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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **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
THE JOSEPH M AND CAROLYN R SHACHTMAN
CHARITABLE FOUNDATION
% BILL SHACHTMAN

A Employer identification number
95-4830697

Number and street (or P O box number if mail is not delivered to street address)
713 BREAKWATER DRIVE
Suite

Room/suite

B Telephone number (see instructions)
(970) 227-0984

City or town, state or province, country, and ZIP or foreign postal code
FORT COLLINS, CO 805253302

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 978,607

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	22,149	22,149		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	58,812			
	b	Gross sales price for all assets on line 6a 317,883				
	7	Capital gain net income (from Part IV, line 2)		58,812		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	80,961	80,961		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,302	0	0	3,302
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,473	493		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	10,123	10,123		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,898	10,616	0	3,302
	25	Contributions, gifts, grants paid	39,000			39,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	53,898	10,616	0	42,302
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	27,063			
	b	**Net investment income** (if negative, enter -0-)		70,345		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	27,477	7,191	7,191
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach 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)	748,574	798,303	971,416
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	776,051	805,494	978,607
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	776,051	805,494	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	776,051	805,494	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	776,051	805,494	

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	776,051
2	Enter amount from Part I, line 27a	2	27,063
3	Other increases not included in line 2 (itemize) ▶ ______	3	2,380
4	Add lines 1, 2, and 3	4	805,494
5	Decreases not included in line 2 (itemize) ▶ ______	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	805,494

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)
1 a	MORGAN STALEY #750 ST - ATTACHMENT A	P		
b	MORGAN STANLEY #750 LT - ATTACHMENT A	P		
c	MORGAN STANLEY #598 LT - ATTACHMENT B	P		
d	CAPITAL GAIN DIVIDENDS	P		
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	92,533		79,663	12,870
b	200,386		156,090	44,296
c	23,852		23,318	534
d				1,112
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				12,870
b				44,296
c				534
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	58,812
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	42,551	827,228	0 051438
2011	35,439	863,413	0 041045
2010	42,188	791,053	0 053331
2009	49,935	713,807	0 069956
2008	58,955	1,001,245	0 058882

2	**Total** of line 1, column (d).	2	0 274652
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 05493
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	902,166
5	Multiply line 4 by line 3.	5	49,556
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	703
7	Add lines 5 and 6.	7	50,259
8	Enter qualifying distributions from Part XII, line 4.	8	42,302

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 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,407
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,407
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	1,407
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 840		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c** 1,200		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	7	2,040
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	8
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	625
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 625 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities.*	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? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	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? *If "No," attach explanation*	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶BILL SHACHTMAN Telephone no ▶(970) 227-0984

Located at ▶713 BREAKWATER DRIVE FORT COLLINS CO ZIP+4 ▶805253302

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	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**		

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
DR WILLIAM A SHACHTMAN 713 BREAKWATER DRIVE FORT COLLINS, CO 805253302	PRESIDENT 1 0	0		
ROBERT E SHACHTMAN 713 BREAKWATER DRIVE FORT COLLINS, CO 805253302	CHIEF FINANCIAL OFFICER 1 0	0		
JUDITH A SCHWARTZ 713 BREAKWATER DRIVE FORT COLLINS, CO 805253302	SECRETARY 1 0	0		

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See 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	894,221
b	Average of monthly cash balances		1b	21,684
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	915,905
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	915,905
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	13,739
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	902,166
6	**Minimum investment return.** Enter 5% of line 5		6	45,108

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	45,108
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,407		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,407
3	Distributable amount before adjustments Subtract line 2c from line 1			3	43,701
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	43,701
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	43,701

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	42,302
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	42,302
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	42,302

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				43,701
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			36,700	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 42,302				
a Applied to 2012, but not more than line 2a			36,700	
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.				5,602
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).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				38,099
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
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. . . . 0				

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)

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

Part XV Supplementary Information (Complete this part only if the 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))

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				39,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	22,149	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	58,812	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				80,961	

13 Total. Add line 12, columns (b), (d), and (e). **13** 80,961

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-11-14 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Stephen M Day				P00227737
Firm's name ▶ COHNREZNICK LLP			Firm's EIN ▶	
Firm's address ▶ 1900 AVENUE OF THE STARS 28 FL LOS ANGELES, CA 90067			Phone no (970) 227-0984	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
American Friends of IDC 116 East 16th Street 11th floor New York, NY 10003	NONE	PC	General Charitable Purpose	500
Children's Hospital Los Angeles 4650 Sunset Blvd 29 Los Angeles, CA 90027	NONE	PC	General Charitable Purpose	5,000
Jewish Family Services 13949 Ventura Blvd 320 Sherman Oaks, CA 91423	NONE	PC	General Charitable Purpose	10,400
JVSLA Women Mentoring Leadership 6505 Wilshire Blvd Suite 200 Los Angeles, CA 90048	NONE	PC	General Charitable Purpose	1,100
Harold Robinson Foundation 10008 National Blvd 324 Los Angeles, CA 90034	NONE	PC	General Charitable Purpose	500
Museum of Contemporary Art 250 South Grand Avenue Los Angeles, CA 90012	NONE	PC	General Charitable Purpose	500
Phoenix House 164 West 74th Street New York, NY 10023	NONE	PC	General Charitable Purpose	1,500
Tahoe Arts Foundation PO BOX 14281 South Lake Tahoe, CA 96151	NONE	PC	General Charitable Purpose	19,500
Total . . . . ▶ **3a**				39,000

TY 2013 Accounting Fees Schedule

Name: THE JOSEPH M AND CAROLYN R SHACHTMAN CHARITABLE FOUNDATION

EIN: 95-4830697

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,302			3,302

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

TY 2013 Depreciation Schedule

Name: THE JOSEPH M AND CAROLYN R SHACHTMAN CHARITABLE FOUNDATION

EIN: 95-4830697

TY 2013 Investments Corporate Stock Schedule

Name: THE JOSEPH M AND CAROLYN R SHACHTMAN CHARITABLE FOUNDATION

EIN: 95-4830697

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY #750	528,823	687,017
MORGAN STANLEY #598	269,480	284,399

TY 2013 Investments - Land Schedule

Name: THE JOSEPH M AND CAROLYN R SHACHTMAN CHARITABLE FOUNDATION

EIN: 95-4830697

TY 2013 Land, Etc. Schedule

Name: THE JOSEPH M AND CAROLYN R SHACHTMAN CHARITABLE FOUNDATION

EIN: 95-4830697

TY 2013 Other Expenses Schedule

Name: THE JOSEPH M AND CAROLYN R SHACHTMAN CHARITABLE FOUNDATION

EIN: 95-4830697

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNT MANAGEMENT FEE	10,050	10,050		
ADR FEES	73	73		

TY 2013 Other Increases Schedule

Name: THE JOSEPH M AND CAROLYN R SHACHTMAN CHARITABLE FOUNDATION

EIN: 95-4830697

Description	Amount
NON-DIVIDEND DISTRIBUTIONS	897
BOOK TO TAX ADJ TO AGREE TO 1099 STMTS	1,483

TY 2013 Taxes Schedule

Name: THE JOSEPH M AND CAROLYN R SHACHTMAN CHARITABLE FOUNDATION

EIN: 95-4830697

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	493	493		
CA FTB FILING FEES	10			
CA ATTY GEN FILING FEE	25			
SOS FILING FEE	20			
FEDERAL EXCISE TAX	925			

