 1d): CMCSK					
	22,000	04/16/02	02/07/13	\$808.04	\$436.03	\$0.00	\$372.01	\$0.00
	54,000	04/16/02	02/07/13	\$1,983.36	\$1,070.26	\$0.00	\$913.10	\$0.00
	13,000	04/16/02	02/07/13	\$477.48	\$257.66	\$0.00	\$219.82	\$0.00
	27,000	04/16/02	11/14/13	\$1,254.49	\$536.13	\$0.00	\$718.36	\$0.00
	13,000	04/16/02	11/14/13	\$604.00	\$257.65	\$0.00	\$346.35	\$0.00
Security Subtotal	129,000			\$5,127.37	\$2,556.73	\$0.00	\$2,570.64	\$0.00
CREE RESEARCH INC		CUSIP: 225447101	Symbol (Box 1d): CREE					
	5,000	12/13/02	11/14/13	\$285.76	\$95.55	\$0.00	\$190.21	\$0.00
	15,000	12/13/02	12/30/13	\$922.87	\$286.65	\$0.00	\$636.22	\$0.00
Security Subtotal	20,000			\$1,208.63	\$382.20	\$0.00	\$826.43	\$0.00
CRH PLC ADR		CUSIP: 126284203	Symbol (Box 1d): CRH					
	34,000	08/14/01	09/10/13	\$796.39	\$610.30	\$0.00	\$186.09	\$0.00
	31,000	08/14/01	09/11/13	\$724.71	\$556.45	\$0.00	\$168.26	\$0.00
Security Subtotal	65,000			\$1,521.10	\$1,166.75	\$0.00	\$354.35	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 55-2201996
Account Number: 801 105884 049
Customer Service: 866-324-6088

THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

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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 8a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CVS CAREMARK CORP	CUSIP: 126650100	Symbol (Box 1d): CVS						
	4.000	10/24/08	12/12/13	\$271.16	\$112.07	\$0.00	\$159.09	\$0.00
	21.000	10/24/08	12/30/13	\$1,506.37	\$588.34	\$0.00	\$918.03	\$0.00
	8.000	11/06/08	12/30/13	\$573.86	\$239.73	\$0.00	\$334.13	\$0.00
Security Subtotal	33.000			\$2,351.39	\$940.14	\$0.00	\$1,411.25	\$0.00
DANONE SPONSORED ADR	CUSIP: 23636T100	Symbol (Box 1d): DANOF						
	71.000	01/11/01	12/18/13	\$985.99	\$504.10	\$0.00	\$481.89	\$0.00
DEERE & CO	CUSIP: 24419B105	Symbol (Box 1d): DE						
	3.000	12/03/09	05/15/13	\$268.49	\$183.12	\$0.00	\$105.37	\$0.00
	5.000	12/03/09	05/17/13	\$435.85	\$271.87	\$0.00	\$163.98	\$0.00
	1.000	12/03/09	06/21/13	\$82.19	\$54.37	\$0.00	\$27.82	\$0.00
	4.000	12/03/09	06/21/13	\$328.75	\$217.50	\$0.00	\$111.25	\$0.00
	5.000	12/03/09	06/21/13	\$410.94	\$271.87	\$0.00	\$139.07	\$0.00
	1.000	12/03/09	06/25/13	\$82.30	\$54.37	\$0.00	\$27.93	\$0.00
	4.000	12/04/09	06/25/13	\$328.19	\$220.25	\$0.00	\$108.94	\$0.00
	2.000	12/04/09	06/26/13	\$164.19	\$110.12	\$0.00	\$54.07	\$0.00
	1.000	12/04/09	06/26/13	\$82.10	\$55.06	\$0.00	\$27.04	\$0.00
	1.000	12/04/09	06/26/13	\$82.09	\$55.06	\$0.00	\$27.03	\$0.00
	2.000	02/05/10	07/09/13	\$162.97	\$110.12	\$0.00	\$52.85	\$0.00
	1.000	02/05/10	07/09/13	\$81.99	\$49.49	\$0.00	\$32.50	\$0.00
	2.000	02/05/10	07/09/13	\$163.31	\$98.88	\$0.00	\$64.43	\$0.00
	1.000	02/05/10	07/09/13	\$81.65	\$49.49	\$0.00	\$32.16	\$0.00
	1.000	02/05/10	07/09/13	\$81.65	\$49.49	\$0.00	\$32.16	\$0.00
Security Subtotal	34.000			\$2,837.86	\$1,831.16	\$0.00	\$1,006.50	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 56-2201996
Account Number: 801 105884 049
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 5a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DOVER CORP								
	CUSIP: 260008108		Symbol (Box 1d): DOV					
	1.000	08/17/07	04/16/13	\$71.15	\$49.13	\$0.00	\$22.02	\$0.00
	6.000	08/17/07	07/12/13	\$485.99	\$294.78	\$0.00	\$191.21	\$0.00
	4.000	08/17/07	09/12/13	\$355.99	\$196.52	\$0.00	\$159.47	\$0.00
	1.000	08/17/07	09/13/13	\$89.01	\$48.13	\$0.00	\$39.88	\$0.00
	5.000	08/17/07	09/18/13	\$452.49	\$245.65	\$0.00	\$206.84	\$0.00
	8.000	08/17/07	09/24/13	\$728.87	\$393.03	\$0.00	\$335.84	\$0.00
Security Subtotal	25.000			\$2,183.50	\$1,228.24	\$0.00	\$955.26	\$0.00
EBAY INC								
	CUSIP: 278642103		Symbol (Box 1d): EBAY					
	2.000	03/14/07	03/14/13	\$103.60	\$61.27	\$0.00	\$42.33	\$0.00
	4.000	03/14/07	03/14/13	\$207.20	\$122.54	\$0.00	\$84.66	\$0.00
	16.000	03/14/07	08/13/13	\$865.12	\$490.18	\$0.00	\$374.94	\$0.00
Security Subtotal	22.000			\$1,175.92	\$673.99	\$0.00	\$501.93	\$0.00
EMERSON ELECTRIC CO								
	CUSIP: 291011104		Symbol (Box 1d): EMR					
	3.000	03/09/07	05/07/13	\$169.24	\$104.14	\$0.00	\$65.10	\$0.00
	3.000	11/12/03	05/07/13	\$169.23	\$89.73	\$0.00	\$79.50	\$0.00
	5.000	11/12/03	07/12/13	\$285.08	\$148.56	\$0.00	\$136.52	\$0.00
	6.000	11/12/03	07/12/13	\$342.25	\$179.47	\$0.00	\$162.78	\$0.00
	6.000	11/12/03	07/15/13	\$345.13	\$179.47	\$0.00	\$165.66	\$0.00
	1.000	01/06/05	07/15/13	\$57.52	\$33.94	\$0.00	\$23.58	\$0.00
	6.000	01/06/05	07/16/13	\$345.01	\$203.64	\$0.00	\$141.37	\$0.00
	6.000	01/06/05	07/18/13	\$346.72	\$203.64	\$0.00	\$143.08	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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Identification Number: 26-4310632
Taxpayer ID Number: 56-2201996
Account Number: 801 105884 049
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 8a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
EMERSON ELECTRIC CO	6,000	01/08/09	07/18/13	\$344.99	\$203.84	\$0.00	\$141.35	\$0.00
	1,000	01/08/09	07/19/13	\$57.68	\$33.84	\$0.00	\$23.74	\$0.00
Security Subtotal	43,000			\$2,462.85	\$1,381.17	\$0.00	\$1,081.68	\$0.00
ENSCO PLC CLASS A								
	16,000	01/26/12	10/02/13	\$861.39	\$870.64	\$0.00	(\$9.25)	\$0.00
	1,000	03/23/12	10/02/13	\$53.84	\$54.28	\$0.00	(\$0.44)	\$0.00
	10,000	03/23/12	10/02/13	\$538.37	\$542.84	\$0.00	(\$4.47)	\$0.00
Security Subtotal	27,000			\$1,453.50	\$1,467.76	\$0.00	(\$14.16)	\$0.00
ERICSSON LM TEL ADR CL B NEW								
	11,000	09/17/08	03/19/13	\$140.25	\$108.03	\$0.00	\$32.22	\$0.00
	22,000	12/22/09	03/19/13	\$280.50	\$201.16	\$0.00	\$79.34	\$0.00
	4,000	12/22/09	04/24/13	\$48.03	\$36.58	\$0.00	\$11.45	\$0.00
	16,000	12/23/09	04/24/13	\$192.11	\$148.08	\$0.00	\$44.03	\$0.00
Security Subtotal	53,000			\$660.89	\$493.85	\$0.00	\$167.04	\$0.00
FILMCO 1375 14FB25								
	4,000,000	03/30/11	03/08/13	\$4,045.47	\$4,000.21	\$0.00	\$45.26	\$0.00
	2,000,000	05/25/11	03/08/13	\$2,022.74	\$2,008.41	\$0.00	\$14.33	\$0.00
Security Subtotal	6,000,000			\$6,068.21	\$6,008.62	\$0.00	\$59.59	\$0.00
FLUOR CORP NEW								
	3,000	11/19/08	09/27/13	\$213.20	\$99.72	\$0.00	\$113.48	\$0.00
	2,000	11/19/08	09/27/13	\$142.13	\$66.48	\$0.00	\$75.65	\$0.00
	1,000	11/19/08	09/27/13	\$71.08	\$33.24	\$0.00	\$37.82	\$0.00
Security Subtotal	6,000			\$426.39	\$199.44	\$0.00	\$226.95	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 56-2201996
Account Number: 801 105884 049
Customer Service: 866-324-6088

