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Return of Private Foundation

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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

UNITED PLANKTON CHARITABLE TRUST

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

11400 W. OLYMPIC BLVD.

Room/suite

590

A Employer identification number

20-6582607

B Telephone number

310 481 5000

City or town, state or province, country, and ZIP or foreign postal code

LOS ANGELES, CA 90064

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 changeD 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 foundationE 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)

\$ 7,398,942. (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))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	1,000,000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	86.	86.		STATEMENT 1
4 Dividends and interest from securities	147,123.	147,123.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	495,915.			
b Gross sales price for all assets on line 6a	2,010,044.			
7 Capital gain net income (from Part IV, line 2)		495,915.		
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)				
11 Other income	47.	47.		STATEMENT 3
12 Total. Add lines 1 through 11	1,643,171.	643,171.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees	STMT 4	53,904.	53,904.	0.
17 Interest				
18 Taxes	STMT 5	8,676.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	STMT 6	16.	16.	0.
24 Total operating and administrative expenses. Add lines 13 through 23	62,596.	53,920.		0.
25 Contributions, gifts, grants paid	442,618.			442,618.
26 Total expenses and disbursements. Add lines 24 and 25	505,214.	53,920.		442,618.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,137,957.			
b Net investment income (if negative, enter -0-)		589,251.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	10,842.	50,000.	50,000.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	6,627,083.	7,348,942.	7,348,942.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)	6,637,925.	7,398,942.	7,398,942.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,637,925.	7,398,942.	
	30 Total net assets or fund balances	6,637,925.	7,398,942.	
	31 Total liabilities and net assets/fund balances	6,637,925.	7,398,942.	

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	6,637,925.
2 Enter amount from Part I, line 27a	2	1,137,957.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,775,882.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS ON INVESTMENTS	5	376,940.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,398,942.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 2,010,044.		1,514,129.	495,915.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				
b				
c				
d				
e			495,915.	
2 Capital gain net income or (net capital loss)		2		495,915.
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). If (loss), enter -0- in Part I, line 8		3		N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	425,046.	6,426,113.	.066144
2012	379,867.	5,971,906.	.063609
2011	293,000.	5,421,842.	.054041
2010	295,000.	5,247,622.	.056216
2009	273,348.	3,954,274.	.069127
2 Total of line 1, column (d)			.309137
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			.061827
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			271,743.
5 Multiply line 4 by line 3			16,801.
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,893.
7 Add lines 5 and 6			22,694.
8 Enter qualifying distributions from Part XII, line 4			442,618.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

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	5,893.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,893.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,893.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,560.	
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	2,560.	
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	3,333.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>PERRY, NEIDORF & GRASSL, LLP</u> Telephone no. ► <u>310 481 5000</u> Located at ► <u>11400 W. OLYMPIC BLVD., #590, LOS ANGELES, CA</u> ZIP+4 ► <u>90064</u>			
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	N/A	
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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
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)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 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 ►		
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.) ☐ Yes ☒ No	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. ►		
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.) ☐ Yes ☒ No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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?

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

6b

X

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?

N/A

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.

(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
STEPHEN HILLENBURG 11400 W. OLYMPIC BLVD., #590 LOS ANGELES, CA 90064	TRUSTEE 1.00	0.	0.	0.
KAREN HILLENBURG 11400 W. OLYMPIC BLVD., #590 LOS ANGELES, CA 90064	TRUSTEE 1.00	0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	275,429.
b	Average of monthly cash balances	1b	452.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	275,881.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	275,881.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,138.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	271,743.
6	Minimum investment return. Enter 5% of line 5	6	13,587.

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	13,587.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,893.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,893.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,694.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,694.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,694.

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	442,618.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	442,618.
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	5	5,893.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	436,725.

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				7,694.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	77,938.			
b From 2010	35,471.			
c From 2011	25,689.			
d From 2012	84,914.			
e From 2013	108,822.			
f Total of lines 3a through e	332,834.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$	442,618.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				7,694.
e Remaining amount distributed out of corpus	434,924.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	767,758.			
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		0.		
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 instr.			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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	77,938.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	689,820.			
10 Analysis of line 9:				
a Excess from 2010	35,471.			
b Excess from 2011	25,689.			
c Excess from 2012	84,914.			
d Excess from 2013	108,822.			
e Excess from 2014	434,924.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

▶

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ARMORY CENTER FOR THE ART 145 N. RAYMOND AVENUE PASADENA, CA 91103	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	1,000.
BOYS AND GIRLS CLUB OF PASADENA 3230 EAST DEL MAR BLVD. PASADENA, CA 91107	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	46,443.
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA, CA 91355	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	100,000.
KCRW 1900 PICO BLVD. SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	10,000.
LIBERTY HILL FOUNDATION 2121 CLOVERFIELD BLVD., SUITE 113 SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	35,000.
Total	SEE CONTINUATION SHEET(S)			442,618.
b Approved for future payment				
NONE				
Total				0.

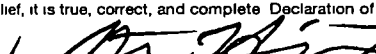
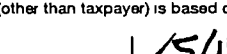
Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
------------------	--

- | | | 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) | X |
| | (2) Other assets | 1a(2) | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| | c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| | d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 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
N/A		

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				May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No	
	 Signature of officer or trustee		5/14/2015 Date		TRUSTEE Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature 		Date MAY 08 2015	
	Check ☒ if self-employed		PTIN P00748765			
	Firm's name ▶ CRAIG W. HARRIS, CPA				Firm's EIN ▶	
	Firm's address ▶ 280 N. WESTLAKE BLVD., SUITE 130 WESTLAKE VILLAGE, CA 91362				Phone no. (805) 557-0414	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD. LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	3,400.
NATIONAL MS SOCIETY 5150 GOLDFLEAF CIRCLE, SUITE 400 LOS ANGELES, CA 90056	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	1,000.
NETWORK FOR GOOD 1140 CONNECTICUT AVENUE NW, SUITE 700 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	2,575.
PANTHER CLUB STORE 1030 E. CALIFORNIA BLVD. PASADENA, CA 91106	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	750.
PASADENA ART ALLIANCE 464 EAST WALNUT STREET PASADENA, CA 91101	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	5,450.
PASADENA CONSERVATORY OF MUSIC 100 NORTH HILL AVENUE PASADENA, CA 91106	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	29,500.
PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	125,000.
POLYTECHNIC SCHOOL 1030 E. CALIFORNIA BLVD. PASADENA, CA 91106	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	26,000.
SASSAS P.O. BOX 50386 LOS ANGELES, CA 90050	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	1,000.
SOUTHERN CALIFORNIA PUBLIC RADIO 474 SOUTH RAYMOND AVENUE PASADENA, CA 91105	NONE	PUBLIC CHARITY	TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	30,000.
Total from continuation sheets				250,175.

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

▶ Attach to Form 990, Form 990-EZ, or Form 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

UNITED PLANKTON CHARITABLE TRUST

Employer identification number

20-6582607

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 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

UNITED PLANKTON CHARITABLE TRUST**20-6582607****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	STEPHEN & KAREN HILLENBURG 11400 W. OLYMPIC BLVD., SUITE 590 LOS ANGELES, CA 90064	\$ 1,000,000.	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.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

UNITED PLANKTON CHARITABLE TRUST**20-6582607****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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

UNITED PLANKTON CHARITABLE TRUST**20-6582607****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 info once) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

UNITED PLANKTON CHARITABLE TRUST

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MS #012419 (SEE STATEMENT ATTACHED)	P	01/01/14	12/31/14
b	MS #012419 (SEE STATEMENT ATTACHED)	P	01/01/14	12/31/14
c	MS #012419 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14
d	MS #012419 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14
e	MS #012420 (SEE STATEMENT ATTACHED)	P	01/01/14	12/31/14
f	MS #012420 (SEE STATEMENT ATTACHED)	P	01/01/14	12/31/14
g	MS #012420 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14
h	MS #012420 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14
i	MS #012675 (SEE STATEMENT ATTACHED)	P	01/01/14	12/31/14
j	MS #012675 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14
k	MS #012675 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14
l	MS #012676 (SEE STATEMENT ATTACHED)	P	01/01/14	12/31/14
m	MS #012676 (SEE STATEMENT ATTACHED)	P	01/01/14	12/31/14
n	MS #012676 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14
o	MS #012676 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14

(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	6,533.	6,304.	229.
b	246.	9.	237.
c	20,811.	18,644.	2,167.
d	31,347.	20,231.	11,116.
e	84.	411.	-327.
f	23.	9.	14.
g	94,124.	82,975.	11,149.
h	61,273.	51,503.	9,770.
i	8,119.	7,528.	591.
j	55,135.	47,854.	7,281.
k	145,266.	98,790.	46,476.
l	16,971.	14,045.	2,926.
m	553.		553.
n	40,686.	40,489.	197.
o	72,875.	54,652.	18,223.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			229.
b			237.
c			2,167.
d			11,116.
e			-327.
f			14.
g			11,149.
h			9,770.
i			591.
j			7,281.
k			46,476.
l			2,926.
m			553.
n			197.
o			18,223.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

UNITED PLANKTON CHARITABLE TRUST

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MS #900958 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14
b	MS #900958 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14
c	MS #016231 (SEE STATEMENT ATTACHED)	P	01/01/14	12/31/14
d	MS #016231 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14
e	MS #016231 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14
f	MS #016236 (SEE STATEMENT ATTACHED)	P	01/01/13	12/31/14
g	ALLEGHANY CP DELAWARE	P	03/12/12	02/28/14
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(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 153,228.		155,230.	-2,002.
b 373,692.		270,413.	103,279.
c 262,616.		256,051.	6,565.
d 328,773.		232,215.	96,558.
e 267,094.		149,064.	118,030.
f 812.		702.	110.
g 9,650.		7,010.	2,640.
h 60,133.			60,133.
i			
j			
k			
l			
m			
n			
o			

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2,002.
b			103,279.
c			6,565.
d			96,558.
e			118,030.
f			110.
g			2,640.
h			60,133.
i			
j			
k			
l			
m			
n			
o			

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	495,915.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY #012419	7.	7.	
MORGAN STANLEY #012420	10.	10.	
MORGAN STANLEY #012675	16.	16.	
MORGAN STANLEY #012676	7.	7.	
MORGAN STANLEY #015713	2.	2.	
MORGAN STANLEY #016231	10.	10.	
MORGAN STANLEY #900940	28.	28.	
MORGAN STANLEY #900958	6.	6.	
TOTAL TO PART I, LINE 3	86.	86.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY #012419	26,310.	0.	26,310.	26,310.	
MORGAN STANLEY #012420	5,362.	0.	5,362.	5,362.	
MORGAN STANLEY #012675	8,373.	0.	8,373.	8,373.	
MORGAN STANLEY #012676	13,427.	0.	13,427.	13,427.	
MORGAN STANLEY #015713	56,977.	4,437.	52,540.	52,540.	
MORGAN STANLEY #016231	4,521.	0.	4,521.	4,521.	
MORGAN STANLEY #016236	8,216.	5,581.	2,635.	2,635.	
MORGAN STANLEY #900958	84,005.	50,115.	33,890.	33,890.	
PASSTHROUGH ENTITY - BROOKFIELD PROPERTY PARTNERS	65.	0.	65.	65.	
TO PART I, LINE 4	207,256.	60,133.	147,123.	147,123.	

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
MORGAN STANLEY #012419	54.	54.		
PASSTHROUGH ENTITY - BROOKFIELD				
PROPERTY PARTNERS LP	-7.	-7.		
TOTAL TO FORM 990-PF, PART I, LINE 11	47.	47.		

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	53,904.	53,904.		0.
TO FORM 990-PF, PG 1, LN 16C	53,904.	53,904.		0.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES & LICENSES	8,676.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,676.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MESSENGER	16.	16.		0.
TO FORM 990-PF, PG 1, LN 23	16.	16.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS FINANCIAL SERVICES INC. #78657	FMV	13,959.	13,959.
MORGAN STANLEY #012675	FMV	0.	0.
MORGAN STANLEY #012676	FMV	524,873.	524,873.
MORGAN STANLEY #012420	FMV	815,837.	815,837.
MORGAN STANLEY #012419	FMV	525,600.	525,600.
MORGAN STANLEY #014-W01EE/015713	FMV	3,290,180.	3,290,180.
MORGAN STANLEY #900940	FMV	482.	482.
MORGAN STANLEY #900958	FMV	891,118.	891,118.
MORGAN STANLEY #016231	FMV	950,763.	950,763.
MORGAN STANLEY #016236	FMV	334,776.	334,776.
BROOKFIELD PROPERTY PARTNERS LP	FMV	1,354.	1,354.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,348,942.	7,348,942.

1099 Consolidated Tax Statement Tax Year 2014 Copy B For Recipient

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

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

Identification Number: 26-4310632

Taxpayer ID Number: XX-XX2607
Account Number: 814 012419 295

Customer Service: 866-324-6088

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. 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 1 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)
BANCO SANTANDER S A		CUSIP: 05964H105	Symbol: SAN					
	0.437	05/14/14	08/11/14	\$4.24	\$4.34	\$0.00	(\$0.10)	\$0.00
	0.987	10/20/14	11/13/14	\$8.37	\$8.63	\$0.00	(\$0.26)	\$0.00
Security Subtotal	1.424			\$12.61	\$12.97	\$0.00	(\$0.36)	\$0.00
CARREFOUR SA SPONSORED ADR		CUSIP: 144430204	Symbol: CRRFY					
	8.000	06/10/14	07/03/14	\$60.37	\$58.00	\$0.00	\$2.37	\$0.00
GDF SUEZ-SPON ADR		CUSIP: 36160B105	Symbol: GDFZY					
	39.000	05/14/14	11/26/14	\$946.52	\$1,048.07	\$0.00	(\$101.55)	\$0.00
IBERDROLA SA SPON ADR		CUSIP: 450737101	Symbol: IBDRY					
	0.523	01/13/14	02/11/14	\$13.22	\$17.67	\$0.00	(\$4.45)	\$0.00
	0.372	05/14/14	07/30/14	\$11.04	\$10.40	\$0.00	\$0.64	\$0.00
Security Subtotal	0.895			\$24.26	\$28.07	\$0.00	(\$3.81)	\$0.00
ROYAL DUTCH SHELL PLC		CUSIP: 780259206	Symbol: RDSA					
	0.632	06/26/14	06/26/14	\$51.90	\$45.90	\$0.00	\$6.00	\$0.00
UTD OVERSEAS BK LTD SPON ADR		CUSIP: 911271302	Symbol: UOVEY					
	0.528	05/14/14	06/26/14	\$19.05	\$18.49	\$0.00	\$0.56	\$0.00
VERIZON COMMUNICATIONS		CUSIP: 92343V104	Symbol: VZ					
	0.793	02/21/14	02/21/14	\$37.60	\$38.16	\$0.00	(\$0.56)	\$0.00
	81.000	02/21/14	07/25/14	\$4,150.56	\$3,897.32	\$0.00	\$253.24	\$0.00

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1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: XX-XX2607
Account Number: 814 012419 295
Customer Service: 866-324-6088

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

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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)
VERIZON COMMUNICATIONS (Cont.)		CUSIP: 92343V104	Symbol: VZ					
	24,000	05/14/14	07/25/14	\$1,229.80	\$1,156.56	\$0.00	\$73.24	\$0.00
Security Subtotal	105,793			\$5,417.96	\$5,092.04	\$0.00	\$325.92	\$0.00
Total Short Term Covered Securities				\$6,532.67	\$6,303.54	\$0.00	\$229.13	\$0.00

