Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: ROGER AND PAULA LEYDEN FOUNDATION

A Employer identification number: 36-4048067

Number and street (or P O box number if mail is not delivered to street address): 3714 RUNGE STREET | Room/suite:

B Telephone number: 847-288-1111

City or town, state or province, country, and ZIP or foreign postal code: FRANKLIN PARK, IL 60131

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 207,138.

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

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

SCANNED MAY 27 2015

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)
Revenue				
1 Contributions, gifts, grants, etc., received	7,500.		N/A	
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	6,540.	6,540.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	15,489.			
b Gross sales price for all assets on line 6a 64,139.				
7 Capital gain net income (from Part IV, line 2)		15,489.		
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	93.	93.		STATEMENT 2
12 **Total** Add lines 1 through 11	29,622.	22,122.		
Operating and Administrative Expenses				
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 3	2,706.	0.		0.
17 Interest				
18 Taxes STMT 4	741.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 **Total operating and administrative expenses** Add lines 13 through 23	3,447.	0.		0.
25 Contributions, gifts, grants paid	7,500.			7,500.
26 **Total expenses and disbursements.** Add lines 24 and 25	10,947.	0.		7,500.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	18,675.			
b **Net investment income** (if negative, enter -0-)		22,122.		
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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	10,382.	7,510.	7,510.
	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 5	148,186.	165,806.	151,418.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	38,630.	42,557.	48,210.
	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)	197,198.	215,873.	207,138.
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	197,198.	215,873.	
	30 Total net assets or fund balances	197,198.	215,873.	
	31 Total liabilities and net assets/fund balances	197,198.	215,873.	

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	197,198.
2	Enter amount from Part I, line 27a	2	18,675.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	215,873.
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	215,873.

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	MORGAN STANLEY 151894-381	P		
b	MORGAN STANLEY 151894-381	P		
c	CAPITAL GAINS DIVIDENDS			
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	45,947.		38,316.	7,631.
b	14,639.		10,334.	4,305.
c	3,553.			3,553.
d				
e				

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				7,631.
b				4,305.
c				3,553.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 15,489.

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	9,920.	191,095.	.051911
2012	6,000.	143,069.	.041938
2011	6,953.	127,087.	.054711
2010	6,960.	137,455.	.050635
2009	6,964.	130,039.	.053553

2	Total of line 1, column (d)	2	.252748
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	.050550
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	207,221.
5	Multiply line 4 by line 3	5	10,475.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	221.
7	Add lines 5 and 6	7	10,696.
8	Enter qualifying distributions from Part XII, line 4	8	7,500.

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	442.
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	442.
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	442.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a		
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	0.
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	442.
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 7	10	X	

Part VII-A Statements Regarding Activities (continued)

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ROGER LEYDEN Telephone no. ▶ 847-288-1111

Located at ▶ 3714 RUNGE STREET, FRANKLIN PARK, IL ZIP+4 ▶ 60131

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

		Line	Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	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 ▶			

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.

			Line	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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c		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? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
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.)	N/A	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.)*	N/A	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

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)?	N/A	**5b**		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		X
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?	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
ROGER LEYDEN 3714 RUNGEE STREET FRANKLIN PARK, IL 60131	TRUSTEE 3.00	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.

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	201,431.
b	Average of monthly cash balances	1b	8,946.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	210,377.
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	210,377.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,156.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	207,221.
6	**Minimum investment return** Enter 5% of line 5	6	10,361.

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	10,361.
2a	Tax on investment income for 2014 from Part VI, line 5 2a 442.		
b	Income tax for 2014 (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	442.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,919.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,919.
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	9,919.

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	7,500.
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	7,500.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,500.

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				9,919.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			6,089.	
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: ▶ $ 7,500.				
a Applied to 2013, but not more than line 2a			6,089.	
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				1,411.
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				8,508.
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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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).)

ROGER LEYDEN

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:

ROGER LEYDEN, 847-288-1111

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

APPLICATIONS SHOULD BE WRITTEN

c Any submission deadlines.

