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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation BATTLE FAMILY FOUNDATION		A Employer identification number 94-3350554	
% A GEORGE BATTLE		B Telephone number (see instructions) (510) 848-3653	
Number and street (or P O box number if mail is not delivered to street address) 35 VICENTE ROAD Suite		C If exemption application is pending, check here ☐	
City or town, state or province, country, and ZIP or foreign postal code BERKELEY, CA 94705		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 9,519,791		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,585,600			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	39,453	41,470		
	4 Dividends and interest from securities.	33,956	35,056		
	5a Gross rents	139	139		
	b Net rental income or (loss) _____ 139				
	6a Net gain or (loss) from sale of assets not on line 10	752,841			
	b Gross sales price for all assets on line 6a _____ 2,235,533				
	7 Capital gain net income (from Part IV, line 2) . . .		752,973		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	11,931	11,931		
	12 Total. Add lines 1 through 11	2,423,920	841,569		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	83,462	41,734		41,728
	17 Interest	2,985	1,493		1,492
	18 Taxes (attach schedule) (see instructions)	16,583	1,574		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	105	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	103,135	44,801		43,220
	25 Contributions, gifts, grants paid	249,621			249,621
	26 Total expenses and disbursements. Add lines 24 and 25	352,756	44,801		292,841
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,071,164			
	b Net investment income (if negative, enter -0-)		796,768		
	c Adjusted net income (if negative, enter -0-)				

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	83,784	388,047	388,047
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,245,483	 4,042,846	7,111,300
	c	Investments—corporate bonds (attach schedule).	1,818,116	 1,792,550	1,804,847
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	236,989	 215,597	215,597
	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)	4,384,372	6,439,040	9,519,791	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,384,372	6,439,040	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,384,372	6,439,040	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,384,372	6,439,040	

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	4,384,372
2	Enter amount from Part I, line 27a	2	2,071,164
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	6,455,536
5	Decreases not included in line 2 (itemize) ▶  _____	5	16,496
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,439,040

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	752,973
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	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	239,899	5,154,006	0 046546
2011	233,406	5,055,460	0 046169
2010	212,953	4,546,605	0 046838
2009	162,671	3,838,673	0 042377
2008	268,290	4,204,260	0 063814

2	Total of line 1, column (d).	2	0 245744
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 049149
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	7,077,909
5	Multiply line 4 by line 3.	5	347,872
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	7,968
7	Add lines 5 and 6.	7	355,840
8	Enter qualifying distributions from Part XII, line 4.	8	292,841

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 page 18 of the instructions)					
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	15,935		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)					
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				2	
3 Add lines 1 and 2.				3	15,935
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	15,935		
6 Credits/Payments		7	13,853		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 13,853				
b Exempt foreign organizations—tax withheld at source	6b				
c Tax paid with application for extension of time to file (Form 8868)	6c				
d Backup withholding erroneously withheld	6d				
7 Total credits and payments Add lines 6a through 6d.		7	13,853		
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	2,082		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11			

Part VII-A Statements Regarding Activities				
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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>	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
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>	2		No
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>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
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>	5		No
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		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) CA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes	
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>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of A GEORGE BATTLE Telephone no (510) 848-3653 Located at 35 VICENTE ROAD BERKELEY CA ZIP+4 94705			
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		
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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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
	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

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 GEORGE BATTLE	PRESIDENT	0	0	0
35 VICENTE ROAD BERKELEY, CA 94705	0			
EMILY T BATTLE	VP & TREASURER	0	0	0
287 THE UPLANDS BERKELEY, CA 94705	0			
DANIEL K BATTLE	SECRETARY	0	0	0
1533 5TH STREET OAKLAND, CA 94607	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
Total number of other employees paid over \$50,000.				

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

Total number of others receiving over \$50,000 for professional services. ▶

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the 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	6,558,605
b	Average of monthly cash balances.	1b	513,492
c	Fair market value of all other assets (see instructions).	1c	113,597
d	Total (add lines 1a, b, and c).	1d	7,185,694
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	7,185,694
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	107,785
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,077,909
6	Minimum investment return. Enter 5% of line 5.	6	353,895

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	353,895
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	15,935
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,935
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	337,960
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	337,960
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	337,960

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	292,841
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	292,841
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	292,841
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				337,960
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	59,427			
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	59,427			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 292,841				
a Applied to 2012, but not more than line 2a			0	
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.				292,841
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	45,119			45,119
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,308			
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). . .	14,308			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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 organization 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 GEORGE BATTLE

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 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	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	249,621
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
MORGAN STANLEY 814 890097 558	P	2006-05-30	2013-02-06
MORGAN STANLEY 814 890043 558	P	2011-05-18	2013-02-08
MORGAN STANLEY 814 013613 558	P		
MORGAN STANLEY 814 013613 558	P		
MORGAN STANLEY 814 013613 558	P		
MORGAN STANLEY 814 013613 558	P		
MORGAN STANLEY 814 890033 558	P		
MORGAN STANLEY 814 890050 558	P		
MORGAN STANLEY 814 890050 558	P		
DISPOSITION OF RAMIUS LEVERED MULTI-STRATEGY FOF LP	P	2004-12-31	2013-12-31
MORGAN STANLEY 814 890033 558	P		
MORGAN STANLEY 814 890033 558	P		
MORGAN STANLEY 814 890033 558	P		
MORGAN STANLEY 814 890033 558	P		
DISPOSITION OF ENERGY TRANSFER PARTNERS LP	P		
SECTION 1231 GAIN FROM RAMIUS LEVERED MULTI-STRATEGY FOF LP K-1	P		
SECTION 1231 GAIN FROM ENERGY TRANSFER PARTNERS LP K-1	P		
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
142,581		2,155	140,426
783,626		249,975	533,651
136,816		134,524	2,292
12		0	12
49,443		39,473	9,970
224,895		199,137	25,758
68,687		58,603	10,084
408,798		405,103	3,695
302,945		300,159	2,786
37,755		3,898	33,857
77,472		72,684	4,788
38		32	6
17,392		15,390	2,002
1,725		1,427	298
134		0	134
563		0	563
1		0	1
			132

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			140,426
			533,651
			2,292
			12
			9,970
			25,758
			10,084
			3,695
			2,786
			33,857
			4,788
			6
			2,002
			298
			134
			563
			1

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
BERKELEY COMMUNITY FUND 2112 MARTIN LUTHER KING JR WAY Berkeley,CA 94704	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	35,000
FROM RAMIUS LEVERED MULTI-STRATEGY FOF LP K-1 C/O RAMIUS LLC 599 LEXINGTON AVENUE NEW YORK,NY 10022	NONE	N/A	CHARITABLE CONTRIBUTIONS PASSED THROUGH FROM RAMIUS LEVERED MULTI-STRATEGY FOF LP K-1	1
FREIGHT & SALVAGE 2020 ADDISON STREET BERKELEY,CA 94704	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	40,000
THE ASPEN INSTITUTE ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 200361133	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	2,996
ALAMEDA COUNTY FOOD BANK PO BOX 2599 OAKLAND,CA 94614	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	25,000
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER,NH 037553555	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	50,000
OPERATION RAINBOW 4200 PARK BLVD PMB 157 OAKLAND,CA 94705	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	500
SONOMA LAND TRUST 966 SONOMA AVENUE SANTA ROSA,CA 95404	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	15,000
BERKELEY YMCA 2001 ALLSTON WAY BERKELEY,CA 94704	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	49,880
PONAGANSET HIGH SCHOOL 137 ANAN WADE ROAD NORTH SCITUATE,RI 02857	NONE		GENERAL SUPPORT	1,244
SENECA CENTER 2275 ARLINGTON DRIVE SAN LEANDRO,CA 94578	NONE		GENERAL SUPPORT	30,000
Total  3a				249,621

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization BATTLE FAMILY FOUNDATION	Employer identification number 94-3350554
--	--

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Employer identification number
94-3350554

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> 1 </u>	20,000 SHARES WORKDAY INC CLASS B COMMON STOCK	\$ <u> 1,585,600 </u>	<u> 2013-12-04 </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	_____ _____ _____ _____	\$ _____	_____

Name of organization BATTLE FAMILY FOUNDATION	Employer identification number 94-3350554
---	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

**TY 2013 All Other Program
Related Investments Schedule**

Name: BATTLE FAMILY FOUNDATION

EIN: 94-3350554

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: BATTLE FAMILY FOUNDATION

EIN: 94-3350554

**TY 2013 Investments Corporate
Bonds Schedule**

Name: BATTLE FAMILY FOUNDATION
EIN: 94-3350554

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN CORPORATE BONDS	1,792,550	1,804,847

**TY 2013 Investments Corporate
Stock Schedule**

Name: BATTLE FAMILY FOUNDATION
EIN: 94-3350554

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN CORPORATE STOCK	4,042,846	7,111,300

TY 2013 Investments - Land Schedule**Name:** BATTLE FAMILY FOUNDATION**EIN:** 94-3350554

TY 2013 Investments - Other Schedule

Name: BATTLE FAMILY FOUNDATION

EIN: 94-3350554

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVEST. IN RAMIUS LEVERED FOF		0	0
INVEST. IN NORTHSOUND, L.P.		113,597	113,597
INVEST. IN SUNGEVITY		102,000	102,000
INVEST. IN ENERGY TRANSFER LP		0	0

TY 2013 Land, Etc. Schedule**Name:** BATTLE FAMILY FOUNDATION**EIN:** 94-3350554

TY 2013 Other Decreases Schedule

Name: BATTLE FAMILY FOUNDATION

EIN: 94-3350554

Description	Amount
PRIOR PERIOD NONCASH BASIS ADJUSTMENT	16,496

TY 2013 Other Expenses Schedule**Name:** BATTLE FAMILY FOUNDATION**EIN:** 94-3350554

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CA FRANCHISE TAX BOARD	10	0		0
ATTORNEY GENERAL REGISTRY	75	0		0
SECRETARY OF STATE	20	0		0

TY 2013 Other Income Schedule**Name:** BATTLE FAMILY FOUNDATION**EIN:** 94-3350554

