RBFE9929 05/06/2014 2 36 PM

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
R & B FEDER CHARITABLE FOUNDATION
FOR THE BEAUX-ARTS

A Employer identification number
64-0939929

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 1943

B Telephone number (see instructions)
228-875-0796

City or town, state or province, country, and ZIP or foreign postal code
OCEAN SPRINGS MS 39566-1943

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,269,075

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

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) (see instructions))

	Line	Description	(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 (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	27	27		
	4	Dividends and interest from securities	28,646	28,646		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	98,031			
	b	Gross sales price for all assets on line 6a 347,526				
	7	Capital gain net income (from Part IV, line 2)		98,031		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	126,704	126,704	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	1,500	1,500		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 2	950	950		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 3	18,936	18,936		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	21,386	21,386	0	0
	25	Contributions, gifts, grants paid	60,404			60,404
	26	**Total expenses and disbursements.** Add lines 24 and 25	81,790	21,386	0	60,404
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	44,914			
	b	**Net investment income** (if negative, enter -0-)		105,318		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 4	903,999	948,913	1,269,075
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	903,999	948,913	1,269,075
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	903,999	948,913	
	30	**Total net assets or fund balances** (see instructions)	903,999	948,913	
	31	**Total liabilities and net assets/fund balances** (see instructions)	903,999	948,913	

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	903,999
2	Enter amount from Part I, line 27a	2	44,914
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	948,913
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	948,913

Part IV Capital Gains and Losses for Tax on Investment Income

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

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				

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	98,031
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	16,401

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	43,785		
2011	56,415		
2010	58,701		
2009	57,725		
2008	59,647		

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	0
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,053
7 Add lines 5 and 6	7	1,053
8 Enter qualifying distributions from Part XII, line 4	8	60,404

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	1,053
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	1,053
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,053
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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	
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	14
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,067
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ Refunded ▶		11	

Part VII-A Statements Regarding Activities

				Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	N/A	1a		
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	N/A	1b		
	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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______				
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______				
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) ▶ MS				
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 ▶ RONALD M. FEDER Telephone no ▶ 228-875-0796
1202 IOLA ROAD
Located at ▶ OCEAN SPRINGS MS ZIP+4 ▶ 39564

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

			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? N/A 1c

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 ▶ 20 , 20 , 20 , 20

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
▶ 20 , 20 , 20 , 20

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

			Yes	No
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)? (see instructions)	☐ 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 (see instructions).

(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
RONALD M. FEDER OCEAN SPRINGS 1202 IOLA ROAD MS 39564	CHAIRMAN/TRE 40.00	0	0	0
REBECCA A. FEDER OCEAN SPRINGS 1202 IOLA ROAD MS 39564	SECRETARY/DI 40.00	0	0	0
CELESTE E. FEDER OCEAN SPRINGS 1202 IOLA ROAD MS 39564	PRES/DIR 40.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). 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 (see instructions). 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 ▶		

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 (see instructions)

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 ▶	

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	0
b	Average of monthly cash balances		1b	0
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	0
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	0
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	0
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	0
6	**Minimum investment return.** Enter 5% of line 5		6	0

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	
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1,053		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,053
3	Distributable amount before adjustments Subtract line 2c from line 1		3	
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	0

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	60,404
b	Program-related investments – total from Part IX-B	1b	
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	60,404
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 (see instructions)	5	1,053
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	59,351

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					0
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only					
b	Total for prior years 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2013					
a	From 2008	59,863				
b	From 2009	57,725				
c	From 2010	59,119				
d	From 2011	56,955				
e	From 2012	44,394				
f	**Total** of lines 3a through e		278,056			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 60,404					
a	Applied to 2012, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required – see instructions)					
c	Treated as distributions out of corpus (Election required – see instructions)					
d	Applied to 2013 distributable amount					
e	Remaining amount distributed out of corpus		60,404			
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		338,460			
b	Prior years' undistributed income Subtract line 4b from line 2b					
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					
d	Subtract line 6c from line 6b Taxable amount – see instructions					
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		59,863			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		278,597			
10	Analysis of line 9					
a	Excess from 2009	57,725				
b	Excess from 2010	59,119				
c	Excess from 2011	56,955				
d	Excess from 2012	44,394				
e	Excess from 2013	60,404				

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

1a 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 (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2a 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))

N/A

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

N/A

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

REBECCA A. FEDER 228-875-0796
P. O. BOX 1943 OCEAN SPRINGS MS 39566

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

SEE STATEMENT 5

c Any submission deadlines

60 DAYS PRIOR TO THE REQUESTED PAYMENT DATE

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

SEE STATEMENT 6

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 SEE STATEMENT 7				60,404
Total			▶ 3a	60,404
b Approved for future payment N/A				
Total			▶ 3b	

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 (See instructions)
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	27	
4 Dividends and interest from securities			14	28,646	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			1	98,031	
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		126,704	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 126,704

(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) (See instructions)
N/A	

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

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

Signature of officer or trustee | Date May 14, 2014 | Title CHAIRMAN OF BOARD Treasurer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
DAVID M. HARVEY, CPA		5/7/14	
Firm's name ▶ CULUMBER, HARVEY & ASSOCIATES, P.A.		PTIN P00474221	
Firm's address ▶ 2300 20TH ST GULFPORT, MS 39501-2931		Firm's EIN ▶ 20-4368459	
		Phone no 228-863-6559	

RBFE9929 05/06/2014 2 36 PM

Capital Gains and Losses for Tax on Investment Income

Form 990-PF | 2013

For calendar year 2013, or tax year beginning , and ending

Name
R & B FEDER CHARITABLE FOUNDATION
FOR THE BEAUX-ARTS

Employer Identification Number
64-0939929

	(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)
(1)	MORGAN STANLEY-649-105042-511	P	VARIOUS	VARIOUS
(2)	MORGAN STANLEY-649-105042-511	P	VARIOUS	VARIOUS
(3)	MORGAN STANLEY-649-105042-511	P	VARIOUS	VARIOUS
(4)	MORGAN STANLEY-649-105042-511	P	VARIOUS	VARIOUS
(5)	MORGAN STANLEY-649-105004-511	P	VARIOUS	VARIOUS
(6)	MORGAN STANLEY-649-105004-511	P	VARIOUS	VARIOUS
(7)	MORGAN STANLEY-649-105004-511	P	VARIOUS	VARIOUS
(8)	MORGAN STANLEY-649-105004-511	P	VARIOUS	VARIOUS
(9)	MORGAN STANLEY-649-105005-511	P	VARIOUS	VARIOUS
(10)	MORGAN STANLEY-649-105005-511	P	VARIOUS	VARIOUS
(11)	MORGAN STANLEY-649-105005-511	P	VARIOUS	VARIOUS
(12)	MORGAN STANLEY			
(13)				
(14)				
(15)				