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
WALWORTH MEMORIAL LIBRARY 101 MAPLE ST. WALWORTH, WI 53184	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR CHARITABLE ORGANIZATION.	2,500.
FLAGG CREEK HERITAGE SOCIETY 7401 WOLF ROAD WILLOWBROOK, IL 60527	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR CHARITABLE ORGANIZATION	2,500.
SWAIA PO BOX 969 SANTA FE, NM 87504	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR CHARITABLE ORGANIZATION	2,500.
Total			▶ 3a	7,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	6,540.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	93.	
8 Gain or (loss) from sales of assets other than inventory			18	15,489.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		22,122.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 22,122.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Signature of officer or trustee — Date: 5/18/15 — Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARIO J. DONATO		05/08/15		P00049097

Firm's name ▶ FGMK, LLC — Firm's EIN ▶ 36-2929601

Firm's address ▶ 2801 LAKESIDE DRIVE, 3RD FLOOR BANNOCKBURN, IL 60015 — Phone no 847-374-0400

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

ROGER AND PAULA LEYDEN FOUNDATION

Employer identification number

36-4048067

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)

Name of organization	Employer identification number
ROGER AND PAULA LEYDEN FOUNDATION	36-4048067

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	ROGER & PAULA LEYDEN 3714 RUNGE STREET FRANKLIN PARK, IL 60131	$ 7,500.	Person [X] 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
ROGER AND PAULA LEYDEN FOUNDATION	36-4048067

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
		$	

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

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

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

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

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

Name of organization	Employer identification number
ROGER AND PAULA LEYDEN FOUNDATION	36-4048067

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGANSTANLEY SMITHBARNEY ACCT151894381	6,176.	0.	6,176.	6,176.	
MORGANSTANLEY SMITHBARNEY ACCT175086381	3,917.	3,553.	364.	364.	
TO PART I, LINE 4	10,093.	3,553.	6,540.	6,540.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	93.	93.	
TOTAL TO FORM 990-PF, PART I, LINE 11	93.	93.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES	2,706.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	2,706.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	741.	0.		0.
TO FORM 990-PF, PG 1, LN 18	741.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	165,806.	151,418.
TOTAL TO FORM 990-PF, PART II, LINE 10B	165,806.	151,418.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	42,557.	48,210.
TOTAL TO FORM 990-PF, PART II, LINE 13		42,557.	48,210.

FORM 990-PF | LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 | STATEMENT 7

NAME OF CONTRIBUTOR	ADDRESS
ROGER AND PAULA LEYDEN	3714 RUNGE STREET FRANKLIN PARK, IL 60131

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

THE ROGER & PAULA LEYDEN
FOUNDATION
BRANDES MANAGED
115 NEW ABBEY DRIVE
INVERNESS IL 60010-6182

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

Taxpayer ID Number: XX-XXX8067
Account Number: 628 151894 381

Customer Service: 866-324-6088

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

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

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. 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)
ASTRAZENECA PLC ADS	CUSIP: 046353108	Symbol: AZN						
	5.000	05/06/13	05/01/14	$399 88	$258.20	$0.00	$141.68	$0 00
BANCO DO BRASIL SA SPON ADR	CUSIP: 059578104	Symbol: BDORY						
	50.000	02/03/14	09/18/14	$690.64	$426.72	$0.00	$263.92	$0.00
BP PLC ADS	CUSIP: 055622104	Symbol: BP						
	0.416	03/28/14	03/28/14	$20.08	$20.03	$0.00	$0.05	$0.00
CARREFOUR SA SPONSORED ADR	CUSIP: 144430204	Symbol: CRRFY						
	0.789	06/10/14	06/10/14	$5.55	$5.72	$0 00	($0.17)	$0 00
CHINA MOBILE LTD	CUSIP: 16941M109	Symbol: CHL						
	15.000	02/06/14	09/05/14	$964.55	$701.64	$0.00	$262.91	$0 00
DAIMLER AG	CUSIP: D1668R123	Symbol: DDAIF						
	5.000	04/19/13	01/17/14	$447.74	$254'93	$0.00	$192.81	$0 00
	5 000	04/19/13	02/14/14	$457.29	$254.93	$0.00	$202.36	$0 00
	15.000	05/06/13	02/14/14	$1,371.87	$849.60	$0.00	$522.27	$0.00
Security Subtotal	25.000			$2,276.90	$1,359.46	$0.00	$917.44	$0.00
FUJIFILM HLDGS CORP ADR	CUSIP: 35958N107	Symbol: FUJIY						
	45.000	05/06/13	01/24/14	$1,321.56	$958.50	$0.00	$363.06	$0.00
IMPERIAL TOBACCO GP PLC SP ADR	CUSIP: 453142101	Symbol: ITYBY						
	15.000	01/29/14	05/30/14	$1,354.79	$1,095 98	$0.00	$258.81	$0 00

