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

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

2013

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

Name of foundation Margaret Sue Rust Foundation		A Employer identification number 74-2832533
Number and street (or P O box number if mail is not delivered to street address) 2602 Hwy 35 North	Room/suite	B Telephone number (see the instructions) (361) 729-9707
City or town, state or province, country, and ZIP or foreign postal code Rockport TX 78382		C If exemption application is pending, check here. ▶ <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here ▶ <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 7,272,249.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	200.	200.	200.	
4 Dividends and interest from securities	122,690.	122,690.	122,690.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		259,188.		
8 Net short-term capital gain			8,828.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
FROM K-1S	-9,447.	-9,447.	-9,447.	
12 Total. Add lines 1 through 11.	113,443.	372,631.	122,271.	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other professions (attach sch)				
17 Interest				
18 Taxes (attach schedule) (specify)	3,976.	3,976.	3,976.	
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	269.	269.	269.	
22 Printing and publications	166.	166.	166.	
23 Other expenses (attach schedule) See Line 23 Stmt	77,188.	77,188.	77,188.	
24 Total operating and administrative expenses. Add lines 13 through 23	81,599.	81,599.	81,599.	
25 Contributions, gifts, grants paid	378,319.			378,319.
26 Total expenses and disbursements. Add lines 24 and 25	459,918.	81,599.	81,599.	378,319.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-346,475.			
b Net investment income (if negative, enter -0-)		291,032.		
c Adjusted net income (if negative, enter -0-)			40,672.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	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		247,072.	154,270.	154,270.
	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 sch) . ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
		b Investments — corporate stock (attach schedule) L-10b. Stmt		5,492,415.	5,529,420.	7,117,979.
		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).		5,739,487.	5,683,690.	7,272,249.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
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. ▶ X					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		5,739,487.	5,683,690.	
	30	Total net assets or fund balances (see instructions)		5,739,487.	5,683,690.	
	31	Total liabilities and net assets/fund balances (see instructions)		5,739,487.	5,683,690.	

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	5,739,487.
2	Enter amount from Part I, line 27a	2	-346,475.
3	Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	294,579.
4	Add lines 1, 2, and 3	4	5,687,591.
5	Decreases not included in line 2 (itemize) ▶ Federal Tax Deposit	5	3,901.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,683,690.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a LONG TERM - COVERED SECURITIES - SEE STATEMENT	P	01/01/12	12/31/13
b SHORT TERM - COVERED SECURITIES - SEE STATEMENT	P	01/31/13	12/31/13
c LONG TERM - NONCOVERED SECURITIES - SEE STATEMENT	P	01/01/12	12/31/13
d SHORT TERM - NONCOVERED SECURITIES - SEE STATEMENT	P	12/03/13	12/31/13
e See Columns (a) thru (d)			

(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 637,167.		548,234.	88,933.
b 174,245.		167,704.	6,541.
c 648,335.		485,125.	163,210.
d 9.		0.	9.
e See Columns (e) thru (h)		1,710.	495.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			88,933.
b			6,541.
c			163,210.
d			9.
e See Columns (i) thru (l)			495.

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	259,188.
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	8,828.

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 (column (b) divided by column (c))
2012	246,902.	0.	0.000000
2011	339,201.	0.	0.000000
2010	285,090.	0.	0.000000
2009	274,364.	0.	0.000000
2008	412,874.	0.	0.000000
2 Total of line 1, column (d)			0.000000
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			0.000000
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			0.
5 Multiply line 4 by line 3			0.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,910.
7 Add lines 5 and 6.			2,910.
8 Enter qualifying distributions from Part XII, line 4			378,319.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,910.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,910.
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	2,910.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	3,600.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	3,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	22.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	668.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 668. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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? <i>If 'No,' attach explanation</i>		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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13		X
14	The books are in care of <u>Michael Johnson</u> Telephone no. <u>(361) 729-9707</u> Located at <u>2602 Hwy 35 N</u> <u>Rockport, TX</u> ZIP + 4 <u>78382</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

		Yes	No
1 a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
1 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? <input type="checkbox"/>	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

5 a 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)?

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?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

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

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

7 a 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?

5 b		
6 b		X
7 b		

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
Mindy Durham ARANSAS COUNTY ROCKPORT TX 78382	Director 1.00	0.	0.	0.
Michael Johnson 2602 HWY 35 N ROCKPORT TX 78382	Sec/Treas 1.00	0.	0.	0.
John P Jackson 15 LIVE OAK PLAZA ROCKPORT TX 78382	Director 1.00	0.	0.	0.
See information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 None

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	1 a	
b	Average of monthly cash balances	1 b	
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	0.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	0.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6	Minimum investment return. Enter 5% of line 5	6	0.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	0.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	2,910.
b	Income tax for 2013. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	2,910.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	0.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	0.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1 a	378,319.
b	Program-related investments — total from Part IX-B.	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	378,319.
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	2,910.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	375,409.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013.				
a From 2008	361,096.			
b From 2009	274,364.			
c From 2010	288,080.			
d From 2011	342,494.			
e From 2012	250,500.			
f Total of lines 3a through e	1,516,534.			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ 378,319.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions).				
c Treated as distributions out of corpus (Election required — see instructions).				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	378,319.			
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.	1,894,853.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	361,096.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,533,757.			
10 Analysis of line 9				
a Excess from 2009	274,364.			
b Excess from 2010	288,080.			
c Excess from 2011	342,494.			
d Excess from 2012	250,500.			
e Excess from 2013	378,319.			

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

N/A

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
Susie Bracht Black
PO Box 2659
Rockport TX 78381 (361) 729-2321

b The form in which applications should be submitted and information and materials they should include
No specific requirements

c Any submission deadlines
none

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
none

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				
Texas Maritime Museum 1202 NAVIGATION CR ROCKPORT TX 78382	None	Paid	Fund Sea Camp Sea Camp	15,000.
South TX Council Boy Scouts of America 700 EVERHARD RD CORPUS CHRISTI TX 78411	None	Paid	Fund General Capital Campaign	12,500.
Rockport Young Life 1809 HILLCREST ROCKPORT TX 78382	None	Paid	Fund General Operations	15,000.
Rockport Christian Services 1422 E CEDAR ROCKPORT TX 78382	None	Paid	Fund General Operations	12,000.
Aransas Count Medical Serv. 400 ENTERPRISE BLVD ROCKPORT TX 78382	None	Paid	Fund General Debt Reduction	0.
Rockport Center for the Arts 902 NAVIGATION CIRCLE ROCKPORT TX 78382	None	Paid	Fund General Artlink Program	7,500.
Odyssey After School Enrichment ARANSAS COUNTY ROCPORT TX 78382	None	Paid	Fund General Operations	59,648.
Aransas County Council on Aging 912 S. CHURCH STREET ROCKPORT TX 78382	None	Paid	Fund General Operations	10,000.
First Learning Tree 801 MAIN STREET ROCKPORT TX 78382	None	Paid	Fund General Operations	15,000.
See Line 3a statement				
Total				3 a 378,319.
b Approved for future payment				
Total				3 b

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include program service revenue, fees from government agencies, membership dues, interest on savings, dividends, rental income, and other revenue.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No. and Explanatory text. Row 1: 3 & 4 Income used to fund contributions to charities.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES	3,976.	3,976.	3,976.	
Total	3,976.	3,976.	3,976.	

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
OFFICE	338.	338.	338.	
INVESTMENT ACTIVITY CHARGE	76,850.	76,850.	76,850.	
Total	77,188.	77,188.	77,188.	

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Realized Gain on Investments	268,016.
Other Gains	26,563.
Total	294,579.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
MORGAN STANLEY CAPITAL GAIN DISTRIBUTION	P	12/31/13	12/31/13
MORGAN STANLEY UNRECAP SEC 1250 GAIN	P	12/31/13	12/31/13
POWERSHARES	P	12/31/13	12/31/13
POWERSHARES	P	12/01/12	12/31/13

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
2,130.		0.	2,130.
75.		0.	75.
0.		-73.	73.
0.		1,783.	-1,783.
Total		1,710.	495.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			2,130.
			75.
			73.
			-1,783.
Total			495.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Susie Black PO BOX 1374 ROCKPORT TX 78381	President 1.00	0.	0.	0.
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Al Johnson 602 E MARKET ROCKPORT TX 78382	DIRECTOR 1.00	0.	0.	0.