	(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)
(1)	36,637		27,603	9,034
(2)	6,561		4,956	1,605
(3)	53,000		36,790	16,210
(4)	11,438		8,779	2,659
(5)	26,053		22,150	3,903
(6)	15		18	-3
(7)	53,265		42,307	10,958
(8)	79,813		49,521	30,292
(9)	10,222		8,360	1,862
(10)	34,754		29,048	5,706
(11)	35,515		19,963	15,552
(12)	253			253
(13)				
(14)				
(15)				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j) if any	
(1)				9,034
(2)				1,605
(3)				16,210
(4)				2,659
(5)				3,903
(6)				-3
(7)				10,958
(8)				30,292
(9)				1,862
(10)				5,706
(11)				15,552
(12)				253
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 1,500	$ 1,500	$	$
TOTAL	$ 1,500	$ 1,500	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MORGAN STANLEY-FOREIGN TAXES	$ 328	$ 328	$	$
US TREASURY	622	622		
TOTAL	$ 950	$ 950	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INVESTMENT FEES	19,371	19,371		
NON DIVIDEND DISTRIBUTIONS	-408	-408		
COST ADJUSTMENTS	-27	-27		
TOTAL	$ 18,936	$ 18,936	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MORGAN STANLEY INVESTMENTS	$ 903,999	$ 948,913	MARKET	$ 1,269,075
TOTAL	$ 903,999	$ 948,913		$ 1,269,075

Federal Statements

Statement 5 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
A WRITTEN APPLICATION CONTAINING THE BACKGROUND ON THE ORGANIZATION, INCLUDING THE FUNCTION AND ITS STATUS AS A 501(C)(3) ORGANIZATION

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
60 DAYS PRIOR TO THE REQUESTED PAYMENT DATE

Statement 6 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
MUST BE A 501(C)(3) ORGANIZATION WHOSE FUNCTION IS RELATED TO THE CREATIVE ARTS.

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
UNIVERSITY OF MS CENTER UNIVERSITY MS 38677	P.O. BOX 249		FELLOWSHIPS	25,000
NORTH MS HILL COUNTRY PIC POTTS CAMP MS 38659	P.O. BOX 392		FELLOWSHIPS	2,500
OXFORD FILM FESTIVAL OXFORD MS 38655	P.O BOX 727		FELLOWSHIPS	2,500
MARY C O'KEEFE OCEAN SPRINGS MS 39564	1600 GOVERNMENT STREET		FELLOWSHIPS	600
THE OHR-O'KEEFE MUSEUM OF BILOXI MS 39530	1596 GLENN L. SWETMAN ST		FELLOWSHIPS	8,300
FRIENDS OF THACKER MOUNTA OXFORD MS 38677	P.O. BOX 2196		FELLOWSHIPS	8,404
GULF COAST BALLET THEATRE BILOXI MS 39532	1735 RICHARD DR		FELLOWSHIPS	500
BILOXI LITTLE THEATRE BILOXI MS 39530	220 LEE ST		FELLOWSHIPS	1,200
UNIVERSITY FOUNDATION HATTIESBURG MS 39406	118 COLLEGE DR		FELLOWSHIPS	
PAPOS OCEAN SPRINGS MS 39566	PO BOX 552		FELLOWSHIP	
FRENCH CAMP ACADEMY FRENCH CAMP MS 39745	1 FINE PL		FELLOWSHIP	1,500
THE STUDIO MUSEUM OF HARLEM NEW YORK NY 10027	144 W 125TH ST		FELLOWSHIP	1,000
WALTER ANDERSON MUSEUM OCEAN SPRINGS MS 39564	510 WASHINGTON AVE		FELLOWSHIP	3,100
STRATEGIC SPORTS INTL INC SIMPSONVILLE SC 29681	9 SOMERLEAF WAY		FELLOWSHIP	2,500
HOSA SOUTHLAKE TX 76092	548 SILICON DRIVE SUITE 1		FELLOWSHIP	500
LTMCP BILOXI MS 39533	955-A HOWARD AVE		FELLOWSHIP	2,500
OSAA WILSONVILLE OR 97070	25200 SW PARKWAY AVE		FELLOWSHIP	300

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
TOTAL				60,404

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

R & B FEDER CHARITABLE FOUNDAT
C/O RONALD M FEDER
PO BOX 1943
OCEAN SPRINGS MS 39566-1943

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

Taxpayer ID Number: 64-0939929
Account Number: 649 105042 511

Customer Service: 866-324-6088

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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)
EXELIS INC COM	CUSIP: 30162A108 Symbol (Box 1d): XLS							
	300.000	07/13/12	02/08/13	$3,313.60	$2,873.37	$0.00	$440.23	$0.00
FARMER BROS CO	CUSIP: 307675108 Symbol (Box 1d): FARM							
	222.000	03/01/13	12/10/13	$4,888.19	$2,908.42	$0.00	$1,979.77	$0.00
GENERAL MTRS CO	CUSIP: 37045V100 Symbol (Box 1d): GM							
	28.000	08/17/12	06/05/13	$958.85	$615.20	$0.00	$343.65	$0.00
GOOGLE INC-CL A	CUSIP: 38259P508 Symbol (Box 1d): GOOG							
	8.000	08/16/12	02/25/13	$6,420.45	$5,366.83	$0.00	$1,053.62	$0.00
KRAFT FOODS GROUP INC COM	CUSIP: 50076Q106 Symbol (Box 1d): KRFT							
	50.000	10/16/12	04/23/13	$2,547.89	$2,342.92	$0.00	$204.97	$0.00
LEIDOS HLDGS INC	CUSIP: 525327102 Symbol (Box 1d): LDOS							
	0.500	02/06/13	10/03/13	$22.79	$16.67	$0.00	$6.12	$0.00
ROFIN-SINAR TECH INC OLD	CUSIP: 775043102 Symbol (Box 1d): RSTI							
	85.000	08/22/12	06/27/13	$2,095.31	$1,884.59	$0.00	$210.72	$0.00
	75.000	08/22/12	07/02/13	$1,855.19	$1,662.88	$0.00	$192.31	$0.00
	60.000	10/17/12	07/02/13	$1,484.15	$1,238.75	$0.00	$245.40	$0.00
	50.000	10/18/12	07/02/13	$1,236.80	$1,029.09	$0.00	$207.71	$0.00
Security Subtotal	270.000			$6,671.45	$5,815.31	$0.00	$856.14	$0.00

