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Return of Private Foundation

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

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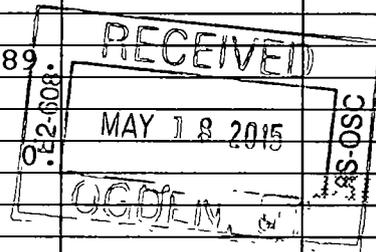
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation ALAN & JACQUELINE MITCHELL FOUNDATION		A Employer identification number 26-3876377
Number and street (or P O box number if mail is not delivered to street address) 47 EAST 88TH ST	Room/suite 10A	B Telephone number (212) 816-6758
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10128		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,058,778.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	5,168.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	74,829.	74,829.		STATEMENT 2
4 Dividends and interest from securities	43,686.	43,686.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	14,677.			STATEMENT 1
b Gross sales price for all assets on line 6a 489,958.				
7 Capital gain net income (from Part IV, line 2)		16,238.		
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	277.	277.		STATEMENT 4
12 Total. Add lines 1 through 11	138,637.	135,030.		
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 STMT 5	3,577.	1,789.		1,788.
c Other professional fees				
17 Interest				
18 Taxes STMT 6	1,469.			0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	12,986.	12,859.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	18,032.	14,648.		1,788.
25 Contributions, gifts, grants paid	91,700.			91,700.
26 Total expenses and disbursements. Add lines 24 and 25	109,732.	14,648.		93,488.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	28,905.			
b Net investment income (if negative, enter -0-)		120,382.		
c Adjusted net income (if negative, enter -0-)			N/A	



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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	317,770.	95,164.	95,164.
	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	STMT 8 370,936.	501,578.	556,985.
	c Investments - corporate bonds	STMT 9 1,247,879.	1,368,748.	1,406,629.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
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)	1,936,585.	1,965,490.	2,058,778.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	1,936,585.	1,965,490.		
30 Total net assets or fund balances	1,936,585.	1,965,490.		
31 Total liabilities and net assets/fund balances	1,936,585.	1,965,490.		

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	1,936,585.
2 Enter amount from Part I, line 27a	2	28,905.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	1,965,490.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,965,490.

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	489,958.	473,720.	16,238.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV. 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			16,238.

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	16,238.
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

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	81,573.	1,652,559.	.049362
2012	80,030.	1,654,524.	.048370
2011	54,451.	1,533,300.	.035512
2010	50,398.	1,124,393.	.044822
2009	107.	1,022,053.	.000105

2 Total of line 1, column (d)	2	.178171
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.035634
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,225,162.
5 Multiply line 4 by line 3	5	79,291.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,204.
7 Add lines 5 and 6	7	80,495.
8 Enter qualifying distributions from Part XII, line 4	8	93,488.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,204.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,204.
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	1,204.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,120.
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	1,120.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	84.
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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) ... 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? ... 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? ... 14 The books are in care of ALAN MITCHELL Telephone no (212) 816-6758 Located at 47 E 88TH STREET, STE 10A, NEW YORK, NY ZIP+4 10128 ... 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 ... 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? ...

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. 1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? 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? 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) 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? 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.) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
ALAN MITCHELL 47 EAST 88TH STREET, APT 10A NEW YORK, NY 10128	PRESIDENT 0.00	0.	0.	0.
JACQUELINE MITCHELL 47 EAST 88TH STREET, APT 10A NEW YORK, NY 10128	VICE PRESIDENT 0.00	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

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 CONTRIBUTING TO OTHER CHARITABLE ACTIVITIES	
	91,700.
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	
3	

All other program-related investments See instructions.

3	
Total. Add lines 1 through 3	▶ 0.

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	2,052,581.
b	Average of monthly cash balances	1b	206,467.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,259,048.
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	2,259,048.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,886.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,225,162.
6	Minimum investment return. Enter 5% of line 5	6	111,258.

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	111,258.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,204.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,204.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	110,054.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	110,054.
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	110,054.

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	93,488.
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	93,488.
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	1,204.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	92,284.