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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)
BANCO SANTANDER S.A.	0.000	05/12/14	05/12/14	\$237.59	\$0.00	\$0.00	\$237.59	\$0.00
		CUSIP: 05964H105		Symbol: SAN				
TELEFONICA SA ADR	0.570	11/19/14	12/17/14	\$8.38	\$8.58	\$0.00	(\$0.20)	\$0.00
		CUSIP: 879382208		Symbol: TEF				
Total Short Term Noncovered Securities				\$245.97	\$8.58	\$0.00	\$237.39	\$0.00
Total Short Term Covered and Noncovered Securities				\$6,778.64	\$6,312.12	\$0.00	\$466.52	\$0.00

Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. 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)
CUSIP: 144430204 Symbol: CRRFY								
CARREFOUR SA SPONSORED ADR	259 000	10/24/11	02/11/14	\$1,885.43	\$1,281.71	\$0.00	\$603.72	\$0.00
	54 000	10/24/11	03/28/14	\$411.91	\$267.23	\$0.00	\$144.68	\$0.00
	232 000	01/12/12	03/28/14	\$1,769.71	\$943.79	\$0.00	\$825.92	\$0.00
	0.958	06/10/14	06/10/14	\$6.74	\$6.95	\$0.00	(\$0.21)	\$0.00
	185 000	01/12/12	07/02/14	\$1,397.91	\$752.59	\$0.00	\$645.32	\$0.00
	53 000	01/12/12	07/03/14	\$399.94	\$215.61	\$0.00	\$184.33	\$0.00
	301,000	01/30/12	07/03/14	\$2,271.38	\$1,296.85	\$0.00	\$974.53	\$0.00
Security Subtotal	1,084,958			\$8,143.02	\$4,764.73	\$0.00	\$3,378.29	\$0.00
CUSIP: 233825108 Symbol: DDALY								
DAIMLER AG SPONSORED ADR	23 000	02/22/13	03/26/14	\$2,123.10	\$1,348.68	\$0.00	\$774.42	\$0.00
CUSIP: 36160B105 Symbol: GDFZY								
GDF SUEZ-SPON ADR	45 000	04/04/11	11/24/14	\$1,059.53	\$1,810.10	\$0.00	(\$750.57)	\$0.00
	51 000	05/09/11	11/24/14	\$1,200.80	\$1,908.19	\$0.00	(\$707.39)	\$0.00
	3 000	05/09/11	11/25/14	\$71.66	\$112.25	\$0.00	(\$40.59)	\$0.00
	45 000	03/15/12	11/25/14	\$1,074.88	\$1,181.83	\$0.00	(\$106.95)	\$0.00
	18 000	03/15/12	11/26/14	\$436.86	\$472.73	\$0.00	(\$35.87)	\$0.00
Security Subtotal	162,000			\$3,843.73	\$5,485.10	\$0.00	(\$1,641.37)	\$0.00
CUSIP: 684060106 Symbol: ORAN								
ORANGE NEW	61 000	01/20/11	11/07/14	\$937.97	\$1,289.53	\$0.00	(\$351.56)	\$0.00
	1 000	01/20/11	11/07/14	\$15.37	\$21.14	\$0.00	(\$5.77)	\$0.00
	60 000	01/20/11	11/12/14	\$948.81	\$1,268.39	\$0.00	(\$319.58)	\$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. 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.) (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)
ORANGE NEW (Cont.)								
		CUSIP: 684060106	Symbol: ORAN					
	1,000	07/08/11	11/12/14	\$15.81	\$20.47	\$0.00	(\$4.66)	\$0.00
Security Subtotal	123,000			\$1,917.96	\$2,599.53	\$0.00	(\$681.57)	\$0.00
TEVA PHARMACEUTICALS ADR								
		CUSIP: 881624209	Symbol: TEVA					
	36,000	06/02/11	03/11/14	\$1,785.54	\$1,812.55	\$0.00	(\$27.01)	\$0.00
	15,000	06/14/11	03/11/14	\$743.97	\$740.85	\$0.00	\$3.12	\$0.00
	10,000	06/14/11	11/05/14	\$579.33	\$493.90	\$0.00	\$85.43	\$0.00
	12,000	06/14/11	11/07/14	\$692.87	\$592.68	\$0.00	\$100.19	\$0.00
	17,000	06/23/11	11/07/14	\$981.56	\$805.79	\$0.00	\$175.77	\$0.00
Security Subtotal	90,000			\$4,783.27	\$4,445.77	\$0.00	\$337.50	\$0.00
Total Long Term Covered Securities				\$20,811.08	\$18,643.81	\$0.00	\$2,167.27	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement Tax Year 2014 Copy B For Recipient

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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Gross Proceeds less commissions and option premiums on stocks, bonds, etc. 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)
DEUTSCHE TELEKOM AG 1 ORD 1ADS CUSIP: 251566105 Symbol (Box 1d): DTEGY								
	30.000	07/02/08	02/13/14	\$492.75	\$512.01	\$0.00	(\$19.26)	\$0.00
	25.000	07/03/08	02/13/14	\$410.63	\$431.08	\$0.00	(\$20.45)	\$0.00
	55.000	10/15/08	02/13/14	\$1,067.63	\$905.42	\$0.00	\$162.21	\$0.00
	36.000	01/09/09	02/13/14	\$591.30	\$523.37	\$0.00	\$67.93	\$0.00
Security Subtotal	156.000			\$2,562.31	\$2,371.88	\$0.00	\$190.43	\$0.00
KAO CORP SPONS ADR CUSIP: 485537302 Symbol (Box 1d): KCRPY								
	19.000	01/09/09	07/30/14	\$797.54	\$551.91	\$0.00	\$245.63	\$0.00
	41.000	01/09/09	08/01/14	\$1,681.61	\$1,190.97	\$0.00	\$490.64	\$0.00
	67.000	01/09/09	09/04/14	\$2,810.73	\$1,946.22	\$0.00	\$864.51	\$0.00
Security Subtotal	127.000			\$5,289.88	\$3,689.10	\$0.00	\$1,600.78	\$0.00
KONINKLIJKE AHOLD NV CUSIP: 500467105 Symbol (Box 1d): AHONY								
	0.923	08/25/11	04/03/14	\$18.02	\$11.22	\$0.00	\$6.80	\$0.00
NOVARTIS AG ADR CUSIP: 66967V109 Symbol (Box 1d): NVS								
	31.000	01/09/09	09/02/14	\$2,886.94	\$1,485.75	\$0.00	\$1,401.19	\$0.00
	8.000	01/09/09	12/16/14	\$741.06	\$383.42	\$0.00	\$357.64	\$0.00
	17.000	01/09/09	12/17/14	\$1,563.48	\$814.77	\$0.00	\$748.71	\$0.00
Security Subtotal	56.000			\$5,191.48	\$2,683.94	\$0.00	\$2,507.54	\$0.00
ORANGE NEW CUSIP: 684060106 Symbol (Box 1d): ORAN								
	29.000	12/15/10	11/06/14	\$451.51	\$617.05	\$0.00	(\$165.54)	\$0.00
	7.000	12/15/10	11/07/14	\$107.64	\$148.94	\$0.00	(\$41.30)	\$0.00
Security Subtotal	36.000			\$559.15	\$765.99	\$0.00	(\$206.84)	\$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)

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)
CUSIP: 758204200 Symbol (Box 1d): ENL								
REED ELSEVIER NV-SPONS ADR	44,000	01/09/09	02/13/14	\$1,890.60	\$1,093.22	\$0.00	\$797.38	\$0.00
	34,000	01/09/09	10/27/14	\$1,522.50	\$844.76	\$0.00	\$677.74	\$0.00
	23,000	01/09/09	10/28/14	\$1,038.12	\$571.46	\$0.00	\$466.66	\$0.00
	12,000	01/09/09	11/07/14	\$548.52	\$298.15	\$0.00	\$250.37	\$0.00
	26,000	01/09/09	11/10/14	\$1,203.76	\$646.00	\$0.00	\$557.76	\$0.00
	15,000	05/21/09	11/10/14	\$694.47	\$349.50	\$0.00	\$344.97	\$0.00
	34,000	05/21/09	12/16/14	\$1,597.79	\$792.20	\$0.00	\$805.59	\$0.00
	6,000	10/23/09	12/16/14	\$281.96	\$139.98	\$0.00	\$141.98	\$0.00
Security Subtotal	194,000			\$8,777.72	\$4,735.27	\$0.00	\$4,042.45	\$0.00
CUSIP: 780259206 Symbol (Box 1d): RDSA								
ROYAL DUTCH SHELL PLC	0,000	10/15/08	03/27/14	\$51.25	\$0.00	\$0.00	\$51.25	\$0.00
CUSIP: 892331307 Symbol (Box 1d): TM								
TOYOTA MOTOR CP ADR NEW	17,000	05/21/09	01/15/14	\$2,025.99	\$1,286.39	\$0.00	\$739.60	\$0.00
	1,000	12/15/10	01/15/14	\$119.18	\$78.43	\$0.00	\$40.75	\$0.00
	15,000	12/15/10	01/21/14	\$1,801.07	\$1,176.49	\$0.00	\$624.58	\$0.00
Security Subtotal	33,000			\$3,946.24	\$2,541.31	\$0.00	\$1,404.93	\$0.00
CUSIP: 927320101 Symbol (Box 1d): VCISV								
VINCI SA ADR	111,000	02/12/10	03/25/14	\$2,044.29	\$1,406.29	\$0.00	\$638.00	\$0.00
	2,000	02/23/10	03/25/14	\$36.83	\$26.07	\$0.00	\$10.76	\$0.00
	104,000	02/23/10	05/28/14	\$1,919.91	\$1,355.52	\$0.00	\$564.39	\$0.00
	50,000	09/22/10	05/28/14	\$923.03	\$617.92	\$0.00	\$305.11	\$0.00
Security Subtotal	267,000			\$4,924.06	\$3,405.80	\$0.00	\$1,518.26	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

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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)
VODAFONE GROUP PLC	0.636	11/20/09	02/21/14	\$26.56	\$25.97	\$0.00	\$0.59	\$0.00
CUSIP: 92857W308 Symbol (Box 1d): VOD								
Total Long Term Noncovered Securities				\$31,346.67 /	\$20,230.48 /	\$0.00 /	\$11,116.19 /	\$0.00
Total Long Term Covered and Noncovered Securities				\$52,157.75	\$38,874.29	\$0.00	\$13,283.46	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$58,936.39	\$45,186.41	\$0.00	\$13,749.98	\$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)				\$58,936.39				
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)					\$24,947.35			
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.

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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 1 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)
SEARS HLDGS CORP RIGHTS	1,175.000	10/17/14	10/29/14	\$84.24	\$411.25	\$0.00	(\$327.01)	\$0.00
Total Short Term Covered Securities				\$84.24	\$411.25	\$0.00	(\$327.01)	\$0.00

1099 Consolidated Tax Statement
Tax Year 2014 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number: 26-4310632Taxpayer ID Number: XX-XXX2607
Account Number: 814 012420 295

Customer Service: 866-324-6088

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

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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)
LANDS END INC NEW	0.267	10/23/13	04/04/14	\$6.76	\$8.93	\$0.00	(\$2.17)	\$0.00
SEARS HLDGS CORP WT EXP 121519	0.000	11/21/14	11/21/14	\$15.79	\$0.00	\$0.00	\$15.79	\$0.00
Total Short Term Noncovered Securities				\$22.55	\$8.93	\$0.00	\$13.62	\$0.00
Total Short Term Covered and Noncovered Securities				\$106.79	\$420.18	\$0.00	(\$313.39)	\$0.00

1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

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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)
CUSIP: 00912X302 Symbol: AL								
AIR LEASE CORP CL A	64.000	11/14/11	03/18/14	\$2,402.77	\$1,475.07	\$0.00	\$927.70	\$0.00
	30.000	11/15/11	03/18/14	\$1,126.30	\$646.32	\$0.00	\$479.98	\$0.00
	30.000	11/28/11	03/18/14	\$1,126.29	\$660.32	\$0.00	\$465.97	\$0.00
	46.000	11/28/11	04/02/14	\$1,722.28	\$1,012.48	\$0.00	\$709.80	\$0.00
	20.000	12/21/11	04/02/14	\$748.82	\$473.57	\$0.00	\$275.25	\$0.00
	30.000	12/22/11	04/02/14	\$1,123.22	\$710.41	\$0.00	\$412.81	\$0.00
	26.000	12/22/11	04/21/14	\$939.25	\$615.69	\$0.00	\$323.56	\$0.00
	86.000	05/02/12	04/21/14	\$3,106.77	\$1,986.60	\$0.00	\$1,120.17	\$0.00
Security Subtotal	332.000			\$12,295.70	\$7,580.46	\$0.00	\$4,715.24	\$0.00

CUSIP: 131253205 Symbol: CWYUF								
CALLOWAY RL EST INVT TR UT NEW	72.000	05/18/12	04/01/14	\$1,668.44	\$2,001.24	\$0.00	(\$332.80)	\$0.00
	21.000	05/18/12	04/02/14	\$484.11	\$583.70	\$0.00	(\$99.59)	\$0.00
	88.000	06/20/12	04/02/14	\$2,028.64	\$2,419.64	\$0.00	(\$391.00)	\$0.00
	16.000	06/20/12	07/15/14	\$389.50	\$439.94	\$0.00	(\$50.44)	\$0.00
	80.000	08/02/12	07/15/14	\$1,947.52	\$2,364.93	\$0.00	(\$417.41)	\$0.00
	93.000	08/31/12	07/15/14	\$2,264.00	\$2,788.33	\$0.00	(\$524.33)	\$0.00
Security Subtotal	370.000			\$8,782.21	\$10,597.78	\$0.00	(\$1,815.57)	\$0.00