Realized Gain/Loss for Account(s) 549 177750 as of 10/31/2014 4 37 01 PM

Symbol	Name	Quantity	Acquired Date	Period	Notation	Sale Date	Unit Cost	Total Cost	Adjusted Cost	Proceeds	Gain / Loss	Covered Indicator
ABBV	ABBVIE INC COM	3 000	7/2/2009	Long		1/3/2013	24 00	71 99	71 99	103 06	31 07	–
ABBV	ABBVIE INC COM	10 000	4/21/2010	Long		1/3/2013	26 90	268 95	268 95	343 55	74 60	–
ABBV	ABBVIE INC COM	41 000	2/2/2011	Long		1/3/2013	23 80	975 68	975 68	1408 54	432 86	–
ACN	ACCENTURE PLC IRELAND CL A	44 000	4/18/2012	Long		10/31/2013	63 60	2 798 25	2 798 25	3255 49	457 24	–
AET	AETNA INC (NEW)(CT)	11 000	10/17/2011	Long		9/18/2013	37 67	414 40	414 40	734 12	319 72	–
AET	AETNA INC (NEW)(CT)	2 000	6/21/2012	Long		9/18/2013	41 16	82 32	82 32	133 48	51 16	–
APD	AIR PROD & CHEM INC	43 000	5/22/2013	Short		10/3/2013	95 76	4 117 62	4 117 62	4570 15	452 53	C
ALB	ALBEMARLE CORPORATION	6 000	2/23/2011	Long		3/27/2013	56 42	338 50	338 50	372 24	33 74	–
ALB	ALBEMARLE CORPORATION	21 000	2/24/2011	Long		3/27/2013	56 46	1 185 66	1 185 66	1302 86	117 20	–
ABC	AMERISOURCEBERGEN CORP	36 000	1/21/2010	Long		3/19/2013	26 54	955 46	955 46	1800 30	844 84	–
ABC	AMERISOURCEBERGEN CORP	2 000	1/21/2010	Long		3/19/2013	26 54	53 08	53 08	100 02	46 94	–
ABC	AMERISOURCEBERGEN CORP	34 000	1/21/2010	Long		3/19/2013	26 54	902 38	902 38	1700 29	797 91	–
ANN	ANN INC COM	49 000	12/18/2012	Short		6/28/2013	33 98	1 664 93	1 664 93	1640 10	24 83	C
BAESY	BAE SYS PLC SPON ADR	31 000	5/21/2008	Long		1/11/2013	36 20	1 122 20	1 122 20	692 61	429 59	–
SAN	BANCO SANTANDER S A	66 000	1/25/2011	Long		1/30/2013	11 90	785 70	785 70	571 97	213 73	–
BBBY	BED BATH & BEYOND INC	46 000	2/3/2012	Short		1/29/2013	62 83	2 889 96	2 889 96	2666 75	223 21	–
BLK	BLACKROCK INC	2 000	10/10/2012	Short		3/21/2013	187 99	375 98	375 98	507 21	131 23	C
BMC	BMC SOFTWARE	31 000	5/21/2008	Long		6/28/2013	38 17	1 183 27	1 183 27	1395 91	212 64	–
BA	BOEING CO	11 000	6/7/2012	Long		9/18/2013	70 11	771 25	771 25	1310 62	539 37	–
BRCM	BROADCOM CORP CL A	13 000	3/14/2013	Short		9/23/2013	34 88	453 44	453 44	353 37	100 07	C
BRCM	BROADCOM CORP CL A	83 000	8/26/2011	Long		9/23/2013	33 51	2 781 21	2 781 21	2256 10	525 11	–
BCR	C R BARD INC NJ	4 000	5/6/2013	Short		8/1/2013	101 12	404 49	404 49	462 65	58 16	C
BCR	C R BARD INC NJ	30 000	5/10/2012	Long		8/1/2013	101 76	3 052 84	3 052 84	3469 87	417 03	–
LSEZZ	CAPITAL LEASE FUNDING INC	295 000	12/18/2012	Short		6/28/2013	5 17	1 524 97	1 524 97	2491 90	966 93	C
COF	CAPITAL ONE FINANCIAL CORP	9 000	1/31/2013	Short		10/4/2013	56 44	508 00	508 00	631 29	123 29	C
CRRFY	CARREFOUR SA SPONSORED ADR	76 000	8/6/2012	Short		6/7/2013	3 87	294 12	294 12	422 60	128 48	C
CRRFY	CARREFOUR SA SPONSORED ADR	70 000	3/16/2012	Long		6/7/2013	5 05	353 45	353 45	389 24	35 79	–
CBS	CBS CORP NEW CL B SHRS	9 000	5/6/2013	Short		11/22/2013	47 32	425 88	425 88	527 23	101 35	C
CBS	CBS CORP NEW CL B SHRS	42 000	10/25/2011	Long		11/22/2013	25 02	1 050 86	1 050 86	2460 41	1 409 55	–
CBS	CBS CORP NEW CL B SHRS	22 000	11/1/2011	Long		11/22/2013	24 75	544 48	544 48	1288 79	744 31	–
CELG	CELGENE CORP	9 000	6/27/2012	Short		3/14/2013	63 55	571 95	571 95	1034 16	462 21	–
CELG	CELGENE CORP	4 000	6/27/2012	Long		8/28/2013	63 55	254 20	254 20	554 52	300 32	–
EBR	CENTRAIS ELEC BRAS SP ADR CM	53 000	2/20/2013	Short		11/1/2013	3 26	172 70	172 70	163 25	9 45	C
EBR	CENTRAIS ELEC BRAS SP ADR CM	12 000	8/5/2011	Long		11/1/2013	11 03	132 35	132 35	36 96	95 39	–
EBR	CENTRAIS ELEC BRAS SP ADR CM	39 000	8/15/2011	Long		11/1/2013	10 50	409 55	409 55	120 13	289 42	–
CHS	CHICOS FAS INC	91 000	1/29/2013	Short		7/17/2013	17 56	1 598 15	1 598 15	1519 44	78 71	C
CHS	CHICOS FAS INC	99 000	6/14/2012	Long		7/17/2013	13 83	1 369 17	1 369 17	1653 02	283 85	–
CTPCY	CITIC PACIFIC LTD SPONS ADR	23 000	8/4/2011	Long		1/18/2013	10 12	232 76	232 76	188 69	44 07	–
CTPCY	CITIC PACIFIC LTD SPONS ADR	43 000	8/8/2011	Long		1/18/2013	9 18	394 62	394 62	352 77	41 85	–
COH	COACH INC	11 000	5/6/2013	Short		10/30/2013	57 54	632 94	632 94	558 85	74 09	C
COH	COACH INC	48 000	6/9/2008	Long		10/30/2013	35 18	1 688 45	1 688 45	2438 66	750 21	–
COH	COACH INC	1 000	6/21/2012	Long		10/30/2013	61 83	61 83	61 83	50 81	11 02	–
CBSH	COMMERCE BANCSHARES	36 000	11/9/2009	Long		3/27/2013	32 83	1 181 72	1 181 72	1460 12	278 40	–
COO	COOPER CO INC NEW	34 000	2/24/2012	Long		5/14/2013	78 96	2 684 61	2 684 61	3935 11	1 250 50	–
CTB	COOPER TIRE & RUBBER	77 000	9/19/2012	Short		6/28/2013	22 11	1 702 64	1 702 64	2541 03	838 39	C
CPRT	COPART INC	64 000	12/21/2011	Long		3/27/2013	23 48	1 503 01	1 503 01	2183 32	680 31	–
CS	CREDIT SUISSE GROUP	0 585	8/29/2012	Short		5/20/2013	18 97	10 83	10 83	17 03	6 20	C
CS	CREDIT SUISSE GROUP	1 000	7/1/2011	Long		9/4/2013	39 68	39 68	39 68	29 30	10 38	–
CS	CREDIT SUISSE GROUP	7 000	8/31/2011	Long		9/4/2013	28 83	201 81	201 81	205 12	3 31	–
CST	CST BRANDS INC COM	0 555	11/2/2012	Short		5/1/2013	19 40	10 77	10 77	16 90	6 13	–
CST	CST BRANDS INC COM	6 000	11/2/2012	Short		5/3/2013	19 40	116 40	116 40	180 36	63 96	–
CST	CST BRANDS INC COM	5 000	11/9/2012	Short		5/3/2013	24 45	122 23	122 23	150 30	28 07	–
CVS	CVS CAREMARK CORP	1 000	7/1/2010	Long		12/13/2013	29 00	29 00	29 00	67 60	38 60	–
CVS	CVS CAREMARK CORP	7 000	8/15/2011	Long		12/13/2013	33 78	236 46	236 46	473 23	236 77	–
CVS	CVS CAREMARK CORP	6 000	8/15/2011	Long		12/13/2013	33 78	202 68	202 68	405 62	202 94	–
DRI	DARDEN RESTAURANTS	18 000	1/30/2013	Short		10/15/2013	46 06	829 08	829 08	918 44	89 36	C
DRI	DARDEN RESTAURANTS	22 000	1/31/2013	Short		10/15/2013	46 26	1 017 80	1 017 80	1122 53	104 73	C
DRI	DARDEN RESTAURANTS	20 000	2/5/2013	Short		10/15/2013	47 04	940 75	940 75	1020 49	79 74	C
DRI	DARDEN RESTAURANTS	10 000	2/8/2013	Short		10/15/2013	47 14	471 42	471 42	510 24	38 82	C