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				110,054.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			75,144.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4. ▶ \$ 93,488.				
a Applied to 2013, but not more than line 2a			75,144.	
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				18,344.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				91,710.
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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

SEE STATEMENT 10

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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				
CHILDREN'S MUSEUM OF THE EAST END 376 BRIDGEHAMPTON/ SAG HARBOR TURNPIKE BRIDGEHAMPTON, NY 11932	N/A	501 (C)(3)	TO BENEFIT PUBLIC CHARITABLE ORGANIZATION	55,000.
CONVENT OF THE SACRED HEART 1 EAST 91 STREET NEW YORK, NY 10128	N/A	501 (C)(3)	TO BENEFIT PUBLIC CHARITABLE ORGANIZATION	10,000.
THE DOE FUND 232 EAST 84TH STREET NEW YORK, NY 10028	N/A	501 (C)(3)	TO BENEFIT PUBLIC CHARITABLE ORGANIZATION	500.
ST JUDE CHILDRENS RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	N/A	501 (C)(3)	TO BENEFIT PUBLIC CHARITABLE ORGANIZATION	200.
COLUMBIA BUSINESS SCHOOL 3022 BROADWAY NEW YORK, NY 10027	N/A	501 (C)(3)	TO BENEFIT PUBLIC CHARITABLE ORGANIZATION	5,000.
Total	SEE CONTINUATION SHEET(S)			91,700.
b Approved for future payment				
NONE				
Total				0.

ALAN & JACQUELINE MITCHELL FOUNDATION

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	4,000 SHS DEL MONTE CORP	P	10/19/12	02/20/14
b	MORGAN STANLEY # 1704 - SCHEDULE ATTACHED	P	VARIOUS	12/31/14
c	MORGAN STANLEY # 1704 - SCHEDULE ATTACHED	P	VARIOUS	12/31/14
d	MORGAN STANLEY # 8106 - SCHEDULE ATTACHED	P	VARIOUS	12/31/14
e	74 SHS ABBVIE INC	P	02/20/13	07/09/14
f	44 SHS ALTRIA GROUP INC	D	12/28/12	12/31/14
g	196 SHS ASTRALENECA PLC ADS	D	12/28/12	12/31/14
h	6 SHS AT&T INC	D	12/28/12	04/09/14
i	3 SHS BP PLC	P	01/15/13	04/09/14
j	60.344 SHS BRISTOL MYERS SQUIBB CO	D	12/28/12	12/31/14
k	3.66 SHS BRISTOL MYERS SQUIBB CO	P	VARIOUS	11/04/14
l	80 SHS CONOCOPHILLIPS	D	12/28/12	12/31/14
m	3 SHS DOMINION RES INC (NEW)	D	12/28/12	04/09/14
n	3 SHS DUKE ENERGY CORP NEW	D	12/28/12	04/09/14
o	54 SHS ELI LILLY & CO	D	12/28/12	12/11/14

	(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	4,153.		4,126.	27.
b	14,945.		15,036.	<91.>
c	406,220.		410,787.	<4,567.>
d	7,149.		5,504.	1,645.
e	4,067.		2,862.	1,205.
f	1,956.		1,310.	646.
g	14,567.		8,929.	5,638.
h	210.		175.	35.
i	145.		133.	12.
j	3,464.		2,096.	1,368.
k	211.		143.	68.
l	6,319.		4,299.	2,020.
m	211.		156.	55.
n	217.		192.	25.
o	3,866.		2,200.	1,666.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			27.
b			<91.>
c			<4,567.>
d			1,645.
e			1,205.
f			646.
g			5,638.
h			35.
i			12.
j			1,368.
k			68.
l			2,020.
m			55.
n			25.
o			1,666.

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	

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 1 SHS ELI LILLY & CO	P	VARIOUS	12/11/14
b 3 SHS GLAXOSMITHKLINE PLC ADS	D	12/28/12	04/09/14
c 9 SHS HALYARD HEALTH INC	D	12/28/12	11/13/14
d 3 SHS HCP INCORPORATED	D	12/28/12	04/09/14
e 3 SHS HEALTH CARE REIT INC	D	12/28/12	04/09/14
f 34 SHS JOHNSON & JOHNSON	D	12/28/12	12/31/14
g 3 SHS KRAFT FOODS GROUP INC COM	D	12/28/12	04/09/14
h 69 SHS LORILLARD INC	D	12/28/12	12/31/14
i 78 SHS LORILLARD INC	P	VARIOUS	07/15/14
j 47 SHS MERCK & CO INC NEW COM	D	12/28/12	03/21/14
k 3 SHS NATL GRID TRANSCO PLC ADS	D	12/28/12	04/09/14
l 3 SHS PHILIP MORRIS INTL INC	D	12/28/12	04/09/14
m 3 SHS PPL CORPORATION	D	12/28/12	04/09/14
n 3 SHS REYNOLDS AMERICAN INC	D	12/28/12	04/09/14
o 3 SHS ROYAL DUTCH SHELL PLC CL B	D	12/28/12	04/09/14

