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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
LONGWELL FAMILY FOUNDATION

% AYCO COMPANY

A Employer identification number
20-5970193

Number and street (or P O box number if mail is not delivered to street address)
C/O the AYCO COMPANY
PO BOX 860 Suite

Room/suite

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code
SARATOGA SPRINGS, NY 128660860

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)*▶$ 8,297,884

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))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	2,547,523			
	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	208,970	208,970		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	611,205			
	b	Gross sales price for all assets on line 6a 1,984,618				
	7	Capital gain net income (from Part IV, line 2)		611,205		
	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	3,367,698	820,175		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest	49	49		
	18	Taxes (attach schedule) (see instructions)	12,052	165		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,101	214		0
	25	Contributions, gifts, grants paid	2,100,714			2,100,714
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,112,815	214		2,100,714
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,254,883			
	b	**Net investment income** (if negative, enter -0-)		819,961		
	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	216,347	1,347,322	1,347,323
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)	2,700,126	2,302,720	6,950,559
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 ▶)	1	2	2
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,916,474	3,650,044	8,297,884
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable	15,000		
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)	15,000	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	2,901,474	3,650,044	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	**Total net assets or fund balances** (see instructions)	2,901,474	3,650,044	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,916,474	3,650,044	

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	2,901,474
2	Enter amount from Part I, line 27a	2	1,254,883
3	Other increases not included in line 2 (itemize) ▶	3	595,993
4	Add lines 1, 2, and 3	4	4,752,350
5	Decreases not included in line 2 (itemize) ▶	5	1,102,306
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,650,044

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 STANLETY #867 (SEE ATTACHMENT)	D		
b	MORGAN STANLETY #867 (SEE ATTACHMENT)	D		
c	MORGAN STANLETY #867 (SEE ATTACHMENT)	D		
d	MORGAN STANLETY #867 (SEE ATTACHMENT)	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	271,224		278,046	-6,822
b	8,652		11,863	-3,211
c	182,236		134,342	47,894
d	1,522,506		949,162	573,344
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				-6,822
b				-3,211
c				47,894
d				573,344
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	611,205
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 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))
2013	753,500	5,557,820	0 135575
2012	833,209	3,422,830	0 243427
2011	655,625	2,758,840	0 237645
2010	471,630	2,475,577	0 190513
2009	390,351	1,371,654	0 284584

2	**Total** of line 1, column (d).	2	1 091744
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 218349
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	7,512,681
5	Multiply line 4 by line 3.	5	1,640,386
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,200
7	Add lines 5 and 6.	7	1,648,586
8	Enter qualifying distributions from Part XII, line 4.	8	2,100,714

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	8,200
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	8,200
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	8,200
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — **6a** — 10,000		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c**		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	7	10,000
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,800
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 1,800 **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 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) ▶TX			
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 2014 or the taxable year beginning in 2014 (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)*

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 ▶

14 The books are in care of ▶AYCO COMPANY Telephone no ▶(518) 886-4130

Located at ▶321 BROADWAY SARATOGA SPRINGS NY ZIP+4 ▶12866

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 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)*.	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 2014?	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 4945(d)(4)(A)? (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
See Additional Data Table				

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT	
2 UNDER INTERNAL REVENUE CODE SECTION 501(C)(3)	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	7,464,328
b	Average of monthly cash balances	1b	162,759
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	7,627,087
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	7,627,087
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	114,406
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,512,681
6	**Minimum investment return.** Enter 5% of line 5	6	375,634

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	375,634
2a	Tax on investment income for 2014 from Part VI, line 5	2a	8,200		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,200
3	Distributable amount before adjustments Subtract line 2c from line 1			3	367,434
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	367,434
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	367,434

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	2,100,714
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	2,100,714
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	8,200
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,092,514

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				367,434
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 2012 , 2011 , 2010		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009. 322,434				
b From 2010. 350,091				
c From 2011. 525,225				
d From 2012. 667,869				
e From 2013. 492,139				
f **Total** of lines 3a through e.	2,357,758			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 2,100,714				
a Applied to 2013, 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 2014 distributable amount.				367,434
e Remaining amount distributed out of corpus	1,733,280			
5 Excess distributions carryover applied to 2014 *(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	4,091,038			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	322,434			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	3,768,604			
10 Analysis of line 9				
a Excess from 2010. . . . 350,091				
b Excess from 2011. . . . 525,225				
c Excess from 2012. . . . 667,869				
d Excess from 2013. . . . 492,139				
e Excess from 2014. . . . 1,733,280				

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 2014, 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			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
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))

HARRY AND NORMA LONGWELL

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 or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
see cash donations attachment various various, TX 10001	none	501(c)3	general charitable purposes	1,009,297
see stock donations attachment various various, TX 10001	none	PC	general charitable purposes	1,091,417
Total . . . . ▶ **3a**				2,100,714
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	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	208,970	
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	611,205	
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). .				820,175	

13 Total. Add line 12, columns (b), (d), and (e). **13** 820,175

(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) is based on all information of which preparer has any knowledge

******	2015-04-01	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Elizabeth VanTassel				P01080611

Firm's name ▶ The Ayco Company LP

Firm's EIN ▶

Firm's address ▶ PO Box 860 Saratoga Springs, NY 128660860

Phone no (518) 886-4230

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
harry LONGWELL C/O the AYCO COMPANY SARATOGA SPRINGS, NY 128660860	Officer - as needed 0	0	0	0
norma LONGWELL C/O the AYCO COMPANY SARATOGA SPRINGS, NY 128660860	officer - as needed 0	0	0	0
harry john longwell III C/O the AYCO COMPANY SARATOGA SPRINGS, NY 128660860	officer - as needed 0	0	0	0
paxton john longwell C/O the AYCO COMPANY SARATOGA SPRINGS, NY 128660860	officer - as needed 0	0	0	0
garett john longwell C/O the AYCO COMPANY SARATOGA SPRINGS, NY 128660860	officer - as needed 0	0	0	0
brent john longwell C/O the AYCO COMPANY SARATOGA SPRINGS, NY 128660860	officer - as needed 0	0	0	0

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

2014

Name of the organization
LONGWELL FAMILY FOUNDATION

Employer identification number
20-5970193

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (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, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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)

Name of organization
LONGWELL FAMILY FOUNDATION

Employer identification number
20-5970193

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	harry and norma longwell c/o the ayco company po box 860 saratoga springs, NY 12866	$ 50,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	harry and norma longwell c/o the ayco company po box 860 saratoga springs, NY 12866	$ 2,497,523	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
LONGWELL FAMILY FOUNDATION	20-5970193

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	See Additional Data Table	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
LONGWELL FAMILY FOUNDATION

Employer identification number
20-5970193

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** 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

