Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THALIA & MICHAEL C CARLOS FOUNDATION, INC

A Employer identification number
58-1410420

Number and street (or P O box number if mail is not delivered to street address): 1100 PEACHTREE STREET — Room/suite: 1600

B Telephone number
404-815-6600

City or town, state or province, country, and ZIP or foreign postal code
ATLANTA, GA 30309

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 28,418,059.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	18,000,022.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	456,140.	456,140.		STATEMENT 1
	4 Dividends and interest from securities	271,260.	271,260.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	493,060.			
	b Gross sales price for all assets on line 6a 5,567,374.				
	7 Capital gain net income (from Part IV, line 2)		493,060.		
	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	4,542.	4,542.		STATEMENT 3
	12 Total. Add lines 1 through 11	19,225,024.	1,225,002.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	290,475.	290,475.		0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	24,145.	1,145.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	112,107.	109,610.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	426,727.	401,230.		0.
	25 Contributions, gifts, grants paid	13,030,000.			1,030,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	13,456,727.	401,230.		1,030,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	5,768,297.			
	b **Net investment income** (if negative, enter -0-)		823,772.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,659,645.	707,289.	707,289.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	899,386.	706,480.	686,400.
	b Investments - corporate stock STMT 8	6,791,365.	8,902,294.	11,472,942.
	c Investments - corporate bonds STMT 9	8,283,973.	9,182,545.	9,054,526.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	609,737.	4,514,142.	6,482,607.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	14,642.	14,295.	14,295.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	18,258,748.	24,027,045.	28,418,059.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	18,258,748.	24,027,045.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	18,258,748.	24,027,045.	
	31 **Total liabilities and net assets/fund balances**	18,258,748.	24,027,045.	

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	18,258,748.
2	Enter amount from Part I, line 27a	2	5,768,297.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	24,027,045.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,027,045.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,567,374.		5,074,314.	493,060.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				493,060.

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	493,060.
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	40,000.	19,691,230.	.002031
2011	690,004.	19,364,307.	.035633
2010	20,000.	17,963,760.	.001113
2009	250,000.	15,483,552.	.016146
2008	110,000.	13,812,677.	.007964

2 **Total** of line 1, column (d)	2	.062887
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	.012577
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	26,001,860.
5 Multiply line 4 by line 3	5	327,025.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,238.
7 Add lines 5 and 6	7	335,263.
8 Enter qualifying distributions from Part XII, line 4	8	1,030,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	8,238.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	8,238.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	8,238.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	15,760.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	15,760.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,522.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 7,522.	Refunded ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARY B. LONG Telephone no. ▶404-815-6060

Located at ▶1100 PEACHTREE ST, SUITE 1600, ATLANTA, GA ZIP+4 ▶30309

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUZANNE G. MASON 1100 PEACHTREE STREET, SUITE 1600 ATLANTA, GA 30309	PRESIDENT/TREASURER 1.00	0.	0.	0.
HAROLD E. ABRAMS 1100 PEACHTREE STREET, SUITE 1600 ATLANTA, GA 30309	VICE PRESIDENT/SECRETARY 0.50	0.	0.	0.
MILES J. ALEXANDER 1100 PEACHTREE STREET, SUITE 2800 ATLANTA, GA 30309	TRUSTEE 0.50	0.	0.	0.
CHRIS M. CARLOS ONE NATIONAL DRIVE, SW ATLANTA, GA 30336	TRUSTEE 0.50	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	25,552,351.
b	Average of monthly cash balances	1b	845,476.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	26,397,827.
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	26,397,827.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	395,967.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,001,860.
6	**Minimum investment return** Enter 5% of line 5	6	1,300,093.

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	1,300,093.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 8,238.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	8,238.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,291,855.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,291,855.
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	1,291,855.

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	1,030,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,030,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	8,238.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,021,762.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,291,855.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			938,968.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,030,000.				
a Applied to 2012, but not more than line 2a			938,968.	
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				91,032.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,200,823.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

MARY B. LONG, 404-815-6060
1100 PEACHTREE STREET, SUITE 1600, ATLANTA, GA 30309

b The form in which applications should be submitted and information and materials they should include:

LETTER DESCRIBING NEED

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALLIANCE THEATRE 1280 PEACHTREE STREET NE ATLANTA, GA 30309		PUBLIC	GENERAL FUND	10,000.
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION 41 PERIMETER CENTER EAST SUITE 550 ATLANTA, GA 30346		PUBLIC	GENERAL FUND	10,000.
AMERICAN CANCER SOCIETY DIVISIONS INC 250 WILLIAMS STREET ATLANTA, GA 30303		PUBLIC	GENERAL FUND	10,000.
AMERICAN DIABETES ASSOCIATION INC 225 PEACHTREE STREET, SUITE 550 ATLANTA, GA 30303		PUBLIC	GENERAL FUND	10,000.
AMERICAN JEWISH COMMITTEE 6 PIEDMONT CENTER NE #510 ATLANTA, GA 30303		PUBLIC	GENERAL FUND	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,030,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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
AMERICAN PARKINSON DISEASE ASSOCIATION P.O. BOX 49416 ATLANTA, GA 30359		PUBLIC	GENERAL FUND	10,000.
ANTI-DEFAMATION LEAGUE FOUNDATION 3490 PIEDMONT ROAD NE SUITE 610 ATLANTA, GA 30305		PUBLIC	GENERAL FUND	10,000.
ANTI-DEFAMATION LEAGUE FOUNDATION 3490 PIEDMONT ROAD NE SUITE 610 ATLANTA, GA 30305		PUBLIC	GENERAL FUND	10,000.
ATLANTA BOTANICAL GARDEN INC 1345 PIEDMONT AVE NE ATLANTA, GA 30309		PUBLIC	GENERAL FUND	10,000.
ATLANTA COMMUNITY FOOD BANK INC 732 JOSEPH E. LOWERY BLVD NW SUITE 510 ATLANTA, GA 30318		PUBLIC	GENERAL FUND	10,000.
ATLANTA FULTON COUNTY ZOO INC 800 CHEROKEE AVE SE ATLANTA, GA 30315		PUBLIC	GENERAL FUND	10,000.
ATLANTA HISTORICAL SOCIETY INC 130 WEST PACES FERRY ROAD NW ATLANTA, GA 30305		PUBLIC	GENERAL FUND	10,000.
ATLANTA HUMANE SOCIETY 981 HOWELL MILL ROAD NW ATLANTA, GA 30318		PUBLIC	GENERAL FUND	10,000.
ATLANTA LEGAL AID SOCIETY INC 151 SPRING STREET NW ATLANTA, GA 30303		PUBLIC	GENERAL FUND	10,000.
ATLANTA VOLUNTEER LAWYERS FOUNDATION INC 235 PEACHTREE STREET SUITE 1750 ATLANTA, GA 30303		PUBLIC	GENERAL FUND	10,000.
Total from continuation sheets				980,000.

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
ATLANTA WOMEN'S FOUNDATION INC 50 HURT PLAZA SE ATLANTA, GA 30303		PUBLIC	GENERAL FUND	10,000.
BOOTH WESTERN ART MUSEUM P.O. BOX 3070 CARTERSVILLE, GA 30120		PUBLIC	GENERAL FUND	10,000.
BOYS AND GIRLS CLUBS OF METRO ATLANTA INC 1275 PEACHTREE STREET NE SUITE 500 ATLANTA, GA 30309		PUBLIC	GENERAL FUND	10,000.
CAMP SUNSHINE INC 1850 CLAIRMONT ROAD DECATUR, GA 30033		PUBLIC	GENERAL FUND	10,000.
CAMP TWIN LAKES INC 600 MEANS STREET SUITE 110 ATLANTA, GA 30318		PUBLIC	GENERAL FUND	10,000.
CARE 151 ELLIS STREET NE ATLANTA, GA 30303		PUBLIC	GENERAL FUND	10,000.
CHILDREN'S HEALTHCARE OF ATLANTA FOUNDATION 1577 NORTHEAST EXPRESSWAY SUITE A ATLANTA, GA 30329		PUBLIC	GENERAL FUND	20,000.
CHRIS KIDS INC 1017 FAYETTEVILLE ROAD SE ATLANTA, GA 30316		PUBLIC	GENERAL FUND	10,000.
COOL GIRLS INC 621 NORTH AVENUE NE SUITE A-220 ATLANTA, GA 30308		PUBLIC	GENERAL FUND	10,000.
CREATE YOUR DREAMS INC 887 W MARIETTA STREET STUDIO T-108 ATLANTA, GA 30318		PUBLIC	GENERAL FUND	10,000.
Total from continuation sheets				

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
DEKALB ALTERNATIVE SCHOOL 5855 MEMORIAL DRIVE STONE MOUNTAIN, GA 30083		PUBLIC	GENERAL FUND	7,000.
DEKALB HISTORICAL SOCIETY INC 101 E COURT SQUARE DECATUR, GA 30030		PUBLIC	GENERAL FUND	10,000.
EXODUS INC 230 FOURTH AVE N SUITE 105 NASHVILLE, TN 37219		PUBLIC	GENERAL FUND	25,000.
GENESIS SHELTER INC 173 BOULEVARD CENTER NE ATLANTA, GA 30312		PUBLIC	GENERAL FUND	10,000.
GEORGIA AQUARIUM INC 225 BAKER STREET NW ATLANTA, GA 30313		PUBLIC	GENERAL FUND	10,000.
GEORGIA JUSTICE PROJECT INC 438 EDGEWOOD AVE NE ATLANTA, GA 30312		PUBLIC	GENERAL FUND	10,000.
GEORGIA LEGAL SERVICES FOUNDATION INC 104 MARIETTA STREET NW ATLANTA, GA 30303		PUBLIC	GENERAL FUND	10,000.
GEORGIA PUBLIC BROADCASTING 260 14TH STREET NW ATLANTA, GA 30318		PUBLIC	GENERAL FUND	10,000.
GEORGIA STATE UNIVERSITY FOUNDATION INC P.O. BOX 3963 ATLANTA, GA 30302		PUBLIC	SCHOLARSHIP FUND	37,500.
GEORGIA STATE UNIVERSITY FOUNDATION INC P.O. BOX 3963 ATLANTA, GA 30302		PUBLIC	GENERAL FUND	37,500.
Total from continuation sheets				

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
GILLIAMS PROMISE INC P.O. BOX 592 HIGHLANDS, NC 28741		PUBLIC	GENERAL FUND	5,000.
GIRLS ROCK CAMP ATL INC P.O. BOX 243 DECATUR, GA 30031		PUBLIC	GENERAL FUND	10,000.
GREEK ORTHODOX CATHEDRAL OF THE ANNUNCIATION 2500 CLAIRMONT ROAD NE ATLANTA, GA 30329		PUBLIC	GENERAL FUND	36,000.
HEALTH STUDENTS TAKING ACTION TOGETHER INC 50 HURT PLAZA, SUITE 855 ATLANTA, GA 30303		PUBLIC	GENERAL FUND	10,000.
HIGH MUSEUM OF ART 1280 PEACHTREE STREET NE ATLANTA, GA 30309		PUBLIC	GENERAL FUND	10,000.
HORIZON THEATRE COMPANY P.O. BOX 5376 ATLANTA, GA 30307		PUBLIC	GENERAL FUND	2,000.
JDRF 3525 PIEDMONT ROAD NE SUITE B6 SUITE 300 ATLANTA, GA 30305		PUBLIC	GENERAL FUND	10,000.
JEWISH EDUCATIONAL LOAN FUND INC 4549 CHAMBLEE DUNWOODY ROAD DUNWOODY, GA 30338		PUBLIC	GENERAL FUND	20,000.
LIFELINE ANIMAL PROJECT INC 129 LAKE STREET AVONDALE ESTATES, GA 30002		PUBLIC	GENERAL FUND	10,000.
MARCUS AUTISM CENTER 1920 BRIARCLIFF ROAD NE ATLANTA, GA 30329		PUBLIC	GENERAL FUND	10,000.
Total from continuation sheets				

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
MICHAEL C. CARLOS MUSEUM OF EMORY UNIVERSITY 571 SOUTH KILGO CIRCLE ATLANTA, GA 30322		PUBLIC	GENERAL FUND	100,000.
MIDTOWN ASSISTANCE CENTER INC 30 PORTER PLACE NE ATLANTA, GA 30308		PUBLIC	GENERAL FUND	10,000.
NATIONAL CENTER FOR CIVIL AND HUMAN RIGHTS INC 55 IVAN ALLEN JR BLVD NW SUITE 510 ATLANTA, GA 30308		PUBLIC	GENERAL FUND	20,000.
PARTNERSHIP AGAINST DOMESTIC VIOLENCE' P.O. BOX 170225 ATLANTA, GA 30317		PUBLIC	GENERAL FUND	10,000.
PLANNED PARENTHOOD SOUTHEAST INC 75 PIEDMONT AVE NE ATLANTA, GA 30303		PUBLIC	GENERAL FUND	10,000.
PROJECT OPEN HAND 176 OTTLEY DRIVE NE ATLANTA, GA 30324		PUBLIC	GENERAL FUND	10,000.
PUBLIC BROADCASTING OF ATLANTA 750 BISMARK ROAD NE ATLANTA, GA 30324		PUBLIC	GENERAL FUND	10,000.
REFUGEE WOMEN'S NETWORK INC 1431 MCLENDON DRIVE DECATUR, GA 30033		PUBLIC	GENERAL FUND	10,000.
SPECIAL OLYMPICS GEORGIA INC 4000 DEKALB TECHNOLOGY PKWY B400 SUITE 400 ATLANTA, GA 30340		PUBLIC	GENERAL FUND	10,000.
TELLUS SCIENCE MUSEUM P.O. BOX 3663 CARTERSVILLE, GA 30120		PUBLIC	GENERAL FUND	10,000.
Total from continuation sheets				

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
THE CARTER CENTER INC 453 FREEDOM PARKWAY ATLANTA, GA 30307		PUBLIC	GENERAL FUND	10,000.
THE EARL SMITH STRAND THEATRE P.O BOX 4186 MARIETTA, GA 30061		PUBLIC	GENERAL FUND	10,000.
THE EMPTY STOCKING FUND INC 1975 CENTURY BLVD SUITE 16 ATLANTA, GA 30345		PUBLIC	GENERAL FUND	10,000.
THE GLOBAL VILLAGE PROJECT INC P.O. BOX 2200 DECATUR, GA 30031		PUBLIC	GENERAL FUND	10,000.
THE SHEPHERD CENTER 2020 PEACHTREE ROAD NE ATLANTA, GA 30309		PUBLIC	GENERAL FUND	75,000.
THE SMILE TRAIN P.O. BOX 96231 WASHINGTON, DC 20090		PUBLIC	GENERAL FUND	5,000.
THE VI AND MILTON WEINSTEIN HOSPICE INC 3150 HOWELL MILL ROAD NW ATLANTA, GA 30327		PUBLIC	GENERAL FUND	10,000.
THE WILLIAM BREMAN JEWISH HOME INC 3150 HOWELL MILL ROAD NW ATLANTA, GA 30327		PUBLIC	GENERAL FUND	20,000.
TRUANCY INTERVENTION PROJECT GEORGIA, INC. 395 PRYOR STREET SW SUITE 4122 ATLANTA, GA 30303		PUBLIC	GENERAL FUND	10,000.
VISITING NURSE HEALTH SYSTEM INC 5775 GLENRIDGE DRIVE NE SUITE E-200 ATLANTA, GA 30328		PUBLIC	GENERAL FUND	20,000.
Total from continuation sheets				

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
WILLIAM BREMAN JEWISH HERITAGE MUSEUM 1440 SPRING STREET NW ATLANTA, GA 30309		PUBLIC	GENERAL FUND	10,000.
WINSHIP CANCER INSTITUTE OF EMORY UNIVERSITY 1762 CLIFTON ROAD NE SUITE 1400 ATLANTA, GA 30322		PUBLIC	GENERAL FUND	20,000.
WOODWARD ACADEMY INC 1662 RUGBY AVE ATLANTA, GA 30337		PUBLIC	GENERAL FUND	50,000.
YWCA OF GREATER ATLANTA 957 N HIGHLAND AVE ATLANTA, GA 30307		PUBLIC	GENERAL FUND	10,000.
ZABAN COUPLES CENTER 1605 PEACHTREE STREET NE 2ND FLOOR ATLANTA, GA 30309		PUBLIC	GENERAL FUND	10,000.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	456,140.	
4 Dividends and interest from securities			14	271,260.	
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			01	4,542.	
8 Gain or (loss) from sales of assets other than inventory			18	493,060.	
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.		1,225,002.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,225,002.