(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 72.		50.	22.
b 159.		136.	23.
c 340.		213.	127.
d 121.		118.	3.
e 186.		152.	34.
f 3,649.		2,192.	1,457.
g 170.		142.	28.
h 4,146.		2,556.	1,590.
i 4,712.		3,340.	1,372.
j 2,588.		1,792.	796.
k 205.		143.	62.
l 251.		229.	22.
m 100.		86.	14.
n 162.		123.	39.
o 236.		222.	14.

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			22.
b			23.
c			127.
d			3.
e			34.
f			1,457.
g			28.
h			1,590.
i			1,372.
j			796.
k			62.
l			22.
m			14.
n			39.
o			14.

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	

ALAN & JACQUELINE MITCHELL FOUNDATION

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 3 SHS SENIOR HSG	P	02/19/13	04/09/14
b 3 SHS SOUTHERN CO	D	12/28/12	04/09/14
c 3 SHS TOTAL S A SPON ADR	D	12/28/12	04/09/14
d 96 SHS VERIZON COMMUNICATIONS	D	12/28/12	12/31/14
e 3.090 SHS VODAFONE GP PLC ADS NEW	D	12/28/12	12/31/14
f CAPITAL GAINS DIVIDENDS			
g			
h			
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 69.		73.	<4.>
b 134.		135.	<1.>
c 202.		145.	57.
d 4,550.		3,769.	781.
e 114.		156.	<42.>
f 92.			92.
g			
h			
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			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			<4.>
b			<1.>
c			57.
d			781.
e			<42.>
f			92.
g			
h			
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	16,238.
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

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,000 SHS DEL MONTE CORP	4,153.	4,126.	0.	0.	27.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY # 1704 - SCHEDULE ATTACHED	14,945.	15,036.	0.	0.	<91.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY # 1704 - SCHEDULE ATTACHED	406,220.	410,787.	0.	0.	<4,567.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MORGAN STANLEY # 8106 - SCHEDULE ATTACHED	7,149.	5,504.	0.	VARIOUS		12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
74 SHS ABBVIE INC	4,067.	2,862.	0.		02/20/13	07/09/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
44 SHS ALTRIA GROUP INC	1,956.	1,368.	0.	DONATED	12/28/12	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
196 SHS ASTRALENECA PLC ADS	14,567.	9,188.	0.	DONATED	12/28/12	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
6 SHS AT&T INC	210.	200.	0.	DONATED	12/28/12	04/09/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
3 SHS BP PLC	145.	133.	0.	PURCHASED	01/15/13	04/09/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
60.344 SHS BRISTOL MYERS SQUIBB CO	3,464.	1,925.	0.	DONATED	12/28/12	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
3.66 SHS BRISTOL MYERS SQUIBB CO	211.	143.	0.	PURCHASED	VARIOUS	11/04/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
80 SHS CONOCOPHILLIPS	6,319.	4,566.	0.	0.	1,753.	DONATED	12/28/12	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3 SHS DOMINION RES INC (NEW)	211.	153.	0.	0.	58.	DONATED	12/28/12	04/09/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3 SHS DUKE ENERGY CORP NEW	217.	189.	0.	0.	28.	DONATED	12/28/12	04/09/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
54 SHS ELI LILLY & CO	3,866.	2,624.	0.	0.	1,242.	DONATED	12/28/12	12/11/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1 SHS ELI LILLY & CO	72.	50.	0.	0.	22.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3 SHS GLAXOSMITHKLINE PLC ADS	159.	130.	0.	0.	29.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9 SHS HALYARD HEALTH INC	340.	214.	0.	0.	126.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3 SHS HCP INCORPORATED	121.	135.	0.	0.	<14.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3 SHS HEALTH CARE REIT INC	186.	182.	0.	0.	4.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34 SHS JOHNSON & JOHNSON	3,649.	2,362.	0.	0.	1,287.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3 SHS KRAFT FOODS GROUP INC COM	170.	133.	0.	0.	37.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
69 SHS LORILLARD INC	4,146.	2,653.	0.	0.	1,493.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
78 SHS LORILLARD INC	4,712.	3,340.	0.	PURCHASED	VARIOUS	07/15/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
47 SHS MERCK & CO INC NEW COM	2,588.	1,910.	0.	DONATED	12/28/12	03/21/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
3 SHS NATL GRID TRANSCO PLC ADS	205.	170.	0.	DONATED	12/28/12	04/09/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
3 SHS PHILIP MORRIS INTL INC	251.	248.	0.	DONATED	12/28/12	04/09/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3 SHS PPL CORPORATION	100.	85.	0.	0.	15.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3 SHS REYNOLDS AMERICAN INC	162.	123.	0.	0.	39.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3 SHS ROYAL DUTCH SHELL PLC CL B	236.	212.	0.	0.	24.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3 SHS SENIOR HSG	69.	73.	0.	0.	<4.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3 SHS SOUTHERN CO	134.	127.	0.	0.	7.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3 SHS TOTAL S A SPON ADR	202.	154.	0.	0.	48.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
96 SHS VERIZON COMMUNICATIONS	4,550.	4,118.	0.	0.	432.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3.090 SHS VODAFONE GP PLC ADS NEW	114.	58.	0.	0.	56.