CONTINUED ON NEXT PAGE

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

R & B FEDER CHARITABLE FOUNDAT
C/O RONALD M FEDER
PO BOX 1943
OCEAN SPRINGS MS 39566-1943

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

Taxpayer ID Number: 64-0939929
Account Number: 649 105042 511

Customer Service: 866-324-6088

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

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

Short Term - Covered Securities (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SWIFT TRANSPORTATION CO CL A	CUSIP: 87074U101	Symbol (Box 1d): SWFT						
	72.000	10/23/12	01/30/13	$964.14	$666 36	$0.00	$297.78	$0.00
	259.000	10/23/12	04/23/13	$3,674.94	$2,397.05	$0.00	$1,277.89	$0.00
	269.000	10/23/12	09/18/13	$5,130.68	$2,489.60	$0.00	$2,641.08	$0.00
Security Subtotal	600.000			$9,769.76	$5,553.01	$0.00	$4,216.75	$0.00
UNITED STS STL CP (NEW)	CUSIP: 912909108	Symbol (Box 1d): X						
	90.000	05/16/12	02/06/13	$2,043.57	$2,111.66	$0 00	($68 09)	$0 00
Total Short Term Covered Securities				**$36,636.55**	**$27,603.39**	**$0.00**	**$9,033.16**	**$0.00**

IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

Security Mark at Right

MSSB-TX3HL-6 (REV 12/10)

Morgan Stanley

1099 Consolidated Tax Statement
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
KRAFT FOODS GROUP INC COM	CUSIP: 50076Q106		Symbol (Box 1d): KRFT					
	43.000	07/13/12	04/23/13	$2,191.18	$1,788.91	$0.00	$402.27	$0.00
	20.000	07/19/12	04/23/13	$1,019.16	$847.11	$0.00	$172.05	$0.00
Security Subtotal	63.000			$3,210.34	$2,636.02	$0.00	$574.32	$0.00
SCIENCE APPLICATIONS INTL CP	CUSIP: 808625107		Symbol (Box 1d): SAIC					
	0 139	02/06/13	09/27/13	$4.51	$3.70	$0.00	$0.81	$0.00
	87.000	02/06/13	11/22/13	$3,346.51	$2,315.78	$0.00	$1,030.73	$0.00
Security Subtotal	87.139			$3,351.02	$2,319.48	$0.00	$1,031.54	$0.00
Total Short Term Noncovered Securities				$6,561.36	$4,955.50	$0.00	$1,605.86	$0.00
Total Short Term Covered and Noncovered Securities				$43,197.91	$32,558.89	$0.00	$10,639.02	$0.00

Morgan Stanley

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Tax Year 2013 Copy B For Recipient

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1 New York Plaza
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Account Number: 649 105042 511

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BANK OF NEW YORK MELLON CORP	CUSIP: 064058100	Symbol (Box 1d): BK						
	59.000	09/19/11	06/05/13	$1,727.13	$1,198.65	$0.00	$528.48	$0 00
CLEAR CHANNEL OUTDOOR CL A	CUSIP: 18451C109	Symbol (Box 1d): CCO						
	130.000	10/13/11	06/12/13	$951.11	$512.40	$0.00	$438.71	$0.00
	240.000	05/04/12	06/12/13	$1,755.90	$1,678.34	$0.00	$77.56	$0.00
Security Subtotal	370.000			$2,707.01	$2,190.74	$0.00	$516.27	$0.00
COMMERCIAL METALS CO	CUSIP: 201723103	Symbol (Box 1d): CMC						
	54.000	05/25/11	12/10/13	$1,067.86	$812.72	$0.00	$255.14	$0.00
EXELIS INC COM	CUSIP: 30162A108	Symbol (Box 1d): XLS						
	194.000	11/08/11	02/08/13	$2,142.80	$2,137.57	$0.00	$5.23	$0 00
GENERAL MTRS CO	CUSIP: 37045V100	Symbol (Box 1d): GM						
	90.000	08/17/12	12/10/13	$3,674.86	$1,977.44	$0.00	$1,697.42	$0.00
HANOVER INSURANCE GROUP INC	CUSIP: 410867105	Symbol (Box 1d): THG						
	44.000	05/25/12	06/05/13	$2,116.82	$1,743.81	$0.00	$373.01	$0.00
MARATHON PETROLEUM CORP	CUSIP: 56585A102	Symbol (Box 1d): MPC						
	25.000	08/01/11	01/30/13	$1,787.63	$1,115.88	$0.00	$671.75	$0.00
	13.000	08/01/11	03/26/13	$1,177.39	$580.26	$0.00	$597.13	$0.00
	22.000	08/01/11	04/03/13	$1,763.32	$981.97	$0.00	$781.35	$0.00
	50.000	09/20/11	04/03/13	$4,007.54	$1,705.68	$0.00	$2,301.86	$0.00
Security Subtotal	110.000			$8,735.88	$4,383.79	$0.00	$4,352.09	$0.00

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Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

R & B FEDER CHARITABLE FOUNDAT
C/O RONALD M FEDER
PO BOX 1943
OCEAN SPRINGS MS 39566-1943

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

Taxpayer ID Number: 64-0939929
Account Number: 649 105042 511

Customer Service: 866-324-6088

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

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

Long Term - Covered Securities (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MGIC INVT CORP	CUSIP: 552848103 Symbol (Box 1d): MTG							
	25.000	02/08/11	03/26/13	$110.79	$223.20	$0.00	($112.41)	$0.00
	115.000	02/08/11	07/25/13	$867.53	$1,026.73	$0.00	($159.20)	$0 00
	440 000	09/08/11	07/25/13	$3,319.25	$1,193.90	$0.00	$2,125.35	$0.00
	77.000	10/07/11	07/25/13	$580.87	$167.47	$0.00	$413.40	$0.00
	303.000	10/07/11	10/10/13	$2,159.50	$658.99	$0.00	$1,500.51	$0.00
	222.000	11/22/11	10/10/13	$1,582.21	$562.37	$0.00	$1,019.84	$0 00
	298.000	11/22/11	12/12/13	$2,468.02	$754.89	$0.00	$1,713.13	$0 00
	324.000	05/09/12	12/12/13	$2,683.36	$1,037.19	$0.00	$1,646.17	$0.00
Security Subtotal	1,804.000			$13,771.53	$5,624.74	$0.00	$8,146.79	$0.00
MICRON TECH INC	CUSIP: 595112103 Symbol (Box 1d): MU							
	250.000	06/23/11	02/06/13	$1,986.48	$2,048.48	$0.00	($62.00)	$0 00
	210.000	10/07/11	02/06/13	$1,668.65	$1,033.37	$0.00	$635.28	$0.00
Security Subtotal	460.000			$3,655.13	$3,081.85	$0.00	$573.28	$0.00
UNITED STS STL CP (NEW)	CUSIP: 912909108 Symbol (Box 1d): X							
	230.000	12/16/11	02/06/13	$5,222.44	$5,977.84	$0.00	($755 40)	$0.00
XYLEM INC COM	CUSIP: 98419M100 Symbol (Box 1d): XYL							
	130.000	08/11/11	06/06/13	$3,543.88	$3,416.04	$0.00	$127.84	$0.00
	40.000	09/08/11	06/06/13	$1,090.42	$1,019.66	$0.00	$70.76	$0.00
	60.000	11/02/11	06/06/13	$1,635.64	$1,573.46	$0.00	$62.18	$0.00
	70.000	12/12/11	06/06/13	$1,908.24	$1,651.55	$0.00	$256.69	$0.00
Security Subtotal	300.000			$8,178.18	$7,660.71	$0.00	$517.47	$0.00
Total Long Term Covered Securities				$52,999.64	$36,789.86	$0.00	$16,209.78	$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