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

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

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

323621 10-10-13

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Suzanne G. Mason — 11/11/14 — PRESIDENT & TREASURER

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD K. BABUSH	Richard K. Babush CPA	11/4/14		P00014912
Firm's name ▶ BABUSH, NEIMAN, KORNMAN & JOHNSON, LLP			Firm's EIN ▶ 58-0942047	
Firm's address ▶ 5909 PEACHTREE DUNWOODY RD. SUITE 800 ATLANTA, GA 30328			Phone no. 770-261-1900	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Name of the organization	Employer identification number
THALIA & MICHAEL C CARLOS FOUNDATION, INC	58-1410420

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ __________

Caution. *An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF),* but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THALIA & MICHAEL C CARLOS FOUNDATION, INC	58-1410420

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE ESTATE OF THALIA N. CARLOS 3340 PEACHTREE ROAD, SUITE 250 ATLANTA, GA 30326	$ 18,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization: THALIA & MICHAEL C CARLOS FOUNDATION, INC

Employer identification number: 58-1410420

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THALIA & MICHAEL C CARLOS FOUNDATION, INC	58-1410420

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY #5880	22,554.	22,554.	
FIDELITY #5880 - ACR INT PAID	<5,874.>	<5,874.>	
FIDELITY #5880 - US GOV'T	3,125.	3,125.	
MORGAN STANLEY #0355	18.	18.	
MORGAN STANLEY #1355	2,209.	2,209.	
MORGAN STANLEY #5355	439,162.	439,162.	
MORGAN STANLEY #5355 - ACR INT PAID	<30,346.>	<30,346.>	
MORGAN STANLEY #5355 - OID	12,033.	12,033.	
MORGAN STANLEY #5355 - US GOV'T	12,966.	12,966.	
MS CHARTER ASPECT LP - FLOWTHROUGH	84.	84.	
MS CHARTER WNT LP - FLOWTHROUGH	120.	120.	
MS MANAGED FUTURES PREMIER GRAHAM LP - FLOWTHROUGH	89.	89.	
TOTAL TO PART I, LINE 3	456,140.	456,140.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY #5880	71,600.	3,410.	68,190.	68,190.	
MORGAN STANLEY #0355	18.	0.	18.	18.	
MORGAN STANLEY #1355	196,007.	998.	195,009.	195,009.	
MORGAN STANLEY #5355	8,043.	0.	8,043.	8,043.	
TO PART I, LINE 4	275,668.	4,408.	271,260.	271,260.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
IRA DISTRIBUTION	120.	120.	
MS CHARTER ASPECT LP - FLOWTHROUGH	<15,915.>	<15,915.>	
MS MANAGED FUTURES PREMIER GRAHAM LP - FLOWTHROUGH	11,367.	11,367.	
MS CHARTER WNT LP - FLOWTHROUGH	8,970.	8,970.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,542.	4,542.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	290,475.	290,475.		0.
TO FM 990-PF, PG 1, LN 16A	290,475.	290,475.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	23,000.	0.		0.
MORGAN STANLEY #1355 - FOREIGN TAXES	860.	860.		0.
FIDELITY #5880 - FOREIGN TAXES	285.	285.		0.
TO FORM 990-PF, PG 1, LN 18	24,145.	1,145.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDELITY #5880 - ADVISOR FEES	40,164.	40,164.		0.
MORGAN STANLEY #1355 - ADVISOR FEES	54,987.	54,987.		0.
MORGAN STANLEY #1355 - INSURANCE EXPENSE	2,497.	0.		0.
MORGAN STANLEY #5355 - INVESTMENT FEES	4,300.	4,300.		0.
MORGAN STANLEY #0355 - INVESTMENT FEES	25.	25.		0.
MS CHARTER ASPECT LP - FLOWTHROUGH	2,850.	2,850.		0.
MS MANAGED FUTURES PREMIER GRAHAM LP - FLOWTHROUGH	4,031.	4,031.		0.
MS CHARTER WNT LP - FLOWTHROUGH	3,253.	3,253.		0.
TO FORM 990-PF, PG 1, LN 23	112,107.	109,610.		0.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTE DUE 04/30/13 3.125%	X		0.	0.
MORGAN STANLEY #5355 - SEE STATEMENT A-2	X		706,480.	686,400.
TOTAL U.S. GOVERNMENT OBLIGATIONS			706,480.	686,400.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			706,480.	686,400.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY #1355 - SEE STATEMENT A-1	4,818,858.	7,127,294.
FIDELITY #5880 - SEE STATEMENT A-3	4,083,436.	4,345,648.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,902,294.	11,472,942.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY #5355 - SEE STATEMENT A-2	8,041,149.	7,922,379.
MORGAN STANLEY #1355 - SEE STATEMENT A-1	32,433.	31,981.
FIDELITY #5880 - SEE STATEMENT A-3	1,108,963.	1,100,166.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,182,545.	9,054,526.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY #5355 - SEE STATEMENT A-2	COST	400,000.	418,344.
MORGAN STANLEY #1355 - SEE STATEMENT A-1	COST	2,263,278.	4,188,617.
FIDELITY #5880 - SEE STATEMENT A-3	COST	900,140.	908,167.
FIDELITY #5880 - SEE STATEMENT A-3	COST	143,356.	152,820.
FIDELITY #5880 - SEE STATEMENT A-3	COST	195,891.	195,891.
MS CHARTER ASPECT LP - FLOWTHROUGH	COST	179,695.	179,765.
MS MANAGED FUTURES PREMIER GRAHAM LP - FLOWTHROUGH	COST	204,540.	211,295.
MS CHARTER WNT LP - FLOWTHROUGH	COST	227,242.	227,708.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,514,142.	6,482,607.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
UNSETTLED TRANSACTIONS	14,642.	14,295.	14,295.
TO FORM 990-PF, PART II, LINE 15	14,642.	14,295.	14,295.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MORGAN STANLEY #5355 - SEE STATEMENT D-2	P	VARIOUS	12/31/13
b	MORGAN STANLEY #5355 - SEE STATEMENT D-2	P	VARIOUS	12/31/13
c	MORGAN STANLEY #1355 - SEE STATEMENT D-1	P	VARIOUS	12/31/13
d	MORGAN STANLEY #1355 - SEE STATEMENT D-1	P	VARIOUS	12/31/13
e	FIDELITY #5880 - SEE STATEMENT D-3	P	VARIOUS	12/31/13
f	FIDELITY #5880 - SEE STATEMENT D-3	P	VARIOUS	12/31/13
g	MS CHARTER ASPECT LP - FLOWTHROUGH	P	VARIOUS	12/31/13
h	MS CHARTER ASPECT LP - FLOWTHROUGH	P	VARIOUS	12/31/13
i	MS MANAGED FUTURES PREMIER GRAHAM LP - FLOWTHROUG	P	VARIOUS	12/31/13
j	MS MANAGED FUTURES PREMIER GRAHAM LP - FLOWTHROUG	P	VARIOUS	12/31/13
k	MS CHARTER WNT LP - FLOWTHROUGH	P	VARIOUS	12/31/13
l	MS CHARTER WNT LP - FLOWTHROUGH	P	VARIOUS	12/31/13
m	CAPITAL GAINS DIVIDENDS			
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	359,550.		351,147.	8,403.
b	2,827,444.		2,752,827.	74,617.
c	88,071.		83,747.	4,324.
d	1,216,373.		959,344.	257,029.
e	832,198.		718,975.	113,223.
f	209,291.		206,611.	2,680.
g			1,663.	<1,663.>
h	3,037.			3,037.
i	10,797.			10,797.
j	6,323.			6,323.
k	6,859.			6,859.
l	3,023.			3,023.
m	4,408.			4,408.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) 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				8,403.
b				74,617.
c				4,324.
d				257,029.
e				113,223.
f				2,680.
g				<1,663.>
h				3,037.
i				10,797.
j				6,323.
k				6,859.
l				3,023.
m				4,408.
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	493,060.
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

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Morgan Stanley

Account Detail

Portfolio Management Active Assets Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation - Custom Eq

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM)	6/15/09	1,300 000	$59 000	$76,699 87	$182,325 00	$105,625 13 LT		
	12/10/12	10 000	91 870	918.70	1,402 50	483 80 LT		
	Total	1,310 000		77,618 57	183,727.50	106,108 93 LT	4,480 20	2 43
Share Price: $140 250, Next Dividend Payable 03/2014								
ACE LTD (ACE)	6/13/13	1,950 000	88.902	173,359 68	201,883.50	28,523 82 ST	4,914 00	2 43
Share Price: $103 530, Next Dividend Payable 01/2014								
ALLERGAN INC (AGN)	9/26/12	1,300.000	91 860	119,417 87	144,404 00	24,986 13 LT		
	11/27/12	330 000	91 267	30,118 01	36,656 40	6,538 39 LT		
	Total	1,630 000		149,535 88	181,060.40	31,524 52 LT	326 00	0 18
Share Price: $111.080, Next Dividend Payable 03/2014								
AMERICAN TOWER REIT COM (AMT)	1/23/12	1,500 000	61 838	92,756 25	119,730 00	26,973 75 LT		
	11/27/12	400 000	73.967	29,586 72	31,928 00	2,341 28 LT		
	Total	1,900 000		122,342 97	151,658.00	29,315 03 LT	2,204 00	1 45
Share Price: $79 820; Next Dividend Payable 03/2014								
APPLE INC (AAPL)	5/29/09	580.000	135.153	78,388 57	325,391 60	247,003 03 LT		
	12/10/12	5 000	529.821	2,649 10	2,805 10	156 00 LT		
	Total	585.000		81,037 67	328,196.70	247,159 03 LT	7 137 00	2 17
Share Price: $561 020; Next Dividend Payable 02/2014								
AT&T INC (T)	7/26/07	650 000	40 941	26,611 91	22,854 00	(3,757 91) LT		
	9/12/07	50 000	39 900	1,995 00	1,758 00	(237 00) LT		
	11/16/07	150 000	40 300	6,045 00	5,274 00	(771 00) LT		
	12/18/07	50.000	40 630	2,031 50	1,758 00	(273 50) LT		
	1/8/08	50.000	41 680	2,084 00	1,758 00	(326 00) LT		
	1/22/08	150 000	35.160	5,274 00	5,274 00	0 00 LT		
	2/1/08	200 000	38 600	7,720 00	7,032 00	(688 00) LT		
	4/2/08	150.000	39 258	5,888 70	5,274 00	(614 70) LT		
	4/28/08	150 000	38 578	5,786 70	5,274 00	(512 70) LT		
	10/28/08	100.000	26 811	2,681 07	3,516 00	834 93 LT		
	10/31/08	1,300.000	27.817	36,161 84	45,708 00	9,546 16 LT		
	6/15/09	1,770.000	24.439	43,256 15	62,233 20	18,977 05 LT		
	12/10/12	60 000	33.730	2,023 80	2,109 60	85 80 LT		
	Total	4,830.000		147,559 67	169,822.80	22,263 13 LT	8,887.20	5 23
Share Price: $35.160; Next Dividend Payable 02/2014								
BAXTER INTL INC (BAX)	5/13/10	840 000	44.636	37,494 58	58,422 00	20,927 42 LT		
	2/9/11	800 000	49.858	39,886 00	55,640 00	15,754 00 LT		
	11/16/11	550 000	54.656	30,061.02	38,252 50	8,191.48 LT		

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Account Detail

Portfolio Management Active Assets Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation - Custom Eq

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	7/12/12	50 000	53.710	2,685.50	3,477 50	792 00 LT		
	12/10/12	20 000	65.490	1,309 80	1,391 00	81 20 LT		
	10/28/13	140 000	67.116	9,396 30	9,737 00	340 70 ST		
	Total	2,400 000		120,833 20	**166,920.00**	45,746 10 LT 340 70 ST	4,704 00	2 81
Share Price: $69.550; Next Dividend Payable 01/03/14								
BLACKROCK INC (BLK)	4/2/12	580 000	206.340	119,677.37	183,552 60	63,875 23 LT		
	11/27/12	150 000	193.130	28,969 49	47,470 50	18,501 01 LT		
	Total	730 000		148,646 86	**231,023.10**	82,376 24 LT	4,905 60	2 12
Share Price: $316.470; Next Dividend Payable 03/2014								
BRISTOL MYERS SQUIBB CO (BMY)	8/16/11	1,950 000	28.259	55,105.44	103,642 50	48,537 06 LT		
	7/12/12	50 000	34 910	1,745 50	2,657 50	912 00 LT		
	Total	2,000.000		56,850 94	**106,300.00**	49,449 06 LT	2,880 00	2 70
Share Price: $53.150; Next Dividend Payable 02/03/14								
CHEVRON CORP (CVX)	3/26/13	750 000	120 807	90,605 10	93,682 50	3,077 40 ST		
	10/28/13	150 000	120 280	18,041 99	18,736 50	694 51 ST		
	Total	900 000		108,647 09	**112,419.00**	3,771 91 ST	3,600 00	3 20
Share Price: $124.910; Next Dividend Payable 03/2014								
COCA COLA CO (KO)	5/4/07	620 000	26 640	16,516 80	25,612 20	9,095 40 LT		
	6/8/07	380 000	25 595	9,726 10	15,697.80	5,971 70 LT		
	7/11/07	200.000	26.025	5,205 00	8,262 00	3,057 00 LT		
	1/22/08	200 000	29 625	5,925 00	8,262 00	2,337 00 LT		
	2/1/08	400 000	29.920	11,968 00	16,524 00	4,556 00 LT		
	4/2/08	200.000	30.349	6,069 80	8,262 00	2,192.20 LT		
	10/31/08	400 000	22 549	9,019 60	16,524 00	7,504 40 LT		
	6/15/09	1,400 000	24 165	33,830 93	57,834 00	24,003 07 LT		
	Total	3,800 000		98,261 23	**156,978.00**	58,716 77 LT	4,256 00	2 71
Share Price: $41.310, Next Dividend Payable 03/2014								
COLGATE PALMOLIVE CO (CL)	11/22/11	2,400 000	44.211	106,106 16	**156,504.00**	50,397 84 LT	3,264 00	2 08
Share Price: $65.210, Next Dividend Payable 02/2014								
COVIDIEN PLC (COV)	8/19/09	2,160.000	36 268	78,339 93	147,096 00	68,756 07 LT		
	2/9/11	800.000	45 327	36,261.33	54,480 00	18,218 67 LT		
	12/10/12	30.000	52.775	1,583 24	2,043 00	459 76 LT		
	7/3/13	280.000	57.395	16,070 71	19,068 00	2,997 29 ST		

Account Detail

Portfolio Management Active Assets Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation - Custom Eq