CAPITAL GAINS DIVIDENDS FROM PART IV	92.
TOTAL TO FORM 990-PF, PART I, LINE 6A	14,677.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY # 1704	90,762.	90,762.	
MORGAN STANLEY # 1704 - ACCRUED INTEREST PAID	<6,957.>	<6,957.>	
MORGAN STANLEY # 1704 - OID	3.	3.	
MORGAN STANLEY # 4157	1,725.	1,725.	
MORGAN STANLEY # 4157 - OID	5.	5.	
MORGAN STANLEY # 8106	3.	3.	
MORGAN STANLEY BOND PREMIUM AMORTIZED # 1704	<9,353.>	<9,353.>	
MORGAN STANLEY BOND PREMIUM AMORTIZED # 4157	<1.>	<1.>	
MORGAN STANLEY BOND PREMIUM AMORTIZED # 4157	<1,358.>	<1,358.>	
TOTAL TO PART I, LINE 3	74,829.	74,829.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY # 1704	18,376.	0.	18,376.	18,376.	
MORGAN STANLEY # 1704 - CASH LIQUIDATION	5,311.	0.	5,311.	5,311.	
MORGAN STANLEY # 8106	20,091.	92.	19,999.	19,999.	
TO PART I, LINE 4	43,778.	92.	43,686.	43,686.	

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
NON-DIVIDEND DISTRIBUTION	277.	277.		
TOTAL TO FORM 990-PF, PART I, LINE 11	277.	277.		

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	3,577.	1,789.		1,788.	
TO FORM 990-PF, PG 1, LN 16B	3,577.	1,789.		1,788.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL	1,219.	0.		0.	
NY	250.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,469.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEE	12,616.	12,616.		0.	
ANNUAL REPORT	25.	0.		0.	
FOREIGN TAX	243.	243.		0.	
MISC FILING FEES	102.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	12,986.	12,859.		0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PREFERRED STOCKS	204,434.	216,280.
COMMON STOCKS	297,144.	340,705.
TOTAL TO FORM 990-PF, PART II, LINE 10B	501,578.	556,985.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,368,748.	1,406,629.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,368,748.	1,406,629.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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NAME OF MANAGER

ALAN MITCHELL
JACQUELINE MITCHELL

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

ALAN & JACQUELINE MITCHELL FDN
C/O ALAN & JACQUELINE MITCHELL
SEIX TAXABLE FIXED INCOME
47 EAST 88TH STREET APT. 10A
NEW YORK NY 10128-1152

Taxpayer ID Number: XX-XXX6377
Account Number: 654 021704 444

Customer Service: 866-324-6088

FIN: 26-3876377

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. 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 1 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)
EME REORGN TR	0.000	04/02/14	04/02/14	\$0.08	\$0.00	\$0.00	\$0.08	\$0.00
		CUSIP: 268684107		Symbol: EMEZU				
NRG ENERGY INC	0.000	04/02/14	04/02/14	\$28.28	\$0.00	\$0.00	\$28.28	\$0.00
		CUSIP: 629377508		Symbol: NRG				
OFFSHORE GROUP IN 7500 *19NV01	3,000.000	05/24/13	04/08/14	\$3,196.50	\$3,225.90	\$0.00	(\$29.40)	\$0.00
	2,000.000	05/29/13	04/08/14	\$2,131.00	\$2,146.34	\$0.00	(\$15.34)	\$0.00
	2,000.000	05/31/13	04/08/14	\$2,131.00	\$2,150.86	\$0.00	(\$19.86)	\$0.00
	7,000.000	06/03/13	04/08/14	\$7,458.50	\$7,512.77	\$0.00	(\$54.27)	\$0.00
Security Subtotal	14,000.000			\$14,917.00	\$15,035.87	\$0.00	(\$118.87)	\$0.00
Total Short Term Noncovered Securities				\$14,945.36	\$15,035.87	\$0.00	(\$90.51)	\$0.00

