Form 990-PF

Department of the Treasury
Internal Revenue Service

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2013

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

Name of foundation: Andrews Family Foundation

A Employer identification number: 76-0664008

Number and street (or P O box number if mail is not delivered to street address): One Sugar Creek Center Blvd. Room/suite: 970

B Telephone number (see the instructions): (281) 565-9200

City or town, state or province, country, and ZIP or foreign postal code: Sugar Land TX 77478

C If exemption application is pending, check here ► ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 810,742.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	125.	125.	125.	
	4 Dividends and interest from securities	16,208.	16,208.	16,208.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	11,984.			
	b Gross sales price for all assets on line 6a 388,796.				
	7 Capital gain net income (from Part IV, line 2)		11,984.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Line 11 Stmt	5,933.	5,855.	5,855.	
	12 **Total.** Add lines 1 through 11	34,250.	34,172.	22,188.	
OPERATING AND ADMINISTRATIVE EXPENSES	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) L-16b Stmt	1,660.			
	c Other prof fees (attach sch) L-16c Stmt	6,022.	6,022.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	442.	73.	73.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,124.	6,095.	73.	
	25 Contributions, gifts, grants paid	128,500.			128,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	136,624.	6,095.	73.	128,500.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-102,374.			
	b **Net investment income** (if negative, enter -0-)		28,077.		
	c **Adjusted net income** (if negative, enter -0-)			22,115.	

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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	583,100.	54,934.	54,934.
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)			
	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) L-13 Stmt	236,820.	662,612.	755,808.
	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)	819,920.	717,546.	810,742.
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 ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	819,920.	717,546.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	819,920.	717,546.	
	31	Total liabilities and net assets/fund balances (see instructions)	819,920.	717,546.	

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	819,920.
2	Enter amount from Part I, line 27a	2	-102,374.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	717,546.
5	Decreases not included in line 2 (itemize) ► Rounding	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	717,546.

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)
1a	See Schedule Attached	P	Various	12/31/13
b	See Schedule Attached	P	Various	12/31/13
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	206,822.		212,387.	-5,565.
b	181,974.		164,425.	17,549.
c				
d				
e				

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))
a				-5,565.
b	0.	0.	0.	17,549.
c	0.	0.		
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7. If (loss), enter -0- in Part I, line 7	2	11,984.
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	-5,565.

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	232,656.	1,007,524.	0.230919
2011	124,691.	1,107,498.	0.112588
2010	126,914.	1,143,571.	0.110980
2009	126,319.	1,171,458.	0.107831
2008	104,653.	1,581,218.	0.066185

2	**Total** of line 1, column (d)	2	0.628503
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.125701
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	859,150.
5	Multiply line 4 by line 3	5	107,996.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	281.
7	Add lines 5 and 6	7	108,277.
8	Enter qualifying distributions from Part XII, line 4	8	128,500.

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 ► [ ] 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 ► [X] and enter 1% of Part I, line 27b	1	281.
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	281.
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	281.
6	Credits/Payments:		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013 — 6 a: 0.		
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		
d	Backup withholding erroneously withheld — 6 d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	281.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	0.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ► 0. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► Jay F. Rea Telephone no ► (281) 565-9200

Located at ► One Sugar Creek Center Blvd Sugar Land TX ZIP + 4 ► 77478

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

and enter the amount of tax-exempt interest received or accrued during the year ► 15

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

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

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

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions.)		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 ► 20__ , 20__ , 20__ , 20__ .				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*		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)*

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** No: X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
A. Glynn Andrews 3909 Sundown Drive, McAllen TX 78504	President 1.00	0.	0.	0.
Laurie Andrews 3909 Sundown Drive, McAllen TX 78504	Vice President 1.00	0.	0.	0.
Shawn Forshage 2408 El Encino, Mission, TX 78572	Vice President 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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	653,183.
b	Average of monthly cash balances	1b	219,051.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	872,234.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	872,234.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	13,084.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	859,150.
6	**Minimum investment return.** Enter 5% of line 5	6	42,958.

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	42,958.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 281.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	281.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	42,677.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	42,677.
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	42,677.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	128,500.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	128,500.
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	281.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	128,219.

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				42,677.
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 ... 0.				
b From 2009 ... 11,292.				
c From 2010 ... 70,907.				
d From 2011 ... 67,934.				
e From 2012 ... 182,968.				
f **Total** of lines 3a through e	333,101.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 128,500.				
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				42,677.
e Remaining amount distributed out of corpus	85,823.			
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	418,924.			
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)	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	418,924.			
10 Analysis of line 9.				
a Excess from 2009 .. 11,292.				
b Excess from 2010 .. 70,907.				
c Excess from 2011 .. 67,934.				
d Excess from 2012 .. 182,968.				
e Excess from 2013 .. 85,823.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