Additional Data

Software ID:
Software Version:
EIN: 20-5970193
Name: LONGWELL FAMILY FOUNDATION

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	485 SHS OF Allegion Pub Ltd	$ 25,817	2014-11-07
2	700 SHS OF AXA Group	$ 15,855	2014-11-07
2	435 SHS OF BASF SE	$ 37,762	2014-11-07
2	505 SHS OF BHP Billiton Ltd	$ 30,214	2014-11-07
2	570 SHS OF British American TOB	$ 64,792	2014-11-07
2	625 SHS OF Brookfield Asset Managament	$ 30,525	2014-11-07
2	1,240 SHS OF Canadian National Railway	$ 86,459	2014-11-07
2	1,995 SHS OF Canadian Natural resources	$ 71,122	2014-11-07
2	955 SHS OF CDN Pacific RY Ltd	$ 197,967	2014-11-07
2	235 SHS OF Core laboratories	$ 32,378	2014-11-07

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	640 SHS OF Diageo PLC	$ 74,166	2014-11-07
2	818 SHS OF Eaton Corp	$ 56,327	2014-11-07
2	340 SHS OF Ensign Energy Services	$ 3,998	2014-11-07
2	115 SHS OF Finning International	$ 2,911	2014-11-07
2	1,455 SHS OF Ingersoll-Rand PLC	$ 92,276	2014-11-07
2	780 SHS OF Manulife Financial Corp	$ 14,559	2014-11-07
2	2,838 SHS OF Nabors Industries Ltd	$ 49,665	2014-11-07
2	1,385 SHS OF Nestle	$ 100,551	2014-11-07
2	1,850 SHS OF Noble Corp	$ 39,692	2014-11-07
2	748 SHS OF Novartis	$ 68,464	2014-11-07

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	245 SHS OF Partnerre Holdings	$ 28,501	2014-11-07
2	1,635 SHS OF Potash CP of Saskatchewan	$ 53,808	2014-11-07
2	1,820 SHS OF Rio Tinto PLC	$ 87,933	2014-11-07
2	1,165 SHS OF Schlumberger, Ltd	$ 114,869	2014-11-07
2	1,925 SHS OF Suncor Energy Inc	$ 66,095	2014-11-07
2	1,160 SHS OF Tenaris	$ 42,920	2014-11-07
2	1,784 SHS OF UBS	$ 30,346	2014-11-07
2	1,420 SHS OF Unilever	$ 54,393	2014-11-07
2	6,610 SHS OF Weatherford International	$ 104,405	2014-11-07
2	90 SHS OF Yara International	$ 4,170	2014-11-07

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	2,923 shs of Cıtıgroup, Inc	$ 156,717	2014-12-18
2	266 shs of Acuıty Brands, Inc	$ 36,624	2014-12-19
2	169 shs of Affılıated MGRS group, Inc	$ 35,673	2014-12-19
2	676 shs of Ansys, Inc	$ 56,531	2014-12-19
2	445 shs of Carlısle, Co	$ 40,143	2014-12-19
2	960 shs of Dentsply Internatıonal, Inc	$ 52,070	2014-12-19
2	527 shs of Equıfax, Inc	$ 42,705	2014-12-19
2	553 shs of Faır Isaac & Co , Inc	$ 39,462	2014-12-19
2	1,200 shs of HCC Insurance Holdıng, Inc	$ 64,146	2014-12-19
2	355 shs of Henry Scheın, Inc	$ 48,477	2014-12-19

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	515 shs of IDEX Corporation DE	$ 39,539	2014-12-19
2	533 shs of Jack Henry & Associates, Inc	$ 33,707	2014-12-19
2	109 shs of Markel Corp	$ 74,711	2014-12-19
2	1,654 shs of Sally Beauty Holdings	$ 50,910	2014-12-19
2	1,080 shs of SEI Investments	$ 43,168	2014-12-19

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Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*
▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0123

2014

Attachment Sequence No **12A**

Name(s) shown on return | **Social security number or taxpayer identification number**

Before you check Box A, B, or C below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.

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

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

☑ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
MORGAN STANL			271,224	(278,046)			-6,822
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) . . . . ▶			271,224	(278,046)			-6,822

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

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.
Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

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

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☑ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 **(a)** Description of property (Example 100 sh XYZ Co)	**(b)** Date acquired (Mo , day, yr)	**(c)** Date sold or disposed (Mo , day, yr)	**(d)** Proceeds (sales price) (see instructions)	**(e)** Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions **(f)** Code(s) from instructions	**(g)** Amount of adjustment	**(h)** **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
MORGAN STANL			8,652	(11,863)			-3,211
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) . . . . ▶			8,652	(11,863)			-3,211

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

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side	Social security number or taxpayer identification number
LONGWELL FAMILY FOUNDATION	20-5970193

Before you check Box D, E, or F below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

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

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

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

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

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

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

1 **(a)** Description of property (Example 100 sh XYZ Co)	**(b)** Date acquired (Mo, day, yr)	**(c)** Date sold or disposed (Mo, day, yr)	**(d)** Proceeds (sales price) (see instructions)	**(e)** Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions **(f)** Code(s) from instructions	**(g)** Amount of adjustment	**(h)** **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
MORGAN STANL			182,236	(134,342)			47,894
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) . . . . ▶			182,236	(134,342)			47,894

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

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

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

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

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

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

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

1 **(a)** Description of property (Example 100 sh XYZ Co)	**(b)** Date acquired (Mo , day, yr)	**(c)** Date sold or disposed (Mo , day, yr)	**(d)** Proceeds (sales price) (see instructions)	**(e)** Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions **(f)** Code(s) from instructions	**(g)** Amount of adjustment	**(h)** **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
MORGAN STANL			1,522,506	(949,162)			573,344
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) . . . . ▶			1,522,506	(949,162)			573,344

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

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

TY 2014 Depreciation Schedule

Name: LONGWELL FAMILY FOUNDATION

EIN: 20-5970193

TY 2014 Investments Corporate Stock Schedule

Name: LONGWELL FAMILY FOUNDATION

EIN: 20-5970193

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS MORGAN STANLEY 867	1,367,194	5,793,387
INVESTMENTS MORGAN STANLEY 215	935,526	1,157,172

TY 2014 Other Assets Schedule

Name: LONGWELL FAMILY FOUNDATION

EIN: 20-5970193

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	1	2	2

TY 2014 Other Decreases Schedule

Name: LONGWELL FAMILY FOUNDATION

EIN: 20-5970193

Description	Amount
APPRECIATION OVER DONORS' COST BASIS ON	1,102,306
ON ASSETS CONTRIBUTED TO THE FOUNDATION	0

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TY 2014 Other Income Schedule

Name: LONGWELL FAMILY FOUNDATION

EIN: 20-5970193

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
tax refund			

TY 2014 Other Increases Schedule

Name: LONGWELL FAMILY FOUNDATION

EIN: 20-5970193

Description	Amount
APPRECIATION OVER DONORS' COST BASIS ON	595,993
ON ASSETS DISTRIBUTED FROM FOUNDATION	0

TY 2014 Taxes Schedule

Name: LONGWELL FAMILY FOUNDATION

EIN: 20-5970193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	11,887			
FOREIGN TAXES	165	165		

