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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 , 2013, and ending , 20

Name of foundation: THE FRUTH FAMILY FOUNDATION

A Employer identification number: 71-0956112

Number and street (or P O box number if mail is not delivered to street address): 2600 LYON STREET

Room/suite:

B Telephone number (see instructions): (650) 210-5000

City or town, state or province, country, and ZIP or foreign postal code: SAN FRANCISCO, CA 94123

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)* ▶ $ 10,981,021.

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

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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).)*

			(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	6.	6.		ATCH 1
	4	Dividends and interest from securities	188,855.	188,855.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	569,662.			
	b	Gross sales price for all assets on line 6a 4,220,587.				
	7	Capital gain net income (from Part IV, line 2)		569,662.		
	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) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	1,313.	771.		
	12	**Total.** Add lines 1 through 11	759,836.	759,294.		
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) ATCH 4	2,250.	1,688.		562.
	c	Other professional fees (attach schedule) *	41,498.	41,498.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 6	14,468.	4,333.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	2,581.	1,077.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	60,797.	48,596.		562.
	25	Contributions, gifts, grants paid	706,813.			706,813.
	26	**Total expenses and disbursements** Add lines 24 and 25	767,610.	48,596.	0	707,375.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-7,774.			
	b	**Net investment income** (if negative, enter -0-)		710,698.		
	c	**Adjusted net income** (if negative, enter -0-)				

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*ATCH 5

10

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,360,654.	279,257.	279,257.
	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 (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	8,499,529.	9,573,152.	10,701,764.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,860,183.	9,852,409.	10,981,021.
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	9,860,183.	9,852,409.	
	30	**Total net assets or fund balances** (see instructions)	9,860,183.	9,852,409.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,860,183.	9,852,409.	

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	9,860,183.
2	Enter amount from Part I, line 27a	2	-7,774.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,852,409.
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	9,852,409.

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 PART IV SCHEDULE			
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				(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				
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	569,662.
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	0

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	548,193.	10,080,848.	0.054380
2011	429,216.	10,419,599.	0.041193
2010	787,031.	10,121,406.	0.077759
2009	1,042,402.	9,762,787.	0.106773
2008	1,602,951.	13,073,151.	0.122614

2	**Total** of line 1, column (d)	2	0.402719
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	0.080544
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,433,930.
5	Multiply line 4 by line 3	5	840,390.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,107.
7	Add lines 5 and 6	7	847,497.
8	Enter qualifying distributions from Part XII, line 4	8	707,375.

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	14,214.
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	
3	Add lines 1 and 2			3	14,214.
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	14,214.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,270.		
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	10,270.
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** ATCH 9 ▶			9	4,282.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ______________ (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?	4b		X
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) ▶ CA,			
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 ▶ CTC MYCFO, LLC Telephone no ▶ 650-210-5000

Located at ▶ 2200 GENG ROAD, SUITE 100 PALO ALTO, CA ZIP+4 ▶ 94303

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		
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)?	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)	2b		X
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)*	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)? (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)? **5b** X

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? ☐ **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? **7b** X

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
ATCH 10		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		0	0	0

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

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		0
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 NONE	
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 NONE	
2	
All other program-related investments. See instructions 3 NONE	
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	9,736,659.
b	Average of monthly cash balances	1b	856,163.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,592,822.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	10,592,822.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	158,892.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,433,930.
6	**Minimum investment return.** Enter 5% of line 5	6	521,697.

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	521,697.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,214.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,214.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	507,483.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	507,483.
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	507,483.

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	707,375.
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	707,375.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	707,375.

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					507,483.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only					
b	Total for prior years 20 11 ,20 10 ,20 09					
3	Excess distributions carryover, if any, to 2013					
a	From 2008					
b	From 2009	305,588.				
c	From 2010	788,037.				
d	From 2011					
e	From 2012	53,119.				
f	**Total** of lines 3a through e		1,146,744.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 707,375.					
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					507,483.
e	Remaining amount distributed out of corpus		199,892.			
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		1,346,636.			
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					
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)					
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		1,346,636.			
10	Analysis of line 9.					
a	Excess from 2009	305,588.				
b	Excess from 2010	788,037.				
c	Excess from 2011					
d	Excess from 2012	53,119.				
e	Excess from 2013	199,892.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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))

JOHN FRUTH

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total . . . . ▶ **3a**				706,813.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6.	
4 Dividends and interest from securities			14	188,855.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	569,662.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ATCH 12				1,313.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				759,836.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 759,836.

(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)

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		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

Sign Here

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

▶ Signature of officer or trustee

11-14-14 Date

▶ President Title

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

Paid Preparer Use Only

Print/Type preparer's name: TERESA A. HOLLAND
Preparer's signature
Date: 11/13/14
Check ☐ if self-employed
PTIN: P00184685
Firm's name ▶ CTC MYCFO, LLC
Firm's EIN ▶ 77-0522698
Firm's address ▶ 2200 GENG ROAD, SUITE 100
PALO ALTO, CA 94303
Phone no 650 210-5000

THE FRUTH FAMILY FOUNDATION 71-0956112

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,893.	
		MS #814011397				P	VAR	VAR
132,765.		126,631.					6,134.	
		MS #814011397				P	VAR	VAR
108,378.		75,529.					32,849.	
		MS #814011397 (STATEMENT A)				P	05/01/2012	02/28/2013
69.		52.					17.	
		MS #814011397 (STATEMENT A)				P	VAR	VAR
288,193.		172,705.					115,488.	
		MS #814013000				P	VAR	VAR
52.		51.					1.	
		MS #814013000				P	VAR	VAR
12,151.		13,048.					-897.	
		MS #814013000 (STATEMENT B)				P	VAR	VAR
539.		505.					34.	
		MS #814013000 (STATEMENT B)				P	VAR	VAR
60,620.		46,067.					14,553.	
		MS #814013001				P	VAR	VAR
15,669.		11,464.					4,205.	
		MS #814013001				P	VAR	VAR
13,680.		10,068.					3,612.	
		MS #814013001 (STATEMENT C)				P	VAR	VAR
35,570.		26,632.					8,938.	
		MS #814013003				P	VAR	VAR
15,319.		17,155.					-1,836.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		MS #814013003 (STATEMENT D)				P	12/03/2013	04/05/2013
10,917.		9,539.					1,378.	
		MS #814013003 (STATEMENT D)				P	VAR	VAR
394,747.		357,779.					36,968.	
		MS #814890121 (STATEMENT E)				P	VAR	VAR
444,854.		446,791.					-1,937.	
		DELPHI - CLASS ACTION				P	VAR	VAR
278.							278.	
		PMI GROUP - CLASS ACTION				P	VAR	VAR
58.							58.	
		MS #814889759				P	VAR	VAR
1,300,641.		1,165,282.					135,359.	
		MS #814889759				P	VAR	VAR
313,481.		264,575.					48,906.	
		MS #814889759 (STATEMENT F)				P	VAR	09/20/2013
65,136.		34,906.					30,230.	
		MS #14-78EZ5 (STATEMENT G)				P	VAR	VAR
441,538.		366,652.					74,886.	
		MS #14-78EZ5 (STATEMENT G)				P	VAR	VAR
119,129.		79,065.					40,064.	
		MS #14-78CN4 (STATEMENT H)				P	11/27/2012	01/31/2013
122,722.		120,802.					1,920.	
		MS #14-78CN4 (STATEMENT H)				P	VAR	VAR
321,188.		305,627.					15,561.	
TOTAL GAIN(LOSS)							569,662.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF AMERICA		6.	6.
	TOTAL	6.	6.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY #14-78EZ5	21,858.	21,858.
MORGAN STANLEY #14-78CN4	28,075.	28,075.
MORGAN STANLEY #814011397	908.	908.
MORGAN STANLEY #814013000	23,937.	23,937.
MORGAN STANLEY #814013001	5,581.	5,581.
MORGAN STANLEY #814013003	2,803.	2,803.
MORGAN STANLEY #814890121	66,605.	66,605.
MORGAN STANLEY #814889759	34,197.	34,197.
MORGAN STANLEY #814889895	49.	49.
MORGAN STANLEY #814890019	4,648.	4,648.
MORGAN STANLEY #14-78CN4 - MONEY MARKET	64.	64.
MORGAN STANLEY #814889759 - MONEY MARKET	130.	130.
TOTAL	188,855.	188,855.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NONDIVIDEND DISTRIBUTIONS		542.	
MISCELLANEOUS INCOME		771.	771.
	TOTALS	1,313.	771.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		2,250.	1,688.		562.
	TOTALS	2,250.	1,688.		562.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MANAGEMENT FEES		41,498.	41,498.
	TOTALS	41,498.	41,498.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CA TAX	135.	
FOREIGN TAX	4,333.	4,333.
FEDERAL TAX	10,000.	
TOTALS	14,468.	4,333.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK FEES	82.	82.
MISCELLANEOUS EXPENSES	1,504.	
DIVIDEND EXPENSE	995.	995.
TOTALS	2,581.	1,077.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MS #14-78EZ5		
MS #14-78CN4		
MS #696011398		
MS #696011397		
MS #696011534 ABSOLUTE RETURN	2,000,000.	2,155,229.
MS #696013000	551,001.	667,942.
MS #696013001	389,127.	587,321.
MS #696013002		
MS #696013003		
MS #14-AG600		
MS #814889759	2,818,110.	3,535,616.
MS #814890121	3,305,530.	3,236,832.
MS #814890019	509,384.	518,824.
TOTALS	9,573,152.	10,701,764.