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MORGAN STANLEY 814 890050 558	1,578	1,578	
FROM RAMIUS LEVERED MULTI-STRATEGY FOF	1,556	1,556	
MORGAN STANLEY 0A7 108267	7	7	
MORGAN STANLEY 814 890033 558	3,331	3,331	
FROM ENERGY TRANSFER PARTNERS, L P	-82	-82	
MORGAN STANLEY 814 013613 558	5,541	5,541	

TY 2013 Other Professional Fees Schedule**Name:** BATTLE FAMILY FOUNDATION**EIN:** 94-3350554

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	49,500	24,750		24,750
FROM RAMIUS LEVERED FOF LP	2,545	1,273		1,272
ACCOUNT MANAGEMENT FEES	31,417	15,711		15,706

TY 2013 Taxes Schedule**Name:** BATTLE FAMILY FOUNDATION**EIN:** 94-3350554

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MS 014 AG2159 - FEDERAL TAX	15,000	0		0
RAMIUS K-1 - FEDERAL TAX	9	0		0
MS 0A7 108267 - FOREIGN TAX	11	11		0
MS 814890042558 - FOREIGN TAX	17	17		0
RAMIUS K-1 - FOREIGN TAXES	19	19		0
MS 814013613558 - FOREIGN TAX	1,527	1,527		0

TY 2013 IRS Payment**Name:** BATTLE FAMILY FOUNDATION**EIN:** 94-3350554**Routing Transit Number:** 044115511**Bank Account Number:** 8902059427628**Type of Account:** Checking**Payment Amount in Dollars and** 2,082**Cents:****Requested Payment Date:** 2014-11-14**Taxpayer's Daytime Phone** (510) 848-3653
Number:

Supplemental Report

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Realized Gains & Losses
814890097 : BATTLE FAMILY FOUNDATION
01/01/2013 to 05/23/2013
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
3,000,000	TRIPADVISOR INC	05/30/2006	02/06/2013	2,155.39	142,581.70		140,426.31
	TOTAL PORTFOLIO			2,155.39	142,581.70	0.00	140,426.31

Realized Gains & Losses
814890050 : BATTLE FAMILY FOUNDATION *FIXED*
01/01/2013 to 05/23/2013
Trade Date Reporting

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
50,000 000	KELLOGG CO SR UNS 1 750% DUE 05/17/2017 @ 100 00	05/14/2012	01/29/2013	49,729 00	50,510 00	781 00	
125,000 000	HEWLETT-PACK CO SR UNS GLOBAL 6 125% DUE 03/01/2014 @ 100 00	07/27/2012	02/28/2013	130,787 23	131,330 00	542 77	
50,000 000	ONTARIO PROVINCE 1 650% DUE 09/27/2019 @ 100 00	09/20/2012	03/01/2013	49,862 00	50,015 85	153 85	
100,000 000	KOMMUNALBANKEN AS FLOATER DUE 03/04/2013 @ 100 00	03/28/2012	03/04/2013	100,000 00	100,000 00		
75,000 000	TOYOTA MTR CRED SER B 1 750% DUE 05/22/2017 @ 100 00	05/17/2012	05/06/2013	74,725 50	76,942 50	2,217 00	
TOTAL PORTFOLIO				405,103.73	408,798.35	3,694.62	0.00

Corporate Tax Statement Tax Year 2013

BATTLE FAMILY FOUNDATION
FIXED
35 VICENTE ROAD
BERKELEY CA 94705-1603

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

Taxpayer ID Number: 94-3350554
Account Number: 814 890050 558

Customer Service: 866-324-6088

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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)
BHP BILLITON FIN 1000 15FB24	100,000 000	02/21/12	07/19/13		\$100,787 00	\$99,791 00	\$0 00	\$996 00	\$0 00
IBM CORP 0750 15MY11	100,000 000	05/08/12	06/06/13		\$100,412 00	\$99,834 00	\$0 00	\$578 00	\$0 00
PETROBRAS INTL CO 3500 17FB06	100,000 000	02/02/12	09/25/13		\$101,746 00	\$100,534 10	\$0 00	\$1,211 90	\$0 00
Total Long Term Noncovered Securities					\$302,945.00	\$300,159.10	\$0.00	\$2,785.90	\$0.00
Form 1099-B Total Reportable Amounts									
Total Sales Price (Box 2a)	\$302,945.00								
Total Cost or Other Basis (Box 3)	\$0.00								
Total Wash Sale Loss Disallowed (Box 5)	\$0.00								
Total Fed Tax Withheld (Box 4)	\$0.00								

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

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Supplemental Report

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Realized Gains & Losses
814890043 : BATTLE FAMILY FOUNDATION *10B5-1*
01/01/2013 to 05/23/2013
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
5,555,000	LINKEDIN CORP CLASS A	05/18/2011	02/08/2013	249,975.00	783,626.29		533,651.29
	TOTAL PORTFOLIO			249,975.00	783,626.29	0.00	533,651.29

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Realized Gains & Losses

814890033 : BATTLE FAMILY FOUNDATION

01/01/2013 to 05/23/2013

Trade Date Reporting

Valuation Currency: USD

Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
25 000	RALCORP HOLDINGS INC COM NEW	05/18/2012	01/30/2013	1,724 75	2,250 00	525 25	
3 000	ACE LIMITED	05/18/2012	02/14/2013	216 06	259 31	43 25	
28 000	AOL INC	05/18/2012	02/14/2013	584 08	1,101 21	517 13	
17 000	APACHE CORP	05/18/2012	02/14/2013	1,368 84	1,365 57	(3 27)	
15 000	BAKER HUGHES INC	05/18/2012	02/14/2013	606 45	708 88	102 43	
26 000	BALLY TECH INC COM	05/18/2012	02/14/2013	1,151 02	1,287 23	136 21	
9 000	BERKSHIRE HATHAWAY INC-CL B	12/28/2012	02/14/2013	796 95	892 87	95 92	
12 000	BMC SOFTWARE INC COM STK	05/18/2012	02/14/2013	500 04	497 50	(2 54)	
7 000	BOOZ ALLEN HAMILTON HOLDING	12/28/2012	02/14/2013	95 27	89 31	(5 96)	
49 000	BRUKER CORP	05/18/2012	02/14/2013	696 78	824 65	127 87	
19 000	CARDINAL HEALTH INC	05/18/2012	02/14/2013	778 24	873 98	95 74	
9 000	CARLISLE CORP COM	05/18/2012	02/14/2013	462 42	607 39	144 97	
16 000	CARPENTER TECHNOLOGY CORP COM	09/27/2012	02/14/2013	851 84	818 54	(33 30)	
17 000	CARTER HOLDINGS INC COM	12/28/2012	02/14/2013	922 08	1,021 67	99 59	
37 000	CONOCOPHILLIPS	05/18/2012	02/14/2013	1,880 34	2,142 99	262 65	
24 000	CORPORATE OFFICE PROPERTIES TR COM REIT	07/31/2012	02/14/2013	534 24	625 42	91 18	
25 000	DARDEN RESTAURANTS INC	12/28/2012	02/14/2013	1,111 00	1,137 97	26 97	
7 000	DAVITA HEALTHCARE PARTNERS INC	05/18/2012	02/14/2013	565 67	834 45	268 78	
2 000	DEAN FOODS CO NEW SEE CUSIP 24 2370203 ISIN	12/28/2012	02/14/2013	32 24	33 05	0 81	
25 000	DISH NETWORK CORP CL A	05/18/2012	02/14/2013	712 00	920 97	208 97	
23 000	EBAY INC	09/27/2012	02/14/2013	1,129 76	1,307 06	177 30	
19 000	ENERGEN CORP COM	05/18/2012	02/14/2013	828 78	930 02	101 24	
5 000	EVEREST REINSURANCE GROUP LTD COM STK	05/18/2012	02/14/2013	491 90	602 23	110 33	
19 000	EXELON CORP	12/28/2012	02/14/2013	552 14	583 47	31 33	
13 000	FIDELITY NATIONAL INFORMATION	05/18/2012	02/14/2013	407 81	480 72	72 91	

Morgan Stanley

Private Wealth Management

Supplemental Report

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Realized Gains & Losses
814890033 : BATTLE FAMILY FOUNDATION
01/01/2013 to 05/23/2013
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
22 000	FOREST LABS INC COM	05/18/2012	02/14/2013	730 40	786 04	55 64	
23 000	GAP INC	12/28/2012	02/14/2013	699 89	721 26	21 37	
14 000	GLOBAL PAYMENTS INC COM STK	05/18/2012	02/14/2013	577 50	698 86	121 36	
34 000	INGRAM MICRO INC CL A COM	12/28/2012	02/14/2013	562 36	674 88	112 52	
12 000	ITRON INC	12/28/2012	02/14/2013	525 48	522 10	(3 38)	
19 000	KROGER CO	05/18/2012	02/14/2013	414 39	536 54	122 15	
12 000	LEGGETT & PLATT INC COM	12/28/2012	02/14/2013	317 28	367 19	49 91	
7 000	LIBERTY GLOBAL INC CL-A COM STK USE	05/18/2012	02/14/2013	324 66	462 68	138 02	
61 000	MASCO CORP	09/27/2012	02/14/2013	933 91	1,226 68	292 77	
2 000	MASTERCARD INC	09/27/2012	02/14/2013	904 34	1,044 29	139 95	
6 000	NATIONAL FUEL GAS CO NJ	12/28/2012	02/14/2013	301 44	348 59	47 15	
31 000	NIELSEN HOLDINGS NV	05/18/2012	02/14/2013	852 50	1,009 02	156 52	
23 000	NORDSTROM INC COM	05/18/2012	02/14/2013	1 124 47	1,270 72	146 25	
24 000	OIL STATES INTL INC COM	05/18/2012	02/14/2013	1,612 56	1,942 75	330 19	
101 000	ON SEMICONDUCTOR CORP / SEMIC	05/18/2012	02/14/2013	687 81	876 66	188 85	
6 000	PARKER HANNIFIN CORP COM	05/18/2012	02/14/2013	483 66	577 84	94 18	
17 000	PETSMART INC COM	05/18/2012	02/14/2013	951 66	1,120 95	169 29	
23 000	PLAINS EXPL PRD	05/18/2012	02/14/2013	818 80	1,105 35	286 55	
268 000	PPL CORPORATION COM STK	05/18/2012	02/14/2013	7,286 92	8,181 85	894 93	
39 000	PROTECTIVE LIFE CORP COM	09/27/2012	02/14/2013	1,034 28	1,292 43	258 15	
5 000	PUBLIC STORAGE	07/31/2012	02/14/2013	744 75	770 98	26 23	
15 000	QUANTA SERVICES INC	12/28/2012	02/14/2013	397 20	436 64	39 44	
45 000	RENAISSANCE RE HLDGS LTD COM	05/18/2012	02/14/2013	3,434 85	3,781 26	346 41	
21 000	ROCKWOOD HLDGS INC	05/18/2012	02/14/2013	956 97	1,217 97	261 00	
10 000	ROPER INDS INC	09/27/2012	02/14/2013	1,101 20	1,198 57	97 37	
19 000	SALLY BEAUTY CO INC	05/18/2012	02/14/2013	489 44	507 47	18 03	
96 000	SANDRIDGE ENERGY INC	05/18/2012	02/14/2013	583 68	563 50	(20 18)	