LONGWELL FAMILY FOUNDATION
2014 CHARITABLE DISTRIBUTIONS
EIN 20-5970193

Check No.	Date	Recipient Name	Amount
1572	1/24/2014	Strake Jesuit College Prep, Houston, TX	25,000 00
1574	1/28/2014	MD Anderson Cancer Center, Houston, TX	5,000 00
1575	1/21/2014	Bozeman Deaconess Foundation, Bozeman, MT	20,000 00
1576	1/14/2014	MD Anderson Cancer Center, Houston, TX	75,000 00
1577	1/17/2014	Catholic Charities of Dallas, Dallas, TX	8,300 00
1578	1/16/2014	LSU Foundation, Baton Rouge, LA	5,413 75
1579	1/22/2014	John Paul II High School, Plano, TX	2,500 00
1580	1/23/2014	Order of Malta, Washington, DC	5,000 00
1581	1/22/2014	St Joseph's Residence, Dallas, TX	5,000 00
1582	1/27/2014	Jesuits of New Orleans, New Orleans, LA	25,000 00
1583	2/6/2014	LSU Foundation, Baton Rouge, LA	100,000 00
1584	2/13/2014	LSU Foundation, Baton Rouge, LA	25,000 00
1585	2/28/2014	Christ the King Altar Society, Dallas, TX	6,000 00
1586	3/25/2014	Incarnate Word Academy, Dallas, TX	35,000 00
1587	4/3/2014	Catholic Pro Life Committee, Dallas, TX	4,500 00
1588	4/6/2014	Christ the King Catholic Church, Dallas, TX	120,000 00
1589	5/20/2014	Catholic Diocese of Dallas, Dallas, TX	10,000 00
1590	6/30/2014	Christ the King Outreach Ministry, Dallas, TX	1,000 00
1591	7/24/2014	MD Anderson Cancer Center, Houston, TX	200,000 00
1592	7/29/2014	Our Faith Our Future Trust, Dallas, TX	200,000 00
1593	7/29/2014	Franciscan Holy Land, Washington, D C	6,000 00
1594	8/26/2014	Ursuline Academy of Dallas, Dallas, TX	5,000 00
1595	8/27/2014	LSU Foundation, Baton Rouge, LA	2,000 00
1596	9/19/2014	Holy Trinity Seminary, Dallas, TX	5,000 00
1598	10/15/2014	Catholic Pro Life Committee, Dallas, TX	5,000 00
1599	10/15/2014	Bozeman Deaconess Foundation, Bozeman, MT	20,000 00
1600	10/15/2014	George W Bush Presidential Center, Dallas, TX	25,000 00
1597	11/5/2014	America's Charities, Chantilly, VA	15,000 00
	11/10/2014	LSU Foundation, Baton Rouge, LA	8,583 34
1601	11/30/2014	Order of Malta, Washington, DC	5,000 00
1602	11/30/2014	Friends of WWII Memorial, Washington, DC	4,000 00
1603	12/18/2014	Jesuit College Prep of Dallas, Dallas, TX	31,000 00
		TOTAL GRANTS PAID	**1,009,297.09**

All contributions were made to the general purpose
fund of 501(C)(3) Public Charitable Organizations

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LONGWELL FAMILY FOUNDATION
HARRY J LONGWELL
NORMA L LONGWELL
5223 PARK LANE
DALLAS TX 75220-2145

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

Taxpayer ID Number XX-XXX0193
Account Number 867

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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (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 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ANSYS INC	**CUSIP:** 03662Q105 **Symbol:** ANSS							
	245 000	04/04/14	12/29/14	$20,601 61	$18,846 99	$0 00	$1,754 62	$0 00
	48 000	09/02/14	12/29/14	$4,036 23	$3,933 12	$0 00	$103 11	$0 00
Security Subtotal	**293.000**			**$24,637.84**	**$22,780.11**	**$0.00**	**$1,857.73**	**$0.00**
CANADIAN NATURAL RESOURCES LTD	**CUSIP:** 136385101 **Symbol:** CNQ							
	382 000	01/06/14	12/11/14	$11,359 08	$12,461 87	$0 00	($1,102 79)	$0 00
	998 000	01/06/14	12/16/14	$28,608 91	$32,557 45	$0 00	($3,948 54)	$0 00
Security Subtotal	**1,380.000**			**$39,967.99**	**$45,019.32**	**$0.00**	**($5,051.33)**	**$0.00**
EXXON MOBIL CORP	**CUSIP:** 30231G102 **Symbol:** XOM							
	258 460	06/10/13	03/31/14	$25,406 65	$23,553 48	$0 00	$1,853 17	$0 00
	253 540	03/10/14	03/31/14	$24,923 01	$24,029 49	$0 00	$893 52	$0 00
	308 550	12/10/13	04/14/14	$30,041 13	$29,608 45	$0 00	$432 68	$0 00
	204 450	03/10/14	04/14/14	$19,905 71	$19,376 94	$0 00	$528 77	$0 00
	69 234	06/10/13	04/16/14	$6,850 49	$6,309 30	$0 00	$541 19	$0 00
	338 613	09/10/13	04/16/14	$33,504 73	$29,754 23	$0 00	$3,750 50	$0 00
Security Subtotal	**1,432.847**			**$140,631.72**	**$132,631.89**	**$0.00**	**$7,999.83**	**$0.00**
HCC INSURANCE HLDGS INC	**CUSIP:** 404132102 **Symbol:** HCC							
	185 000	04/01/14	12/29/14	$10,107 43	$8,384 33	$0 00	$1,723 10	$0 00
JACK HENRY & ASSOC INC	**CUSIP:** 426281101 **Symbol:** JKHY							
	75 000	06/05/14	12/29/14	$4,753 53	$4,323 12	$0 00	$430 41	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LONGWELL FAMILY FOUNDATION
HARRY J LONGWELL
NORMA L LONGWELL
5223 PARK LANE
DALLAS TX 75220-2145