Total

0.
0.
0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Aransas County Education Foundation PO BOX 195 ROCKPORT TX 78381	None	PAID	Fund General Scholarships	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 40,000.
SACRED HEART CATHOLIC SCHOOL 111 N CHURCH ROCKPORT TX 78382	NONE	PAID	FUND GENERAL OPERATIONS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 0.
ROCKPORT VOLUNTEER FIRE DEPT 212 GAGON ROCKPORT TX 78382	NONE	PAID	FUND GENERAL OPERATIONS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 0.
ARANSAS COUNTY PUBLIC LIBRARY 701 E MIMOSA ROCKPORT TX 78382	NONE	PAID	FUND GENERAL OPERATIONS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 0.
HALO - FLIGHT 315 PINSON CORPUS CHRISTI TX 78406	NONE	PAID	FUND GENERAL OPERATIONS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 0.
ARANSAS COUNTY 4-H 301 N. LIVE OAK ROCKPORT TX 78382	NONE	PAID	FUND GENERAL OPERATIONS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 0.
ROCKPORT FULTON GOOD SAMARITAN 507 S ANN ROCKPORT TX 78382	NONE	PAID	FUND GENERAL OPERATIONS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 0.
OPERATION SANTA CLAUS 502 N AUSTIN ROCKPORT TX 78382	NONE	PAID	FUND GENERAL OPERATIONS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 7,500.
ARANSAS COUNTY ISD 1700 OMOHANDRO ST ROCKPORT TX 78382	NONE	PAID	EQUIPMENT PURCHASE	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 0.
CAMP ARANSAZU 5420 FM 1781 ROCKPORT TX 78382	NONE	PAID	FUND GENERAL OPERATIONS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 15,000.
CUMMUNITY TABLE 301 HWY 35 RICKPORT TX 78382	NONE	PAID	EQUIPMENT PURCHASE	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 0.
PIECEMAKERS BY THE BAY ROCKPORT ROCKPORT TX 78382	None	PAID	FUND GENRAL OPERATIONS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 0.
Women's Shelter of South Texas PO Box 3368 Corpus Christi TX 78463	None	Paid	OPERATIONS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 0.
THE AQUARIUM AT ROCKPORT HARBOR 702 NAVIGATION CIRCLE ROCKPORT TX 78382	NONE	PAID	EQUIPMENT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 0.
AIM HOSPICE PO BOX 2300 ROCKPORT TX 78381	NONE	PAID	OPERATIONS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 9,171.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
ARANSAS COUNTY HISTORICAL SOCIETY PO BOX 702 ROCKPORT TX 78381	NONE	PAID	OPERATIONS	Person or Business <input checked="" type="checkbox"/> 10,000.
COAST BEND TROOP SUPPORT ROCKPORT ROCKPORT TX 78382	NONE	PAID	OPERATIONS	Person or Business <input checked="" type="checkbox"/> 0.
HUMANE SOCIETY OF ARANSAS COUNTY PO BOX 1502 FULTON TX 78358	NONE	PAID	OPERATIONS	Person or Business <input checked="" type="checkbox"/> 25,000.
ARANSAS COUNTY COUNSELLING & EDUCATION SUPPORT SERVICES 405 N. CHURCH ST ROCKPORT TX 78382	NONE	PAID	OPERATIONS	Person or Business <input checked="" type="checkbox"/> 0.
FULTON FIRE DEPARTMENT 701 CATUS ST FULTON TX 78358	NONE	PAID	OPERATIONS	Person or Business <input checked="" type="checkbox"/> 0.
ARANSAS COUNTY YOUTH COUNCIL INC 602 E MARKET ST ROCKPORT TX 78382	NONE	PAID	OPERATIONS	Person or Business <input checked="" type="checkbox"/> 5,000.
FRIENDS OF THE FULTON MANSION 317 FULTON BEACH RD ROCKPORT TX 78382	NONE	PAID	BUILDING REPAIRS	Person or Business <input checked="" type="checkbox"/> 15,000.
CASTAWAYS THRIFT SHOP INC 211 W MARKET ST ROCKPORT TX 78382	NONE	PAID	BUILDING CONSTRUCTION	Person or Business <input checked="" type="checkbox"/> 50,000.
LAMAR VOLUTEER FIRE DEPT PO BOX 294 FULTON TX 8358	NONE	PAID	OPERATIONS	Person or Business <input checked="" type="checkbox"/> 35,000.
COUASTAL BEND COMMUNITY FOUNDATION 600 LEOPARD ST CORPUS CHRISTI TX 78401	NONE	PAID	OPERATIONS	Person or Business <input checked="" type="checkbox"/> 20,000.

Total

231,671.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Morgan Stanley Brokerage Acct Mutual Funds	721,660.	750,011.
Morgan Stanley Brokerage Acct Stocks	3,436,670.	4,964,346.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Morgan Stanley Brokerage Acct Skybridge	171,009.	193,045.
Morgan Stanley Brokerage Acct ETFs & CEFs	1,200,081.	1,210,577.
Total	<u>5,529,420.</u>	<u>7,117,979.</u>

Supporting Statement of:

Form 990-PF, p1/Line 11(a)-1

Description	Amount
MANAGED FUTURES PREMIER AVENTIS LP	1,367.
MANAGED FUTURES PREMIER AVENTIS II LP	1,216.
MANAGED FUTURES PREMIER AVENTIS LP DEDUCTIONS	-717.
MANAGED FUTURES PREMIER AVENTIS II LP DUDUCTIONS	-1,454.
POWER SHARES	-8,462.
POWER SHARES	-1,397.
Total	-9,447.

Supporting Statement of:

Form 990-PF, p12/Line 3 Column (d)

Description	Amount
MS # 322 135129 656	57.
MS # 322 135130 656	32.
MANAGED FUTURES PREMIER AVENTIS LP	14.
MANAGED FUTURES PREMIER AVENTIS II LP	16.
POWERSHARES	81.
Total	200.

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
MS # 322 135129 656	122,301.
MS # 322 135130 656	389.
Total	122,690.

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 74-2832533
Account Number 322 135129 656
Customer Service: 866-324-6088

MARGARET SUE RUST FOUNDATION
2602 HWY 35N
ROCKPORT TX 78382-5707

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part 1 with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AB ELECTROLOX SPON ADR	CUSIP: 010198208	Symbol (Box 1d): ELUXY						
	248 000	07/30/13	10/09/13	\$12,394.77	\$14,421.80	\$0.00	(\$2,027.03)	\$0.00
ACCENTURE PLC IRELAND CL A	CUSIP: G1151C101	Symbol (Box 1d): ACN						
	63 000	07/12/13	12/19/13	\$4,967.26	\$4,739.36	\$0.00	\$227.90	\$0.00
DAIHATSU MOTOR CO LTD ADR	CUSIP: 23381A108	Symbol (Box 1d): DHTMY						
	26 000	12/12/12	02/21/13	\$1,032.71	\$980.61	\$0.00	\$52.10	\$0.00
	67 000	12/12/12	02/22/13	\$2,662.21	\$2,526.95	\$0.00	\$135.26	\$0.00
	232 000	12/12/12	06/12/13	\$8,997.47	\$8,750.04	\$0.00	\$247.43	\$0.00
Security Subtotal	325,000	CUSIP: 244199105	Symbol (Box 1d): DE	\$12,692.39	\$12,257.60	\$0.00	\$434.79	\$0.00
DEERE & CO	CUSIP: 244199105	Symbol (Box 1d): DE						
	76 000	11/21/12	09/04/13	\$6,407.64	\$6,288.79	\$0.00	\$118.85	\$0.00
EXPRESS SCRIPTS HLDG CO COM	CUSIP: 30219G108	Symbol (Box 1d): ESRX						
	5 000	06/26/13	11/14/13	\$330.76	\$307.98	\$0.00	\$22.78	\$0.00
FAMILY DOLLAR STORES	CUSIP: 307000109	Symbol (Box 1d): FDO						
	59 000	06/26/13	12/12/13	\$3,785.51	\$3,539.26	\$0.00	\$246.25	\$0.00
FOSSIL INC	CUSIP: 349882100	Symbol (Box 1d):						
	72 000	07/17/12	02/14/13	\$7,451.84	\$4,799.66	\$0.00	\$2,652.18	\$0.00
GAP INC	CUSIP: 364760108	Symbol (Box 1d): GPS						
	625 000	03/23/12	02/11/13	\$20,197.60	\$16,500.00	\$0.00	\$3,697.60	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number 74-2832533
Account Number 322 135129 656

Customer Service: 866-324-6088

MARGARET SUE RUST FOUNDATION
2602 HWY 35N
ROCKPORT TX 78382-5707

OMB NO. 1545-0715

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

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GETINGE AB UNSPONS ADR		CUSIP: 37427X104	Symbol (Box 1d): GNGBY					
	100 000	10/02/12	02/15/13	\$3,067.57	\$3,076.70	\$0.00	(\$9.13)	\$0.00
	85 000	12/13/12	10/16/13	\$2,642.01	\$2,783.75	\$0.00	(\$141.74)	\$0.00
Security Subtotal	185 000			\$5,709.58	\$5,860.45	\$0.00	(\$150.87)	\$0.00
GOLDMAN SACHS GRP INC		CUSIP: 38141G104	Symbol (Box 1d): GS					
	76 000	01/25/13	10/08/13	\$11,675.56	\$11,007.65	\$0.00	\$667.91	\$0.00
	26 000	05/31/13	10/08/13	\$3,994.27	\$4,274.45	\$0.00	(\$280.18)	\$0.00
Security Subtotal	102 000			\$15,669.83	\$15,282.10	\$0.00	\$387.73	\$0.00
ING GROEP NV ADR		CUSIP: 456837103	Symbol (Box 1d): ING					
	471 000	07/19/12	04/01/13	\$3,347.32	\$3,094.47	\$0.00	\$252.85	\$0.00
JB HUNT TRANS SERV		CUSIP: 445658107	Symbol (Box 1d): JBHT					
	52 000	07/25/12	03/07/13	\$3,584.79	\$2,768.65	\$0.00	\$816.14	\$0.00
LINCOLN ELEC HLDGS INC		CUSIP: 533900106	Symbol (Box 1d): LECO					
	4 000	05/03/12	03/07/13	\$224.51	\$199.02	\$0.00	\$25.49	\$0.00
	16 000	05/03/12	04/02/13	\$844.21	\$796.09	\$0.00	\$48.12	\$0.00
Security Subtotal	20 000			\$1,068.72	\$995.11	\$0.00	\$73.61	\$0.00
LULULEMON ATHLETICA INC		CUSIP: 550021109	Symbol (Box 1d): LULU					
	106 000	06/11/12	05/31/13	\$8,214.75	\$6,880.17	\$0.00	\$1,334.58	\$0.00