ATTACHMENT 9

FORM 990PF - COMPUTATION OF PENALTIES AND INTEREST

END OF FISCAL/CALENDAR YEAR	12/31/2013
DATE RETURN IS DUE IF ON EXTENSION	11/17/2014
DATE RETURN WILL BE RECEIVED BY THE IRS	11/17/2014
NUMBER OF DAYS RETURN IS LATE	
NUMBER OF MONTHS RETURN IS LATE	7
LATE FILING PENALTY	
LATE PAYMENT PENALTY	138.
INTEREST	200.
TOTAL PENALTIES AND INTEREST	338.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN FRUTH 2600 LYON STREET SAN FRANCISCO, CA 94123	PRESIDENT	0	0	0
JEAN FRUTH 2600 LYON STREET SAN FRANCISCO, CA 94123	CFO, SECRETARY	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SONOMA ACADEMY 50 MARK WEST SPRINGS ROAD SANTA ROSA, CA 95403	NONE PC	CHARITABLE USE	426,850
BOYS AND GIRLS CLUB OF CENTRAL SONOMA COUNTY P O BOX 7460 SANTA ROSA, CA 95407	NONE PC	CHARITABLE USE	25,000
THE HEALDSBURG SCHOOL 33H HEALDSBURG AVENUE HEALDSBURG, CA 95448	NONE PC	CHARITABLE USE	154,413
SAN FRANCISCO UNIVERSITY HIGH SCHOOL 3065 JACKSON STREET SAN FRANCISCO, CA 94115	NONE PC	CHARITABLE USE	22,500
ST JOHN'S PREPATORY SCHOOL BOX 4000 COLLEGEVILLE, MN 56321	NONE PC	CHARITABLE USE	10,000
GEORGETOWN UNIVERSITY FUND 37TH & O STREET, NW DEPARTMENT #0734 WASHINGTON, DC 20073-0734	NONE PC	CHARITABLE USE	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAWRENCEVILLE PREP SCHOOL PARENTS FUND 2500 MAIN STREET LAWRENCEVILLE, NJ 08648	NONE PC	CHARITABLE USE	10,000
GEORGETOWN ATHLETICS FUND 37TH & O STREET, NW DEPARTMENT #0734 WASHINGTON, DC 20073-0734	NONE PC	CHARITABLE USE	2,500
CARDINAL NEWMAN HIGH SCHOOL 50 URSULINE ROAD SANTA ROSA, CA 95403	NONE PC	CHARITABLE USE	500
HEALDSBURG EDUCATION FOUNDATION PO BOX 1668 HEALDSBURG, CA 95448	NONE PC	CHARITABLE USE	2,500
THE LEAGUE TO SAVE LAKE TAHOE 2608 LAKE TAHOE BOULEVARD SOUTH LAKE TAHOE, CA 96150	NONE PC	CHARITABLE USE	1,000
SONOMA COUNTY CHILDREN'S CHARITY PO BOX 1945 WINDSOR, CA 95492	NONE PC	CHARITABLE USE	33,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RUSS'S KITCHEN, INC 2970 MILL CREEK ROAD HEALDSBURG, CA 95448	NONE PC	CHARITABLE USE	2,550
GREENPEACE 1661 MISSION STREET SAN FRANCISCO, CA 94103	NONE PC	CHARITABLE USE	1,000
ZEN HOSPICE PROJECT 273 PAGE STREET SAN FRANCISCO, CA 94102	NONE PC	CHARITABLE USE	1,000
UNITED WAY OF LEE COUNTY 7273 COUNCOURSE DR FORT MYERS, FL 33908-2644	NONE PC	CHARITABLE USE	1,000
COMMUNITY FOUNDATION SONOMA COUNTY 250 D STREET, SUITE 205 SANTA ROSA, CA 95404-4773	NONE PC	CHARITABLE USE	1,000
HEALDSBURG LITTLE LEAGE BASEBALL PO BOX 674 HEALDSBURG, CA 95448	NONE PC	CHARITABLE USE	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST FRANCIS HIGH SCHOOL 1885 MIRAMONTE AVENUE MOUNTAIN VIEW, CA 94040	NONE PC	CHARITABLE USE	1,000
		TOTAL CONTRIBUTIONS PAID	706,813.

THE FRUTH FAMILY FOUNDATION 71-0956112

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
NONDIVIDEND DISTRIBUTIONS			14	542.	
MISCELLANEOUS INCOME			14	771.	
TOTALS				1,313.	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10
▶ Information about Schedule D and its separate Instructions is at *www irs gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust: THE FRUTH FAMILY FOUNDATION

Employer identification number: 71-0956112

Note *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949 Part I line 2 column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b	1,464,446.	1,320,583.		143,863.
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked	11,525.	10,096.		1,429.
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	564,260.	487,454.		76,806.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	222,098.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949 Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b	447,690.	363,220.		84,470.
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked	1,289,120.	1,084,880.		204,240.
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	440,653.	384,692.		55,961.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	2,893.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 Net long-term capital gain or (loss) Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	347,564.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

37739F 517K

Part III	**Summary of Parts I and II** **Caution:** *Read the instructions* ***before*** *completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			222,098.
18	**Net long-term gain or (loss)**:				
a	Total for year	18a			347,564.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss)** Combine lines 17 and 18a ▶	19			569,662.