Attachment A

DRI	DARDEN RESTAURANTS	30 000	2/11/2013	Short		10/15/2013	47 11	1 413 38	1 413 38	1530 73	117 35		C
DBSDY	DBS GROUP HOLDINGS LTD SP	10 000	5/21/2008	Long		10/24/2013	57 65	576 50	576 50	536 24	40 26		–
DLAKY	DEUTSCHE LUFTHANSA ADR	20 000	6/29/2011	Long		3/1/2013	21 50	429 92	429 92	396 50	33 42		–
DLAKY	DEUTSCHE LUFTHANSA ADR	3 000	10/27/2011	Long		3/1/2013	15 09	45 26	45 26	59 48	14 22		–
DPSGY	DEUTSCHE POST AG SPONSORED ADR	15 000	4/8/2009	Long		10/2/2013	11 41	171 13	171 13	493 48	322 35		–
DVN	DEVON ENERGY CORP NEW	15 000	5/2/2013	Short		7/29/2013	55 43	831 50	831 50	824 91	6 59		C
DVN	DEVON ENERGY CORP NEW	13 000	4/27/2012	Long		7/23/2013	69 60	904 80	904 80	744 72	160 08		–
DVN	DEVON ENERGY CORP NEW	40 000	4/27/2012	Long		7/29/2013	69 60	2 783 98	2 783 98	2199 77	584 21		–
DVN	DEVON ENERGY CORP NEW	29 000	5/11/2012	Long		7/29/2013	64 79	1 878 87	1 878 87	1594 83	284 04		–
DVN	DEVON ENERGY CORP NEW	7 000	6/19/2012	Long		7/29/2013	57 81	404 67	404 67	384 96	19 71		–
DISCA	DISCOVERY COMMUNICATIONS SER A	50 000	3/2/2012	Short		1/14/2013	46 81	2 340 29	2 340 29	3386 79	1 046 50		–
DPZ	DOMINOS PIZZA INC	53 000	12/20/2010	Long		9/24/2013	16 09	852 94	852 94	3556 93	2 703 99		–
DOW	DOW CHEMICAL CO	66 000	4/4/2012	Long		7/23/2013	33 42	2 205 96	2 205 96	2280 15	74 19		–
DOW	DOW CHEMICAL CO	16 000	4/4/2012	Long		9/17/2013	33 42	534 78	534 78	634 07	99 29		–
ETN	EATON CORP PLC SHS	27 000	12/3/2012	Short		3/6/2013	51 66	1 394 69	1 394 69	1680 08	285 39		–
ETN	EATON CORP PLC SHS	77 000	12/3/2012	Short		5/3/2013	51 56	3 970 40	3 970 40	4761 99	791 59		–
	ELAN PLC ADR	58 000	1/25/2013	Short		10/31/2013	10 17	590 02	590 02	960 99	370 97		C
ERJ	EMBRAER S A ADR	8 000	5/21/2008	Long		6/21/2013	40 29	322 32	322 32	299 38	22 94		–
EFX	EQUIFAX INC	2 000	11/12/2012	Short		8/20/2013	50 28	100 56	100 56	125 32	24 76		C
EFX	EQUIFAX INC	58 000	11/12/2012	Short		10/7/2013	50 28	2 916 36	2 916 36	3455 75	539 39		C
EXPE	EXPEDIA INC NEW	7 000	5/6/2013	Short		8/28/2013	58 80	411 58	411 58	329 69	81 89		C
EXPE	EXPEDIA INC NEW	3 000	8/17/2011	Long		8/28/2013	28 25	84 75	84 75	141 30	56 55		–
EXPE	EXPEDIA INC NEW	48 000	12/30/2011	Long		8/28/2013	29 11	1 397 08	1 397 08	2260 78	863 70		–
FIS	FIDELITY NATL INFORMATION SE	9 000	2/25/2013	Short		8/20/2013	36 83	331 46	331 46	412 63	81 17		C
FLEX	FLEXTRONICS INTL LTD	15 000	10/9/2008	Long		5/13/2013	5 17	77 61	77 61	106 74	29 13		–
FLEX	FLEXTRONICS INTL LTD	110 000	10/9/2008	Long		5/13/2013	5 17	569 16	569 16	782 78	213 62		–
FLEX	FLEXTRONICS INTL LTD	3 000	10/9/2008	Long		5/13/2013	5 17	15 52	15 52	21 34	5 82		–
FLEX	FLEXTRONICS INTL LTD	47 000	10/9/2008	Long		7/26/2013	5 17	243 19	243 19	395 30	152 11		–
FLEX	FLEXTRONICS INTL LTD	44 000	10/28/2008	Long		7/26/2013	3 97	174 55	174 55	370 07	195 52		–
FLEX	FLEXTRONICS INTL LTD	1 000	10/9/2008	Long		7/26/2013	5 17	5 17	5 17	8 41	3 24		–
FLEX	FLEXTRONICS INTL LTD	3 000	10/9/2008	Long		7/26/2013	5 17	15 52	15 52	25 23	9 71		–
FLEX	FLEXTRONICS INTL LTD	5 000	10/28/2008	Long		7/26/2013	3 97	19 84	19 84	42 05	22 21		–
FLEX	FLEXTRONICS INTL LTD	42 000	11/2/2009	Long		12/2/2013	6 67	279 93	279 93	315 78	35 85		–
FLEX	FLEXTRONICS INTL LTD	166 000	2/5/2010	Long		12/2/2013	6 60	1 095 06	1 095 06	1248 10	153 04		–
FLEX	FLEXTRONICS INTL LTD	103 000	5/7/2010	Long		12/2/2013	7 01	721 69	721 69	774 42	52 73		–
FLEX	FLEXTRONICS INTL LTD	27 000	5/7/2010	Long		12/3/2013	7 01	189 18	189 18	200 86	11 68		–
FLEX	FLEXTRONICS INTL LTD	163 000	7/1/2010	Long		12/3/2013	5 68	926 05	926 05	1212 58	286 53		–
FLEX	FLEXTRONICS INTL LTD	5 000	11/2/2009	Long		12/2/2013	6 67	33 33	33 33	37 59	4 26		–
FLEX	FLEXTRONICS INTL LTD	20 000	2/5/2010	Long		12/2/2013	6 60	131 93	131 93	150 37	18 44		–
FLEX	FLEXTRONICS INTL LTD	13 000	5/7/2010	Long		12/2/2013	7 01	91 09	91 09	97 74	6 65		–
FLEX	FLEXTRONICS INTL LTD	9 000	5/7/2010	Long		12/3/2013	7 01	63 06	63 06	66 95	3 89		–
FLEX	FLEXTRONICS INTL LTD	47 000	5/7/2010	Long		12/3/2013	7 01	329 31	329 31	349 64	20 33		–
FLEX	FLEXTRONICS INTL LTD	17 000	7/1/2010	Long		12/3/2013	5 68	96 59	96 59	126 47	29 88		–
FMC	FMC CORP NEW	40 000	5/21/2008	Long		6/28/2013	34 73	1 389 20	1 389 20	2449 18	1 059 98		–
FL	FOOT LOCKER INC	13 000	9/19/2012	Short		4/23/2013	36 35	472 54	472 54	421 88	50 66		C
FL	FOOT LOCKER INC	86 000	7/10/2012	Short		4/23/2013	31 80	2 734 59	2 734 59	2790 89	56 30		C
FL	FOOT LOCKER INC	2 000	9/19/2012	Short		4/23/2013	36 35	72 70	72 70	64 90	7 80		C
FL	FOOT LOCKER INC	12 000	3/14/2013	Short		12/17/2013	33 06	396 68	396 68	470 66	73 98		C
FL	FOOT LOCKER INC	31 000	9/19/2012	Long		12/17/2013	36 35	1 126 82	1 126 82	1215 87	89 05		C
FL	FOOT LOCKER INC	2 000	9/19/2012	Long		12/17/2013	36 35	72 70	72 70	78 44	5 74		C
F	FORD MOTOR CO NEW	46 000	10/26/2012	Short		1/11/2013	10 33	474 96	474 96	642 20	167 24		C
F	FORD MOTOR CO NEW	44 000	10/31/2012	Short		1/11/2013	10 86	477 77	477 77	614 27	136 50		C
F	FORD MOTOR CO NEW	95 000	10/31/2012	Short		7/10/2013	10 86	1 031 56	1 031 56	1589 04	557 48		C
	FRANCE TELECOM	65 000	5/21/2008	Long		6/17/2013	31 15	2 024 75	2 024 75	663 13	1 361 62		–
	FRANCE TELECOM	12 000	10/14/2011	Long		6/17/2013	18 22	218 64	218 64	122 42	96 22		–
OGZPY	GAZPROM O A O SPON ADR	2 000	5/21/2008	Long		4/19/2013	31 01	62 01	62 01	15 01	47 00		–
OGZPY	GAZPROM O A O SPON ADR	30 000	8/3/2011	Long		4/19/2013	13 85	415 61	415 61	225 14	190 47		–
GDFZY	GDF SUEZ SPON ADR	32 000	7/25/2008	Long		4/17/2013	66 43	2 125 77	2 125 77	649 41	1 476 36		–
GILD	GILEAD SCIENCE	18 000	1/18/2007	Long		5/6/2013	16 49	296 81	296 81	986 95	690 14		–
GILD	GILEAD SCIENCE	12 000	1/18/2007	Long		10/30/2013	16 49	197 87	197 87	869 90	672 03		–
GOOGL	GOOGLE INC CL A	1 000	12/6/2010	Long		11/4/2013	578 72	578 72	578 72	1024 63	445 91		–
GOOGL	GOOGLE INC CL A	2 000	12/6/2010	Long		12/23/2013	578 72	1 157 43	1 157 43	2216 29	1 058 86		–