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

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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (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 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NABORS INDUSTRIES LTD NEW	**CUSIP:** G6359F103	**Symbol:** NBR						
	295 000	01/06/14	12/16/14	$3,265 37	$4,985 94	$0 00	($1,720 57)	$0 00
SALLY BEAUTY HLDGS INC	**CUSIP:** 79546E104	**Symbol:** SBH						
	149 000	05/02/14	12/29/14	$4,648 67	$3,788 40	$0 00	$860 27	$0 00
SEI INVESTMENTS CO	**CUSIP:** 784117103	**Symbol:** SEIC						
	174 000	04/24/14	12/29/14	$7,088 14	$5,667 82	$0 00	$1,420 32	$0 00
WEATHERFORD INTL LTD	**CUSIP:** G48833100	**Symbol:** WFT						
	35 000	11/08/14	12/11/14	$389 84	$552 65	$0 00	($162 81)	$0 00
	2,285 000	01/06/14	12/16/14	$24,705 40	$33,806 58	$0 00	($9,101 18)	$0 00
	1,020 000	11/08/14	12/16/14	$11,028 23	$16,105 80	$0 00	($5,077 57)	$0 00
Security Subtotal	**3,340.000**			**$36,123.47**	**$50,465.03**	**$0.00**	**($14,341.56)**	**$0.00**
Total Short Term Covered Securities				**$271,224.16**	**$278,045.96**	**$0.00**	**($6,821.80)**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LONGWELL FAMILY FOUNDATION
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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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
FINNING INTL INC COM NEW		CUSIP: 318071404		Symbol: FINGF				
	57 000	11/08/14	12/11/14	$1,169 44	$1,442 67	$0 00	($273 23)	$0 00
	53 000	11/08/14	12/16/14	$1,077 94	$1,341 43	$0 00	($263 49)	$0 00
Security Subtotal	**110.000**			**$2,247.38**	**$2,784.10**	**$0.00**	**($536.72)**	**$0.00**
WEATHERFORD INTL LTD		CUSIP: G48833100		Symbol: WFT				
	575 000	11/08/14	12/11/14	$6,404 51	$9,079 25	$0 00	($2,674 74)	$0 00
Total Short Term Noncovered Securities				**$8,651.89**	**$11,863.35**	**$0.00**	**($3,211.46)**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$279,876.05**	**$289,909.31**	**$0.00**	**($10,033.26)**	**$0.00**

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

079177 MS13OA01 545582

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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

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

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Consider Box 3 (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 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ACUITY BRANDS INC	**CUSIP:** 00508Y102 **Symbol:** AYI							
	94 000	05/15/12	12/29/14	$13,184 51	$4,970 72	$0 00	$8,213 79	$0 00
AFFILIATED MGRS GROUP INC	**CUSIP:** 008252108 **Symbol:** AMG							
	24 000	05/15/12	12/29/14	$5,161 90	$2,508 24	$0 00	$2,653 66	$0 00
ALLEGION PUB LTD CO	**CUSIP:** G0176J109 **Symbol:** ALLE							
	38 000	04/07/11	12/16/14	$2,048 26	$1,127 30	$0 00	$920 96	$0 00
	10 000	09/23/11	12/16/14	$539 02	$186 48	$0 00	$352 54	$0 00
	132 000	06/29/12	12/16/14	$7,115 02	$3,376 26	$0 00	$3,738 76	$0 00
Security Subtotal	**180.000**			**$9,702.30**	**$4,690.04**	**$0.00**	**$5,012.26**	**$0.00**
AXA ADS	**CUSIP:** 054536107 **Symbol:** AXAHY							
	15 000	04/07/11	12/11/14	$353 04	$333 90	$0 00	$19 14	$0 00
	315 000	04/07/11	12/16/14	$7,158 98	$7,011 83	$0 00	$147 15	$0 00
	35 000	09/23/11	12/16/14	$795 44	$393 40	$0 00	$402 04	$0 00
Security Subtotal	**365.000**			**$8,307.46**	**$7,739.13**	**$0.00**	**$568.33**	**$0.00**
CANADIAN NATURAL RESOURCES LTD	**CUSIP:** 136385101 **Symbol:** CNQ							
	45 000	09/23/11	12/11/14	$1,338 11	$1,337 32	$0 00	$0 79	$0 00
DENTSPLY INTERNATIONAL INC	**CUSIP:** 249030107 **Symbol:** XRAY							
	118 000	05/21/13	12/29/14	$6,332 10	$4,979 33	$0 00	$1,352 77	$0 00
EATON CORP PLC SHS	**CUSIP:** G29183103 **Symbol:** ETN							
	409 000	12/03/12	12/11/14	$27,597 48	$20,670 34	$0 00	$6,927 14	$0 00
	284 000	12/03/12	12/16/14	$18,656 94	$14,353 00	$0 00	$4,303 94	$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LONGWELL FAMILY FOUNDATION
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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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Continued) (Consider Box 3 (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 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
EATON CORP PLC SHS (Cont) **CUSIP:** G29183103 **Symbol:** ETN								
	125 000	12/21/12	12/16/14	$8,211 68	$6,649 68	$0 00	$1,562 00	$0 00
Security Subtotal	**818.000**			**$54,466.10**	**$41,673.02**	**$0.00**	**$12,793.08**	**$0.00**
FINNING INTL INC COM NEW **CUSIP:** 318071404 **Symbol:** FINGF								
	5 000	09/23/11	12/16/14	$101 69	$96 37	$0 00	$5 32	$0 00
HCC INSURANCE HLDGS INC **CUSIP:** 404132102 **Symbol:** HCC								
	50 000	05/15/12	12/29/14	$2,731 74	$1,591 00	$0 00	$1,140 74	$0 00
IDEX CORPORATION DELAWARE **CUSIP:** 45167R104 **Symbol:** IEX								
	79 000	05/15/12	12/29/14	$6,225 49	$3,233 47	$0 00	$2,992 02	$0 00
MANULIFE FINANCIAL CORP **CUSIP:** 56501R106 **Symbol:** MFC								
	20 000	04/07/11	12/11/14	$379 75	$356 21	$0 00	$23 54	$0 00
	360 000	04/07/11	12/16/14	$6,633 37	$6,411 78	$0 00	$221 59	$0 00
	30 000	09/23/11	12/16/14	$552 78	$338 90	$0 00	$213 88	$0 00
Security Subtotal	**410.000**			**$7,565.90**	**$7,106.89**	**$0.00**	**$459.01**	**$0.00**
MARKEL CORP (HOLDING CO) **CUSIP:** 570535104 **Symbol:** MKL								
	15 000	10/18/13	12/29/14	$10,372 46	$7,803 03	$0 00	$2,569 43	$0 00
NABORS INDUSTRIES LTD NEW **CUSIP:** G6359F103 **Symbol:** NBR								
	120 000	09/23/11	12/16/14	$1,328 29	$1,703 54	$0 00	($375 25)	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LONGWELL FAMILY FOUNDATION
HARRY J LONGWELL
NORMA L LONGWELL
5223 PARK LANE
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Identification Number 26-4310632