A. Glynn and Laurie Andrews

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
MD Anderson Cancer Center Attn: Stephanie Young PO Box 301439 Houston TX 77230-1439	N/A	Public	Unrestricted use by MD Anderson Cancer Ctr	110,000.
The First Impressions and More, Inc. 403 North Main Street McAllen TX 78501	N/A	Public	Unrestricted use by First Impressions and More	1,500.
Museum of South Texas History 121 E. McIntyre Edinburg TX 78541	N/A	Public	Unrestricted use by Museum of South Texas History	5,000.
Make a Wish Foundation of the Rio Grande Valley 1801 S Col Rowe Blvd McAllen TX 78503	N/A	Public	Unrestricted use by Make a Wish Foundation of the Rio Grande Valley	5,000.
Vannie E. Cook Jr Children's Clinic 101 E. Expressway 83 McAllen TX 78503	N/A	Public	Unrestricted use by Vannie E Cook Jr Children's Clinic	3,000.
McAllen Calvary Chruch 1600 Harvey Drive McAllen TX 78501	N/A	Public	Unrestricted use by McAllen Calvary Chruch	2,000.
Our Lady of Sorrows Catholic Church 1108 Hackberry Ave McAllen TX 78501		Public	Unrestricted use by Our Lady of Sorrows Catholic Church	2,000.
Total . . . . ► **3a**				128,500.
***b** Approved for future payment*				
Total . . . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	125.	
4 Dividends and interest from securities			14	16,208.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	11,984.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				28,317.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 28,317.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/9/14 Title:

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Jay F. Rea	[signature]	4/30/14	X	P00751116
Firm's name ▶ Jay F. Rea, CPA			Firm's EIN ▶ 76-0262208	
Firm's address ▶ One Sugar Creek Center Boulevard, Suite 970, Sugar Land TX 77478			Phone no (281) 565-9200	

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Other	78.		
Capital Gain Distributions	5,855.	5,855.	5,855.
Total	5,933.	5,855.	5,855.

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

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise	344.			
Foreign Tax	73.	73.	73.	
Miscellaneous	25.			
Total	442.	73.	73.	

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 . . [X] Business . [ ] Ginger Hanna 1500 W. Esperanza, McAllen, TX 78501	Vice President 1.00	0.	0.	0.
Person . . [ ] Business . [ ] Jay F. Rea One Sugar Creek Ctr Blvd Ste 970 Sugar Land TX 77478	Treasurer 1.00	0.	0.	0.
Total		0.	0.	0.

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

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Jay F. Rea - CPA	Tax Prep	1,660.			
Total		1,660.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Smith Barney	Investment Fees	6,022.	6,022.		
Total		6,022.	6,022.		

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
See Statement 1 Attached	662,612.	755,808.
Total	662,612.	755,808.

Form 990-PF, Part II, Line 13 - Investments - Other

Description of Security	*Shares*	*Current Price*	*12/31/13 Book Value*	*12/31/13 Fair Mkt Value*
Energy Sel Sect SPDR FD	574	88.51	44,724.51	50,804.74
GUGG Russell Top 50 MEG CP ETF	473	129.85	51,322.30	61,419.05
Industrial Sel Sec SPDR FD	864	52.26	33,004.69	45,152.64
Ishares N AME Tech M/M NTW ETF	776	32.29	23,343.00	25,053.78
Ishares US Insurance ETF	557	47.37	21,166.35	26,385.09
Powershares Water Res PTF	1,032	26.22	23,717.92	27,059.04
The Financial Sel Sect SPDR FD	2,371	21.86	43,559.11	51,830.06
Vanguard Health Care ETF	513	101.10	43,896.62	51,864.35
Vanguard High Div Yield ETF	963	62.32	50,358.05	60,014.16
Vanguard Info Tech ETF	302	89.54	21,474.34	27,041.08
Cambiar Small Cap Inst	794	23.02	14,794.51	18,275.30
Columbia Lim Duration Credit Z	2,471	9.91	24,689.32	24,492.56
Goldman Sachs Abslt Ret Trck I	4,490	9.32	41,291.43	41,849.97
Ivy Mid Cap Growth I	1,067	24.29	22,575.40	25,912.64
JP Morgan Dynamic Sm CP GR Sel	635	27.99	13,247.02	17,764.13
Loomis Sayles Bond Inst	1,654	15.16	24,813.97	25,072.73
Lord Abbett Flt Rt F	2,598	9.49	24,613.49	24,659.50
Lord Abbett Sht Duration Inc F	5,387	4.55	24,457.37	24,509.98
Mainstay Unconstrained BD I	2,677	9.31	24,579.32	24,924.95
Managers Amg Sys MDCP Val Int	1,259	14.04	15,672.01	17,676.16
Thornburg Intl Value I	1,857	32.06	50,886.40	59,521.99
Virtus Multi Sect Sht Trm BDI	5,046	4.86	24,424.46	24,524.08
Total			***662,611.59***	***755,807.98***

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

GLYNN ANDREWS FAMILY FOUNDATION
C/O GLYNN ANDREWS
PO BOX 2677
MCALLEN TX 78502-2677

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

Taxpayer ID Number: 76-0664008
Account Number: 479 013672 534

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Short Term - Covered Securities