Morgan Stanley

Private Wealth Management

Supplemental Report

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Realized Gains & Losses
814890033 : BATTLE FAMILY FOUNDATION
01/01/2013 to 05/23/2013
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
7 000	SERVICE CORP INTL	12/28/2012	02/14/2013	95 34	109 61	14 27	
13 000	SMITHFIELD FOODS INCCOM STK	12/28/2012	02/14/2013	272 48	305 10	32 62	
18 000	SOUTHWEST AIRLS CO	12/28/2012	02/14/2013	182 88	206 45	23 57	
9 000	ST JUDE MED INC	12/28/2012	02/14/2013	319 23	387 08	67 85	
13 000	TECH DATA CORP	05/18/2012	02/14/2013	616 98	696 91	79 93	
12 000	TESORO CORP	12/28/2012	02/14/2013	513 00	662 14	149 14	
5 000	TEXTRON INC	12/28/2012	02/14/2013	120 60	147 40	26 80	
21 000	TEXTRON INC	05/18/2012	02/14/2013	469 35	619 06	149 71	
18 000	TIME WARNER INC	05/18/2012	02/14/2013	616 86	965 31	348 45	
12 000	TIME WRNR CBL	05/18/2012	02/14/2013	888 84	1,034 85	146 01	
14 000	TIMKEN COMPANY COM	05/18/2012	02/14/2013	676 90	792 10	115 20	
11 000	TUPPERWARE BRANDS CORP	05/18/2012	02/14/2013	582 23	847 20	264 97	
39 000	VANTIV INC	12/28/2012	02/14/2013	783 12	813 91	30 79	
24 000	VERISIGN INC	12/28/2012	02/14/2013	912 00	1,096 05	184 05	
7 000	WABTEC	09/27/2012	02/14/2013	557 20	676 53	119 33	
21 000	WALT DISNEY CO (HOLDING COMPANY);	12/28/2012	02/14/2013	1,032 15	1,152 45	120 30	
6 000	WEINGARTEN REALTY INVESTORS F COM REIT	12/28/2012	02/14/2013	159 30	179 63	20 33	
26 000	WESTERN DIGITAL CORP	05/18/2012	02/14/2013	901 16	1,269 03	367 87	
10 000	WHITING PETROLEUM CORP COM	05/18/2012	02/14/2013	442 00	506 68	64 68	
10 000	ZIMMER HLDGS INC COM	05/18/2012	02/14/2013	588 60	763 38	174 78	
	CST BRANDS INC	02/14/2013	05/07/2013	19 48	16 74	(2 74)	
	TOTAL PORTFOLIO			58,602.80	68,687.14	10,084.34	0.00

Corporate Tax Statement
Tax Year 2013BATTLE FAMILY FOUNDATION
35 VICENTE ROAD
BERKELEY CA 94705-1603Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number 26-4310632Taxpayer ID Number 94-3350554
Account Number 814 890033 558

Customer Service: 866-324-6088

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Short Term - 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)
AMERICAN ELECTRIC POWER CO	71 000	CUSIP: 025537101	Symbol (Box 1d): AEP 09/24/13	\$3,147 37	\$3,178 67	\$0 00	(\$31 30)	\$0 00
CARNIVAL CP NEW PAIRED COM	73 000	CUSIP: 143658300	Symbol (Box 1d): CCL 12/12/13	\$2,588 53	\$2,726 55	\$0 00	(\$138 02)	\$0 00
COVANTA HOLDING CORP	120 000	CUSIP: 22282E102	Symbol (Box 1d): CVA 09/24/13	\$2,585 15	\$2,360 00	\$0 00	\$225 15	\$0 00
DELL INC	238 000	CUSIP: 24702R101	Symbol (Box 1d): DELL 10/30/13	\$3,272 50	\$3,260 60	\$0 00	\$11 90	\$0 00
DIEBOLD INC	107 000	CUSIP: 253651103	Symbol (Box 1d): DBD 09/24/13	\$3,157 23	\$3,188 60	\$0 00	(\$31 37)	\$0 00
DUKE ENERGY CORP NEW	35 000	CUSIP: 26441C204	Symbol (Box 1d): DUK 09/24/13	\$2,374 35	\$2,380 00	\$0 00	(\$5 65)	\$0 00
FOREST CY ENTERPRISE A	182 000	CUSIP: 345550107	Symbol (Box 1d): FCEA 09/24/13	\$3,467 03	\$3,070 34	\$0 00	\$396 69	\$0 00
GAMESTOP CORP CL A NEW	45 000	CUSIP: 36467W109	Symbol (Box 1d): GME 12/12/13	\$2,056 46	\$2,299 50	\$0 00	(\$243 04)	\$0 00
GATX CORP	28 000	CUSIP: 361448103	Symbol (Box 1d): GMT 09/24/13	\$1,339 07	\$1,216 04	\$0 00	\$123 03	\$0 00
INTEL CORP	82 000	CUSIP: 458140100	Symbol (Box 1d): INTC 09/24/13	\$1,941 72	\$1,740 86	\$0 00	\$200 86	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

BATTLE FAMILY FOUNDATION
35 VICENTE ROAD
BERKELEY CA 94705-1603

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 94-3350554
Account Number 814 890033 558
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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LENNAR CORPORATION	CUSIP: 526057104	Symbol (Box 1d): LEN						
	48 000	02/14/13	09/24/13	\$1,731.23	\$1,950.72	\$0.00	(\$219.49)	\$0.00
	63 000	02/14/13	12/12/13	\$2,202.01	\$2,560.32	\$0.00	(\$358.31)	\$0.00
Security Subtotal	111 000			\$3,933.24	\$4,511.04	\$0.00	(\$577.80)	\$0.00
LIONS GATE ENTERTAINMENT CORP	CUSIP: 535919203	Symbol (Box 1d): LGF						
	119 000	09/24/13	12/12/13	\$3,433.09	\$4,077.25	\$0.00	(\$644.16)	\$0.00
MOLEX INCORPORATED	CUSIP: 608554101	Symbol (Box 1d): MOLX						
	280 000	02/14/13	12/09/13	\$10,830.40	\$7,800.80	\$0.00	\$3,029.60	\$0.00
NAVISTAR INTL CORP	CUSIP: 63934E108	Symbol (Box 1d): NAV						
	85 000	12/28/12	09/24/13	\$3,152.59	\$1,792.65	\$0.00	\$1,359.94	\$0.00
	10 000	02/14/13	09/24/13	\$370.89	\$265.40	\$0.00	\$105.49	\$0.00
Security Subtotal	95 000			\$3,523.48	\$2,058.05	\$0.00	\$1,465.43	\$0.00
NRG ENERGY INC	CUSIP: 629377508	Symbol (Box 1d): NRG						
	58 000	12/28/12	09/24/13	\$1,626.86	\$1,310.22	\$0.00	\$316.64	\$0.00
	8 000	02/14/13	09/24/13	\$224.40	\$191.12	\$0.00	\$33.28	\$0.00
Security Subtotal	66 000			\$1,851.26	\$1,501.34	\$0.00	\$349.92	\$0.00
PROLOGIS INC COM	CUSIP: 74340W103	Symbol (Box 1d): PLD						
	75 000	02/14/13	09/24/13	\$2,863.44	\$2,940.75	\$0.00	(\$77.31)	\$0.00
	113 000	02/14/13	12/12/13	\$4,135.32	\$4,430.73	\$0.00	(\$295.41)	\$0.00
Security Subtotal	188 000			\$6,998.76	\$7,371.48	\$0.00	(\$372.72)	\$0.00

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Corporate Tax Statement Tax Year 2013

BATTLE FAMILY FOUNDATION
35 VICENTE ROAD
BERKELEY CA 94705-1603

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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Identification Number 26-4310632
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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 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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CUSIP: 76131V202 Symbol (Box 1d): RPAI								
RETAIL PPTYS AMER CL-A	51 000	02/14/13	09/24/13	\$719 77	\$693 24	\$0 00	\$26 53	\$0 00
	113 000	02/14/13	12/12/13	\$1,441 38	\$1,525 03	\$0 00	(\$83 65)	\$0 00
Security Subtotal	164 000			\$2,161 15	\$2,218 27	\$0 00	(\$57 12)	\$0 00
CUSIP: 780287108 Symbol (Box 1d): RGLD								
ROYAL GOLD INC	39 000	02/14/13	09/24/13	\$1,924 22	\$2,811 90	\$0 00	(\$887 68)	\$0 00
CUSIP: 842587107 Symbol (Box 1d): SO								
SOUTHERN CO	172 000	02/14/13	09/24/13	\$7,243 19	\$7,552 52	\$0 00	(\$309 33)	\$0 00
CUSIP: 852061100 Symbol (Box 1d):								
SPRINT NEXTEL CORP	93 000	12/28/12	07/11/13	\$525 23	\$378 64	\$0 00	\$146 59	\$0 00
	300 000	02/14/13	07/11/13	\$1,694 30	\$1,302 43	\$0 00	\$391 87	\$0 00
Security Subtotal	393 000			\$2,219 53	\$1,681 07	\$0 00	\$538 46	\$0 00
CUSIP: 88160R101 Symbol (Box 1d): TSLA								
TESLA MOTORS INC	17 000	02/14/13	09/24/13	\$3,094 11	\$651 10	\$0 00	\$2,443 01	\$0 00
CUSIP: 00101J106 Symbol (Box 1d): ADT								
THE ADT CORPORATION COM	3 000	12/28/12	12/12/13	\$117 79	\$135 13	\$0 00	(\$17 34)	\$0 00
	44 000	02/14/13	12/12/13	\$1,727 55	\$2,042 81	\$0 00	(\$315 26)	\$0 00
Security Subtotal	47 000			\$1,845 34	\$2,177 94	\$0 00	(\$332 60)	\$0 00
CUSIP: 889478103 Symbol (Box 1d): TOL								
TOLL BROTHERS	76 000	02/14/13	12/12/13	\$2,484 40	\$2,850 00	\$0 00	(\$365 60)	\$0 00
Total Short Term Covered Securities				\$77,471.58	\$72,683.92	\$0.00	\$4,787.66	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