HAL	HALLIBURTON CO	64 000	11/8/2010	Long		2/6/2013	33 30	2 131 23	2 131 23	2561 89	430 66		–
HAL	HALLIBURTON CO	14 000	11/8/2010	Long		9/9/2013	33 30	466 21	466 21	702 86	236 65		–
HBI	HANESBRANDS INC	8 000	4/24/2013	Short		9/18/2013	48 99	391 95	391 95	511 75	119 80		C
HON	HONEYWELL INTERNATIONAL INC	16 000	1/18/2011	Long		1/24/2013	54 83	877 32	877 32	1091 89	214 57		–
HON	HONEYWELL INTERNATIONAL INC	8 000	1/18/2011	Long		9/18/2013	54 83	438 66	438 66	693 02	254 36		–
HSP	HOSPIRA INC	58 000	5/18/2009	Long		2/15/2013	33 28	1 929 99	1 929 99	1701 61	228 38		–
HSP	HOSPIRA INC	18 000	8/24/2010	Long		2/15/2013	51 22	921 94	921 94	528 09	393 85		–
HSP	HOSPIRA INC	26 000	11/1/2011	Long		2/15/2013	31 17	810 36	810 36	762 79	47 57		–
ING	ING GROEP NV ADR	44 000	12/17/2009	Long		11/1/2013	6 27	275 72	275 72	566 31	290 59		–
INTC	INTEL CORP	124 000	5/14/2009	Long		4/5/2013	15 60	1 934 72	1 934 72	2580 21	645 49		–
IDCC	INTERDIGITAL INC	44 000	9/27/2010	Long		12/17/2013	28 69	1 262 44	1 262 44	1400 70	138 26		–
ICAGY	INTERNATIONAL CONS AIRLS GRP	16 000	6/8/2009	Long		5/3/2013	11 80	188 79	188 79	342 73	153 94		–
ICAGY	INTERNATIONAL CONS AIRLS GRP	23 000	6/8/2009	Long		9/4/2013	11 80	271 38	271 38	514 64	243 26		–
INTU	INTUIT INC	6 000	5/6/2013	Short		7/24/2013	60 50	363 00	363 00	379 96	16 96		C
INTU	INTUIT INC	51 000	8/3/2011	Long		7/24/2013	45 77	2 334 43	2 334 43	3229 65	895 22		–
KBR	KBR INC	24 000	3/21/2011	Long		1/22/2013	36 54	876 89	876 89	730 77	146 12		–
KBR	KBR INC	4 000	3/21/2011	Long		1/22/2013	36 54	146 14	146 14	121 79	24 35		–
KBR	KBR INC	3 000	3/21/2011	Long		3/27/2013	36 54	109 61	109 61	95 01	14 60		–
KBR	KBR INC	1 000	3/21/2011	Long		3/27/2013	36 54	36 54	36 54	31 67	4 87		–
KBR	KBR INC	18 000	3/22/2011	Long		3/27/2013	36 45	656 17	656 17	570 05	86 12		–
KBR	KBR INC	30 000	8/23/2011	Long		3/27/2013	26 97	808 97	808 97	950 08	141 11		–
PHG	KONINKLIJKE PHIL EL SP ADR NEW	0 163	6/22/2011	Long		6/5/2013	23 77	3 75	3 75	4 64	0 89		–
PHG	KONINKLIJKE PHIL EL SP ADR NEW	7 000	5/21/2008	Long		6/26/2013	38 58	270 03	270 03	191 06	78 97		–
PHG	KONINKLIJKE PHIL EL SP ADR NEW	28 000	6/22/2011	Long		6/26/2013	22 79	638 09	638 09	764 24	126 15		–
LH	LABORATORY CP AMER HLDGS NEW	14 000	3/18/2008	Long		6/28/2013	74 41	1 041 67	1 041 67	1398 73	357 06		–
LIFE	LIFE TECHNOLOGIES CORP	11 000	10/26/2012	Short		1/18/2013	48 80	536 78	536 78	669 27	132 49		C
LIFE	LIFE TECHNOLOGIES CORP	61 000	10/26/2012	Short		2/22/2013	48 80	2 976 68	2 976 68	3549 44	572 76		C
LYG	LLOYDS BANKING GROUP PLC	145 000	6/1/2012	Short		1/11/2013	1 58	228 87	228 87	503 03	274 16		–
LYG	LLOYDS BANKING GROUP PLC	45 000	6/1/2012	Long		6/14/2013	1 58	71 03	71 03	176 39	105 36		–
LYG	LLOYDS BANKING GROUP PLC	105 000	6/1/2012	Long		10/9/2013	1 58	165 73	165 73	494 54	328 81		–
LYG	LLOYDS BANKING GROUP PLC	85 000	6/1/2012	Long		11/1/2013	1 58	134 16	134 16	425 21	291 05		–
LYG	LLOYDS BANKING GROUP PLC	50 000	6/1/2012	Long		12/4/2013	1 58	78 92	78 92	252 00	173 08		–
LSI	LSI CORP	226 000	9/19/2012	Long		12/17/2013	7 59	1 714 59	1 714 59	2470 63	756 04		C
MGLN	MAGELLAN HEALTH SERVICES INC	30 000	9/27/2010	Long		3/27/2013	46 24	1 387 21	1 387 21	1411 89	24 68		–
MCK	MCKESSON CORP	7 000	8/26/2011	Long		10/30/2013	76 33	534 32	534 32	1089 40	555 08		–
MKGAY	MERCK KGAA UNSPON ADR	2 000	5/21/2008	Long		1/7/2013	47 60	95 20	95 20	86 14	9 06		–
MKGAY	MERCK KGAA UNSPON ADR	2 000	10/13/2008	Long		1/7/2013	29 43	58 86	58 86	86 13	27 27		–
MET	METLIFE INCORPORATED	40 000	8/25/2010	Long		3/15/2013	36 04	1 441 59	1 441 59	1606 70	165 11		–
MET	METLIFE INCORPORATED	18 000	8/25/2010	Long		9/18/2013	36 04	648 72	648 72	882 52	233 80		–
MGDDY	MICHELIN COMPAGNIE GENERALE DE	21 000	10/20/2008	Long		10/9/2013	11 43	239 99	239 99	437 59	197 60		–
MSFT	MICROSOFT CORP	31 000	11/6/2012	Short		5/1/2013	29 96	928 87	928 87	1018 82	89 95		C
MSFT	MICROSOFT CORP	32 000	1/22/2013	Short		5/1/2013	27 17	869 41	869 41	1051 69	182 28		C
MSFT	MICROSOFT CORP	73 000	11/6/2012	Short		5/1/2013	29 96	2 187 36	2 187 36	2399 17	211 81		C
MSFT	MICROSOFT CORP	15 000	11/6/2012	Short		5/1/2013	29 96	449 46	449 46	492 98	43 52		C
MSFT	MICROSOFT CORP	1 000	11/6/2012	Short		5/1/2013	29 96	29 96	29 96	32 87	2 91		C
MSFT	MICROSOFT CORP	24 000	5/13/2009	Long		4/11/2013	19 74	473 84	473 84	694 00	220 16		–
MSFT	MICROSOFT CORP	51 000	5/26/2009	Long		4/11/2013	20 10	1 025 19	1 025 19	1474 74	449 55		–
MSFT	MICROSOFT CORP	4 000	5/26/2009	Long		4/22/2013	20 10	80 41	80 41	124 68	44 27		–
MSFT	MICROSOFT CORP	21 000	7/24/2009	Long		4/22/2013	23 05	484 11	484 11	654 56	170 45		–
MSFT	MICROSOFT CORP	4 000	7/24/2009	Long		5/1/2013	23 05	92 21	92 21	131 46	39 25		–
MON	MONSANTO CO/NEW	36 000	7/28/2011	Long		10/10/2013	74 92	2 697 08	2 697 08	3780 02	1 082 94		–
MURGY	MUENCHENER RUECK-UNSPONS ADR	43 000	3/18/2011	Long		1/11/2013	15 45	664 44	664 44	773 54	109 10		–
MYL	MYLAN INC	22 000	11/12/2012	Short		9/18/2013	26 01	572 26	572 26	846 54	274 28		C
MYL	MYLAN INC	31 000	5/6/2013	Short		12/16/2013	29 42	911 97	911 97	1302 26	390 29		C
MYL	MYLAN INC	64 000	11/12/2012	Long		12/16/2013	26 01	1 664 76	1 664 76	2688 55	1 023 79		C
MYRG	MYR GROUP INC DEL COM	73 000	12/18/2012	Short		9/24/2013	21 71	1 585 00	1 585 00	1750 66	165 66		C
NTAP	NETAPP INC COM	15 000	11/30/2012	Short		9/18/2013	31 79	476 89	476 89	660 88	183 99		C
NSC	NORFOLK SOUTHERN CORP	17 000	6/3/2010	Long		4/1/2013	57 20	972 32	972 32	1296 37	324 05		–
OXY	OCCIDENTAL PETROLEUM CORP DE	7 000	8/16/2012	Short		5/3/2013	89 33	625 32	625 32	634 36	9 04		C
OXY	OCCIDENTAL PETROLEUM CORP DE	21 000	6/21/2013	Short		12/10/2013	89 74	1 884 62	1 884 62	1944 45	59 83		C
OXY	OCCIDENTAL PETROLEUM CORP DE	35 000	8/16/2012	Long		12/10/2013	89 33	3 126 62	3 126 62	3240 77	114 15		C
OXY	OCCIDENTAL PETROLEUM CORP DE	20 000	10/1/2012	Long		12/10/2013	86 55	1 730 95	1 730 95	1851 87	120 92		C