CUSIP: 12503M108 Symbol: CBOE								
CBOE HOLDINGS	99.000	08/29/12	09/10/14	\$5,375.64	\$2,855.21	\$0.00	\$2,520.43	\$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 - 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) (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 1i)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
EQUITY LIFESTYLE PROPERTIES CUSIP: 29472R108 Symbol: ELS								
	64.000	02/16/12	12/05/14	\$3,185.07	\$2,187.51	\$0.00	\$997.56	\$0.00
	34.000	02/24/12	12/05/14	\$1,692.07	\$1,144.40	\$0.00	\$547.67	\$0.00
Security Subtotal	98.000			\$4,877.14	\$3,331.91	\$0.00	\$1,545.23	\$0.00
FAMILY DOLLAR STORES CUSIP: 307000109 Symbol: FDO								
	45.000	11/09/12	01/21/14	\$2,899.10	\$2,978.61	\$0.00	(\$79.51)	\$0.00
	22.000	11/13/12	01/21/14	\$1,417.34	\$1,457.56	\$0.00	(\$40.22)	\$0.00
	22.000	11/13/12	02/04/14	\$1,329.90	\$1,457.56	\$0.00	(\$127.66)	\$0.00
	40.000	11/23/12	02/04/14	\$2,418.00	\$2,792.24	\$0.00	(\$374.24)	\$0.00
Security Subtotal	129.000			\$8,064.34	\$8,685.97	\$0.00	(\$621.63)	\$0.00
HOWARD HUGHES CORP CUSIP: 442670107 Symbol: HHC								
	25.000	01/07/11	09/23/14	\$3,739.96	\$1,387.95	\$0.00	\$2,352.01	\$0.00
JARDINE STRATEGIC HLDGS ADR CUSIP: 471122200 Symbol: JSLEY								
	94.000	10/28/11	01/09/14	\$1,539.79	\$1,389.33	\$0.00	\$150.46	\$0.00
	44.000	11/09/11	01/09/14	\$720.75	\$720.91	\$0.00	(\$0.16)	\$0.00
	84.000	11/09/11	01/10/14	\$1,384.71	\$1,376.29	\$0.00	\$8.42	\$0.00
	66.000	11/25/11	01/10/14	\$1,087.99	\$955.52	\$0.00	\$132.47	\$0.00
	62.000	11/25/11	01/23/14	\$1,032.59	\$897.61	\$0.00	\$134.98	\$0.00
	20.000	11/25/11	01/24/14	\$324.47	\$289.55	\$0.00	\$34.92	\$0.00
	101.000	12/09/11	01/24/14	\$1,638.58	\$1,526.52	\$0.00	\$112.06	\$0.00
	7.000	12/09/11	02/06/14	\$109.26	\$105.80	\$0.00	\$3.46	\$0.00
	88.000	01/09/12	02/06/14	\$1,373.52	\$1,309.40	\$0.00	\$64.12	\$0.00
	12.000	01/09/12	02/07/14	\$188.51	\$178.55	\$0.00	\$9.96	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

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 UNITED PLANKTON CHARITABLE TR U/A
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 LOS ANGELES CA 90064-1574

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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 (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)
 (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)
JARDINE STRATEGIC HLDGS ADR (Cont.)		CUSIP: 471122200	Symbol: JSHLY					
	20.000	01/09/12	02/07/14	\$313.99	\$297.59	\$0.00	\$16.40	\$0.00
	208.000	05/02/12	02/07/14	\$3,258.93	\$3,397.16	\$0.00	(\$138.23)	\$0.00
Security Subtotal	806.000			\$12,972.59	\$12,444.23	\$0.00	\$528.36	\$0.00
LENNAR CORPORATION		CUSIP: 526057104	Symbol: LEN					
	35.000	04/03/12	07/10/14	\$1,428.22	\$927.82	\$0.00	\$500.40	\$0.00
	34.000	05/02/12	07/10/14	\$1,387.41	\$986.68	\$0.00	\$400.73	\$0.00
Security Subtotal	69.000			\$2,815.63	\$1,914.50	\$0.00	\$901.13	\$0.00
LEUCADIA NAT CP		CUSIP: 527288104	Symbol: LUK					
	156.000	05/02/12	09/25/14	\$3,786.43	\$3,836.09	\$0.00	(\$49.66)	\$0.00
	22.000	05/02/12	09/26/14	\$533.67	\$540.99	\$0.00	(\$7.32)	\$0.00
	102.000	01/24/13	09/26/14	\$2,474.29	\$2,447.28	\$0.00	\$27.01	\$0.00
	105.000	02/14/13	09/26/14	\$2,547.06	\$2,803.12	\$0.00	(\$256.06)	\$0.00
Security Subtotal	385.000			\$9,341.45	\$9,627.48	\$0.00	(\$286.03)	\$0.00
LIBERTY INTER CO VENTURE SER A		CUSIP: 53071M880	Symbol: LVNTA					
	0.851	10/04/12	10/20/14	\$24.94	\$17.41	\$0.00	\$7.53	\$0.00
MSC INDL DIRECT CO CLASS A		CUSIP: 533530106	Symbol: MSM					
	29.000	04/10/12	07/15/14	\$2,597.25	\$2,233.54	\$0.00	\$363.71	\$0.00
	46.000	06/05/12	07/15/14	\$4,119.77	\$3,074.04	\$0.00	\$1,045.73	\$0.00
Security Subtotal	75.000			\$6,717.02	\$5,307.58	\$0.00	\$1,409.44	\$0.00
ROUSE PROPERTIES INC		CUSIP: 779287101	Symbol: RSE					
	103.000	10/25/12	07/31/14	\$1,744.67	\$1,496.73	\$0.00	\$247.94	\$0.00

IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement Tax Year 2014 Copy B For Recipient

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

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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 (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) (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 1i)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ROUSE PROPERTIES INC (Cont)								
CUSIP: 779287101 Symbol: RSE								
	17 000	10/25/12	08/01/14	\$288.72	\$247.03	\$0.00	\$41.69	\$0.00
	50 000	10/26/12	08/01/14	\$849.17	\$725.09	\$0.00	\$124.08	\$0.00
	28 000	12/28/12	08/01/14	\$475.53	\$461.08	\$0.00	\$14.45	\$0.00
	99 000	12/28/12	08/04/14	\$1,671.14	\$1,630.25	\$0.00	\$40.89	\$0.00
	22 000	01/31/13	08/04/14	\$371.36	\$391.73	\$0.00	(\$20.37)	\$0.00
	27 000	02/01/13	08/04/14	\$455.77	\$485.38	\$0.00	(\$29.61)	\$0.00
	19 000	02/01/13	08/04/14	\$320.72	\$338.59	\$0.00	(\$17.87)	\$0.00
	16 000	02/01/13	08/04/14	\$270.09	\$285.28	\$0.00	(\$15.19)	\$0.00
	87 000	02/01/13	08/05/14	\$1,474.11	\$1,551.21	\$0.00	(\$77.10)	\$0.00
	71 000	02/04/13	08/05/14	\$1,203.01	\$1,271.50	\$0.00	(\$68.49)	\$0.00
	81 000	02/04/13	08/06/14	\$1,374.15	\$1,410.58	\$0.00	(\$36.43)	\$0.00
Security Subtotal	620 000			\$10,498.44	\$10,314.45	\$0.00	\$183.99	\$0.00
WPX ENERGY INC								
CUSIP: 38212B103 Symbol: WPX								
	122 000	02/08/12	02/26/14	\$2,078.38	\$2,195.52	\$0.00	(\$117.14)	\$0.00
	127 000	02/14/12	02/26/14	\$2,163.56	\$2,203.16	\$0.00	(\$39.60)	\$0.00
	5 000	02/17/12	02/26/14	\$85.17	\$94.23	\$0.00	(\$9.06)	\$0.00
	144 000	02/17/12	03/11/14	\$2,553.72	\$2,713.85	\$0.00	(\$160.13)	\$0.00
	98 000	05/02/12	03/11/14	\$1,737.95	\$1,693.64	\$0.00	\$44.31	\$0.00
Security Subtotal	496 000			\$8,618.78	\$8,890.40	\$0.00	(\$271.62)	\$0.00
Total Long Term Covered Securities				\$94,123.84	\$82,975.33	\$0.00	\$11,148.51	\$0.00

1099 Consolidated Tax Statement
Tax Year 2014 Copy B For RecipientMorgan Stanley Smith Barney Holdings LLC
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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 8849 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)
AUTONATION INC								
		CUSIP: 05329W102		Symbol (Box 1d): AN				
	17.000	12/08/10	09/23/14	\$836.94	\$446.77	\$0.00	\$390.17	\$0.00
	37.000	12/15/10	09/23/14	\$1,821.59	\$997.29	\$0.00	\$824.30	\$0.00
Security Subtotal	54.000			\$2,658.53	\$1,444.06	\$0.00	\$1,214.47	\$0.00
BERKSHIRE HATHAWAY CL-B NEW								
		CUSIP: 084670702		Symbol (Box 1d): BRK'B				
	40.000	05/06/08	09/23/14	\$5,586.17	\$3,467.92	\$0.00	\$2,118.25	\$0.00
	13.000	05/06/08	11/11/14	\$1,882.80	\$1,127.07	\$0.00	\$755.73	\$0.00
Security Subtotal	53.000			\$7,468.97	\$4,594.99	\$0.00	\$2,873.98	\$0.00
JARDEN CORP								
		CUSIP: 471109108		Symbol (Box 1d): JAH				
	5.000	03/11/10	09/23/14	\$302.17	\$138.88	\$0.00	\$163.29	\$0.00
	50.000	06/24/10	09/23/14	\$3,626.09	\$1,160.26	\$0.00	\$2,465.83	\$0.00
Security Subtotal	65.000			\$3,928.26	\$1,299.14	\$0.00	\$2,629.12	\$0.00
LANDS END INC NEW								
		CUSIP: 51509F105		Symbol (Box 1d): LE				
	5.000	04/27/10	10/13/14	\$194.18	\$359.87	\$0.00	(\$165.69)	\$0.00
	7.000	05/26/10	10/13/14	\$271.85	\$359.43	\$0.00	(\$87.58)	\$0.00
	8.000	06/16/10	10/13/14	\$310.68	\$350.55	\$0.00	(\$39.87)	\$0.00
	8.000	06/23/10	10/13/14	\$310.68	\$337.64	\$0.00	(\$26.96)	\$0.00
	12.000	07/02/10	10/13/14	\$466.02	\$428.01	\$0.00	\$38.01	\$0.00
	7.000	07/07/10	10/13/14	\$271.85	\$257.96	\$0.00	\$13.89	\$0.00
	9.000	07/15/10	10/13/14	\$349.52	\$333.97	\$0.00	\$15.55	\$0.00
	10.000	07/22/10	10/13/14	\$388.35	\$378.89	\$0.00	\$9.46	\$0.00
	8.000	07/29/10	10/13/14	\$310.68	\$310.57	\$0.00	\$0.11	\$0.00
	8.000	08/05/10	10/13/14	\$310.68	\$313.78	\$0.00	(\$3.10)	\$0.00
	2.000	11/17/10	10/13/14	\$77.67	\$91.89	\$0.00	(\$14.22)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement Tax Year 2014 Copy B For Recipient

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

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Long Term - Noncovered Securities # (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)
LANDS END INC NEW (Cont)								
		CUSIP: 51509F105	Symbol (Box 1d): LE					
	8.000	11/18/10	10/13/14	\$310.68	\$274.94	\$0.00	\$35.74	\$0.00
	14.000	05/02/12	10/13/14	\$543.71	\$523.70	\$0.00	\$20.01	\$0.00
Security Subtotal	106.000			\$4,116.55	\$4,321.20	\$0.00	(\$204.65)	\$0.00
LEUCADIA NAT CP								
		CUSIP: 527288104	Symbol (Box 1d): LUK					
	128.000	05/06/08	02/19/14	\$3,602.53	\$6,423.90	\$0.00	(\$2,821.37)	\$0.00
	152.000	05/06/08	04/09/14	\$4,015.20	\$7,628.39	\$0.00	(\$3,613.19)	\$0.00
	1.000	05/06/10	04/09/14	\$26.42	\$22.91	\$0.00	\$3.51	\$0.00
	145.000	05/06/10	09/10/14	\$3,731.26	\$3,321.91	\$0.00	\$409.35	\$0.00
	23.000	08/27/10	09/10/14	\$591.85	\$470.01	\$0.00	\$121.84	\$0.00
	252.000	08/27/10	09/17/14	\$6,450.00	\$5,149.72	\$0.00	\$1,300.28	\$0.00
	64.000	10/11/10	09/17/14	\$1,638.09	\$1,525.93	\$0.00	\$112.16	\$0.00
	4.000	10/12/10	09/17/14	\$102.38	\$95.36	\$0.00	\$7.02	\$0.00
	30.000	10/12/10	09/25/14	\$728.16	\$715.23	\$0.00	\$12.93	\$0.00
Security Subtotal	799.000			\$20,885.99	\$25,353.36	\$0.00	(\$4,467.47)	\$0.00
LIBERTY BROADBAND CORP S-A								
		CUSIP: 530307107	Symbol (Box 1d): LBRDA					
	0.250	05/02/12	11/04/14	\$11.35	\$6.39	\$0.00	\$4.96	\$0.00
LIBERTY MEDIA CORP SER A								
		CUSIP: 531229102	Symbol (Box 1d): LMCA					
	25.000	07/14/10	09/23/14	\$1,182.29	\$356.11	\$0.00	\$826.18	\$0.00
	44.000	08/06/10	09/23/14	\$2,080.84	\$633.62	\$0.00	\$1,447.22	\$0.00
	11.000	08/12/10	09/23/14	\$520.21	\$154.69	\$0.00	\$365.52	\$0.00
Security Subtotal	80.000			\$3,783.34	\$1,144.42	\$0.00	\$2,638.92	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

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

New York, NY 10004
 Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX2607
 Account Number: 814 012420 295

Customer Service: 866-324-6088

S H & K H CO-TTEE
 UNITED PLANKTON CHARITABLE TR U/A
 DTD 06/20/2005
 11400 W OLYMPIC BLVD STE 590
 LOS ANGELES CA 90064-1574

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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)
LIBERTY MEDIA CORP SER C								
		CUSIP: 531229300	Symbol (Box 1d): LMCK					
	50.000	07/14/10	09/23/14	\$2,358.01	\$686.66	\$0.00	\$1,671.35	\$0.00
	88.000	08/06/10	09/23/14	\$4,150.09	\$1,221.77	\$0.00	\$2,928.32	\$0.00
	12.000	08/12/10	09/23/14	\$565.92	\$162.70	\$0.00	\$403.22	\$0.00
	68.000	08/12/10	11/11/14	\$2,385.97	\$686.92	\$0.00	\$1,699.05	\$0.00
	47.000	09/07/10	11/11/14	\$1,649.13	\$500.15	\$0.00	\$1,148.98	\$0.00
	19.000	09/07/10	12/03/14	\$686.31	\$202.19	\$0.00	\$484.12	\$0.00
	35.000	12/14/10	12/03/14	\$1,264.25	\$473.48	\$0.00	\$790.77	\$0.00
Security Subtotal	319.000			\$13,059.68	\$3,933.87	\$0.00	\$9,125.81	\$0.00
LIBERTY TRIPADVISOR HLDGS INC								
		CUSIP: 531465102	Symbol (Box 1d): LTRPA					
	14.000	06/07/12	10/09/14	\$433.76	\$146.44	\$0.00	\$287.32	\$0.00
	16.000	06/20/12	10/09/14	\$495.73	\$141.63	\$0.00	\$354.10	\$0.00
	12.000	10/05/12	10/09/14	\$371.80	\$105.66	\$0.00	\$266.14	\$0.00
Security Subtotal	42.000			\$1,301.29	\$393.73	\$0.00	\$907.56	\$0.00
SEARS HOLDING CORP								
		CUSIP: 812350106	Symbol (Box 1d): SHLD					
	17.000	04/27/10	09/23/14	\$472.59	\$1,624.20	\$0.00	(\$1,151.61)	\$0.00
	24.000	05/26/10	09/23/14	\$667.19	\$1,622.22	\$0.00	(\$955.03)	\$0.00
	25.000	06/16/10	09/23/14	\$694.98	\$1,582.14	\$0.00	(\$887.16)	\$0.00
	26.000	06/23/10	09/23/14	\$722.78	\$1,523.87	\$0.00	(\$801.09)	\$0.00

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1099 Consolidated Tax Statement
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1 New York Plaza
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Account Number: 814 012420 295
Customer Service: 866-324-6088

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11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