BATTLE FAMILY FOUNDATION
35 VICENTE ROAD
BERKELEY CA 94705-1603

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

New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number 94-3350554
Account Number 814 890033 558

Customer Service: 866-324-6088

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Securit,y) 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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
COMMERCE BANCSHARES	CUSIP: 200525103	Symbol (Box 1d): CBSH						
	0 250	02/14/13	12/16/13	\$11 12	\$9 24	\$0 00	\$1 88	\$0 00
NEWS CORPORATION CL A	CUSIP: 65249B109	Symbol (Box 1d): NWSA						
	0 500	09/27/12	06/28/13	\$7 84	\$6 00	\$0 00	\$1 84	\$0 00
SCIENCE APPLICATIONS INTL CP	CUSIP: 808625107	Symbol (Box 1d): SAIC						
	0 427	02/14/13	09/27/13	\$13 86	\$11 30	\$0 00	\$2 56	\$0 00
SPRINT CORP COM SER 1	CUSIP: 85207U105	Symbol (Box 1d): S						
	0 865	02/14/13	07/11/13	\$5 58	\$5 05	\$0 00	\$0 53	\$0 00
Total Short Term Noncovered Securities				\$38.40	\$31.59	\$0.00	\$6.81	\$0.00
Total Short Term Covered and Noncovered Securities				\$77,509.98	\$72,715.51	\$0.00	\$4,794.47	\$0.00

Corporate Tax Statement
Tax Year 2013BATTLE FAMILY FOUNDATION
35 VICENTE ROAD
BERKELEY CA 94705-1603Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number. 26-4310632Taxpayer ID Number 94-3350554
Account Number 814 890033 558

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

Long Term - 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 ACQUIRED (Box 1e) (Box 1f)	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)
AMERICAN CAPITAL AGENCY	80 000	05/18/12	09/24/13	Symbol (Box 1d): AGNC	\$1,927.96	\$2,482.40	\$0.00	(\$554.44)	\$0.00
AT&T INC	35 000	05/18/12	09/24/13	Symbol (Box 1d): T	\$1,194.17	\$1,178.10	\$0.00	\$16.07	\$0.00
CNH GLOBAL N V NEW	51 000	05/18/12	09/24/13	Symbol (Box 1d):	\$2,582.59	\$1,966.56	\$0.00	\$616.03	\$0.00
FREESCALE SEMICONDUCTOR LTD	172 000	05/18/12	09/24/13	Symbol (Box 1d): FSL	\$2,861.88	\$1,651.20	\$0.00	\$1,210.68	\$0.00
INTL BUSINESS MACHINES CORP	14 000	09/27/12	12/12/13	Symbol (Box 1d): IBM	\$2,432.45	\$2,882.74	\$0.00	(\$450.29)	\$0.00
PROLOGIS INC COM	46 000	07/31/12	09/24/13	Symbol (Box 1d): PLD	\$1,756.25	\$1,487.18	\$0.00	\$269.07	\$0.00
RETAIL PPTYS AMER CL-A	99 000	07/31/12	09/24/13	Symbol (Box 1d): RPAI	\$1,397.19	\$977.42	\$0.00	\$419.77	\$0.00
THE ADT CORPORATION COM	20 000	05/18/12	09/24/13	Symbol (Box 1d): ADT	\$854.98	\$674.05	\$0.00	\$180.93	\$0.00
	33 000	05/18/12	12/12/13		\$1,295.67	\$1,112.19	\$0.00	\$183.48	\$0.00
Security Subtotal	53 000				\$2,150.65	\$1,786.24	\$0.00	\$364.41	\$0.00
WARNER CHILCOTT PLC IRELAND A	49 000	05/18/12	09/24/13	Symbol (Box 1d): WCRX	\$1,089.25	\$978.53	\$0.00	\$110.72	\$0.00
Total Long Term Covered Securities					\$17,392.39	\$15,390.37	\$0.00	\$2,002.02	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

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

New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 94-3350554
Account Number: 814 890033 558

Customer Service: 866-324-6088

BATTLE FAMILY FOUNDATION
35 VICENTE ROAD
BERKELEY CA 94705-603

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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)
ENERGY TRANSFER PARTNERS L P	CUSIP: 29273R109	Symbol (Box 1d): ETP						
	33 000	05/18/12	09/24/13	\$1,709.37	\$1,412.85	\$0.00	\$296.52	\$0.00
MALLINCKRODT PUBLIC LTD CO	CUSIP: G5785G107	Symbol (Box 1d): MNK						
	0 375	05/18/12	06/28/13	\$15.77	\$13.88	\$0.00	\$1.89	\$0.00
Total Long Term Noncovered Securities				\$1,725.14	\$1,426.73	\$0.00	\$298.41	\$0.00
Total Long Term Covered and Noncovered Securities				\$19,117.53	\$16,817.10	\$0.00	\$2,300.43	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$96,627.51	\$89,532.61	\$0.00	\$7,094.90	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)	\$96,627.51							
Total Cost or Other Basis (Box 3)	\$88,074.29							
Total Wash Sale Loss Disallowed (Box 5)	\$0.00							
Total Fed Tax Withheld (Box 4)	\$0.00							

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

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number

26-4310632

Taxpayer ID Number: 94-3350554
Account Number 814 013613 558

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 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)
AB ELECTROLOX SPON ADR	89 000	08/07/13	10/08/13	\$4,543 84	\$5,185 95	\$0 00	(\$642 11)	\$0 00
ABB LTD	116 000	08/08/12	05/21/13	\$2,622 69	\$2,074 08	\$0 00	\$548 61	\$0 00
ANHEUSER BUSCH INBEV SA SPON	44 000	02/22/13	07/16/13	\$4,014 94	\$4,093 60	\$0 00	(\$78 66)	\$0 00
	6 000	03/06/13	07/16/13	\$547 49	\$566 23	\$0 00	(\$18 74)	\$0 00
Security Subtotal	50 000			\$4,562 43	\$4,659 83	\$0 00	(\$97 40)	\$0 00
ASSA ABLOY AB UNSP ADR	133 000	05/21/13	07/26/13	\$2,971 07	\$2,735 81	\$0 00	\$235 26	\$0 00
	1 000	05/21/13	07/29/13	\$22 31	\$20 57	\$0 00	\$1 74	\$0 00
Security Subtotal	134 000			\$2,993 38	\$2,756 38	\$0 00	\$237 00	\$0 00
BAIDU INC ADS	11 000	05/21/13	10/28/13	\$1,702 90	\$1,090 80	\$0 00	\$612 10	\$0 00
	6 000	05/21/13	11/05/13	\$917 65	\$594 98	\$0 00	\$322 67	\$0 00
Security Subtotal	17 000			\$2,620 55	\$1,685 78	\$0 00	\$934 77	\$0 00
BANCO BRADESCO S A NEW	81 000	01/18/13	05/21/13	\$1,389 04	\$1,340 73	\$0 00	\$48 31	\$0 00
BARCLAYS PLC ADR	57 000	06/12/12	05/21/13	\$1,120 60	\$674 31	\$0 00	\$446 29	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 94-3350554
Account Number: 814 013613 558
Customer Service: 866-324-6088

BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603

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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)
BP PLC ADS		CUSIP: 055622104	Symbol (Box 1d): BP					
	78 000	07/27/12	05/21/- 3	\$3,408.52	\$3,223.07	\$0.00	\$185.45	\$0.00
	19 000	02/04/13	05/21/- 3	\$830.28	\$830.05	\$0.00	\$0.23	\$0.00
Security Subtotal	97 000			\$4,238.80	\$4,053.12	\$0.00	\$185.68	\$0.00
CAMECO CORP		CUSIP: 13321L108	Symbol (Box 1d): CCJ					
	175 000	09/17/12	05/21/- 3	\$3,881.41	\$3,784.38	\$0.00	\$97.03	\$0.00
	55 000	10/25/12	05/21/- 3	\$1,219.87	\$1,033.29	\$0.00	\$186.58	\$0.00
Security Subtotal	230 000			\$5,101.28	\$4,817.67	\$0.00	\$283.61	\$0.00
CANADIAN NATL RAILWAY CO		CUSIP: 136375102	Symbol (Box 1d): CN					
	18 000	02/05/13	05/21/- 3	\$1,861.16	\$1,729.04	\$0.00	\$132.12	\$0.00
CNOOC LTD ADS		CUSIP: 126132109	Symbol (Box 1d): CEO					
	17 000	07/27/12	05/21/- 3	\$3,187.25	\$3,343.83	\$0.00	(\$156.58)	\$0.00
	5 000	09/17/12	05/21/- 3	\$937.43	\$1,039.61	\$0.00	(\$102.18)	\$0.00
Security Subtotal	22 000			\$4,124.68	\$4,383.44	\$0.00	(\$258.76)	\$0.00
COMPAGNIE FIN RICHEMONTAG ADR		CUSIP: 204319107	Symbol (Box 1d): CFRUY					
	147 000	06/12/12	05/21/- 3	\$1,399.41	\$811.44	\$0.00	\$587.97	\$0.00
FORTUM OYJ UNSPON ADR		CUSIP: 34959F106	Symbol (Box 1d): FOJCY					
	771 000	10/02/12	04/17/- 3	\$2,742.00	\$2,934.50	\$0.00	(\$192.50)	\$0.00
	232 000	01/08/13	04/17/- 3	\$825.09	\$880.56	\$0.00	(\$55.47)	\$0.00
Security Subtotal	1,003 000			\$3,567.09	\$3,815.06	\$0.00	(\$247.97)	\$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.