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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Continued) (Consider Box 3 (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 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PARTNERRE HLDGS	**CUSIP:** G6852T105	**Symbol:** PRE						
	60 000	04/07/11	12/16/14	$6,740 39	$4,937 84	$0 00	$1,802 55	$0 00
	5 000	09/23/11	12/16/14	$561 69	$261 62	$0 00	$300 07	$0 00
Security Subtotal	**65.000**			**$7,302.08**	**$5,199.46**	**$0.00**	**$2,102.62**	**$0.00**
SALLY BEAUTY HLDGS INC	**CUSIP:** 79546E104	**Symbol:** SBH						
	208 000	08/06/12	12/29/14	$6,489 42	$5,554 74	$0 00	$934 68	$0 00
	209 000	12/21/12	12/29/14	$6,520 62	$5,048 12	$0 00	$1,472 50	$0 00
	189 000	09/16/13	12/29/14	$5,896 64	$4,968 55	$0 00	$928 09	$0 00
Security Subtotal	**606.000**			**$18,906.68**	**$15,571.41**	**$0.00**	**$3,335.27**	**$0.00**
SEI INVESTMENTS CO	**CUSIP:** 784117103	**Symbol:** SEIC						
	119 000	07/22/13	12/29/14	$4,847 64	$3,744 92	$0 00	$1,102 72	$0 00
SUNCOR ENERGY INC NEW COM	**CUSIP:** 867224107	**Symbol:** SU						
	70 000	09/23/11	12/16/14	$2,005 93	$1,790 06	$0 00	$215 87	$0 00
UBS GROUP AG SHS	**CUSIP:** H42097107	**Symbol:** UBS						
	70 000	09/23/11	12/16/14	$1,215 59	$783 45	$0 00	$432 14	$0 00
UNILEVER NV NY SH NEW	**CUSIP:** 904784709	**Symbol:** UN						
	480 000	04/07/11	12/16/14	$18,664 16	$15,279 60	$0 00	$3,384 56	$0 00
	25 000	09/23/11	12/16/14	$972 09	$770 24	$0 00	$201 85	$0 00
Security Subtotal	**505.000**			**$19,636.25**	**$16,049.84**	**$0.00**	**$3,586.41**	**$0.00**

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LONGWELL FAMILY FOUNDATION
HARRY J LONGWELL
NORMA L LONGWELL
5223 PARK LANE
DALLAS TX 75220-2145

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

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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Continued) (Consider Box 3 (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 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WEATHERFORD INTL LTD **CUSIP:** G48833100 **Symbol:** WFT								
	135 000	09/23/11	12/11/14	$1,503 67	$1,770 75	$0 00	($267 08)	$0 00
Total Long Term Covered Securities				**$182,235.89**	**$134,341.99**	**$0.00**	**$47,893.90**	**$0.00**

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ACUITY BRANDS INC	**CUSIP:** 00508Y102	**Symbol (Box 1d):** AYI						
	50 000	07/12/10	12/23/14	$6,987 60	$1,941 19	$0 00	$5,046 41	$0 00
	65 000	04/07/11	12/23/14	$9,083 88	$3,967 78	$0 00	$5,116 10	$0 00
	18 000	05/02/11	12/23/14	$2,515 53	$1,054 05	$0 00	$1,461 48	$0 00
	39 000	05/02/11	12/29/14	$5,470 17	$2,283 77	$0 00	$3,186 40	$0 00
Security Subtotal	**172.000**			**$24,057.18**	**$9,246.79**	**$0.00**	**$14,810.39**	**$0.00**
AFFILIATED MGRS GROUP INC	**CUSIP:** 008252108	**Symbol (Box 1d):** AMG						
	34 000	01/20/09	12/23/14	$7,299 51	$1,244 98	$0 00	$6,054 53	$0 00
	51 000	04/07/11	12/23/14	$10,949 27	$5,707 61	$0 00	$5,241 66	$0 00
	60 000	04/07/11	12/29/14	$12,904 74	$6,714 84	$0 00	$6,189 90	$0 00
Security Subtotal	**145.000**			**$31,153.52**	**$13,667.43**	**$0.00**	**$17,486.09**	**$0.00**
ALLEGION PUB LTD CO	**CUSIP:** G0176J109	**Symbol (Box 1d):** ALLE						
	242 000	01/13/09	12/11/14	$13,207 83	$2,591 27	$0 00	$10,616 56	$0 00
	1 000	01/13/09	12/16/14	$53 90	$10 71	$0 00	$43 19	$0 00
	62 000	12/22/09	12/16/14	$3,341 90	$1,326 08	$0 00	$2,015 82	$0 00
Security Subtotal	**305.000**			**$16,603.63**	**$3,928.06**	**$0.00**	**$12,675.57**	**$0.00**
ANSYS INC	**CUSIP:** 03662Q105	**Symbol (Box 1d):** ANSS						
	192 000	01/20/09	12/23/14	$16,120 46	$4,672 63	$0 00	$11,447 83	$0 00
	8 000	05/12/10	12/23/14	$671 69	$361 26	$0 00	$310 43	$0 00
	138 000	04/07/11	12/23/14	$11,586 57	$7,408 50	$0 00	$4,178 07	$0 00
	45 000	04/07/11	12/29/14	$3,783 97	$2,415 82	$0 00	$1,368 15	$0 00
Security Subtotal	**383.000**			**$32,162.69**	**$14,858.21**	**$0.00**	**$17,304.48**	**$0.00**

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AXA ADS	**CUSIP:** 054536107		**Symbol (Box 1d):** AXAHY					
	335 000	01/13/09	12/11/14	$7,884 52	$6,446 94	$0 00	$1,437 58	$0 00
BHP BILLITON LTD	**CUSIP:** 088606108		**Symbol (Box 1d):** BHP					
	252 000	02/03/06	12/11/14	$11,967 59	$9,510 45	$0 00	$2,457 14	$0 00
	148 000	02/03/06	12/16/14	$6,813 40	$5,585 51	$0 00	$1,227 89	$0 00
	105 000	01/13/09	12/16/14	$4,833 83	$4,357 17	$0 00	$476 66	$0 00
Security Subtotal	**505.000**			**$23,614.82**	**$19,453.13**	**$0.00**	**$4,161.69**	**$0.00**
CANADIAN NATURAL RESOURCES LTD	**CUSIP:** 136385101		**Symbol (Box 1d):** CNQ					
	510 000	01/13/09	12/11/14	$15,165 27	$10,046 80	$0 00	$5,118 47	$0 00
	60 000	12/22/09	12/11/14	$1,784 15	$2,068 50	$0 00	($284 35)	$0 00
Security Subtotal	**570.000**			**$16,949.42**	**$12,115.30**	**$0.00**	**$4,834.12**	**$0.00**
CARLISLE CO INC	**CUSIP:** 142339100		**Symbol (Box 1d):** CSL					
	4 000	08/12/09	12/23/14	$367 35	$130 34	$0 00	$237 01	$0 00
	54 000	08/13/09	12/23/14	$4,959 24	$1,781 41	$0 00	$3,177 83	$0 00
	73 000	09/24/09	12/23/14	$6,704 16	$2,465 85	$0 00	$4,238 31	$0 00
	39 000	10/20/09	12/23/14	$3,581 67	$1,303 26	$0 00	$2,278 41	$0 00
	36 000	04/29/10	12/23/14	$3,306 16	$1,403 15	$0 00	$1,903 01	$0 00
	17 000	04/07/11	12/23/14	$1,561 25	$774 57	$0 00	$786 68	$0 00
	127 000	04/07/11	12/29/14	$11,594 06	$5,786 50	$0 00	$5,807 56	$0 00
	95 000	08/16/11	12/29/14	$8,672 72	$3,565 73	$0 00	$5,106 99	$0 00
Security Subtotal	**445.000**			**$40,746.61**	**$17,210.81**	**$0.00**	**$23,535.80**	**$0.00**