Note *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I line 4a) If lines 18a and 19, column (2) are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution. *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . 21

22 Enter the **smaller** of line 18a or 19 in column (2) but not less than zero . . 22

23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 23

24 Add lines 22 and 23 . . . 24

25 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶ 25

26 Subtract line 25 from line 24 If zero or less, enter -0- . . . 26

27 Subtract line 26 from line 21 If zero or less, enter -0- . . . 27

28 Enter the **smaller** of the amount on line 21 or $2,450 . . . 28

29 Enter the **smaller** of the amount on line 27 or line 28 . . . 29

30 Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% . . . ▶ 30

31 Enter the smaller of line 21 or line 26 . . . 31

32 Subtract line 30 from line 26 . . . 32

33 Enter the **smaller** of line 21 or $11,950 . . . 33

34 Add lines 27 and 30 . . . 34

35 Subtract line 34 from line 33 If zero or less, enter -0- . . . 35

36 Enter the **smaller** of line 32 or line 35 . . . 36

37 Multiply line 36 by 15% . . . ▶ 37

38 Enter the amount from line 31 . . . 38

39 Add lines 30 and 36 . . . 39

40 Subtract line 39 from line 38 If zero or less, enter -0- . . . 40

41 Multiply line 40 by 20% . . . ▶ 41

42 Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 42

43 Add lines 37, 41, and 42 . . . 43

44 Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 44

45 **Tax on all taxable income** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . ▶ 45

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ **Information about Form 8949 and its separate instructions is at *www irs gov/form8949***

▶ **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D**

OMB No 1545 0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
THE FRUTH FAMILY FOUNDATION	71-0956112

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term For long-term transactions, see page 2

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box A, B, *or* C below. Check only one box If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss** If you enter an amount in column (g) enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
MS #814011397 (STATEMENT A)	05/01/2012	02/28/2013	69.	52.			17.
MS #814013000 (STATEMENT B)	VAR	VAR	539.	505.			34.
MS #814013003 (STATEMENT D)	12/03/2013	04/05/2013	10,917.	9,539.			1,378.
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked) or **line 3** (if **Box C** above is checked) ▶			11,525	10,096.			1,429.

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions

JSA
3X2615 2 000

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www irs gov/form8949

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

OMB No 1545 0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: THE FRUTH FAMILY FOUNDATION

Social security number or taxpayer identification number: 71-0956112

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A B, or C below, determine whether you received any statement(s) and if so the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term For long-term transactions, see page 2

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box A, B, *or* C below Check only one box If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo day yr)	(c) Date sold or disposed (Mo day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note below** and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g) enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
MS #14-78EZ5 (STATEMEN G)	VAR	VAR	441,538.	366,652.			74,886.
MS #14-78CN4 (STATEMEN H)	11/27/2012	01/31/2013	122,722.	120,802.			1,920.
2 Totals Add the amounts in columns (d), (e), (g) and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked) or **line 3** (if **Box C** above is checked) ▶			564,260.	487,454.			76,806.

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions

JSA
3X2615 2 000

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
THE FRUTH FAMILY FOUNDATION	71-0956112

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day yr)	(c) Date sold or disposed (Mo day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss** If you enter an amount in column (g) enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
MS #814011397 (STATEMENT A)	VAR	VAR	288,193.	172,705.			115,488.
MS #814013000 (STATEMENT B)	VAR	VAR	60,620.	46,067.			14,553.
MS #814013001 (STATEMENT C)	VAR	VAR	35,570.	26,632.			8,938.
MS #814013003 (STATEMENT D)	VAR	VAR	394,747.	357,779.			36,968.
MS #814890121 (STATEMENT E)	VAR	VAR	444,854.	446,791.			-1,937.
MS #814889759 (STATEMENT F)	VAR	09/20/2013	65,136.	34,906.			30,230.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,289,120.	1084880.			204,240.

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)
THE FRUTH FAMILY FOUNDATION

Social security number or taxpayer identification number
71-0956112

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term** Transactions involving capital assets you held more than one year are long term For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day yr)	(c) Date sold or disposed (Mo, day yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g) enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
DELPHI - CLASS ACTION	VAR	VAR	278.				278.
PMI GROUP - CLASS ACTION	VAR	VAR	58.				58.
MS #14-78EZ5 (STATEMEN G)	VAR	VAR	119,129.	79,065.			40,064.
MS #14-78CN4 (STATEMEN H)	VAR	VAR	321,188.	305,627.			15,561.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			440,653.	384,692.			55,961.

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Identification Number 26-4310632

Taxpayer ID Number 71-0956112
Account Number 814 011397 058

Customer Service: 866-324-6088

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Short Term - 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)
CRIMSON WINE GROUP LTD COM	CUSIP 22662X100		Symbol (Box 1d). CWGL					
	8 414	05/17/12	02/28/13	$69 27	$52 23	$0 00	$17 04	$0 00
Total Short Term Noncovered Securities				**$69 27**	**$52 23**	**$0 00**	**$17 04**	**$0 00**
Total Short Term Covered and Noncovered Securities				**$132,834 30**	**$126,682 90**	**$0 00**	**$6,151 40**	**$0 00**

STATEMEMENT A

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Taxpayer ID Number 71-0956112
Account Number 814 011397 058

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (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)
AMPHENOL CORP NEW CL A		CUSIP. 032095101	Symbol (Box 1d) APH					
	55 000	08/06/09	03/01/13	$3,923 20	$1,824 81	$0 00	$2,098 39	$0 00
	95.000	05/25/10	03/01/13	$6,776.44	$3,851.44	$0.00	$2,925.00	$0.00
Security Subtotal	150 000			$10,699 64	$5,676 25	$0 00	$5,023 39	$0 00
ARCH CAPITAL GROUP LTD		CUSIP G0450A105	Symbol (Box 1d) ACGL					
	75 000	01/04/10	03/01/13	$3 692 34	$1,799 74	$0 00	$1,892 60	$0 00
	135 000	02/18/10	03/01/13	$6,646 21	$3,240 24	$0 00	$3,405 97	$0 00
	105.000	03/17/10	03/01/13	$5,169.27	$2,653.75	$0.00	$2,515.52	$0.00
Security Subtotal	315 000			$15,507 82	$7,693 73	$0 00	$7,814 09	$0 00
BED BATH & BEYOND INC		CUSIP 075896100	Symbol (Box 1d) BBBY					
	130 000	06/29/10	03/01/13	$7,379 10	$4,932 72	$0 00	$2,446 38	$0 00
	45.000	11/16/10	03/01/13	$2,554.30	$1,963.29	$0.00	$591.01	$0.00
Security Subtotal	175 000			$9,933 40	$6,896 01	$0 00	$3,037 39	$0 00
BERKLEY W R CORP		CUSIP 084423102	Symbol (Box 1d) WRB					
	230 000	05/05/10	03/01/13	$9,546 49	$6,214 28	$0 00	$3,332 21	$0 00
	65.000	11/10/10	03/01/13	$2,697.92	$1,805.13	$0.00	$892.79	$0.00
Security Subtotal	295 000			$12,244 41	$8,019 41	$0 00	$4,225 00	$0 00
BROOKFIELD ASSET MGNT CL A LTD		CUSIP. 112585104	Symbol (Box 1d) BAM					
	5 000	08/16/07	03/01/13	$190 27	$148 76	$0 00	$41 51	$0 00
	130 000	11/07/08	03/01/13	$4,947 14	$2,344 12	$0 00	$2,603 02	$0 00
	220 000	02/20/09	03/01/13	$8,372 09	$3,050 96	$0 00	$5,321 13	$0 00
	140.000	10/15/09	03/01/13	$5,327.69	$3,253.99	$0.00	$2,073.70	$0.00
Security Subtotal	495 000			$18,837 19	$8,797 83	$0 00	$10,039 36	$0 00

CONTINUED ON NEXT PAGE

STATEMEMENT A

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Taxpayer ID Number 71-0956112
Account Number 814 011397 058