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)
GETINGE AB UNSPONS ADR	123 000	CUSIP: 37427X104 05/21/13	Symbol (Box 1d): GNGBY 10/14/13	\$3,810 13	\$3,713 37	\$0 00	\$96 76	\$0 00
GRUPO TELEVISA S A GLOBAL DEP	163 000	CUSIP: 40049J206 11/06/12	Symbol (Box 1d): TV 05/21/13	\$4,285 42	\$3,770 94	\$0 00	\$514 48	\$0 00
	79 000	11/08/12	05/21/13	\$2,076 98	\$1,790 14	\$0 00	\$286 84	\$0 00
	49 000	01/11/13	05/21/13	\$1,288 25	\$1,351 91	\$0 00	(\$63 66)	\$0 00
Security Subtotal	291 000			\$7,650 65	\$6,912 99	\$0 00	\$737 66	\$0 00
KASIKORNBANK PUB CO LTD UNSPON	101 000	CUSIP: 485785109 05/21/13	Symbol (Box 1d): KPCPY 06/07/13	\$2,559 96	\$3,070 40	\$0 00	(\$510 44)	\$0 00
MERCK KGAA UNSPON ADR	104 000	CUSIP: 589339100 05/21/13	Symbol (Box 1d): MKGAY 07/17/13	\$5,353 56	\$5,340 40	\$0 00	\$13 16	\$0 00
NATL GRID TRANSCO PLC ADS	62 000	CUSIP: 636274300 05/25/12	Symbol (Box 1d): NGG 05/21/13	\$3,951 79	\$3,318 40	\$0 00	\$633 39	\$0 00
	23 000	05/08/13	05/21/13	\$1,465 99	\$1,462 11	\$0 00	\$3 88	\$0 00
Security Subtotal	85 000			\$5,417 78	\$4,780 51	\$0 00	\$637 27	\$0 00
PETROFAC LTD LONDON UNSPON ADR	310 000	CUSIP: 716473103 05/21/13	Symbol (Box 1d): POF CY 12/16/13	\$2,893 79	\$3,279 80	\$0 00	(\$386 01)	\$0 00
POTASH CP OF SASKATCHEWAN INC	25 000	CUSIP: 73755L107 09/17/12	Symbol (Box 1d): POT 05/21/13	\$1,085 43	\$1,073 23	\$0 00	\$12 20	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

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1 New York Plaza
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Identification Number 26-4310632
Taxpayer ID Number 94-3350554
Account Number 814 013613 558
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C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1503

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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)
PT BK MANDIRI PERSERO TBK UNSP	CUSIP: 69367U105	Symbol	(Box 1d)	PPER				
	215 000	05/21/13	06/10/13	\$1,936.79	\$2,259.65	\$0.00	(\$322.86)	\$0.00
	407 000	05/21/13	10/16/13	\$3,033.80	\$4,277.57	\$0.00	(\$1,243.77)	\$0.00
Security Subtotal	622 000			\$4,970.59	\$6,537.22	\$0.00	(\$1,566.63)	\$0.00
RIO TINTO PLC SPON ADR	CUSIP: 767204100	Symbol	(Box 1d)	RIO				
	37 000	12/13/12	05/21/13	\$1,676.73	\$1,987.42	\$0.00	(\$310.69)	\$0.00
	48 000	01/11/13	05/21/13	\$2,175.22	\$2,669.86	\$0.00	(\$494.64)	\$0.00
	37 000	02/22/13	05/21/13	\$1,676.74	\$1,971.27	\$0.00	(\$294.53)	\$0.00
Security Subtotal	122 000			\$5,528.69	\$6,628.55	\$0.00	(\$1,099.86)	\$0.00
SANDVIK AB SPONS ADR	CUSIP: 800212201	Symbol	(Box 1d)	SDVKY				
	89 000	02/05/13	05/21/13	\$1,294.03	\$1,444.60	\$0.00	(\$150.57)	\$0.00
SHIN ETSU CHEM CO LTD ADR	CUSIP: 824551105	Symbol	(Box 1d)	SHECY				
	189 000	11/06/12	05/21/13	\$3,347.11	\$2,749.29	\$0.00	\$597.82	\$0.00
SIEMENS AKTIENGESELLSCHAFT	CUSIP: 826197501	Symbol	(Box 1d)	SI				
	10 000	02/05/13	05/21/13	\$1,049.28	\$1,056.18	\$0.00	(\$6.90)	\$0.00
SIGNET JEWELERS LIMITED	CUSIP: G81276100	Symbol	(Box 1d)	SIG				
	23 000	05/21/13	12/17/13	\$1,749.27	\$1,648.41	\$0.00	\$100.86	\$0.00
SUBSEA 7 S A SPONSORED ADR	CUSIP: 864323100	Symbol	(Box 1d)	SUBCY				
	69 000	11/08/12	05/21/13	\$1,518.65	\$1,494.68	\$0.00	\$23.97	\$0.00
	34 000	03/06/13	05/21/13	\$748.33	\$833.68	\$0.00	(\$85.35)	\$0.00
Security Subtotal	103 000			\$2,266.98	\$2,328.36	\$0.00	(\$61.38)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 94-3350554
Account Number: 814 013613 558

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 CF 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)
SUMITOMO MITSUI TR HLDGS INC	CUSIP: 86562X106	Symbol (Box 1d): SUTNY						
	664 000	06/12/12	05/21/- 3	\$3,359 76	\$1,723 74	\$0 00	\$1,636 02	\$0 00
	235 000	05/08/13	05/21/- 3	\$1,189 08	\$1,259 60	\$0 00	(\$70 52)	\$0 00
Security Subtotal	899 000			\$4,548.84	\$2,983 34	\$0 00	\$1,565 50	\$0 00
SUNCOR ENERGY INC NEW COM	CUSIP: 867224107	Symbol (Box 1d): SU						
	42 000	06/06/12	05/21/- 3	\$1,357 28	\$1,193 14	\$0 00	\$164 14	\$0 00
SWATCH GROUP AG ADR THE UNSPON	CUSIP: 870123106	Symbol (Box 1d): SWGAY						
	8 000	03/27/13	05/21/- 3	\$247 03	\$231 83	\$0 00	\$15 20	\$0 00
TECHNIP-COFLEXIP	CUSIP: 878546209	Symbol (Box 1d): TKPPY						
	152 000	05/21/13	11/04/- 3	\$3,930 06	\$4,287 35	\$0 00	(\$357 29)	\$0 00
TECK RESOURCES LTD	CUSIP: 878742204	Symbol (Box 1d): TCK						
	35 000	06/12/12	02/22/- 3	\$1,090 23	\$1,078 32	\$0 00	\$11 91	\$0 00
TESCO PLC SPONSORED ADR	CUSIP: 881575302	Symbol (Box 1d): TSCDY						
	123 000	10/10/12	05/21/- 3	\$2,156 13	\$1,875 75	\$0 00	\$280 38	\$0 00
TEVA PHARMACEUTICALS ADR	CUSIP: 881624209	Symbol (Box 1d): TEVA						
	82 000	07/23/12	01/11/- 3	\$3,127 40	\$3,326 05	\$0 00	(\$198 65)	\$0 00
TOYOTA MOTOR CP ADR NEW	CUSIP: 892331307	Symbol (Box 1d): TM						
	16 000	02/04/13	05/21/- 3	\$2,069 18	\$1,564 44	\$0 00	\$504 74	\$0 00
	12 000	03/22/13	05/21/- 3	\$1,551 89	\$1,247 32	\$0 00	\$304 57	\$0 00
	16 000	04/08/13	05/21/- 3	\$2,069 18	\$1,734 24	\$0 00	\$334 94	\$0 00
Security Subtotal	44 000			\$5,690.25	\$4,546.00	\$0 00	\$1,144.25	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

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

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

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)
TURKIYE HALK BANKASI A S ADR	CUSIP: 900150103	Symbol (Box 1d): THBIY						
	186 000	05/21/13	09/26/13	\$2,819 00	\$4,203 60	\$0 00	(\$1,384 60)	\$0 00
UNILEVER PLC (NEW) ADS	CUSIP: 904767704	Symbol (Box 1d): UL						
	112 000	05/21/13	07/30/13	\$4,533 44	\$4,851 84	\$0 00	(\$318 40)	\$0 00
VALE S A	CUSIP: 91912E105	Symbol (Box 1d): VALE						
	221 000	05/21/13	11/18/13	\$3,543 84	\$3,597 88	\$0 00	(\$54 04)	\$0 00
VALEO SPONSORED ADR	CUSIP: 919134304	Symbol (Box 1d): VLEEY						
	30 000	05/21/13	06/26/13	\$917 27	\$1,011 52	\$0 00	(\$94 25)	\$0 00
VODAFONE GP PLC ADS NEW	CUSIP: 92857W209	Symbol (Box 1d): VOD						
	57 000	08/24/12	05/21/13	\$1,731 05	\$1,671 81	\$0 00	\$59 24	\$0 00
VOLVO AB ADR B	CUSIP: 928856400	Symbol (Box 1d): VOLVY						
	204 000	05/21/13	09/30/13	\$3,027 48	\$3,041 64	\$0 00	(\$14 16)	\$0 00
WISDOMTREE TRUST JAPN HEDGE EQ	CUSIP: 97717W851	Symbol (Box 1d): DXJ						
	170 000	04/30/13	05/21/13	\$8,974 09	\$8,073 39	\$0 00	\$900 70	\$0 00
Total Short Term Covered Securities				\$136,815.59	\$134,523.60	\$0.00	\$2,291.99	\$0.00

Corporate Tax Statement Tax Year 2013

BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603

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

Identification Number 26-4310632

Taxpayer ID Number 94-3350554
Account Number 814 013613 558

Customer Service: 866-324-6088

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WOLSELEY PLC JERSEY SPNSRD ADR	0.000	12/03/13	12/03/13	\$5.25	\$0.00	\$0.00	\$5.25	\$0.00
YAHOOJ JAPAN CP UNSPON ADR	0.000	05/21/13	10/15/13	\$6.81	\$0.00	\$0.00	\$6.81	\$0.00
Total Short Term Noncovered Securities				\$12.06	\$0.00	\$0.00	\$12.06	\$0.00
Total Short Term Covered and Noncovered Securities				\$136,827.65	\$134,523.60	\$0.00	\$2,304.05	\$0.00