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	3,270 000		132,255 21	**222,687.00**	87,434 50 LT 2,997 29 ST	4,185 60	1 87
Share Price: $68.100; Next Dividend Payable 02/2014								
DANAHER CORPORATION (DHR)	5/2/13	2,300 000	60 579	139,331.47	**177,560.00**	38,228 53 ST	230 00	0 12
Share Price: $77 200; Next Dividend Payable 01/31/14								
DUKE ENERGY CORP NEW (DUK)	1/31/13	2,780 000	68.705	190,999 90	**191,847.80**	847 90 ST	8,673 60	4 52
Share Price: $69.010; Next Dividend Payable 03/2014								
EBAY INC (EBAY)	6/25/13	2,220 000	51 642	114,644 80	**121,800 30**	7,155 50 ST	---	--
Share Price: $54.865								
EMC CORP MASS (EMC)	10/21/13	6,100.000	25 127	153,272 26	**153,415.00**	142 74 ST	2,440 00	1 59
Share Price: $25.150; Next Dividend Payable 01/2014								
EXXON MOBIL CORP (XOM)	10/31/08	1,500 000	74.400	111,599 85	151,800 00	40,200 15 LT		
	10/31/08	120 000	74.430	8,931.60	12,144 00	3,212 40 LT		
	11/11/09	240.000	73.008	17,521.92	24,288 00	6,766 08 LT		
	12/10/12	20.000	88 410	1,768 20	2,024 00	255 80 LT		
	Total	1,880.000		139,821 57	**190,256.00**	50,434 43 LT	4,737 60	2 49
Share Price: $101 200, Next Dividend Payable 03/2014								
GOOGLE INC-CL A (GOOG)	4/4/13	100 000	794.760	79,475 99	112,071 00	32,595 01 ST		
	10/28/13	10 000	1,016 840	10,168 40	11,207 10	1,038 70 ST		
	Total	110.000		89,644 39	**123,278.10**	33,633 71 ST	—	--
Share Price: $1,120.710								
HOME DEPOT INC (HD)	8/29/13	1,730 000	75 423	130,481.44	**142,448.20**	11,966 76 ST	2,698 80	1 89
Share Price: $82.340; Next Dividend Payable 03/2014								
HONEYWELL INTERNATIONAL INC (HON)	9/23/10	1,650.000	43.671	72,057 15	150,760 50	78,703 35 LT		
	7/12/12	200 000	53 231	10,646 28	18,274.00	7,627 72 LT		
	9/26/12	980.000	58 792	57,615 87	89,542 60	31,926 73 LT		
	12/10/12	20.000	61.860	1,237 20	1,827 40	590 20 LT		
	Total	2,850 000		141,556 50	**260,404.50**	118,848 00 LT	5,130 00	1 97
Share Price: $91.370; Next Dividend Payable 03/2014								
JPMORGAN CHASE & CO (JPM)	12/6/04	75.000	38.150	2,861 25	4,386 00	1,524 75 LT		
	12/28/04	35.000	39.220	1,372.70	2,046 80	674 10 LT		
	1/12/05	20 000	37.720	754 40	1,169.60	415 20 LT		
	2/9/05	65 000	37 550	2,440 75	3,801 20	1,360 45 LT		
	8/16/05	175 000	34 770	6,084 75	10,234 00	4,149 25 LT		
	2/26/07	80 000	50.920	4,073 60	4,678 40	604 80 LT		
	3/26/07	60 000	48 530	2,911.80	3,508 80	597 00 LT		

Morgan Stanley

Account Detail

Portfolio Management Active Assets Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation - Custom Eq

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	6/8/07	40 000	49 850	1,994 00	2,339.20	345 20 LT		
	7/11/07	100 000	48.190	4,819 00	5,848 00	1,029 00 LT		
	7/24/07	50 000	45.310	2,265 50	2,924 00	658 50 LT		
	9/12/07	50 000	44 690	2,234 50	2,924 00	689 50 LT		
	12/18/07	100 000	43 520	4,352 00	5,848 00	1,496 00 LT		
	1/8/08	100.000	41.190	4,119 00	5,848 00	1,729 00 LT		
	4/2/08	150 000	46.768	7,015 20	8,772 00	1,756 80 LT		
	4/28/08	200 000	47 766	9,553 20	11,696 00	2,142 80 LT		
	6/15/09	1,000.000	34.238	34,238 00	58,480 00	24,242 00 LT		
	7/12/12	550 000	34 098	18,754.07	32,164 00	13,409 93 LT		
	11/27/12	490 000	40.932	20,056 68	28,655 20	8,598 52 LT		
	12/10/12	30 000	42 310	1,269 30	1,754 40	485 10 LT		
	Total	3,370 000		131,169 70	**197,077.60**	65,907 90 LT	5,122 40	2 59
Share Price: $58.480; Next Dividend Payable 01/2014								
KINDER MORGAN INCORP (KMI)	8/31/12	2,880 000	35 732	102,909 02	103,680 00	770 98 LT		
	11/27/12	600 000	33 544	20,126 28	21,600 00	1 473 72 LT		
	Total	3,480 000		123,035.30	**125,280.00**	2,244 70 LT	5,707 20	4 55
Share Price: $36.000; Next Dividend Payable 02/2014								
MARSH & MCLENNAN COS INC (MMC)	8/27/12	3,800 000	34.258	130,179 26	**183,768.00**	53,588 74 LT	3,800 00	2 06
Share Price: $48.360; Next Dividend Payable 02/2014								
MC DONALDS CORP (MCD)	11/24/08	690 000	55.526	38,312 60	66,950 70	28,638 10 LT		
	8/26/09	700 000	56.986	39,890 20	67,921 00	28,030 80 LT		
	12/10/12	15 000	89.410	1,341.15	1,455 45	114 30 LT		
	Total	1,405 000		79,543 95	**136,327.15**	56,783 20 LT	4,552 20	3 33
Share Price: $97.030; Next Dividend Payable 03/2014								
MICROSOFT CORP (MSFT)	5/1/12	3,000 000	32 214	96,640.80	112,230 00	15,589 20 LT		
	7/12/12	350 000	28.859	10,100 51	13,093 50	2,992 99 LT		
	11/27/12	1,100 000	27.287	30,015 15	41,151 00	11,135 85 LT		
	Total	4,450 000		136,756 46	**166,474.50**	29,718 04 LT	4,984 00	2 99
Share Price: $37.410; Next Dividend Payable 03/2014								
ORACLE CORP (ORCL)	8/12/08	2,500 000	22.879	57,196.75	95,650 00	38,453 25 LT		
	10/31/08	500 000	18.210	9,104 90	19,130.00	10,025 10 LT		
	6/15/09	900 000	20 068	18,061.20	34,434 00	16,372 80 LT		
	11/11/09	250 000	21.888	5,472 00	9,565 00	4,093 00 LT		
	12/10/12	45 000	32 070	1,443.15	1,721 70	278 55 LT		
	12/20/12	1,850 000	34.152	63,180 28	70,781 00	7,600 72 LT		

Account Detail

Portfolio Management Active Assets Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation - Custom Eq

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	6,045 000		154,458 28	**231,281.70**	76,823 42 LT	2 901 60	1 25
Share Price: $38 260; Next Dividend Payable 01/2014								
PEPSICO INC NC (PEP)	1/8/08	30 000	77 890	2,336 70	2,488 20	151 50 LT		
	1/22/08	150 000	69 670	10,450 50	12,441 00	1,990 50 LT		
	2/1/08	200 000	68 740	13,748 00	16,588 00	2,840 00 LT		
	4/2/08	100.000	71.728	7,172.80	8,294 00	1,121 20 LT		
	4/28/08	100 000	68 578	6,857 80	8,294 00	1,436 20 LT		
	6/15/09	900 000	53 108	47,797 20	74,646 00	26,848 80 LT		
	12/10/12	20.000	70 210	1,404 20	1,658 80	254 60 LT		
	Total	1,500.000		89,767.20	**124,410.00**	34,642 80 LT	3,405 00	2 73
Share Price: $82 940; Next Dividend Payable 01/02/14								
PHILIP MORRIS INTL INC (PM)	4/22/03	700.000	17.458	12,220 40	60,991 00	48,770 60 LT		
	12/6/04	50 000	30 957	1,547 85	4,356 50	2,808 65 LT		
	12/28/04	20 000	32 549	650 98	1,742 60	1,091 62 LT		
	1/12/05	10 000	32 533	325 33	871 30	545 97 LT		
	2/9/05	30 000	35 022	1,050 65	2,613 90	1,563 25 LT		
	8/16/05	80 000	35 563	2,845.02	6,970 40	4,125 38 LT		
	6/20/06	210 000	38.158	8,013 09	18,297.30	10,284 21 LT		
	4/3/07	170.000	48 048	8,168.20	14,812 10	6,643 90 LT		
	6/8/07	30 000	48 653	1,459 58	2,613 90	1,154 32 LT		
	7/11/07	50 000	49 447	2,472 35	4,356 50	1,884 15 LT		
	7/24/07	50 000	47.371	2,368 53	4,356 50	1,987 97 LT		
	1/8/08	50 000	54.847	2,742 33	4,356 50	1,614 17 LT		
	2/1/08	250 000	52.910	13,227.42	21,782 50	8,555 08 LT		
	4/1/08	400.000	49 748	19,899.28	34,852 00	14,952 72 LT		
	4/2/08	200.000	51.498	10,299.60	17,426 00	7,126 40 LT		
	4/28/08	200.000	51 020	10,204.00	17,426 00	7,222 00 LT		
	10/31/08	200.000	43 248	8,649.60	17,426 00	8,776 40 LT		
	11/11/09	50.000	49 430	2,471.50	4,356 50	1,885 00 LT		
	12/10/12	30.000	89 070	2,672.10	2,613 90	(58 20) LT		
	Total	2,780.000		111,287 81	**242,221.40**	130,933 59 LT	10,452 80	4 31
Share Price: $87.130; Next Dividend Payable 01/10/14								
PNC FINL SVCS GP (PNC)	1/23/12	1,550 000	59 835	92,743 79	120,249 00	27,505 21 LT		
	7/12/12	50.000	60 290	3,014.50	3,879 00	864 50 LT		
	11/27/12	360 000	55 408	19,946 95	27,928 80	7,981 85 LT		

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Account Detail

Portfolio Management Active Assets Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation - Custom Eq

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,960 000		115,705 24	**152,056.80**	36 351 56 LT	3,449 60	2 26
Share Price: $77.580; Next Dividend Payable 02/2014								
QUALCOMM INC (QCOM)	6/2/11	1,500 000	57 840	86,760 00	111,375 00	24,615 00 LT		
	11/16/11	350 000	57 866	20,253.10	25,987.50	5,734 40 LT		
	9/11/12	850 000	61 935	52,644 84	63,112 50	10 467 66 LT		
	12/10/12	20 000	63 930	1,278.60	1,485 00	206 40 LT		
	Total	2,720 000		160,936 54	**201,960.00**	41,023 46 LT	3,808 00	1 88
Share Price. $74 250; Next Dividend Payable 03/2014								
SCHLUMBERGER LTD (SLB)	12/21/09	1,500 000	63 829	95,744 10	135,165 00	39,420 90 LT		
	12/10/12	20 000	72 000	1,440 00	1,802 20	362 20 LT		
	Total	1,520 000		97,184 10	**136,967.20**	39,783 10 LT	1,900 00	1 38
Share Price: $90.110, Next Dividend Payable 01/10/14								
THERMO FISHER SCIENTIFIC INC (TMO)	3/14/12	2,000 000	57 658	115,316 60	**222,700.00**	107,383 40 LT	1 200 00	0 53
Share Price: $111 350; Next Dividend Payable 01/15/14								
UNION PACIFIC CORP (UNP)	7/30/13	800.000	158 537	126,829 60	**134,400.00**	7,570 40 ST	2,528 00	1 88
Share Price: $168.000, Next Dividend Payable 01/02/14								
UNITED TECHNOLOGIES CORP (UTX)	3/24/06	200 000	59.728	11,945 64	22,760 00	10,814 36 LT		
	2/26/07	20.000	67.100	1,342 00	2,276 00	934 00 LT		
	3/26/07	240.000	66 280	15,907 20	27,312 00	11,404 80 LT		
	4/27/07	150.000	67 517	10,127 54	17,070 00	6,942 46 LT		
	7/11/07	40 000	72.290	2,891 60	4,552 00	1,660 40 LT		
	12/18/07	100 000	75 520	7,552 00	11,380 00	3,828 00 LT		
	1/8/08	50 000	74 160	3,708 00	5,690 00	1,982 00 LT		
	2/1/08	100 000	74 180	7,418.00	11,380 00	3,962 00 LT		
	4/2/08	150.000	71 500	10,725 00	17,070 00	6,345 00 LT		
	4/28/08	250 000	72 868	18,217.00	28,450 00	10,233 00 LT		
	10/31/08	200.000	54.168	10,833.60	22,760 00	11,926 40 LT		
	6/15/09	700 000	54 558	38,190.60	79,660 00	41,469 40 LT		
	12/10/12	20 000	81 010	1,620 20	2,276 00	655 80 LT		
	Total	2,220.000		140,478.38	**252,636.00**	112,157 62 LT	5,239 20	2 07
Share Price: $113.800; Next Dividend Payable 03/2014								
VISA INC CL A (V)	4/16/10	1,000.000	93 357	93,357.40	222,680 00	129,322 60 LT		
	12/10/12	15 000	148 660	2,229.90	3,340 20	1,110 30 LT		
	Total	1,015.000		95,587.30	**226,020.20**	130 432 90 LT	1,624 00	0 71
Share Price: $222 680; Next Dividend Payable 03/2014								

Account Detail

Portfolio Management Active Assets Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation - Custom Eq

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)	10/8/09	3,200 000	28 816	92,211 20	244,480 00	152,268 80 LT		
	12/10/12	30 000	49 300	1,479 00	2,292 00	813 00 LT		
	Total	3,230 000		93,690 20	**246,772.00**	153,081 80 LT	2 777 80	1 12
Share Price: $76.400; Next Dividend Payable 01/16/14								
WELLS FARGO & CO NEW (WFC)	10/17/12	4,125 000	34 582	142,648 69	**187,275.00**	44,626 31 LT	4,950 00	2 64
Share Price: $45.400, Next Dividend Payable 03/2014								
YUM BRANDS INC (YUM)	8/5/10	2,070 000	42 351	87,667 40	156,512.70	68,845 30 LT		
	12/10/12	25 000	66 250	1,656 25	1,890.25	234 00 LT		
	12/20/12	940 000	66 119	62,152 14	71,073 40	8,921 26 LT		
	Total	3,035 000		151,475 79	**229,476.35**	78,000 56 LT	4,491 80	1 95
Share Price: $75.610, Next Dividend Payable 02/2014								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	**61.4%**	**$4,818,857.86**	**$7,127,293.80**	**$2,173,256.68 LT**	**$152,547 20**	**2.14%**
				$135,179.26 ST	**$0.00**	

EXCHANGE-TRADED & CLOSED-END FUNDS

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

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES MSCI EAFE ETF (EFA)	2/1/08	100 000	$73.330	$7,333 00	$6,709.49	$(623 51) LT		
	4/2/08	200 000	74 258	14,851 60	13,418.99	(1,432 61) LT		
	4/28/08	200 000	76 188	15,237 60	13,418 99	(1,818 61) LT		
	10/31/08	500.000	44 030	22,015.00	33,547.49	11,532 49 LT		
	6/15/09	1,150.000	46 478	53,449 70	77,159 24	23,709 54 LT		
	12/21/09	350.000	55 084	19,279 51	23,483.24	4,203 73 LT		
	12/10/12	35.000	55 549	1,944 22	2,348 32	404 10 LT		
	Total	2,535 000		134,110 63	**170,085.82**	35,975 13 LT	4,317 11	2 53
Share Price: $67.095; CG IAR Status: AL; Next Dividend Payable 06/2014								
ISHARES MSCI EMERGING MKTS ETF (EEM)	4/15/09	500 000	27.764	13,882 00	20,897.49	7,015 49 LT		
	11/11/09	750 000	41 267	30,949 88	31,346.24	396 36 LT		
	12/21/09	350 000	40 401	14,140 49	14,628 24	487 75 LT		
	10/28/10	900 000	45 988	41,389 20	37,615 49	(3,773 71) LT		

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Account Detail

Portfolio Management Active Assets Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation - Custom Eq

EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	7/12/12	50.000	37 710	1,885 50	2,089 74	204 24 LT		
	12/10/12	55 000	43 031	2,366 70	2,298 72	(67 98) LT		
	10/28/13	120 000	42 917	5,149 98	5,015 39	(134 59) ST		
	Total	2,725 000		109,763 75	**113,891.37**	4,262 15 LT (134 59) ST	2,338 05	2 05
Share Price. $41.795, CG IAR Status: AL; Next Dividend Payable 06/2014								
ISHARES MSCI PAC EX-JPN ETF (EPP)	10/31/08	300.000	26 040	7,812 00	14,019 00	6,207 00 LT		
	4/15/09	2,500 000	27.331	68,328 50	116,825 00	48,496 50 LT		
	12/21/09	500 000	40.390	20,194 90	23,365 00	3,170 10 LT		
	12/10/12	50 000	47 280	2,364 00	2,336 50	(27 50) LT		
	Total	3,350 000		98,699 40	**156,545.50**	57,846 10 LT	6,391 80	4 08
Share Price: $46 730, CG IAR Status: AL; Next Dividend Payable 06/2014								
ISHARES NASDAQ BIOTECH ETF (IBB)	9/14/10	960 000	85 063	81,660 86	217,977 60	136,316 74 LT		
	12/10/12	10 000	138 970	1,389 70	2,270 60	880 90 LT		
	Total	970 000		83,050 56	**220,248.20**	137,197 64 LT	70 23	0 03
Share Price: $227.060; Next Dividend Payable 03/2014								
ISHARES S&P MID-CAP 400 G ETF (IJK)	12/6/04	30 000	65 360	1,960 80	4,505 70	2,544 90 LT		
	12/28/04	110 000	66.905	7,359 55	16,520.90	9,161 35 LT		
	1/12/05	130 000	64.225	8,349 25	19,524.70	11,175 45 LT		
	2/9/05	210 000	66.955	14,060 55	31,539 90	17,479 35 LT		
	8/16/05	440.000	71.470	31,446 80	66,083 60	34,636 80 LT		
	2/8/07	140.000	84.280	11,799 20	21,026 60	9,227 40 LT		
	2/26/07	160 000	85.700	13,712 00	24,030 40	10,318 40 LT		
	3/26/07	110 000	84 210	9,263 10	16,520 90	7,257 80 LT		
	6/8/07	70 000	89 390	6,257.30	10,513 30	4,256 00 LT		
	7/11/07	100 000	91 410	9,141 00	15,019 00	5,878 00 LT		
	7/24/07	120 000	89.510	10,741 20	18,022 80	7,281 60 LT		
	9/12/07	80 000	87.850	7,028 00	12,015 20	4,987 20 LT		
	11/16/07	50 000	88.230	4,411 50	7,509.50	3,098 00 LT		
	12/18/07	150 000	87.800	13,170 00	22,528 50	9,358 50 LT		
	1/8/08	150 000	86 083	12,912 50	22,528.50	9,616 00 LT		
	2/1/08	250 000	84 910	21,227 50	37,547 50	16,320 00 LT		
	4/2/08	400.000	84 930	33,972 00	60,076 00	26,104 00 LT		
	4/28/08	300.000	89.110	26,733 00	45,057 00	18,324 00 LT		
	10/31/08	500 000	58.154	29,077 00	75,095 00	46,018 00 LT		
	6/15/09	2,140 000	62 730	134,242.20	321,406 60	187,164 40 LT		
	12/10/12	60 000	114 090	6,845 40	9,011.40	2,166 00 LT		

Morgan Stanley

Account Detail

Portfolio Management Active Assets Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation - Custom Eq

EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	5,700 000		413,709 85	856,083.00	442,373 15 LT	7 563 90	0 88
Share Price: $150.190, CG IAR Status: AL; Next Dividend Payable 03/2014								
ISHARES S&P MID-CAP 400 V ETF (IJJ)	12/6/04	10 000	62 410	624 10	1,162 30	538 20 LT		
	12/28/04	130 000	63 825	8,297 25	15,109 90	6,812 65 LT		
	1/12/05	130 000	61 195	7,955 35	15,109 90	7,154 55 LT		
	2/9/05	220 000	64 080	14,097 60	25,570 60	11,473 00 LT		
	8/16/05	450 000	68 920	31,014 00	52,303 50	21,289 50 LT		
	2/8/07	120.000	84 010	10,081 20	13,947.60	3,866 40 LT		
	2/26/07	170 000	85 220	14,487 40	19,759.10	5,271 70 LT		
	3/26/07	110 000	83.850	9,223 50	12,785 30	3,561 80 LT		
	6/8/07	60 000	86.970	5,218 20	6,973 80	1,755 60 LT		
	7/11/07	150.000	87.700	13,155 00	17,434 50	4,279 50 LT		
	7/24/07	140.000	85 950	12,033 00	16,272 20	4,239 20 LT		
	9/12/07	110 000	82 060	9,026 60	12,785 30	3,758 70 LT		
	11/16/07	100.000	79 940	7,994.00	11,623 00	3,629 00 LT		
	12/18/07	250 000	78 030	19,507 50	29,057.50	9,550 00 LT		
	1/8/08	150.000	76.310	11,446.50	17,434 50	5,988 00 LT		
	2/1/08	300 000	76 900	23,070 00	34,869 00	11,799 00 LT		
	4/2/08	400 000	75 808	30,323 00	46,492 00	16,169 00 LT		
	4/28/08	500 000	78 570	39,285 00	58,115 00	18,830 00 LT		
	10/31/08	500 000	52 790	26,395 00	58,115 00	31,720 00 LT		
	6/15/09	2,750 000	52 368	144,010.90	319,632.50	175,621 60 LT		
	12/10/12	75 000	87 190	6,539 25	8,717 25	2,178 00 LT		
	Total	6,825 000		443,784 35	793,269.75	349,485 40 LT	11,711 70	1 47
Share Price: $116.230; CG IAR Status: AL; Next Dividend Payable 03/2014								
ISHARES S&P SMLL-CAP 600 V ETF (IJS)	12/28/04	120.000	60 880	7,305.60	13,351.20	6,045 60 LT		
	1/12/05	150 000	56 935	8,540.25	16,689 00	8,148.75 LT		
	2/9/05	230 000	60 395	13,890 85	25,589 80	11,698 95 LT		
	8/16/05	500.000	63 470	31,735 00	55,630 00	23,895 00 LT		
	2/8/07	140 000	78 210	10,949.40	15,576.40	4,627 00 LT		
	2/26/07	190.000	78 910	14,992 90	21,139.40	6,146 50 LT		
	3/26/07	130.000	77 170	10,032 10	14,463 80	4,431 70 LT		
	6/8/07	140 000	79 760	11,166 40	15,576 40	4,410 00 LT		
	7/11/07	100.000	80 070	8,007 00	11,126 00	3,119 00 LT		
	7/24/07	160.000	78 180	12,508 80	17,801 60	5,292 80 LT		
	9/12/07	140 000	74 030	10,364 20	15,576 40	5,212 20 LT		
	11/16/07	100.000	70 970	7,097 00	11,126 00	4,029 00 LT		

Portfolio Management Active Assets Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation - Custom Eq

Account Detail

EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	12/18/07	400 000	67 750	27,100 00	44,504 00	17,404 00 LT		
	1/8/08	150 000	66 980	10,047 00	16,689 00	6,642 00 LT		
	2/1/08	250 000	68 690	17,172 50	27,815 00	10,642 50 LT		
	4/2/08	500.000	68 420	34,210 00	55,630 00	21,420 00 LT		
	4/28/08	600.000	68 133	40,879 98	66,756 00	25,876 02 LT		
	10/31/08	500 000	51 120	25,560 00	55,630 00	30,070 00 LT		
	6/15/09	3,000 000	47 159	141,475 50	333,780 00	192,304 50 LT		
	12/10/12	80.000	79 290	6,343 20	8,900 80	2,557 60 LT		
	Total	7,580 000		449,377 68	**843,350.80**	393,973 12 LT	9,982 86	1 18

Share Price: $111 260; CG IAR Status· AL; Next Dividend Payable 03/2014

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES SMALL CAP 600 G ETF (IJT)	12/6/04	10 000	52 640	526 40	1,186 10	659 70 LT		
	12/28/04	150.000	53 525	8,028 75	17,791 50	9,762 75 LT		
	1/12/05	160 000	50 800	8,128 00	18,977 60	10,849 60 LT		
	2/9/05	250 000	54.465	13,616 25	29,652 50	16,036 25 LT		
	8/16/05	570 000	56 680	32,307 60	67 607 70	35 300 10 LT		
	2/8/07	200 000	66.610	13,322 00	23,722 00	10,400 00 LT		
	2/26/07	220 000	67.575	14,866 50	26,094 20	11,227.70 LT		
	3/26/07	120 000	67 110	8,053 20	14,233 20	6,180 00 LT		
	6/8/07	120 000	69 860	8,383 20	14,233 20	5,850 00 LT		
	7/11/07	100 000	71 660	7,166 00	11,861 00	4,695 00 LT		
	7/24/07	160 000	70 015	11,202.40	18,977 60	7,775 20 LT		
	9/12/07	40 000	69 975	2,799 00	4,744 40	1,945 40 LT		
	11/16/07	100 000	67.675	6,767 50	11,861 00	5,093 50 LT		
	12/18/07	400 000	65.345	26,138 00	47,444 00	21,306 00 LT		
	1/8/08	100 000	64.995	6,499 50	11,861 00	5,361 50 LT		
	2/1/08	300 000	64 685	19,405 50	35,583 00	16,177 50 LT		
	4/2/08	600 000	63.860	38,316 00	71,166 00	32,850 00 LT		
	4/28/08	600 000	65.480	39,288 00	71,166 00	31,878 00 LT		
	10/31/08	800 000	47 439	37,951 04	94,888 00	56,936 96 LT		
	6/15/09	2,670 000	46.126	123,156 15	316,688 70	193,532 55 LT		
	12/10/12	80 000	82.180	6,574.40	9,488 80	2,914 40 LT		

Account Detail

Portfolio Management Active Assets Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation - Custom Eq

EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	7,750.000		432,495 39	**919,227.50**	486,732 11 LT	6 448 00	0 70
Share Price: $118 610; CG IAR Status: AL; Next Dividend Payable 03/2014								
WISDOMTREE TRUST JAPN HEDGE EQ (DXJ)	3/7/13	2,030.000	42 570	86,417 10	103,205 20	16,788 10 ST		
	10/28/13	250 000	47 477	11,869 13	12,710 00	840 87 ST		
	Total	2,280 000		98,286 23	**115,915.20**	17,628 97 ST	1,409 04	1 21
Share Price $50.840, CG IAR Status: AL; Next Dividend Payable 03/2014								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	**36.1%**	**$2,263,277.84**	**$4,188,617.14**	**$1,907,844 80 LT** **17,494.38 ST**	**$50,232.69** **$0.00**	**1.20%**

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MERRILL LYNCH & CO	12/10/12	10,000 000	$106 034	$10,603 40			$545 00	5 31
CUSIP 59018YTZ4			$102 052	$10,205 23	**$10,259.60**	$54 37 LT	$251 30	
Unit Price: $102.596; Coupon Rate 5.450%; Matures 07/15/2014; Int. Semi-Annually Jan/Jul 15; Yield to Maturity .617%; Moody BAA2 S&P A-, Issued 07/19/04								
WACHOVIA CORP	12/10/12	5,000.000	106.820	5,341 00			262 50	5 11
CUSIP 929903AJ1			102.436	5,121 79	**5,135.95**	14.16 LT	109 37	
Unit Price: $102.719; Coupon Rate 5 250%; Matures 08/01/2014; Int Semi-Annually Feb/Aug 01; Yield to Maturity .574%; Moody A3 S&P A; Issued 07/22/04								
JP MORGAN CHASE & CO	12/10/12	15,000.000	109.923	16,488.45			772 50	4 81
CUSIP 46625HDF4			106.231	15,934 59	**16,032.00**	97 41 LT	193 12	
Unit Price: $106.880; Coupon Rate 5 150%; Matures 10/01/2015; Int. Semi-Annually Apr/Oct 01; Yield to Maturity 1 166%; Moody BAA1 S&P A-; Issued 10/04/05								

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME	**30,000.000**	**$32,432.85** **$31,261.61**	**$31,427.55**	**$165.94 LT**	**$1,580.00** **$553.79**	**5.03%**
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	**0.3%**		**$31,981.34**			

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Morgan Stanley

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

Account Detail

BusinessScape Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation (Fixed Inc)

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
BANK OF AMERICA 8.0% FIXED DIV TO 1/2018 FLOATS THEREAFTER CUSIP 060505DR2	1/28/08	100,000 000	$106 503 $106.332	$106,502 63 $106,332 10	**$110,800.00**	$4,467 90 LT	$8,000 00 $3,333 33	7 22
Unit Price: $110.800; Coupon Rate 8.000%; Perpetual Maturity; Int. Semi-Annually Jan/Jul 30; Callable $100 00 on 01/30/18, Yield to Call 5 037%· Floater, Moody BA3 S&P BB+, Issued 01/30/08								
AMERICAN EXPRESS CREDIT CO CUSIP 0258M0CZ0	3/16/10	150,000 000	107 601 101 182	161,400 75 151,773 34	**154,567.50**	2,794 16 LT	7,687 50 2,690 62	4 97
Unit Price. $103 045; Coupon Rate 5.125%; Matures 08/25/2014; Int. Semi-Annually Feb/Aug 25; Moody A2 S&P A-; Issued 08/25/09								
JP MORGAN CHASE & CO CUSIP 46625HBV1	7/22/10	250,000.000	108 842 101.581	272,105 00 253,952 82	**257,567.50**	3,614 68 LT	12,812 50 3,772 56	4 97
Unit Price: $103.027; Coupon Rate 5 125%; Matures 09/15/2014; Int. Semi-Annually Mar/Sep 15; Yield to Maturity 812%, Moody BAA1 S&P A-, Issued 09/15/04								
CITIGROUP INC CUSIP 172967FA4	7/26/10	150,000 000	108 520 102 117	162,780 00 153,175 08	**157,956.00**	4,780 92 LT	9,015 00 400 66	5 70
Unit Price: $105 304; Coupon Rate 6 010%; Matures 01/15/2015; Int Semi-Annually Jun/Dec 15; Yield to Maturity .870%; Moody BAA2 S&P A-; Issued 12/15/09								
VODAFONE GROUP PLC NEW CUSIP 92857WAD2	3/3/05	50,000 000	105.137 100.684	52,573 50 50,341 90	**52,505.00**	2,163 10 LT	2,687 50 1,119 79	5 11
Unit Price: $105.010; Coupon Rate 5 375%; Matures 01/30/2015, Int. Semi-Annually Jan/Jul 30; Yield to Maturity .712%, Moody A3 S&P A-; Issued 12/18/02								
BANK OF AMERICA CORP CUSIP 06051GEB1	11/3/10	90,000 000	105 688 101 695	95,118 90 91,525.06	**94,156.20**	2,631 14 LT	4 050 00 1,012 50	4 30
Unit Price: $104.618; Coupon Rate 4.500%; Matures 04/01/2015; Int Semi-Annually Apr/Oct 01; Yield to Maturity .780%; Moody BAA2 S&P A-; Issued 03/11/10								
FORD MOTOR CREDIT CO LLC CUSIP 345397VN0	11/10/10	100,000 000	111 990 103.717	111,990 00 103,716 93	**107,637.00**	3,920 07 LT	7,000 00 1,477 77	6 50
Unit Price: $107.637; Coupon Rate 7 000%; Matures 04/15/2015, Int Semi-Annually Apr/Oct 15; Yield to Maturity 1 019%; Moody BAA3 S&P BBB-; Issued 04/09/10								
HSBC FINANCE CORP CUSIP 40429CCR1	3/31/10	100,000.000	106 253 101 719	106,253 25 101,718 88	**105,320.00**	3,601.12 LT	5,250 00 1,108 33	4 98
Unit Price: $105 320; Coupon Rate 5.250%; Matures 04/15/2015; Int. Semi-Annually Apr/Oct 15; Yield to Maturity 1 081%; Moody BAA1 S&P A; Issued 04/20/05								
FORD MOTOR CREDIT CORP CUSIP 345397VH3	11/5/10	45,000 000	130.753 109 990	58,839 00 49,495.51	**51,644.70**	2,149 19 LT	5,400 00 690.00	10 45
Unit Price: $114.766; Coupon Rate 12 00%; Matures 05/15/2015; Int. Semi-Annually May/Nov 15; Yield to Maturity 1.124%; Moody BAA3 S&P BBB-; Issued 05/05/08								
ALLY FINANCIAL INC CUSIP 02005NAM2	8/15/12	250,000 000	104.402 102 341	261,005.00 255,853 09	**260,197.50**	4,344 41 LT	11,562 50 160.59	4 44
Unit Price: $104 079; Coupon Rate 4.625%; Matures 06/26/2015; Int Semi-Annually Jun/Dec 26; Yield to Maturity 1 830%, Moody B1 S&P BB, Issued 06/26/12								
BANK OF AMERICA CORP CUSIP 060505BS2	12/1/09	150,000 000	103.647 101.104	155,469.75 151,655 76	**158,919.00**	7,263 24 LT	7,125 00 2,968 75	4 48
Unit Price: $105.946; Coupon Rate 4.750%; Matures 08/01/2015; Int Semi-Annually Feb/Aug 01; Yield to Maturity .957%; Moody BAA2 S&P A-, Issued 07/26/05								

STATEMENT A-2

Morgan Stanley

Account Detail

BusinessScape Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation (Fixed Inc)