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Morgan Stanley

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

New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number 74-2832533
Account Number 322 135129 656

Customer Service: 866-324-6088

MARGARET SUE RUST FOUNDATION
2602 HWY 35N
ROCKPORT TX 78382-5707

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CUSIP: 68618H103 Symbol (Box 1d): OCLDY								
ORICA LTD UNSPON ADR	83,000	03/30/12	03/18/13	\$2,083.61	\$2,436.05	\$0.00	(\$352.44)	\$0.00
	100,000	04/10/12	03/18/13	\$2,510.37	\$2,760.00	\$0.00	(\$249.63)	\$0.00
Security Subtotal	183,000			\$4,593.98	\$5,196.05	\$0.00	(\$602.07)	\$0.00
CUSIP: 800212201 Symbol (Box 1d): SDVKY								
SANDVIK AB SPONS ADR	144,000	06/11/12	04/24/13	\$1,988.42	\$1,851.54	\$0.00	\$136.88	\$0.00
CUSIP: G81276100 Symbol (Box 1d): SIG								
SIGNET JEWELERS LIMITED	52,000	03/22/13	12/04/13	\$3,929.04	\$3,256.95	\$0.00	\$672.09	\$0.00
CUSIP: 83404D109 Symbol (Box 1d): SFTBY								
SOFTBANK CORP UNSPONS ADR	185,000	07/17/12	04/17/13	\$4,130.69	\$3,610.41	\$0.00	\$520.28	\$0.00
	290,000	07/25/12	04/17/13	\$6,475.14	\$5,502.29	\$0.00	\$972.85	\$0.00
	45,000	08/02/12	04/17/13	\$1,004.77	\$907.09	\$0.00	\$97.68	\$0.00
Security Subtotal	520,000			\$11,610.60	\$10,019.79	\$0.00	\$1,590.81	\$0.00
CUSIP: 88076W103 Symbol (Box 1d): TDC								
TERADATA CORP	111,000	06/26/13	09/12/13	\$6,626.78	\$5,601.05	\$0.00	\$1,025.73	\$0.00
CUSIP: 902973304 Symbol (Box 1d): USB								
U S BANCORP COM NEW	18,000	07/19/12	05/31/13	\$639.05	\$603.82	\$0.00	\$35.23	\$0.00
	11,000	07/19/12	05/31/13	\$390.53	\$369.00	\$0.00	\$21.53	\$0.00
	8,000	07/19/12	05/31/13	\$284.03	\$268.36	\$0.00	\$15.67	\$0.00
Security Subtotal	37,000			\$1,313.61	\$1,241.18	\$0.00	\$72.43	\$0.00

CONTINUED ON NEXT PAGE

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Morgan Stanley

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Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 74-2832533
Account Number 322 135129 656
Customer Service: 866-324-6088

MARGARET SUE RUST FOUNDATION
2602 HWY 35N
ROCKPORT TX 78382-5707

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VMWARE INC CLASS A		CUSIP: 928563402	Symbol (Box 1d): VMW					
	148 000	05/01/12	03/25/13	\$11,375.79	\$16,566.76	\$0.00	(\$5,190.97)	\$0.00
VOLVO AB ADR B		CUSIP: 928856400	Symbol (Box 1d): VOLVY					
	575 000	03/18/13	10/01/13	\$8,645.60	\$8,911.87	\$0.00	(\$266.27)	\$0.00
WABTEC		CUSIP: 929740108	Symbol (Box 1d): WAB					
	46 000	04/04/12	03/07/13	\$4,506.51	\$3,435.23	\$0.00	\$1,071.28	\$0.00
YUM BRANDS INC		CUSIP: 988498101	Symbol (Box 1d): YUM					
	208 000	07/30/12	01/15/13	\$13,832.09	\$13,887.83	\$0.00	(\$55.74)	\$0.00
Total Short Term Covered Securities				\$174,245.18	\$167,703.65	\$0.00	\$6,541.53	\$0.00

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

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2602 HWY 35N
ROCKPORT TX 78382-5707

Identification Number 26-4310632

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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)
REXAM PLC SPONSADR COMMOPA	0.000	01/29/13	01/29/13	\$7.00	\$0.00	\$0.00	\$7.00	\$0.00
WOLSELEY PLC JERSEY SPNSRD ADR	0.000	12/03/13	12/03/13	\$1.69	\$0.00	\$0.00	\$1.69	\$0.00
Total Short Term Noncovered Securities				\$8.69	\$0.00	\$0.00	\$8.69	\$0.00
Total Short Term Covered and Noncovered Securities				\$174,253.87	\$167,703.65	\$0.00	\$6,550.22	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ACCENTURE PLC IRELAND CL A CUSIP: G1151C101 Symbol (Box 1d): ACN								
	65,000	03/24/11	12/19/13	\$5,124.96	\$3,339.05	\$0.00	\$1,785.91	\$0.00
	35,000	03/24/11	12/19/13	\$2,759.59	\$1,798.30	\$0.00	\$961.29	\$0.00
Security Subtotal	100,000			\$7,884.55	\$5,137.35	\$0.00	\$2,747.20	\$0.00
ADTRAN INC CUSIP: 00738A106 Symbol (Box 1d): ADTN								
	354,000	12/12/11	08/12/13	\$9,287.13	\$10,643.93	\$0.00	(\$1,356.80)	\$0.00
	25,000	12/12/11	09/04/13	\$650.92	\$751.69	\$0.00	(\$100.77)	\$0.00
	221,000	12/12/11	09/04/13	\$5,754.16	\$6,644.94	\$0.00	(\$890.78)	\$0.00
Security Subtotal	600,000			\$15,692.21	\$18,040.56	\$0.00	(\$2,348.35)	\$0.00
ALLERGAN INC CUSIP: 018490102 Symbol (Box 1d): AGN								
	34,000	03/24/11	11/06/13	\$3,016.10	\$2,375.24	\$0.00	\$640.86	\$0.00
ARM HOLDINGS PLC ADS CUSIP: 042068106 Symbol (Box 1d): ARMH								
	205,000	09/24/12	10/10/13	\$9,649.51	\$5,690.60	\$0.00	\$3,958.91	\$0.00
BAXTER INTL INC CUSIP: 071813109 Symbol (Box 1d): BAX								
	58,000	09/16/11	03/07/13	\$4,018.15	\$3,275.84	\$0.00	\$742.31	\$0.00
BRITISH SKY BRDCSTG GRP PLC CUSIP: 111013108 Symbol (Box 1d): BSYBY								
	48,000	04/10/12	05/13/13	\$2,386.69	\$1,990.25	\$0.00	\$396.44	\$0.00
	65,000	04/19/12	05/13/13	\$3,231.97	\$2,775.04	\$0.00	\$456.93	\$0.00
	77,000	05/11/12	05/13/13	\$3,828.64	\$3,438.51	\$0.00	\$390.13	\$0.00
Security Subtotal	190,000			\$9,447.30	\$8,203.80	\$0.00	\$1,243.50	\$0.00

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

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BROADCOM CORP CL A								
	CUSIP: 111320107 Symbol (Box 1d): BRCM							
	113 000	02/08/11	07/09/13	\$3,795.73	\$5,029.18	\$0.00	(\$1,233.45)	\$0.00
	47 000	03/24/11	07/09/13	\$1,578.75	\$1,904.03	\$0.00	(\$325.28)	\$0.00
	39 000	09/16/11	07/09/13	\$1,310.03	\$1,379.82	\$0.00	(\$69.79)	\$0.00
	149 000	10/19/11	07/09/13	\$5,004.99	\$5,599.32	\$0.00	(\$594.33)	\$0.00
Security Subtotal	348 000			\$11,689.50	\$13,912.35	\$0.00	(\$2,222.85)	\$0.00
C R BARD INC NJ								
	CUSIP: 067383109 Symbol (Box 1d): BCR							
	116 000	12/12/11	09/18/13	\$13,944.55	\$9,816.78	\$0.00	\$4,127.77	\$0.00
	154 000	12/12/11	10/01/13	\$17,864.27	\$13,032.62	\$0.00	\$4,831.65	\$0.00
Security Subtotal	270 000			\$31,808.82	\$22,849.40	\$0.00	\$8,959.42	\$0.00
CACI INTERNATIONAL INC CL A								
	CUSIP: 127190304 Symbol (Box 1d): CACI							
	224 000	02/10/12	05/31/13	\$14,425.59	\$13,127.38	\$0.00	\$1,298.21	\$0.00
CHARLES SCHWAB NEW								
	CUSIP: 808513105 Symbol (Box 1d): SCHW							
	475 000	09/16/11	03/07/13	\$8,357.20	\$5,798.56	\$0.00	\$2,558.64	\$0.00
	325 000	09/16/11	03/14/13	\$5,861.92	\$3,967.44	\$0.00	\$1,894.48	\$0.00
	424 000	09/16/11	07/31/13	\$9,426.07	\$5,175.98	\$0.00	\$4,250.09	\$0.00
Security Subtotal	1,224 000			\$23,645.19	\$14,941.98	\$0.00	\$8,703.21	\$0.00
CHUBB CORP								
	CUSIP: 171232101 Symbol (Box 1d): CB							
	45 000	09/16/11	03/07/13	\$3,858.66	\$2,708.10	\$0.00	\$1,150.56	\$0.00
CISCO SYS INC								
	CUSIP: 17275R102 Symbol (Box 1d): CSCC							
	437 000	09/16/11	06/20/13	\$10,649.67	\$7,243.49	\$0.00	\$3,406.18	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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ROCKPORT TX 78382-5707