CONTINUED ON NEXT PAGE

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

THE ROGER & PAULA LEYDEN
FOUNDATION
BRANDES MANAGED
115 NEW ABBEY DRIVE
INVERNESS IL 60010-6182

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

Taxpayer ID Number: XX-XXX8067
Account Number: 628 151894 381

Customer Service: 866-324-6088

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

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

Short Term - Covered Securities (Continued) (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)
IMPERIAL TOBACCO GP PLC SP ADR(Cont.)	CUSIP: 453142101	Symbol: ITYBY						
	5.000	01/29/14	09/11/14	$438 75	$365.33	$0 00	$73 42	$0.00
	5.000	01/29/14	11/11/14	$448 79	$365.33	$0.00	$83.46	$0.00
	20.000	01/29/14	11/17/14	$1,792.27	$1,461.30	$0.00	$330.97	$0.00
Security Subtotal	45.000			$4,034.60	$3,287.94	$0.00	$746.66	$0.00
INTESA SANPAOLO S.P.A ADR	CUSIP: 46115H107	Symbol: ISNPY						
	10.000	03/12/13	02/28/14	$181.52	$98.92	$0.00	$82.60	$0 00
	10.000	05/06/13	03/28/14	$197.16	$107.84	$0.00	$89.32	$0.00
Security Subtotal	20.000			$378.68	$206.76	$0.00	$171.92	$0.00
ITALCEMENTI FABRICH RIUNTE ADR	CUSIP: 465272201	Symbol: ITALY						
	50 000	02/26/13	02/14/14	$539 95	$275.05	$0.00	$264.90	$0.00
PORTUGAL TELECOM SGPS SA	CUSIP: 737273102	Symbol: PT						
	120.000	05/31/13	04/17/14	$503 16	$518 84	$0 00	($15.68)	$0.00
	5.000	06/12/13	04/17/14	$20.97	$21.13	$0.00	($0.16)	$0.00
Security Subtotal	125.000			$524.13	$539.97	$0.00	($15.84)	$0.00
SUEZ ENVIRONNEMENT UNSPON ADR	CUSIP: 864691100	Symbol: SZEVY						
	30 000	05/06/13	02/28/14	$299.56	$219.44	$0.00	$80.12	$0.00
	115.000	05/06/13	03/21/14	$1,158.76	$841.17	$0.00	$317.59	$0.00
	60.000	06/06/13	03/21/14	$604.57	$390.87	$0.00	$213.70	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

THE ROGER & PAULA LEYDEN
FOUNDATION
BRANDES MANAGED
115 NEW ABBEY DRIVE
INVERNESS IL 60010-6182

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

Taxpayer ID Number: XX-XXX8067
Account Number: 628 151894 381

Customer Service: 866-324-6088

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

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

Short Term - Covered Securities (Continued) (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)
SUEZ ENVIRONNEMENT UNSPON ADR(Cont.)	CUSIP: 864691100		Symbol: SZEVY					
Security Subtotal	205.000			$2,062.89	$1,451.48	$0.00	$611.41	$0.00
VODAFONE GP PLC ADS NEW	CUSIP: 92857W209		Symbol:					
	30.000	06/12/13	01/03/14	$1,161.20	$842.40	$0.00	$318.80	$0.00
Total Short Term Covered Securities				**$14,380.61**	**$10,333.87**	**$0.00**	**$4,046.74**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