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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 1i)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SEARS HOLDING CORP (Cont)		CUSIP: 812350106	Symbol (Box 1d): SHLD					
	39.000	07/02/10	09/23/14	\$1,084.18	\$1,931.74	\$0.00	(\$847.56)	\$0.00
	15.000	07/07/10	09/23/14	\$416.99	\$727.65	\$0.00	(\$310.66)	\$0.00
Security Subtotal	146.000			\$4,058.71	\$9,011.82	\$0.00	(\$4,953.11)	\$0.00
Total Long Term Noncovered Securities				\$61,272.57	\$51,502.98	\$0.00	\$9,769.59	\$0.00
Total Long Term Covered and Noncovered Securities				\$155,396.41	\$134,478.31	\$0.00	\$20,918.10	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$155,503.20	\$134,898.49	\$0.00	\$20,604.71	\$0.00
Form 1099-B Total Reportable Amounts - Does not include cost basis or adjustment amounts for noncovered securities								
Total IRS Reportable Proceeds (Box 1i)				\$155,503.20				
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)					\$83,386.58			
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

Morgan Stanley

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

Taxpayer ID Number: XX-XX2607
Account Number: 814 012675 295

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)
ALLEGHANY CP DELAWARE	1,000	05/30/13	04/21/14	\$407.02	\$392.12	\$0.00	\$14.90	\$0.00
BROOKFIELD ASSET MGMT CL A LTD	93,000	05/30/13	04/14/14	\$3,887.08	\$3,334.63	\$0.00	\$552.45	\$0.00
LABORATORY CP AMER HLDGS NEW	38,000	05/30/13	04/14/14	\$3,824.48	\$3,800.78	\$0.00	\$23.70	\$0.00
Total Short Term Covered Securities				\$8,118.58	\$7,527.53	\$0.00	\$591.05	\$0.00

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UNITED PLANKTON CHARITABLE TR U/A
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LOS ANGELES CA 90064-1574Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

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Taxpayer ID Number: XX-XXX2607

Account Number: 814 012675 295

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

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)
ALLEGHANY CP DELAWARE								
		CUSIP: 017175100	Symbol: Y					
	2.000	05/02/12	04/14/14	\$799.42	\$685.98	\$0.00	\$113.44	\$0.00
	4.000	05/02/12	04/21/14	\$1,628.08	\$1,371.96	\$0.00	\$256.12	\$0.00
Security Subtotal	6.000			\$2,427.50	\$2,057.94	\$0.00	\$369.56	\$0.00
AMERIPRISE FINCL INC								
		CUSIP: 03076C106	Symbol: AMP					
	25.000	05/02/12	01/31/14	\$2,636.90	\$1,339.50	\$0.00	\$1,297.40	\$0.00
BED BATH & BEYOND INC								
		CUSIP: 075896100	Symbol: BBBY					
	70.000	05/02/12	04/21/14	\$4,461.98	\$4,948.53	\$0.00	(\$486.55)	\$0.00
	57.000	09/25/12	04/21/14	\$3,633.33	\$3,552.29	\$0.00	\$81.04	\$0.00
	164.000	01/07/13	04/21/14	\$10,453.78	\$9,249.42	\$0.00	\$1,204.36	\$0.00
Security Subtotal	291.000			\$18,549.09	\$17,750.24	\$0.00	\$798.85	\$0.00
CANADIAN NATURAL RESOURCES LTD								
		CUSIP: 136385101	Symbol: CNQ					
	45.000	09/22/11	06/18/14	\$1,966.14	\$1,327.90	\$0.00	\$638.24	\$0.00
	2.000	05/02/12	06/18/14	\$87.38	\$69.14	\$0.00	\$18.24	\$0.00
Security Subtotal	47.000			\$2,053.52	\$1,397.04	\$0.00	\$656.48	\$0.00
COCA COLA CO								
		CUSIP: 191216100	Symbol: KO					
	58.000	05/02/12	02/11/14	\$2,241.23	\$2,232.10	\$0.00	\$9.13	\$0.00
HEWLETT PACKARD								
		CUSIP: 428236103	Symbol: HPQ					
	69.000	05/02/12	01/07/14	\$1,933.89	\$1,731.21	\$0.00	\$202.68	\$0.00
IRON MOUNTAIN INC (DE)								
		CUSIP: 462846106	Symbol:					
	33.000	11/21/12	01/31/14	\$874.20	\$1,084.71	\$0.00	(\$210.51)	\$0.00

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1099 Consolidated Tax Statement
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UNITED PLANKTON CHARITABLE TR U/A
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LOS ANGELES CA 90064-1574

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: XX-XXX2607
Account Number: 814 012675 295
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 (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) (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)
LABORATORY CP AMER HLDGS NEW	62,000	05/30/13	06/30/14	\$6,343.64	\$6,201.27	\$0.00	\$142.37	\$0.00
OCCIDENTAL PETROLEUM CORP DE	6,000	05/02/12	07/21/14	\$601.36	\$553.20	\$0.00	\$48.16	\$0.00
ORACLE CORP	67,000	06/28/12	04/14/14	\$2,639.07	\$1,874.51	\$0.00	\$764.56	\$0.00
PROGRESSIVE CORP OHIO	49,000	05/02/12	05/22/14	\$1,231.29	\$1,055.95	\$0.00	\$175.34	\$0.00
	123,000	07/16/12	05/22/14	\$3,090.80	\$2,443.78	\$0.00	\$647.02	\$0.00
	265,000	01/23/13	05/22/14	\$6,659.04	\$6,001.30	\$0.00	\$657.74	\$0.00
Security Subtotal	437,000			\$10,981.13	\$9,501.03	\$0.00	\$1,480.10	\$0.00
WALT DISNEY CO HLDG CO	30,000	05/02/12	04/10/14	\$2,385.66	\$1,305.14	\$0.00	\$1,080.52	\$0.00
	19,000	05/02/12	04/14/14	\$1,468.28	\$826.59	\$0.00	\$641.69	\$0.00
Security Subtotal	49,000			\$3,853.94	\$2,131.73	\$0.00	\$1,722.21	\$0.00
Total Long Term Covered Securities				\$55,135.47	\$47,854.48	\$0.00	\$7,280.99	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2014 Copy B For Recipient

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

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX2607
Account Number: 814 012675 295

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

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)
ALLEGHANY CP DELAWARE	25.000	CUSIP: 017175100	Symbol (Box 1d): Y	02/28/14	\$9,649.50	NOT ON FILE	\$0.00	\$0.00
AMERICAN EXPRESS CO	32.000	CUSIP: 025816109	Symbol (Box 1d): AXP	01/24/14	\$2,803.63	\$1,114.83	\$1,688.80	\$0.00
	13.000	10/30/09	04/14/14	\$1,105.36	\$452.90	\$0.00	\$652.46	\$0.00
	2.000	10/30/09	04/21/14	\$173.49	\$89.68	\$0.00	\$103.81	\$0.00
Security Subtotal	47.000			\$4,082.48	\$1,637.41	\$0.00	\$2,445.07	\$0.00
AMERIPRISE FINCL INC	9.000	CUSIP: 03076C106	Symbol (Box 1d): AMP	01/27/14	\$943.63	\$311.13	\$632.50	\$0.00
	7.000	04/14/10	01/27/14	\$733.93	\$338.38	\$0.00	\$395.55	\$0.00
	5.000	09/27/10	01/27/14	\$524.24	\$236.60	\$0.00	\$287.64	\$0.00
	11.000	12/15/10	01/27/14	\$1,153.33	\$609.89	\$0.00	\$543.44	\$0.00
	24.000	12/15/10	01/31/14	\$2,531.43	\$1,330.66	\$0.00	\$1,200.77	\$0.00
Security Subtotal	56.000			\$5,886.56	\$2,826.66	\$0.00	\$3,059.90	\$0.00
BANK OF NEW YORK MELLON CORP	93.000	CUSIP: 064058100	Symbol (Box 1d): BK	04/14/14	\$3,072.26	\$2,499.48	\$572.78	\$0.00
	4.000	10/30/09	04/21/14	\$134.79	\$107.50	\$0.00	\$27.29	\$0.00
Security Subtotal	97.000			\$3,207.05	\$2,606.98	\$0.00	\$600.07	\$0.00
BED BATH & BEYOND INC	20.000	CUSIP: 075896100	Symbol (Box 1d): BBBY	04/21/14	\$1,274.85	\$708.12	\$566.73	\$0.00
	16.000	04/14/10	04/21/14	\$1,019.88	\$727.04	\$0.00	\$292.84	\$0.00
	10.000	09/27/10	04/21/14	\$637.43	\$435.90	\$0.00	\$201.53	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement
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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)
CUSIP: 075896100 Symbol (Box 1d): BBBY								
BED BATH & BEYOND INC (Cont.)	100,000	12/15/10	04/21/14	\$6,374.26	\$4,801.42	\$0.00	\$1,572.84	\$0.00
Security Subtotal	146,000			\$9,306.42	\$6,672.48	\$0.00	\$2,633.94	\$0.00
CUSIP: 084670702 Symbol (Box 1d): BRKB								
BERKSHIRE HATHAWAY CL-B NEW	64,000	10/30/09	01/09/14	\$7,377.40	\$4,177.92	\$0.00	\$3,199.48	\$0.00
	28,000	10/30/09	04/14/14	\$3,410.21	\$1,827.84	\$0.00	\$1,582.37	\$0.00
Security Subtotal	92,000			\$10,787.61	\$6,005.76	\$0.00	\$4,781.85	\$0.00
CUSIP: 136385101 Symbol (Box 1d): CNO								
CANADIAN NATURAL RESOURCES LTD	28,000	09/27/10	04/14/14	\$1,109.33	\$934.64	\$0.00	\$174.69	\$0.00
	40,000	09/27/10	06/18/14	\$1,747.68	\$1,335.20	\$0.00	\$412.48	\$0.00
	151,000	12/15/10	06/18/14	\$6,597.48	\$6,401.60	\$0.00	\$195.88	\$0.00
Security Subtotal	219,000			\$9,454.49	\$8,671.44	\$0.00	\$783.05	\$0.00
CUSIP: 191216100 Symbol (Box 1d): KO								
COCA COLA CO	28,000	02/04/10	01/27/14	\$1,085.14	\$759.41	\$0.00	\$325.73	\$0.00
	21,000	02/04/10	02/11/14	\$811.48	\$569.56	\$0.00	\$241.92	\$0.00
	30,000	03/18/10	02/11/14	\$1,159.26	\$807.34	\$0.00	\$351.92	\$0.00
	8,000	04/14/10	02/11/14	\$309.14	\$218.88	\$0.00	\$90.26	\$0.00
	56,000	05/24/10	02/11/14	\$2,163.95	\$1,444.55	\$0.00	\$719.40	\$0.00
	48,000	09/27/10	02/11/14	\$1,854.82	\$1,410.00	\$0.00	\$444.82	\$0.00
	54,000	12/15/10	02/11/14	\$2,086.67	\$1,752.13	\$0.00	\$334.54	\$0.00
Security Subtotal	245,000			\$9,470.46	\$6,961.87	\$0.00	\$2,508.59	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2014 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: XX-XXX2607
Account Number: 814 012675 295
Customer Service: 866-324-6088

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

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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)
CVS CAREMARK CORP								
		CUSIP: 126650100	Symbol (Box 1d): CVS					
	165.000	10/30/09	02/03/14	\$10,958.25	\$5,906.36	\$0.00	\$5,051.89	\$0.00
	35.000	12/24/09	02/03/14	\$2,324.48	\$1,125.22	\$0.00	\$1,199.26	\$0.00
	45.000	01/14/10	02/03/14	\$2,988.61	\$1,526.18	\$0.00	\$1,462.43	\$0.00
	28.000	04/14/10	02/03/14	\$1,859.58	\$1,036.56	\$0.00	\$823.02	\$0.00
	55.000	06/11/10	02/03/14	\$3,652.75	\$1,737.36	\$0.00	\$1,915.39	\$0.00
	35.000	08/19/10	02/03/14	\$2,324.48	\$1,004.88	\$0.00	\$1,319.60	\$0.00
	124.000	12/15/10	02/03/14	\$8,235.29	\$4,209.80	\$0.00	\$4,025.49	\$0.00
	43.000	12/15/10	04/14/14	\$3,146.67	\$1,459.85	\$0.00	\$1,686.82	\$0.00
Security Subtotal	530.000			\$35,490.11	\$18,006.21	\$0.00	\$17,483.90	\$0.00
EOG RESOURCES INC								
		CUSIP: 26875P101	Symbol (Box 1d): EOG					
	11.000	12/15/10	04/14/14	\$1,096.23	\$499.68	\$0.00	\$596.55	\$0.00
GOOGLE INC-CL A								
		CUSIP: 38259P508	Symbol (Box 1d): GOOGL					
	6.000	10/30/09	01/13/14	\$6,796.65	\$3,219.78	\$0.00	\$3,576.87	\$0.00
HEWLETT PACKARD								
		CUSIP: 428236103	Symbol (Box 1d): HPQ					
	1.000	10/30/09	01/07/14	\$28.03	\$47.66	\$0.00	(\$19.63)	\$0.00
	5.000	04/14/10	01/07/14	\$140.14	\$272.45	\$0.00	(\$132.31)	\$0.00
	57.000	12/15/10	01/07/14	\$1,597.57	\$2,363.79	\$0.00	(\$766.22)	\$0.00
Security Subtotal	63.000			\$1,765.74	\$2,683.90	\$0.00	(\$918.16)	\$0.00
IRON MOUNTAIN INC (DE)								
		CUSIP: 462846106	Symbol (Box 1d):					
	85.000	10/30/09	01/31/14	\$2,251.74	\$2,075.02	\$0.00	\$176.72	\$0.00
	23.000	04/14/10	01/31/14	\$609.29	\$616.17	\$0.00	(\$6.88)	\$0.00
	20.000	10/12/10	01/31/14	\$529.82	\$418.82	\$0.00	\$111.00	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: XX-XXX2607
Account Number: 814 012675 295
Customer Service: 866-324-6088

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
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LOS ANGELES CA 90064-1574