New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number 74-2832533
Account Number 322 135129 656

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OMB NO. 1545-0715

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

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE OF ACQUISITION (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)
COGNIZANT TECH SOLUTIONS CL A	44 000	03/24/11	06/07/13	\$2,901 12	\$3,490 52	\$0 00	(\$589 40)	\$0 00
CUSIP: 192446102 Symbol (Box 1d): CTSH								
DAITO TR CONSTR CO LTD ADR	104 000	03/10/11	07/12/13	\$2,307 45	\$2,130 93	\$0 00	\$176 52	\$0 00
	128.000	03/24/11	07/12/13	\$2,839.94	\$2,508.16	\$0.00	\$331.78	\$0.00
Security Subtotal	232.000			\$5,147.39	\$4,639.09	\$0.00	\$508.30	\$0.00
CUSIP: 244199105 Symbol (Box 1d): DE								
DEERE & CO	174 000	12/21/11	09/04/13	\$14,670 12	\$13,247 35	\$0 00	\$1,422 77	\$0 00
CUSIP: 24702R101 Symbol (Box 1d): DELL								
DELL INC	1,634 000	09/16/11	04/23/13	\$21,458 02	\$24,829 45	\$0 00	(\$3,371 43)	\$0 00
CUSIP: 25243Q205 Symbol (Box 1d): DEO								
DIAGEO PLC SPON ADR NEW	70 000	05/04/11	03/19/13	\$8,580 30	\$5,622 16	\$0 00	\$2,958 14	\$0 00
CUSIP: 25490A309 Symbol (Box 1d): DTV								
DIRECTV COM	9 000	03/24/11	04/05/13	\$496 66	\$417 60	\$0 00	\$79 06	\$0 00
	27.000	07/29/11	04/05/13	\$1,489.98	\$1,371.48	\$0.00	\$118.50	\$0.00
Security Subtotal	36.000			\$1,986.64	\$1,789.08	\$0.00	\$197.56	\$0.00
CUSIP: 256677105 Symbol (Box 1d): DG								
DOLLAR GEN CORP NEW COM	208 000	08/13/12	11/29/13	\$11,961 45	\$10,922 81	\$0 00	\$1,038 64	\$0 00
	112.000	08/31/12	11/29/13	\$6,440.78	\$5,717.12	\$0.00	\$723.66	\$0.00
Security Subtotal	320.000			\$18,402.23	\$16,639.93	\$0.00	\$1,762.30	\$0.00

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
EBAY INC								
		CUSIP: 278642103 Symbol (Box 1d): EBAY						
	288 000	03/24/11	01/15/13	\$15,207.40	\$9,021.66	\$0.00	\$6,185.74	\$0.00
	51 000	06/10/11	01/15/13	\$2,692.98	\$1,551.19	\$0.00	\$1,141.79	\$0.00
	90,000	06/10/11	06/07/13	\$4,670.33	\$2,737.40	\$0.00	\$1,932.93	\$0.00
	429,000			\$22,570.71	\$13,310.25	\$0.00	\$9,260.46	\$0.00
Security Subtotal								
EQUINIX INC NEW								
		CUSIP: 29444U502 Symbol (Box 1d): EQIX						
	68 000	08/31/11	08/05/13	\$12,131.46	\$6,545.38	\$0.00	\$5,586.08	\$0.00
	18 000	08/31/11	09/13/13	\$3,187.46	\$1,732.60	\$0.00	\$1,454.86	\$0.00
	54,000	10/19/11	09/13/13	\$9,562.37	\$5,196.57	\$0.00	\$4,365.80	\$0.00
	140,000			\$24,881.29	\$13,474.55	\$0.00	\$11,406.74	\$0.00
Security Subtotal								
ESTEE LAUDER CO INC CL A								
		CUSIP: 518439104 Symbol (Box 1d): EL						
	166 000	05/10/11	06/19/13	\$11,582.79	\$8,493.48	\$0.00	\$3,089.31	\$0.00
EXPERIAN GP LTD ADR								
		CUSIP: 30215C101 Symbol (Box 1d): EXPGY						
	290 000	08/13/12	10/01/13	\$5,577.06	\$4,477.95	\$0.00	\$1,099.11	\$0.00
EXPRESS SCRIPTS HLDG CO COM								
		CUSIP: 30219G108 Symbol (Box 1d): ESRX						
	19 000	03/24/11	11/14/13	\$1,256.87	\$1,026.19	\$0.00	\$230.68	\$0.00
FAMILY DOLLAR STORES								
		CUSIP: 307000109 Symbol (Box 1d): FDO						
	190 000	10/03/12	12/12/13	\$12,190.62	\$13,019.79	\$0.00	(\$829.17)	\$0.00

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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)
FANUC CORPORATION UNSP ADR								
		CUSIP: 307305102 Symbol (Box 1d): FANUY						
	83 000	09/16/11	05/20/13	\$2,172.58	\$2,083.30	\$0.00	\$89.28	\$0.00
	89 000	11/29/11	05/20/13	\$2,329.63	\$2,393.83	\$0.00	(\$64.20)	\$0.00
	172 000			\$4,502.21	\$4,477.13	\$0.00	\$25.08	\$0.00
		CUSIP: 349882100 Symbol (Box 1d):						
FOSSIL INC	88 000	02/03/12	02/14/13	\$9,107.81	\$8,880.34	\$0.00	\$227.47	\$0.00
GETINGE AB UNSPONS ADR								
		CUSIP: 37427X104 Symbol (Box 1d): GNGBY						
	190 000	10/02/12	10/16/13	\$5,905.67	\$5,845.73	\$0.00	\$59.94	\$0.00
	90 000	10/15/12	10/16/13	\$2,797.42	\$2,611.21	\$0.00	\$186.21	\$0.00
	280 000			\$8,703.09	\$8,456.94	\$0.00	\$246.15	\$0.00
GOOGLE INC-CL A								
		CUSIP: 38259P508 Symbol (Box 1d): GOOG						
	8 000	01/03/11	03/07/13	\$6,662.33	\$4,842.29	\$0.00	\$1,820.04	\$0.00
	4 000	03/24/11	03/07/13	\$3,331.16	\$2,340.76	\$0.00	\$990.40	\$0.00
	1 000	03/24/11	10/18/13	\$997.61	\$585.19	\$0.00	\$412.42	\$0.00
	26 000	09/16/11	10/18/13	\$25,937.83	\$14,179.82	\$0.00	\$11,758.21	\$0.00
	6 000	09/16/11	10/18/13	\$5,985.65	\$3,272.22	\$0.00	\$2,713.43	\$0.00
	4 000	09/16/11	10/18/13	\$3,990.43	\$2,181.48	\$0.00	\$1,808.95	\$0.00
	49 000			\$46,905.01	\$27,401.56	\$0.00	\$19,503.45	\$0.00
HILLENBRAND INC								
		CUSIP: 431571108 Symbol (Box 1d): HI						
	47 000	03/24/11	08/21/13	\$1,124.63	\$1,012.80	\$0.00	\$111.83	\$0.00
	158 000	06/08/11	08/21/13	\$3,780.68	\$3,601.04	\$0.00	\$179.64	\$0.00
	205 000			\$4,905.31	\$4,613.84	\$0.00	\$291.47	\$0.00

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ING GROEP NV ADR CUSIP: 456837103 Symbol (Box 1d): ING								
	433 000	05/27/11	04/01/13	\$3,077 26	\$5,171 19	\$0 00	(\$2,093 93)	\$0 00
	96 000	09/16/11	04/01/13	\$682 26	\$712 01	\$0 00	(\$29 75)	\$0 00
	362 000	10/13/11	04/01/13	\$2,572.68	\$2,946.03	\$0.00	(\$373.35)	\$0.00
Security Subtotal	891.000			\$6,332.20	\$8,829.23	\$0.00	(\$2,497.03)	\$0.00
JP MORGAN HIBRG DYN COMM STRT CUSIP: 48121A670 Symbol (Box 1d): HDCSX								
	783 208	01/18/12	06/26/13	\$9,414 16	\$13,713 98	\$0 00	(\$4,299 82)	\$0 00
LINCOLN ELEC HLDGS INC CUSIP: 533900106 Symbol (Box 1d): LECO								
	44 000	03/24/11	04/02/13	\$2,321 56	\$1,607 10	\$0 00	\$714 46	\$0 00
	109 000	05/03/12	10/28/13	\$7,313 73	\$5,423 37	\$0 00	\$1,890 36	\$0 00
	21.000	05/03/12	10/29/13	\$1,411.79	\$1,044.87	\$0.00	\$366.92	\$0.00
Security Subtotal	174.000			\$11,047.08	\$8,075.34	\$0.00	\$2,971.74	\$0.00
LVMH MOET HENNESSY LOUIS VUITT CUSIP: 502441306 Symbol (Box 1d): LVMUY								
	84 000	07/01/11	02/07/13	\$2,967 27	\$3,023 19	\$0 00	(\$55 92)	\$0 00
	28.000	09/16/11	02/07/13	\$989.09	\$896.00	\$0.00	\$93.09	\$0.00
Security Subtotal	112.000			\$3,956.36	\$3,919.19	\$0.00	\$37.17	\$0.00
MERCCK KGAA UNSPON ADR CUSIP: 589339100 Symbol (Box 1d): MKGAY								
	190 000	04/27/11	01/17/13	\$8 485 35	\$6,410 37	\$0 00	\$2,074 98	\$0 00
	48 000	04/27/11	07/19/13	\$2,517 52	\$1,619 46	\$0 00	\$898 06	\$0 00
	88 000	09/16/11	07/19/13	\$4,615 46	\$2,418 23	\$0 00	\$2,197 23	\$0 00
	164,000	06/04/12	07/19/13	\$8,601.53	\$5,021.30	\$0.00	\$3,580.23	\$0.00
Security Subtotal	490.000			\$24,219.86	\$15,469.36	\$0.00	\$8,750.50	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 74-2832533
Account Number 322 135129 656
Customer Service: 866-324-6088