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
COLUMBIA ACORN Z	CUSIP: 197199409		Symbol (Box 1d): ACRNX						
	6 755	06/06/12	01/17/13	$214 94	$196 49	$0 00	$18.45	$0.00	
	7 949	12/06/12	01/17/13	$252 94	$235 21	$0 00	$17.73	$0 00	
	0.813	12/06/12	01/17/13	$25.87	$24.06	$0.00	$1.81	$0.00	
Security Subtotal	15.517			$493.75	$455.76	$0.00	$37.99	$0.00	
EATON VANCE COMMODITY STRAT I	CUSIP: 277905329		Symbol (Box 1d): EICSX						
	2.643	03/13/12	01/17/13	$24 63	$25.72	$0 00	($1 09)	$0.00	
	2 806	12/20/12	01/17/13	$26 15	$25 73	$0 00	$0.42	$0 00	
	1 811	12/20/12	01/17/13	$16 88	$16 61	$0.00	$0 27	$0 00	
	0.594	12/20/12	01/17/13	$5.54	$5.45	$0.00	$0.09	$0.00	
Security Subtotal	7.854			$73.20	$73.51	$0.00	($0.31)	$0.00	
FIDEL ADV FLOATING RT HI INC I	CUSIP: 315807552		Symbol (Box 1d): FFRIX						
	11 562	01/31/12	01/17/13	$115 27	$112 96	$0 00	$2.31	$0 00	
	10 988	02/29/12	01/17/13	$109 55	$107 58	$0 00	$1.97	$0.00	
	10 893	03/30/12	01/17/13	$108 60	$106 87	$0 00	$1 73	$0.00	
	7 707	04/30/12	01/17/13	$76 84	$75.76	$0.00	$1.08	$0.00	
	12 018	05/31/12	01/17/13	$119 82	$116.94	$0.00	$2.88	$0.00	
	11 668	06/29/12	01/17/13	$116 33	$114.11	$0.00	$2.22	$0.00	
	12.125	07/31/12	01/17/13	$120.89	$119 43	$0 00	$1.46	$0.00	
	13.377	08/31/12	01/17/13	$133 37	$132 30	$0 00	$1 07	$0.00	
	11 453	09/28/12	01/17/13	$114 19	$113 73	$0.00	$0 46	$0.00	
	11 810	10/31/12	01/17/13	$117 75	$117 16	$0 00	$0 59	$0.00	
	6 877	11/30/12	01/17/13	$68 56	$68 29	$0 00	$0 27	$0.00	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

GLYNN ANDREWS FAMILY FOUNDATION
C/O GLYNN ANDREWS
PO BOX 2677
MCALLEN TX 78502-2677

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

Taxpayer ID Number: 76-0664008
Account Number: 479 013672 534

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
FIDEL ADV FLOATING RT HI INC I	6.589	12/07/12	01/17/13	$65 69	$65 23	$0.00	$0 46	$0 00	
	3.688	12/31/12	01/17/13	$36.77	$36.58	$0.00	$0.19	$0.00	
Security Subtotal	**130.755**			**$1,303.63**	**$1,286.94**	**$0.00**	**$16.69**	**$0.00**	
FIRST TR ISE WTR INDEX FD	**CUSIP:** 33733B100		**Symbol (Box 1d):** FIW						
	222 000	01/17/13	09/16/13	$6,749 46	$6,006 12	$0 00	$743 34	$0.00	
FRANKLIN TEMP CHINA WORLD A	**CUSIP:** 88018X201		**Symbol (Box 1d):** TCWAX						
	456.650	01/17/13	09/16/13	$17,316 17	$18,110 74	$0.00	($794 57)	$0.00	
GUGGENHEIM MNGD FUTRS STRAT H	**CUSIP:** 78356A491		**Symbol (Box 1d):** RYMFX						
	45.688	02/27/12	01/17/13	$965.40	$1,057 22	$0.00	($91 82)	$0.00	
ING GLOBAL REAL ESTATE FD I	**CUSIP:** 44980Q302		**Symbol (Box 1d):** IGLIX						
	1,323 352	01/17/13	09/16/13	$24,217.33	$24,204 11	$0 00	$13 22	$0.00	
	6.307	04/01/13	09/16/13	$115 42	$117 38	$0.00	($1 96)	$0.00	
	10.323	07/01/13	09/16/13	$188.92	$185.09	$0.00	$3.83	$0.00	
Security Subtotal	**1,339.982**			**$24,521.67**	**$24,506.58**	**$0.00**	**$15.09**	**$0.00**	
LEGG MASON WA EMERG MKT DEBT I	**CUSIP:** 52469F481		**Symbol (Box 1d):** SEMDX						
	5,112 156	01/17/13	09/16/13	$26,736 58	$30,212 79	$0.00	($3,476.21)	$0.00	
	71 398	03/28/13	09/16/13	$373.41	$409.11	$0.00	($35.70)	$0.00	
	72.168	06/26/13	09/16/13	$377.44	$373.83	$0.00	$3.61	$0.00	
Security Subtotal	**5,255.722**			**$27,487.43**	**$30,995.73**	**$0.00**	**($3,508.30)**	**$0.00**	
LORD ABBETT FLT RT F	**CUSIP:** 543916167		**Symbol (Box 1d):** LFRFX						
	21 154	09/28/12	09/16/13	$200 54	$198 00	$0.00	$2 54	$0.00	
	21 843	10/31/12	09/16/13	$207 07	$204 67	$0 00	$2 40	$0.00	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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C/O GLYNN ANDREWS
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Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
LORD ABBETT FLT RT F	12.082	11/30/12	09/16/13	$114 54	$113.09	$0.00	$1 45	$0 00	
	6.740	12/31/12	09/16/13	$63.90	$63 36	$0.00	$0.54	$0.00	
	2,592.289	01/17/13	09/16/13	$24,574.91	$24,548.98	$0.00	$25.93	$0.00	
Security Subtotal	**2,654.108**			**$25,160.96**	**$25,128.10**	**$0.00**	**$32.86**	**$0.00**	
MANAGERS AMG SYS MDCAP VAL INT	**CUSIP:** 561709742		**Symbol (Box 1d):** SYIMX						
	104 507	01/17/13	09/16/13	$1,504.90	$1,282.30	$0 00	$222.60	$0.00	
METROPOLITAN WEST TOT RET BD I	**CUSIP:** 592905509		**Symbol (Box 1d):** MWTIX						
	8,307 839	01/17/13	09/16/13	$87,232.23	$90,638 44	$0.00	($3,406.21)	$0.00	
	6 255	01/31/13	09/16/13	$65 68	$68 05	$0.00	($2 37)	$0 00	
	21 071	02/28/13	09/16/13	$221.25	$229 88	$0 00	($8 63)	$0.00	
	21.285	03/28/13	09/16/13	$223 49	$232 43	$0.00	($8 94)	$0 00	
	27 894	04/30/13	09/16/13	$292.89	$307 39	$0 00	($14.50)	$0.00	
	23.506	05/31/13	09/16/13	$246.81	$254.80	$0.00	($7.99)	$0.00	
	19.684	06/28/13	09/16/13	$206 68	$208.26	$0 00	($1.58)	$0 00	
	23 398	07/31/13	09/16/13	$245 68	$248 02	$0 00	($2 34)	$0 00	
	23.797	08/30/13	09/16/13	$249.94	$250.34	$0.00	($0.40)	$0.00	
Security Subtotal	**8,474.729**			**$88,984.65**	**$92,437.61**	**$0.00**	**($3,452.96)**	**$0.00**	
TEMPLETON GLOBAL BD FD ADV	**CUSIP:** 880208400		**Symbol (Box 1d):** TGBAX						
	15 121	01/17/12	01/17/13	$203.38	$190 53	$0.00	$12.85	$0.00	
	14.582	02/15/12	01/17/13	$196.13	$191.32	$0.00	$4.81	$0.00	
	13 135	03/15/12	01/17/13	$176 67	$172.99	$0.00	$3 68	$0 00	
	13 408	04/16/12	01/17/13	$180 34	$173 36	$0.00	$6.98	$0.00	
	13 851	05/15/12	01/17/13	$186 30	$174 39	$0.00	$11.91	$0.00	