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BROWN & BROWN INC	CUSIP 115236101		Symbol (Box 1d) BRO					
	30 000	01/24/08	03/01/13	$892 24	$646 69	$0 00	$245 55	$0 00
	200 000	02/29/08	03/01/13	$5,948 26	$3,581 22	$0 00	$2,367 04	$0 00
	165.000	11/20/09	03/01/13	$4,907.32	$2,941.41	$0.00	$1,965.91	$0.00
Security Subtotal	395 000			$11,747 82	$7,169 32	$0 00	$4,578 50	$0 00
BROWN FORMAN CORP CL B	CUSIP 115637209		Symbol (Box 1d) BF'B					
	73 000	07/20/09	03/01/13	$4,801 83	$2,039 65	$0 00	$2,762 18	$0 00
CARMAX INC	CUSIP 143130102		Symbol (Box 1d). KMX					
	165 000	05/07/10	03/01/13	$6,325 97	$3,715 47	$0 00	$2,610 50	$0 00
COPART INC	CUSIP. 217204106		Symbol (Box 1d) CPRT					
	190 000	09/25/09	01/31/13	$6,775 89	$3,090 56	$0 00	$3,685 33	$0 00
	50 000	09/23/10	01/31/13	$1,783 13	$821 82	$0 00	$961 31	$0 00
	110 000	09/23/10	03/01/13	$3,750 93	$1,808 00	$0 00	$1,942 93	$0 00
	120 000	10/05/10	03/01/13	$4,091 92	$2,007 11	$0 00	$2,084 81	$0 00
	130.000	12/01/10	03/01/13	$4,432.91	$2,199.36	$0.00	$2,233.55	$0.00
Security Subtotal	600 000			$20,834 78	$9,926 85	$0 00	$10,907 93	$0 00
CRIMSON WINE GROUP LTD COM	CUSIP. 22662X100		Symbol (Box 1d) CWGL					
	0 500	07/10/09	02/25/13	$3 93	$2 66	$0 00	$1 27	$0 00
	17 324	11/25/08	02/28/13	$142 60	$76 99	$0 00	$65 61	$0 00
	16 828	07/10/09	02/28/13	$138 52	$87 72	$0 00	$50 80	$0 00
	6.434	11/16/11	02/28/13	$52.96	$43.44	$0.00	$9.52	$0.00
Security Subtotal	41 086			$338 01	$210 81	$0 00	$127 20	$0 00

CONTINUED ON NEXT PAGE

STATEMEMENT A

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Taxpayer ID Number 71-0956112
Account Number 814 011397 058

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. 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)
DENTSPLY INTERNATIONAL INC	CUSIP 249030107		Symbol (Box 1d) XRAY					
	55 000	03/17/10	03/01/13	$2,272 55	$1,904 31	$0 00	$368 24	$0 00
	125 000	04/08/10	03/01/13	$5,164 90	$4,286 26	$0 00	$878 64	$0 00
	60 000	08/24/10	03/01/13	$2,479 15	$1,732 15	$0 00	$747 00	$0 00
	50.000	12/08/10	03/01/13	$2,065.96	$1,629.93	$0.00	$436.03	$0.00
Security Subtotal	290 000			$11,982 56	$9,552 65	$0 00	$2,429 91	$0 00
ECOLAB INC	CUSIP 278865100		Symbol (Box 1d) ECL					
	35 000	03/05/10	03/01/13	$2,685 83	$1,506 66	$0 00	$1,179 17	$0 00
	40.000	12/07/10	03/01/13	$3,069.52	$1,885.16	$0.00	$1,184.36	$0.00
Security Subtotal	75 000			$5,755 35	$3,391 82	$0 00	$2,363 53	$0 00
ENSCO PLC CLASS A	CUSIP· G3157S106		Symbol (Box 1d) ESV					
	95 000	08/08/11	03/01/13	$5,668 52	$4,046 56	$0 00	$1,621 96	$0 00
	45.000	01/06/12	03/01/13	$2,685.09	$2,142.71	$0.00	$542.38	$0.00
Security Subtotal	140 000			$8,353 61	$6,189 27	$0 00	$2,164 34	$0 00
EOG RESOURCES INC	CUSIP 26875P101		Symbol (Box 1d) EOG					
	24 000	12/14/10	01/16/13	$3,001 39	$2,196 92	$0 00	$804 47	$0 00
IDEX CORPORATION DELAWARE	CUSIP 45167R104		Symbol (Box 1d) IEX					
	54 000	03/10/09	03/01/13	$2,731 43	$960 38	$0 00	$1,771 05	$0 00
	125.000	02/05/10	03/01/13	$6,322.75	$3,573.61	$0.00	$2,749.14	$0.00
Security Subtotal	179 000			$9,054 18	$4,533 99	$0 00	$4,520 19	$0 00

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STATEMEMENT A

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Taxpayer ID Number 71-0956112
Account Number 814 011397 058

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
JACOBS ENGINEERING GROUP INC	CUSIP 469814107	Symbol (Box 1d) JEC						
	30 000	11/23/09	03/01/13	$1,438 61	$1,084 51	$0 00	$354 10	$0 00
	90.000	07/01/10	03/01/13	$4,315.83	$3,191.17	$0.00	$1,124.66	$0.00
Security Subtotal	120 000			$5,754 44	$4,275 68	$0 00	$1,478 76	$0 00
LABORATORY CP AMER HLDGS NEW	CUSIP 50540R409	Symbol (Box 1d) LH						
	25 000	06/09/09	03/01/13	$2,218 12	$1,512 52	$0 00	$705 60	$0 00
	50 000	10/14/09	03/01/13	$4,436 24	$3,373 26	$0 00	$1,062 98	$0 00
	55 000	03/11/10	03/01/13	$4,879 87	$4,039 36	$0 00	$840 51	$0 00
	25.000	09/15/10	03/01/13	$2,218.12	$1,879.08	$0.00	$339.04	$0.00
Security Subtotal	155 000			$13,752 35	$10,804 22	$0 00	$2,948 13	$0 00
LEUCADIA NAT CP	CUSIP 527288104	Symbol (Box 1d). LUK						
	175 000	11/25/08	03/01/13	$4,648 17	$2,610 42	$0 00	$2,037 75	$0 00
	170.000	07/10/09	03/01/13	$4,515.37	$3,064.11	$0.00	$1,451.26	$0.00
Security Subtotal	345 000			$9,163 54	$5,674 53	$0 00	$3,489 01	$0 00
LIBERTY GBL INC SER C	CUSIP· 530555309	Symbol (Box 1d).						
	10 000	11/09/07	03/01/13	$637 62	$346 72	$0 00	$290 90	$0 00
	220.000	11/13/09	03/01/13	$14,027.66	$4,611.33	$0.00	$9,416.33	$0.00
Security Subtotal	230 000			$14,665 28	$4,958 05	$0 00	$9,707 23	$0 00
MARKEL CORP (HOLDING CO)	CUSIP 570535104	Symbol (Box 1d) MKL						
	2 000	12/10/07	03/01/13	$966 50	$952 44	$0 00	$14 06	$0 00
	9 000	05/30/08	03/01/13	$4,349 24	$3,640 02	$0 00	$709 22	$0 00
	13 000	07/17/08	03/01/13	$6 282 24	$4 326 92	$0 00	$1,955 32	$0 00