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CITIGROUP INC NEW		**CUSIP:** 172967424	**Symbol (Box 1d):** C					
	1,462 000	01/18/08	12/23/14	$79,894 56	$50,015 81	$0 00	$29,878 75	$0 00
	1,461 000	01/18/08	12/29/14	$80,029 83	$49,981 60	$0 00	$30,048 23	$0 00
Security Subtotal	**2,923.000**			**$159,924.39**	**$99,997.41**	**$0.00**	**$59,926.98**	**$0.00**
DENTSPLY INTERNATIONAL INC		**CUSIP:** 249030107	**Symbol (Box 1d):** XRAY					
	295 000	01/20/09	12/23/14	$15,881 28	$7,938 42	$0 00	$7,942 86	$0 00
	70 000	03/05/09	12/23/14	$3,768 44	$1,586 20	$0 00	$2,182 24	$0 00
	82 000	06/18/10	12/23/14	$4,414 46	$2,592 33	$0 00	$1,822 13	$0 00
	33 000	10/21/10	12/23/14	$1,776 55	$1,070 19	$0 00	$706 36	$0 00
	31 000	10/21/10	12/29/14	$1,663 52	$1,005 33	$0 00	$658 19	$0 00
	331 000	04/07/11	12/29/14	$17,762 07	$12,206 52	$0 00	$5,555 55	$0 00
Security Subtotal	**842.000**			**$45,266.32**	**$26,398.99**	**$0.00**	**$18,867.33**	**$0.00**
ENSIGN ENERGY SERVICES ORD		**CUSIP:** 293570107	**Symbol (Box 1d):** ESVIF					
	170 000	01/13/09	12/11/14	$1,425 08	$1,741 27	$0 00	($316 19)	$0 00
	170 000	01/13/09	12/16/14	$1,448 81	$1,741 27	$0 00	($292 46)	$0 00
Security Subtotal	**340.000**			**$2,873.89**	**$3,482.54**	**$0.00**	**($608.65)**	**$0.00**
EQUIFAX INC		**CUSIP:** 294429105	**Symbol (Box 1d):** EFX					
	17 000	03/05/10	12/23/14	$1,395 00	$562 18	$0 00	$832 82	$0 00
	58 000	05/25/10	12/23/14	$4,759 40	$1,714 90	$0 00	$3,044 50	$0 00
	86 000	12/06/10	12/23/14	$7,057 05	$3,033 14	$0 00	$4,023 91	$0 00
	63 000	03/01/11	12/23/14	$5,169 70	$2,243 01	$0 00	$2,926 69	$0 00
	40 000	04/07/11	12/23/14	$3,282 34	$1,556 00	$0 00	$1,726 34	$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LONGWELL FAMILY FOUNDATION
HARRY J LONGWELL
NORMA L LONGWELL
5223 PARK LANE
DALLAS TX 75220-2145

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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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
EQUIFAX INC (Cont)		**CUSIP:** 294429105		**Symbol (Box 1d):** EFX				
	127 000	04/07/11	12/29/14	$10,378 64	$4,940 30	$0 00	$5,438 34	$0 00
	136 000	08/16/11	12/29/14	$11,114 13	$4,146 33	$0 00	$6,967 80	$0 00
Security Subtotal	**527.000**			**$43,156.26**	**$18,195.86**	**$0.00**	**$24,960.40**	**$0.00**
EXXON MOBIL CORP		**CUSIP:** 30231G102		**Symbol (Box 1d):** XOM				
	890 000	10/05/09	02/06/14	$79,825 55	$59,336 30	$0 00	$20,489 25	$0 00
	1,065 000	10/05/09	02/14/14	$100,001 64	$71,003 55	$0 00	$28,998 09	$0 00
	522 000	10/05/09	02/24/14	$50,004 40	$34,801 74	$0 00	$15,202 66	$0 00
	99 153	10/05/09	04/16/14	$9,810 89	$6,610 53	$0 00	$3,200 36	$0 00
	498 000	10/05/09	04/28/14	$50,190 28	$33,201 66	$0 00	$16,988 62	$0 00
	485 000	10/05/09	05/05/14	$49,918 29	$32,334 95	$0 00	$17,583 34	$0 00
	485 000	10/05/09	06/16/14	$49,847 39	$32,334 95	$0 00	$17,512 44	$0 00
	372 085	10/05/09	06/20/14	$38,613 77	$24,806 91	$0 00	$13,806 86	$0 00
	109 915	07/10/10	06/20/14	$11,406 62	$7,146 67	$0 00	$4,259 95	$0 00
	490 000	07/10/10	07/07/14	$49,996 02	$31,859 81	$0 00	$18,136 21	$0 00
	243 000	07/10/10	07/30/14	$25,112 31	$15,799 86	$0 00	$9,312 45	$0 00
Security Subtotal	**5,259.153**			**$514,727.16**	**$349,236.93**	**$0.00**	**$165,490.23**	**$0.00**
FAIR ISAAC & CO INC		**CUSIP:** 303250104		**Symbol (Box 1d):** FICO				
	259 000	01/20/09	12/23/14	$18,664 24	$3,990 05	$0 00	$14,674 19	$0 00
	18 000	08/12/09	12/23/14	$1,297 13	$396 14	$0 00	$900 99	$0 00
	31 000	08/12/09	12/29/14	$2,260 33	$682 23	$0 00	$1,578 10	$0 00
	245 000	04/07/11	12/29/14	$17,863 91	$7,572 07	$0 00	$10,291 84	$0 00
Security Subtotal	**553.000**			**$40,085.61**	**$12,640.49**	**$0.00**	**$27,445.12**	**$0.00**