THE STEPHEN D. FALKENBURY JR
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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 8849 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE OF SALE (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)
FOREST LABORATORIES INC	CUSIP: 345831106	Symbol (Box 1d): FRX	12/12/13	\$1,873.70	\$1,005.66	\$0.00	\$868.04	\$0.00
GAP INC	CUSIP: 364760108	Symbol (Box 1d): GPS	01/10/13	\$373.56	\$215.90	\$0.00	\$157.66	\$0.00
	12,000	01/10/08	01/10/13	\$473.32	\$285.17	\$0.00	\$188.15	\$0.00
	15,000	10/21/10	01/11/13	\$846.88	\$501.07	\$0.00	\$345.81	\$0.00
Security Subtotal	27,000							
GRUPO TELEVISIA S.A.GLOBAL DEP	CUSIP: 400491206	Symbol (Box 1d): TV	12/09/13	\$429.58	\$158.36	\$0.00	\$271.22	\$0.00
	15,000	08/14/07	12/09/13	\$842.07	\$308.17	\$0.00	\$533.90	\$0.00
	29,000	08/14/07	12/09/13	\$1,271.55	\$454.53	\$0.00	\$817.02	\$0.00
Security Subtotal	44,000							
HESS CORPORATION	CUSIP: 428091107	Symbol (Box 1d): HES	04/19/13	\$134.43	\$105.87	\$0.00	\$28.56	\$0.00
	2,000	06/24/09	04/22/13	\$135.13	\$105.87	\$0.00	\$29.26	\$0.00
	5,000	06/24/09	04/26/13	\$355.51	\$264.68	\$0.00	\$90.83	\$0.00
	1,000	07/20/09	04/26/13	\$71.10	\$51.65	\$0.00	\$19.45	\$0.00
Security Subtotal	10,000							
HOME DEPOT INC	CUSIP: 437076102	Symbol (Box 1d): HD	06/21/13	\$956.51	\$274.77	\$0.00	\$681.74	\$0.00
	13,000	01/08/03	06/21/13	\$147.16	\$42.27	\$0.00	\$104.89	\$0.00
	2,000	01/08/03	06/21/13	\$73.57	\$21.14	\$0.00	\$52.43	\$0.00
	1,000	01/08/03	06/21/13	\$1,177.24	\$338.18	\$0.00	\$839.06	\$0.00
Security Subtotal	16,000							

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2013

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

THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Identification Number: 26-4310632