Attachment A

OCN	OCWEN FINANCIAL CORP NEW	14 000	9/29/2011	Long		9/18/2013	13 29	186 05	186 05	793 64	607 59	–
OCN	OCWEN FINANCIAL CORP NEW	28 000	9/29/2011	Long		12/10/2013	13 29	372 11	372 11	1570 77	1 198 66	–
OIS	OIL STATES INTL INC	18 000	9/19/2012	Short		3/27/2013	83 04	1 494 71	1 494 71	1473 64	21 07	C
ONNN	ON SEMICONDUCTOR CORP	121 000	5/17/2010	Long		11/8/2013	7 79	943 18	943 18	848 56	94 62	–
ONNN	ON SEMICONDUCTOR CORP	92 000	6/25/2010	Long		11/8/2013	6 63	610 25	610 25	645 18	34 93	–
ONNN	ON SEMICONDUCTOR CORP	122 000	8/23/2011	Long		11/8/2013	7 31	891 41	891 41	855 57	35 84	–
ONNN	ON SEMICONDUCTOR CORP	80 000	5/21/2012	Long		11/8/2013	6 91	552 66	552 66	561 03	8 37	–
ONNN	ON SEMICONDUCTOR CORP	90 000	9/12/2012	Long		11/8/2013	6 61	595 28	595 28	631 16	35 88	C
	OSRAM LICHT AG SALE PROCEEDS	4 000	8/3/2012	Short		7/26/2013	3 10	12 39	12 39	12 02	0 37	–
	OSRAM LICHT AG SALE PROCEEDS	2 000	3/30/2012	Long		7/26/2013	3 55	7 09	7 09	6 01	1 08	–
	OSRAM LICHT AG SALE PROCEEDS	3 000	9/27/2011	Long		7/26/2013	3 32	9 97	9 97	9 02	0 95	–
	OSRAM LICHT AG SALE PROCEEDS	10 000	5/21/2008	Long		7/26/2013	4 06	40 62	40 62	30 06	10 56	–
PRE	PARTNERRE HLDGS	4 000	7/31/2012	Short		4/10/2013	73 37	293 47	293 47	364 25	70 78	C
PRE	PARTNERRE HLDGS	16 000	1/25/2012	Long		4/9/2013	63 45	1 015 22	1 015 22	1471 31	456 09	–
PRE	PARTNERRE HLDGS	5 000	1/27/2012	Long		4/9/2013	64 52	322 60	322 60	459 78	137 18	–
PRE	PARTNERRE HLDGS	16 000	1/27/2012	Long		4/10/2013	64 52	1 032 34	1 032 34	1457 02	424 68	–
PRE	PARTNERRE HLDGS	2 000	3/2/2012	Long		4/10/2013	63 87	127 73	127 73	182 13	54 40	–
PERY	PERRY ELLIS INTL INC	71 000	12/18/2012	Short		9/24/2013	21 67	1 538 61	1 538 61	1369 91	168 70	C
PETM	PETSMART INC	5 000	10/27/2010	Long		8/20/2013	36 96	184 78	184 78	373 39	188 61	–
POT	POTASH CP OF SASKATCHEWAN INC	14 000	5/3/2013	Short		7/31/2013	42 08	589 12	589 12	421 74	167 38	C
POT	POTASH CP OF SASKATCHEWAN INC	8 000	5/31/2013	Short		7/31/2013	42 21	337 68	337 68	241 00	96 68	C
POT	POTASH CP OF SASKATCHEWAN INC	8 000	6/14/2013	Short		7/31/2013	40 34	322 72	322 72	241 00	81 72	C
POT	POTASH CP OF SASKATCHEWAN INC	18 000	6/26/2013	Short		7/31/2013	38 89	699 97	699 97	542 23	157 74	C
PG	PROCTER & GAMBLE	13 000	6/19/2012	Short		1/30/2013	62 57	813 36	813 36	980 35	166 99	–
PRU	PRUDENTIAL FINANCIAL INC	20 000	2/7/2013	Short		10/3/2013	56 60	1 132 04	1 132 04	1540 06	408 02	C
PRU	PRUDENTIAL FINANCIAL INC	7 000	11/14/2011	Long		5/3/2013	53 79	376 52	376 52	459 49	82 97	–
PRU	PRUDENTIAL FINANCIAL INC	10 000	11/14/2011	Long		7/5/2013	53 79	537 89	537 89	755 17	217 28	–
PRU	PRUDENTIAL FINANCIAL INC	46 000	6/20/2012	Long		10/3/2013	48 50	2 231 02	2 231 02	3542 13	1 311 11	–
RANJY	RANDSTAD HLDG NV UNSPON ADR	4 000	6/29/2011	Long		3/1/2013	22 99	91 96	91 96	83 81	8 15	–
RANJY	RANDSTAD HLDG NV UNSPON ADR	20 000	7/27/2011	Long		3/1/2013	22 19	443 74	443 74	419 05	24 69	–
RANJY	RANDSTAD HLDG NV UNSPON ADR	9 000	7/27/2011	Long		8/1/2013	22 19	199 68	199 68	215 13	15 45	–