Corporate Tax Statement
Tax Year 2013BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number 26-4310632Taxpayer ID Number 94-3350554
Account Number 814 013613 558

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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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ASAHI GLASS ADR	CUSIP: 043393206	Symbol (Box 1d): ASGLY						
	181 000	12/15/11	02/04/13	\$1,171.48	\$1,504.11	\$0.00	(\$332.63)	\$0.00
BANCO BRADESCO S A NEW	CUSIP: 059460303	Symbol (Box 1d): BBD						
	43 000	04/11/12	05/21/13	\$737.39	\$672.00	\$0.00	\$65.39	\$0.00
BELLE INTL HLDGS LTD ADR	CUSIP: 078454105	Symbol (Box 1d): BELLY						
	220 000	03/07/12	05/08/13	\$3,634.32	\$3,766.40	\$0.00	(\$132.08)	\$0.00
BRITISH AMER TOB SPON ADR	CUSIP: 110448107	Symbol (Box 1d): BTI						
	14 000	05/04/12	05/21/13	\$1,596.24	\$1,441.36	\$0.00	\$154.88	\$0.00
CANON INC ADR NEW	CUSIP: 138006309	Symbol (Box 1d): CAJ						
	26 000	12/15/11	05/21/13	\$968.74	\$1,134.12	\$0.00	(\$165.38)	\$0.00
COMPAGNIE FIN RICHEMONTAG ADR	CUSIP: 204319107	Symbol (Box 1d): CFRUY						
	649 000	12/15/11	05/21/13	\$6,178.34	\$3,121.69	\$0.00	\$3,056.65	\$0.00
ICICI BANK LTD	CUSIP: 45104G104	Symbol (Box 1d): IBN						
	18 000	12/15/11	05/21/13	\$844.99	\$465.84	\$0.00	\$379.15	\$0.00
	24 000	01/17/12	05/21/13	\$1,126.65	\$732.96	\$0.00	\$393.69	\$0.00
	20 000	04/11/12	05/21/13	\$938.88	\$685.95	\$0.00	\$252.93	\$0.00
Security Subtotal	62,000			\$2,910.52	\$1,884.75	\$0.00	\$1,025.77	\$0.00
INDUSTRIAL & COML BK CHINA ADR	CUSIP: 455807107	Symbol (Box 1d): IDCBY						
	166 000	12/15/11	05/21/13	\$2,360.46	\$1,958.80	\$0.00	\$401.66	\$0.00
INFOSYS LIMITED ADR	CUSIP: 456788108	Symbol (Box 1d): INFY						
	61 000	04/13/12	05/21/13	\$2,655.06	\$2,986.71	\$0.00	(\$331.65)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013

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

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

Long Term - 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 a)	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)
KB FINANCIAL GRP INC SONS ADR	CUSIP: 48241A105	Symbol (Box 1d): KB						
	14 000	01/17/12	05/21/13	\$463.25	\$489.02	\$0.00	(\$25.77)	\$0.00
	30 000	04/11/12	05/21/13	\$992.68	\$1,078.80	\$0.00	(\$86.12)	\$0.00
Security Subtotal	44 000			\$1,455.93	\$1,567.82	\$0.00	(\$111.89)	\$0.00
PING AN INSURANCE ADR	CUSIP: 72341E304	Symbol (Box 1d): PNGAY						
	101 000	12/15/11	05/21/13	\$1,580.60	\$1,383.70	\$0.00	\$196.90	\$0.00
POTASH CP OF SASKATCHEWAN INC	CUSIP: 73755L107	Symbol (Box 1d): POT						
	30 000	01/17/12	05/21/13	\$1,302.52	\$1,368.01	\$0.00	(\$65.49)	\$0.00
	22 000	01/26/12	05/21/13	\$955.18	\$1,004.30	\$0.00	(\$49.12)	\$0.00
Security Subtotal	52 000			\$2,257.70	\$2,372.31	\$0.00	(\$114.61)	\$0.00
SHIN ETSU CHEM CO LTD ADR	CUSIP: 824551105	Symbol (Box 1d): SHECY						
	254 000	04/11/12	05/21/13	\$4,498.24	\$3,547.49	\$0.00	\$950.75	\$0.00
TESCO PLC SPONSORED ADR	CUSIP: 881575302	Symbol (Box 1d): TSCDY						
	55 000	01/26/12	05/21/13	\$964.13	\$842.05	\$0.00	\$122.08	\$0.00
TOYOTA MOTOR CP ADR NEW	CUSIP: 892331307	Symbol (Box 1d): TM						
	44 000	03/22/12	05/21/13	\$5,690.25	\$3,722.83	\$0.00	\$1,967.42	\$0.00
	15 000	04/27/12	05/21/13	\$1,939.86	\$1,234.95	\$0.00	\$704.91	\$0.00
	9 000	05/11/12	05/21/13	\$1,163.91	\$728.89	\$0.00	\$435.02	\$0.00
Security Subtotal	68 000			\$8,794.02	\$5,686.67	\$0.00	\$3,107.35	\$0.00
VOLKSWAGEN AG SPON ADR	CUSIP: 928662303	Symbol (Box 1d): VLKAY						
	85 000	12/15/11	03/22/13	\$3,238.23	\$2,283.95	\$0.00	\$954.28	\$0.00
	28 000	12/15/11	05/21/13	\$1,195.85	\$752.36	\$0.00	\$443.49	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603

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

New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number: 94-3350554
Account Number: 814 013613 558

Customer Service: 866-324-6088

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

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

Long Term - Covered Securities (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 LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VOLKSWAGEN AG SPON ADR	32 000	04/27/12	05/21/13	\$1,366.69	\$1,081.60	\$0.00	\$285.09	\$0.00
	44 000	05/04/12	05/21/13	\$1,879.20	\$1,485.00	\$0.00	\$394.20	\$0.00
Security Subtotal	189,000			\$7,679.97	\$5,602.91	\$0.00	\$2,077.06	\$0.00
Total Long Term Covered Securities				\$49,443.14	\$39,472.89	\$0.00	\$9,970.25	\$0.00

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number 26-4310632BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603Taxpayer ID Number: 94-3350554
Account Number 814 013613 558

Customer Service: 866-324-6088

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

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

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ABB LTD		CUSIP: 000375204	Symbol (Box 1d): ABB					
	63 000	05/30/06	05/21/13	\$1,424.40	\$581.49	\$0.00	\$842.91	\$0.00
	104 000	10/03/08	05/21/13	\$2,351.39	\$1,862.39	\$0.00	\$489.00	\$0.00
	35 000	05/15/09	05/21/13	\$791.33	\$532.63	\$0.00	\$258.70	\$0.00
	80 000	07/13/11	05/21/13	\$1,808.76	\$2,102.40	\$0.00	(\$293.64)	\$0.00
Security Subtotal	282 000			\$6,375.88	\$5,078.91	\$0.00	\$1,296.97	\$0.00
ASAHI GLASS ADR		CUSIP: 043393206	Symbol (Box 1d): ASGLY					
	327 000	02/28/11	02/04/13	\$2,116.42	\$4,594.35	\$0.00	(\$2,477.93)	\$0.00
BANCO BRADESCO S A NEW		CUSIP: 059460303	Symbol (Box 1d): BBD					
	0 500	05/30/06	04/02/13	\$8.56	\$3.78	\$0.00	\$4.78	\$0.00
	207 263	05/30/06	05/21/13	\$3,554.27	\$1,569.21	\$0.00	\$1,985.06	\$0.00
	80 737	10/17/08	05/21/13	\$1,384.53	\$693.33	\$0.00	\$691.20	\$0.00
Security Subtotal	288 500			\$4,947.36	\$2,266.32	\$0.00	\$2,681.04	\$0.00
BANK OF NOVA SCOTIA		CUSIP: 064149107	Symbol (Box 1d): BNS					
	47 000	11/06/07	05/21/13	\$2,737.22	\$2,632.32	\$0.00	\$104.90	\$0.00
	30 000	08/26/08	05/21/13	\$1,747.16	\$1,356.60	\$0.00	\$390.56	\$0.00
	30 000	07/13/11	05/21/13	\$1,747.16	\$1,797.90	\$0.00	(\$50.74)	\$0.00
Security Subtotal	107 000			\$6,231.54	\$5,786.82	\$0.00	\$444.72	\$0.00
BARCLAYS PLC ADR		CUSIP: 06738E204	Symbol (Box 1d): BCS					
	101 000	05/15/09	05/21/13	\$1,985.61	\$1,646.28	\$0.00	\$339.33	\$0.00
	85 000	06/03/09	05/21/13	\$1,671.06	\$1,454.35	\$0.00	\$216.71	\$0.00
	50 000	06/11/09	05/21/13	\$982.98	\$986.41	\$0.00	(\$3.43)	\$0.00