Corporate Tax Statement Tax Year 2014

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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

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

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CUSIP: 053773AN7 Symbol (Box 1d):								
AVIS BUDGET CAR R 8250 *19JA15	6,000.000	11/09/12	03/19/14	\$6,481.74	\$6,470.64	\$0.00	\$11.10	\$0.00
	6,000.000	11/09/12	06/16/14	\$6,400.98	\$6,455.06	\$0.00	(\$54.08)	\$0.00
	1,000.000	11/09/12	06/16/14	\$1,066.83	\$1,075.84	\$0.00	(\$9.01)	\$0.00
Security Subtotal	13,000.000			\$13,949.55	\$14,001.54	\$0.00	(\$51.99)	\$0.00
CUSIP: 12513GAW9 Symbol (Box 1d):								
CDW LLC / CDW FIN 8000 *18DE15	1,000.000	02/04/13	09/05/14	\$1,060.61	\$1,087.57	\$0.00	(\$26.96)	\$0.00
	2,000.000	02/19/13	09/05/14	\$2,121.22	\$2,176.18	\$0.00	(\$54.96)	\$0.00
	5,000.000	02/20/13	09/05/14	\$5,303.05	\$5,440.96	\$0.00	(\$137.91)	\$0.00
Security Subtotal	8,000.000			\$8,484.88	\$8,704.71	\$0.00	(\$219.83)	\$0.00
CUSIP: 12543DAQ3 Symbol (Box 1d):								
CHS COMN HLTH SYS 7125 *20JL15	14,000.000	07/10/12	06/20/14	\$15,229.90	\$14,239.22	\$0.00	\$990.68	\$0.00
CUSIP: 21036PAG3 Symbol (Box 1d):								
CONSTELLATION 8375 14DE15	13,000.000	08/10/11	11/26/14	\$13,053.69	\$13,053.69	\$0.00	\$0.00	\$0.00
CUSIP: 245217AS3 Symbol (Box 1d):								
DEL MONTE CORP 7625 *19FB15	10,000.000	10/19/12	04/08/14	\$10,409.50	\$10,311.49	\$0.00	\$98.01	\$0.00
CUSIP: 281023AN1 Symbol (Box 1d):								
EDISON MISSION 7500 13JN15	41,000.000	04/02/14		\$27,505.73	40,554.40	\$0.00	(13,048.67)	\$0.00
CUSIP: 268684107 Symbol (Box 1d): EMEZU								
EME REORGN TR	42,537.000	12/10/14		\$1,276.08	0	\$0.00	1,276.08	\$0.00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

ALAN & JACQUELINE MITCHELL FDN
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47 EAST 88TH STREET APT. 10A
NEW YORK NY 10128-1152