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)**(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
HCC INSURANCE HLDGS INC	**CUSIP:** 404132102		**Symbol (Box 1d):** HCC					
	21 000	03/26/08	12/23/14	$1,130 67	$475 23	$0 00	$655 44	$0 00
	85 000	04/23/08	12/23/14	$4,576 51	$1,957 55	$0 00	$2,618 96	$0 00
	90 000	05/14/08	12/23/14	$4,845 71	$2,136 60	$0 00	$2,709 11	$0 00
	59 000	09/24/09	12/23/14	$3,176 63	$1,632 84	$0 00	$1,543 79	$0 00
	114 000	12/15/09	12/23/14	$6,137 90	$3,058 27	$0 00	$3,079 63	$0 00
	52 000	06/18/10	12/23/14	$2,799 75	$1,325 72	$0 00	$1,474 03	$0 00
	179 000	04/07/11	12/23/14	$9,637 59	$5,764 10	$0 00	$3,873 49	$0 00
	115 000	04/07/11	12/29/14	$6,283 00	$3,703 20	$0 00	$2,579 80	$0 00
	62 000	05/02/11	12/29/14	$3,387 35	$2,015 00	$0 00	$1,372 35	$0 00
	107 000	05/03/11	12/29/14	$5,845 92	$3,470 02	$0 00	$2,375 90	$0 00
	81 000	08/16/11	12/29/14	$4,425 41	$2,275 44	$0 00	$2,149 97	$0 00
Security Subtotal	**965.000**			**$52,246.44**	**$27,813.97**	**$0.00**	**$24,432.47**	**$0.00**
HENRY SCHEIN INC	**CUSIP:** 806407102		**Symbol (Box 1d):** HSIC					
	167 000	01/20/09	12/23/14	$22,875 63	$6,040 38	$0 00	$16,835 25	$0 00
	11 000	12/15/09	12/23/14	$1,506 78	$562 40	$0 00	$944 38	$0 00
	33 000	12/15/09	12/29/14	$4,528 95	$1,687 20	$0 00	$2,841 75	$0 00
	144 000	04/07/11	12/29/14	$19,762 68	$10,108 34	$0 00	$9,654 34	$0 00
Security Subtotal	**355.000**			**$48,674.04**	**$18,398.32**	**$0.00**	**$30,275.72**	**$0.00**
IDEX CORPORATION DELAWARE	**CUSIP:** 45167R104		**Symbol (Box 1d):** IEX					
	15 000	10/17/08	12/23/14	$1,170 50	$350 06	$0 00	$820 44	$0 00
	225 000	01/20/09	12/23/14	$17,557 55	$4,924 44	$0 00	$12,633 11	$0 00
	18 000	02/05/09	12/23/14	$1,404 61	$380 86	$0 00	$1,023 75	$0 00
	42 000	02/05/09	12/29/14	$3,309 75	$888 67	$0 00	$2,421 08	$0 00

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Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)**(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
IDEX CORPORATION DELAWARE (Cont)	**CUSIP:** 45167R104		**Symbol (Box 1d):** IEX					
	136 000	04/07/11	12/29/14	$10,717 30	$6,116 79	$0 00	$4,600 51	$0 00
Security Subtotal	**436.000**			**$34,159.71**	**$12,660.82**	**$0.00**	**$21,498.89**	**$0.00**
JACK HENRY & ASSOC INC	**CUSIP:** 426281101		**Symbol (Box 1d):** JKHY					
	267 000	01/20/09	12/23/14	$16,906 10	$5,000 89	$0 00	$11,905 21	$0 00
	63 000	01/20/09	12/29/14	$3,992 97	$1,179 98	$0 00	$2,812 99	$0 00
	128 000	04/07/11	12/29/14	$8,112 70	$4,321 28	$0 00	$3,791 42	$0 00
Security Subtotal	**458.000**			**$29,011.77**	**$10,502.15**	**$0.00**	**$18,509.62**	**$0.00**
MANULIFE FINANCIAL CORP	**CUSIP:** 56501R106		**Symbol (Box 1d):** MFC					
	225 000	11/23/09	12/11/14	$4,272 21	$3,991 03	$0 00	$281 18	$0 00
	145 000	12/22/09	12/11/14	$2,753 20	$2,609 77	$0 00	$143 43	$0 00
Security Subtotal	**370.000**			**$7,025.41**	**$6,600.80**	**$0.00**	**$424.61**	**$0.00**
MARKEL CORP (HOLDING CO)	**CUSIP:** 570535104		**Symbol (Box 1d):** MKL					
	29 000	01/20/09	12/23/14	$19,893 01	$8,880 65	$0 00	$11,012 36	$0 00
	9 000	03/03/09	12/23/14	$6,173 69	$2,249 10	$0 00	$3,924 59	$0 00
	8 000	03/19/09	12/23/14	$5,487 73	$1,956 25	$0 00	$3,531 48	$0 00
	4 000	06/18/10	12/23/14	$2,743 86	$1,416 27	$0 00	$1,327 59	$0 00
	5 000	04/07/11	12/23/14	$3,429 83	$2,134 90	$0 00	$1,294 93	$0 00
	39 000	04/07/11	12/29/14	$26,968 41	$16,652 22	$0 00	$10,316 19	$0 00
Security Subtotal	**94.000**			**$64,696.53**	**$33,289.39**	**$0.00**	**$31,407.14**	**$0.00**

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

LONGWELL FAMILY FOUNDATION
HARRY J LONGWELL
NORMA L LONGWELL
5223 PARK LANE
DALLAS TX 75220-2145

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

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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NABORS INDUSTRIES LTD NEW	**CUSIP:** G6359F103		**Symbol (Box 1d):** NBR					
	1,419 000	01/13/09	12/11/14	$15,420 52	$16,908 83	$0 00	($1,488 31)	$0 00
	1,004 000	01/13/09	12/16/14	$11,113 35	$11,963 68	$0 00	($850 33)	$0 00
Security Subtotal	**2,423.000**			**$26,533.87**	**$28,872.51**	**$0.00**	**($2,338.64)**	**$0.00**
NOBLE CORP PLC SHS USD	**CUSIP:** G65431101		**Symbol (Box 1d):** NE					
	925 000	01/13/09	12/11/14	$14,139 76	$18,181 22	$0 00	($4,041 46)	$0 00
	925 000	01/13/09	12/16/14	$14,408 84	$18,181 22	$0 00	($3,772 38)	$0 00
Security Subtotal	**1,850.000**			**$28,548.60**	**$36,362.44**	**$0.00**	**($7,813.84)**	**$0.00**
PARTNERRE HLDGS	**CUSIP:** G6852T105		**Symbol (Box 1d):** PRE					
	45 000	09/24/07	12/11/14	$5,164 97	$3,420 89	$0 00	$1,744 08	$0 00
	35 000	06/19/08	12/11/14	$4,017 20	$2,494 37	$0 00	$1,522 83	$0 00
	20 000	01/13/09	12/11/14	$2,295 54	$1,416 10	$0 00	$879 44	$0 00
	22 000	11/23/09	12/11/14	$2,525 09	$1,696 64	$0 00	$828 45	$0 00
	3 000	11/23/09	12/16/14	$337 02	$231 36	$0 00	$105 66	$0 00
	55 000	12/22/09	12/16/14	$6,178 69	$4,042 59	$0 00	$2,136 10	$0 00
Security Subtotal	**180.000**			**$20,518.51**	**$13,301.95**	**$0.00**	**$7,216.56**	**$0.00**
SALLY BEAUTY HLDGS INC	**CUSIP:** 79546E104		**Symbol (Box 1d):** SBH					
	292 000	01/20/09	12/23/14	$9,138 09	$1,427 39	$0 00	$7,710 70	$0 00
	146 000	10/21/10	12/23/14	$4,569 05	$1,793 62	$0 00	$2,775 43	$0 00
	379 000	04/07/11	12/23/14	$11,860 74	$5,512 86	$0 00	$6,347 88	$0 00
	10 000	07/28/11	12/23/14	$312 95	$172 98	$0 00	$139 97	$0 00
	72 000	07/28/11	12/29/14	$2,246 34	$1,245 42	$0 00	$1,000 92	$0 00
Security Subtotal	**899.000**			**$28,127.17**	**$10,152.27**	**$0.00**	**$17,974.90**	**$0.00**