Taxpayer ID Number: 56-2201996
Account Number: 801 105884 049

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 8a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8948 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
HONEYWELL INTERNATIONAL INC	CUSIP: 436515106	Symbol (Box 1d): HON						
	6,000	08/06/03	05/28/13	\$479.39	\$165.40	\$0.00	\$313.99	\$0.00
	4,000	09/10/03	05/28/13	\$319.59	\$112.18	\$0.00	\$207.41	\$0.00
	2,000	09/10/03	11/13/13	\$173.95	\$56.09	\$0.00	\$117.86	\$0.00
Security Subtotal	12,000			\$972.93	\$333.67	\$0.00	\$639.26	\$0.00
HONG KONG & CHINA GAS LTD ADR	CUSIP: 438550303	Symbol (Box 1d): HOKCY						
	0,400	08/14/01	07/01/13	\$0.99	\$0.26	\$0.00	\$0.73	\$0.00
ISIS PHARM INC	CUSIP: 484330109	Symbol (Box 1d): ISIS						
	51,000	11/01/10	12/12/13	\$1,952.29	\$458.77	\$0.00	\$1,493.52	\$0.00
JOHNSON & JOHNSON	CUSIP: 478160104	Symbol (Box 1d): JNJ						
	6,000	01/11/01	08/27/13	\$516.92	\$279.28	\$0.00	\$237.64	\$0.00
	24,000	01/11/01	08/27/13	\$2,067.68	\$1,117.13	\$0.00	\$950.55	\$0.00
Security Subtotal	30,000			\$2,584.60	\$1,396.41	\$0.00	\$1,188.19	\$0.00
JONES LANG LASALLE INC	CUSIP: 48020Q107	Symbol (Box 1d): JLL						
	4,000	06/19/09	03/07/13	\$391.62	\$129.72	\$0.00	\$261.90	\$0.00
LIBERTY MEDIA CORP SER A	CUSIP: 531229102	Symbol (Box 1d): LMCA						
	6,000	12/13/02	08/27/13	\$817.75	\$47.34	\$0.00	\$770.41	\$0.00
	5,000	05/01/09	08/27/13	\$681.45	\$55.02	\$0.00	\$626.43	\$0.00
Security Subtotal	11,000			\$1,499.20	\$102.36	\$0.00	\$1,396.84	\$0.00
MALLINCKRODT PUBLIC LTD CO	CUSIP: G5786G107	Symbol (Box 1d): MNK						
	4,000	01/31/02	07/03/13	\$169.04	\$125.46	\$0.00	\$43.58	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Identification Number: 26-4310632

Taxpayer ID Number: 56-2201996

Account Number: 801 105884 049

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 2a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MATTEL INC	CUSIP: 577081102	Symbol (Box 1d): MAT						
	6,000	12/22/09	01/14/13	\$219.47	\$119.89	\$0.00	\$99.48	\$0.00
	9,000	12/22/09	01/15/13	\$333.08	\$178.89	\$0.00	\$153.09	\$0.00
Security Subtotal	15,000			\$552.55	\$298.98	\$0.00	\$252.57	\$0.00
MICROSOFT CORP	CUSIP: 594918104	Symbol (Box 1d): MSFT						
	28,000	04/28/06	02/07/13	\$760.71	\$677.26	\$0.00	\$83.45	\$0.00
	58,000	04/28/06	10/10/13	\$1,937.66	\$1,402.90	\$0.00	\$534.76	\$0.00
Security Subtotal	86,000			\$2,698.37	\$2,080.16	\$0.00	\$618.21	\$0.00
NEWS CORPORATION CL B	CUSIP: 652493208	Symbol (Box 1d): NWS						
	2,000	09/26/02	07/02/13	\$30.16	\$9.24	\$0.00	\$20.92	\$0.00
	10,000	11/21/06	07/02/13	\$150.81	\$29.53	\$0.00	\$121.28	\$0.00
Security Subtotal	12,000			\$180.97	\$38.77	\$0.00	\$142.20	\$0.00
ORIX CORP	CUSIP: 686330101	Symbol (Box 1d): IX						
	1,000	04/14/05	12/30/13	\$88.42	\$67.36	\$0.00	\$21.06	\$0.00
PALL CORPORATION	CUSIP: 696429307	Symbol (Box 1d): PLL						
	16,000	11/21/06	12/30/13	\$1,361.22	\$376.75	\$0.00	\$984.47	\$0.00
PEBBLEBROOK HOTEL TR COM	CUSIP: 705091100	Symbol (Box 1d): PEB						
	8,000	08/24/10	01/23/13	\$194.04	\$137.24	\$0.00	\$56.80	\$0.00
PEPSICO INC NC	CUSIP: 713443108	Symbol (Box 1d): PEP						
	9,000	02/23/01	12/30/13	\$746.84	\$414.45	\$0.00	\$332.39	\$0.00
	3,000	06/18/01	12/30/13	\$248.94	\$130.50	\$0.00	\$118.44	\$0.00
Security Subtotal	12,000			\$995.78	\$544.95	\$0.00	\$450.83	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2013