RANJY	RANDSTAD HLDG NV UNSPON ADR	5 000	8/12/2011	Long		8/1/2013	17 08	85 42	85 42	119 52	34 10	–
RANJY	RANDSTAD HLDG NV UNSPON ADR	18 000	8/12/2011	Long		11/20/2013	17 08	307 49	307 49	546 58	239 09	–
RANJY	RANDSTAD HLDG NV UNSPON ADR	2 000	9/6/2012	Long		11/20/2013	16 89	33 78	33 78	60 73	26 95	C
RJF	RAYMOND JAMES FINCL INC	30 000	3/21/2013	Short		8/15/2013	47 04	1 411 10	1 411 10	1283 11	127 99	C
RJF	RAYMOND JAMES FINCL INC	11 000	5/6/2013	Short		8/15/2013	42 26	464 82	464 82	470 47	5 65	C
RJF	RAYMOND JAMES FINCL INC	41 000	3/21/2013	Short		12/17/2013	47 04	1 928 51	1 928 51	2005 15	76 64	C
RJF	RAYMOND JAMES FINCL INC	1 000	5/6/2013	Short		12/17/2013	42 25	42 25	42 25	48 91	6 66	C
RJF	RAYMOND JAMES FINCL INC	41 000	3/17/2011	Long		8/15/2013	36 49	1 496 27	1 496 27	1753 58	257 31	–
ENL	REED ELSEVIER NV SPONS ADR	8 000	6/16/2010	Long		8/7/2013	22 61	180 84	180 84	295 31	114 47	–
ENL	REED ELSEVIER NV SPONS ADR	13 000	10/27/2010	Long		8/7/2013	25 88	336 43	336 43	479 87	143 44	–
RF	REGIONS FINANCIAL CORP NEW	115 000	10/26/2012	Short		7/5/2013	6 56	754 37	754 37	1164 12	409 75	C
	REXAM PLC SPONSADR COMNOPA	0 000	1/29/2013	Short		1/29/2013	0 00	0 00	0 00	24 51	24 51	–
ROK	ROCKWELL AUTOMATION INC	1 000	9/4/2013	Short		11/4/2013	98 84	98 84	98 84	109 82	10 98	C
ROK	ROCKWELL AUTOMATION INC	36 000	10/26/2012	Long		11/4/2013	69 07	2 486 60	2 486 60	3953 67	1 467 07	C
ROK	ROCKWELL AUTOMATION INC	5 000	10/26/2012	Long		11/5/2013	69 07	345 36	345 36	542 68	197 32	C
ROK	ROCKWELL AUTOMATION INC	1 000	10/26/2012	Long		11/4/2013	69 07	69 07	69 07	109 82	40 75	C
ROP	ROPER IND INC	28 000	11/9/2011	Long		3/13/2013	82 26	2 303 18	2 303 18	3481 19	1 178 01	–
ROST	ROSS STORES INC	11 000	12/18/2012	Short		12/5/2013	54 46	599 02	599 02	797 36	198 34	C
ROST	ROSS STORES INC	46 000	7/7/2009	Long		12/5/2013	19 43	893 79	893 79	3334 40	2 440 61	–
RDS A	ROYAL DUTCH SHELL PLC	12 000	5/17/2011	Long		1/29/2013	69 36	832 38	832 38	871 86	39 48	–
RDS A	ROYAL DUTCH SHELL PLC	22 000	5/17/2011	Long		6/11/2013	69 36	1 526 02	1 526 02	1453 01	73 01	–
RDS A	ROYAL DUTCH SHELL PLC	43 000	5/25/2011	Long		6/11/2013	68 70	2 953 98	2 953 98	2839 97	114 01	–
RDS B	ROYAL DUTCH SHELL PLC CL B	4 000	5/21/2008	Long		5/3/2013	86 51	346 04	346 04	285 07	60 97	–
SBRA	SABRA HEALTH CARE REIT INC	91 000	6/23/2011	Long		9/24/2013	15 41	1 402 28	1 402 28	2128 40	726 12	–
SNY	SANOFI ADR	10 000	5/21/2008	Long		1/25/2013	37 17	371 70	371 70	489 99	118 29	–
SNY	SANOFI ADR	4 000	5/21/2008	Long		3/15/2013	37 17	148 68	148 68	197 75	49 07	–
SAP	SAP AG	4 000	5/21/2008	Long		1/30/2013	52 28	209 12	209 12	325 54	116 42	–
SAP	SAP AG	5 000	5/21/2008	Long		4/12/2013	52 28	261 40	261 40	388 14	126 74	–
SPIL	SILICON PREC IND LTD SP ADR	68 000	1/10/2011	Long		5/10/2013	5 74	390 34	390 34	395 89	5 55	–
SPIL	SILICON PREC IND LTD SP ADR	48 000	3/23/2011	Long		5/10/2013	6 15	295 11	295 11	279 45	15 66	–
SPIL	SILICON PREC IND LTD SP ADR	87 000	3/23/2011	Long		5/31/2013	6 15	534 90	534 90	497 35	37 55	–