Taxpayer ID Number: XX-XXX6377
Account Number: 654 021704 444
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)
ENERGY FUTURES HO10000 *20DE01	8,000.000	07/27/11	04/08/14	\$8,442.48	\$8,374.75	\$0.00	\$67.73	\$0.00
	5,000.000	01/31/12	04/08/14	\$5,276.55	\$5,326.68	\$0.00	(\$50.13)	\$0.00
Security Subtotal	13,000.000			\$13,719.03	\$13,701.43	\$0.00	\$17.60	\$0.00
HARRAHS OPERATING11250 *17JN01	12,000.000	07/27/11	04/08/14	\$11,409.00	\$12,772.79	\$0.00	(\$1,363.79)	\$0.00
HCA INC 7875 *20FB15	36,000.000	07/22/11	04/02/14	\$38,374.88	\$38,570.97	\$0.00	(\$196.09)	\$0.00
HEALTH MGMT ASSOC 6125 16AP15	13,000.000	08/17/11	02/27/14	\$14,529.58	\$12,870.00	\$0.00	\$1,659.58	\$0.00
ICAHN ENTERPRISES 8000 *18JA15	25,000.000	07/28/11	02/06/14	\$26,000.00	\$25,704.99	\$0.00	\$295.01	\$0.00
	3,000.000	08/08/11	02/06/14	\$3,120.00	\$2,955.00	\$0.00	\$165.00	\$0.00
Security Subtotal	28,000.000			\$29,120.00	\$28,659.99	\$0.00	\$460.01	\$0.00
IRON MOUNTAIN INC 8375 *21AU15	10,000.000	07/22/11	12/19/14	\$10,416.80	\$10,461.17	\$0.00	(\$42.37)	\$0.00
KINETIC CONCEPTS.10500 *18NVRG	13,000.000	04/02/13	04/08/14	\$14,998.75	\$13,994.31	\$0.00	\$1,004.44	\$0.00
LEVEL 3 FINANCING 8125 *19JL01	6,000.000	09/27/12	04/08/14	\$6,586.62	\$6,328.67	\$0.00	\$257.95	\$0.00
	7,000.000	10/02/12	04/08/14	\$7,684.39	\$7,412.02	\$0.00	\$272.37	\$0.00
	5,000.000	10/09/12	04/08/14	\$5,488.85	\$5,305.05	\$0.00	\$183.80	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1 New York Plaza
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New York, NY 10004
Identification Number: 26-4310632

ALAN & JACQUELINE MITCHELL FDN
C/O ALAN & JACQUELINE MITCHELL
SEIX TAXABLE FIXED INCOME
47 EAST 88TH STREET APT. 10A
NEW YORK NY 10128-1152

Taxpayer ID Number: XX-XXX6377
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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)
LEVEL 3 FINANCING 8125 *19JUL01(Cont.)	9,000.000	10/11/12	04/08/14	\$9,879.93	\$9,549.65	\$0.00	\$330.28	\$0.00
Security Subtotal	27,000.000			\$29,639.79	\$28,595.39	\$0.00	\$1,044.40	\$0.00
NEWFIELD EXPLORTN 7125 *18MY15	13,000.000	07/27/11	10/28/14	\$13,308.75	\$13,570.51	\$0.00	(\$261.76)	\$0.00
NRG ENERGY INC 8500 *19JUN15	25,000.000	08/01/11	09/03/14	\$26,062.50	\$26,088.46	\$0.00	(\$25.96)	\$0.00
OIL STATES INTERN 6500 *19JUN01	4,000.000	01/31/13	06/09/14	\$4,195.00	\$4,219.66	\$0.00	(\$24.66)	\$0.00
Security Subtotal	13,000.000			\$9,438.75	\$9,613.41	\$0.00	(\$174.66)	\$0.00
PLAINS EXPLORATN 6625 *21MY01	5,000.000	09/13/12	04/03/14	\$5,331.25	\$5,233.16	\$0.00	\$98.09	\$0.00
SEARS HOLDINGS CO 6625 18OC15	4,000.000	09/09/11	04/08/14	\$3,647.40	\$3,300.00	\$254.36 D	\$93.04	\$0.00
Security Subtotal	28,000.000			\$25,531.80	\$22,940.00	\$1,820.67	\$771.13	\$0.00

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Morgan Stanley

Corporate Tax Statement Tax Year 2014

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

ALAN & JACQUELINE MITCHELL FDN
C/O ALAN & JACQUELINE MITCHELL
SEIX TAXABLE FIXED INCOME
47 EAST 88TH STREET APT. 10A
NEW YORK NY 10128-1152