THE ROGER & PAULA LEYDEN
FOUNDATION
BRANDES MANAGED
115 NEW ABBEY DRIVE
INVERNESS IL 60010-6182

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

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

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

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)
ITALCEMENTI FABRICH RIUNTE ADR		CUSIP: 465272201		Symbol: ITALY				
	0.000	07/15/14	07/15/14	$232.07	$0.00	$0.00	$232.07	$0.00
KONINKLIJKE AHOLD NV		CUSIP: 500467105		Symbol: AHOND				
	0.000	04/03/14	04/03/14	$25.53	$0.00	$0.00	$25.53	$0.00
Total Short Term Noncovered Securities				**$257.60**	**$0.00**	**$0.00**	**$257.60**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$14,638.21**	**$10,333.87**	**$0.00**	**$4,304.34**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

THE ROGER & PAULA LEYDEN
FOUNDATION
BRANDES MANAGED
115 NEW ABBEY DRIVE
INVERNESS IL 60010-6182

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

Taxpayer ID Number: XX-XXX8067
Account Number: 628 151894 381

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)
AMERICA MOVIL SA DE CV ADR L	CUSIP: 02364W105	Symbol: AMX						
	20.000	08/24/11	07/21/14	$463.89	$478.94	$0.00	($15.05)	$0.00
	10.000	09/21/11	07/21/14	$231 94	$233.13	$0 00	($1.19)	$0.00
	10.000	09/21/11	09/10/14	$256 79	$233.13	$0 00	$23.66	$0.00
	25.000	10/07/11	10/03/14	$621.64	$545 27	$0.00	$76.37	$0.00
	10.000	05/06/13	10/03/14	$248.66	$217.40	$0.00	$31.26	$0.00
Security Subtotal	75.000			$1,822.92	$1,707.87	$0.00	$115.05	$0.00
ASTRAZENECA PLC ADS	CUSIP: 046353108	Symbol: AZN						
	10.000	05/06/13	09/02/14	$748.25	$516.40	$0.00	$231.85	$0.00
	10.000	07/15/13	09/02/14	$748.24	$492.70	$0.00	$255.54	$0.00
Security Subtotal	20.000			$1,496.49	$1,009.10	$0.00	$487.39	$0.00
BANCO DO BRASIL SA SPON ADR	CUSIP: 059578104	Symbol: BDORY						
	30.000	11/21/12	07/29/14	$385.71	$304.70	$0.00	$81.01	$0.00
	15.000	05/06/13	07/29/14	$192.86	$183.00	$0.00	$9.86	$0.00
	45.000	05/06/13	09/18/14	$621.58	$549.00	$0.00	$72.58	$0.00
	5.000	06/12/13	09/18/14	$69.06	$53.20	$0.00	$15.86	$0.00
Security Subtotal	95.000			$1,269.21	$1,089.90	$0.00	$179.31	$0.00
BP PLC ADS	CUSIP: 055622104	Symbol: BP						
	10.000	05/16/11	02/28/14	$503.07	$428.31	$0 00	$74.76	$0.00
	10 000	05/17/11	02/28/14	$503 07	$424.52	$0 00	$78.55	$0.00
	10.000	05/26/11	06/27/14	$523.96	$452.62	$0.00	$71.34	$0.00
Security Subtotal	30.000			$1,530.10	$1,305.45	$0.00	$224.65	$0.00