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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)
IRON MOUNTAIN INC (DE) (Cont.)								
		CUSIP: 462846106	Symbol (Box 1d):					
	161,000	12/15/10	01/31/14	\$4,265.06	\$3,947.72	\$0.00	\$317.34	\$0.00
Security Subtotal	289,000			\$7,655.91	\$7,057.73	\$0.00	\$598.18	\$0.00
LOEWS CORPORATION								
		CUSIP: 540424108	Symbol (Box 1d):					
	56,000	10/30/09	04/14/14	\$2,440.25	\$1,861.36	\$0.00	\$578.89	\$0.00
	6,000	04/14/10	01/14/14	\$261.46	\$233.22	\$0.00	\$28.24	\$0.00
	17,000	09/27/10	04/14/14	\$740.79	\$638.69	\$0.00	\$102.10	\$0.00
Security Subtotal	79,000			\$3,442.50	\$2,733.27	\$0.00	\$709.23	\$0.00
MONSANTO CO/NEW								
		CUSIP: 61166W101	Symbol (Box 1d): MON					
	40,000	12/15/10	04/14/14	\$4,403.99	\$2,431.77	\$0.00	\$1,972.22	\$0.00
OCCIDENTAL PETROLEUM CORP DE								
		CUSIP: 674599105	Symbol (Box 1d): OXY					
	16,000	10/30/09	01/14/14	\$1,471.84	\$1,202.60	\$0.00	\$269.24	\$0.00
	13,000	04/14/10	01/14/14	\$1,195.87	\$1,111.89	\$0.00	\$83.98	\$0.00
	5,000	09/27/10	01/14/14	\$459.95	\$376.45	\$0.00	\$83.50	\$0.00
	51,000	12/15/10	01/14/14	\$4,691.48	\$4,800.66	\$0.00	(\$109.18)	\$0.00
	63,000	12/15/10	07/21/14	\$6,314.29	\$5,930.22	\$0.00	\$384.07	\$0.00
Security Subtotal	148,000			\$14,133.43	\$13,421.82	\$0.00	\$711.61	\$0.00
PHILIP MORRIS INTL INC								
		CUSIP: 718172109	Symbol (Box 1d): PM					
	25,000	10/30/09	04/14/14	\$2,094.27	\$1,202.25	\$0.00	\$892.02	\$0.00
PROGRESSIVE CORP OHIO								
		CUSIP: 743315103	Symbol (Box 1d): PGR					
	98,000	10/30/09	04/21/14	\$2,333.09	\$1,574.48	\$0.00	\$758.61	\$0.00
	38,000	04/14/10	04/21/14	\$904.67	\$780.14	\$0.00	\$124.53	\$0.00
	40,000	09/27/10	04/21/14	\$952.28	\$849.20	\$0.00	\$103.08	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2014 Copy B For RecipientS H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: XX-XXX2607
Account Number: 814 012675 295
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)
PROGRESSIVE CORP OHIO (Cont.)		CUSIP: 743315103	Symbol (Box 1d): PGR					
	287 000	12/15/10	04/21/14	\$6,832.63	\$5,917.94	\$0.00	\$914.69	\$0.00
	6,000	12/15/10	05/22/14	\$150.77	\$123.72	\$0.00	\$27.05	\$0.00
Security Subtotal	469,000			\$11,173.44	\$9,245.48	\$0.00	\$1,927.96	\$0.00
WELLS FARGO & CO NEW		CUSIP: 949746101	Symbol (Box 1d): WFC					
	105,000	10/30/09	04/14/14	\$5,018.88	\$2,905.99	\$0.00	\$2,112.89	\$0.00
Total Long Term Noncovered Securities				\$154,915.72	\$98,790.48	\$0.00	\$46,475.74	\$0.00
Total Long Term Covered and Noncovered Securities				\$210,051.19	\$146,644.96	\$0.00	\$53,756.73	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$218,169.77	\$154,172.49	\$0.00	\$54,347.78	\$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)				\$218,169.77				
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)					\$55,382.01			
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.

1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

S H & K H CO-TTEE
 UNITED PLANKTON CHARITABLE TR U/A
 DTD 06/20/2005
 11400 W OLYMPIC BLVD STE 590
 LOS ANGELES CA 90064-1574

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

Taxpayer ID Number: XX-XXX2607
 Account Number: 814 012676 295

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 1 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)
BAIDU INC ADS	51.000	06/11/13	01/13/14	\$9,024.38	\$5,125.69	\$0.00	\$3,898.69	\$0.00
ENN ENERGY HOLDINGS LTD UNSPON	31.000	01/13/14	11/18/14	\$4,711.03	\$5,354.92	\$0.00	(\$643.89)	\$0.00
ITAU UNIBANCO MULTIPLE ADR	0.400	06/12/14	06/12/14	\$6.12	\$6.08	\$0.00	\$0.04	\$0.00
NOVO NORDISK A/S ADR	25.000	06/11/13	04/14/14	\$1,073.22	\$828.60	\$0.00	\$244.62	\$0.00
SANDS CHINA LTD UNSPONSORE ADR	22.000	02/26/14	12/19/14	\$1,101.53	\$1,790.33	\$0.00	(\$688.80)	\$0.00
SYMRISE AG UNSPONS ADR	70.000	05/30/14	12/19/14	\$1,055.01	\$939.66	\$0.00	\$115.35	\$0.00
Total Short Term Covered Securities				\$16,971.29	\$14,045.28	\$0.00	\$2,926.01	\$0.00

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OMB NO. 1545-0715

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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)
XINYI GLASS HLDGS LTD UNSPON	0.000	CUSIP: 98418R100 01/16/14	01/16/14	\$553.26	\$0.00	\$0.00	\$553.26	\$0.00
Total Short Term Noncovered Securities				\$553.26 /	\$0.00 /	\$0.00 <	\$553.26	\$0.00
Total Short Term Covered and Noncovered Securities				\$17,524.55	\$14,045.28	\$0.00	\$3,479.27	\$0.00

Morgan Stanley

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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)
CUSIP: 001317205 Symbol: AAGIY								
AIA GROUP LTD SPON ADR	51.000	02/09/12	04/14/14	\$1,042.41	\$689.57	\$0.00	\$352.84	\$0.00
	52.000	02/09/12	09/23/14	\$1,108.09	\$703.09	\$0.00	\$405.00	\$0.00
Security Subtotal	103.000			\$2,150.50	\$1,392.66	\$0.00	\$757.84	\$0.00
CUSIP: 03524A108 Symbol: BUD								
ANHEUSER BUSCH INBEV SA SPON	10.000	05/03/12	04/14/14	\$1,082.87	\$746.85	\$0.00	\$336.02	\$0.00
	10.000	05/03/12	09/23/14	\$1,137.85	\$746.85	\$0.00	\$391.00	\$0.00
Security Subtotal	20.000			\$2,220.72	\$1,493.70	\$0.00	\$727.02	\$0.00
CUSIP: 05946K101 Symbol: BBVA								
BANCO BILBAO VIZ ARG SA ADS	86.000	02/21/13	04/14/14	\$1,050.03	\$849.45	\$0.00	\$200.58	\$0.00
	89.000	02/21/13	09/23/14	\$1,087.83	\$879.08	\$0.00	\$208.75	\$0.00
Security Subtotal	175.000			\$2,137.86	\$1,728.53	\$0.00	\$409.33	\$0.00
CUSIP: 072743206 Symbol: BAMXY								
BAYERISCHE MOTOREN WERKE AG	26.000	02/12/13	04/14/14	\$1,074.29	\$832.70	\$0.00	\$241.59	\$0.00
	31.000	02/12/13	09/23/14	\$1,126.82	\$992.84	\$0.00	\$133.98	\$0.00
Security Subtotal	57.000			\$2,201.11	\$1,825.54	\$0.00	\$375.57	\$0.00
CUSIP: 136375102 Symbol: CNI								
CANADIAN NATL RAILWAY CO	19.000	02/01/11	04/14/14	\$1,045.35	\$654.94	\$0.00	\$390.41	\$0.00
	16.000	02/01/11	09/23/14	\$1,147.54	\$551.53	\$0.00	\$596.01	\$0.00
Security Subtotal	35.000			\$2,192.89	\$1,206.47	\$0.00	\$986.42	\$0.00
CUSIP: 191459205 Symbol: CHEOY								
COCHLEAR LTD UNSPON ADR	41.000	05/02/12	09/12/14	\$1,239.71	\$1,400.15	\$0.00	(\$160.44)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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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.) (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)
FRESSENIUS MEDICAL CARE AG&CO CUSIP: 358029106 Symbol: FMS								
	38,000	05/20/11	05/19/14	\$1,235.59	\$1,364.65	\$129.06 W	(\$129.06)	\$0.00
	32,000	05/20/11	05/19/14	\$1,040.53	\$1,149.22	\$0.00	(\$108.69)	\$0.00
	2,000	05/20/11	12/19/14	\$73.94	\$71.82	\$0.00	\$2.12	\$0.00
	27,000	05/02/12	12/19/14	\$998.19	\$948.54	\$0.00	\$49.65	\$0.00
Security Subtotal	99,000			\$3,348.25	\$3,534.23	\$129.06	(\$185.98)	\$0.00
GAZPROM OAO SPON ADR CUSIP: 368287207 Symbol: OGZPY								
	81,000	05/02/12	03/05/14	\$569.06	\$917.73	\$0.00	(\$348.67)	\$0.00
	247,000	02/04/13	03/05/14	\$1,735.30	\$2,321.85	\$0.00	(\$586.55)	\$0.00
Security Subtotal	328,000			\$2,304.36	\$3,239.58	\$0.00	(\$935.22)	\$0.00
HONG KONG EXCHANGES & CLEARING CUSIP: 43858F109 Symbol: HKXCY								
	48,000	06/13/13	12/19/14	\$1,054.43	\$756.96	\$0.00	\$297.47	\$0.00
ITAU UNIBANCO MULTIPLE ADR CUSIP: 465562106 Symbol: ITUB								
	74,000	05/02/12	10/08/14	\$1,109.80	\$1,056.71	\$0.00	\$53.09	\$0.00
	149,000	07/30/12	10/08/14	\$2,234.59	\$2,187.76	\$0.00	\$46.83	\$0.00
Security Subtotal	223,000			\$3,344.39	\$3,244.47	\$0.00	\$99.92	\$0.00
JGC CORP UNSPONSORED ADR CUSIP: 466140100 Symbol: JGCCY								
	16,000	05/11/11	04/14/14	\$1,080.29	\$803.38	\$0.00	\$276.91	\$0.00
	21,000	05/11/11	09/23/14	\$1,127.67	\$1,054.44	\$0.00	\$73.23	\$0.00
Security Subtotal	37,000			\$2,207.96	\$1,857.82	\$0.00	\$350.14	\$0.00
NOKIAN TYRES OYJ UNSPON ADR CUSIP: 65528V107 Symbol: NKRKY								
	32,000	03/08/12	03/06/14	\$683.96	\$722.09	\$0.00	(\$38.13)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC

1 New York Plaza
8th Floor

New York, NY 10004

Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX2607

Account Number: 814 012676 295

Customer Service: 866-324-6088

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

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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 (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8849 Part II with box D 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)
NOKIAN TYRES OYJ UNSPON ADR (Cont.) CUSIP: 65528V107 Symbol: NKRKY								
	72.000	03/08/12	03/07/14	\$1,529.50	\$1,624.70	\$0.00	(\$95.20)	\$0.00
	80.000	03/08/12	03/10/14	\$1,667.44	\$1,805.23	\$0.00	(\$137.79)	\$0.00
	57.000	05/02/12	03/10/14	\$1,188.05	\$1,361.16	\$0.00	(\$173.11)	\$0.00
	3.000	06/27/12	03/10/14	\$62.53	\$53.16	\$0.00	\$9.37	\$0.00
	60.000	06/27/12	03/11/14	\$1,232.64	\$1,063.12	\$0.00	\$169.52	\$0.00
	50.000	06/27/12	03/12/14	\$1,207.71	\$1,063.12	\$0.00	\$144.59	\$0.00
Security Subtotal	364.000			\$7,571.83	\$7,692.58	\$0.00	(\$120.75)	\$0.00
NOVO NORDISK A/S ADR CUSIP: 670100205 Symbol: NVO								
	23.000	06/11/13	09/23/14	\$1,098.91	\$762.31	\$0.00	\$336.60	\$0.00
PETROLEO BRAS SA ADS CUSIP: 71654V408 Symbol: PBR								
	253.000	10/03/12	01/13/14	\$3,317.40	\$6,046.58	\$0.00	(\$2,729.18)	\$0.00
SYSMEX CORP UNSPON ADR CUSIP: 87184P109 Symbol: SSMXY								
	68.000	05/22/12	04/14/14	\$1,038.33	\$641.64	\$0.00	\$396.69	\$0.00
	59.000	05/22/12	09/23/14	\$1,105.63	\$556.72	\$0.00	\$548.91	\$0.00
Security Subtotal	127.000			\$2,143.96	\$1,198.36	\$0.00	\$945.60	\$0.00
TESCO PLC SPONSORED ADR CUSIP: 881575302 Symbol: TSCDY								
	95.000	11/04/11	08/06/14	\$1,174.78	\$1,876.14	\$0.00	(\$701.36)	\$0.00
	79.000	05/02/12	08/06/14	\$976.92	\$1,233.19	\$0.00	(\$256.27)	\$0.00
Security Subtotal	174.000			\$2,151.70	\$3,109.33	\$0.00	(\$957.63)	\$0.00
Total Long Term Covered Securities				\$40,685.98	\$40,489.27	\$129.06	\$196.71	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Tax Year 2014 Copy B For RecipientS H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: XX-XXX2607
Account Number: 814 012676 295
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

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)
AIR LIQUIDE ADR		CUSIP: 009126202	Symbol (Box 1d): AIQUY					
	39.000	11/02/09	04/14/14	\$1,050.24	\$739.54	\$0.00	\$310.70	\$0.00
	0.900	11/02/09	07/14/14	\$24.17	\$15.51	\$0.00	\$8.66	\$0.00
	44.000	11/02/09	09/23/14	\$1,093.26	\$758.33	\$0.00	\$334.93	\$0.00
Security Subtotal	83.900			\$2,167.67	\$1,513.38	\$0.00	\$654.29	\$0.00
ALLIANZ SE ADS		CUSIP: 018805101	Symbol (Box 1d): AZSEY					
	81.000	10/30/09	04/14/14	\$1,326.75	\$927.45	\$0.00	\$399.30	\$0.00
	71.000	10/30/09	09/23/14	\$1,254.90	\$812.95	\$0.00	\$441.95	\$0.00
Security Subtotal	152.000			\$2,581.65	\$1,740.40	\$0.00	\$841.25	\$0.00
ARM HOLDINGS PLC ADS		CUSIP: 042068106	Symbol (Box 1d): ARMH					
	22.000	10/15/10	04/14/14	\$1,050.91	\$413.59	\$0.00	\$637.32	\$0.00
	25.000	10/15/10	09/23/14	\$1,126.11	\$469.98	\$0.00	\$656.13	\$0.00
Security Subtotal	47.000			\$2,177.02	\$883.57	\$0.00	\$1,293.45	\$0.00
ATLAS COPCO AS A ADR A NEW		CUSIP: 049255706	Symbol (Box 1d): ATLKY					
	36.000	10/30/09	04/14/14	\$1,061.97	\$488.88	\$0.00	\$573.09	\$0.00
	38.000	10/30/09	09/23/14	\$1,105.58	\$516.04	\$0.00	\$589.54	\$0.00
Security Subtotal	74.000			\$2,167.55	\$1,004.92	\$0.00	\$1,162.63	\$0.00
BG GROUP PLC		CUSIP: 055434203	Symbol (Box 1d): BRGYV					
	56.000	11/02/09	04/14/14	\$1,042.69	\$987.17	\$0.00	\$55.52	\$0.00
	58.000	11/02/09	09/23/14	\$1,091.10	\$1,022.42	\$0.00	\$68.68	\$0.00
Security Subtotal	114.000			\$2,133.79	\$2,009.59	\$0.00	\$124.20	\$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)