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Morgan Stanley

Corporate Tax Statement Tax Year 2013

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

BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603

New York, NY 10004
Identification Number

26-4310632

Taxpayer ID Number
Account Number

94-3350554
814 013613 558

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)
BARCLAYS PLC ADR	90 000	01/28/10	05/21'13	\$1,769.36	\$1,572.71	\$0.00	\$196.65	\$0.00
	88 000	07/26/11	05/21'13	\$1,730.04	\$1,320.87	\$0.00	\$409.17	\$0.00
Security Subtotal	414.000			\$8,139.05	\$6,980.62	\$0.00	\$1,158.43	\$0.00
BAYER AG SPON ADR								
	11 000	02/06/08	05/21'13	\$1,200.07	\$892.76	\$0.00	\$307.31	\$0.00
BELLE INTL HLDGS LTD ADR								
	98 000	01/14/11	03/22'13	\$1,713.80	\$1,802.20	\$0.00	(\$88.40)	\$0.00
	127 000	01/14/11	05/08'13	\$2,097.99	\$2,335.50	\$0.00	(\$237.51)	\$0.00
Security Subtotal	225 000			\$3,811.79	\$4,137.70	\$0.00	(\$325.91)	\$0.00
BHP BILLITON LTD								
	8 000	07/07/06	05/21'13	\$553.83	\$347.51	\$0.00	\$206.32	\$0.00
	10 000	12/15/06	05/21'13	\$692.28	\$402.47	\$0.00	\$289.81	\$0.00
Security Subtotal	18 000			\$1,246.11	\$749.98	\$0.00	\$496.13	\$0.00
BP PLC ADS								
	88 000	10/14/11	05/21'13	\$3,845.51	\$3,500.64	\$0.00	\$344.87	\$0.00
CANADIAN NATL RAILWAY CO								
	29 000	03/15/10	05/21'13	\$2,998.53	\$1,660.12	\$0.00	\$1,338.41	\$0.00
	33 000	03/19/10	05/21'13	\$3,412.12	\$1,946.74	\$0.00	\$1,465.38	\$0.00
	28 000	04/15/10	05/21'13	\$2,895.13	\$1,775.22	\$0.00	\$1,119.91	\$0.00
Security Subtotal	90 000			\$9,305.78	\$5,382.08	\$0.00	\$3,923.70	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorBATTLE FAMILY FOUNDATION
C/O A GEORGE BATT_E
35 VICENTE ROAD
BERKELEY CA 94705-1603New York, NY 10004
Identification Number 26-4310632Taxpayer ID Number 94-3350554
Account Number 814 013613 558

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)
CANON INC ADR NEW		CUSIP: 138006309	Symbol (Box 1d): CAJ					
	100 000	05/30/06	05/21/13	\$3,725 91	\$3,892 67	\$0 00	(\$166 76)	\$0 00
	14 000	10/03/11	05/21/13	\$521 63	\$633 30	\$0 00	(\$111 67)	\$0 00
Security Subtotal	114 000			\$4,247 54	\$4,525 97	\$0 00	(\$278 43)	\$0 00
DBS GROUP HOLDINGS LTD SP		CUSIP: 23304Y100	Symbol (Box 1d): DBSDY					
	59 000	05/30/06	05/21/13	\$3,239 03	\$2,563 55	\$0 00	\$675 48	\$0 00
	84 000	05/30/06	05/21/13	\$4,611 49	\$3,267 60	\$0 00	\$1,343 89	\$0 00
Security Subtotal	143 000			\$7,850 52	\$5,831 15	\$0 00	\$2,019 37	\$0 00
ENI SPA AMER DEP RCPT		CUSIP: 26874R108	Symbol (Box 1d): E					
	28 000	05/30/06	05/21/13	\$1,330 81	\$1,557 58	\$0 00	(\$226 77)	\$0 00
FANUC CORPORATION UNSP ADR		CUSIP: 307305102	Symbol (Box 1d): FANUY					
	147 000	09/24/10	01/30/13	\$3,751 25	\$3,064 95	\$0 00	\$686 30	\$0 00
	17 000	10/05/10	01/30/13	\$433 82	\$377 12	\$0 00	\$56 70	\$0 00
	73 000	10/05/10	05/21/13	\$1,929 35	\$1,619 38	\$0 00	\$309 97	\$0 00
	92 000	02/18/11	05/21/13	\$2,431 50	\$2,391 08	\$0 00	\$40 42	\$0 00
Security Subtotal	329 000			\$8,545 92	\$7,452 53	\$0 00	\$1,093 39	\$0 00
GLAXOSMITHKLINE PLC ADS		CUSIP: 37733W105	Symbol (Box 1d): GSK					
	121 000	04/21/11	05/21/13	\$6,370 51	\$4,993 66	\$0 00	\$1,376 85	\$0 00
	22 000	05/06/11	05/21/13	\$1,158 27	\$946 22	\$0 00	\$212 05	\$0 00
Security Subtotal	143 000			\$7,528 78	\$5,939 88	\$0 00	\$1,588 90	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 94-3350554
Account Number 814 013613 558
Customer Service: 866-324-6088

BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603

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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 Securty) 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)
HENKEL KGAA PFD SHARS SPON ADR	CUSIP: 42550U208	Symbol (Box 1d): HENGY						
	57 000	06/26/07	05/21/13	\$5,703.29	\$2,958.63	\$0.00	\$2,744.66	\$0.00
	27 000	10/13/11	05/21/13	\$2,701.56	\$1,576.80	\$0.00	\$1,124.76	\$0.00
Security Subtotal	84 000			\$8,404.85	\$4,535.43	\$0.00	\$3,869.42	\$0.00
ICICI BANK LTD	CUSIP: 45104G104	Symbol (Box 1d): IBN						
	44 000	03/24/11	05/21/13	\$2,065.52	\$2,118.92	\$0.00	(\$53.40)	\$0.00
	52 000	10/31/11	05/21/13	\$2,441.07	\$1,974.63	\$0.00	\$466.44	\$0.00
Security Subtotal	96 000			\$4,506.59	\$4,093.55	\$0.00	\$413.04	\$0.00
INDUSTRIAL & COML BK CHINA ADR	CUSIP: 455807107	Symbol (Box 1d): IDCBY						
	227 000	11/11/10	05/21/13	\$3,227.87	\$4,042.31	\$0.00	(\$814.44)	\$0.00
	7 000	09/13/11	05/21/13	\$99.54	\$84.91	\$0.00	\$14.63	\$0.00
Security Subtotal	234 000			\$3,327.41	\$4,127.22	\$0.00	(\$799.81)	\$0.00
INFOSYS LIMITED ADR	CUSIP: 456788108	Symbol (Box 1d): INFY						
	36 000	08/29/11	05/21/13	\$1,566.92	\$1,855.46	\$0.00	(\$288.54)	\$0.00
	8 000	09/13/11	05/21/13	\$348.20	\$383.92	\$0.00	(\$35.72)	\$0.00
	44 000	10/31/11	05/21/13	\$1,915.12	\$2,600.41	\$0.00	(\$685.29)	\$0.00
Security Subtotal	88 000			\$3,830.24	\$4,839.79	\$0.00	(\$1,009.55)	\$0.00
JSC MMC NORILSK NICKEL ADR	CUSIP: 46626D108	Symbol (Box 1d): NILSY						
	236 000	11/09/11	05/21/13	\$3,544.64	\$4,245.64	\$0.00	(\$701.00)	\$0.00

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Corporate Tax Statement
Tax Year 2013BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number

26-4310632

Taxpayer ID Number
Account Number94-3350554
814 013613 558

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)
KB FINANCIAL GRP INC SONS ADR								
		CUSIP: 48241A105	Symbol (Box 1d): KB					
	7 000	05/21/13	05/21/13	\$231 62	\$0 00	\$0 00	\$231 62	\$0 00
	40 000	05/30/06	05/21/13	\$1,323 57	\$2,801 60	\$0 00	(\$1 478 03)	\$0 00
	50 000	05/30/07	05/21/13	\$1,654 46	\$4,511 83	\$0 00	(\$2,857 37)	\$0 00
Security Subtotal	97 000			\$3,209 65	\$7,313 43	\$0 00	(\$4,103 78)	\$0 00
KINGFISHER PLC SPONS ADR NEW								
		CUSIP: 495724403	Symbol (Box 1d): KGFHY					
	256 000	03/19/10	01/17/13	\$2,315 62	\$1,781 16	\$0 00	\$534 46	\$0 00
	218 000	03/30/10	01/17/13	\$1,971 89	\$1,436 92	\$0 00	\$534 97	\$0 00
Security Subtotal	474 000			\$4,287 51	\$3,218 08	\$0 00	\$1,069 43	\$0 00
MITSUI & CO LTD ADR								
		CUSIP: 606827202	Symbol (Box 1d): MITSY					
	16 000	03/19/10	05/21/13	\$4,791 89	\$5,466 14	\$0 00	(\$674 25)	\$0 00
	5 000	04/06/10	05/21/13	\$1,497 46	\$1,737 89	\$0 00	(\$240 43)	\$0 00
Security Subtotal	21 000			\$6,289 35	\$7,204 03	\$0 00	(\$914 68)	\$0 00
MTN GRP LTD SPONS ADR								
		CUSIP: 62474M108	Symbol (Box 1d): MTNOY					
	34 000	10/14/10	05/21/13	\$667 06	\$651 62	\$0 00	\$15 44	\$0 00
	109 000	11/11/10	05/21/13	\$2,138 53	\$2,066 64	\$0 00	\$71 89	\$0 00
	52 000	03/03/11	05/21/13	\$1,020 22	\$958 36	\$0 00	\$61 86	\$0 00
	109 000	04/20/11	05/21/13	\$2,138 53	\$2,261 46	\$0 00	(\$122 93)	\$0 00
Security Subtotal	304 000			\$5,964 34	\$5,938 08	\$0 00	\$26 26	\$0 00
NESTLE SPON ADR REP REG SHR								
		CUSIP: 641069406	Symbol (Box 1d): NSRCY					
	7 000	06/26/07	05/21/13	\$483 55	\$258 51	\$0 00	\$225 04	\$0 00
	40 000	08/26/08	05/21/13	\$2,763 14	\$1,769 26	\$0 00	\$993 88	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 94-3350554
Account Number 814 013613 558
Customer Service: 866-324-6088

BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603

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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)
NESTLE SPON ADR REP REG SHR	26 000	10/03/08	05/21/13	\$1,796 04	\$1,085 09	\$0 00	\$710 95	\$0 00
	60 000	12/17/09	05/21/13	\$4,144 70	\$2,836 20	\$0 00	\$1,308 50	\$0 00
Security Subtotal	133 000			\$9,187 43	\$5,949 06	\$0 00	\$3,238 37	\$0 00
OIL CO LUKOIL SPN ADR								
		CUSIP: 677862104 Symbol (Box 1d): LUKOY						
	2 000	09/05/07	05/21/13	\$131 00	\$149 00	\$0 00	(\$18 00)	\$0 00
	32 000	10/15/07	05/21/13	\$2,095 95	\$2,843 20	\$0 00	(\$747 25)	\$0 00
	7 000	09/16/08	05/21/13	\$458 49	\$391 65	\$0 00	\$66 84	\$0 00
	32 000	01/19/10	05/21/13	\$2,095 95	\$1,904 87	\$0 00	\$191 08	\$0 00
	11 000	10/14/10	05/21/13	\$720 48	\$654 50	\$0 00	\$65 98	\$0 00
Security Subtotal	84 000			\$5,501 87	\$5,943 22	\$0 00	(\$441 35)	\$0 00
PING AN INSURANCE ADR								
		CUSIP: 72341E304 Symbol (Box 1d): PNGAY						
	64 000	01/04/11	05/21/13	\$1,001 58	\$1,405 12	\$0 00	(\$403 54)	\$0 00
	61 000	01/14/11	05/21/13	\$954 63	\$1,338 34	\$0 00	(\$383 71)	\$0 00
	6 000	09/13/11	05/21/13	\$93 90	\$91 08	\$0 00	\$2 82	\$0 00
	122 000	10/03/11	05/21/13	\$1,909 26	\$1,229 76	\$0 00	\$679 50	\$0 00
Security Subtotal	253 000			\$3,959 37	\$4,064 30	\$0 00	(\$104 93)	\$0 00
POTASH CP OF SASKATCHEWAN INC								
		CUSIP: 73755L107 Symbol (Box 1d): POT						
	30 000	11/04/11	05/21/13	\$1,302 52	\$1,448 40	\$0 00	(\$145 88)	\$0 00
ROCHE HOLDINGS ADR								
		CUSIP: 771195104 Symbol (Box 1d): RHHBY						
	36 000	02/06/08	05/21/13	\$2,338 51	\$1,607 44	\$0 00	\$731 07	\$0 00
	50 000	03/11/08	05/21/13	\$3,247 93	\$2,337 50	\$0 00	\$910 43	\$0 00
	30 000	10/03/08	05/21/13	\$1,948 76	\$1,186 50	\$0 00	\$762 26	\$0 00
	14 000	04/09/10	05/21/13	\$909 41	\$571 06	\$0 00	\$338 35	\$0 00
Security Subtotal	130 000			\$8,444 61	\$5,702 50	\$0 00	\$2,742 11	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorBATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603New York, NY 10004
Identification Number26-4310632
Taxpayer ID Number
Account Number94-3350554
814 013613 558

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)
SANDVIK AB SPONS ADR		CUSIP: 800212201	Symbol (Box 1d)	SDVKY				
	89 000	03/15/10	05/21/13	\$1,294 03	\$1,109 33	\$0 00	\$184 70	\$0 00
	140 000	03/19/10	05/21/13	\$2,035 55	\$1,752 34	\$0 00	\$283 21	\$0 00
	87 000	03/30/10	05/21/13	\$1,264 95	\$1,085 88	\$0 00	\$179 07	\$0 00
	97 000	10/03/11	05/21/13	\$1,410 35	\$1,107 74	\$0 00	\$302 61	\$0 00
Security Subtotal	413 000			\$6,004 88	\$5,055 29	\$0 00	\$949 59	\$0 00
SANOFI ADR		CUSIP: 80105N105	Symbol (Box 1d)	SNY				
	23 000	08/19/11	07/01/13	\$1,198 24	\$790 96	\$0 00	\$407 28	\$0 00
	60 000	08/19/11	08/07/13	\$3,131 97	\$2,063 36	\$0 00	\$1,068 61	\$0 00
Security Subtotal	83 000			\$4,330 21	\$2,854 32	\$0 00	\$1,475 89	\$0 00
SBERBANK RUSSIA SPONSORED ADR		CUSIP: 80585Y308	Symbol (Box 1d)	SBRXY				
	252 000	07/13/11	07/26/13	\$2,938 04	\$3,762 36	\$0 00	(\$824 32)	\$0 00
	7 000	09/13/11	07/26/13	\$81 61	\$75 81	\$0 00	\$5 80	\$0 00
	64 000	10/03/11	07/26/13	\$746 17	\$544 70	\$0 00	\$201 47	\$0 00
Security Subtotal	323 000			\$3,765 82	\$4,382 87	\$0 00	(\$617 05)	\$0 00
SIEMENS AKTIENGESSELLSCHAFT		CUSIP: 826197501	Symbol (Box 1d)	SI				
	19 000	05/30/07	05/21/13	\$1,993 62	\$2,489 58	\$0 00	(\$495 96)	\$0 00
	19 000	05/15/09	05/21/13	\$1,993 62	\$1,302 33	\$0 00	\$691 29	\$0 00
	9 000	07/29/09	05/21/13	\$944 35	\$719 88	\$0 00	\$224 47	\$0 00
Security Subtotal	47 000			\$4,931 59	\$4,511 79	\$0 00	\$419 80	\$0 00
SUBSEA 7 S A SPONSORED ADR		CUSIP: 864323100	Symbol (Box 1d)	SUBCY				
	144 000	10/03/08	05/21/13	\$3,169 36	\$1,277 20	\$0 00	\$1,892 16	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

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Taxpayer ID Number 94-3350554
Account Number 814 013613 558
Customer Service: 866-324-6088

BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603

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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)
SUMITOMO MITSUI TR HLDGS INC	1,332 000	04/04/11	05/21/13	\$6,739 76	\$7,993 00	\$0 00	(\$1,253 24)	\$0 00
		CUSIP: 86562X106	Symbol (Box 1d):	SUTNY				
SUNCOR ENERGY INC NEW COM	42 000	01/28/10	04/25/13	\$1,213 75	\$1,339 75	\$0 00	(\$126 00)	\$0 00
	24 000	04/09/10	04/25/13	\$693 57	\$842 35	\$0 00	(\$148 78)	\$0 00
	10 000	10/14/10	04/25/13	\$288 99	\$344 58	\$0 00	(\$55 59)	\$0 00
	19 000	10/14/10	05/21/13	\$614 01	\$654 71	\$0 00	(\$40 70)	\$0 00
	32 000	10/03/11	05/21/13	\$1,034 12	\$790 08	\$0 00	\$244 04	\$0 00
	2 000	10/14/11	05/21/13	\$64 63	\$60 56	\$0 00	\$4 07	\$0 00
	47 000	11/07/11	05/21/13	\$1,518 86	\$1,529 16	\$0 00	(\$10 30)	\$0 00
Security Subtotal	176 000			\$5,427 93	\$5,561 19	\$0 00	(\$133 26)	\$0 00
TECK RESOURCES LTD	13 000	07/20/10	02/22/13	\$404 94	\$421 58	\$0 00	(\$16 64)	\$0 00
	54 000	08/03/10	02/22/13	\$1,682 06	\$1,950 46	\$0 00	(\$268 40)	\$0 00
	40 000	10/03/11	02/22/13	\$1,245 97	\$1,153 52	\$0 00	\$92 45	\$0 00
Security Subtotal	107 000			\$3,332 97	\$3,525 56	\$0 00	(\$192 59)	\$0 00
TESCO PLC SPONSORED ADR	122 000	10/15/07	04/25/13	\$2,106 89	\$3,525 67	\$0 00	(\$1,418 78)	\$0 00
	6 000	10/15/07	05/21/13	\$105 18	\$173 39	\$0 00	(\$68 21)	\$0 00
	80 000	01/11/08	05/21/13	\$1,402 37	\$2,000 00	\$0 00	(\$597 63)	\$0 00
	50 000	03/11/08	05/21/13	\$876 48	\$1,231 55	\$0 00	(\$355 07)	\$0 00
	58 000	03/18/08	05/21/13	\$1,016 72	\$1,316 60	\$0 00	(\$299 88)	\$0 00

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Corporate Tax Statement
Tax Year 2013BATTLE FAMILY FOUNDATION
C/O A GEORGE BATTLE
35 VICENTE ROAD
BERKELEY CA 94705-1603Morgan Stanley Smith Barney Holdings LLC
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26-4310632Taxpayer ID Number
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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 DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TESCO PLC SPONSORED ADR	40 000	10/03/08	05/21/13	\$701 18	\$876 80	\$0 00	(\$175 62)	\$0 00
	52 000	03/24/11	05/21/13	\$911 54	\$993 20	\$0 00	(\$81 66)	\$0 00
Security Subtotal	408 000			\$7,120.36	\$10,117.21	\$0 00	(\$2,996.85)	\$0 00
UNILEVER NV NY SH NEW								
	136 000	02/18/11	05/21/13	\$5,727 73	\$4,082 55	\$0 00	\$1,645 18	\$0 00
	138 000	03/03/11	05/21/13	\$5,811 96	\$4,211 50	\$0 00	\$1,600 46	\$0 00
Security Subtotal	274 000			\$11,539.69	\$8,294.05	\$0 00	\$3,245.64	\$0 00
VODAFONE GP PLC ADS NEW								
	21 000	05/30/06	05/21/13	\$637 76	\$524 08	\$0 00	\$113 68	\$0 00
	180 000	09/05/06	05/21/13	\$5,466 47	\$3,904 20	\$0 00	\$1,562 27	\$0 00
	39 000	08/12/11	05/21/13	\$1,184 40	\$1,055 32	\$0 00	\$129 08	\$0 00
Security Subtotal	240 000			\$7,288.63	\$5,483.60	\$0 00	\$1,805.03	\$0 00
WESTPAC BANKING SPONS ADR								
	3 000	05/30/06	05/08/13	\$504 47	\$244 47	\$0 00	\$260 00	\$0 00
	16 000	05/30/06	05/08/13	\$2,690 49	\$1,472 64	\$0 00	\$1,217 85	\$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)

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WESTPAC BANKING SPONS ADR	43 000	05/30/06	05/21/13	\$6,634.36	\$3,504.07	\$0.00	\$3,130.29	\$0.00
	19 000	06/11/09	05/21/13	\$2,931.46	\$1,559.71	\$0.00	\$1,371.75	\$0.00
Security Subtotal	81 000			\$12,760.78	\$6,780.89	\$0.00	\$5,979.89	\$0.00
Total Long Term Noncovered Securities				\$224,895.44	\$199,136.99	\$0.00	\$25,758.45	\$0.00
Total Long Term Covered and Noncovered Securities				\$274,338.58	\$238,609.88	\$0.00	\$35,728.70	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$411,166.23	\$373,133.48	\$0.00	\$38,032.75	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)				\$411,166.23				
Total Cost or Other Basis (Box 3)					\$173,996.49			
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