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

THE STEPHEN D. FALKENBURY JR
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Identification Number: 26-4310632

Taxpayer ID Number: 56-2201996

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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 5a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PETROLEO BRAS SA ADS	25.000	03/13/09	01/29/13	\$482.32	\$745.25	\$0.00	(\$262.93)	\$0.00
CUSIP: 71654V408 Symbol (Box 1d): PBR								
PROCTER & GAMBLE	5.000	01/06/09	09/19/13	\$399.99	\$293.03	\$0.00	\$106.96	\$0.00
	3.000	02/11/09	09/19/13	\$239.99	\$154.20	\$0.00	\$85.79	\$0.00
	7.000	02/11/09	10/30/13	\$571.56	\$359.79	\$0.00	\$211.77	\$0.00
	8.000	02/11/09	12/11/13	\$675.05	\$411.19	\$0.00	\$263.86	\$0.00
	7.000	02/11/09	12/12/13	\$572.08	\$369.79	\$0.00	\$202.30	\$0.00
Security Subtotal	30.000			\$2,463.68	\$1,578.00	\$0.00	\$885.68	\$0.00
CUSIP: 786514208 Symbol (Box 1d): SWY								
SAFEMAY INC COM NEW	27.000	06/17/09	02/21/13	\$608.38	\$552.81	\$0.00	\$55.57	\$0.00
	22.000	06/24/09	02/21/13	\$470.78	\$449.28	\$0.00	\$21.50	\$0.00
	5.000	06/24/09	02/21/13	\$112.66	\$102.11	\$0.00	\$10.55	\$0.00
	15.000	06/24/09	02/22/13	\$367.99	\$326.75	\$0.00	\$41.24	\$0.00
	18.000	06/24/09	03/01/13	\$431.25	\$367.59	\$0.00	\$63.66	\$0.00
	9.000	06/24/09	03/06/13	\$219.77	\$183.80	\$0.00	\$35.97	\$0.00
	6.000	09/14/09	03/06/13	\$146.51	\$119.91	\$0.00	\$26.60	\$0.00
	1.000	09/14/09	09/17/13	\$30.32	\$19.98	\$0.00	\$10.34	\$0.00
	15.000	09/16/09	09/17/13	\$454.87	\$288.75	\$0.00	\$166.12	\$0.00
	4.000	09/16/09	09/18/13	\$123.96	\$77.00	\$0.00	\$46.96	\$0.00
Security Subtotal	123.000			\$2,966.49	\$2,487.98	\$0.00	\$478.51	\$0.00
CUSIP: 808857108 Symbol (Box 1d): SLB								
SCHLUMBERGER LTD	9.000	01/12/07	03/20/13	\$665.61	\$517.18	\$0.00	\$148.43	\$0.00
	1.000	01/12/07	03/20/13	\$74.06	\$57.46	\$0.00	\$16.60	\$0.00

IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2013

THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 56-2201996
Account Number: 801 105884 049
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 ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SCHLUMBERGER LTD	2,000	01/12/07	03/22/13	\$148.00	\$114.93	\$0.00	\$33.07	\$0.00
	2,000	01/12/07	03/22/13	\$148.00	\$114.93	\$0.00	\$33.07	\$0.00
	1,000	10/22/08	03/22/13	\$74.00	\$50.75	\$0.00	\$23.25	\$0.00
	3,000	10/22/08	03/25/13	\$221.39	\$152.24	\$0.00	\$69.15	\$0.00
	5,000	10/22/08	03/26/13	\$369.99	\$253.73	\$0.00	\$116.26	\$0.00
	1,000	10/22/08	03/26/13	\$74.16	\$50.75	\$0.00	\$23.41	\$0.00
	5,000	10/22/08	03/26/13	\$370.82	\$253.73	\$0.00	\$117.09	\$0.00
Security Subtotal	29,000			\$2,147.03	\$1,555.70	\$0.00	\$591.33	\$0.00
SEAGATE TECHNOLOGY PLC		CUSIP: G7943M107	Symbol (Box 1d): STX					
	32,000	11/21/08	01/29/13	\$1,088.35	\$139.52	\$0.00	\$948.83	\$0.00
	69,000	11/21/08	08/27/13	\$2,649.10	\$300.83	\$0.00	\$2,348.27	\$0.00
	24,000	11/21/08	12/30/13	\$1,363.73	\$104.64	\$0.00	\$1,259.09	\$0.00
Security Subtotal	125,000			\$5,101.18	\$644.99	\$0.00	\$4,456.19	\$0.00
SMITH & NEPHEW PLC ADR		CUSIP: 83175M205	Symbol (Box 1d): SNN					
	19,000	01/20/08	03/05/13	\$1,031.68	\$940.11	\$0.00	\$91.57	\$0.00
TE CONNECTIVITY LTD NEW		CUSIP: H84989104	Symbol (Box 1d): TEL					
	28,000	11/09/07	12/30/13	\$1,527.23	\$920.33	\$0.00	\$606.90	\$0.00
TEXAS INSTRUMENTS		CUSIP: 882508104	Symbol (Box 1d): TXN					
	7,000	09/12/08	02/11/13	\$235.93	\$135.94	\$0.00	\$99.99	\$0.00
	7,000	01/09/08	02/11/13	\$235.92	\$111.70	\$0.00	\$124.22	\$0.00
	8,000	01/09/08	02/12/13	\$268.28	\$127.66	\$0.00	\$140.63	\$0.00
	19,000	01/09/08	03/14/13	\$672.57	\$303.19	\$0.00	\$369.38	\$0.00
	4,000	01/09/08	03/14/13	\$141.60	\$63.83	\$0.00	\$77.77	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

THE STEPHEN D. FALKENBURY JR
FOUNDATION
JOHN W. FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

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Account Number: 801 105884 049
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TEXAS INSTRUMENTS	3,000	01/09/03	03/14/13	\$106.20	\$47.87	\$0.00	\$58.33	\$0.00
Security Subtotal	2,000	01/09/03	03/14/13	\$70.80	\$31.91	\$0.00	\$38.89	\$0.00
TOTAL S A SPON ADR	50,000			\$1,731.31	\$822.10	\$0.00	\$909.21	\$0.00
CUSIP: 89151E109 Symbol (Box 1d): TOT								
UNILEVER PLC (NEW) ADS	18,000	10/10/02	01/29/13	\$967.62	\$586.29	\$0.00	\$381.33	\$0.00
CUSIP: 904767704 Symbol (Box 1d): UL								
UNILEVER PLC (NEW) ADS	15,000	05/02/05	07/22/13	\$629.24	\$319.25	\$0.00	\$309.99	\$0.00
Security Subtotal	5,000	05/17/05	07/22/13	\$209.74	\$111.51	\$0.00	\$98.23	\$0.00
UNITEDHEALTH GP INC	20,000			\$838.98	\$430.76	\$0.00	\$408.22	\$0.00
CUSIP: 91324P102 Symbol (Box 1d): UNH								
UNITEDHEALTH GP INC	47,000	01/11/01	04/12/13	\$2,969.54	\$648.19	\$0.00	\$2,320.35	\$0.00
Security Subtotal	9,000	01/11/01	12/30/13	\$673.22	\$124.31	\$0.00	\$548.91	\$0.00
US TSY NOTE 2625 20NV15	56,000			\$3,642.76	\$773.50	\$0.00	\$2,869.26	\$0.00
CUSIP: 912828PC8 Symbol (Box 1d):								
US TSY NOTE 4250 13NV15	1,000,000	06/05/12	06/21/13	\$1,043.13	\$1,095.14	\$0.00	(\$52.01)	\$0.00
CUSIP: 912828BR0 Symbol (Box 1d):								
US TSY NOTE 4250 13NV15	1,000,000	06/05/12	06/21/13	\$1,016.13	\$1,016.72	\$0.00	\$0.41	\$0.00
Security Subtotal	2,000,000	06/05/12	08/07/13	\$2,022.50	\$2,021.61	\$0.00	\$0.89	\$0.00
VERTEX PHARMACEUTICALS	3,000,000			\$3,038.63	\$3,037.33	\$0.00	\$1.30	\$0.00
CUSIP: 92532F100 Symbol (Box 1d): VRTX								
VERTEX PHARMACEUTICALS	3,000	10/31/08	12/30/13	\$222.03	\$76.67	\$0.00	\$145.36	\$0.00
Security Subtotal	13,000	11/12/08	12/30/13	\$882.15	\$347.47	\$0.00	\$534.68	\$0.00
Security Subtotal	15,000			\$1,184.18	\$424.14	\$0.00	\$760.04	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013