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STATEMEMENT A

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)
MARKEL CORP (HOLDING CO)	14 000	06/04/09	03/01/13	$6,765 49	$3,952 35	$0 00	$2,813 14	$0 00
	3.000	12/01/10	03/01/13	$1,449.75	$1,060.89	$0.00	$388.86	$0.00
Security Subtotal	**41 000**			**$19,813 22**	**$13,932 62**	**$0 00**	**$5,880 60**	**$0 00**
MC CORMICK AND CO NON VOTING	**CUSIP** 579780206	**Symbol (Box 1d)** MKC						
	65 000	03/19/10	03/01/13	$4,431 30	$2,537 69	$0 00	$1 893 61	$0 00
	110.000	03/31/10	03/01/13	$7,499.13	$4,225.66	$0.00	$3,273.47	$0.00
Security Subtotal	**175 000**			**$11,930 43**	**$6,763 35**	**$0 00**	**$5,167 08**	**$0 00**
NOBLE CORP NEW	**CUSIP** H5833N103	**Symbol (Box 1d)**						
	45 000	05/13/10	03/01/13	$1,585 22	$1,641 01	$0 00	($55 79)	$0 00
	90 000	05/20/10	03/01/13	$3,170 45	$2,849 22	$0 00	$321 23	$0 00
	45.000	12/03/10	03/01/13	$1,585.22	$1,499.60	$0.00	$85.62	$0.00
Security Subtotal	**180 000**			**$6,340 89**	**$5,989 83**	**$0 00**	**$351 06**	**$0 00**
OMNICOM GROUP	**CUSIP** 681919106	**Symbol (Box 1d)** OMC						
	185 000	11/03/09	03/01/13	$10,572 11	$6,479 94	$0 00	$4 092 17	$0 00
	80.000	07/06/10	03/01/13	$4,571.72	$2,739.41	$0.00	$1,832.31	$0.00
Security Subtotal	**265 000**			**$15,143 83**	**$9,219 35**	**$0 00**	**$5,924 48**	**$0 00**
RITCHIE BROTHERS AUCTIONEERS	**CUSIP** 767744105	**Symbol (Box 1d)** RBA						
	65 000	01/21/10	03/01/13	$1,474 88	$1,381 50	$0 00	$93 38	$0 00
	85.000	12/01/10	03/01/13	$1,928.69	$1,718.66	$0.00	$210.03	$0.00
Security Subtotal	**150 000**			**$3,403 57**	**$3,100 16**	**$0 00**	**$303 41**	**$0 00**
TECHNE CP	**CUSIP.** 878377100	**Symbol (Box 1d)** TECH						
	22 000	02/11/10	03/01/13	$1 492 97	$1,330 60	$0 00	$162 37	$0 00
	65 000	04/13/10	03/01/13	$4,411 06	$4,049 24	$0 00	$361 82	$0 00

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STATEMEMENT A

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013

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

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

Long Term - Noncovered Securities # (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)
TECHNE CP	55 000	07/01/10	03/01/13	$3,732 43	$3,101 70	$0 00	$630 73	$0 00
	30.000	11/09/10	03/01/13	$2,035.87	$1,809.50	$0.00	$226.37	$0.00
Security Subtotal	172 000			$11,672 33	$10,291 04	$0 00	$1,381 29	$0 00
TJX COS INC NEW	CUSIP 872540109	Symbol (Box 1d) TJX						
	235 000	12/20/10	03/01/13	$10,551 81	$5,145 97	$0 00	$5 405 84	$0 00

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STATEMEMENT A

Corporate Tax Statement
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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)
WABTEC	CUSIP 929740108		Symbol (Box 1d) WAB					
	30 000	08/25/09	03/01/13	$2,926 44	$1,084 25	$0 00	$1,842 19	$0 00
	140.000	09/22/09	03/01/13	$13,656.71	$5,456.26	$0.00	$8,200.45	$0.00
Security Subtotal	170.000			$16,583.15	$6,540.51	$0.00	$10,042.64	$0.00
Total Long Term Noncovered Securities				**$288,192 80**	**$172,705 29**	**$0 00**	**$115,487.51**	**$0 00**
Total Long Term Covered and Noncovered Securities				**$396,570 95**	**$248,234.83**	**$0 00**	**$148,336 12**	**$0 00**
Total Short and Long Term, Covered and Noncovered Securities				**$529,405 25**	**$374,917.73**	**$0 00**	**$154,487 52**	**$0 00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$529,405 25**			
Total Cost or Other Basis (Box 3)		**$202,160 21**		
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

STATEMEMENT A

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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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)
BANCO SANTANDER S A	CUSIP 05964H105	Symbol (Box 1d) SAN						
	0 000	01/15/13	02/08/13	$178 76	$175 56	$0 00	$3 20	$0 00
	0.000	07/15/13	08/09/13	$360.27	$329.27	$0.00	$31.00	$0.00
Security Subtotal	0.000			$539.03	$504.83	$0.00	$34.20	$0.00
Total Short Term Noncovered Securities				**$539 03**	**$504 83**	**$0 00**	**$34 20**	**$0 00**
Total Short Term Covered and Noncovered Securities				**$590.76**	**$555 35**	**$0.00**	**$35 41**	**$0 00**

STATEMEMENT B

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION
DELAWARE INTERNATIONAL VALUE
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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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)
AMCOR LIMITED ADR NEW	CUSIP	02341R302	Symbol (Box 1d)	AMCRY				
	86 000	09/10/10	06/25/13	$3,181 29	$2,175 80	$0 00	$1,005 49	$0 00
	21 000	09/10/10	07/25/13	$806 80	$531 30	$0 00	$275 50	$0 00
	91.000	09/10/10	07/26/13	$3,549.93	$2,302.30	$0.00	$1,247.63	$0.00
Security Subtotal	198 000			$7,538 02	$5,009 40	$0 00	$2,528 62	$0 00
ASTELLAS PHARMA INCADR	CUSIP	04623U102	Symbol (Box 1d)	ALPMY				
	53 000	09/10/10	04/22/13	$2,983 27	$1,897 40	$0 00	$1,085 87	$0 00
	51 000	09/10/10	05/02/13	$2,923 27	$1,825 80	$0 00	$1,097 47	$0 00
	76 000	09/10/10	05/17/13	$1,077 71	$680 20	$0 00	$397 51	$0 00
	183 000	10/12/10	05/17/13	$2,595 00	$1,737 77	$0 00	$857 23	$0 00
	248 000	10/12/10	12/09/13	$3,641 07	$2 355 01	$0 00	$1,286 06	$0 00
	225.000	10/12/10	12/20/13	$3,233.78	$2,136.60	$0.00	$1,097.18	$0.00
Security Subtotal	836 000			$16,454 10	$10,632 78	$0 00	$5,821 32	$0 00
BANCO SANTANDER S A	CUSIP	05964H105	Symbol (Box 1d)	SAN				
	0 587	09/10/10	05/10/13	$4 06	$6 83	$0 00	($2 77)	$0 00
	0.268	09/10/10	11/13/13	$2.30	$3.04	$0.00	($0.74)	$0.00
Security Subtotal	0 855			$6 36	$9 87	$0 00	($3 51)	$0 00
GLAXOSMITHKLINE PLC ADS	CUSIP	37733W105	Symbol (Box 1d)	GSK				
	53 000	09/10/10	04/23/13	$2,713 03	$2,087 86	$0 00	$625 17	$0 00
IBERDROLA SA SPON ADR	CUSIP.	450737101	Symbol (Box 1d)	IBDRY				
	0 889	09/10/10	01/31/13	$18 18	$22 04	$0 00	($3 86)	$0 00
	0.163	09/10/10	07/30/13	$3.58	$3.91	$0.00	($0.33)	$0.00
Security Subtotal	1 052			$21 76	$25 95	$0 00	($4 19)	$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

STATEMEMENT B

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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