MARGARET SUE RUST FOUNDATION
2602 HWY 35N
ROCKPORT TX 78382-5707

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

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MICROSOFT CORP	CUSIP: 594918104	Symbol (Box 1d): MSFT						
	369 000	09/16/11	07/30/13	\$11,735 02	\$10,049 90	\$0 00	\$1,685 12	\$0 00
NETGEAR INC	CUSIP: 64111Q104	Symbol (Box 1d): NTGR						
	320 000	02/03/12	04/12/13	\$10,252 09	\$13,750 91	\$0 00	(\$3,498 82)	\$0 00
NEWMONT MINING CORP (NEW)	CUSIP: 651639106	Symbol (Box 1d): NEM						
	289 000	09/16/11	11/08/13	\$7,766 19	\$18,983 49	\$0 00	(\$11,217 30)	\$0 00
OIL STATES INTL INC	CUSIP: 678026105	Symbol (Box 1d): OIS						
	166 000	02/29/12	04/18/13	\$12,005 86	\$13,660 85	\$0 00	(\$1,654 99)	\$0 00
ORICA LTD UNSPON ADR	CUSIP: 68618H103	Symbol (Box 1d): OCLDY						
	138 000	02/27/12	03/18/13	\$3,464 32	\$3,914 34	\$0 00	(\$450 02)	\$0 00
	34,000	03/09/12	03/18/13	\$853.53	\$948.60	\$0.00	(\$95.07)	\$0.00
	172,000			\$4,317.85	\$4,862.94	\$0.00	(\$545.09)	\$0.00
PETROFAC LTD LONDON UNSPON ADR	CUSIP: 716473103	Symbol (Box 1d): POFY						
	444 000	04/11/11	02/25/13	\$5,347 37	\$5,626 32	\$0 00	(\$278 95)	\$0 00
	252 000	04/11/11	12/05/13	\$2,400 41	\$3,193 32	\$0 00	(\$792 91)	\$0 00
	203 000	07/21/11	12/05/13	\$1,933 66	\$2,460 46	\$0 00	(\$526 80)	\$0 00
	228 000	09/16/11	12/05/13	\$2,171 80	\$2,692 68	\$0 00	(\$520 88)	\$0 00
	77 000	04/18/12	12/05/13	\$733.46	\$1,074.86	\$0.00	(\$341.40)	\$0.00
Security Subtotal	1,204,000			\$12,586.70	\$15,047.64	\$0.00	(\$2,460.94)	\$0.00

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SYMBOL (Box 1d)	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)
POTASH CP OF SASKATCHEWAN INC		CUSIP: 73755L107		Symbol (Box 1d): POT					
	62,000	08/16/11	07/17/13		\$2,389.38	\$3,408.59	\$0.00	(\$1,019.21)	\$0.00
	77,000	04/17/12	07/17/13		\$2,967.46	\$3,411.17	\$0.00	(\$443.71)	\$0.00
Security Subtotal	139,000				\$5,356.84	\$6,819.76	\$0.00	(\$1,462.92)	\$0.00
PROCTER & GAMBLE		CUSIP: 742718109		Symbol (Box 1d): PG					
	55,000	09/16/11	03/07/13		\$4,232.15	\$3,546.95	\$0.00	\$685.20	\$0.00
QUALCOMM INC		CUSIP: 747525103		Symbol (Box 1d): QCOM					
	165,000	08/06/12	09/13/13		\$11,325.40	\$9,971.68	\$0.00	\$1,353.72	\$0.00
ROCKWELL AUTOMATION INC		CUSIP: 773903109		Symbol (Box 1d): ROK					
	144,000	02/28/12	07/09/13		\$12,701.84	\$11,651.53	\$0.00	\$1,050.31	\$0.00
SANDVIK AB SPONS ADR		CUSIP: 800212201		Symbol (Box 1d): SDVKY					
	666,000	04/18/12	04/24/13		\$9,196.45	\$9,120.67	\$0.00	\$75.78	\$0.00
T ROWE PRICE GROUP INC		CUSIP: 74144T108		Symbol (Box 1d): TROW					
	5,000	03/24/11	03/13/13		\$375.22	\$322.60	\$0.00	\$52.62	\$0.00
	9,000	03/24/11	03/13/13		\$675.39	\$580.68	\$0.00	\$94.71	\$0.00
	35,000	03/24/11	03/13/13		\$2,626.54	\$2,258.20	\$0.00	\$368.34	\$0.00
Security Subtotal	49,000				\$3,677.15	\$3,161.48	\$0.00	\$515.67	\$0.00
TECHNIP-COFLEXIP		CUSIP: 878546209		Symbol (Box 1d): TKPPY					
	67,000	09/16/11	11/06/13		\$1,754.76	\$1,592.59	\$0.00	\$162.17	\$0.00
	93,000	10/09/12	11/06/13		\$2,435.71	\$2,680.29	\$0.00	(\$244.58)	\$0.00
Security Subtotal	160,000				\$4,190.47	\$4,272.88	\$0.00	(\$82.41)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TELSTRA CORP LTD SPON ADR	CUSIP: 87969N204	Symbol (Box 1d): TLSYY						
	287 000	02/18/11	07/29/13	\$6,485.05	\$4,332.32	\$0.00	\$2,152.73	\$0.00
	143,000	08/12/11	07/29/13	\$3,231.23	\$2,280.69	\$0.00	\$950.54	\$0.00
Security Subtotal	430,000	\$9,716.28		\$6,613.01	\$0.00	\$0.00	\$3,103.27	\$0.00
TERADATA CORP	CUSIP: 88076W103	Symbol (Box 1d): TDC						
	180 000	05/05/11	09/12/13	\$10,746.13	\$9,666.14	\$0.00	\$1,079.99	\$0.00
TORCHMARK CORP	CUSIP: 891027104	Symbol (Box 1d): TMK						
	45 000	09/16/11	07/19/13	\$3,108.05	\$1,678.81	\$0.00	\$1,429.24	\$0.00
U S BANCORP COM NEW	CUSIP: 902973304	Symbol (Box 1d): USB						
	105 000	09/16/11	03/07/13	\$3,578.32	\$2,514.24	\$0.00	\$1,064.08	\$0.00
	533,000	09/16/11	05/31/13	\$18,923.08	\$12,762.74	\$0.00	\$6,160.34	\$0.00
Security Subtotal	638,000	\$22,501.40		\$15,276.98	\$0.00	\$0.00	\$7,224.42	\$0.00
UNILEVER NV NY SH NEW	CUSIP: 904784709	Symbol (Box 1d): UN						
	736 000	09/16/11	01/25/13	\$29,518.45	\$23,077.65	\$0.00	\$6,440.80	\$0.00
UNITED TECHNOLOGIES CORP	CUSIP: 913017109	Symbol (Box 1d): UTX						
	39 000	01/11/12	03/07/13	\$3,575.86	\$2,958.54	\$0.00	\$617.32	\$0.00
VALEO SPONSORED ADR	CUSIP: 919134304	Symbol (Box 1d): VLEEY						
	38 000	06/30/11	06/26/13	\$1,173.78	\$1,293.89	\$0.00	(\$120.11)	\$0.00
	17,000	08/31/11	06/26/13	\$525.11	\$452.18	\$0.00	\$72.93	\$0.00
Security Subtotal	55,000	\$1,698.89		\$1,746.07	\$0.00	\$0.00	(\$47.18)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VARIAN MEDICAL SYS INC								
		CUSIP: 92220P105	Symbol (Box 1d): VAR					
	50.000	03/24/11	07/12/13	\$3,442.10	\$3,313.50	\$0.00	\$128.60	\$0.00
	46.000	07/29/11	07/12/13	\$3,166.73	\$2,897.17	\$0.00	\$269.56	\$0.00
	96.000			\$6,608.83	\$6,210.67	\$0.00	\$398.16	\$0.00
Security Subtotal								
WILEY JOHN & SON CL A								
		CUSIP: 968223206	Symbol (Box 1d): JWA					
	11.000	03/24/11	08/30/13	\$484.52	\$544.70	\$0.00	(\$60.18)	\$0.00
	12.000	07/29/11	08/30/13	\$528.57	\$598.65	\$0.00	(\$70.08)	\$0.00
	23.000			\$1,013.09	\$1,143.35	\$0.00	(\$130.26)	\$0.00
Security Subtotal								
WILLIAMS SONOMA								
		CUSIP: 969904101	Symbol (Box 1d): WSM					
	250.000	03/05/12	10/08/13	\$13,252.49	\$9,559.18	\$0.00	\$3,693.31	\$0.00
Total Long Term Covered Securities				\$637,166.98	\$548,233.87	\$0.00	\$88,933.11	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