THE STEPHEN D. FALKENBURY JR
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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 8948 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CUSIP: 92828C839 Symbol (Box 1d): V								
VISA INC CL A	7.000	06/10/13	06/24/13	\$1,235.93	\$534.08	\$0.00	\$701.85	\$0.00
	3.000	06/10/13	07/17/13	\$567.75	\$228.89	\$0.00	\$338.86	\$0.00
	6.000	06/10/13	12/30/13	\$1,323.45	\$457.78	\$0.00	\$865.67	\$0.00
Security Subtotal	16.000			\$3,127.13	\$1,220.75	\$0.00	\$1,906.38	\$0.00
CUSIP: 92857W209 Symbol (Box 1d): VOD								
VODAFONE GP PLC ADS NEW	11.000	08/14/01	12/30/13	\$428.90	\$250.17	\$0.00	\$178.73	\$0.00
	34.000	08/14/01	12/30/13	\$1,325.70	\$773.25	\$0.00	\$552.45	\$0.00
Security Subtotal	45.000			\$1,754.60	\$1,023.42	\$0.00	\$731.18	\$0.00
CUSIP: 254687106 Symbol (Box 1d): DIS								
WALT DISNEY CO HLDG CO	16.000	10/31/02	07/17/13	\$1,039.44	\$264.50	\$0.00	\$774.94	\$0.00
	21.000	10/31/02	07/17/13	\$1,364.26	\$347.16	\$0.00	\$1,017.10	\$0.00
	4.000	10/31/02	12/30/13	\$303.73	\$66.12	\$0.00	\$237.61	\$0.00
	13.000	10/31/02	12/30/13	\$987.11	\$214.91	\$0.00	\$772.20	\$0.00
Security Subtotal	54.000			\$3,694.54	\$892.69	\$0.00	\$2,801.85	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

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

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1f)	DATE OF SALE (Box 1g)	SYMBOL (Box 1d)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
WEYERHAEUSER CO									
	14.000	07/22/10	01/10/13	WY	\$426.44	\$217.55	\$0.00	\$208.89	\$0.00
	11.000	07/22/10	03/27/13		\$337.27	\$170.94	\$0.00	\$166.33	\$0.00
Security Subtotal	25.000				\$763.71	\$388.49	\$0.00	\$375.22	\$0.00
Total Long Term Noncovered Securities					\$124,111.27	\$65,574.98	\$0.00	\$58,536.29	\$0.00
Total Long Term Covered and Noncovered Securities					\$147,308.22	\$85,668.50	\$293.17	\$61,639.72	\$0.00
Total Short and Long Term, Covered and Noncovered Securities					\$170,354.34	\$107,416.99	\$293.17	\$62,936.46	\$0.00
Form 1099-B Total Reportable Amounts									
Total Sales Price (Box 2a)					\$170,354.34				
Total Cost or Other Basis (Box 3)						\$27,053.29			
Total Wash Sale Loss Disallowed (Box 5)							\$293.17		
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