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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New York, NY 10004
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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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)**(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SEI INVESTMENTS CO	**CUSIP:** 784117103		**Symbol (Box 1d):** SEIC					
	90 000	01/20/09	12/23/14	$3,638 20	$1,180 80	$0 00	$2,457 40	$0 00
	90 000	03/19/09	12/23/14	$3,638 20	$1,044 45	$0 00	$2,593 75	$0 00
	288 000	04/07/11	12/23/14	$11,642 25	$6,888 15	$0 00	$4,754 10	$0 00
	72 000	10/20/11	12/23/14	$2,910 56	$1,083 06	$0 00	$1,827 50	$0 00
	247 000	10/20/11	12/29/14	$10,061 91	$3,715 50	$0 00	$6,346 41	$0 00
Security Subtotal	**787.000**			**$31,891.12**	**$13,911.96**	**$0.00**	**$17,979.16**	**$0.00**
SUNCOR ENERGY INC NEW COM	**CUSIP:** 867224107		**Symbol (Box 1d):** SU					
	962 000	01/13/09	12/11/14	$27,326 10	$21,909 35	$0 00	$5,416 75	$0 00
	423 000	01/13/09	12/16/14	$12,121 58	$9,633 74	$0 00	$2,487 84	$0 00
	470 000	12/22/09	12/16/14	$13,468 42	$16,078 84	$0 00	($2,610 42)	$0 00
Security Subtotal	**1,855.000**			**$52,916.10**	**$47,621.93**	**$0.00**	**$5,294.17**	**$0.00**
UBS GROUP AG SHS	**CUSIP:** H42097107		**Symbol (Box 1d):** UBS					
	892 000	01/13/09	12/11/14	$15,809 64	$11,996 55	$0 00	$3,813 09	$0 00
	37 000	01/13/09	12/16/14	$642 53	$497 61	$0 00	$144 92	$0 00
	400 000	11/23/09	12/16/14	$6,946 25	$6,531 12	$0 00	$415 13	$0 00
	385 000	12/22/09	12/16/14	$6,685 76	$5,964 50	$0 00	$721 26	$0 00
Security Subtotal	**1,714.000**			**$30,084.18**	**$24,989.78**	**$0.00**	**$5,094.40**	**$0.00**
UNILEVER NV NY SH NEW	**CUSIP:** 904784709		**Symbol (Box 1d):** UN					
	580 000	01/13/09	12/11/14	$23,387 77	$13,605 81	$0 00	$9,781 96	$0 00
	130 000	11/23/09	12/11/14	$5,242 09	$4,079 23	$0 00	$1,162 86	$0 00
	45 000	11/23/09	12/16/14	$1,749 77	$1,412 04	$0 00	$337 73	$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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

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UNILEVER NV NY SH NEW(Cont)	**CUSIP:** 904784709		**Symbol (Box 1d):** UN					
	160 000	12/22/09	12/16/14	$6,221 39	$5,204 18	$0 00	$1,017 21	$0 00
Security Subtotal	**915.000**			**$36,601.02**	**$24,301.26**	**$0.00**	**$12,299.76**	**$0.00**
WEATHERFORD INTL LTD	**CUSIP:** G48833100		**Symbol (Box 1d):** WFT					
	2,560 000	01/13/09	12/11/14	$28,514 01	$31,795 20	$0 00	($3,281 19)	$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.
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Long Term - Noncovered Securities
(Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

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YARA INTL ASA SPONS ADR	**CUSIP:** 984851204		**Symbol (Box 1d):** YARIY					
	45 000	02/03/06	12/11/14	$1,888 58	$670 50	$0 00	$1,218 08	$0 00
	20 000	02/03/06	12/16/14	$827 75	$298 00	$0 00	$529 75	$0 00
	25 000	09/24/07	12/16/14	$1,034 69	$740 00	$0 00	$294 69	$0 00
Security Subtotal	**90.000**			**$3,751.02**	**$1,708.50**	**$0.00**	**$2,042.52**	**$0.00**
Total Long Term Noncovered Securities				**$1,522,505.52**	**$949,162.14**	**$0.00**	**$573,343.38**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$1,704,741.41**	**$1,083,504.13**	**$0.00**	**$621,237.28**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$1,984,617.46**	**$1,373,413.44**	**$0.00**	**$611,204.02**	**$0.00**

Form 1099-B Total Reportable Amounts
- Does not include cost basis or adjustment amounts for noncovered securities

Total IRS Reportable Proceeds (Box 1d)	**$1,984,617.46**			
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)		**$412,387.95**		
Total IRS Reportable Adjustments (Box 1g)			**$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 adjustments resulting from a wash sale or market discount will not be reported to the IRS The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations Please consult your tax advisor regarding any adjustments to your original cost basis

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

LONGWELL FAMILY FOUNDATION
2014 CHARITABLE DISTRIBUTIONS
EIN 20-5970193

Date	Stock	Name	Recipient Name	Amount
11/10/2014	435 Shares of BASFY	BASF SE SP ADR	LSU Foundation, Baton Rouge, LA	37,875
11/10/2014	570 Shares of BTI	British American TOB	LSU Foundation, Baton Rouge, LA	65,405
11/10/2014	625 Shares of BAM	Brookfield Asset Managament CL A	LSU Foundation, Baton Rouge, LA	31,416
11/10/2014	1,240 Shares of CNI	Canadian National Railway	LSU Foundation, Baton Rouge, LA	87,271
11/10/2014	955 Shares of CP	CDN Pacific RY Ltd	LSU Foundation, Baton Rouge, LA	198,482
11/10/2014	235 Shares of CLB	Core laboratories	LSU Foundation, Baton Rouge, LA	32,646
11/10/2014	640 Shares of DEO	Diageo PLC	LSU Foundation, Baton Rouge, LA	75,293
11/10/2014	1,455 Shares of IR	Ingersoll-Rand PLC	LSU Foundation, Baton Rouge, LA	92,538
11/10/2014	1,385 Shares of NESM F	Nestle Sponsored ADR	LSU Foundation, Baton Rouge, LA	101,146
11/10/2014	748 Shares of NVS	Novartis AG	LSU Foundation, Baton Rouge, LA	69,014
11/10/2014	1,635 Shares of POT	Potash CP of Saskatchewan, Inc	LSU Foundation, Baton Rouge, LA	53,955
11/10/2014	1,820 Shares of RIO	Rio Tinto PLC	LSU Foundation, Baton Rouge, LA	87,678
11/10/2014	1,165 Shares of SLB	Schlumberger, Ltd	LSU Foundation, Baton Rouge, LA	115,754
11/10/2014	1,160 Shares of TS	Tenaris S A	LSU Foundation, Baton Rouge, LA	42,943
			TOTAL GRANTS PAID	**1,091,417**

All contributions were made to the general purpose
fund of 501(C)(3) Public Charitable Organizations