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Morgan Stanley

Corporate 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 - Covered Securities (Continued) (Consider Box 3 (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box D checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DAIMLER AG	CUSIP: D1668R123 Symbol: DDAIF							
	5.000	08/10/12	01/17/14	$447.74	$250.53	$0.00	$197.21	$0.00
DEUTSCHE TELEKOM AG 1 ORD 1ADS	CUSIP: 251566105 Symbol: DTEGY							
	15 000	05/06/13	11/24/14	$247.10	$178.20	$0.00	$68.90	$0.00
GDF SUEZ-SPON ADR	CUSIP: 36160B105 Symbol: GDFZY							
	20.000	03/22/12	04/17/14	$550.46	$518.44	$0.00	$32.02	$0.00
	10.000	07/06/12	06/20/14	$279.92	$223.96	$0.00	$55.96	$0.00
Security Subtotal	**30.000**			**$830.38**	**$742.40**	**$0.00**	**$87.98**	**$0.00**
INTESA SANPAOLO S.P.A. ADR	CUSIP: 46115H107 Symbol: ISNPY							
	25.000	02/04/13	02/14/14	$438.66	$295.83	$0.00	$142.83	$0.00
	40.000	02/04/13	02/28/14	$726.09	$473.34	$0.00	$252.75	$0.00
	30 000	03/12/13	03/21/14	$571.84	$296.77	$0.00	$275.07	$0.00
	10 000	03/12/13	03/28/14	$197.16	$98.92	$0.00	$98.24	$0 00
	25.000	03/15/13	03/28/14	$492.91	$245.19	$0.00	$247.72	$0.00
Security Subtotal	**130.000**			**$2,426.66**	**$1,410.05**	**$0.00**	**$1,016.61**	**$0.00**
ITALCEMENTI FABRICH RIUNTE ADR	CUSIP: 465272201 Symbol: ITALY							
	50 000	04/18/11	02/14/14	$539.96	$492.76	$0.00	$47.20	$0.00
NIPPON TELEGRAPH&TELEPHONE ADS	CUSIP: 654624105 Symbol: NTT							
	35.000	05/06/13	10/27/14	$1,043.27	$854.00	$0.00	$189.27	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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

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

Long Term - Covered Securities (Continued) (Consider Box 3 (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box D checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SUEZ ENVIRONNEMENT UNSPON ADR	CUSIP: 864691100		Symbol: SZEVY					
	100.000	10/18/12	01/22/14	$943.62	$552.18	$0.00	$391.44	$0 00
	60.000	10/18/12	02/28/14	$599.12	$331.31	$0.00	$267.81	$0.00
Security Subtotal	160.000			$1,542.74	$883.49	$0.00	$659.25	$0.00
TELEFONICA SA ADR	CUSIP: 879382208		Symbol: TEF					
	60.000	05/06/13	07/31/14	$974.65	$883.80	$0.00	$90.85	$0.00
	5.000	06/12/13	07/31/14	$81.22	$67.38	$0.00	$13.84	$0.00
Security Subtotal	65.000			$1,055.87	$951.18	$0.00	$104.69	$0.00
TIM PARTICIPACOES SA SPON NEW	CUSIP: 88706P205		Symbol: TSU					
	20.000	07/31/12	01/03/14	$542.69	$426 30	$0.00	$116 39	$0 00
	25.000	07/31/12	01/07/14	$704.07	$532.88	$0.00	$171.19	$0 00
	5 000	10/26/12	01/07/14	$140 82	$84 46	$0.00	$56.36	$0.00
	20.000	10/26/12	08/28/14	$552.25	$337.82	$0.00	$214 43	$0.00
	5 000	10/26/12	11/04/14	$133.88	$84.45	$0.00	$49.43	$0.00
	30 000	05/06/13	11/04/14	$803.30	$614.10	$0.00	$189 20	$0.00
	10.000	06/12/13	11/04/14	$267.77	$185.27	$0.00	$82.50	$0.00
Security Subtotal	115.000			$3,144.78	$2,265.28	$0.00	$879.50	$0.00
TOTAL S A SPON ADR	CUSIP: 89151E109		Symbol: TOT					
	5.000	05/06/13	05/07/14	$357.82	$252.45	$0.00	$105.37	$0.00
	25.000	05/06/13	06/18/14	$1,789.73	$1,262.27	$0.00	$527.46	$0.00
Security Subtotal	30.000			$2,147.55	$1,514.72	$0.00	$632.83	$0.00