SPIL	SILICON PREC IND LTD SP ADR	71 000	8/3/2011	Long		5/31/2013	4 78	339 25	339 25	405 88	66 63	–
SGAPY	SINGAPORE TELECOM LTD ADR NEW	7 000	5/21/2008	Long		3/18/2013	26 80	187 60	187 60	199 66	12 06	–
SYK	STRYKER CORP	58 000	12/28/2011	Long		8/1/2013	49 31	2 859 95	2 859 95	4134 89	1 274 94	–
SPN	SUPERIOR ENERGY SERVICES INC	22 000	2/27/2012	Short		2/22/2013	29 89	657 65	657 65	572 72	84 93	–
SSREY	SWISS RE LTD SPONSORED ADR	7 000	6/7/2011	Long		10/18/2013	59 53	416 74	416 74	602 93	186 19	–
SYMC	SYMANTEC CORP	15 000	1/31/2012	Short		1/24/2013	17 05	255 75	255 75	325 10	69 35	–
SYMC	SYMANTEC CORP	7 000	1/31/2012	Short		1/24/2013	17 05	119 35	119 35	151 72	32 37	–
SYMC	SYMANTEC CORP	15 000	3/23/2012	Short		1/24/2013	18 21	273 13	273 13	325 11	51 98	–
SYMC	SYMANTEC CORP	8 000	3/23/2012	Short		1/24/2013	18 21	145 67	145 67	173 38	27 71	–
SYMC	SYMANTEC CORP	54 000	3/23/2012	Short		3/12/2013	18 21	983 26	983 26	1318 71	335 45	–
SYMC	SYMANTEC CORP	9 000	4/24/2012	Short		3/12/2013	16 44	147 96	147 96	219 78	71 82	–
SYMC	SYMANTEC CORP	44 000	3/23/2012	Short		3/12/2013	18 21	801 17	801 17	1074 50	273 33	–
SYMC	SYMANTEC CORP	13 000	3/23/2012	Short		3/12/2013	18 21	236 71	236 71	317 46	80 75	–
TSM	TAIWAN SMCNDCTR MFG CO LTD ADR	14 000	5/21/2008	Long		2/20/2013	11 04	154 54	154 54	268 09	113 55	–
TGT	TARGET CORPORATION	18 000	10/7/2010	Long		4/11/2013	54 22	975 90	975 90	1247 54	271 64	–
TELNY	TELENOR ASA ADS	6 000	5/21/2008	Long		5/3/2013	64 10	384 60	384 60	402 03	17 43	–
TELNY	TELENOR ASA ADS	5 000	5/21/2008	Long		11/1/2013	64 10	320 50	320 50	365 04	44 54	–
TDC	TERADATA CORP	5 000	12/18/2012	Short		6/24/2013	62 77	313 83	313 83	245 28	68 55	C
TDC	TERADATA CORP	18 000	5/6/2013	Short		6/24/2013	51 77	931 82	931 82	883 01	48 81	C
TDC	TERADATA CORP	44 000	3/7/2011	Long		6/24/2013	50 13	2 205 70	2 205 70	2158 46	47 24	–
TEX	TEREX CP NEW DEL	69 000	9/19/2012	Short		6/28/2013	24 87	1 716 21	1 716 21	1821 58	105 37	C
TSO	TESORO PETROLEUM CP	52 000	6/14/2012	Long		9/24/2013	22 43	1 166 27	1 166 27	2352 58	1 186 31	–
MOS	THE MOSAIC CO (HLDG CO) NEW	6 000	10/8/2012	Short		7/30/2013	54 62	327 71	327 71	260 86	66 85	C
MOS	THE MOSAIC CO (HLDG CO) NEW	6 000	6/22/2011	Long		7/30/2013	64 64	387 81	387 81	260 86	126 95	–
MOS	THE MOSAIC CO (HLDG CO) NEW	40 000	6/28/2011	Long		7/30/2013	65 03	2 601 10	2 601 10	1739 08	862 02	–
MOS	THE MOSAIC CO (HLDG CO) NEW	44 000	6/30/2011	Long		7/30/2013	67 16	2 955 14	2 955 14	1912 99	1 042 15	–
TWC	TIME WARNER CABLE INC NEW	33 000	2/8/2012	Long		2/25/2013	76 56	2 526 37	2 526 37	2873 71	347 34	–
TKR	TIMKEN CO	34 000	6/14/2012	Long		9/24/2013	45 57	1 549 29	1 549 29	2114 40	565 11	–
TNTEY	TNT EXPRESS NV	0 000	3/1/2013	Short		5/14/2013	0 00	0 00	0 00	4 76	4 76	–
TM	TOYOTA MOTOR CP ADR NEW	5 000	5/21/2008	Long		9/9/2013	100 51	502 55	502 55	628 90	126 35	–
UN	UNILEVER NV NY SH NEW	5 000	2/6/2009	Long		10/3/2013	21 43	107 14	107 14	188 89	81 75	–
UN	UNILEVER NV NY SH NEW	12 000	2/6/2009	Long		10/3/2013	21 43	257 13	257 13	453 35	196 22	–
UN	UNILEVER NV NY SH NEW	1 000	3/24/2010	Long		10/3/2013	29 65	29 65	29 65	37 78	8 13	–
UN	UNILEVER NV NY SH NEW	1 000	2/7/2011	Long		10/3/2013	29 72	29 72	29 72	37 78	8 06	–
UNP	UNION PACIFIC CORP	1 000	2/3/2010	Long		5/3/2013	63 00	63 00	63 00	149 79	86 79	–
UNP	UNION PACIFIC CORP	28 000	8/3/2010	Long		5/3/2013	76 41	2 139 35	2 139 35	4194 05	2 054 70	–
UNH	UNITEDHEALTH GP INC	60 000	12/9/2009	Long		5/1/2013	29 01	1 740 86	1 740 86	3578 44	1 837 58	–
VALE P	VALE S A SP	21 000	6/19/2009	Long		1/18/2013	16 09	337 80	337 80	406 76	68 96	–
VLO	VALERO ENERGY CP DELA NEW	26 000	10/31/2012	Short		1/3/2013	28 76	747 76	747 76	910 00	162 24	C
VLO	VALERO ENERGY CP DELA NEW	2 000	10/31/2012	Short		2/6/2013	28 76	57 52	57 52	90 99	33 47	C
VLO	VALERO ENERGY CP DELA NEW	24 000	11/2/2012	Short		2/6/2013	28 55	685 12	685 12	1091 82	406 70	C
VLO	VALERO ENERGY CP DELA NEW	34 000	11/2/2012	Short		10/23/2013	26 19	890 51	890 51	1384 08	493 57	C
VLO	VALERO ENERGY CP DELA NEW	18 000	11/2/2012	Long		12/10/2013	26 19	471 45	471 45	835 04	363 59	C
VNTV	VANTIV INC CL A	75 000	3/27/2013	Short		12/17/2013	23 16	1 737 11	1 737 11	2200 39	463 28	C
VNTV	VANTIV INC CL A	8 000	11/8/2013	Short		12/17/2013	27 47	219 74	219 74	234 70	14 96	C
	VODAFONE GP PLC ADS NEW	32 000	1/10/2011	Long		5/1/2013	27 79	889 23	889 23	980 20	90 97	–
	VODAFONE GP PLC ADS NEW	2 000	1/10/2011	Long		5/1/2013	27 79	55 58	55 58	61 26	5 68	–
	VODAFONE GP PLC ADS NEW	15 000	1/18/2011	Long		5/1/2013	28 86	432 92	432 92	459 46	26 54	–
	VODAFONE GP PLC ADS NEW	3 000	1/18/2011	Long		9/4/2013	28 86	86 58	86 58	97 10	10 52	–
	VODAFONE GP PLC ADS NEW	19 000	1/18/2011	Long		9/4/2013	28 86	548 36	548 36	614 95	66 59	–
	VODAFONE GP PLC ADS NEW	39 000	1/18/2011	Long		10/11/2013	28 86	1 125 59	1 125 59	1377 80	252 21	–
	VODAFONE GP PLC ADS NEW	77 000	4/1/2011	Long		10/11/2013	28 99	2 232 29	2 232 29	2720 27	487 98	–
	VODAFONE GP PLC ADS NEW	31 000	1/18/2011	Long		10/11/2013	28 86	894 69	894 69	1095 17	200 48	–
	VODAFONE GP PLC ADS NEW	14 000	4/1/2011	Long		10/11/2013	28 99	405 87	405 87	494 60	88 73	–
WDC	WESTERN DIGITAL CORPORATION	21 000	4/9/2009	Long		7/24/2013	22 07	463 37	463 37	1397 33	933 96	–
Totals										**292918 92**	**57,211 10**	