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

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

DESCRIPTION (Box 8)	QUANTITY (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)
NOVARTIS AG ADR	CUSIP	66987V109	Symbol (Box 1d)	NVS				
	53 000	09/10/10	02/20/13	$3,707 75	$2,866 01	$0 00	$841 74	$0 00
ROYAL DUTCH SHELL PLC	CUSIP	780259206	Symbol (Box 1d)	RDS'A				
	0 000	09/10/10	03/28/13	$5 49	$0 00	$0 00	$5 49	$0 00
	0 147	09/10/10	06/27/13	$9 40	$8 00	$0 00	$1 40	$0 00
	0 000	09/10/10	09/26/13	$20 36	$0 00	$0 00	$20 36	$0 00
	0.000	09/10/10	12/23/13	$5.55	$0.00	$0.00	$5.55	$0.00
Security Subtotal	**0 147**			**$40 80**	**$8 00**	**$0 00**	**$32 80**	**$0 00**
RWE AG SPONSORED ADR	CUSIP.	74975E303	Symbol (Box 1d)	RWEOY				
	12 000	09/10/10	03/20/13	$448 49	$816 24	$0 00	($367 75)	$0 00
SANOFI ADR	CUSIP	80105N105	Symbol (Box 1d)	SNY				
	78 000	09/10/10	01/16/13	$3,761 47	$2,327 77	$0 00	$1,433 70	$0 00
SEVEN & I HLDGS CO LTD ADR	CUSIP	81783H105	Symbol (Box 1d)	SVNDY				
	41 000	09/10/10	06/20/13	$2 870 20	$1 965 54	$0 00	$904 66	$0 00
SOCIETE GENERALE SP ADR	CUSIP.	83364L109	Symbol (Box 1d)	SCGLY				
	461 000	09/10/10	01/09/13	$3,834 19	$5,158 59	$0 00	($1,324 40)	$0 00
	356 000	09/10/10	02/25/13	$2,854 77	$3,983 64	$0 00	($1,128 87)	$0 00
	3.000	09/10/10	02/26/13	$22.31	$33.57	$0.00	($11.26)	$0.00
Security Subtotal	**820 000**			**$6,711 27**	**$9,175 80**	**$0 00**	**($2,464 53)**	**$0 00**
TAKEDA PHARMACEUTICAL CO LTD	CUSIP	874060205	Symbol (Box 1d)	TKPYY				
	184 000	09/10/10	10/11/13	$4,395 46	$4,360 80	$0 00	$34 66	$0 00

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STATEMEMENT B

Corporate Tax Statement
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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)

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TOYOTA MOTOR CP ADR NEW	CUSIP. 892331307		Symbol (Box 1d) TM					
	22 000	09/10/10	06/18/13	$2,688 89	$1,553 99	$0 00	$1,134 90	$0 00
	10 000	09/10/10	07/05/13	$1,250 93	$706 36	$0 00	$544 57	$0 00
	18 000	09/10/10	07/08/13	$2,243 91	$1,271 45	$0 00	$972 46	$0 00
	22 000	09/10/10	09/04/13	$2,760 63	$1,553 99	$0 00	$1,206 64	$0 00
	24.000	09/10/10	11/26/13	$3,007.15	$1,695.26	$0.00	$1,311.89	$0.00
Security Subtotal	96.000			$11,951.51	$6,781.05	$0.00	$5,170.46	$0.00
Total Long Term Noncovered Securities				**$60,620.22**	**$46,067 07**	**$0 00**	**$14,553 15**	**$0 00**
Total Long Term Covered and Noncovered Securities				**$72,771.40**	**$59,115 30**	**$0 00**	**$13,656 10**	**$0 00**
Total Short and Long Term, Covered and Noncovered Securities				**$73,362.16**	**$59,670 65**	**$0 00**	**$13,691 51**	**$0 00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$73,362 16**			
Total Cost or Other Basis (Box 3)		**$13,098 75**		
Total Wash Sale Loss Disallowed (Box 5)			**$0 00**	
Total Fed Tax Withheld (Box 4)				**$0 00**

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

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

STATEMEMENT B

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION
EARNEST SMALL/MID CAP VALUE
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Taxpayer ID Number 71-0956112
Account Number 814 013001 058

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (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)
A A R CORPORATION	CUSIP	000361105	Symbol (Box 1d)	AIR				
	188 000	09/10/10	01/14/13	$3,520 78	$3,216 68	$0 00	$304 10	$0 00
AMEDISYS INC	CUSIP.	023436108	Symbol (Box 1d)	AMED				
	133 000	09/10/10	07/26/13	$1,529 97	$3,206 63	$0 00	($1,676 66)	$0 00
	12.000	12/30/10	07/26/13	$138.04	$412.21	$0.00	($274.17)	$0.00
Security Subtotal	145 000			$1,668 01	$3,618 84	$0 00	($1,950 83)	$0 00
CANTEL MEDICAL CORP	CUSIP	138098108	Symbol (Box 1d)	CMN				
	0 500	09/10/10	07/12/13	$12 93	$3 45	$0 00	$9 48	$0 00
CORE LABORATORIES N V	CUSIP	N22717107	Symbol (Box 1d)	CLB				
	17 000	09/10/10	11/14/13	$3,230 49	$1 457 41	$0 00	$1,773 08	$0 00
HARSCO CORP	CUSIP	415864107	Symbol (Box 1d)	HSC				
	157 000	09/10/10	10/01/13	$3,929 52	$3,710 48	$0 00	$219 04	$0 00
JEFFERIES GROUP INC NEW	CUSIP·	472319102	Symbol (Box 1d)					
	246 000	09/10/10	01/03/13	$4,615 10	$5,905 45	$0 00	($1 290 35)	$0 00
LUFKIN IND	CUSIP	549764108	Symbol (Box 1d)					
	40 000	09/10/10	05/29/13	$3,530 15	$1,746 47	$0 00	$1,783 68	$0 00
	81 000	09/10/10	07/01/13	$7,168 50	$3,536 60	$0 00	$3,631 90	$0 00
	11.000	10/18/10	07/01/13	$973.50	$547.97	$0.00	$425.53	$0.00
Security Subtotal	132 000			$11,672 15	$5,831 04	$0 00	$5,841 11	$0 00

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STATEMEMENT C

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION
EARNEST SMALL/MID CAP VALUE
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Identification Number 26-4310632

Taxpayer ID Number 71-0956112
Account Number 814 013001 058

Customer Service. 866-324-6088

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ONEOK INC NEW	CUSIP. 682680103		Symbol (Box 1d) OKE					
	95 000	09/10/10	09/24/13	$5,084 52	$2,111 01	$0 00	$2,973 51	$0 00
	35.000	09/10/10	10/09/13	$1,836.56	$777.74	$0.00	$1,058.82	$0.00
Security Subtotal	130.000			$6,921.08	$2,888.75	$0.00	$4,032.33	$0.00
Total Long Term Noncovered Securities				**$35,570.06**	**$26,632 10**	**$0 00**	**$8,937 96**	**$0 00**
Total Long Term Covered and Noncovered Securities				**$49,250 29**	**$36,699 97**	**$0 00**	**$12,550.32**	**$0 00**
Total Short and Long Term, Covered and Noncovered Securities				**$64,919 50**	**$48,163 79**	**$0 00**	**$16,755.71**	**$0 00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$64,919 50**			
Total Cost or Other Basis (Box 3)		**$21,531 69**		
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

STATEMEMENT C

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION WENTWORTH
HAUSER VIOLICH INTERNATIONAL
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Taxpayer ID Number 71-0956112
Account Number 814 013003 058

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 - 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)
EATON CORP PLC SHS	CUSIP	G29183103	Symbol (Box 1d)· ETN					
	185 000	12/03/12	04/05/13	$10 917 02	$9 539 30	$0 00	$1,377 72	$0 00
Total Short Term Noncovered Securities				**$10,917.02**	**$9,539.30**	**$0 00**	**$1,377.72**	**$0 00**
Total Short Term Covered and Noncovered Securities				**$26,235 80**	**$26,694.53**	**$0.00**	**($458 73)**	**$0 00**

STATEMEMENT D

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION WENTWORTH
HAUSER VIOLICH INTERNATIONAL
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Taxpayer ID Number 71-0956112
Account Number 814 013003 058