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

GLYNN ANDREWS FAMILY FOUNDATION
C/O GLYNN ANDREWS
PO BOX 2677
MCALLEN TX 78502-2677

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

Taxpayer ID Number: 76-0664008
Account Number: 479 013672 534

Customer Service: 866-324-6088

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

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
TEMPLETON GLOBAL BD FD ADV	13 886	06/15/12	01/17/13	$186.77	$174 13	$0.00	$12.64	$0.00	
	13 639	07/16/12	01/17/13	$183 44	$175 53	$0.00	$7 91	$0 00	
	13 418	08/15/12	01/17/13	$180 47	$176.58	$0 00	$3 89	$0.00	
	10 755	09/17/12	01/17/13	$144 65	$143 37	$0 00	$1 28	$0.00	
	10 776	10/15/12	01/17/13	$144 94	$144 51	$0 00	$0 43	$0 00	
	3.121	11/15/12	01/17/13	$41 98	$41 79	$0.00	$0.19	$0.00	
	19.079	12/17/12	01/17/13	$256.61	$251.84	$0.00	$4 77	$0.00	
	12 608	12/17/12	01/17/13	$169.58	$166 42	$0 00	$3 16	$0 00	
	0 127	12/17/12	01/17/13	$1 71	$1.67	$0.00	$0.04	$0.00	
	3.226	01/15/13	01/17/13	$43.37	$43.29	$0.00	$0.08	$0.00	
Security Subtotal	**170.732**			**$2,296.34**	**$2,221.72**	**$0.00**	**$74.62**	**$0.00**	
VANGUARD INFO TECH ETF	**CUSIP:** 92204A702		**Symbol (Box 1d):** VGT						
	122 000	01/17/13	09/16/13	$9,816.37	$8,675 07	$0 00	$1,141.30	$0 00	
VIRTUS INSIGHT EMERG MKTS I	**CUSIP:** 92828T889		**Symbol (Box 1d):** HIEMX						
	3 832	12/20/12	09/16/13	$37 17	$39 39	$0.00	($2 22)	$0 00	
	7 612	12/20/12	09/16/13	$73.84	$78 25	$0.00	($4 41)	$0 00	
	3.372	06/20/13	09/16/13	$32.72	$31.76	$0.00	$0.96	$0.00	
Security Subtotal	**14.816**			**$143.73**	**$149.40**	**$0.00**	**($5.67)**	**$0.00**	
Total Short Term Covered Securities				**$206,817.66**	**$212,386.80**	**$0.00**	**($5,569.14)**	**$0.00**	

Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Short Term - Noncovered Securities

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
ETFS GOLD TRUST	CUSIP: 26922Y105		Symbol (Box 1d):						
	0.000		01/01/13	$4 19	$0.00	$0 00	$0.00	$0 00	CT
Total Short Term Noncovered Securities				**$4.19**	**$0.00**	**$0.00**	**$0.00**	**$0.00**	
Total Short Term Covered and Noncovered Securities				**$206,821.85**	**$212,386.80**	**$0.00**	**($5,569.14)**	**$0.00**	

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
LORD ABBETT FLT RT F	CUSIP: 543916167	Symbol (Box 1d): LFRFX							
	22.864	01/31/12	09/16/13	$216.75	$209 66	$0 00	$7 09	$0.00	
	23 219	02/29/12	09/16/13	$220 12	$214.08	$0.00	$6 04	$0.00	
	22 637	03/30/12	09/16/13	$214 60	$209 17	$0 00	$5 43	$0.00	
	21.203	04/30/12	09/16/13	$201 00	$196.55	$0 00	$4 45	$0.00	
	22 438	05/31/12	09/16/13	$212 71	$205 31	$0.00	$7 40	$0 00	
	20 768	06/29/12	09/16/13	$196 88	$190.44	$0.00	$6 44	$0 00	
	20.747	07/31/12	09/16/13	$196.68	$191.29	$0.00	$5.39	$0.00	
	21.739	08/31/12	09/16/13	$206.09	$201.74	$0.00	$4.35	$0.00	
Security Subtotal	**175.615**			**$1,664.83**	**$1,618.24**	**$0.00**	**$46.59**	**$0.00**	
VIRTUS INSIGHT EMERG MKTS I	CUSIP: 92828T889	Symbol (Box 1d): HIEMX							
	60 373	06/21/12	09/16/13	$585 62	$547 58	$0.00	$38 04	$0.00	
	3.959	06/21/12	09/16/13	$38.40	$35.91	$0.00	$2.49	$0.00	
Security Subtotal	**64.332**			**$624.02**	**$583.49**	**$0.00**	**$40.53**	**$0.00**	
Total Long Term Covered Securities				**$2,288.85**	**$2,201.73**	**$0.00**	**$87.12**	**$0.00**	

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
CAMBIAR SMALL CAP INST	CUSIP: 0075W0593		Symbol (Box 1d): CAMZX						
	67 157	08/19/11	09/16/13	$1,542 59	$991 99	$0 00	$550.60	$0.00	
COHEN & STEERS QUAL INC RLTY	CUSIP: 19247L106		Symbol (Box 1d): RQI						
	247 000	08/19/11	01/17/13	$2,601 84	$2,073 86	$0 00	$527 98	$0.00	
	388.000	09/02/11	01/17/13	$4,087 10	$3,298 47	$0 00	$788.63	$0 00	
	605.000	09/22/11	01/17/13	$6,372.92	$4,717.61	$0.00	$1,655.31	$0.00	
Security Subtotal	1,240.000			$13,061.86	$10,089.94	$0.00	$2,971.92	$0.00	
COLUMBIA ACORN Z	CUSIP: 197199409		Symbol (Box 1d): ACRNX						
	79.499	08/19/11	01/17/13	$2,529 66	$2,043 95	$0 00	$485 71	$0.00	
	5 060	09/02/11	01/17/13	$161 01	$138.68	$0.00	$22.33	$0 00	
	47 595	09/22/11	01/17/13	$1,514 47	$1,237.48	$0.00	$276 99	$0 00	
	21.966	12/07/11	01/17/13	$698.96	$614.55	$0.00	$84.41	$0.00	
Security Subtotal	154.120			$4,904.10	$4,034.66	$0.00	$869.44	$0.00	
CONS DISCRET SEL SECT SPDR FD	CUSIP: 81369Y407		Symbol (Box 1d): XLY						
	44.000	08/19/11	01/17/13	$2,184 31	$1,531 45	$0.00	$652 86	$0.00	
	17 000	09/02/11	01/17/13	$843 94	$612 17	$0.00	$231 77	$0.00	
	10.000	09/22/11	01/17/13	$496.43	$355.30	$0.00	$141.13	$0.00	
Security Subtotal	71.000			$3,524.68	$2,498.92	$0.00	$1,025.76	$0.00	
CONS STAPLES SEL SECT SPDR FD	CUSIP: 81369Y308		Symbol (Box 1d): XLP						
	73 000	08/19/11	01/17/13	$2,647 66	$2,169.25	$0.00	$478.41	$0.00	
	31.000	09/02/11	01/17/13	$1,124 35	$943.02	$0 00	$181 33	$0.00	
	29.000	09/22/11	01/17/13	$1,051.80	$856.08	$0.00	$195.72	$0.00	
Security Subtotal	133.000			$4,823.81	$3,968.35	$0.00	$855.46	$0.00	

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Corporate Tax Statement
Tax Year 2013