CORPORATE FIXED INCOME

CORPORATE BONDS (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 %
SUNTRUST BANK	12/1/09	100,000.000	101 629	101,629 25			5,000 00	4 71
CUSIP 86787GAG7			100 518	100,517 72	105,950.00	5,432 28 LT	1,666 66	
Unit Price: $105.950, Coupon Rate 5 000%, Matures 09/01/2015; Int. Semi-Annually Mar/Sep 01; Yield to Maturity 1.376%; Moody BAA1 S&P BBB, Issued 08/24/05								
JP MORGAN CHASE & CO	3/23/11	150,000 000	108 922	163,383 00			7,725 00	4 81
CUSIP 46625HDF4			103 605	155,407 65	160,320.00	4,912 35 LT	1,931 25	
Unit Price: $106.880; Coupon Rate 5.150%; Matures 10/01/2015; Int Semi-Annually Apr/Oct 01; Yield to Maturity 1 166%; Moody BAA1 S&P A-; Issued 10/04/05								
MORGAN STANLEY	11/5/10	150,000 000	102 507	153,760 50			5,175 00	3 31
CUSIP 61747YCT0			100.966	151,449 69	156,136.50	4,686 81 LT	848 12	
Unit Price: $104.091; Coupon Rate 3.450%; Matures 11/02/2015; Int Semi-Annually May/Nov 02; Yield to Maturity 1.190%; Moody BAA2 S&P A-; Issued 11/02/10								
AUTOZONE INC	2/3/12	150,000 000	113 830	170,745 00			8,250 00	5 08
CUSIP 053332AF9			106 971	160,457 20	162,351.00	1,893 80 LT	1,054 16	
Unit Price: $108.234; Coupon Rate 5 500%; Matures 11/15/2015; Int. Semi-Annually May/Nov 15; Yield to Maturity 1 047%; Moody BAA2 (+) S&P BBB; Issued 11/06/03								
FORTUNE BRANDS INC	2/3/12	100,000 000	112 388	112,388 00			5,375 00	4 96
CUSIP 349631AL5			106.542	106,541 85	108,225.00	1,683 15 LT	2,478 47	
Unit Price. $108.225; Coupon Rate 5.375%; Matures 01/15/2016; Int. Semi-Annually Jan/Jul 15; Yield to Maturity 1 275%. Moody BAA2 S&P BBB-, Issued 01/12/06								
PITNEY BOWES INC	2/3/12	250,000 000	107.403	268,507 50			11,875 00	4 50
CUSIP 72447XAA5			103.933	259,833 20	263,555.00	3,721 80 LT	5,475 69	
Unit Price: $105.422; Coupon Rate 4 750%; Matures 01/15/2016, Int. Semi-Annually Jan/Jul 15; Yield to Maturity 2 022%, Moody BAA2 S&P BBB; Issued 07/13/05								
WELLPOINT INC	11/16/11	100,000.000	113 524	113,524 00			5,250 00	4 85
CUSIP 94973VAK3			106 772	106,772.19	108,122.00	1,349 81 LT	2,420 83	
Unit Price: $108.122; Coupon Rate 5.250%; Matures 01/15/2016; Int. Semi-Annually Jan/Jul 15; Yield to Maturity 1.205%; Moody BAA2 S&P A-; Issued 01/10/06								
CREDIT SUISSE USA INC	5/31/12	250,000 000	113.060	282,650 00			13,437 50	4 91
CUSIP 225434AG4			107.673	269,183.19	273,327.50	4,144 31 LT	4,441 84	
Unit Price: $109.331; Coupon Rate 5 375%; Matures 03/02/2016; Int. Semi-Annually Mar/Sep 02; Yield to Maturity 1.015%; Moody A1 S&P A; Issued 03/02/06								
RAYMOND JAMES FINANCIAL	5/18/11	250,000 000	104.318	260,795 00			10,625 00	4 01
CUSIP 754730AC3			102.104	255,260.14	264,457.50	9,197 36 LT	2,243 05	
Unit Price: $105.783; Coupon Rate 4.250%; Matures 04/15/2016; Int. Semi-Annually Apr/Oct 15; Yield to Maturity 1.664%; Moody BAA2 S&P BBB; Issued 04/11/11								
EXPRESS SCRIPTS INC	7/6/11	150,000 000	102.604	153,906 00			4,687 50	2 99
CUSIP 302182AF7			101.315	151,971 88	156,556.50	4,584 62 LT	598 95	
Unit Price: $104.371; Coupon Rate 3.125%; Matures 05/15/2016; Int. Semi-Annually May/Nov 15; Yield to Maturity 1 249%; Moody BAA3 S&P BBB+; Issued 05/02/11								
KELLOGG COMPANY	2/3/12	150,000.000	102 965	154,447 50			2,812 50	1 84
CUSIP 487836BF4			101.807	152,711.16	152,574.00	(137 16) LT	343 74	
Unit Price: $101.716; Coupon Rate 1.875%; Matures 11/17/2016; Int. Semi-Annually May/Nov 17; Yield to Maturity 1 266%, Moody BAA1 (-) S&P BBB+, Issued 11/17/11								
HEWLETT-PACKARD CO	4/3/12	100,000.000	105.693	105,692 88			3,300 00	3 15
CUSIP 428236BU6			103 646	103,646 29	104,663.00	1,016 71 LT	201.66	
Unit Price: $104.663; Coupon Rate 3.300%; Matures 12/09/2016; Int. Semi-Annually Jun/Dec 09; Yield to Maturity 1.667%; Moody BAA1 S&P BBB+; Issued 12/09/11								

Account Detail

BusinessScape Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation (Fixed Inc)

CORPORATE FIXED INCOME

CORPORATE BONDS (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 %
BELLSOUTH CORP	11/16/11	100,000 000	115 114	115,114 00				
CUSIP 079860AL6			109 004	109,004 15	110,532 00	1,527 85 LT		
	6/13/12	150,000 000	116 337	174,505 50				
			110 867	166,300 03	165,798 00	(502 03) LT		
	Total	250,000 000		289,619 50			13,000 00	4 70
				275,304 18	**276,330.00**	1,025 82 LT	577 77	
Unit Price. $110.532; Coupon Rate 5 200%; Matures 12/15/2016; Int Semi-Annually Jun/Dec 15; Yield to Maturity 1.541%; S&P A-, Issued 12/22/04								
BEAR STEARNS CO INC	9/21/12	100,000 000	115 356	115,356 00			5,550 00	4 97
CUSIP 073902PN2			110 989	110,988 51	**111,449.00**	460 49 LT	2,451 25	
Unit Price: $111 449; Coupon Rate 5 550%; Matures 01/22/2017; Int. Semi-Annually Jan/Jul 22; Yield to Maturity 1 693%; Moody BAA1 S&P A-, Issued 11/22/06								
PNC FUNDING CORP	2/14/13	145,000 000	116 276	168,600 20			8,156 20	5 06
CUSIP 693476BB8			112 787	163,541 48	**160,950.00**	(2,591 48) ST	3,398 43	
Unit Price: $111.000; Coupon Rate 5.625%; Matures 02/01/2017; Int. Semi-Annually Feb/Aug 01; Yield to Maturity 1 932%; Moody BAA1 S&P BBB +; Issued 02/08/07								
TIME WARNER CABLE INC	8/29/13	100,000.000	110 636	110,636 00			5,850 00	5 36
CUSIP 88732JAH1			109 730	109,729 88	**109,070.00**	(659 88) ST	975 00	
Unit Price: $109.070; Coupon Rate 5.850%; Matures 05/01/2017; Int. Semi-Annually May/Nov 01; Yield to Maturity 2 970%, Moody BAA2 S&P BBB; Issued 04/09/07								
MERRILL LYNCH & CO	5/16/13	250,000 000	112 974	282,434.48			14,250 00	5 12
CUSIP 59022CCS0			111.037	277,591 55	**277,892.50**	300 95 ST	2,335 41	
Unit Price: $111 157; Coupon Rate 5.700%; Matures 05/02/2017; Int. Semi-Annually May/Nov 02; Yield to Maturity 2.211%; Moody BAA3 S&P BBB+; Issued 05/02/07								
WELLS FARGO	10/18/12	230,000 000	104.697	240,803.10			4,830 00	2 06
CUSIP 94974BFD7			103 488	238,023.27	**234,289.50**	(3,733.77) LT	711 08	
Unit Price: $101.865; Coupon Rate 2.100%; Matures 05/08/2017; Int. Semi-Annually May/Nov 08; Yield to Maturity 1.527%; Moody A2 S&P A+; Issued 05/07/12								
KELLOGG CO	1/9/13	100,000 000	103 102	103,102 00			1,750 00	1 75
CUSIP 487836BH0			102.425	102,424.78	**99,882.00**	(2,542 78) ST	213.88	
Unit Price: $99.882; Coupon Rate 1 750%; Matures 05/17/2017; Int. Semi-Annually May/Nov 17; Yield to Maturity 1.786%; Moody BAA1 (-) S&P BBB+; Issued 05/17/12								
DISCOVER FINL SVCS	8/29/13	55,000 000	115 095	63,302 15			3,547 50	5 69
CUSIP 254709AD0			113 841	62,612 29	**62,322.70**	(289.59) ST	187 22	
Unit Price: $113.314; Coupon Rate 6 450%, Matures 06/12/2017; Int. Semi-Annually Jun/Dec 12, Yield to Maturity 2.402%; Moody BA1 S&P BBB-; Issued 12/12/07								
MS FIXED TO FLOATING RATE NOTE BASED	5/16/13	220,000 000	108 630	238,986.00			11,000 00	4 70
ON 3-MONTH LIBOR			106 933	235,251 88	**233,917.20**	(1,334 68) ST	336 11	
CUSIP 61760QBP8								
Unit Price· $106.326; Coupon Rate 5 000%; Matures 06/20/2017; Interest Paid Quarterly Sep 20; Yield to Maturity 3.064%; Floater; Moody BAA2 S&P A-; Issued 06/20/12								
JP MORGAN CHASE & CO	5/9/12	150,000 000	115 900	173,850 00			9,187 50	5 39
CUSIP 46625HGN4			111 075	166,613 12	**170,373.00**	3,759 88 LT	102 08	
Unit Price: $113.582; Coupon Rate 6.125%; Matures 06/27/2017; Int. Semi-Annually Jun/Dec 27; Yield to Maturity 2.070%; Moody BAA1 S&P A-; Issued 06/27/07								

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STATEMENT A-2

Morgan Stanley

Account Detail

BusinessScape Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation (Fixed Inc)

CORPORATE FIXED INCOME

CORPORATE BONDS (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 %
CITIGROUP INC	1/10/13	200,000 000	120 032	240,064.00			12,000 00	5 26
CUSIP 172967EH0			115 939	231,878 81	**227,952.00**	(3,926 81) ST	4 533 13	
Unit Price: $113 976; Coupon Rate 6.000%; Matures 08/15/2017; Int. Semi-Annually Feb/Aug 15; Yield to Maturity 1.982%, Moody BAA2 S&P A-, Issued 08/15/07								
GENERAL ELEC CAP CORP	1/28/13	250,000 000	119 064	297,660 00			14,062 50	4 94
CUSIP 36962G3H5			115 366	288,414 74	**284,400.00**	(4,014 74) ST	4,140 62	
Unit Price: $113 760; Coupon Rate 5.625%; Matures 09/15/2017; Int. Semi-Annually Mar/Sep 15; Yield to Maturity 1.771%; Moody A1 S&P AA+; Issued 09/24/07								
HEWLETT-PACKARD CO	5/15/13	250,000.000	103 952	259,880 25			6,500 00	2 55
CUSIP 428236BW2			103 407	258,516.40	**254,012.50**	(4,503.90) ST	1,913 88	
Unit Price: $101.605; Coupon Rate 2.600%; Matures 09/15/2017; Int. Semi-Annually Mar/Sep 15; Yield to Maturity 2 147%; Moody BAA1 S&P BBB+; Issued 03/12/12								
VIACOM INC	2/26/13	100,000.000	120 864	120,864 00			6,125 00	5 41
CUSIP 92553PAB8			117 177	117,176 68	**113,158.00**	(4,018 68) ST	1,463 19	
Unit Price: $113.158; Coupon Rate 6.125%; Matures 10/05/2017; Int. Semi-Annually Apr/Oct 05; Yield to Maturity 2.441%; Moody BAA2 S&P BBB, Issued 10/05/07								
UBS AG STAMFORD CT	11/1/12	150,000 000	120 290	180,434 93			8,812 50	5 12
CUSIP 90261XEM0			115 876	173,813 90	**172,102.50**	(1,711 40) LT	269 27	
Unit Price: $114.735; Coupon Rate 5.875%; Matures 12/20/2017; Int Semi-Annually Jun/Dec 20; Yield to Maturity 1 995%; Moody A2 S&P A; Issued 12/20/07								
CNA FINANCIAL CORP NOTES	8/5/13	35,000 000	118 531	41,485 70			2,432 50	6 09
CUSIP 126117AH3			116 952	40,933 10	**39,877.60**	(1,055 50) ST	1,121 65	
Unit Price: $113 936; Coupon Rate 6.950%; Matures 01/15/2018; Int. Semi-Annually Jan/Jul 15; Yield to Maturity 3.241%; Moody BAA2 S&P BBB, Issued 01/13/98								
FORD MOTOR CREDIT CO LL	8/5/13	200,000 000	99 998	199,995 64			4,750 00	2 35
CUSIP 34540UAA7			99 998	199,995 64	**201,992.00**	1,996 36 ST	2,177 08	
Unit Price: $100.996; Coupon Rate 2 375%; Matures 01/16/2018; Int. Semi-Annually Jan/Jul 16; Yield to Maturity 2.116%; Moody BAA3 S&P BBB-, Issued 01/11/13								
GOLDMAN SACHS GROUP INC	1/10/13	200,000 000	119 113	238,226 00				
CUSIP 38141GFG4			115 585	231,170 62	227,388 00	(3,782 62) ST		
	8/5/13	150,000.000	114 629	171,943 01				
			113 383	170,075 07	170,541 00	465 93 ST		
	Total	350,000.000		410,169 01			20,825 00	5 23
				401,245 69	**397,929.00**	(3,316.69) ST	9,429 09	
Unit Price: $113 694; Coupon Rate 5 950%; Matures 01/18/2018; Int. Semi-Annually Jan/Jul 18, Yield to Maturity 2.380%; Moody BAA1 S&P A-; Issued 01/18/08								
VERIZON COMMUNICATIONS	1/10/13	100,000.000	121 233	121,233 00			5,500 00	4 86
CUSIP 92343VAL8			117 314	117,313 73	**112,976.00**	(4,337 73) ST	2,077 77	
Unit Price: $112.976; Coupon Rate 5.500%; Matures 02/15/2018; Int. Semi-Annually Feb/Aug 15; Yield to Maturity 2.190%; Moody BAA1 S&P BBB+; Issued 02/12/08								
DELL INC	8/30/12	100,000 000	118.961	118,961.00			5,650 00	5 53
CUSIP 24702RAE1			114.684	114,683.73	**102,125.00**	(12,558 73) LT	1,192 77	
Unit Price: $102.125; Coupon Rate 5.650%; Matures 04/15/2018; Int. Semi-Annually Apr/Oct 15; Yield to Maturity 5 090%; Moody B1 S&P B+, Issued 10/15/08								

Account Detail

BusinessScape Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation (Fixed Inc)

CORPORATE FIXED INCOME

CORPORATE BONDS (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 %
FORD MOTOR CO BOND	5/16/12	55,000 000	116.547	64,100 75			3,575 00	5 62
CUSIP 345370BX7			112.576	61,917 00	**63,566.80**	1,649 80 LT	1,489 58	
Unit Price· $115 576, Coupon Rate 6 500%; Matures 08/01/2018, Int Semi-Annually Feb/Aug 01; Yield to Maturity 2 850%; Moody BAA3 S&P BBB-, Issued 07/27/98								
MORGAN STANLEY	10/18/12	250,000 000	123.000	307,499 50			18 250 00	6 01
CUSIP 61747YCG8			119.189	297,972 93	**303,602.50**	5,629 57 LT	2,433 33	
Unit Price: $121.441; Coupon Rate 7.300%; Matures 05/13/2019; Int. Semi-Annually May/Nov 13; Yield to Maturity 2 950%; Moody BAA2 S&P A-, Issued 05/13/09								
NATIONAL CITY CORP SUB NOTE	5/15/13	55,000.000	126 439	69,541 35			3 781 20	5 80
CUSIP 635405AM5			123.878	68,132 81	**65,171.70**	(2,961 11) ST	483 15	
Unit Price: $118.494; Coupon Rate 6 875%; Matures 05/15/2019; Int Semi-Annually May/Nov 15; Yield to Maturity 3.109%; Moody BAA1 S&P BBB+; Issued 05/04/99								
HEWLETT-PACKARD CO	8/20/12	50,000.000	100.889	50,444 50			1,875 00	3 75
CUSIP 428236BF9			100.889	50,444.50	**49,891.00**	(553 50) LT	156 24	
Unit Price: $99.782; Coupon Rate 3.750%: Matures 12/01/2020; Int. Semi-Annually Jun/Dec 01: Yield to Maturity 3.786%; Moody BAA1 S&P BBB+; Issued 12/02/10								
PRUDENTIAL FINL 8.875% FIXED TO 6/15/18 FLOATS THEREAFTER	1/10/13	150,000 000	124.440	186,660 00			13,312 50	7 29
CUSIP 744320AK8			124 404	186,605.58	**182,437.50**	(4,168 08) ST	591 66	
Unit Price: $121.625; Coupon Rate 8 875%; Matures 06/15/2038; Int Semi-Annually Jun/Dec 15; Callable $100.00 on 06/15/18; Yield to Call 3 580%, Floater; Moody BAA2 S&P BBB+, Issued 06/17/08								