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

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

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)
BANK OF AMERICA CORP	CUSIP: 060505104	Symbol (Box 1d): BAC						
	151.000	12/16/10	01/30/13	$1,727.40	$1,904.93	$0.00	($177.53)	$0.00
	9.000	12/16/10	03/26/13	$110.33	$113.54	$0.00	($3.21)	$0.00
Security Subtotal	160.000			$1,837.73	$2,018.47	$0.00	($180.74)	$0.00
CLEAR CHANNEL OUTDOOR CL A	CUSIP: 18451C109	Symbol (Box 1d): CCO						
	370.000	07/21/10	06/12/13	$2,707.02	$1,422.25	$0.00	$1,284.77	$0.00
	60.000	08/12/10	06/12/13	$438.98	$272.33	$0.00	$166 65	$0.00
	110.000	08/13/10	06/12/13	$804.79	$515.98	$0.00	$288.81	$0.00
Security Subtotal	540.000			$3,950.79	$2,210.56	$0.00	$1,740.23	$0.00
COMMERCIAL METALS CO	CUSIP: 201723103	Symbol (Box 1d): CMC						
	30.000	12/01/08	12/10/13	$593.25	$320.83	$0.00	$272.42	$0.00
	70.000	12/22/08	12/10/13	$1,384.26	$797.43	$0.00	$586.83	$0.00
Security Subtotal	100.000			$1,977.51	$1,118.26	$0.00	$859.25	$0.00
MGIC INVT CORP	CUSIP: 552848103	Symbol (Box 1d): MTG						
	200.000	11/19/09	03/26/13	$886.32	$883.30	$0.00	$3.02	$0.00
	270.000	11/23/09	03/26/13	$1,196.53	$1,192.54	$0.00	$3.99	$0.00
Security Subtotal	470.000			$2,082.85	$2,075.84	$0.00	$7.01	$0.00

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Morgan Stanley

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

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

Long Term - Noncovered Securities # (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MICRON TECH INC CUSIP: 595112103 Symbol (Box 1d): MU								
	200.000	08/27/10	02/06/13	$1,589 18	$1,355.86	$0 00	$233.32	$0.00
Total Long Term Noncovered Securities				$11,438.06	$8,778.99	$0.00	$2,659.07	$0.00
Total Long Term Covered and Noncovered Securities				$64,437.70	$45,568.85	$0.00	$18,868.85	$0.00
Total Short and Long Term, Covered and Noncovered Securities				$107,635.61	$78,127.74	$0.00	$29,507.87	$0.00

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	$107,635.61			
Total Cost or Other Basis (Box 3)		$64,393.25		
Total Wash Sale Loss Disallowed (Box 5)			$0.00	
Total Fed Tax Withheld (Box 4)				$0.00

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

Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Short Term - 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)
APPLE INC	CUSIP: 037833100	Symbol (Box 1d): AAPL						
	4.000	11/19/12	05/29/13	$1,782 80	$2,209.38	$0 00	($426.58)	$0 00
APPLIED MATERIALS INC	CUSIP: 038222105	Symbol (Box 1d): AMAT						
	10.000	09/19/12	07/23/13	$163.58	$114.90	$0.00	$48.68	$0.00
BP PLC ADS	CUSIP: 055622104	Symbol (Box 1d): BP						
	5.000	07/20/12	03/13/13	$200.99	$206.63	$5.64	($5.64)	$0.00
CARNIVAL CP NEW PAIRED COM	CUSIP: 143658300	Symbol (Box 1d): CCL						
	15.000	03/15/13	07/22/13	$548.84	$526.97	$0 00	$21.87	$0.00
CISCO SYS INC	CUSIP: 17275R102	Symbol (Box 1d): CSCO						
	20.000	07/16/12	03/13/13	$433.99	$324.77	$0.00	$109.22	$0.00
	35.000	07/16/12	04/26/13	$720.63	$568.34	$0.00	$152.29	$0.00
Security Subtotal	55.000			$1,154.62	$893.11	$0.00	$261.51	$0.00
CME GROUP INC	CUSIP: 12572Q105	Symbol (Box 1d): CME						
	10.000	09/19/12	09/17/13	$716.72	$581.00	$0.00	$135.72	$0.00
	42.000	02/05/13	09/17/13	$3,010.22	$2,463.80	$0.00	$546.42	$0.00
Security Subtotal	52.000			$3,726.94	$3,044.80	$0.00	$682.14	$0.00
COACH INC	CUSIP: 189754104	Symbol (Box 1d): COH						
	26.000	08/03/12	04/25/13	$1,489.22	$1,335.39	$0.00	$153.83	$0.00
	5.000	08/03/12	07/22/13	$295.09	$256.81	$0.00	$38.28	$0.00
Security Subtotal	31.000			$1,784.31	$1,592.20	$0.00	$192.11	$0.00

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Morgan Stanley

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ENERGIZER HLDGS INC	CUSIP: 29266R108	Symbol (Box 1d): ENR						
	39.000	06/08/12	03/11/13	$3,687.64	$2,865.97	$0.00	$821.67	$0.00
	85.000	08/17/12	03/11/13	$8,037.17	$5,796 53	$0.00	$2,240.64	$0.00
Security Subtotal	124.000			$11,724.81	$8,662.50	$0.00	$3,062.31	$0.00
HEWLETT PACKARD	CUSIP: 428236103	Symbol (Box 1d): HPQ						
	15.000	04/24/12	03/13/13	$320 69	$365.94	$0.00	($45 25)	$0.00
OCCIDENTAL PETROLEUM CORP DE	CUSIP: 674599105	Symbol (Box 1d): OXY						
	5.000	07/20/12	03/13/13	$418.14	$432 31	$0 00	($14 17)	$0 00
PNC FINL SVCS GP	CUSIP: 693475105	Symbol (Box 1d): PNC						
	5.000	11/16/12	07/22/13	$383.79	$269.05	$0.00	$114.74	$0 00
ST JUDE MEDICAL INC	CUSIP: 790849103	Symbol (Box 1d): STJ						
	5.000	09/11/12	03/13/13	$215.69	$196.53	$0.00	$19.16	$0 00
	10.000	09/11/12	07/22/13	$515.49	$393.07	$0.00	$122.42	$0.00
Security Subtotal	15.000			$731.18	$589.60	$0.00	$141.58	$0.00
TEVA PHARMACEUTICALS ADR	CUSIP: 881624209	Symbol (Box 1d): TEVA						
	5.000	09/19/12	09/17/13	$188.58	$200.85	$0 00	($12.27)	$0 00
	68.000	10/05/12	09/17/13	$2,564.73	$2,737.45	$0.00	($172.72)	$0.00
Security Subtotal	73.000			$2,753.31	$2,938.30	$0.00	($184.99)	$0.00
UNITEDHEALTH GP INC	CUSIP: 91324P102	Symbol (Box 1d): UNH						
	5 000	05/07/13	07/22/13	$358.99	$304.34	$0.00	$54.65	$0.00
Total Short Term Covered Securities				**$26,052.99**	**$22,150.03**	**$5.64**	**$3,902.96**	**$0.00**