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
EATON VANCE COMMODITY STRAT I	CUSIP: 277905329		Symbol (Box 1d): EICSX						
	639.603	08/19/11	01/17/13	$5,961.10	$7,100 32	$0 00	($1,139.22)	$0 00	
	203 719	09/02/11	01/17/13	$1,898.66	$2,310 46	$0 00	($411 80)	$0 00	
	373.080	09/22/11	01/17/13	$3,477 11	$3,790 57	$0 00	($313 46)	$0.00	
	72.942	12/28/11	01/17/13	$679 82	$678.36	$0 00	$1 46	$0 00	
	69.482	12/28/11	01/17/13	$647.57	$646.18	$0.00	$1.39	$0.00	
Security Subtotal	**1,358.826**			**$12,664.26**	**$14,525.89**	**$0.00**	**($1,861.63)**	**$0.00**	
ETFS GOLD TRUST	CUSIP: 26922Y105		Symbol (Box 1d): SGOL						
	36 000	08/19/11	01/17/13	$5,996 80	$6,604 36	$0 00	($607.56)	$0 00	
	17 000	09/02/11	01/17/13	$2,831.82	$3,172 71	$0.00	($340 89)	$0.00	
	25.000	09/22/11	01/17/13	$4,164.45	$4,314.75	$0.00	($150.30)	$0.00	
Security Subtotal	**78.000**			**$12,993.07**	**$14,091.82**	**$0.00**	**($1,098.75)**	**$0.00**	
FIDEL ADV FLOATING RT HI INC I	CUSIP: 315807552		Symbol (Box 1d): FFRIX						
	697 368	08/19/11	01/17/13	$6,952.76	$6,541 91	$0 00	$410.85	$0.00	
	6.639	08/31/11	01/17/13	$66.19	$62.74	$0.00	$3.45	$0.00	
	361 180	09/02/11	01/17/13	$3,600 96	$3,420 61	$0.00	$180 35	$0.00	
	81 723	09/22/11	01/17/13	$814 78	$774.79	$0.00	$39.99	$0.00	
	10 859	09/30/11	01/17/13	$108 26	$102 63	$0.00	$5 63	$0 00	
	11.424	10/31/11	01/17/13	$113 90	$110.93	$0.00	$2.97	$0.00	
	11 125	11/30/11	01/17/13	$110.92	$107.02	$0 00	$3.90	$0.00	
	30.426	12/30/11	01/17/13	$303.35	$293.01	$0.00	$10.34	$0.00	
Security Subtotal	**1,210.744**			**$12,071.12**	**$11,413.64**	**$0.00**	**$657.48**	**$0.00**	
GOLDMAN SACHS ABSLT RET TRCK I	CUSIP: 38145N220		Symbol (Box 1d): GJRTX						
	235 852	08/19/11	01/17/13	$2,172 20	$2,122 76	$0 00	$49.44	$0 00	

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Morgan Stanley

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
GUGGENHEIM MNGD FUTRS STRAT H	CUSIP: 78356A491		Symbol (Box 1d): RYMFX						
	20 878	08/18/11	01/17/13	$441 15	$533.64	$0 00	($92 49)	$0 00	
	284 958	08/19/11	01/17/13	$6,021 16	$7,283.53	$0 00	($1,262 37)	$0 00	
	179.711	09/02/11	01/17/13	$3,797.29	$4,537 70	$0 00	($740 41)	$0.00	
	77.772	09/22/11	01/17/13	$1,643.32	$1,916.29	$0.00	($272.97)	$0.00	
Security Subtotal	**563.319**			**$11,902.92**	**$14,271.16**	**$0.00**	**($2,368.24)**	**$0.00**	
HEALTH CARE SEL SECT SPDR FD	CUSIP: 81369Y209		Symbol (Box 1d): XLV						
	59 000	08/19/11	01/17/13	$2,472 87	$1,837 00	$0 00	$635 87	$0 00	
	18.000	09/02/11	01/17/13	$754 43	$584 64	$0.00	$169.79	$0.00	
	24.000	09/22/11	01/17/13	$1,005.91	$757.44	$0.00	$248.47	$0.00	
Security Subtotal	**101.000**			**$4,233.21**	**$3,179.08**	**$0.00**	**$1,054.13**	**$0.00**	
ISHARES DJ US OIL & EQUIPMENT	CUSIP: 464288844		Symbol (Box 1d): IEZ						
	21 000	08/19/11	01/17/13	$1,135 36	$1,093.53	$0 00	$41 83	$0 00	
	14 000	09/02/11	01/17/13	$758 91	$743 26	$0 00	$13 65	$0.00	
	32.000	09/22/11	01/17/13	$1,730.08	$1,502.40	$0.00	$227.68	$0.00	
Security Subtotal	**67.000**			**$3,622.35**	**$3,339.19**	**$0.00**	**$283.16**	**$0.00**	
ISHARES DJ US TECH INDEX FUND	CUSIP: 464287721		Symbol (Box 1d): IYW						
	5 000	08/18/11	01/17/13	$361 71	$290 30	$0 00	$71 41	$0 00	
	103 000	08/19/11	01/17/13	$7,451.29	$5,908 80	$0.00	$1,542.49	$0.00	
	34.000	09/02/11	01/17/13	$2,459.65	$2,004.30	$0.00	$455.35	$0.00	
Security Subtotal	**142.000**			**$10,272.65**	**$8,203.40**	**$0.00**	**$2,069.25**	**$0.00**	