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Corporate 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 - Covered Securities (Continued) (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VODAFONE GP PLC ADS NEW	CUSIP: 92857W209	Symbol:						
	20.000	07/06/11	01/03/14	$774.13	$529.87	$0.00	$244.26	$0.00
Total Long Term Covered Securities				**$20,318.90**	**$15,184.80**	**$0.00**	**$5,134.10**	**$0.00**

Morgan Stanley

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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)
AEGON NV ADR	CUSIP: 007924103		Symbol (Box 1d): AEG					
	0.000	08/09/07	09/19/14	$14.65	$0.00	$0.00	$14.65	$0 00
ASTELLAS PHARMA INCADR	CUSIP: 04623U102		Symbol (Box 1d): ALPMY					
	5.000	06/29/10	09/02/14	$72.16	$34.09	$0.00	$38.07	$0 00
	20.000	06/29/10	09/24/14	$296 28	$136.37	$0 00	$159 91	$0 00
	100.000	07/30/10	09/24/14	$1,481.42	$679.89	$0.00	$801.53	$0.00
Security Subtotal	**125.000**			**$1,849.86**	**$850.35**	**$0.00**	**$999.51**	**$0.00**
ASTRAZENECA PLC ADS	CUSIP: 046353108		Symbol (Box 1d): AZN					
	20.000	07/24/07	01/30/14	$1,276.42	$1,106.93	$0 00	$169.49	$0 00
	5.000	08/29/07	01/30/14	$319.10	$240.48	$0.00	$78.62	$0 00
	5.000	08/29/07	04/29/14	$391.97	$240.48	$0.00	$151.49	$0 00
	10.000	01/23/08	05/01/14	$799.74	$426.18	$0.00	$373.56	$0.00
	10.000	05/13/08	05/01/14	$799.74	$407.78	$0.00	$391.96	$0.00
Security Subtotal	**50.000**			**$3,586.97**	**$2,421.85**	**$0.00**	**$1,165.12**	**$0.00**
CEMEX SAB DE CV	CUSIP: 151290889		Symbol (Box 1d): CX					
	0.000	11/17/09	04/29/14	$8.79	$0 00	$0.00	$8.79	$0.00
CRH PLC ADR	CUSIP: 12626K203		Symbol (Box 1d): CRH					
	20.000	10/29/10	02/14/14	$544.06	$347.04	$0.00	$197.02	$0 00
DEUTSCHE TELEKOM AG 1 ORD 1ADS	CUSIP: 251566105		Symbol (Box 1d): DTEGY					
	15 000	08/05/05	01/07/14	$248.96	$298.49	$0.00	($49.53)	$0.00
	10 000	08/05/05	01/07/14	$165.97	$199.00	$0.00	($33.03)	$0.00
	25.000	10/10/05	01/07/14	$414 93	$461.71	$0.00	($46.78)	$0.00
	5.000	01/03/06	01/07/14	$82 98	$85 05	$0.00	($2.07)	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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