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)	SYMBOL (Box 1d)	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)
ACCENTURE PLC IRELAND CL A									
		CUSIP: G1151C101		Symbol (Box 1d): ACN					
	94.000	09/15/10	12/19/13	\$7,411.48	\$3,710.25	\$0.00	\$0.00	\$3,701.23	\$0.00
	43.000	11/10/10	12/19/13	\$3,390.36	\$1,951.12	\$0.00	\$0.00	\$1,439.24	\$0.00
Security Subtotal	137.000			\$10,801.84	\$5,661.37	\$0.00	\$0.00	\$5,140.47	\$0.00
ALLERGAN INC									
		CUSIP: 018490102		Symbol (Box 1d): AGN					
	96.000	04/09/10	01/25/13	\$10,241.15	\$6,067.77	\$0.00	\$0.00	\$4,173.38	\$0.00
	70.000	04/09/10	11/06/13	\$6,209.61	\$4,424.41	\$0.00	\$0.00	\$1,785.20	\$0.00
Security Subtotal	166.000			\$16,450.76	\$10,492.18	\$0.00	\$0.00	\$5,958.58	\$0.00
ANHEUSER BUSCH INBEV SA SPON									
		CUSIP: 03524A108		Symbol (Box 1d): BUD					
	65.000	11/12/09	03/07/13	\$6,215.81	\$3,105.80	\$0.00	\$0.00	\$3,110.01	\$0.00
	95.000	11/12/09	07/17/13	\$8,701.37	\$4,539.25	\$0.00	\$0.00	\$4,162.12	\$0.00
Security Subtotal	160.000			\$14,917.18	\$7,645.05	\$0.00	\$0.00	\$7,272.13	\$0.00
APPLE INC									
		CUSIP: 037833100		Symbol (Box 1d): AAPL					
	10.000	07/25/06	09/23/13	\$4,896.54	\$610.02	\$0.00	\$0.00	\$4,286.52	\$0.00
	13.000	08/02/06	09/23/13	\$6,365.50	\$888.00	\$0.00	\$0.00	\$5,477.50	\$0.00
	22.000	02/07/08	09/23/13	\$10,772.40	\$2,654.95	\$0.00	\$0.00	\$8,117.45	\$0.00
Security Subtotal	45.000			\$22,034.44	\$4,162.97	\$0.00	\$0.00	\$17,871.47	\$0.00
ASSA ABLOY AB UNSP ADR									
		CUSIP: 045387107		Symbol (Box 1d): ASAZY					
	191.000	02/08/10	03/07/13	\$3,915.41	\$1,693.92	\$0.00	\$0.00	\$2,221.49	\$0.00
	154.000	02/08/10	07/30/13	\$3,400.00	\$1,365.78	\$0.00	\$0.00	\$2,034.22	\$0.00
	266.000	03/03/10	07/30/13	\$5,872.72	\$2,627.68	\$0.00	\$0.00	\$3,245.04	\$0.00
Security Subtotal	611.000			\$13,188.13	\$5,687.38	\$0.00	\$0.00	\$7,500.75	\$0.00

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

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

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CUSIP: 088606108 Symbol (Box 1d): BHP								
BHP BILLITON LTD	68 000	04/20/10	01/16/13	\$5,185.34	\$5,391.78	\$0.00	(\$206.44)	\$0.00
	17 000	06/09/10	01/16/13	\$1,296.33	\$1,052.72	\$0.00	\$243.61	\$0.00
Security Subtotal	85,000			\$6,481.67	\$6,444.50	\$0.00	\$37.17	\$0.00
CUSIP: 110448107 Symbol (Box 1d): BTI								
BRITISH AMER TOB SPON ADR	78 000	01/30/07	03/15/13	\$8,235.66	\$4,777.19	\$0.00	\$3,458.47	\$0.00
CUSIP: 111320107 Symbol (Box 1d): BRCM								
BROADCOM CORP CL A	166 000	06/24/10	07/09/13	\$5,576.02	\$5,656.95	\$0.00	(\$80.93)	\$0.00
CUSIP: 138006309 Symbol (Box 1d): CAJ								
CANON INC ADR NEW	135 000	04/17/08	05/02/13	\$4,766.66	\$6,582.35	\$0.00	(\$1,815.69)	\$0.00
	69 000	09/09/08	05/02/13	\$2,436.29	\$2,956.65	\$0.00	(\$520.36)	\$0.00
	138 000	10/31/08	05/02/13	\$4,872.59	\$4,692.48	\$0.00	\$180.11	\$0.00
	29 000	02/05/09	05/02/13	\$1,023.95	\$798.63	\$0.00	\$225.32	\$0.00
Security Subtotal	371,000			\$13,099.49	\$15,030.11	\$0.00	(\$1,930.62)	\$0.00
CUSIP: 151020104 Symbol (Box 1d): CELG								
CELGENE CORP	41 000	04/09/10	03/07/13	\$4,513.58	\$2,526.12	\$0.00	\$1,987.46	\$0.00
CUSIP: 156782104 Symbol (Box 1d): CERN								
CERNER CORP	46 000	03/20/09	03/07/13	\$4,199.24	\$1,008.55	\$0.00	\$3,190.69	\$0.00
CUSIP: 192446102 Symbol (Box 1d): CTSH								
COGNIZANT TECH SOLUTIONS CL A	51 000	05/30/06	06/07/13	\$3,362.67	\$1,504.75	\$0.00	\$1,857.92	\$0.00
	75 000	02/07/08	06/07/13	\$4,945.10	\$2,062.50	\$0.00	\$2,882.60	\$0.00
	66,000	03/20/09	06/07/13	\$4,351.68	\$1,386.00	\$0.00	\$2,965.68	\$0.00
Security Subtotal	192,000			\$12,659.45	\$4,953.25	\$0.00	\$7,706.20	\$0.00

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

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)
DAITO TR CONSTR CO LTD ADR								
		CUSIP: 23405X100 Symbol (Box 1d):						
	99 000	06/22/10	02/07/13	\$2,230.46	\$1,338.63	\$0.00	\$891.83	\$0.00
	160 000	09/07/10	02/07/13	\$3,604.78	\$2,474.70	\$0.00	\$1,130.08	\$0.00
	7 000	10/05/10	02/07/13	\$157.71	\$105.38	\$0.00	\$52.33	\$0.00
	125 000	10/05/10	03/11/13	\$2,623.84	\$1,881.70	\$0.00	\$742.14	\$0.00
	152 000	10/05/10	07/12/13	\$3,372.42	\$2,288.15	\$0.00	\$1,084.27	\$0.00
	16 000	12/17/10	07/12/13	\$354.99	\$263.20	\$0.00	\$91.79	\$0.00
Security Subtotal	559,000			\$12,344.20	\$8,351.76	\$0.00	\$3,992.44	\$0.00
DIRECTV COM								
		CUSIP: 25490A309 Symbol (Box 1d):						
	108 000	07/25/08	04/05/13	\$5,959.95	\$2,883.90	\$0.00	\$3,076.05	\$0.00
	19 000	03/20/09	04/05/13	\$1,048.51	\$422.18	\$0.00	\$626.33	\$0.00
	87 000	12/17/10	04/05/13	\$4,801.07	\$3,426.06	\$0.00	\$1,375.01	\$0.00
Security Subtotal	214,000			\$11,809.53	\$6,732.14	\$0.00	\$5,077.39	\$0.00
EQUIFAX INC								
		CUSIP: 294429105 Symbol (Box 1d):						
	89 000	09/09/09	01/22/13	\$5,163.47	\$2,393.76	\$0.00	\$2,769.71	\$0.00
	1 000	10/05/10	01/22/13	\$58.02	\$31.24	\$0.00	\$26.78	\$0.00
Security Subtotal	90,000			\$5,221.49	\$2,425.00	\$0.00	\$2,796.49	\$0.00
EXPRESS SCRIPTS HLDG CO COM								
		CUSIP: 30219G108 Symbol (Box 1d):						
	65 000	12/17/07	11/14/13	\$4,299.80	\$2,314.48	\$0.00	\$1,985.32	\$0.00
	32 000	12/17/07	11/14/13	\$2,116.82	\$1,139.43	\$0.00	\$977.39	\$0.00
	12 000	03/09/09	11/14/13	\$793.81	\$276.01	\$0.00	\$517.80	\$0.00
	92 000	03/20/09	11/14/13	\$6,085.87	\$2,184.54	\$0.00	\$3,901.33	\$0.00
	4 000	12/11/09	11/14/13	\$264.60	\$174.66	\$0.00	\$89.94	\$0.00
Security Subtotal	205,000			\$13,560.90	\$6,089.12	\$0.00	\$7,471.78	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

MARGARET SUE RUST FOUNDATION
2602 HWY 35N
ROCKPORT TX 78382-5707

Taxpayer ID Number 74-2832533
Account Number 322 135129 656

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.