Short-term Gain Loss Total	12915 27	***
Long-term Gain Loss Total	44295 83	

C Tax lot is covered under cost basis reporting requirements

***12,915-45=12,870 TO AGREE TO FORM 1099.

Realized Gain/Loss for Account(s) 549 179598 as of 10/31/2014 4 39 10 PM											
Symbol	**Name**	**Quantity**	**Acquired Date**	**Period**	**Notation**	**Sale Date**	**Unit Cost**	**Total Cost**	**Adjusted Cost**	**Proceeds**	**Gain / Loss**
LSIIX	NATIXIS LOOMIS SAY INV GR BD Y	1 050 168	10/17/2011	Long		8/9/2013	12 12	12 727 82	12 727 82	12843 55	115 73
PDVPX	PIMCO DIVERSIFIED INCOME P	949 830	10/17/2011	Long		8/9/2013	11 15	10 590 60	10 590 60	11008 53	417 93
Totals										**23852 08**	**533 66**
Short-term Gain Loss Total	**0 00**										
Long-term Gain Loss Total	**533 66**										

Non-covered 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

*Securities without cost basis information are not included in gain/loss reporting

The Estimated Gain and Loss information is provided for informational purposes only and may not be relied upon in making any tax accounting or regulatory filing or report We recommend that you contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return This Estimated Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form) and should not be filed with your taxes The Total Cost Unit Cost and Proceeds of eligible equity and options transactions with Choice SelectSM pricing do not include commissions paid on your purchases or sales and therefore may not equal the acquisition price or principal amount of the sale Cost basis adjustments for Choice Select Eligible Trades will be reflected in the account shortly after the calendar month-end The figures should be independently verified Estimated Gain and Loss information does not take into account a taxpayer s particular circumstances such as the existence of hedging transactions constructive sales or marked-to-market pricing adjustments on certain options held at year-end Please note that although Morgan Stanley Smith Barney LLC makes every effort to adjust the cost basis for such securities capital changes it does not adjust the cost basis for all events including amortization of non-municipal bond premiums, exercise of unlisted stock options, securities deemed to have been sold and simultaneously repurchased, receipt of cash in lieu of fractional shares, or the net effect of wash sales and/or short sales against the box

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The following message applies only to holders of Auction Rate Securities Depending on your current holdings this message may/may not be applicable to you

Due to recent market conditions certain Auction Rate Securities are experiencing no or limited liquidity Therefore the price(s) for any Auction Rate Securities shown on ClientServ may not reflect the price(s) you would receive upon a sale at auction or in a secondary market transaction There can be no assurance that a successful auction will occur or that a secondary market exists or will develop for a particular security The prices of any Auction Rate Securities on ClientServ are derived from various sources and may differ from prices provided to Morgan Stanley Smith Barney by outside pricing services and/or from Morgan Stanley Smith Barney s own internal bookkeeping valuations Please contact your Financial Advisor for more information about current conditions in the Auction Rate Securities market

Attachment B