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

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

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DEUTSCHE TELEKOM AG 1 ORD 1ADS(Cont)	CUSIP: 251566105	Symbol (Box 1d): DTEGY						
	25.000	01/03/06	11/24/14	$411.84	$425.24	$0.00	($13 40)	$0.00
	30.000	02/16/07	11/24/14	$494 21	$538.00	$0.00	($43.79)	$0.00
	30.000	02/23/07	11/24/14	$494.21	$544.88	$0.00	($50.67)	$0.00
Security Subtotal	140.000			$2,313.10	$2,552.37	$0.00	($239.27)	$0.00
ERICSSON LM TEL ADR CL B NEW	CUSIP: 294821608	Symbol (Box 1d): ERIC						
	30.000	11/05/07	12/05/14	$372.62	$443.53	$0.00	($70.91)	$0.00
FUJIFILM HLDGS CORP ADR	CUSIP: 35958N107	Symbol (Box 1d): FUJIY						
	15 000	08/18/05	01/06/14	$421.21	$504.32	$0 00	($83.11)	$0.00
	15.000	08/20/08	01/06/14	$421 21	$461 30	$0 00	($40.09)	$0.00
	15.000	09/12/08	01/24/14	$440.52	$432.24	$0.00	$8.28	$0.00
Security Subtotal	45.000			$1,282.94	$1,397.86	$0.00	($114.92)	$0.00
HSBC HOLDINGS PLC SPON ADR NEW	CUSIP: 404280406	Symbol (Box 1d): HSBC						
	0.000	06/20/11	04/30/14	$44.15	$0 00	$0.00	$44.15	$0 00
	0.000	06/20/11	07/10/14	$22.39	$0.00	$0.00	$22.39	$0.00
Security Subtotal	0.000			$66.54	$0.00	$0.00	$66.54	$0.00
INTESA SANPAOLO S.P.A. ADR	CUSIP: 46115H107	Symbol (Box 1d): ISNPY						
	15.000	06/20/08	01/22/14	$242.92	$508.90	$0.00	($265.98)	$0.00
	15.000	07/25/08	01/22/14	$242.91	$520.00	$0.00	($277 09)	$0.00
	20.000	10/24/08	02/14/14	$350.92	$392.43	$0.00	($41.51)	$0.00
Security Subtotal	50.000			$836.75	$1,421.33	$0.00	($584.58)	$0.00

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

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ITALCEMENTI FABRICH RIUNTE ADR	CUSIP: 465272201		Symbol (Box 1d): ITALY					
	35.000	07/28/08	02/14/14	$377.97	$531 19	$0.00	($153.22)	$0.00
NIPPON TELEGRAPH&TELEPHONE ADS	CUSIP: 654624105		Symbol (Box 1d): NTT					
	35.000	02/02/05	07/03/14	$1,107.69	$721.79	$0.00	$385.90	$0.00
	5 000	02/02/05	07/11/14	$160 80	$103.11	$0.00	$57 69	$0.00
	5.000	02/02/05	07/11/14	$160.80	$103.11	$0.00	$57.69	$0 00
	20.000	06/21/07	07/11/14	$643.18	$455.01	$0.00	$188.17	$0.00
	25.000	07/18/07	07/22/14	$838.92	$557.75	$0.00	$281.17	$0 00
	5.000	07/25/07	07/22/14	$167.78	$111.54	$0.00	$56.24	$0.00
	20.000	07/25/07	10/27/14	$596.16	$446.14	$0.00	$150.02	$0.00
Security Subtotal	115.000			$3,675.33	$2,498.45	$0.00	$1,176.88	$0.00
ORANGE NEW	CUSIP: 684060106		Symbol (Box 1d): ORAN					
	35.000		05/02/14	$570.15	NOT ON FILE	$0.00		$0.00
	5.000		05/09/14	$82.78	NOT ON FILE	$0.00		$0.00
	55.000		05/09/14	$910.64	NOT ON FILE	$0.00		$0.00
Security Subtotal	95.000			$1,563.57	$0.00	$0.00	$0.00	$0.00
PETROLEO BRASILEIRO SA ADR	CUSIP: 71654V101		Symbol (Box 1d): PBR'A					
	15.000	08/10/10	08/28/14	$305.18	$485.10	$0 00	($179.92)	$0.00
	10.000	10/19/10	08/28/14	$203.45	$306.87	$0 00	($103.42)	$0 00
	5.000	12/09/10	08/28/14	$101.72	$150.40	$0.00	($48.68)	$0.00
Security Subtotal	30.000			$610.35	$942.37	$0.00	($332.02)	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