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME	**7,230,000.000**	**$8,041,149.47**			**$368,674.90**	**4.70%**
		$7,794,418.81	**$7,835,178.40**	**$78,183.93 LT**	**$87,200.16**	
				$(37,424.34) ST		
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	**82.0%**		**$7,922,378.56**			

Watchlist and CreditWatch Indicators (*) = developing/uncertain (+) = On Watchlist/CreditWatch Upgrade (-) = On Watchlist/CreditWatch Downgrade
For more information on Watchlist and CreditWatch Indicators, please go to our website at www morganstanley com/bondratings or contact your financial advisor

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Morgan Stanley

Account Detail

BusinessScape Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation (Fixed Inc)

GOVERNMENT SECURITIES

TREASURY SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
UNITED STATES TREASURY	3/10/10	200,000 000	$107 500	$251,557 40			$5 056 24	2 00
NOTE-INFLATION INDEXED			$107.500	$271,772 90	**$252,635.03**	$(19,137 87) LT	$2,322 02	
CUSIP 912828BW9								
Unit Price: $99 930; Coupon Rate 2 000%; Matures 01/15/2014; Int. Semi-Annually Jan/Jul 15; Yield to Maturity 3 773%; Factor 1.26406000, Moody AAA; Issued 01/15/04, Current Face 252,812 000								
UNITED STATES TREASURY	3/10/10	200,000 000	110 625	236,851 16			5,782 70	2 27
NOTE-INFLATION INDEXED			110 625	255,884 48	**253,788.82**	(2,095 66) LT	2,655 64	
CUSIP 912828FL9								
Unit Price: $109 719; Coupon Rate 2 500%; Matures 07/15/2016; Int. Semi-Annually Jan/Jul 15; Factor 1 15654000, Moody AAA; Issued 07/15/06, Current Face 231,308 000								
UNITED STATES TREASURY	11/5/10	150,000 000	110.375	167,166 80			2,227 68	1 28
NOTE-INFLATION INDEXED			110 375	178,822 40	**173,974.95**	(4,847 45) LT	1 023 04	
CUSIP 912828MF4								
Unit Price $107 383; Coupon Rate 1 375%, Matures 01/15/2020, Int Semi-Annually Jan/Jul 15; Factor 1.08009000; Moody AAA; Issued 01/15/10, Current Face 162,013 500								

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
GOVERNMENT SECURITIES	**550,000.000**	**$655,575.36**			**$13,066.62**	**1.92%**
		$706,479.78	**$680,398.80**	**$(26,080.98) LT**	**$6,000.70**	
TOTAL GOVERNMENT SECURITIES (incl.accr.int)	**7.1%**		**$686,399.50**			

Account Detail

BusinesScape Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation (Fixed Inc)

ALTERNATIVE INVESTMENTS

Your interests in Alternative Investments may not be held at Morgan Stanley Smith Barney LLC, but may have been purchased through Morgan Stanley Smith Barney LLC, and are not covered by SIPC The information provided to you 1) is included solely as a service to you and certain transactions may not be reported; 2) is derived from you or another external source for which we are not responsible, and may have been modified to take into consideration capital calls or distributions to the extent applicable, 3) may not reflect actual shares, share prices or values; 4) may include invested or distributed amounts in addition to a fair value estimate, and 5) should not be relied upon for tax reporting purposes Alternative Investments are illiquid and may not be valued daily, therefore the estimated valuation provided will be as of the most recent date available for presentation and will be included in summaries of your assets Such valuation may not be the most recent valuation delivered by the fund in which you are invested No representation is made that the valuation is a market value or that the interest could be liquidated at this value We are not required to take any action with respect to your investment unless valid instructions are received from you in a timely manner Some positions reflected on your statement may not represent interests in the fund, but rather redemption proceeds withheld by the issuer pending final valuations which are not subject to the investment performance of the fund and may or may not accrue interest for the length of the withholding
For Managed Futures and Alternative Investments there are likely to be restrictions on redemptions; please see applicable offering document
The "Commitment/Aggregate" investment reflected in the "Hedge Funds" category is equal to the total investment to date "Redemptions" as reflected in the "Hedge Funds" category are equal to any past redemptions/sales that were reported to us "Trade Date" as reported in the "Hedge Funds - Shares" category may reflect the date on which the positions were transferred into the current account "Estimated Value" is the value reported to us as of the most recent date available. "Commitment" in the "Private Equity" and "Real Estate" categories is equal to the obligation of an investor to provide funding to the Partnership from time to time in accordance with the Limited Partnership Agreement The "Contributions" field reflected in the "Private Equity" and "Real Estate" categories is equal to the total investor funding to date in accordance with the Limited Partnership Agreement. "Distributions" in the "Hedge Funds," "Private Equity" and "Real Estate" categories consist of distributed prior income or return of capital from the fund This is presented for informational purposes only and should not be used for tax reporting purposes and would not be included in any tax reporting that we provide

The service on those investments designated "(RPTG ONLY)" is limited to performance reporting only. No investment advice or research is provided. If you have questions, please contact your Financial Advisor

MANAGED FUTURES

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Estimated Value	Unrealized Gain/(Loss)		Valuation Date
MF PREMIER GRAHAM A (EST.VAL)	2/1/07	1,303 441	$19.180	$25,000 00	$28,193 42	$3,193.42	F	12/30/13
	3/1/07	1,387.347	18 020	25,000 00	30,008 31	5,008 31	F	
	4/1/07	1,435.956	17.410	25,000 00	31,059.72	6,059 72	F	
	5/1/07	542.299	18.440	10,000 00	11,729.92	1,729 92	F	
	6/1/07	1,435 407	20.900	30,000 00	31,047.85	1,047 85	F	
	1/1/08	1,589 464	22 020	35,000 00	34,380 10	(619 90)	F	
	3/1/08	2,074 689	24.100	50,000 00	44,875 52	(5,124 48)	F	
	Total	9,768 603		200,000 00	**211,294.88**	11,294 84		
Estimated NAV: $21.63								
MS CHRTER ASPECT (EST.VAL)	2/1/07	1,404 494	17 800	25,000 00	22,851.11	(2,148 89)	F	12/30/13
	3/1/07	1,500 600	16 660	25,000 00	24,414 76	(585 24)	F	
	4/1/07	1,533 742	16.300	25,000 00	24,953.98	(46 02)	F	
	5/1/07	589 275	16 970	10,000.00	9,587.50	(412 50)	F	
	6/1/07	1,662.971	18 040	30,000 00	27,056 53	(2,943 47)	F	
	1/1/08	1,929 438	18.140	35,000 00	31,391 95	(3,608 05)	F	
	3/1/08	2,428 363	20 590	50,000 00	39,509 46	(10,490 54)	F	
	Total	11,048 883		200,000 00	**179,765.32**	(20,234 71)		
Estimated NAV: $16.27								
MS CHRTER WNT (EST.VAL)	2/1/07	2,360.718	10 590	25,000 00	28,895 19	3,895 19	F	12/30/13
	3/1/07	2,553 626	9 790	25,000 00	31,256 38	6,256 38	F	
	4/1/07	2,676 660	9 340	25,000 00	32,762 32	7,762 32	F	

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Account Detail

BusinessScape Account [redacted]

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
Nickname: Foundation (Fixed Inc)

ALTERNATIVE INVESTMENTS

MANAGED FUTURES (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Estimated Value	Unrealized Gain/(Loss)		Valuation Date
	5/1/07	1,015 228	9 850	10,000 00	12,426 39	2,426 39	F	
	6/1/07	2,901 354	10 340	30,000 00	35,512 57	5 512 57	F	
	1/1/08	3,105.590	11 270	35,000 00	38,012.42	3,012 42	F	
	3/1/08	3,990 423	12 530	50,000 00	48,842 78	(1,157 22)	F	
	Total	18,603 599		200,000 00	**227,708.05**	27,708 05		
Estimated NAV: $12.24								
MANAGED FUTURES				**$600,000.00**	**$618,768.25**	**$18,768.18**		

HEDGE FUNDS - SHARES

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Estimated Value	Unrealized Gain/(Loss)		Valuation Date
SKYBRIDGE MULTI-ADSR (EST.VAL)	6/1/13	327.535	$1,221 240	$399,999 95	**$418,344.07**	$18,344 12	F	11/30/13
Estimated NAV: $1,277.25								

	Percentage of Assets %	Estimated Value
ALTERNATIVE INVESTMENTS	**10.7%**	**$1,037,112.32**

Brokerage [redacted] THALIA/MICHAEL C CARLOS FNDTN

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
Stocks *65% of holdings*						
M ALTERA CORP (ALTR)	2,600.000	$32.511	$84,195.75	$83,850.00	$84,528 60	$ 332 85
EAI: $1,560.00, EY. 1.85%						
M AMAZON COM INC (AMZN)	350.000	398.790	101,100.51	137,767.00	139,576.50	38,475 99
M AMERICAN INTL GROUP INC COM NEW (AIG)	2,000.000	51.050	84,398.95	99,500.00	102,100.00	17,701 05
EAI: $800.00, EY: 0.78%						
M APPLE INC (AAPL)	150.000	561.020	65,624.92	83,410.50	84,153 00	18,528 08
EAI: $1,830.00, EY: 2 17%						
M BB&T CORP DEP SHS REPSTG 1/1000TH PERP PFD SER E 5 625% 12/31/2049 (BBTPRE)	3,000.000	20.350	76,609.35	61,890.00	61,050 00	- 15,559 35
M BANK AMER CORP NON CUMULATIVE PERPETUAL CONV PFD SER L 7.25% PERPETUAL (BACPRL)	60.000	1,061.000	73,197.83	64,500.00	63,660 00	- 9,537 83
M BERKLEY W R CORP SUB DEB 5 625% 04/30/2053 (WRBPRB)	3,000.000	20.610	75,852.95	60,600.00	61,830 00	- 14,022 95
M CF INDS HLDGS INC COM (CF)	350.000	233.040	74,231.89	76,083.00	81,564.00	7,332 11
EAI: $1,400 00, EY: 1.72%						
M C H ROBINSON WORLDWIDE INC COM NEW (CHRW)	1,800.000	58.350	102,133.11	105,570.00	105,030 00	2,896 89
EAI: $2,520.00, EY: 2.40%						
M CVS CAREMARK CORP (CVS)	1,600.000	71.570	94,216.95	107,136 00	114,512 00	20,295 05
EAI: $1,760.00, EY: 1.54%						
M CABOT OIL & GAS CP COM (COG)	2,800.000	38.760	92,612.31	96,460 00	108,528 00	15,915 69
EAI: $224.00, EY: 0.21%						
M CLAYMORE EXCHANGE TRADED FD TR GUGGENHEIM ENHANCED SHORT DURATION ETF (GSY)	6,000.000	50.170	301,435.90	301,560.00	301,020 00	- 415 90
M DISNEY WALT CO (DIS)	1,000.000	76.400	73,119 45		76,400.00	3,280 55
EAI: $860.00, EY: 1.13%						
M DOLLAR TREE INC COM (DLTR)	2,000.000	56.420	96,958.95	111,300 00	112,840.00	15,881 05
M DUKE ENERGY CORP NEW JR SUB DEB 5.125% EXP 01/15/2073 (DUKH)	3,000.000	20.650	75,758.45	63,510.00	61,950.00	- 13,808 45

Fidelity INVESTMENTS

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Investment Report

December 1, 2013 - December 31, 2013

Brokerage [redacted] THALIA/MICHAEL C CARLOS FNDTN

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
M ENTERGY LA LLC 1ST MTG BD 5 25% 07/01/2052 (ELJ)	3,000.000	21.600	78,289.85	65,880.00	64,800.00	- 13,489 85
M EXPRESS SCRIPTS HLDG CO COM (ESRX)	1,500.000	70 240	86,601.05	101,025.00	105,360 00	18,758 95
M GOOGLE INC CL A (GOOG)	100.000	1,120.710	83,234.95	105,959.00	112,071 00	28,836 05
M HOME DEPOT INC (HD) EAI: $1,872 00, EY. 1.89%	1,200.000	82.340	89,936.99	96,804 00	98,808.00	8,871 01
M INTL BUSINESS MACH (IBM) EAI: $2,090.00, EY. 2.03%	550.000	187.570	114,192.01	98,824.00	103,163 50	- 11,028 51
ISHARES 1-3 YEAR TREASURY BOND ETF (SHY)	6,000.000	84.380	506,636.70	507,420.00	506,280 00	- 356 70
M NEXTERA ENERGY CAP HLDGS INC JR SUB DEB SER H 5.625% EXP 06/15/2072 (NEEPRH)	3,000.000	20.160	78,137.35	63,750.00	60,480.00	- 17,657 35
M NIKE INC CLASS B (NKE) EAI: $1,632 00, EY: 1 22%	1,700.000	78.640	107,588.76	134,538.00	133,688.00	26,099 24
M NOVARTIS AG ADR-EACH REPR 1 CHF0.5(REGD) (NVS) EAI: $2,911.76, EY: 3.02%	1,200.000	80.380	94,181.87		96,456.00	2,274 13
M PG & E CORP (PCG) EAI: $4,368 00, EY· 4.52%	2,400.000	40.280	111,596.68	96,888.00	96,672 00	- 14,924 68
M PFIZER INC (PFE) EAI: $3,120.00, EY: 3.40%	3,000.000	30.630	85,302.95	95,190 00	91,890.00	6,587 05
M PUBLIC STORAGE DEP SHS REPSTG 1/1000TH PFD SH BEN INT SER V 5.375% 12/31/2049 (PSAPRV)	3,000.000	19.530	75,902.75	62,100.00	58,590 00	- 17,312 75
M RAYTHEON CO COM NEW (RTN) EAI: $3,300 00, EY: 2.43%	1,500.000	90.700	93,881.00	133,020.00	136,050.00	42,169 00
M REALOGY HLDGS CORP COM USD0 01 (RLGY)	1,500.000	49.470	64,222.55	71,085.00	74,205 00	9,982 45
M SPDR S&P MIDCAP 400 ETF TR UNIT SER 1 STANDARD & POORS DEP RCPT (MDY)	700.000	244.200	158,026.54	166,201.00	170,940.00	12,913 46
M SCHLUMBERGER LIMITED COM USD0.01 (SLB) EAI: $1,500 00, EY. 1.39%	1,200.000	90.110	100,463.15	106,104.00	108,132.00	7,668 85
M SPECTRUM BRANDS HLDGS INC COM (SPB) EAI. $1,800.00, EY. 1.42%	1,800.000	70.550	100,470.31	127,044.00	126,990.00	26,519 69