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ISHARES DJ US TELECOMM SCTR	CUSIP: 464287713	Symbol (Box 1d): IYZ							
	70.000	08/19/11	01/17/13	$1,696.98	$1,483 70	$0 00	$213.28	$0.00	
	34.000	09/02/11	01/17/13	$824.25	$735 76	$0.00	$88 49	$0 00	
	35.000	09/22/11	01/17/13	$848.48	$722.75	$0.00	$125.73	$0.00	
Security Subtotal	**139.000**			**$3,369.71**	**$2,942.21**	**$0.00**	**$427.50**	**$0.00**	
ISHARES NASDAQ BIOTECH FUND	CUSIP: 464287556	Symbol (Box 1d): IBB							
	24 000	08/19/11	01/17/13	$3,466.01	$2,131 37	$0.00	$1,334.64	$0.00	
	6 000	09/02/11	01/17/13	$866 50	$556 50	$0 00	$310 00	$0.00	
	1.000	09/22/11	01/17/13	$144.42	$94.39	$0.00	$50.03	$0.00	
Security Subtotal	**31.000**			**$4,476.93**	**$2,782.26**	**$0.00**	**$1,694.67**	**$0.00**	
ISHARES S&P GLOBAL TIMBER	CUSIP: 464288174	Symbol (Box 1d): WOOD							
	32 000	08/19/11	01/17/13	$1,504.36	$1,158.08	$0.00	$346.28	$0.00	
	19 000	09/02/11	01/17/13	$893 21	$689.51	$0.00	$203 70	$0.00	
	14.000	09/22/11	01/17/13	$658.16	$492.10	$0.00	$166.06	$0.00	
Security Subtotal	**65.000**			**$3,055.73**	**$2,339.69**	**$0.00**	**$716.04**	**$0.00**	
JP MORGAN DYNAMIC SM CP GR SEL	CUSIP: 4812A1514	Symbol (Box 1d): JDSCX							
	121 055	08/19/11	09/16/13	$3,348 37	$1,961 76	$0.00	$1,386 61	$0.00	
LORD ABBETT FLT RT F	CUSIP: 543916167	Symbol (Box 1d): LFRFX							
	590 050	08/19/11	09/16/13	$5,593 67	$5,210 25	$0.00	$383 42	$0 00	
	12.850	08/31/11	09/16/13	$121 82	$113.47	$0 00	$8 35	$0.00	
	408 035	09/02/11	09/16/13	$3,868.17	$3,619.33	$0.00	$248.84	$0.00	
	96 784	09/22/11	09/16/13	$917.51	$858.48	$0.00	$59 03	$0.00	
	20.706	09/30/11	09/16/13	$196 29	$182 63	$0.00	$13 66	$0 00	

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GLYNN ANDREWS FAMILY FOUNDATION
C/O GLYNN ANDREWS
PO BOX 2677
MCALLEN TX 78502-2677

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

Taxpayer ID Number: 76-0664008
Account Number: 479 013672 534

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
LORD ABBETT FLT RT F	21 724	10/31/11	09/16/13	$205.94	$197.25	$0 00	$8 69	$0.00	
	20.728	11/30/11	09/16/13	$196.50	$185 92	$0 00	$10 58	$0.00	
	17.332	12/30/11	09/16/13	$164.31	$155.99	$0.00	$8.32	$0.00	
Security Subtotal	**1,188.209**			**$11,264.21**	**$10,523.32**	**$0.00**	**$740.89**	**$0.00**	
LORD ABBETT VALUE OPPORT F	CUSIP: 54400A605	Symbol (Box 1d): LVOFX							
	177 859	08/19/11	01/17/13	$3,126.76	$2,377.25	$0.00	$749.51	$0.00	
	23.513	09/02/11	01/17/13	$413.36	$331.72	$0 00	$81.64	$0 00	
	99.812	09/22/11	01/17/13	$1,754.69	$1,330 08	$0.00	$424.61	$0.00	
	5.093	11/22/11	01/17/13	$89.54	$73.51	$0.00	$16.03	$0.00	
Security Subtotal	**306.277**			**$5,384.35**	**$4,112.56**	**$0.00**	**$1,271.79**	**$0.00**	
POWERSHARES AERO & DEF PTF	CUSIP: 73935X690	Symbol (Box 1d): PPA							
	91 000	08/19/11	01/17/13	$1,954 41	$1,457.60	$0.00	$496.81	$0 00	
	33.000	09/02/11	01/17/13	$708 74	$549.78	$0.00	$158.96	$0 00	
	39.000	09/22/11	01/17/13	$837.60	$627.12	$0.00	$210.48	$0.00	
Security Subtotal	**163.000**			**$3,500.75**	**$2,634.50**	**$0.00**	**$866.25**	**$0.00**	
S&P NORTH AMERICAN TECH SOFT	CUSIP: 464287515	Symbol (Box 1d): IGV							
	4.000	08/18/11	01/17/13	$263.17	$199.28	$0 00	$63.89	$0.00	
	38 000	08/19/11	01/17/13	$2,500 13	$1,889 85	$0.00	$610 28	$0 00	
	9 000	09/02/11	01/17/13	$592 14	$469.08	$0.00	$123.06	$0.00	
	3.000	09/22/11	01/17/13	$197.38	$157.02	$0.00	$40.36	$0.00	
Security Subtotal	**54.000**			**$3,552.82**	**$2,715.23**	**$0.00**	**$837.59**	**$0.00**	