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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MSSB-TX3HL-6 (REV 12/10)

Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
OSRAM LICHT AG SALE PROCEEDS CUSIP: D59699989 Symbol (Box 1d):								
	5.000	09/19/12	07/26/13	$15.03	$18.18	$0.00	($3.15)	$0.00
Total Short Term Noncovered Securities				**$15.03**	**$18.18**	**$0.00**	**($3.15)**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$26,068.02**	**$22,168.21**	**$5.64**	**$3,899.81**	**$0.00**

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Long Term - 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)
ABBOTT LABORATORIES	CUSIP: 002824100		Symbol (Box 1d): ABT					
	10.000	03/09/12	03/13/13	$348.69	$277.80	$0.00	$70.89	$0.00
BP PLC ADS	CUSIP: 055622104		Symbol (Box 1d): BP					
	10.000	07/20/12	07/22/13	$432.99	$413.26	$0.00	$19 73	$0.00
CISCO SYS INC	CUSIP: 17275R102		Symbol (Box 1d): CSCO					
	10.000	07/16/12	07/22/13	$255.19	$162.38	$0.00	$92.81	$0.00
CME GROUP INC	CUSIP: 12572Q105		Symbol (Box 1d): CME					
	56.000	09/06/11	07/09/13	$4,332.40	$2,855.64	$0.00	$1,476.76	$0.00
	44.000	09/06/11	09/17/13	$3,153.56	$2,243.72	$0.00	$909.84	$0.00
	50.000	10/31/11	09/17/13	$3,583.60	$2,775.53	$0.00	$808.07	$0.00
Security Subtotal	150.000			$11,069.56	$7,874.89	$0.00	$3,194.67	$0.00
FREEPORT MCMORAN CP&GLD	CUSIP: 35671D857		Symbol (Box 1d): FCX					
	5.000	12/02/11	03/13/13	$166.59	$199.33	$0.00	($32.74)	$0.00
	5.000	12/02/11	07/22/13	$145.24	$199.33	$54.09	($54.09)	$0.00
Security Subtotal	10.000			$311.83	$398.66	$54.09	($86.83)	$0.00
JOHNSON CONTROLS INCORPORATED	CUSIP: 478366107		Symbol (Box 1d): JCI					
	10.000	12/02/11	04/26/13	$350.49	$316.95	$0.00	$33.54	$0.00
	82.000	12/02/11	07/18/13	$3,252.78	$2,598.96	$0.00	$653.82	$0.00
Security Subtotal	92.000			$3,603.27	$2,915.91	$0.00	$687.36	$0.00
JPMORGAN CHASE & CO	CUSIP: 46625H100		Symbol (Box 1d): JPM					
	5.000	03/21/11	07/22/13	$281.39	$228.06	$0.00	$53.33	$0 00

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NEWELL RUBBERMAID INC	CUSIP: 651229106		Symbol (Box 1d): NWL					
	246 000	06/24/11	04/25/13	$6,600.20	$3,849.19	$0.00	$2,751.01	$0.00
	144.000	06/24/11	07/15/13	$3,891.95	$2,253.18	$0.00	$1,638.77	$0.00
	160.000	08/05/11	07/15/13	$4,324.38	$2,129.22	$0.00	$2,195.16	$0.00
Security Subtotal	**550.000**			**$14,816.53**	**$8,231.59**	**$0.00**	**$6,584.94**	**$0.00**
NEWMONT MINING CORP (NEW)	CUSIP: 651639106		Symbol (Box 1d): NEM					
	5.000	01/20/12	03/13/13	$198.74	$299.49	$0.00	($100.75)	$0.00
	75.000	01/20/12	04/03/13	$2,934.22	$4,492.31	$0.00	($1,558.09)	$0 00
Security Subtotal	**80.000**			**$3,132.96**	**$4,791.80**	**$0.00**	**($1,658.84)**	**$0.00**
OCCIDENTAL PETROLEUM CORP DE	CUSIP: 674599105		Symbol (Box 1d): OXY					
	5.000	07/20/12	07/22/13	$458.89	$432.31	$0 00	$26.58	$0.00
SIEMENS AKTIENGESELLSCHAFT	CUSIP: 826197501		Symbol (Box 1d): SI					
	5.000	03/20/12	07/22/13	$551.69	$519.81	$0.00	$31.88	$0 00
ST JUDE MEDICAL INC	CUSIP: 790849103		Symbol (Box 1d): STJ					
	117.000	09/11/12	09/17/13	$6,235.65	$4,598.90	$0.00	$1,636.75	$0.00
TARGET CORPORATION	CUSIP: 87612E106		Symbol (Box 1d): TGT					
	5.000	01/13/12	07/22/13	$364.09	$250.24	$0.00	$113.85	$0 00
TEVA PHARMACEUTICALS ADR	CUSIP: 881624209		Symbol (Box 1d): TEVA					
	195 000	12/23/11	09/17/13	$7,354.75	$8,134.97	$0.00	($780.22)	$0 00

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Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

R&B FEDER CHAR FOUNDATION
C/O RONALD M FEDER
PO BOX 1943
OCEAN SPRINGS MS 39566-1943

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

Taxpayer ID Number: 64-0939929
Account Number: 649 105004 511

Customer Service: 866-324-6088

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

OMB NO. 1545-0715

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

Long Term - Covered Securities (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VODAFONE GP PLC ADS NEW	CUSIP: 92857W209	Symbol (Box 1d): VOD						
	20.000	06/28/11	03/13/13	$546.18	$521.37	$0.00	$24.81	$0.00
	15.000	06/28/11	04/26/13	$457.03	$391.02	$0.00	$66.01	$0.00
	83.000	06/28/11	10/25/13	$3,044.73	$2,163.67	$0.00	$881.06	$0.00
Security Subtotal	118.000			$4,047.94	$3,076.06	$0.00	$971.88	$0.00
Total Long Term Covered Securities				$53,265.42	$42,306.64	$54.09	$10,958.78	$0.00