Brokerage [redacted] THALIA/MICHAEL C CARLOS FNDTN

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
M STATE STR CORP DEP SHS REPSTG 1/4000 OWNERSHIP INT IN SH NON CUM PERPETUAL PFD STK SER C 5 25% 12/31/2049 (STTPRC)	3,000.000	20.700	75,912.65	64,920.00	62,100.00	- 13,812 65
M SUNTRUST BKS INC DEPOSITARY SHS REPSTG PERP PFD SER E % 5 875% 12/31/2049 (STIPRE)	3,000.000	21.000	75,131.75	64,080.00	63,000 00	- 12,131 75
M UNITED PARCEL SVC INC CL B (UPS) EAI: $2,480.00, EY 2.36%	1,000.000	105.080	85,290.05	102,380.00	105,080 00	19,789 95
M UNITEDHEALTH GROUP (UNH) EAI: $1,680.00, EY. 1.49%	1,500.000	75.300	82,179.05	111,720.00	112,950 00	30,770 95
M VANGUARD FTSE DEVELOPED MARKET ETF (VEA)	5,000.000	41.680	192,099.90	205,600.00	208,400 00	16,300 10
M WELLS FARGO & CO NEW (WFC) EAI: $2,400.00, EY: 2.64%	2,000.000	45.400	72,710.16	88,040.00	90,800 00	18,089 84
Subtotal of Stocks			**4,083,436.29**		**4,345,647.60**	**262,211.31**
Bonds *16% of holdings*						
JPMORGAN CHASE & CO NT 3 40000% 06/24/2015 FIXED COUPON MOODYS A3 S&P A SEMIANNUALLY AI: $16 53 EAI: $850.00 CUSIP: 46625HHR4	25,000.000	103.844	25,293.70*B*	25,991 50	25,961.00	667 30
ENTERGY CORP SR NT CR SENS 03.62500% 09/15/2015 VARIABLE COUPON MOODYS Baa3 S&P BBB- SEMIANNUALLY MAKE WHOLE CALL CUSIP: 29364GAE3	25,000.000	103.153	25,310.65*B*	25,876.50	25,788.25	477 60

Fidelity INVESTMENTS

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Investment Report

December 1, 2013 - December 31, 2013

Brokerage [redacted] THALIA/MICHAEL C CARLOS FNDTN

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
FORD MOTOR CREDIT COMPANY 2.25000% 09/20/2016 FIXED COUPON MOODYS Baa3 S&P BBB- SEMIANNUALLY NEXT CALL DATE 09/20/2014 AI: $681.25 EAI: $2,300.00 CUSIP: 34540TFE7	100,000.000	98.832	100,000.00*B*	100,067.00	98,832 00	- 1,168 00
VODAFONE GROUP PLC NEW 1.50000% 02/19/2018 FIXED COUPON MOODYS A3 S&P A- SEMIANNUALLY MAKE WHOLE CALL AI:– EAI.– CUSIP: 92857WBE9	100,000.000	97.499	95,893.00	98,279.80	97,498.70	1,605 70
MCDONALD'S CORPORATION MTN 05.35000% 03/01/2018 FIXED COUPON MOODYS A2 S&P A SEMIANNUALLY MAKE WHOLE CALL AI: $1,783 33 EAI: $5,350.00 CUSIP: 58013MEE0	100,000.000	113.625	113,066.20*B*	114,945.00	113,625 40	559 20
JPMORGAN CHASE & CO SR NT 1.62500% 05/15/2018 FIXED COUPON MOODYS A3 S&P A SEMIANNUALLY AI: $207 64 EAI: $1,625.00 CUSIP: 46625HJL5	100,000.000	97.920	99,848.00*B*	98,500.00	97,920.00	- 1,928 00

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Fidelity INVESTMENTS

Investment Report

December 1, 2013 - December 31, 2013

Brokerage [redacted] THALIA/MICHAEL C CARLOS FNDTN

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
VERIZON COMMUNICATIONS BOND 03.65000% 09/14/2018 FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL AI: $626.58 EAI. $2,165.67 CUSIP: 92343VBP8	60,000.000	105.856	60,007.20*B*	63,786.00	63,513.84	3,506 64
CVS CAREMARK CORP BOND 02.25000% 12/05/2018 FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY NEXT CALL DATE 11/05/2018 CONT CALL 11/05/2018 MAKE WHOLE CALL AI: $126.56 EAI. $1,687.50 CUSIP: 126650CB4	75,000.000	99.971	75,554.64*B*		74,978.25	- 576 39
PEPSICO INC SR NT 2.25000% 01/07/2019 FIXED COUPON MOODYS A1 S&P A- SEMIANNUALLY NEXT CALL DATE 12/07/2018 CONT CALL 12/07/2018 MAKE WHOLE CALL AI: $943.75 EAI: $2,106.25 CUSIP: 713448CK2	100,000.000	100.298	100,383.16*B*	100,865.00	100,298.00	- 85 16

Fidelity INVESTMENTS

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Investment Report

December 1, 2013 - December 31, 2013

Brokerage [redacted]

THALIA/MICHAEL C CARLOS FNDTN

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
MARRIOTT INTL INC NEW 3.00000% 03/01/2019 FIXED COUPON MOODYS Baa2 S&P BBB SEMIANNUALLY NEXT CALL DATE 12/01/2018 CONT CALL 12/01/2018 MAKE WHOLE CALL AI: $1,000.00 EAI. $3,000.00 CUSIP: 571903AJ2	100,000.000	100.701	101,200 09*B*	101,686 00	100,701.00	- 499 09
WELLPOINT INC NOTE 04.35000% 08/15/2020 FIXED COUPON MOODYS Baa2 S&P A- SEMIANNUALLY MAKE WHOLE CALL AI: $1,643 33 EAI· $4,350.00 CUSIP: 94973VAS6	100,000.000	105.691	108,089.63*B*	106,439.00	105,691.00	- 2,398 63
FLORIDA POWER CORP BOND 03 10000% 08/15/2021 FIXED COUPON MOODYS A2 S&P A SEMIANNUALLY NEXT CALL DATE 05/15/2021 CONT CALL 05/15/2021 MAKE WHOLE CALL AI: $1,171.11 EAI: $3,100.00 CUSIP: 341099CP2	100,000.000	98.423	103,090.62*B*	99,719.00	98,423.00	- 4,667 62
BECTON DICKINSON & CO 3.12500% 11/08/2021 FIXED COUPON MOODYS A3 S&P A SEMIANNUALLY MAKE WHOLE CALL AI: $460.07 EAI: $3,125.00 CUSIP: 075887BA6	100,000.000	96.936	101,226.20*B*	98,163 00	96,936.00	- 4,290 20

Brokerage [redacted] THALIA/MICHAEL C CARLOS FNDTN

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
Subtotal of Bonds			**1,108,963.09**		**1,100,166.44**	**-8,796.65**
Mutual Funds *14% of holdings*						
EATON VANCE FLOATING RATE CLASS I (EIBLX)	38,049.392	9.190	350,070.00	349,293.41	349,673 91	- 396 09
EAI: $13,643 65, EY: 3.90%						
OAKMARK INTERNAT'L SMALL CAP I (OAKEX)	10,080.645	17.280	150,000.00	178,629.02	174,193.54	24,193 54
EAI: $5,569.56, EY: 3.20%						
VANGUARD INTER-TERM BOND INDEX PORT INV (VBIIX)	16,835.017	11.090	200,035.00	190,909.09	186,700.33	- 13,334 67
EAI: $5,547.53, EY: 2.97%						
VANGUARD SHORT TERM INVMT GRADE INVESTOR (VFSTX)	18,467.221	10.700	200,035.00	198,707.29	197,599.26	- 2,435 74
EAI: $3,563.23, EY: 1.80%						
Subtotal of Mutual Funds			**900,140.00**		**908,167.04**	**8,027.04**
Other *2% of holdings*						
M REDWOOD TRUST INC (RWT)	3,000.000	19.370	52,516 55	55,740.00	58,110.00	5,593 45
EAI: $3,360.00, EY· 5.78%						
M WEYERHAEUSER CO COM (WY)	3,000.000	31.570	90,839.45	90,390.00	94,710.00	3,870 55
EAI: $2,640.00, EY: 2.79%						
Subtotal of Other			**143,356.00**		**152,820.00**	**9,464.00**
Core Account *3% of holdings*						
TREASURY FUND DAILY MONEY CLASS (FDUXX)	195,891.210	1 000	not applicable	208,810.28	195,891.21	not applicable
EAI: $19.59, EY: 0.01%						
7-day Yield: 0.01%						

STATEMENT A-3

Brokerage [redacted] THALIA/MICHAEL C CARLOS FNDTN

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
Subtotal of Core Account					**195,891.21**	

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: [redacted]

Taxpayer ID Number: [redacted]
Account Number: [redacted]

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. [redacted]

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
ACCENTURE PLC IRELAND CL A	CUSIP: G1151C101		Symbol (Box 1d): ACN						
	300.000	11/27/12	06/13/13	$24,039.90	$20,212.05	$0 00	$3,827 85	$0 00	
CENTURYLINK INC	CUSIP: 156700106		Symbol (Box 1d): CTL						
	520.000	11/27/12	07/30/13	$18,582.92	$20,080 79	$0.00	($1,497.87)	$0 00	
GENERAL ELECTRIC CO	CUSIP: 369604103		Symbol (Box 1d): GE						
	170.000	07/12/12	05/02/13	$3,782.93	$3,302.45	$0.00	$480 48	$0 00	
OCCIDENTAL PETROLEUM CORP DE	CUSIP: 674599105		Symbol (Box 1d): OXY						
	50.000	07/12/12	03/26/13	$3,873.93	$4,180.00	$0.00	($306 07)	$0 00	
Total Short Term Covered Securities				**$50,279.68**	**$47,775.29**	**$0.00**	**$2,504.39**	**$0.00**	

STATEMENT D-1

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: [redacted]

Taxpayer ID Number: [redacted]
Account Number: [redacted]5

Customer Service: [redacted]

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. [redacted]

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
ACCENTURE PLC IRELAND CL A	CUSIP: G1151C101		Symbol (Box 1d): ACN						
	20.000	12/10/12	06/13/13	$1,602.66	$1,390.20	$0 00	$212.46	$0 00	
AIR PROD & CHEM INC	CUSIP: 009158106		Symbol (Box 1d): APD						
	10.000	12/10/12	04/04/13	$852.38	$831.10	$0.00	$21.28	$0 00	
AMERICAN ELECTRIC POWER CO	CUSIP: 025537101		Symbol (Box 1d): AEP						
	30.000	12/10/12	01/31/13	$1,357.27	$1,301.10	$0.00	$56 17	$0 00	
AMERICAN EXPRESS CO	CUSIP: 025816109		Symbol (Box 1d): AXP						
	25.000	12/10/12	04/04/13	$1,668.46	$1,418.75	$0.00	$249.71	$0 00	
BANK OF AMERICA CORP	CUSIP: 060505104		Symbol (Box 1d): BAC						
	80.000	12/10/12	04/04/13	$951.97	$845 60	$0.00	$106 37	$0 00	
BANK OF NEW YORK MELLON CORP	CUSIP: 064058100		Symbol (Box 1d): BK						
	35.000	12/10/12	04/04/13	$960.02	$850.15	$0.00	$109.87	$0 00	
CONOCOPHILLIPS	CUSIP: 20825C104		Symbol (Box 1d): COP						
	20.000	12/10/12	04/04/13	$1,178.37	$1,157.60	$0.00	$20.77	$0.00	
DOLLAR TREE INC	CUSIP: 256746108		Symbol (Box 1d): DLTR						
	40.000	12/10/12	04/04/13	$1,902 35	$1,577.63	$0.00	$324.72	$0.00	
DOW CHEMICAL CO	CUSIP: 260543103		Symbol (Box 1d): DOW						
	40.000	12/10/12	04/04/13	$1,257.97	$1,224.40	$0.00	$33 57	$0 00	
EXPRESS SCRIPTS HLDG CO COM	CUSIP: 30219G108		Symbol (Box 1d): ESRX						
	16.000	12/10/12	04/04/13	$921.89	$872 64	$0.00	$49 25	$0 00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

046001 MS13OA01 277653

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: [redacted]

Taxpayer ID Number: [redacted]
Account Number: [redacted]

Customer Service: 866-324-6088

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

OMB NO. [redacted]

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
GENERAL ELECTRIC CO	CUSIP: 369604103	Symbol (Box 1d): GE							
	60.000	12/10/12	05/02/13	$1,335.15	$1,283.40	$0 00	$51 75	$0 00	
INTL BUSINESS MACHINES CORP	CUSIP: 459200101	Symbol (Box 1d): IBM							
	10.000	12/10/12	10/21/13	$1,741.39	$1,926.20	$0 00	($184 81)	$0 00	
MALLINCKRODT PUBLIC LTD CO	CUSIP: G5785G107	Symbol (Box 1d): MNK							
	4 000	12/10/12	07/03/13	$169.24	$151.66	$0.00	$17.58	$0 00	
MICROCHIP TECHNOLOGY INC	CUSIP: 595017104	Symbol (Box 1d): MCHP							
	35.000	12/10/12	04/04/13	$1,244.22	$1,072.29	$0.00	$171.93	$0.00	
NORFOLK SOUTHERN CORP	CUSIP: 655844108	Symbol (Box 1d): NSC							
	20.000	12/10/12	04/04/13	$1,472.96	$1,241.60	$0.00	$231.36	$0 00	
OCCIDENTAL PETROLEUM CORP DE	CUSIP: 674599105	Symbol (Box 1d): OXY							
	15.000	12/10/12	03/26/13	$1,162.18	$1,130.25	$0.00	$31.93	$0 00	
PHILLIPS 66 COM	CUSIP: 718546104	Symbol (Box 1d): PSX							
	10.000	12/10/12	04/04/13	$625.18	$535.80	$0.00	$89 38	$0 00	
PROCTER & GAMBLE	CUSIP: 742718109	Symbol (Box 1d): PG							
	20.000	12/10/12	04/04/13	$1,569.76	$1,404.40	$0.00	$165 36	$0 00	
SPDR GOLD TR GOLD SHS	CUSIP: 78463V107	Symbol (Box 1d):							
	0.000		01/07/13	$47.80	$0.00	$0.00	$0.00	$0.00	CT
	0.000		02/21/13	$49.39	$0.00	$0.00	$0.00	$0 00	CT
	0.000		03/12/13	$47.99	$0.00	$0.00	$0.00	$0 00	CT

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STATEMENT D-1

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: [redacted]

Taxpayer ID Number: [redacted]
Account Number. [redacted]

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. [redacted]

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
SPDR GOLD TR GOLD SHS	0.000		04/09/13	$49.14	$0.00	$0 00	$0.00	$0 00	CT
	0.000		05/10/13	$50.71	$0.00	$0.00	$0 00	$0 00	CT
	0.000		06/17/13	$44.35	$0.00	$0 00	$0.00	$0.00	CT
	10.000	12/10/12	06/25/13	$1,237.89	$1,658.00	$0.00	($420.11)	$0.00	
Security Subtotal	**10.000**			**$1,527.27**	**$1,658.00**	**$0.00**	**($420.11)**	**$0.00**	
WAL MART STORES INC	**CUSIP:** 931142103		**Symbol (Box 1d):** WMT						
	20.000	12/10/12	08/29/13	$1,453.89	$1,443.00	$0.00	$10.89	$0 00	
WELLS FARGO CO 4950 13OC16	**CUSIP:** 949746FJ5		**Symbol (Box 1d):**						
	10,000.000	12/10/12	10/16/13	$10,000.00	$10,000.00	$0.00	$0.00	$0 00	
WISCONSIN ENERGY CORP	**CUSIP:** 976657106		**Symbol (Box 1d):** WEC						
	40.000	12/10/12	04/04/13	$1,704.76	$1,502.80	$0.00	$201.96	$0 00	
WISDOMTREE TRUST INDIA	**CUSIP:** 97717W422		**Symbol (Box 1d):** EPI						
	60.000	12/10/12	03/07/13	$1,132.34	$1,153.20	$0.00	($20.86)	$0 00	
Total Short Term Noncovered Securities				**$37,791.68**	**$35,971.77**	**$0.00**	**$1,530.53**	**$0.00**	
Total Short Term Covered and Noncovered Securities				**$88,071.36**	**$83,747.06**	**$0.00**	**$4,034.92**	**$0.00**	

STATEMENT D-1

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: [redacted]

Taxpayer ID Number: [redacted]
Account Number: [redacted]

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS **OMB NO.** [redacted]