Taxpayer ID Number: XX-XXX6377
Account Number: 654 021704 444
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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: 81760NAN9 Symbol (Box 1d):								
SERVICEMASTER COM 8000 *20FB15	6,000.000	06/28/12	04/08/14	\$6,487.50	\$6,412.51	\$0.00	\$74.99	\$0.00
	7,000.000	06/29/12	04/08/14	\$7,568.75	\$7,523.57	\$0.00	\$45.18	\$0.00
Security Subtotal	13,000.000			\$14,056.25	\$13,936.08	\$0.00	\$120.17	\$0.00
CUSIP: 88033GBC3 Symbol (Box 1d):								
TENET HEALTHCARE 9250 15FB01	6,000.000	07/25/11	04/08/14	\$6,384.30	\$6,155.87	\$0.00	\$228.43	\$0.00
	6,000.000	08/18/11	04/08/14	\$6,384.30	\$6,095.89	\$0.00	\$288.41	\$0.00
	2,000.000	07/13/12	04/08/14	\$2,128.10	\$2,078.87	\$0.00	\$49.23	\$0.00
Security Subtotal	14,000.000			\$14,896.70	\$14,330.63	\$0.00	\$566.07	\$0.00
CUSIP: 911365AU8 Symbol (Box 1d):								
UNITED RENTALS 9250 *19DE15	24,000.000	07/27/11	04/14/14	\$26,497.88	\$26,261.04	\$0.00	\$236.84	\$0.00
	1,000.000	08/17/11	04/14/14	\$1,104.08	\$1,039.46	\$0.00	\$64.62	\$0.00
Security Subtotal	25,000.000			\$27,601.96	\$27,300.50	\$0.00	\$301.46	\$0.00
CUSIP: 92839JAF4 Symbol (Box 1d):								
VISTEON CORP 6750 *19AP15	2,000.000	02/01/12	03/13/14	\$2,060.00	\$1,980.00	\$0.00	\$80.00	\$0.00
	9,000.000	02/01/12	05/09/14	\$9,455.67	\$8,910.00	\$0.00	\$545.67	\$0.00
Security Subtotal	11,000.000			\$11,515.67	\$10,890.00	\$0.00	\$625.67	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2014

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: XX-XXX6377
Account Number: 654 021704 444
Customer Service: 866-324-6088

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SEIX TAXABLE FIXED INCOME
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NEW YORK NY 10128-1152

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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)
ZAYO GROUP LLC/ZA 8125 *20JA01	2,000.000	09/20/12	11/18/14	\$2,162.50	\$2,173.63	\$0.00	(\$11.13)	\$0.00
CUSIP: 989194AG0 Symbol (Box 1d):								
Total Long Term Noncovered Securities				\$406,220.29	410,787.14	\$1,820.67	(6,387.52)	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$421,165.65	425,823.01	\$1,820.67	(6,478.03)	\$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)	\$421,165.65							
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)	\$0.00							
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.

Corporate Tax Statement Tax Year 2014

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New York, NY 10004
Identification Number: 26-4310632

ALAN & JACQUELINE MITCHELL FOU
C/O AB MITCHELL & JK MITCHELL
FEDERATED
47 EAST 88TH STREET APT. 10A
NEW YORK NY 10128-1152

Taxpayer ID Number: XX-XXX6377
Account Number: 654 018106 444

Customer Service: 866-324-6088

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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)
CUSIP: 00287Y109 Symbol: ABBV								
ABBVIE INC COM	44,000	02/19/13	01/09/14	\$2,212.67	\$1,677.07	\$0.00	\$535.60	\$0.00
	73,000	02/20/13	01/09/14	\$3,671.02	\$2,823.04	\$0.00	\$847.98	\$0.00
	4,000	10/02/13	07/09/14	\$219.83	\$181.94	\$0.00	\$37.89	\$0.00
Security Subtotal	121,000			\$6,103.52	\$4,682.05	\$0.00	\$1,421.47	\$0.00
CUSIP: 046353108 Symbol: AZN								
ASTRAZENECA PLC ADS	5,000	10/02/13	04/28/14	\$378.05	\$258.85	\$0.00	\$119.20	\$0.00
CUSIP: 110122108 Symbol: BMY								
BRISTOL MYERS SQUIBB CO	3,000	03/25/14	11/04/14	\$173.47	\$153.66	\$0.00	\$19.81	\$0.00
CUSIP: 544147101 Symbol: LO								
LORILLARD INC	3,000	10/02/13	07/15/14	\$181.22	\$134.51	\$0.00	\$46.71	\$0.00
	3,000	03/25/14	07/15/14	\$181.22	\$157.13	\$0.00	\$24.09	\$0.00
Security Subtotal	6,000			\$362.44	\$291.64	\$0.00	\$70.80	\$0.00
CUSIP: 92343V104 Symbol: VZ								
VERIZON COMMUNICATIONS	0.209	02/21/14	02/21/14	\$9.91	\$10.06	\$0.00	(\$0.15)	\$0.00
CUSIP: 969457100 Symbol: WMB								
WILLIAMS CO INC	3,000	12/03/13	04/09/14	\$121.73	\$108.15	\$0.00	\$13.58	\$0.00
Total Short Term Covered Securities				\$7,149.12	\$5,504.41	\$0.00	\$1,644.71	\$0.00