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)
BUNGE LTD								
		CUSIP: G16962105	Symbol (Box 1d): BG					
	14.000	11/02/09	04/14/14	\$1,107.09	\$807.16	\$0.00	\$299.93	\$0.00
	24.000	11/02/09	07/11/14	\$1,771.94	\$1,383.71	\$0.00	\$388.23	\$0.00
	13.000	11/02/09	09/23/14	\$1,097.89	\$749.51	\$0.00	\$348.38	\$0.00
Security Subtotal	51.000			\$3,976.92	\$2,940.38	\$0.00	\$1,036.54	\$0.00
COCHLEAR LTD UNSPON ADR								
		CUSIP: 191459205	Symbol (Box 1d): CHEOY					
	17.000	07/20/10	09/09/14	\$542.06	\$554.85	\$0.00	(\$12.79)	\$0.00
	53.000	07/20/10	09/10/14	\$1,655.27	\$1,729.82	\$0.00	(\$74.55)	\$0.00
	39.000	07/20/10	09/11/14	\$1,217.20	\$1,272.89	\$0.00	(\$55.69)	\$0.00
	38.000	07/20/10	09/12/14	\$1,149.00	\$1,240.25	\$0.00	(\$91.25)	\$0.00
Security Subtotal	147.000			\$4,563.53	\$4,797.81	\$0.00	(\$234.28)	\$0.00
CSL LTD								
		CUSIP: 12637N204	Symbol (Box 1d): GSKLY					
	34.000	08/24/10	09/23/14	\$3,103.95	\$474.58	\$0.00	\$629.37	\$0.00
CSL LTD UNSPON ADR								
		CUSIP: 12637N105	Symbol (Box 1d):					
	33.000	08/24/10	04/14/14	\$1,043.43	\$460.62	\$0.00	\$582.81	\$0.00
DASSAULT SYSTEMS SA ADS								
		CUSIP: 237545108	Symbol (Box 1d): DASTY					
	10.000	11/02/09	04/14/14	\$1,162.77	\$574.00	\$0.00	\$588.77	\$0.00
	20.000	11/02/09	09/23/14	\$1,336.97	\$574.00	\$0.00	\$762.97	\$0.00
Security Subtotal	30.000			\$2,499.74	\$1,148.00	\$0.00	\$1,351.74	\$0.00

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Morgan Stanley Smith Barney Holdings LLC
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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 1i)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CUSIP: 23304Y100 Symbol (Box 1d): DBSDY								
DBS GROUP HOLDINGS LTD SP	20.000	10/30/09	04/14/14	\$1,062.97	\$735.00	\$0.00	\$327.97	\$0.00
	18.000	10/30/09	12/19/14	\$1,089.22	\$661.50	\$0.00	\$427.72	\$0.00
Security Subtotal	38.000			\$2,152.19	\$1,396.50	\$0.00	\$755.69	\$0.00
CUSIP: 307305102 Symbol (Box 1d): FANUY								
FANUC CORPORATION UNSP ADR	35.000	10/30/09	04/14/14	\$1,044.72	\$489.77	\$0.00	\$554.95	\$0.00
	38.000	10/30/09	09/23/14	\$1,142.48	\$545.74	\$0.00	\$596.74	\$0.00
Security Subtotal	74.000			\$2,187.20	\$1,035.51	\$0.00	\$1,151.69	\$0.00
CUSIP: 358029106 Symbol (Box 1d): FMS								
FRESENIUS MEDICAL CARE AC&CO	31.000	10/30/09	04/14/14	\$1,054.59	\$753.73	\$0.00	\$300.86	\$0.00
	21.000	10/30/09	05/19/14	\$682.84	\$510.59	\$0.00	\$172.25	\$0.00
Security Subtotal	52.000			\$1,737.43	\$1,264.32	\$0.00	\$473.11	\$0.00
CUSIP: 368287207 Symbol (Box 1d): OGZPY								
GAZPROM O A O SPON ADR	264.000	11/02/09	03/05/14	\$1,854.72	\$3,300.00	\$0.00	(\$1,445.28)	\$0.00
CUSIP: 45104G104 Symbol (Box 1d): IBN								
ICICI BANK LTD	25.000	03/05/10	04/14/14	\$1,076.72	\$1,011.90	\$0.00	\$64.82	\$0.00
	21.000	03/05/10	09/23/14	\$1,093.23	\$849.99	\$0.00	\$243.24	\$0.00
Security Subtotal	46.000			\$2,169.95	\$1,861.89	\$0.00	\$308.06	\$0.00
CUSIP: 453038408 Symbol (Box 1d): IMO								
IMPERIAL OIL LTD COM NEW	23.000	10/30/09	04/14/14	\$1,085.80	\$859.99	\$0.00	\$225.81	\$0.00
	23.000	10/30/09	09/23/14	\$1,115.65	\$859.99	\$0.00	\$255.66	\$0.00
Security Subtotal	46.000			\$2,201.45	\$1,719.98	\$0.00	\$481.47	\$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 ⁴ (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)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ITAU UNIBANCO MULTIPLE ADR								
		CUSIP: 465562106	Symbol (Box 1d): ITUB					
	71.003	05/27/10	04/14/14	\$1,108.99	\$1,190.36	\$0.00	(\$81.37)	\$0.00
	73.003	05/27/10	09/23/14	\$1,117.05	\$1,223.90	\$0.00	(\$106.85)	\$0.00
	122.003	05/27/10	10/08/14	\$1,829.66	\$2,045.41	\$0.00	(\$215.75)	\$0.00
Security Subtotal	266.000			\$4,055.70	\$4,459.67	\$0.00	(\$403.97)	\$0.00
LOREAL CO ADR								
		CUSIP: 502117203	Symbol (Box 1d): LRLCY					
	32.003	10/30/09	04/14/14	\$1,065.57	\$658.24	\$0.00	\$407.33	\$0.00
	35.003	10/30/09	09/23/14	\$1,112.97	\$719.65	\$0.00	\$393.02	\$0.00
Security Subtotal	67.000			\$2,178.54	\$1,378.19	\$0.00	\$800.35	\$0.00
MTN GRP LTD SPONS ADR								
		CUSIP: 62474M108	Symbol (Box 1d): MTNOY					
	50.003	11/20/09	09/23/14	\$1,093.85	\$793.90	\$0.00	\$299.95	\$0.00
NESTLE SPON ADR REP REG SHR								
		CUSIP: 641089406	Symbol (Box 1d): NSRGY					
	20.003	10/30/09	04/14/14	\$1,519.96	\$333.00	\$0.00	\$586.96	\$0.00
	19.003	10/30/09	09/23/14	\$1,412.23	\$886.35	\$0.00	\$525.88	\$0.00
Security Subtotal	39.000			\$2,932.19	\$1,819.35	\$0.00	\$1,112.84	\$0.00
ROCHE HOLDINGS ADR								
		CUSIP: 771195104	Symbol (Box 1d): RHHBY					
	36.000	10/30/09	04/14/14	\$1,299.93	\$721.80	\$0.00	\$578.13	\$0.00
	33.000	10/30/09	09/23/14	\$1,240.77	\$561.65	\$0.00	\$579.12	\$0.00
Security Subtotal	69.000			\$2,540.70	\$1,383.45	\$0.00	\$1,157.25	\$0.00

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

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Long Term - Noncovered Securities # (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)
SAP AG		CUSIP: 803054204	Symbol (Box 1d): SAP					
	23.000	11/02/09	04/14/14	\$1,834.89	\$1,062.79	\$000	\$772.10	\$0.00
	50.000	11/02/09	05/14/14	\$3,842.19	\$2,310.42	\$000	\$1,531.77	\$0.00
	15.000	11/02/09	09/23/14	\$1,107.87	\$693.12	\$000	\$414.75	\$0.00
Security Subtotal	88.000			\$6,784.95	\$4,066.33	\$000	\$2,718.62	\$0.00
SCHLUMBERGER LTD		CUSIP: 806857108	Symbol (Box 1d): SLB					
	11.000	11/02/09	04/14/14	\$1,083.69	\$698.50	\$030	\$385.19	\$0.00
	11.000	11/02/09	09/23/14	\$1,127.64	\$698.50	\$030	\$429.14	\$0.00
Security Subtotal	22.000			\$2,211.33	\$1,397.00	\$030	\$814.33	\$0.00
SCHNEIDER ELEC SA UNSP ADR		CUSIP: 80687P106	Symbol (Box 1d): SBGSY					
	59.000	10/30/09	04/14/14	\$1,040.73	\$619.50	\$030	\$421.23	\$0.00
	70.000	10/30/09	09/23/14	\$1,091.97	\$735.00	\$030	\$356.97	\$0.00
Security Subtotal	129.000			\$2,132.70	\$1,354.50	\$030	\$778.20	\$0.00
SWATCH GROUP AG ADR THE UNSPON		CUSIP: 870123106	Symbol (Box 1d): SWGAY					
	34.000	09/21/10	04/14/14	\$1,070.63	\$622.72	\$030	\$447.91	\$0.00
TAIWAN SMCNDCR MFG CO LTD ADR		CUSIP: 874039100	Symbol (Box 1d): TSM					
	71.000	11/02/09	04/14/14	\$1,434.87	\$678.76	\$030	\$756.11	\$0.00
	72.000	11/02/09	09/23/14	\$1,470.92	\$688.32	\$030	\$782.60	\$0.00
Security Subtotal	143.000			\$2,905.79	\$1,367.08	\$030	\$1,538.71	\$0.00
TESCO PLC SPONSORED ADR		CUSIP: 881575302	Symbol (Box 1d): TSCDY					
	201.000	10/30/09	08/06/14	\$2,485.59	\$4,050.15	\$030	(\$1,564.56)	\$0.00

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1099 Consolidated Tax Statement Tax Year 2014 Copy B For Recipient

S H & K H CO-TTEE
UNITED PLANKTON CHARITABLE TR U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD STE 590
LOS ANGELES CA 90064-1574

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: XX-XXX2607
Account Number: 814 012676 295
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)
TURKIYE GARANTI BANKASI A S	323.000	11/23/10	09/23/14	\$1,169.23	\$1,992.65	\$0.00	(\$723.42)	\$0.00
UNICHARM CORP UNSPON ADR	94.000	08/18/10	04/14/14	\$1,039.61	\$764.03	\$0.00	\$275.58	\$0.00
	83.000	08/18/10	09/23/14	\$1,096.40	\$674.62	\$0.00	\$421.78	\$0.00
Security Subtotal	177.000			\$2,136.01	\$1,438.65	\$0.00	\$697.36	\$0.00

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

OMB NO. 1545-0715

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Long Term - Noncovered Securities # (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)
CUSIP: 92937A102 Symbol (Box 1d): WPPGY								
WPP PLC SPON NEW ADR	12,000	10/30/09	04/14/14	\$1,220.01	\$538.67	\$0.00	\$681.34	\$0.00
	12,000	10/30/09	09/23/14	\$1,239.57	\$538.67	\$0.00	\$700.90	\$0.00
Security Subtotal	24,000			\$2,459.58	\$1,077.34	\$0.00	\$1,382.24	\$0.00
Total Long Term Noncovered Securities				\$72,874.98 /	\$54,652.43 /	\$0.00 /	\$18,222.55 /	\$0.00
Total Long Term Covered and Noncovered Securities				\$113,560.96	\$95,141.70	\$129.06	\$18,419.26	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$131,085.51	\$109,186.98	\$129.06	\$21,898.53	\$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)				\$131,085.51				
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)					\$54,534.55			
Total IRS Reportable Adjustments (Box 1g)					\$129.06			
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.

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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

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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)
ACE LTD	12 000	04/21/14	07/31/14	\$1,206.08	\$1,207.68	\$0.00	(\$1.60)	\$0.00
ACTIVISION BLIZZARD INC	508 000	09/25/13	07/31/14	\$11,406.98	\$8,601.91	\$0.00	\$2,805.07	\$0.00
AMAZON COM INC	25 000	02/12/14	07/31/14	\$7,822.10	\$8,781.26	\$0.00	(\$959.16)	\$0.00
	8 000	04/14/14	07/31/14	\$2,503.07	\$2,518.48	\$0.00	(\$15.41)	\$0.00
	18 000	04/17/14	07/31/14	\$5,631.91	\$5,866.00	\$0.00	(\$234.09)	\$0.00
	13 000	05/15/14	07/31/14	\$4,067.49	\$3,821.14	\$0.00	\$246.35	\$0.00
Security Subtotal	64 000			\$20,024.57	\$20,986.88	\$0.00	(\$962.31)	\$0.00
APPLE INC	121 000	07/31/14	10/24/14	\$12,698.87	\$11,607.40	\$0.00	\$1,091.47	\$0.00
	67 000	07/31/14	12/03/14	\$7,735.75	\$6,427.24	\$0.00	\$1,308.51	\$0.00
Security Subtotal	188 000			\$20,434.62	\$18,034.64	\$0.00	\$2,399.98	\$0.00
BROOKFIELD ASSET MGNT CL A LTD	22 000	04/21/14	07/31/14	\$980.23	\$925.54	\$0.00	\$54.69	\$0.00
CANADIAN NATURAL RESOURCES LTD	33 000	04/21/14	07/31/14	\$1,442.34	\$1,332.54	\$0.00	\$109.80	\$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

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)
CARMAX INC	21,000	03/20/14	07/31/14	\$1,024.96	\$996.15	\$0.00	\$28.81	\$0.00
CHARLES SCHWAB NEW	482,000	02/03/14	07/31/14	\$13,438.05	\$11,536.24	\$0.00	\$1,901.81	\$0.00
COGNIZANT TECH SOLUTIONS CL A	175,000	07/31/14	12/19/14	\$9,388.65	\$8,594.46	\$0.00	\$794.19	\$0.00
COSTCO WHOLESALE CORP NEW	15,000	04/21/14	07/31/14	\$1,762.29	\$1,709.25	\$0.00	\$53.04	\$0.00
ECOLAB INC	5,000	04/21/14	07/31/14	\$543.54	\$539.80	\$0.00	\$3.74	\$0.00
EMC CORP MASS	900,000	07/31/14	11/24/14	\$26,763.24	\$26,488.98	\$0.00	\$274.26	\$0.00
JPMORGAN CHASE & CO	119,000	04/21/14	07/31/14	\$6,897.68	\$6,558.20	\$0.00	\$339.48	\$0.00
	57,000	05/23/14	07/31/14	\$3,303.93	\$3,105.42	\$0.00	\$198.51	\$0.00
Security Subtotal	176,000			\$10,201.61	\$9,663.62	\$0.00	\$537.99	\$0.00
LABORATORY CP AMER HLDGS NEW	59,000	08/05/13	07/31/14	\$6,151.00	\$5,777.49	\$0.00	\$373.51	\$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

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 1 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)
LABORATORY CP AMER HLDGS NEW(Cont.) CUSIP: 50540R409 Symbol: LH								
	89 000	12/19/13	07/31/14	\$9,278.63	\$7,989.30	\$0.00	\$1,289.33	\$0.00
	26,000	04/21/14	07/31/14	\$2,710.61	\$2,625.22	\$0.00	\$85.39	\$0.00
Security Subtotal	174,000			\$18,140.24	\$16,392.01	\$0.00	\$1,748.23	\$0.00
LAS VEGAS SANDS CORPORATION CUSIP: 517834107 Symbol: LVS								
	117 000	01/23/14	07/31/14	\$8,624.10	\$9,151.86	\$0.00	(\$527.76)	\$0.00
	171,000	03/27/14	07/31/14	\$12,604.46	\$12,932.99	\$0.00	(\$328.53)	\$0.00
Security Subtotal	288,000			\$21,228.56	\$22,084.85	\$0.00	(\$856.29)	\$0.00
LIBERTY GLOBAL PLC CL C NEW CUSIP: G5480U120 Symbol: LBTYK								
	430 000	01/14/14	07/31/14	\$17,170.12	\$18,117.43	\$0.00	(\$947.31)	\$0.00
	4,000	01/15/14	07/31/14	\$159.72	\$168.62	\$0.00	(\$8.90)	\$0.00
	163,000	06/18/14	07/31/14	\$6,508.68	\$6,730.51	\$0.00	(\$221.83)	\$0.00
Security Subtotal	597,000			\$23,838.52	\$25,016.56	\$0.00	(\$1,178.04)	\$0.00
LIBERTY INTERACTIVE CO INTER A CUSIP: 53071M104 Symbol: QVCA								
	327 000	01/24/14	07/31/14	\$9,160.14	\$9,041.88	\$0.00	\$118.26	\$0.00
MOODY'S CORP CUSIP: 615369105 Symbol: MCO								
	67,000	04/21/14	07/31/14	\$5,861.72	\$5,284.87	\$0.00	\$576.85	\$0.00
	7,000	05/12/14	07/31/14	\$612.42	\$585.41	\$0.00	\$27.01	\$0.00
	2,000	05/15/14	07/31/14	\$174.98	\$162.78	\$0.00	\$12.20	\$0.00