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
ACCENTURE PLC IRELAND CL A	CUSIP: G1151C101	Symbol (Box 1d): ACN							
	1,840.000	05/10/11	06/13/13	$147,444.72	$103,630.27	$0.00	$43,814.45	$0 00	
AMERICAN ELECTRIC POWER CO	CUSIP: 025537101	Symbol (Box 1d): AEP							
	1,280.000	11/16/11	01/31/13	$57,910.12	$49,940.35	$0.00	$7,969 77	$0 00	
BRISTOL MYERS SQUIBB CO	CUSIP: 110122108	Symbol (Box 1d): BMY							
	1,550.000	08/16/11	04/04/13	$63,273.46	$43,801.76	$0.00	$19,471 70	$0 00	
CENTURYLINK INC	CUSIP: 156700106	Symbol (Box 1d): CTL							
	2,100.000	09/22/11	07/30/13	$75,046.39	$69,478.92	$0.00	$5,567.47	$0 00	
	800.000	11/16/11	07/30/13	$28,589.10	$30,153.04	$0.00	($1,563 94)	$0 00	
	100.000	07/12/12	07/30/13	$3,573.64	$3,975.00	$0.00	($401.36)	$0.00	
Security Subtotal	3,000.000			$107,209.13	$103,606.96	$0.00	$3,602.17	$0.00	
Total Long Term Covered Securities				**$375,837.43**	**$300,979.34**	**$0.00**	**$74,858.09**	**$0.00**	

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

046001 MS13OA01 277655

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: [redacted]

Taxpayer ID Number: [redacted]
Account Number: [redacted]

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. [redacted]

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
AMERICAN ELECTRIC POWER CO	CUSIP: 025537101		Symbol (Box 1d): AEP						
	2,900.000	09/23/09	01/31/13	$131,202.63	$91,689.59	$0.00	$39,513.04	$0 00	
GENERAL ELECTRIC CO	CUSIP: 369604103		Symbol (Box 1d): GE						
	200.000	12/18/07	05/02/13	$4,450.50	$7,266.00	$0.00	($2,815.50)	$0 00	
	100.000	01/08/08	05/02/13	$2,225.25	$3,620.00	$0.00	($1,394 75)	$0 00	
	350.000	02/01/08	05/02/13	$7,788 38	$12,638.50	$0.00	($4,850.12)	$0 00	
	300.000	04/02/08	05/02/13	$6,675.75	$11,486.40	$0.00	($4,810.65)	$0 00	
	900.000	04/28/08	05/02/13	$20,027.25	$29,860.56	$0.00	($9,833.31)	$0 00	
	950.000	10/31/08	05/02/13	$21,139.87	$18,618.48	$0.00	$2,521.39	$0 00	
	3,130.000	06/15/09	05/02/13	$69,650.32	$41,059.34	$0.00	$28,590.98	$0.00	
Security Subtotal	**5,930.000**			**$131,957.32**	**$124,549.28**	**$0.00**	**$7,408.04**	**$0.00**	
INTL BUSINESS MACHINES CORP	CUSIP: 459200101		Symbol (Box 1d): IBM						
	370.000	03/31/09	10/21/13	$64,431.19	$36,221.63	$0.00	$28,209.56	$0 00	
	500.000	06/15/09	10/21/13	$87,069.18	$53,714.00	$0.00	$33,355.18	$0 00	
Security Subtotal	**870.000**			**$151,500.37**	**$89,935.63**	**$0.00**	**$61,564.74**	**$0.00**	
MALLINCKRODT PUBLIC LTD CO	CUSIP: G5785G107		Symbol (Box 1d): MNK						
	0.750	08/19/09	06/28/13	$31.55	$20.88	$0 00	$10 67	$0 00	
	269.000	08/19/09	07/03/13	$11,381.35	$7,483.64	$0.00	$3,897.71	$0 00	
	100.000	02/09/11	07/03/13	$4,230.98	$3,473.63	$0.00	$757.35	$0.00	
Security Subtotal	**369.750**			**$15,643.88**	**$10,978.15**	**$0.00**	**$4,665.73**	**$0.00**	
OCCIDENTAL PETROLEUM CORP DE	CUSIP: 674599105		Symbol (Box 1d): OXY						
	1,100.000	02/11/10	03/26/13	$85,226.41	$86,637.10	$0.00	($1,410 69)	$0 00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

046001 MS13OA01 277656

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number. [redacted]

Taxpayer ID Number: [redacted]
Account Number: [redacted]

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. [redacted]

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
SPDR GOLD TR GOLD SHS	CUSIP: 78463V107	Symbol (Box 1d): GLD							
	700.000	01/26/09	06/25/13	$86,652.75	$62,341.30	$0.00	$24,311.45	$0 00	
	200.000	06/15/09	06/25/13	$24,757.93	$18,243.20	$0.00	$6,514.73	$0.00	
Security Subtotal	**900.000**			**$111,410.68**	**$80,584.50**	**$0.00**	**$30,826.18**	**$0.00**	
WAL MART STORES INC	CUSIP: 931142103	Symbol (Box 1d): WMT							
	270.000	03/11/08	08/29/13	$19,627.47	$13,481.43	$0.00	$6,146 04	$0 00	
	1,500.000	06/15/09	08/29/13	$109,041.49	$72,583.95	$0.00	$36,457.54	$0.00	
Security Subtotal	**1,770.000**			**$128,668.96**	**$86,065.38**	**$0.00**	**$42,603.58**	**$0.00**	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: [redacted]

Taxpayer ID Number: [redacted]
Account Number:

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 (continued) — OMB NO. [redacted]

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
WISDOMTREE TRUST INDIA	CUSIP: 97717W422		Symbol (Box 1d): EPI						
	4,500.000	08/04/09	03/07/13	$84,925.70	$87,924.60	$0 00	($2,998 90)	$0 00	
Total Long Term Noncovered Securities				**$840,535.95**	**$658,364.23**	**$0.00**	**$182,171.72**	**$0.00**	
Total Long Term Covered and Noncovered Securities				**$1,216,373.38**	**$959,343.57**	**$0.00**	**$257,029.81**	**$0.00**	
Total Short and Long Term, Covered and Noncovered Securities				**$1,304,444.74**	**$1,043,090.63**	**$0.00**	**$261,064.73**	**$0.00**	

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$1,304,444.74**				
Total Cost or Other Basis (Box 3)		**$348,754.63**			
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**		
Total Fed Tax Withheld (Box 4)					**$0.00**

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

CT The proceeds amount is the sales price of the bullion sold by the Trust to pay investment expenses. Proceeds from the sale of bullion are reported on Form 1099-B.

IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

STATEMENT D-2

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: [redacted]

Taxpayer ID Number: [redacted]
Account Number: [redacted]

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.** [redacted]

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
PRUDENTIAL FIN 6000 17DE01	CUSIP: 74432QBC8 Symbol (Box 1d):								
	300,000.000	05/04/12	01/10/13	$359,550.00	$351,147.09	$0.00	$8,402 91	$0 00	
Total Short Term Noncovered Securities				**$359,550.00**	**$351,147.09**	**$0.00**	**$8,402.91**	**$0.00**	

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: [redacted]

Taxpayer ID Number: [redacted]
Account Number: [redacted]

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. [redacted]

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
CITIGROUP INC 4750 15MY19	CUSIP: 172967FD8	Symbol (Box 1d):							
	250,000.000	03/23/11	05/17/13	$266,572.50	$258,204.02	$0.00	$8,368.48	$0 00	
	100,000.000	05/04/12	05/17/13	$106,629.00	$104,386.34	$0.00	$2,242.66	$0.00	
Security Subtotal	**350,000.000**			**$373,201.50**	**$362,590.36**	**$0.00**	**$10,611.14**	**$0.00**	
GECC 5450 13JA15	CUSIP: 36962GZY3	Symbol (Box 1d):							
	200,000.000	08/18/08	01/15/13	$200,000.00	$206,575.25	$0.00	($6,575 25)	$0 00	
GEN ELEC CAP CORP 5000 16JA08	CUSIP: 36962GU69	Symbol (Box 1d):							
	250,000.000	12/15/11	10/24/13	$270,310.36	$264,570.68	$0.00	$5,739 68	$0.00	
	65,000.000	05/16/12	10/24/13	$70,280.69	$69,837.40	$0.00	$443.29	$0.00	
Security Subtotal	**315,000.000**			**$340,591.05**	**$334,408.08**	**$0.00**	**$6,182.97**	**$0.00**	
GOLDMAN SACHS 5350 16JA15	CUSIP: 38141GEE0	Symbol (Box 1d):							
	150,000.000	09/02/09	08/01/13	$162,324.75	$153,096.33	$0.00	$9,228 42	$0.00	
GOLDMAN SACHS 5625 17JA15	CUSIP: 38141GEU4	Symbol (Box 1d):							
	250,000.000	03/17/11	05/23/13	$277,482.50	$263,017.43	$0 00	$14,465.07	$0 00	
JP MORGAN CHASE 5150 15OC01	CUSIP: 46625HDF4	Symbol (Box 1d):							
	100,000.000	03/23/11	10/24/13	$107,123.00	$103,950.86	$0 00	$3,172.14	$0 00	
LAZARD GROUP LLC 7125 15MY15	CUSIP: 52107QAC9	Symbol (Box 1d):							
	150,000.000	07/05/11	12/16/13	$163,533.00	$157,624.04	$0 00	$5,908 96	$0 00	
MERRILL LYNCH 5300 15SP30	CUSIP: 59018YRZ6	Symbol (Box 1d):							
	100,000.000	11/10/09	05/16/13	$108,384.00	$101,683.85	$0 00	$6,700 15	$0.00	
	100,000.000	11/05/10	05/16/13	$108,384.00	$104,599.84	$0.00	$3,784.16	$0.00	
Security Subtotal	**200,000.000**			**$216,768.00**	**$206,283.69**	**$0.00**	**$10,484.31**	**$0.00**	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number [redacted]

Taxpayer ID Number: [redacted]
Account Number.

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 (continued) OMB NO. [redacted]

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
MERRILL LYNCH CO 6050 16MY16	CUSIP: 5901884M7	Symbol (Box 1d):							
	250,000.000	03/04/11	08/01/13	$272,072.50	$261,363 75	$0 00	$10,708.75	$0 00	
MORGAN STANLEY 7000 13OC01	CUSIP: 617446AS8	Symbol (Box 1d):							
	50,000.000	12/08/04	10/01/13	$50,000.00	$50,000.00	$0.00	$0.00	$0 00	
	50,000.000	03/03/05	10/01/13	$50,000.00	$50,000.00	$0.00	$0.00	$0.00	
Security Subtotal	**100,000.000**			**$100,000.00**	**$100,000.00**	**$0.00**	**$0.00**	**$0.00**	
MWD TRACERS 5220 13JL25	CUSIP: 12496DAA5	Symbol (Box 1d):							
	24,000.000	02/18/05	01/25/13	$24,000.00	$24,840.00	$0.00	($840.00)	$0 00	PP
	32,000.000	02/18/05	02/25/13	$32,000.00	$33,120 00	$0.00	($1,120.00)	$0.00	PP
	16,000.000	02/18/05	05/25/13	$16,000 00	$16,560.00	$0.00	($560.00)	$0 00	PP
	200,000.000	02/18/05	07/25/13	$8,000.00	$8,280.00	$0.00	($280.00)	$0.00	
Security Subtotal	**272,000.000**			**$80,000.00**	**$82,800.00**	**$0.00**	**($2,800.00)**	**$0.00**	
TURNER BROADCAST 8375 13JLRG	CUSIP: 900262AR7	Symbol (Box 1d):							
	150,000.000	08/26/09	07/01/13	$150,000.00	$150,000.00	$0.00	$0.00	$0 00	
WELLPOINT INC 6000 14FB15	CUSIP: 94973VAQ0	Symbol (Box 1d):							
	100,000.000	12/01/09	09/05/13	$102,410.00	$101,218.98	$0.00	$1,191.02	$0.00	

CONTINUED ON NEXT PAGE

STATEMENT D-2

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THALIA & MICHAEL C CARLOS FNDTN INC
CARE OF: HAROLD ABRAMS ESQ
1100 PEACHTREE ST STE 1600
ATLANTA GA 30309-4509

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: [redacted]

Taxpayer ID Number: [redacted]
Account Number: [redacted]

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 (continued) OMB NO. [redacted]

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
WELLS FARGO BK NA 5750 16MY16 CUSIP: 94980VAE8 Symbol (Box 1d):									
	250,000 000	05/18/11	05/15/13	$281,937.50	$269,898.26	$0 00	$12,039 24	$0 00	
Total Long Term Noncovered Securities				**$2,827,443.80**	**$2,752,827.03**	**$0.00**	**$74,616.77**	**$0.00**	
Total Short and Long Term, Covered and Noncovered Securities				**$3,186,993.80**	**$3,103,974.12**	**$0.00**	**$83,019.68**	**$0.00**	

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$3,186,993.80**				
Total Cost or Other Basis (Box 3)		**$0.00**			
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**		
Total Fed Tax Withheld (Box 4)					**$0.00**

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

PP This represents a return of your investment. Please compare your cost basis for this principal payment with the amount of the payment. You may have a capital loss if your cost basis exceeds the principal received or ordinary income if your cost basis is less than the principal payment. Principal payments are reported on Form 8949, Sales and Other Dispositions of Capital Assets, of the tax return. Please consult your tax advisor.

STATEMENT D-3

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

THALIA/MICHAEL C CARLOS FNDTN

Account No [redacted] Customer Service 404-522-5774
Recipient ID No. Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
APACHE CORP, APA, 037411105										
Sale	08/15/13	06/21/13	1,200 000	96,242.77	102,022.19	-5,779.42				
APPLE INC, AAPL, 037833100										
Sale	08/08/13	03/25/13	75.000	34,631.19	34,842.47	-211.28				
BOEING CO, BA, 097023105										
Sale	09/16/13	05/02/13	1,000.000	115,507.23	92,219.95	23,287.28				
C H ROBINSON WORLDWIDE INC COM NEW, CHRW, 12541W209										
Sale	07/23/13	03/25/13	1,100.000	65,725.20	63,518.46	2,206.74				
HUNTINGTON INGALLS INDS INC COM, HII, 446413106										
Sale	12/10/13	05/02/13	1,600.000	128,789.76	84,598.23	44,191.53				
L BRANDS INC COM USD0.50, LB, 501797104										
Sale	10/23/13	03/25/13	2,000.000	122,100.72	88,396.35	33,704 37				
MICROS SYS INC, MCRS, 594901100										
Sale	08/09/13	03/25/13	1,500.000	72,768.63	68,527.25	4,241.38				
SPIRIT AEROSYSTEMS HLDGS INC CL A, SPR, 848574109										
Sale	11/07/13	09/09/13	3,000.000	87,710.92	70,673.75	17,037.17				
TARGET CORP, TGT, 87612E106										
Sale	12/20/13	06/21/13	1,400.000	87,208.47	95,998.35	-8,789.88				

***Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.**

STATEMENT D-3

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

THALIA/MICHAEL C CARLOS FNDTN Account No. [redacted] Customer Service: 404-522-5774
Recipient ID No [redacted] Payer's Fed ID Number: 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
WELLS FARGO & CO NEW, WFC, 949746101										
Sale	08/09/13	04/17/13	500.000	21,513.17	18,177.54	3,335.63				
TOTALS				**832,198.06**	**718,974.54**			0.00		
		Short-Term Realized Gain				**128,004.10**				
		Short-Term Realized Loss				**-14,780.58**				
		Wash Sale Loss Disallowed					**0.00**			

***Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.**

STATEMENT D-3

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

THALIA/MICHAEL C CARLOS FNDTN | Account No [redacted] | Customer Service 404-522-5774
Recipient ID No [redacted] | Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**16** State Tax Withheld
8 Description, **1d** Stock or Other Symbol, CUSIP										
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Sale	06/24/13	03/06/09	75.000	9,291.39	6,914.70	2,376.69				
UNITED STATES TREAS NTS 3.12500% 04/30/2, 912828HY9										
Redemption	04/30/13	04/24/08	200,000.000	200,000.00	199,696.71	303.29				
TOTALS				**209,291.39**	**206,611.41**			0.00		
	Long-Term Realized Gain					**2,679.98**				
	Long-Term Realized Loss					**0.00**				
	Wash Sale Loss Disallowed						**0.00**			

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium.

(b) Gross proceeds less commissions

***Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different Income tax reporting requirements. Please contact your tax advisor if you have any questions.**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THALIA & MICHAEL C CARLOS FOUNDATION, INC	Employer identification number (EIN) or 58-1410420
	Number, street, and room or suite no. If a P.O. box, see instructions. 1100 PEACHTREE STREET, NO. 1600	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30309	

Enter the Return code for the return that this application is for (file a separate application for each return) ... 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ MARY B. LONG 1100 PEACHTREE ST, SUITE 1600 - ATLANTA, GA 30309
  Telephone No ▶ 404-815-6060 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 17, 2014.

5 For calendar year 2013 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	15,760.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	24,440.
c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ PRESIDENT & TREASURER Date ▶