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (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)
AXA ADS	CUSIP	054536107	Symbol (Box 1d)	AXAHY				
	245 000	09/10/10	04/05/13	$4,179 60	$4,086 60	$0 00	$93 00	$0 00
BASF SE SP ADR	CUSIP.	055262505	Symbol (Box 1d)	BASFY				
	145 000	09/10/10	04/05/13	$12 643 71	$8 053 30	$0 00	$4 590 41	$0 00
BHP BILLITON LTD	CUSIP	088606108	Symbol (Box 1d)	BHP				
	275 000	09/10/10	04/05/13	$18,516 60	$19,451 88	$0 00	($935 28)	$0 00
BRITISH AMER TOB SPON ADR	CUSIP	110448107	Symbol (Box 1d)	BTI				
	125 000	09/10/10	04/05/13	$13,471 82	$9,095 98	$0 00	$4 375 84	$0 00
BROOKFIELD ASSET MGNT CL A LTD	CUSIP	112585104	Symbol (Box 1d)	BAM				
	150 000	09/10/10	04/05/13	$5,454 04	$4,045 50	$0 00	$1,408 54	$0 00
CANADIAN NATL RAILWAY CO	CUSIP	136375102	Symbol (Box 1d)	CNI				
	125 000	09/10/10	04/05/13	$12,029 73	$7,895 03	$0 00	$4,134 70	$0 00
	50.000	12/13/10	04/05/13	$4,811.89	$3,352.71	$0.00	$1,459.18	$0.00
Security Subtotal	175 000			$16,841 62	$11,247 74	$0 00	$5,593 88	$0 00
CANADIAN NATURAL RESOURCES LTD	CUSIP	136385101	Symbol (Box 1d)	CNQ				
	180 000	09/10/10	04/05/13	$5,488 10	$5,910 57	$0 00	($422 47)	$0 00
	200.000	12/29/10	04/05/13	$6,097.88	$8,909.62	$0.00	($2,811.74)	$0.00
Security Subtotal	380 000			$11,585 98	$14,820 19	$0 00	($3,234 21)	$0 00
CDN PACIFIC RY LTD NEW	CUSIP	13645T100	Symbol (Box 1d)	CP				
	195 000	09/10/10	04/05/13	$23,281 89	$11,997 92	$0 00	$11,283 97	$0 00
	55.000	12/13/10	04/05/13	$6,566.69	$3,541.72	$0.00	$3,024.97	$0.00
Security Subtotal	250 000			$29,848 58	$15,539 64	$0 00	$14,308 94	$0 00

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STATEMEMENT D

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION WENTWORTH
HAUSER VIOLICH INTERNATIONAL
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Taxpayer ID Number 71-0956112
Account Number 814 013003 058

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CORE LABORATORIES N V CUSIP N22717107 Symbol (Box 1d) CLB	45 000	09/10/10	04/05/13	$5,952 46	$3,750 75	$0 00	$2,201 71	$0 00
DIAGEO PLC SPON ADR NEW CUSIP 25243Q205 Symbol (Box 1d) DEO	145 000	09/10/10	04/05/13	$17,798 64	$9,809 25	$0 00	$7,989 39	$0 00
ENSIGN ENERGY SERVICES ORD CUSIP 293570107 Symbol (Box 1d) ESVIF	180 000	09/10/10	04/05/13	$2,922 43	$2,025 05	$0 00	$897 38	$0 00
FINNING INTL INC COM NEW CUSIP 318071404 Symbol (Box 1d). FINGF	35 000	12/21/10	04/05/13	$791 84	$925 57	$0 00	($133 73)	$0 00
INGERSOLL-RAND PLC SHS CUSIP G47791101 Symbol (Box 1d) IR	290 000	09/10/10	04/05/13	$15,657 90	$9,708 30	$0 00	$5,949 60	$0 00
MANULIFE FINANCIAL CORP CUSIP 56501R106 Symbol (Box 1d) MFC	315 000	09/10/10	04/05/13	$4,332 69	$4,040 41	$0 00	$292 28	$0 00
NABORS INDUSTRIES LTD NEW CUSIP G6359F103 Symbol (Box 1d) NBR	1,080 000	09/10/10	04/05/13	$16,872 46	$19,083 71	$0 00	($2,211 25)	$0 00
NESTLE SPON ADR REP REG SHR CUSIP. 641069406 Symbol (Box 1d) NSRGY	300 000	09/10/10	04/05/13	$21,704 51	$15,750 00	$0 00	$5,954 51	$0 00
NOBLE CORP NEW CUSIP. H5833N103 Symbol (Box 1d)	685 000	09/10/10	04/05/13	$25,278 46	$24,342 78	$0 00	$935 68	$0 00
NOVARTIS AG ADR CUSIP 66987V109 Symbol (Box 1d). NVS	150 000	09/10/10	04/05/13	$10,561 56	$8,090 46	$0 00	$2,471 10	$0 00

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STATEMEMENT D

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION WENTWORTH
HAUSER VIOLICH INTERNATIONAL
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Taxpayer ID Number 71-0956112
Account Number 814 013003 058

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PARTNERRE HLDGS	**CUSIP** G6852T105	**Symbol (Box 1d)** PRE						
	50 000	09/10/10	04/05/13	$4,559 89	$3 893 50	$0 00	$666 39	$0 00
POTASH CP OF SASKATCHEWAN INC	**CUSIP.** 73755L107	**Symbol (Box 1d)** POT						
	360 000	09/10/10	04/05/13	$14,144 91	$17,890 74	$0 00	($3,745 83)	$0 00
RIO TINTO PLC SPON ADR	**CUSIP.** 767204100	**Symbol (Box 1d)** RIO						
	355 000	09/10/10	04/05/13	$16,191 90	$19,240 29	$0 00	($3,048 39)	$0 00
SCHLUMBERGER LTD	**CUSIP.** 806857108	**Symbol (Box 1d)** SLB						
	340 000	09/10/10	04/05/13	$25,224 81	$20,165 74	$0 00	$5,059 07	$0 00
SUNCOR ENERGY INC NEW COM	**CUSIP** 867224107	**Symbol (Box 1d)** SU						
	600 000	09/10/10	04/05/13	$17,252 55	$19,681 80	$0 00	($2,429 25)	$0 00
TALISMAN ENERGY INC	**CUSIP** 87425E103	**Symbol (Box 1d)** TLM						
	240 000	09/10/10	04/05/13	$2 794 61	$3,924 82	$0 00	($1,130 21)	$0 00
TENARIS S A	**CUSIP** 88031M109	**Symbol (Box 1d)** TS						
	430 000	09/10/10	04/05/13	$17,201 16	$15,580 41	$0 00	$1 620 75	$0 00
TRANSOCEAN LTD	**CUSIP** H8817H100	**Symbol (Box 1d)** RIG						
	345 000	09/10/10	04/05/13	$17,347 45	$20,197 72	$0 00	($2,850 27)	$0 00
UBS AG NEW	**CUSIP** H89231338	**Symbol (Box 1d)** UBS						
	450 000	09/10/10	04/05/13	$6,863 38	$8,079 75	$0 00	($1,216 37)	$0 00
UNILEVER NV NY SH NEW	**CUSIP** 904784709	**Symbol (Box 1d)** UN						
	325 000	09/10/10	04/05/13	$13,260 45	$9,012 51	$0 00	$4,247 94	$0 00

CONTINUED ON NEXT PAGE

STATEMEMENT D

Corporate Tax Statement
Tax Year 2013

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

FRUTH FAMILY FOUNDATION WENTWORTH
HAUSER VIOLICH INTERNATIONAL
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

Taxpayer ID Number 71-0956112
Account Number 814 013003 058

Customer Service: 866-324-6088

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

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

Long Term - Noncovered Securities # (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)
VALE S A	CUSIP 91912E105		Symbol (Box 1d) VALE					
	505 000	09/10/10	04/05/13	$8 757 36	$13,841 39	$0 00	($5,084 03)	$0 00
	30.000	12/07/10	04/05/13	$520.24	$1,038.90	$0.00	($518.66)	$0.00
Security Subtotal	535 000			$9,277 60	$14,880 29	$0 00	($5,602 69)	$0 00
WEATHERFORD INTERNATIONAL LTD	CUSIP H27013103		Symbol (Box 1d) WFT					
	1 275 000	09/10/10	04/05/13	$15,303 09	$20,526 35	$0 00	($5,223 26)	$0 00
YARA INTL ASA SPONS ADR	CUSIP 984851204		Symbol (Box 1d) YARIY					
	20 000	09/10/10	04/05/13	$910 77	$838 00	$0 00	$72 77	$0 00
Total Long Term Noncovered Securities				**$394,747.47**	**$357,779 03**	**$0.00**	**$36,968 44**	**$0 00**
Total Short and Long Term, Covered and Noncovered Securities				**$420,983 27**	**$384,473 56**	**$0 00**	**$36,509.71**	**$0 00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$420,983 27**			
Total Cost or Other Basis (Box 3)		**$17,155 23**		
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