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FANUC CORPORATION UNSP ADR CUSIP: 307305102 Symbol (Box 1d): FANUY								
	259 000	09/22/10	05/20/13	\$6,779 48	\$6,516 54	\$0.00	\$262 94	\$0.00
	54 000	12/17/10	05/20/13	\$1,413.48	\$1,325.70	\$0.00	\$87.78	\$0.00
Security Subtotal	313.000			\$8,192.96	\$7,842.24	\$0.00	\$350.72	\$0.00
FIRST CASH FINL SVCS INC CUSIP: 31942D107 Symbol (Box 1d): FCFS								
	91 000	10/06/10	03/07/13	\$5,023 90	\$2,524 46	\$0.00	\$2,499 44	\$0.00
	159 000	10/06/10	11/18/13	\$9,924 27	\$4,410 87	\$0.00	\$5,513 40	\$0.00
	16 000	10/06/10	11/19/13	\$988.35	\$443 86	\$0.00	\$544 49	\$0.00
	15 000	10/06/10	11/20/13	\$925.08	\$416.12	\$0.00	\$508.96	\$0.00
Security Subtotal	281.000			\$16,861.60	\$7,795.31	\$0.00	\$9,066.29	\$0.00
GOOGLE INC-CL A CUSIP: 38259P508 Symbol (Box 1d): GOOG								
	5 000	09/09/08	03/07/13	\$4,163 96	\$2,122 05	\$0.00	\$2,041 91	\$0.00
GRACO INC CUSIP: 384109104 Symbol (Box 1d): GGG								
	109 000	03/20/09	11/18/13	\$8,543 99	\$1,704 16	\$0.00	\$6,839 83	\$0.00
	41 000	03/20/09	11/19/13	\$3,176.63	\$641.01	\$0.00	\$2,535.62	\$0.00
Security Subtotal	150.000			\$11,720.62	\$2,345.17	\$0.00	\$9,375.45	\$0.00
HENRY SCHEIN INC CUSIP: 806407102 Symbol (Box 1d): HSIC								
	6 000	10/11/06	03/07/13	\$535 60	\$306 88	\$0.00	\$228 72	\$0.00
	34 000	10/11/06	03/07/13	\$3,036.84	\$1,739.01	\$0.00	\$1,297.83	\$0.00
Security Subtotal	40.000			\$3,572.44	\$2,045.89	\$0.00	\$1,526.55	\$0.00
HILLENBRAND INC CUSIP: 431571108 Symbol (Box 1d): HI								
	227 000	12/01/10	05/22/13	\$5,615 08	\$4,390 66	\$0.00	\$1,224 42	\$0.00
	38 000	12/17/10	05/22/13	\$939 97	\$778 85	\$0.00	\$161 12	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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Taxpayer ID Number 74-2832533
Account Number 322 135129 656

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ROCKPORT TX 78382-5707

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

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.)
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HILLENBRAND INC	120 000	12/17/10	05/23/13	\$2,893.84	\$2,459.52	\$0.00	\$434.32	\$0.00
	205.000	12/17/10	08/21/13	\$4,905.32	\$4,201.68	\$0.00	\$703.64	\$0.00
Security Subtotal	590.000			\$14,354.21	\$11,830.71	\$0.00	\$2,523.50	\$0.00
HMS HOLDINGS CORP		CUSIP: 40425J101 Symbol (Box 1d): HMSY						
	390 000	07/07/10	01/22/13	\$11,043.81	\$7,078.86	\$0.00	\$3,964.95	\$0.00
ING GROEP NV ADR		CUSIP: 456837103 Symbol (Box 1d): ING						
	86 000	10/25/10	04/01/13	\$611.19	\$979.46	\$0.00	(\$368.27)	\$0.00
	737.000	11/10/10	04/01/13	\$5,237.74	\$8,285.65	\$0.00	(\$3,047.91)	\$0.00
Security Subtotal	823.000			\$5,848.93	\$9,265.11	\$0.00	(\$3,416.18)	\$0.00
INTL BUSINESS MACHINES CORP		CUSIP: 459200101 Symbol (Box 1d): IBM						
	20 000	03/20/09	03/07/13	\$4,181.50	\$1,888.92	\$0.00	\$2,292.58	\$0.00
	14 000	03/20/09	05/09/13	\$2,849.43	\$1,322.24	\$0.00	\$1,527.19	\$0.00
	4 000	12/11/09	05/09/13	\$814.12	\$517.12	\$0.00	\$297.00	\$0.00
	40.000	06/23/10	05/09/13	\$8,141.23	\$5,207.44	\$0.00	\$2,933.79	\$0.00
Security Subtotal	78.000			\$15,986.28	\$8,935.72	\$0.00	\$7,050.56	\$0.00
JACK HENRY & ASSOC INC		CUSIP: 426281101 Symbol (Box 1d): JKHY						
	200 000	09/09/08	03/07/13	\$8,903.64	\$4,133.36	\$0.00	\$4,770.28	\$0.00
JOHNSON & JOHNSON		CUSIP: 478160104 Symbol (Box 1d): JNJ						
	20 000	05/30/06	03/07/13	\$1,555.96	\$1,202.60	\$0.00	\$353.36	\$0.00
	54 000	05/30/06	03/07/13	\$4,201.11	\$3,247.02	\$0.00	\$954.09	\$0.00
	6.000	05/30/06	09/12/13	\$534.00	\$360.78	\$0.00	\$173.22	\$0.00
	65.000	03/20/09	09/12/13	\$5,785.02	\$3,376.62	\$0.00	\$2,408.40	\$0.00
Security Subtotal	145.000			\$12,076.09	\$8,187.02	\$0.00	\$3,889.07	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

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

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JP MORGAN HIBRG DYN COMM STRT	5,963.638	09/27/11	06/26/13	\$71,682.93	\$110,983.24	\$0.00	(\$39,300.31)	\$0.00
CUSIP: 48121A670		Symbol (Box 1d):		HDCSX				
CUSIP: 533900106		Symbol (Box 1d):		LECO				
LINCOLN ELEC HLDGS INC	119,000	05/30/06	03/07/13	\$6,679.20	\$3,258.41	\$0.00	\$3,420.79	\$0.00
	7,000	05/30/06	03/07/13	\$392.90	\$191.67	\$0.00	\$201.23	\$0.00
	42,000	05/30/06	04/02/13	\$2,216.04	\$1,150.03	\$0.00	\$1,066.01	\$0.00
	126,000	10/24/06	04/02/13	\$6,648.11	\$3,659.67	\$0.00	\$2,988.44	\$0.00
	12,000	03/20/09	04/02/13	\$633.15	\$190.94	\$0.00	\$442.21	\$0.00
Security Subtotal	306,000			\$16,569.40	\$8,450.72	\$0.00	\$8,118.68	\$0.00
CUSIP: 502441306		Symbol (Box 1d):		LVMUY				
LVMH MOET HENNESSY LOUIS VUITT	6,000	04/27/09	02/07/13	\$211.95	\$89.31	\$0.00	\$122.64	\$0.00
	250,000	06/02/09	02/07/13	\$8,831.17	\$4,394.03	\$0.00	\$4,437.14	\$0.00
Security Subtotal	256,000			\$9,043.12	\$4,483.34	\$0.00	\$4,559.78	\$0.00
MEDTRONIC INC	20,000	05/06/09	03/07/13	\$914.17	\$640.41	\$0.00	\$273.76	\$0.00
CUSIP: 585055106		Symbol (Box 1d):		MDT				
MYLAN INC	162,000	02/11/10	03/07/13	\$4,971.98	\$2,860.86	\$0.00	\$2,111.12	\$0.00
CUSIP: 628530107		Symbol (Box 1d):		MYL				
NORTHROP GRUMMAN CP(HLDG CO)	77,000	03/24/09	08/14/13	\$7,304.25	\$2,913.03	\$0.00	\$4,391.22	\$0.00
	11,000	07/29/09	08/14/13	\$1,043.46	\$440.33	\$0.00	\$603.13	\$0.00
Security Subtotal	88,000			\$8,347.71	\$3,353.36	\$0.00	\$4,994.35	\$0.00
CUSIP: 67103H107		Symbol (Box 1d):		ORLY				
O'REILLY AUTOMOTIVE INC NEW	40,000	01/28/10	03/07/13	\$4,179.50	\$1,507.55	\$0.00	\$2,671.95	\$0.00

IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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PANERA BREAD COMPANY CL A	80,000	01/28/10	04/04/13	\$13,920.28	\$5,767.32	\$0.00	\$8,152.96	\$0.00
		CUSIP: 69840W108		Symbol (Box 1d): PNRA				
PEPSICO INC NC	28,000	03/20/09	03/07/13	\$2,158.19	\$1,409.18	\$0.00	\$749.01	\$0.00
		CUSIP: 713448108		Symbol (Box 1d): PEP				
	18,000	07/01/09	03/07/13	\$1,387.41	\$1,016.47	\$0.00	\$370.94	\$0.00
Security Subtotal	46,000			\$3,545.60	\$2,425.65	\$0.00	\$1,119.95	\$0.00
POTASH CP OF SASKATCHEWAN INC	19,000	07/02/10	07/17/13	\$732.23	\$540.65	\$0.00	\$191.58	\$0.00
		CUSIP: 73755L107		Symbol (Box 1d): POT				
	48,000	11/05/10	07/17/13	\$1,849.84	\$2,259.06	\$0.00	(\$409.22)	\$0.00
	108,000	12/17/10	07/17/13	\$4,162.15	\$5,042.88	\$0.00	(\$880.73)	\$0.00
Security Subtotal	175,000			\$6,744.22	\$7,842.59	\$0.00	(\$1,098.37)	\$0.00
SANOFI ADR	55,000	08/30/07	01/15/13	\$2,637.51	\$2,223.91	\$0.00	\$413.60	\$0.00
		CUSIP: 80105N105		Symbol (Box 1d): SNY				
	74,000	08/31/07	01/15/13	\$3,548.66	\$3,017.05	\$0.00	\$531.61	\$0.00
	21,000	12/23/08	01/15/13	\$1,007.05	\$664.75	\$0.00	\$342.30	\$0.00
	120,000	12/23/08	02/11/13	\$5,735.76	\$3,798.56	\$0.00	\$1,937.20	\$0.00
	17,000	12/23/08	07/03/13	\$855.16	\$538.13	\$0.00	\$317.03	\$0.00
	88,000	01/14/09	07/03/13	\$4,426.69	\$2,823.94	\$0.00	\$1,602.75	\$0.00
	49,000	01/14/09	08/07/13	\$2,548.70	\$1,572.42	\$0.00	\$976.28	\$0.00
	95,000	02/11/09	08/07/13	\$4,941.36	\$2,891.88	\$0.00	\$2,049.48	\$0.00
	61,000	03/20/09	08/07/13	\$3,172.87	\$1,690.31	\$0.00	\$1,482.56	\$0.00
Security Subtotal	580,000			\$28,873.76	\$19,220.95	\$0.00	\$9,652.81	\$0.00

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T ROWE PRICE GROUP INC								
	CUSIP: 74144T108 Symbol (Box 1d): TROW							
	23,000	05/30/06	03/07/13	\$1,718.98	\$902.29	\$0.00	\$816.69	\$0.00
	33,000	03/20/09	03/07/13	\$2,466.36	\$844.73	\$0.00	\$1,621.63	\$0.00
	127,000	03/20/09	03/13/13	\$9,530.56	\$3,250.95	\$0.00	\$6,279.61	\$0.00
	183,000			\$13,715.90	\$4,997.97	\$0.00	\$8,717.93	\$0.00
	Security Subtotal							
TECHNIP-COFLEXIP								
	CUSIP: 878546209 Symbol (Box 1d): TKPPY							
	75,000	10/28/10	11/06/13	\$1,964.28	\$1,549.20	\$0.00	\$415.08	\$0.00
	240,000	12/17/10	11/06/13	\$6,285.71	\$5,481.00	\$0.00	\$804.71	\$0.00
	315,000			\$8,249.99	\$7,030.20	\$0.00	\$1,219.79	\$0.00
	Security Subtotal							
TRAVELERS COMPANIES INC COM								
	CUSIP: 89417E109 Symbol (Box 1d): TRV							
	52,000	11/04/09	03/07/13	\$4,220.23	\$2,662.02	\$0.00	\$1,558.21	\$0.00
	3,000	12/11/09	03/07/13	\$243.47	\$151.26	\$0.00	\$92.21	\$0.00
	55,000			\$4,463.70	\$2,813.28	\$0.00	\$1,650.42	\$0.00
	Security Subtotal							
UNILEVER PLC (NEW) ADS								
	CUSIP: 904767704 Symbol (Box 1d): UL							
	109,000	07/10/07	03/07/13	\$4,442.96	\$3,668.41	\$0.00	\$774.55	\$0.00
	80,000	07/10/07	07/30/13	\$3,245.69	\$2,692.41	\$0.00	\$553.28	\$0.00
	180,000	09/26/08	07/30/13	\$7,302.79	\$5,074.81	\$0.00	\$2,227.98	\$0.00
	369,000			\$14,991.44	\$11,435.63	\$0.00	\$3,555.81	\$0.00
	Security Subtotal							
V F CORPORATION								
	CUSIP: 918204108 Symbol (Box 1d): VFC							
	70,000	02/22/07	05/02/13	\$12,249.56	\$5,644.01	\$0.00	\$6,605.55	\$0.00
	3,000	02/22/07	05/02/13	\$524.97	\$241.89	\$0.00	\$283.08	\$0.00
	9,000	03/20/09	05/02/13	\$1,049.96	\$336.30	\$0.00	\$713.66	\$0.00
	79,000			\$13,824.49	\$6,222.20	\$0.00	\$7,602.29	\$0.00
	Security Subtotal							

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1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 74-2832533
Account Number 322 135129 656
Customer Service: 866-324-6088

MARGARET SUE RUST FOUNDATION
2602 HWY 35N
ROCKPORT TX 78382-5707

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

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

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

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VANGUARD TOTAL BOND MARKET								
	828,000	09/09/08	09/13/13	\$66,068.28	\$63,861.24	\$0.00	\$2,207.04	\$0.00
VARIAN MEDICAL SYS INC								
	16,000	03/20/09	07/12/13	\$1,101.47	\$470.56	\$0.00	\$630.91	\$0.00
	124,000	02/05/10	07/12/13	\$8,536.41	\$5,879.89	\$0.00	\$2,656.52	\$0.00
Security Subtotal	140,000			\$9,637.88	\$6,350.45	\$0.00	\$3,287.43	\$0.00
W W GRAINGER INC								
	15,000	10/20/09	03/07/13	\$3,455.32	\$1,434.99	\$0.00	\$2,020.33	\$0.00
WD 40 COMPANY								
	92,000	09/09/08	03/07/13	\$5,042.97	\$3,333.87	\$0.00	\$1,709.10	\$0.00
	22,000	09/09/08	11/18/13	\$1,607.99	\$797.23	\$0.00	\$810.76	\$0.00
	25,000	09/09/08	11/19/13	\$1,825.42	\$905.94	\$0.00	\$919.48	\$0.00
	31,000	09/09/08	11/20/13	\$2,263.54	\$1,123.37	\$0.00	\$1,140.17	\$0.00
	35,000	09/09/08	11/21/13	\$2,583.91	\$1,268.32	\$0.00	\$1,315.59	\$0.00
	27,000	09/09/08	11/22/13	\$2,009.95	\$978.42	\$0.00	\$1,031.53	\$0.00
Security Subtotal	232,000			\$15,333.78	\$8,407.15	\$0.00	\$6,926.63	\$0.00
WILEY JOHN & SON CL A								
	233,000	12/17/10	08/05/13	\$10,654.39	\$10,652.18	\$0.00	\$2.21	\$0.00
	25,000	12/17/10	08/06/13	\$1,143.09	\$1,142.94	\$0.00	\$0.15	\$0.00
	182,000	12/17/10	08/29/13	\$8,046.51	\$8,320.59	\$0.00	(\$274.08)	\$0.00
	17,000	12/17/10	08/30/13	\$748.81	\$777.20	\$0.00	(\$28.39)	\$0.00
Security Subtotal	457,000			\$20,592.80	\$20,892.91	\$0.00	(\$300.11)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 74-2832533
Account Number 322 135129 656
Customer Service: 866-324-6088

MARGARET SUE RUST FOUNDATION
2602 HWY 35N
ROCKPORT TX 78382-5707

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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)
WORLD FUEL SERVICES CORP	360 000	05/30/06	08/20/13	\$13,681 67	\$9,046 42	\$0 00	\$4,635 25	\$0 00
YAHOO JAPAN CP UNSPON ADR	0 000	10/07/10	10/15/13	\$6 81	\$0 00	\$0 00	\$6 81	\$0 00

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Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

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

MARGARET SUE RUST FOUNDATION
2602 HWY 35N
ROCKPORT TX 78382-5707

Identification Number 26-4310632

Taxpayer ID Number 74-2832533
Account Number 322 135129 656

Customer Service: 866-324-6088

OMB NO. 1545-0715

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

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)	SYMBOL (Box 1d)	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)
YOUNG INNOVATIONS INC									
	80.000	05/30/06	02/01/13		\$3,160.00	\$2,601.78	\$0.00	\$558.22	\$0.00
	60.000	10/24/06	02/01/13		\$2,370.00	\$2,181.92	\$0.00	\$188.08	\$0.00
	55.000	09/09/08	02/01/13		\$2,172.50	\$1,087.90	\$0.00	\$1,084.60	\$0.00
Security Subtotal	195.000				\$7,702.50	\$5,871.60	\$0.00	\$1,830.90	\$0.00
Total Long Term Noncovered Securities					\$648,335.35	\$485,125.11	\$0.00	\$163,210.24	\$0.00
Total Long Term Covered and Noncovered Securities					\$1,285,502.33	\$1,033,358.98	\$0.00	\$252,143.35	\$0.00
Total Short and Long Term, Covered and Noncovered Securities					\$1,459,756.20	\$1,201,062.63	\$0.00	\$258,693.57	\$0.00
Form 1099-B Total Reportable Amounts									
Total Sales Price (Box 2a)	\$1,459,756.20								
Total Cost or Other Basis (Box 3)	\$715,937.52								
Total Wash Sale Loss Disallowed (Box 5)	\$0.00								
Total Fed Tax Withheld (Box 4)	\$0.00								

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

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