THE ROGER & PAULA LEYDEN
FOUNDATION
BRANDES MANAGED
115 NEW ABBEY DRIVE
INVERNESS IL 60010-6182

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

Taxpayer ID Number: XX-XXX8067
Account Number: 628 151894 381

Customer Service: 866-324-6088

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

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (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)
PORTUGAL TELECOM SGPS SA	CUSIP: 737273102		Symbol (Box 1d): PT					
	45 000	05/21/02	04/17/14	$188.68	$322.65	$0.00	($133.97)	$0.00
	30.000	05/21/02	04/17/14	$125.79	$215.10	$0.00	($89.31)	$0.00
	55.000	11/16/05	04/17/14	$230.61	$503.65	$0.00	($273.04)	$0.00
Security Subtotal	130.000			$545.08	$1,041.40	$0.00	($496.32)	$0.00
TE CONNECTIVITY LTD NEW	CUSIP: H84989104		Symbol (Box 1d): TEL					
	10.000	09/06/07	02/24/14	$579.77	$351.99	$0.00	$227.78	$0 00
	25.000	10/23/08	02/24/14	$1,449.42	$479.46	$0.00	$969.96	$0.00
Security Subtotal	35.000			$2,029.19	$831.45	$0.00	$1,197.74	$0.00
TELECOM ITALIA SPA ADS (NEW)	CUSIP: 87927Y102		Symbol (Box 1d): TI					
	31.000	05/21/02	04/29/14	$383.23	$760.90	$0.00	($377.67)	$0.00
	24.000	12/07/05	04/29/14	$296.70	$702.41	$0.00	($405.71)	$0 00
	16.000	12/07/05	05/09/14	$205.85	$468 28	$0.00	($262 43)	$0 00
	15.000	01/03/06	05/09/14	$192.98	$448.54	$0.00	($255.56)	$0 00
	14.000	02/07/06	05/09/14	$180.12	$383.80	$0.00	($203.68)	$0.00
Security Subtotal	100.000			$1,258.88	$2,763.93	$0.00	($1,505.05)	$0.00
TELEFONICA SA ADR	CUSIP: 879382208		Symbol (Box 1d): TEF					
	9 000	11/18/05	07/25/14	$147.77	$131 52	$0.00	$16.25	$0.00
	16.000	02/03/06	07/25/14	$262 69	$232.00	$0.00	$30.69	$0.00
	15.000	02/03/06	07/31/14	$243.66	$217.50	$0.00	$26.16	$0.00
Security Subtotal	40.000			$654.12	$581.02	$0.00	$73.10	$0.00
TOKI MARINE HOLDING INS ADR	CUSIP: 889094108		Symbol (Box 1d): TKOMY					
	10.000	05/21/02	11/12/14	$316 38	$172.76	$0.00	$143.62	$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)
TOTAL S A SPON ADR	CUSIP: 89151E109		Symbol (Box 1d): TOT					
	20 000	03/22/10	03/07/14	$1,302.33	$1,138.23	$0.00	$164.10	$0.00
	10.000	04/16/10	04/24/14	$686 23	$580.82	$0.00	$105 41	$0.00
	5.000	06/02/10	04/24/14	$343.12	$226.55	$0.00	$116.57	$0.00
	5.000	06/02/10	05/07/14	$357.83	$226.55	$0.00	$131.28	$0.00
Security Subtotal	40.000			$2,689.51	$2,172.15	$0.00	$517.36	$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)
TOYOTA MOTOR CP ADR NEW	CUSIP: 892331307		Symbol (Box 1d): TM					
	5 000	03/15/10	12/05/14	$644.86	$386 33	$0.00	$258.53	$0.00
	3.000	06/23/10	12/05/14	$386.92	$212.00	$0.00	$174.92	$0 00
Security Subtotal	8.000			$1,031.78	$598.33	$0.00	$433.45	$0.00
Total Long Term Noncovered Securities				$25,628.44	$21,567.38	$0.00	$2,497.49	$0.00
Total Long Term Covered and Noncovered Securities				$45,947.34	$36,752.18	$0.00	$7,631.59	$0.00
Total Short and Long Term, Covered and Noncovered Securities				$60,585.55	$47,086.05	$0.00	$11,935.93	$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)	$60,585.55			
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)		$25,518.67		
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