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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)

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MOODYS CORP (Cont.)		CUSIP: 615369105	Symbol: MCO					
Security Subtotal	76.000			\$6,649.12	\$6,033.06	\$0.00	\$616.06	\$0.00
PERRIGO CO LTD		CUSIP: G97822103	Symbol: PRGO					
	59.000	07/31/14	10/08/14	\$8,757.16	\$8,895.32	\$0.00	(\$138.16)	\$0.00
QUALCOMM INC		CUSIP: 747525103	Symbol: QCOM					
	55.000	07/31/14	12/19/14	\$4,038.37	\$4,057.47	\$0.00	(\$19.10)	\$0.00
QUEST DIAGNOSTICS INC		CUSIP: 74834L100	Symbol: DGX					
	92.000	07/18/14	07/31/14	\$5,650.65	\$5,530.67	\$0.00	\$119.98	\$0.00
STERICYCLE INC		CUSIP: 858912108	Symbol: SRCL					
	30.000	07/31/14	12/19/14	\$3,964.71	\$3,532.27	\$0.00	\$432.44	\$0.00
SYSCO CORP		CUSIP: 871829107	Symbol: SYYY					
	233.000	02/13/14	07/31/14	\$8,342.49	\$8,267.14	\$0.00	\$75.35	\$0.00
	61.000	04/21/14	07/31/14	\$2,184.09	\$2,217.11	\$0.00	(\$33.02)	\$0.00
Security Subtotal	294.000			\$10,526.58	\$10,484.25	\$0.00	\$42.33	\$0.00
TEXAS INSTRUMENTS		CUSIP: 882508104	Symbol: TXN					
	14.000	04/21/14	07/31/14	\$646.46	\$645.54	\$0.00	\$0.92	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

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Short Term - Covered Securities (Continued)

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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)
ULTRA PETROLEUM CORP		CUSIP: 903914109	Symbol: UPL					
	345.000	07/08/14	07/31/14	\$7,988.77	\$9,309.07	\$0.00	(\$1,340.30)	\$0.00
	190.000	07/25/14	08/01/14	\$4,313.95	\$4,652.93	\$0.00	(\$338.98)	\$0.00
Security Subtotal	535.000			\$12,282.72	\$13,962.00	\$0.00	(\$1,679.28)	\$0.00
UNITEDHEALTH GP INC		CUSIP: 91324P102	Symbol: UNH					
	92.000	10/22/13	07/31/14	\$7,467.13	\$6,351.75	\$0.00	\$1,115.38	\$0.00
VALEANT PHARMACEUTIC INTL INC		CUSIP: 91911K102	Symbol: VRX					
	66.000	03/17/14	07/31/14	\$7,688.14	\$9,305.70	\$0.00	(\$1,617.56)	\$0.00
	21.000	04/14/14	07/31/14	\$2,446.23	\$2,451.12	\$0.00	(\$4.89)	\$0.00
	7.000	04/21/14	07/31/14	\$815.41	\$880.78	\$0.00	(\$65.37)	\$0.00
	6.000	05/29/14	07/31/14	\$698.92	\$768.19	\$0.00	(\$69.27)	\$0.00
Security Subtotal	100.000			\$11,648.70	\$13,405.79	\$0.00	(\$1,757.09)	\$0.00
Total Short Term Covered Securities				\$262,616.22	\$256,051.11	\$0.00	\$6,565.11	\$0.00

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ACE LTD		CUSIP: H0023R105	Symbol: ACE					
	84.000	05/30/13	07/31/14	\$8,442.54	\$7,555.80	\$0.00	\$886.74	\$0.00
AGILENT TECHNOLOGIES		CUSIP: 00846U101	Symbol: A					
	13.000	05/02/12	07/31/14	\$729.44	\$555.75	\$0.00	\$173.69	\$0.00
AIR PROD & CHEM INC		CUSIP: 009158106	Symbol: APD					
	55.000	04/05/12	07/31/14	\$7,277.82	\$4,987.69	\$0.00	\$2,290.13	\$0.00
	40.000	04/24/12	07/31/14	\$5,292.96	\$3,400.06	\$0.00	\$1,892.90	\$0.00
	23.000	05/02/12	07/31/14	\$3,043.45	\$1,974.09	\$0.00	\$1,069.36	\$0.00
	89.000	02/20/13	07/31/14	\$11,776.85	\$7,834.41	\$0.00	\$3,942.44	\$0.00
Security Subtotal	207.000			\$27,391.08	\$18,196.25	\$0.00	\$9,194.83	\$0.00
ALLEGHANY CP DELAWARE		CUSIP: 017175100	Symbol: Y					
	12.000	05/30/13	07/31/14	\$4,967.35	\$4,705.44	\$0.00	\$261.91	\$0.00
AMERICAN EXPRESS CO		CUSIP: 025816109	Symbol: AXP					
	12.000	05/02/12	07/31/14	\$1,065.66	\$731.52	\$0.00	\$334.14	\$0.00
BANK OF NEW YORK MELLON CORP		CUSIP: 064058100	Symbol: BK					
	60.000	04/08/11	07/31/14	\$2,347.39	\$1,811.99	\$0.00	\$535.40	\$0.00
	315.000	07/26/11	07/31/14	\$12,323.82	\$8,087.31	\$0.00	\$4,236.51	\$0.00
	165.000	08/30/11	07/31/14	\$6,455.33	\$3,435.55	\$0.00	\$3,019.78	\$0.00
	240.000	05/02/12	07/31/14	\$9,389.58	\$5,697.74	\$0.00	\$3,691.84	\$0.00
	288.000	04/17/13	07/31/14	\$11,267.49	\$7,752.73	\$0.00	\$3,514.76	\$0.00
Security Subtotal	1,068.000			\$41,783.61	\$26,785.32	\$0.00	\$14,998.29	\$0.00

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THE UNITED PLANKTON CHARITABLE U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD, #590
LOS ANGELES CA 90064-1574

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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 (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.) (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)
BERKSHIRE HATHAWAY CL-B NEW	20.000	CUSIP: 084670702	Symbol: BRKB 05/02/12 12/19/14	\$3,037.19	\$1,618.20	\$0.00	\$1,418.99	\$0.00
BROOKFIELD ASSET MGMT CL A LTD	230.000	CUSIP: 112585104	Symbol: BAM 05/30/13 07/31/14	\$10,247.81	\$8,246.92	\$0.00	\$2,000.89	\$0.00
CANADIAN NATURAL RESOURCES LTD	24.000	CUSIP: 136385101	Symbol: CNO 05/02/12 07/31/14	\$1,048.98	\$829.68	\$0.00	\$219.30	\$0.00
	466.000		01/09/13 07/31/14	\$20,367.61	\$13,689.40	\$0.00	\$6,678.21	\$0.00
Security Subtotal	490.000			\$21,416.59	\$14,519.08	\$0.00	\$6,897.51	\$0.00
CARMAX INC	179.000	CUSIP: 143130102	Symbol: KMX 05/30/13 07/31/14	\$8,736.60	\$8,441.64	\$0.00	\$294.96	\$0.00
COSTCO WHOLESALE CORP NEW	35.000	CUSIP: 22160K105	Symbol: COST 05/02/12 07/31/14	\$4,112.00	\$3,028.55	\$0.00	\$1,083.45	\$0.00
CVS CAREMARK CORP	187.000	CUSIP: 126650100	Symbol: CVS 05/02/12 07/31/14	\$14,347.02	\$8,547.77	\$0.00	\$5,799.25	\$0.00
DIAGEO PLC SPON ADR NEW	41.000	CUSIP: 25243Q205	Symbol: DEO 05/02/12 07/31/14	\$4,939.83	\$4,205.78	\$0.00	\$734.05	\$0.00
	44.000		09/25/12 07/31/14	\$5,301.29	\$5,013.50	\$0.00	\$287.79	\$0.00
Security Subtotal	85.000			\$10,241.12	\$9,219.28	\$0.00	\$1,021.84	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2014 Copy B For Recipient

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

S HILLENBURG & K HILLENBURG CO-TTEE
THE UNITED PLANKTON CHARITABLE U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD, #590
LOS ANGELES CA 90064-1574

Taxpayer ID Number: XX-XX2607
Account Number: 814 016231 295

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 (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) (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)
ECOLAB INC CUSIP: 278865100 Symbol: ECL								
	118.000	04/30/13	07/31/14	\$12,827.40	\$9,806.98	\$0.00	\$3,020.42	\$0.00
	8.000	05/30/13	07/31/14	\$869.65	\$688.72	\$0.00	\$180.93	\$0.00
Security Subtotal	126.000			\$13,697.05	\$10,495.70	\$0.00	\$3,201.35	\$0.00
EOG RESOURCES INC CUSIP: 26875P101 Symbol: EOG								
	114.000	05/02/12	07/31/14	\$12,583.69	\$6,249.48	\$0.00	\$6,334.21	\$0.00
	126.000	09/25/12	07/31/14	\$13,908.29	\$7,164.83	\$0.00	\$6,743.46	\$0.00
Security Subtotal	240.000			\$26,491.98	\$13,414.31	\$0.00	\$13,077.67	\$0.00
GOOGLE INC CL C CUSIP: 38259P706 Symbol: GOOG								
	6.000	05/16/11	07/31/14	\$3,438.28	\$1,566.18	\$0.00	\$1,872.10	\$0.00
	19.000	05/02/12	07/31/14	\$10,887.90	\$5,729.77	\$0.00	\$5,158.13	\$0.00
	4.000	03/15/13	07/31/14	\$2,292.19	\$1,629.64	\$0.00	\$662.55	\$0.00
Security Subtotal	29.000			\$16,618.37	\$8,925.59	\$0.00	\$7,692.78	\$0.00
HARLEY DAVIDSON INC CUSIP: 412822108 Symbol: HOG								
	52.000	05/02/12	07/31/14	\$3,226.07	\$2,778.00	\$0.00	\$448.07	\$0.00
	53.000	07/17/12	07/31/14	\$3,288.11	\$2,322.17	\$0.00	\$965.94	\$0.00
Security Subtotal	105.000			\$6,514.18	\$5,100.17	\$0.00	\$1,414.01	\$0.00
JPMORGAN CHASE & CO CUSIP: 46625H100 Symbol: JPM								
	150.000	04/19/13	07/31/14	\$8,694.56	\$7,085.49	\$0.00	\$1,609.07	\$0.00
	3.000	05/30/13	07/31/14	\$173.89	\$166.74	\$0.00	\$7.15	\$0.00
Security Subtotal	153.000			\$8,868.45	\$7,252.23	\$0.00	\$1,616.22	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: XX-XXX2607
Account Number: 814 016231 295
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 (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.)
(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)
CUSIP: 50540R409 Symbol: LH								
LABORATORY CP AMER HLDGS NEW	17.000	05/30/13	07/31/14	\$1,772.32	\$1,700.35	\$0.00	\$71.97	\$0.00
CUSIP: 540424108 Symbol: L								
LOEWS CORPORATION	107.000	05/02/12	07/31/14	\$4,521.48	\$4,411.91	\$0.00	\$109.57	\$0.00
	90.000	09/25/12	07/31/14	\$3,803.12	\$3,715.56	\$0.00	\$87.56	\$0.00
Security Subtotal	197.000			\$8,324.60	\$8,127.47	\$0.00	\$197.13	\$0.00
CUSIP: 594918104 Symbol: MSFT								
MICROSOFT CORP	36.000	05/30/13	07/31/14	\$1,563.11	\$1,260.36	\$0.00	\$302.75	\$0.00
CUSIP: 61166W101 Symbol: MON								
MONSANTO CO NEW	4.000	05/02/12	07/31/14	\$453.93	\$304.12	\$0.00	\$149.81	\$0.00
	24.000	09/25/12	07/31/14	\$2,723.55	\$2,181.91	\$0.00	\$541.64	\$0.00
	47.000	04/15/13	07/31/14	\$5,333.62	\$4,847.52	\$0.00	\$486.10	\$0.00
Security Subtotal	75.000			\$8,511.10	\$7,333.55	\$0.00	\$1,177.55	\$0.00
CUSIP: 68389X105 Symbol: ORCL								
ORACLE CORP	66.000	06/28/12	07/31/14	\$2,673.13	\$1,846.53	\$0.00	\$826.60	\$0.00
	134.000	04/05/13	07/31/14	\$5,427.25	\$4,283.99	\$0.00	\$1,143.26	\$0.00
Security Subtotal	200.000			\$8,100.38	\$6,130.52	\$0.00	\$1,969.86	\$0.00
CUSIP: 693718108 Symbol: PCAR								
PACCAR INC	186.000	05/30/13	07/31/14	\$11,621.86	\$10,133.50	\$0.00	\$1,488.36	\$0.00
CUSIP: 718172109 Symbol: PM								
PHILIP MORRIS INTL INC	22.000	05/02/12	07/31/14	\$1,813.91	\$1,992.54	\$0.00	(\$178.63)	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

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11400 W OLYMPIC BLVD, #590
LOS ANGELES CA 90064-1574

Taxpayer ID Number: XX-XXX2607
Account Number: 814 016231 295

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 (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) (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)
TEXAS INSTRUMENTS CUSIP: 882508104 Symbol: TXN								
	75.000	05/02/12	07/31/14	\$3,463.21	\$2,388.00	\$0.00	\$1,075.21	\$0.00
	52.000	05/30/13	07/31/14	\$2,401.16	\$1,892.28	\$0.00	\$508.88	\$0.00
Security Subtotal	127.000			\$5,864.37	\$4,280.28	\$0.00	\$1,584.09	\$0.00
UNITEDHEALTH GP INC CUSIP: 91324P102 Symbol: UNH								
	136.000	02/06/13	07/31/14	\$11,038.37	\$7,784.08	\$0.00	\$3,254.29	\$0.00
	141.000	05/30/13	07/31/14	\$11,444.19	\$8,994.40	\$0.00	\$2,449.79	\$0.00
Security Subtotal	277.000			\$22,482.56	\$16,778.48	\$0.00	\$5,704.08	\$0.00
VISA INC CL A CUSIP: 92826C839 Symbol: V								
	25.000	04/24/13	12/19/14	\$6,562.29	\$4,173.66	\$0.00	\$2,388.63	\$0.00
WALT DISNEY CO HLDG CO CUSIP: 254687106 Symbol: DIS								
	55.000	05/02/12	07/31/14	\$4,727.67	\$2,392.76	\$0.00	\$2,334.91	\$0.00
	80.000	03/01/13	07/31/14	\$6,876.60	\$4,409.69	\$0.00	\$2,466.91	\$0.00
Security Subtotal	135.000			\$11,604.27	\$6,802.45	\$0.00	\$4,801.82	\$0.00
WELLS FARGO & CO NEW CUSIP: 949746101 Symbol: WFC								
	165.000	09/06/11	07/31/14	\$8,460.01	\$3,845.57	\$0.00	\$4,614.44	\$0.00
	53.000	05/02/12	07/31/14	\$2,717.46	\$1,778.95	\$0.00	\$938.51	\$0.00
	13.000	05/30/13	07/31/14	\$666.54	\$538.07	\$0.00	\$128.47	\$0.00
Security Subtotal	231.000			\$11,844.01	\$6,162.59	\$0.00	\$5,681.42	\$0.00
Total Long Term Covered Securities				\$328,772.82	\$232,215.27	\$0.00	\$96,557.55	\$0.00

IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. 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 11)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AGILENT TECHNOLOGIES	77,000	12/15/10	07/31/14	\$4,320.53	\$2,994.28	\$0.00	\$1,326.25	\$0.00
CUSIP: 00846U101		Symbol (Box 1d): A						
AMERICAN EXPRESS CO	298,000	10/30/09	07/31/14	\$26,463.90	\$10,381.87	\$0.00	\$16,082.03	\$0.00
CUSIP: 025816109		Symbol (Box 1d): AXP						
	14,000	04/14/10	07/31/14	\$1,243.27	\$644.14	\$0.00	\$599.13	\$0.00
	38,000	09/27/10	07/31/14	\$3,374.59	\$1,659.46	\$0.00	\$1,715.13	\$0.00
	253,000	12/15/10	07/31/14	\$22,467.68	\$11,766.93	\$0.00	\$10,700.75	\$0.00
Security Subtotal	603,000			\$53,549.44	\$24,452.40	\$0.00	\$29,097.04	\$0.00
BANK OF NEW YORK MELLON CORP	93,000	10/30/09	07/31/14	\$3,638.46	\$2,499.48	\$0.00	\$1,138.98	\$0.00
CUSIP: 064058100		Symbol (Box 1d): BK						
	95,000	12/18/09	07/31/14	\$3,716.71	\$2,526.24	\$0.00	\$1,190.47	\$0.00
	8,000	04/14/10	07/31/14	\$312.99	\$254.56	\$0.00	\$58.43	\$0.00
	15,000	06/08/10	07/31/14	\$586.85	\$374.70	\$0.00	\$212.15	\$0.00
	65,000	09/27/10	07/31/14	\$2,543.01	\$1,689.64	\$0.00	\$853.37	\$0.00
	228,000	12/15/10	07/31/14	\$8,920.10	\$6,727.78	\$0.00	\$2,192.32	\$0.00
Security Subtotal	504,000			\$19,718.12	\$14,072.40	\$0.00	\$5,645.72	\$0.00
BERKSHIRE HATHAWAY CL-B NEW	40,000	10/30/09	11/14/14	\$5,828.14	\$2,611.20	\$0.00	\$3,216.94	\$0.00
CUSIP: 084670702		Symbol (Box 1d): BRK'B						
	90,000	12/15/10	11/14/14	\$13,113.32	\$7,176.60	\$0.00	\$5,936.72	\$0.00
	5,000	12/15/10	12/19/14	\$759.30	\$398.70	\$0.00	\$360.60	\$0.00
Security Subtotal	135,000			\$19,700.76	\$10,186.50	\$0.00	\$9,514.26	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

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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)
COSTCO WHOLESALE CORP NEW								
	126 000	10/30/09	07/31/14	\$14,803.21	\$7,208.74	\$0.00	\$7,594.47	\$0.00
	29 000	04/14/10	07/31/14	\$3,407.09	\$1,721.15	\$0.00	\$1,685.94	\$0.00
	6 000	09/27/10	07/31/14	\$704.91	\$383.22	\$0.00	\$321.69	\$0.00
	159 000	12/15/10	07/31/14	\$18,680.24	\$11,359.23	\$0.00	\$7,321.01	\$0.00
Security Subtotal	320 000			\$37,595.45	\$20,672.34	\$0.00	\$16,923.11	\$0.00
CVS CAREMARK CORP								
	136 000	12/15/10	07/31/14	\$10,434.19	\$4,617.20	\$0.00	\$5,816.99	\$0.00
DIAGEO PLC SPON ADR NEW								
	5 000	04/14/10	07/31/14	\$602.42	\$358.90	\$0.00	\$243.52	\$0.00
	14 000	09/27/10	07/31/14	\$1,686.77	\$982.94	\$0.00	\$703.83	\$0.00
	49 000	12/15/10	07/31/14	\$5,903.70	\$3,588.06	\$0.00	\$2,315.64	\$0.00
Security Subtotal	68 000			\$8,192.89	\$4,929.90	\$0.00	\$3,262.99	\$0.00
EOG RESOURCES INC								
	139 000	12/15/10	07/31/14	\$15,343.27	\$6,314.12	\$0.00	\$9,029.15	\$0.00
EXPRESS SCRIPTS HLDG CO COM								
	2 000	04/14/10	12/19/14	\$162.19	\$100.35	\$0.00	\$61.84	\$0.00
	20 000	07/15/10	12/19/14	\$1,621.90	\$949.97	\$0.00	\$671.93	\$0.00
	73 000	12/15/10	12/19/14	\$5,919.95	\$3,979.68	\$0.00	\$1,940.27	\$0.00
Security Subtotal	95 000			\$7,704.04	\$5,030.00	\$0.00	\$2,674.04	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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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)
CUSIP: 38259P706 Symbol (Box 1d): GOOG								
	2.000	09/27/10	07/31/14	\$1,146.09	\$534.95	\$0.00	\$611.14	\$0.00
	4.000	12/15/10	07/31/14	\$2,292.19	\$1,184.10	\$0.00	\$1,108.09	\$0.00
Security Subtotal	6.000			\$3,438.28	\$1,719.05	\$0.00	\$1,719.23	\$0.00
CUSIP: 412822108 Symbol (Box 1d): HOG								
HARLEY DAVIDSON INC	35.000	12/15/10	07/31/14	\$2,171.39	\$1,185.80	\$0.00	\$985.59	\$0.00
CUSIP: 540424108 Symbol (Box 1d): L								
LOEWS CORPORATION	42.000	09/27/10	07/31/14	\$1,774.79	\$1,577.94	\$0.00	\$196.85	\$0.00
	181.000	12/15/10	07/31/14	\$7,648.49	\$6,982.76	\$0.00	\$665.73	\$0.00
Security Subtotal	223.000			\$9,423.28	\$8,560.70	\$0.00	\$862.58	\$0.00
CUSIP: 594918104 Symbol (Box 1d): MSFT								
MICROSOFT CORP	103.000	10/30/09	07/31/14	\$4,472.26	\$2,864.28	\$0.00	\$1,607.98	\$0.00
	45.000	04/14/10	07/31/14	\$1,953.90	\$1,390.05	\$0.00	\$563.85	\$0.00
	55.000	12/15/10	07/31/14	\$2,388.10	\$1,536.15	\$0.00	\$851.95	\$0.00
Security Subtotal	203.000			\$8,814.26	\$5,790.48	\$0.00	\$3,023.78	\$0.00
CUSIP: 61166W101 Symbol (Box 1d): MON								
MONSANTO CO/NEW	11.000	12/15/10	07/31/14	\$1,248.30	\$668.74	\$0.00	\$579.56	\$0.00
CUSIP: 718172109 Symbol (Box 1d): PM								
PHILIP MORRIS INTL INC	4.000	10/30/09	07/31/14	\$329.80	\$192.36	\$0.00	\$137.44	\$0.00
	8.000	09/27/10	07/31/14	\$659.60	\$445.76	\$0.00	\$213.84	\$0.00
	49.000	12/15/10	07/31/14	\$4,040.07	\$2,919.42	\$0.00	\$1,120.65	\$0.00
Security Subtotal	61.000			\$5,029.47	\$3,557.54	\$0.00	\$1,471.93	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099 Consolidated Tax Statement
Tax Year 2014 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 0004
Identification Number: 26-4310632
Taxpayer ID Number: XX-XXX2607
Account Number: 814 016231 295
Customer Service: 866-324-6088

S HILLENBURG & K HILLENBURG CO-TTEE
THE UNITED PLANKTON CHARITABLE U/A
DTD 06/20/2005
11400 W OLYMPIC BLVD. #590
LOS ANGELES CA 90064-1574

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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)
TEXAS INSTRUMENTS								
CUSIP: 882508104 Symbol (Box 1d): TXN								
	215 000	10/30/09	07/31/14	\$9,927.85	\$5,060.26	\$0.00	\$4,867.59	\$0.00
	18 000	04/14/10	07/31/14	\$831.17	\$482.22	\$0.00	\$348.95	\$0.00
	7 000	09/27/10	07/31/14	\$323.23	\$187.81	\$0.00	\$135.42	\$0.00
	120 000	12/15/10	07/31/14	\$5,541.13	\$3,920.40	\$0.00	\$1,620.73	\$0.00
Security Subtotal	360 000			\$16,623.38	\$9,650.69	\$0.00	\$6,972.69	\$0.00
WELLS FARGO & CO NEW								
CUSIP: 949746101 Symbol (Box 1d): WFC								
	443 000	10/30/09	07/31/14	\$22,713.83	\$12,260.51	\$0.00	\$10,453.32	\$0.00
	63 000	04/14/10	07/31/14	\$3,230.18	\$2,089.71	\$0.00	\$1,140.47	\$0.00
	24 000	09/27/10	07/31/14	\$1,230.55	\$620.64	\$0.00	\$609.91	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2014 Copy B For Recipient

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1 New York Plaza
8th Floor
New York, NY 10004

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Account Number: 814 016231 295

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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)
WELLS FARGO & CO NEW(Cont.)		CUSIP: 949746101	Symbol (Box 1d): WFC					
	324,000	12/15/10	07/31/14	\$16,612.38	\$9,690.84	\$0.00	\$6,921.54	\$0.00
Security Subtotal	854,000			\$43,786.94	\$24,661.70	\$0.00	\$19,125.24	\$0.00
Total Long Term Noncovered Securities				\$267,093.99	\$149,063.84	\$0.00	\$118,030.15	\$0.00
Total Long Term Covered and Noncovered Securities				\$595,866.81	\$381,279.11	\$0.00	\$214,587.70	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$858,483.03	\$637,330.22	\$0.00	\$221,152.81	\$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)				\$858,483.03				
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)					\$488,266.38			
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

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2014 Copy B For Recipient

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

New York, NY 10004
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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)
OPPENHEIMER DEVELOPING MKTS Y		CUSIP: 683974505	Symbol: ODVYX					
	10.181	05/01/12	08/07/14	\$400.00	\$337.40	\$0.00	\$62.60	\$0.00
	11.001	05/01/12	10/15/14	\$412.00	\$364.57	\$0.00	\$47.43	\$0.00
Security Subtotal	21.182			\$812.00	\$701.97	\$0.00	\$110.03	\$0.00

Total Long Term Covered Securities

\$812.00 / \$701.97 / \$110.03 / \$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)	\$812.00
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)	\$701.97
Total IRS Reportable Adjustments (Box 1g)	\$0.00
Total Fed Tax Withheld (Box 4)	\$0.00

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2014 Copy B For Recipient

STEPHEN & KAREN HILLENBURG TTEES
UNITED PLANKTON CHAR TR 6/20/05
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Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX2607
Account Number: 814 900958 295

Customer Service: 866-324-6088

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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Gross Proceeds less commissions and option premiums on stocks, bonds, etc. 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)
CUSIP: 888894847 Symbol: DEFIX								
DELAFIELD FUND	532.481	05/01/12	04/14/14	\$20,000.00	\$16,671.98	\$0.00	\$3,328.02	\$0.00
	1,198.402	05/01/12	09/23/14	\$45,000.00	\$37,521.97	\$0.00	\$7,478.03	\$0.00
	33.254	05/01/12	10/15/14	\$1,111.00	\$1,041.18	\$0.00	\$69.82	\$0.00
Security Subtotal	1,764.137			\$66,111.00	\$55,235.13	\$0.00	\$10,875.87	\$0.00
CUSIP: 922042858 Symbol: VWV								
VANGUARD FTSE EMERGING MARKETS	1,160.000	05/01/12	01/23/14	\$45,102.91	\$49,944.61	\$0.00	(\$4,841.70)	\$0.00
CUSIP: 97717W315 Symbol: DEM								
WISDOMTREE TRUST EMRG MKT EQT	875.000	05/01/12	01/23/14	\$42,014.15	\$50,050.00	\$0.00	(\$8,035.85)	\$0.00
Total Long Term Covered Securities				\$153,228.06	\$155,229.74	\$0.00	(\$2,001.68)	\$0.00

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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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)
ISHARES CORE TOTAL US BOND	510.000	CUSIP: 464287226	Symbol (Box 1d): AGG	\$55,300.57	\$52,192.83	\$0.00	\$3,107.74	\$0.00
		01/08/08	04/14/14					
ISHARES RUSSELL 2000 ETF	890.000	CUSIP: 464287655	Symbol (Box 1d): IWM	\$103,258.10	\$42,755.51	\$0.00	\$60,512.59	\$0.00
	805.000	05/21/09	01/23/14	\$93,405.42	\$50,188.85	\$0.00	\$43,216.57	\$0.00
Security Subtotal	1,695.000	10/21/09	01/23/14	\$196,673.52	\$92,944.36	\$0.00	\$103,729.16	\$0.00
TCW TOTAL RETURN BOND I	2,949.853	CUSIP: 87234N880	Symbol (Box 1d): TGLMX	\$30,000.00	\$27,876.11	\$0.00	\$2,123.89	\$0.00
		05/21/09	04/14/14					
VANGUARD FTSE EMERGING MARKETS	915.000	CUSIP: 922042858	Symbol (Box 1d): VWO	\$35,576.87	\$37,603.76	\$0.00	(\$2,026.89)	\$0.00
	267.000	10/21/09	01/23/14	\$10,381.45	\$11,669.90	\$0.00	(\$1,288.45)	\$0.00
Security Subtotal	1,182.000	09/17/10	01/23/14	\$45,958.32	\$49,273.66	\$0.00	(\$3,315.34)	\$0.00

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

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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)
WISDOMTREE TRUST EMRG MKT EOT		CUSIP: 97717W315	Symbol (Box 1d): DEM					
	755,000	10/21/09	01/23/14	\$36,252.20	\$37,396.28	\$0.00	(\$1,144.08)	\$0.00
	198,000	09/17/10	01/23/14	\$9,507.20	\$10,729.62	\$0.00	(\$1,222.42)	\$0.00
Security Subtotal	953,000			\$45,759.40	\$48,125.90	\$0.00	(\$2,366.50)	\$0.00
Total Long Term Noncovered Securities				\$373,691.81	\$270,412.86	\$0.00	\$103,278.95	\$0.00
Total Long Term Covered and Noncovered Securities				\$526,919.87	\$425,642.60	\$0.00	\$101,277.27	\$0.00
Form 1099-B Total Reportable Amounts								
Total IRS Reportable Proceeds (Box 1d)				\$526,919.87				
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)					\$155,229.74			
Total IRS Reportable Adjustments (Box 1g)						\$0.00		
Total Fed Tax Withheld (Box 4)								\$0.00

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