STATEMEMENT D

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION
FIXED INCOME
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Taxpayer ID Number 71-0956112
Account Number 814 890121 058

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (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)
CANADA (GOVERNMEN 2500 13SP01	CUSIP	135087ZG2	Symbol (Box 1d)					
	100,000 000	08/31/10	09/03/13	$94,854 16	$96,790 88	$0 00	($1,936 72)	$0 00
FFCB 1600 13JN03	CUSIP	31331JQU0	Symbol (Box 1d)					
	100 000 000	03/01/11	06/03/13	$100,000 00	$100,000 00	$0 00	$0 00	$0 00
US TSY NOTE 0750 13SP15	CUSIP	912828NY2	Symbol (Box 1d)					
	200 000 000	09/27/10	09/16/13	$200 000 00	$200,000 00	$0 00	$0 00	$0 00
US TSY NOTE 3375 13JN30	CUSIP	912828JD3	Symbol (Box 1d)					
	50 000 000	06/12/09	06/27/13	$50,000 00	$50 000 00	$0 00	$0 00	$0 00
Total Long Term Noncovered Securities				**$444,854 16**	**$446,790.88**	**$0 00**	**($1,936 72)**	**$0 00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$444,854.16**				
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

STATEMEMENT E

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

FRUTH FAMILY FOUNDATION
EQUITY
2600 LYON STREET
SAN FRANCISCO CA 94123-3806

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

Taxpayer ID Number 71-0956112
Account Number 814 889759 058

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (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)
WALT DISNEY CO HLDG CO	CUSIP· 254687106		Symbol (Box 1d) DIS					
	400 000	03/25/10	09/20/13	$26,054 38	$14,087 96	$0 00	$11,966 42	$0 00
	600.000	08/11/10	09/20/13	$39,081.58	$20,818.50	$0.00	$18,263.08	$0.00
Security Subtotal	1,000.000			$65,135.96	$34,906.46	$0.00	$30,229.50	$0.00
Total Long Term Noncovered Securities				**$65,135 96**	**$34,906 46**	**$0 00**	**$30,229 50**	**$0 00**
Total Long Term Covered and Noncovered Securities				**$378,617 26**	**$299,481 79**	**$0 00**	**$79,135 47**	**$0 00**
Total Short and Long Term, Covered and Noncovered Securities				**$1,679,257 83**	**$1,464,763 61**	**$0 00**	**$214,494 22**	**$0 00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$1,679,257.83**			
Total Cost or Other Basis (Box 3)		**$1,429,857.15**		
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

STATEMEMENT F

Supplemental Report

Realized Gains & Losses
MS #14-78EZ5 : **FRUTH FAMILY FOUNDATION *EQUITY***
01/01/2013 to 12/31/2013
Trade Date Reporting

Valuation Currency. USD
Sort Order Closing Date

						Gain (Loss)	
Shares or Face Value	*Security Description*	*Purchase Date*	*Sale Date*	*Cost*	*Proceeds*	*Short Term*	*Long Term*
2,100 000	SERVICENOW	11/01/2012	01/31/2013	65,903 88	59,875 32	(6,028 56)	
350 000	JPMORGAN CHASE & CO	06/05/2012	02/07/2013	11,188 55	16,889 92	5,701 37	
500 000	JPMORGAN CHASE & CO	08/11/2010	02/07/2013	19,099 85	24,128 46		5,028 61
500 000	TEXTRON INC COM	01/04/2013	02/22/2013	13,065 05	14,513 12	1,448 07	
1,000 000	TEXTRON INC COM	06/06/2012	02/22/2013	23,982 90	29,026 25	5,043 35	
2,000 000	TEXTRON INC COM	06/05/2012	02/22/2013	46,436 00	58,052 50	11,616 50	
300 000	UNITED PARCEL SERVICE INC CL B	01/04/2013	04/02/2013	23,016 18	25,182 30	2,166 12	
300 000	UNITED PARCEL SERVICE INC CL B	05/29/2012	04/02/2013	22,611 42	25,182 31	2,570 89	
500 000	UNITED PARCEL SERVICE INC CL B	04/17/2012	04/02/2013	40,277 95	41,970 51	1,692 56	
600 000	ACTAVIS INC	07/13/2012	04/30/2013	45,817 44	63,012 74	17,195 30	
1,200 000	PFIZER INC	10/10/2011	05/06/2013	22,578 24	34,545 67		11,967 43
2,100 000	PFIZER INC	09/29/2011	05/06/2013	37,386 51	60,454 91		23,068 40
500 000	ACTAVIS INC	11/29/2012	05/13/2013	43,808 00	59,907 46	16,099 46	
400 000	ACTAVIS INC	07/13/2012	05/13/2013	30,544 96	47,925 96	17,381 00	
				445,717	560,667	74,886	40,064

STATEMEMENT G

Supplemental Report

Realized Gains & Losses
MS 14-78CN4 : **FRUTH FAMILY FOUNDATION *FIXED INCOME***
01/01/2013 to 12/31/2013
Trade Date Reporting

Valuation Currency. USD
Sort Order Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
3,000 000	SPDR BARCLAYS CAPTL HIGH YIELD 2 454% DUE @ 0 00	11/27/2012	01/31/2013	120,801 90	122,722 15	1,920 25	
3,100 000	SPDR BARCLAYS CAPTL HIGH YIELD 2 454% DUE @ 0 00	10/10/2011	01/31/2013	114,227 87	126,812 89		12,585 02
100,000 000	US TREASURY NOTE 1 375% DUE 03/15/2013 @ 100 00	04/08/2010	03/15/2013	100,000 00	100,000 00		
110,000 000	NEW ZEALAND GOVT BOND E/C 6 500% DUE 04/15/2013 @ 100 00	08/24/2011	04/15/2013	91,399 00	94,375 16		2,976 16
				426,429	443,910	1,920	15,561

STATEMEMENT H

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

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 THE FRUTH FAMILY FOUNDATION	Employer identification number (EIN) or 71-0956112
	Number, street, and room or suite no If a P O box, see instructions 2600 LYON STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions SAN FRANCISCO, CA 94123	

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 ▶ CTC MYCFO, LLC, 2200 GENG ROAD, SUITE 100 PALO ALTO, CA 94303
  Telephone No ▶ 650 210-5000 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 11/17 , 20 14

5 For calendar year 2013 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____

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 TAXPAYER IS WAITING FOR INFORMATION FROM THIRD PARTIES AND ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX 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	$ 20,270.
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	$ 20,270.
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 ▶ Date ▶

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return
▶ Information about Form 8868 and its instructions is at www irs gov/form8868.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

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 THE FRUTH FAMILY FOUNDATION	Employer identification number (EIN) or 71-0956112
	Number, street, and room or suite no If a P O box, see instructions 2600 LYON STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address see instructions SAN FRANCISCO, CA 94123	

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-T (corporation)	07
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

- The books are in the care of ▶ HARRIS MYCFO, LLC

Telephone No ▶ 650 210-5000 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 20 13 or
▶ ☐ tax year beginning ________, 20___, and ending ________, 20___

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 20,270.
b	If this application is for Form 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	3b	$ 20,270.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2014)