Morgan Stanley

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

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

Long Term - 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)
ABBVIE INC COM	CUSIP: 00287Y109	Symbol (Box 1d): ABBV						
	125.000	03/09/12	05/13/13	$5,541.46	$3,765.58	$0.00	$1,775.88	$0.00
ALLSTATE CORP	CUSIP: 020002101	Symbol (Box 1d): ALL						
	5.000	12/02/08	03/13/13	$238.74	$116.17	$0.00	$122.57	$0.00
	9.000	12/02/08	07/22/13	$468.08	$209.10	$0.00	$258.98	$0.00
	6.000	03/24/09	07/22/13	$312.05	$127.03	$0.00	$185.02	$0.00
Security Subtotal	20.000			$1,018.87	$452.30	$0.00	$566.57	$0.00
APPLIED MATERIALS INC	CUSIP: 038222105	Symbol (Box 1d): AMAT						
	45.000	08/31/10	04/26/13	$631.78	$470.74	$0.00	$161.04	$0.00
	135.000	08/31/10	05/03/13	$2,000.34	$1,412.21	$0.00	$588.13	$0.00
	5.000	08/31/10	07/22/13	$82.34	$52.30	$0.00	$30.04	$0.00
	350.000	08/31/10	07/23/13	$5,725.12	$3,661.28	$0.00	$2,063.84	$0.00
Security Subtotal	535.000			$8,439.58	$5,596.53	$0.00	$2,843.05	$0.00
AT&T INC	CUSIP: 00206R102	Symbol (Box 1d): T						
	10.000	02/02/10	03/13/13	$367.39	$256.54	$0.00	$110 85	$0.00
	15.000	02/02/10	07/22/13	$537.14	$384.81	$0.00	$152.33	$0.00
Security Subtotal	25.000			$904.53	$641.35	$0.00	$263.18	$0.00
BAKER HUGHES INC	CUSIP: 057224107	Symbol (Box 1d): BHI						
	15.000	08/11/09	03/13/13	$694.03	$549.26	$0.00	$144.77	$0.00
	5.000	08/11/09	07/22/13	$238.79	$183.09	$0.00	$55.70	$0.00
Security Subtotal	20.000			$932.82	$732.35	$0.00	$200.47	$0.00

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Morgan Stanley

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

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

Long Term - 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)
BANK OF NEW YORK MELLON CORP	CUSIP: 064058100	Symbol (Box 1d): BK						
	15.000	10/08/08	03/13/13	$429.44	$366.86	$0.00	$62 58	$0.00
	10.000	10/08/08	04/26/13	$277.39	$244.57	$0.00	$32.82	$0.00
Security Subtotal	25.000			$706.83	$611.43	$0.00	$95.40	$0.00
BLACKROCK INC	CUSIP: 09247X101	Symbol (Box 1d): BLK						
	13.000	06/16/10	05/14/13	$3,693.18	$2,092.98	$0.00	$1,600 20	$0.00
BOEING CO	CUSIP: 097023105	Symbol (Box 1d): BA						
	22.000	08/12/08	04/25/13	$2,026.02	$1,451.06	$0.00	$574.96	$0 00
	50.000	08/12/08	09/17/13	$5,835.47	$3,297.87	$0.00	$2,537.60	$0.00
Security Subtotal	72.000			$7,861.49	$4,748.93	$0.00	$3,112.56	$0.00
CHEVRON CORP	CUSIP: 166764100	Symbol (Box 1d): CVX						
	5.000	03/09/09	03/13/13	$591.88	$291.48	$0.00	$300.40	$0.00
	5.000	03/09/09	04/26/13	$595.18	$291.48	$0.00	$303.70	$0.00
Security Subtotal	10.000			$1,187.06	$582.96	$0.00	$604.10	$0.00
EXXON MOBIL CORP	CUSIP: 30231G102	Symbol (Box 1d): XOM						
	5.000	02/24/09	03/13/13	$445.09	$351.92	$0.00	$93.17	$0.00
	5.000	02/24/09	07/22/13	$474.84	$351.92	$0.00	$122.92	$0.00
Security Subtotal	10.000			$919.93	$703.84	$0.00	$216.09	$0.00
GENERAL ELECTRIC CO	CUSIP: 369604103	Symbol (Box 1d): GE						
	10.000	05/06/08	03/13/13	$234.29	$328.40	$0 00	($94.11)	$0 00
	20.000	05/06/08	04/26/13	$439.59	$656.80	$0 00	($217.21)	$0.00
	30.000	05/06/08	07/22/13	$743.38	$985.20	$0.00	($241.82)	$0.00
Security Subtotal	60.000			$1,417.26	$1,970.40	$0.00	($553.14)	$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement
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R&B FEDER CHAR FOUNDATION
C/O RONALD M FEDER
PO BOX 1943
OCEAN SPRINGS MS 39566-1943

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1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 64-0939929
Account Number: 649 105004 511

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
INTEL CORP	CUSIP: 458140100 Symbol (Box 1d): INTC							
	25.000	01/16/08	07/22/13	$572.49	$501.06	$0.00	$71.43	$0.00
INVESCO LTD	CUSIP: G491BT108 Symbol (Box 1d): IVZ							
	20.000	02/01/10	03/13/13	$552.78	$398.86	$0.00	$153.92	$0.00
	10.000	02/01/10	04/26/13	$296.19	$199.43	$0.00	$96.76	$0.00
	142.000	02/01/10	05/14/13	$4,868.56	$2,831.89	$0.00	$2,036.67	$0.00
Security Subtotal	172.000			$5,717.53	$3,430.18	$0.00	$2,287.35	$0.00
JOHNSON & JOHNSON	CUSIP: 478160104 Symbol (Box 1d): JNJ							
	5.000	04/26/04	07/22/13	$459.64	$268.65	$0.00	$190.99	$0.00
MEDTRONIC INC	CUSIP: 585055106 Symbol (Box 1d): MDT							
	5.000	04/29/09	03/13/13	$229.69	$156.66	$0.00	$73.03	$0.00
	10.000	04/29/09	04/26/13	$468.48	$313.32	$0.00	$155.16	$0.00
	5.000	04/29/09	07/22/13	$276.44	$156.66	$0.00	$119.78	$0.00
Security Subtotal	20.000			$974.61	$626.64	$0.00	$347.97	$0.00
MERCK & CO INC NEW COM	CUSIP: 58933Y105 Symbol (Box 1d): MRK							
	5.000	10/19/10	03/13/13	$223.54	$183.69	$0.00	$39.85	$0.00
	5.000	10/19/10	07/22/13	$238.69	$183.69	$0.00	$55.00	$0.00
Security Subtotal	10.000			$462.23	$367.38	$0.00	$94.85	$0.00
METLIFE INCORPORATED	CUSIP: 59156R108 Symbol (Box 1d): MET							
	5.000	04/16/09	03/13/13	$197.64	$141.30	$0.00	$56.34	$0.00
	20.000	04/16/09	04/26/13	$773.78	$565.19	$0.00	$208.59	$0.00
Security Subtotal	25.000			$971.42	$706.49	$0.00	$264.93	$0.00