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Tax Year 2013

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

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

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SPDR S&P METALS & MINING	CUSIP: 78464A755		Symbol (Box 1d): XME						
	9.000	08/19/11	01/17/13	$405.28	$491.22	$0 00	($85.94)	$0.00	
	4.000	09/02/11	01/17/13	$180 12	$223 04	$0.00	($42.92)	$0 00	
	17.000	09/22/11	01/17/13	$765.53	$805.12	$0.00	($39.59)	$0.00	
Security Subtotal	**30.000**			**$1,350.93**	**$1,519.38**	**$0.00**	**($168.45)**	**$0.00**	
SPDR S&P OIL & GAS EXP & PRO	CUSIP: 78464A730		Symbol (Box 1d): XOP						
	22 000	08/19/11	01/17/13	$1,254.89	$1,098 37	$0.00	$156.52	$0 00	
	16 000	09/02/11	01/17/13	$912 65	$809 44	$0 00	$103 21	$0 00	
	24.000	09/22/11	01/17/13	$1,368.98	$1,115.04	$0.00	$253.94	$0.00	
Security Subtotal	**62.000**			**$3,536.52**	**$3,022.85**	**$0.00**	**$513.67**	**$0.00**	
TEMPLETON GLOBAL BD FD ADV	CUSIP: 880208400		Symbol (Box 1d): TGBAX						
	160 487	08/19/11	01/17/13	$2,158.55	$2,187.03	$0 00	($28 48)	$0.00	
	241 455	09/02/11	01/17/13	$3,247 57	$3,326 55	$0 00	($78 98)	$0.00	
	11 947	09/15/11	01/17/13	$160 69	$158 64	$0.00	$2 05	$0 00	
	308 172	09/22/11	01/17/13	$4,144 91	$3,873 72	$0 00	$271.19	$0.00	
	13.483	10/17/11	01/17/13	$181 35	$174.60	$0.00	$6.75	$0.00	
	13.674	11/15/11	01/17/13	$183 92	$175 28	$0.00	$8.64	$0.00	
	22 731	12/15/11	01/17/13	$305 73	$278 68	$0 00	$27 05	$0.00	
	71.904	12/15/11	01/17/13	$967.11	$881.54	$0.00	$85.57	$0.00	
Security Subtotal	**843.853**			**$11,349.83**	**$11,056.04**	**$0.00**	**$293.79**	**$0.00**	
UTILITIES SEL SECT SPDR FUND	CUSIP: 81369Y886		Symbol (Box 1d): XLU						
	3.000	08/18/11	01/17/13	$106 21	$97 59	$0 00	$8 62	$0.00	
	38 000	08/19/11	01/17/13	$1,345 34	$1,230.34	$0.00	$115 00	$0.00	

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Morgan Stanley

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

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

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UTILITIES SEL SECT SPDR FUND	9 000	09/02/11	01/17/13	$318 63	$300 78	$0 00	$17.85	$0.00	
	7.000	09/22/11	01/17/13	$247.83	$232.40	$0.00	$15.43	$0.00	
Security Subtotal	**57.000**			**$2,018.01**	**$1,861.11**	**$0.00**	**$156.90**	**$0.00**	
VIRTUS INSIGHT EMERG MKTS I	CUSIP: 92828T889	Symbol (Box 1d): HIEMX							
	907.032	08/19/11	01/17/13	$9,433.13	$8,065 52	$0 00	$1,367 61	$0.00	
	405.902	09/02/11	01/17/13	$4,221.38	$3,760.11	$0.00	$461.27	$0.00	
	130.682	09/22/11	01/17/13	$1,359.10	$1,077.12	$0 00	$281.98	$0.00	
	986.787	09/22/11	09/16/13	$9,571.82	$8,133.40	$0.00	$1,438.42	$0.00	

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VIRTUS INSIGHT EMERG MKTS I	53.218	12/21/11	09/16/13	$516.21	$461 40	$0.00	$54.81	$0.00	
	60.474	12/21/11	09/16/13	$586.60	$524.31	$0.00	$62.29	$0.00	
Security Subtotal	2,544.095			$25,688.24	$22,021.86	$0.00	$3,666.38	$0.00	
Total Long Term Noncovered Securities				**$179,685.22**	**$162,223.57**	**$0.00**	**$17,461.65**	**$0.00**	
Total Long Term Covered and Noncovered Securities				**$181,974.07**	**$164,425.30**	**$0.00**	**$17,548.77**	**$0.00**	
Total Short and Long Term, Covered and Noncovered Securities				**$388,795.92**	**$376,812.10**	**$0.00**	**$11,979.63**	**$0.00**	

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$388,795.92**				
Total Cost or Other Basis (Box 3)		**$214,588.53**			
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**		
Total Fed Tax Withheld (Box 4)					**$0.00**

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

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