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Morgan Stanley

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

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

Long Term - 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)
MICROSOFT CORP	CUSIP: 594918104		Symbol (Box 1d): MSFT					
	5.000	11/14/08	03/13/13	$139.34	$99 95	$0.00	$39.39	$0.00
	123.000	11/14/08	10/21/13	$4,317.97	$2,458.87	$0.00	$1,859.10	$0.00
Security Subtotal	128.000			$4,457.31	$2,558.82	$0.00	$1,898.49	$0.00
NEW YORK COMMUNITY BANCORP INC	CUSIP: 649445103		Symbol (Box 1d): NYCB					
	25.000	03/24/09	03/13/13	$348.49	$289.56	$0.00	$58.93	$0.00
	25.000	03/24/09	04/26/13	$334.74	$289.56	$0.00	$45.18	$0.00
	25.000	03/24/09	07/22/13	$372.74	$289.56	$0.00	$83.18	$0.00
Security Subtotal	75.000			$1,055.97	$868.68	$0.00	$187.29	$0.00
OMNICOM GROUP	CUSIP: 681919106		Symbol (Box 1d): OMC					
	63.000	01/27/09	03/26/13	$3,682.21	$1,691.87	$0.00	$1,990.34	$0.00
	5.000	01/27/09	07/22/13	$324.69	$134.28	$0.00	$190.41	$0 00
	2.000	01/27/09	07/29/13	$134 27	$53.71	$0.00	$80 56	$0 00
	87.000	05/06/09	07/29/13	$5,840.55	$2,852.95	$0 00	$2,987.60	$0 00
	48.000	05/06/09	11/20/13	$3,371.44	$1,574.04	$0 00	$1,797.40	$0 00
	40.000	08/26/10	11/20/13	$2,809.53	$1,430.74	$0.00	$1,378.79	$0.00
Security Subtotal	245.000			$16,162.69	$7,737.59	$0.00	$8,425.10	$0.00
OSRAM LICHT AG SALE PROCEEDS	CUSIP: D59699989		Symbol (Box 1d):					
	76.000	03/20/12	07/26/13	$228.46	$263.48	$0.00	($35 02)	$0 00
	5.000	06/15/12	07/26/13	$15.03	$14.79	$0.00	$0.24	$0.00
	29.000	06/15/12	07/26/13	$87.17	$82.84	$0.00	$4.33	$0.00
Security Subtotal	110.000			$330.66	$361.11	$0.00	($30.45)	$0.00

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

Long Term - Noncovered Securities # (Continued)

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PEPSICO INC NC	CUSIP: 713448108 Symbol (Box 1d): PEP							
	5.000	06/11/08	07/22/13	$432.89	$339.47	$0.00	$93.42	$0.00
PFIZER INC	CUSIP: 717081103 Symbol (Box 1d): PFE							
	5.000	01/11/06	03/13/13	$139.64	$123.47	$0.00	$16.17	$0.00
	30.000	01/11/06	07/22/13	$875.68	$740.82	$0.00	$134.86	$0.00
Security Subtotal	35.000			$1,015.32	$864.29	$0.00	$151.03	$0.00
PHILIP MORRIS INTL INC	CUSIP: 718172109 Symbol (Box 1d): PM							
	5.000	10/08/08	03/13/13	$454.18	$215.50	$0.00	$238.68	$0.00
PRUDENTIAL FINANCIAL INC	CUSIP: 744320102 Symbol (Box 1d): PRU							
	10.000	11/19/10	07/22/13	$783.48	$540.09	$0.00	$243.39	$0.00
QUALCOMM INC	CUSIP: 747525103 Symbol (Box 1d): QCOM							
	40.000	03/03/10	02/05/13	$2,665.25	$1,543.09	$0.00	$1,122.16	$0.00
	85.000	04/22/10	02/05/13	$5,663.65	$3,327.73	$0.00	$2,335.92	$0.00
Security Subtotal	125.000			$8,328.90	$4,870.82	$0.00	$3,458.08	$0.00
SCHLUMBERGER LTD	CUSIP: 806857108 Symbol (Box 1d): SLB							
	15 000	12/19/08	07/22/13	$1,261.77	$614.41	$0.00	$647.36	$0.00
WELLS FARGO & CO NEW	CUSIP: 949746101 Symbol (Box 1d): WFC							
	10.000	02/14/08	03/13/13	$367.39	$301.50	$0.00	$65.89	$0.00
	40.000	03/14/08	03/13/13	$1,469.56	$1,151.80	$0.00	$317.76	$0 00
	25.000	03/14/08	04/26/13	$939.22	$719.87	$0.00	$219.35	$0.00
	10.000	03/14/08	07/22/13	$446.69	$287.95	$0.00	$158.74	$0.00
Security Subtotal	85.000			$3,222.86	$2,461.12	$0.00	$761.74	$0.00

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

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

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

DESCRIPTION (Box 8)	QUANTITY (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)
3M COMPANY	CUSIP: 88579Y101 Symbol (Box 1d): MMM							
	5 000	07/05/01	03/13/13	$525.63	$289 70	$0.00	$235 93	$0.00
Total Long Term Noncovered Securities				**$79,812.59**	**$49,520.65**	**$0.00**	**$30,291.94**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$133,078.01**	**$91,827.29**	**$54.09**	**$41,250.72**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$159,146.03**	**$113,995.50**	**$59.73**	**$45,150.53**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$159,146.03**			
Total Cost or Other Basis (Box 3)		**$64,456.67**		
Total Wash Sale Loss Disallowed (Box 5)			**$59.73**	
Total Fed Tax Withheld (Box 4)				**$0.00**

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

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2013 Copy B For Recipient

R&B FEDER CHAR FOUNDATION
C/O RONALD M FEDER
PO BOX 1943
OCEAN SPRINGS MS 39566-1943

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

Taxpayer ID Number: 64-0939929
Account Number: 649 105005 511

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DANAHER CORPORATION	CUSIP: 235851102		Symbol (Box 1d): DHR					
	55.000	11/13/12	07/26/13	$3,681.10	$2,886.19	$0.00	$794.91	$0.00
GENERAL MILLS INC	CUSIP: 370334104		Symbol (Box 1d): GIS					
	35.000	03/30/12	01/15/13	$1,428.43	$1,375.00	$0.00	$53.43	$0.00
INVESCO LTD	CUSIP: G491BT108		Symbol (Box 1d): IVZ					
	135.000	05/10/12	04/25/13	$4,005 48	$3,082.33	$0.00	$923.15	$0.00
LINEAR TECHNOLOGY CORPORATION	CUSIP: 535678106		Symbol (Box 1d): LLTC					
	30.000	03/16/12	02/07/13	$1,106.94	$1,016.31	$0.00	$90.63	$0 00
Total Short Term Covered Securities				**$10,221.95**	**$8,359.83**	**$0.00**	**$1,862.12**	**$0.00**

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Account Number. 649 105005 511

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERIPRISE FINCL INC	CUSIP: 03076C106		Symbol (Box 1d): AMP					
	55.000	08/03/11	03/01/13	$3,739.17	$2,797.89	$0.00	$941.28	$0.00
COMMERCE BANCSHARES	CUSIP: 200525103		Symbol (Box 1d): CBSH					
	0.400	03/16/11	12/16/13	$17 80	$13.76	$0 00	$4 04	$0.00
EMERSON ELECTRIC CO	CUSIP: 291011104		Symbol (Box 1d): EMR					
	25.000	09/28/11	06/03/13	$1,428.90	$1,095.28	$0.00	$333 62	$0 00
GENERAL MILLS INC	CUSIP: 370334104		Symbol (Box 1d): GIS					
	95 000	12/02/11	01/15/13	$3,877 18	$3,787.33	$0 00	$89.85	$0.00
INVESCO LTD	CUSIP: G491BT108		Symbol (Box 1d): IVZ					
	115.000	01/30/12	04/25/13	$3,412 08	$2,613.23	$0.00	$798.85	$0.00
LINEAR TECHNOLOGY CORPORATION	CUSIP: 535678106		Symbol (Box 1d): LLTC					
	85.000	09/28/11	01/11/13	$3,040.65	$2,492.47	$0.00	$548.18	$0 00
	10.000	10/27/11	01/11/13	$357.72	$326.47	$0.00	$31.25	$0.00
	70.000	10/27/11	02/07/13	$2,582.87	$2,285.31	$0.00	$297.56	$0.00
Security Subtotal	**165.000**			**$5,981.24**	**$5,104.25**	**$0.00**	**$876.99**	**$0.00**
LOWES COMPANIES INC	CUSIP: 548661107		Symbol (Box 1d): LOW					
	45.000	02/14/12	06/19/13	$1,864.07	$1,223.62	$0.00	$640.45	$0 00
NEXTERA ENERGY INC COM	CUSIP: 65339F101		Symbol (Box 1d): NEE					
	60 000	08/12/11	05/22/13	$4,744.55	$3,188.30	$0.00	$1,556.25	$0 00
NOVARTIS AG ADR	CUSIP: 66987V109		Symbol (Box 1d): NVS					
	35.000	07/28/11	02/26/13	$2,353.88	$2,151.74	$0.00	$202 14	$0.00

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1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 64-0939929
Account Number: 649 105005 511

Customer Service: 866-324-6088

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

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

Long Term - Covered Securities (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
STANLEY BLACK & DECKER INC	CUSIP: 854502101		Symbol (Box 1d): SWK					
	20.000	04/08/11	01/09/13	$1,499.74	$1,514.85	$0.00	($15 11)	$0.00
	55.000	04/08/11	03/01/13	$4,279.24	$4,165.85	$0 00	$113.39	$0 00
	20.000	06/29/11	03/01/13	$1,556.09	$1,391.67	$0.00	$164.42	$0.00
Security Subtotal	95.000			$7,335.07	$7,072.37	$0.00	$262.70	$0.00
Total Long Term Covered Securities				**$34,753.94**	**$29,047.77**	**$0.00**	**$5,706.17**	**$0.00**

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BECTON DICKINSON & CO	CUSIP: 075887109	Symbol (Box 1d): BDX						
	20.000	11/13/08	07/26/13	$2,053.28	$1,359.22	$0.00	$694.06	$0.00
	15.000	11/13/08	09/09/13	$1,490.32	$1,019.41	$0.00	$470.91	$0.00
	35.000	06/19/09	09/09/13	$3,477.40	$2,450.36	$0.00	$1,027.04	$0.00
Security Subtotal	**70.000**			**$7,021.00**	**$4,828.99**	**$0.00**	**$2,192.01**	**$0.00**
EMERSON ELECTRIC CO	CUSIP: 291011104	Symbol (Box 1d): EMR						
	15.000	04/21/04	06/03/13	$857.35	$463.10	$0.00	$394 25	$0 00
	70.000	11/16/04	06/03/13	$4,000.95	$2,386.44	$0.00	$1,614.51	$0.00
Security Subtotal	**85.000**			**$4,858.30**	**$2,849.54**	**$0.00**	**$2,008.76**	**$0.00**
EXXON MOBIL CORP	CUSIP: 30231G102	Symbol (Box 1d): XOM						
	15.000	01/27/04	08/02/13	$1,378.20	$623.55	$0 00	$754 65	$0 00
JOHNSON & JOHNSON	CUSIP: 478160104	Symbol (Box 1d): JNJ						
	20.000	01/22/07	07/23/13	$1,850.24	$1,355.33	$0.00	$494.91	$0.00
MICROSOFT CORP	CUSIP: 594918104	Symbol (Box 1d): MSFT						
	105.000	04/02/09	04/12/13	$3,020 11	$2,054.23	$0.00	$965.88	$0 00
	55.000	04/02/09	08/02/13	$1,739.48	$1,076.03	$0 00	$663 45	$0.00
	120.000	04/27/09	10/03/13	$4,032.53	$2,479.91	$0.00	$1,552.62	$0.00
	35.000	06/04/09	10/03/13	$1,176.15	$762.42	$0.00	$413.73	$0.00
Security Subtotal	**315.000**			**$9,968.27**	**$6,372.59**	**$0.00**	**$3,595.68**	**$0.00**
PRAXAIR INC	CUSIP: 74005P104	Symbol (Box 1d): PX						
	25.000	01/27/04	07/26/13	$2,952.04	$915.00	$0.00	$2,037.04	$0 00

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

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

Long Term - Noncovered Securities # (Continued)

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
V F CORPORATION	CUSIP: 918204108	Symbol (Box 1d): VFC						
	10.000	07/27/10	08/29/13	$1,871.76	$804.24	$0.00	$1,067 52	$0.00
	30.000	08/27/10	08/29/13	$5,615.29	$2,214.25	$0.00	$3,401.04	$0.00
Security Subtotal	40.000			$7,487.05	$3,018.49	$0.00	$4,468.56	$0.00
Total Long Term Noncovered Securities				**$35,515.10**	**$19,963.49**	**$0.00**	**$15,551.61**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$70,269.04**	**$49,011.26**	**$0.00**	**$21,257.78**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$80,490.99**	**$57,371.09**	**$0.00**	**$23,119.90**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$80,490.99**			
Total Cost or Other Basis (Box 3)		**$37,407.60**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

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