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
G. ANDREW FRANZ FAMILY FOUNDATION
C/O STONE CARLIE & CO, LLC

A Employer identification number
43-6855177

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
101 S. HANLEY, SUITE 800

B Telephone number
314-692-2987

City or town, state or province, country, and ZIP or foreign postal code
ST. LOUIS, MO 63105

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: [X] 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)* ▶$ 1,510,719.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	36,649.	36,649.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	30,085.			
	b Gross sales price for all assets on line 6a 217,663.				
	7 Capital gain net income (from Part IV, line 2)		30,085.		
	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				
	12 **Total** Add lines 1 through 11	66,734.	66,734.		
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 STMT 2	2,600.	2,600.		0.
	c Other professional fees STMT 3	6,917.	6,917.		0.
	17 Interest				
	18 Taxes STMT 4	3,219.	60.		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	12,736.	9,577.		0.
	25 Contributions, gifts, grants paid	110,000.			110,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	122,736.	9,577.		110,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<56,002.>			
	b **Net investment income** (if negative, enter -0-)		57,157.		
	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			
	2	Savings and temporary cash investments	103,563.	87,410.	87,410.
	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 STMT 5	39,435.	37,685.	38,569.
	b	Investments - corporate stock STMT 6	580,830.	524,362.	1,051,205.
	c	Investments - corporate bonds STMT 7	231,842.	172,430.	193,363.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	60,453.	139,007.	140,026.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 9)	919.	146.	146.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,017,042.	961,040.	1,510,719.
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 ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,543,436.	1,543,436.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	<526,394.>	<582,396.>	
	30	**Total net assets or fund balances**	1,017,042.	961,040.	
	31	**Total liabilities and net assets/fund balances**	1,017,042.	961,040.	

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	1,017,042.
2	Enter amount from Part I, line 27a	2	<56,002.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	961,040.
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	961,040.

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 SEE ATTACHED			
b	MORGAN STANLEY SEE ATTACHED			
c	AIG SECURITIES SETTLEMENT			
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	47,385.		61,059.	<13,674.>
b	170,165.		126,519.	43,646.
c	113.			113.
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				<13,674.>
b				43,646.
c				113.
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 — 30,085.

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	90,000.	1,324,428.	.067954
2012	134,117.	1,240,364.	.108127
2011	161,934.	1,310,126.	.123602
2010	167,896.	1,352,542.	.124134
2009	78,041.	1,254,312.	.062218

2	Total of line 1, column (d)	2	.486035
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	.097207
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,437,826.
5	Multiply line 4 by line 3	5	139,767.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	572.
7	Add lines 5 and 6	7	140,339.
8	Enter qualifying distributions from Part XII, line 4	8	110,000.

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 c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	1,143.
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	1,143.
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	1,143.
6 Credits/Payments:				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,760.		
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	1,760.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	617.
11 Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶	617.	**Refunded** ▶	11	0.

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) ▶ MO			
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	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 ▶ G. ANDREW AND J. DENISE FRANZ Telephone no. ▶ 314-692-2987
Located at ▶ 101 S. HANLEY, SUITE 800, ST. LOUIS, MO ZIP+4 ▶ 63105

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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	[ ] Yes [X] 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 [X] 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 [X] 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 [X] 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
G. ANDREW FRANZ 101 S. HANLEY, SUITE 800 ST LOUIS, MO 63105	TRUSTEE 1.00	0.	0.	0.
J. DENISE FRANZ 101 S. HANLEY, SUITE 800 ST LOUIS, MO 63105	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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.

Form **990-PF** (2014)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,400,016.
b	Average of monthly cash balances	1b	59,706.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,459,722.
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	1,459,722.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,896.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,437,826.
6	**Minimum investment return.** Enter 5% of line 5	6	71,891.

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	71,891.
2a	Tax on investment income for 2014 from Part VI, line 5 2a 1,143.		
b	Income tax for 2014 (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,143.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	70,748.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	70,748.
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	70,748.

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	110,000.
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	110,000.
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	110,000.

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				70,748.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010 47,817.				
c From 2011 97,560.				
d From 2012 72,689.				
e From 2013 25,514.				
f **Total** of lines 3a through e	243,580.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 110,000.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				70,748.
e Remaining amount distributed out of corpus	39,252.			
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	282,832.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	282,832.			
10 Analysis of line 9:				
a Excess from 2010 47,817.				
b Excess from 2011 97,560.				
c Excess from 2012 72,689.				
d Excess from 2013 25,514.				
e Excess from 2014 39,252.				

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).)

NONE

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 ▶ [X] 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: 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*				
CONNECTIONS TO SUCCESS 1431 KINGSLAND AVE ST LOUIS, MO 63133	NONE		CHARITABLE 501(C)(3)	50,000.
ST. LOUIS ZOO FOREST PARK ST LOUIS, MO 63110	NONE		CHARITABLE 501(C)(3)	50,000.
DOMINICAN FOUNDATION OF DOMINICAN FRIARS 141 EAST 65TH ST NEW YORK, NY 10065	NONE		CHARITABLE 501(C)(3)	10,000.
Total			▶ 3a	110,000.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	36,649.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	30,085.	
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.		66,734.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 66,734.

(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).

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

G Andrew Franz 5/13/15 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	[signature]	05/07/2015		P01075151
Firm's name ▶ STONE CARLIE AND COMPANY, LLC			Firm's EIN ▶ 43-0642511	
Firm's address ▶ 101 S HANLEY ROAD, SUITE 800 ST LOUIS, MO 63105			Phone no. 314-889-1100	

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
MORGAN STANLEY	20,880.	0.	20,880.	20,880.	
MORGAN STANLEY	16,687.	0.	16,687.	16,687.	
MORGAN STANLEY ACCR INT PURCH P/Y	<801.>	0.	<801.>	<801.>	
MORGAN STANLEY DIVIDEND ADJUSTMENT	<117.>	0.	<117.>	<117.>	
TO PART I, LINE 4	36,649.	0.	36,649.	36,649.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,600.	2,600.		0.
TO FORM 990-PF, PG 1, LN 16B	2,600.	2,600.		0.

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
MORGAN STANLEY MANAGEMENT FEES	6,917.	6,917.		0.
TO FORM 990-PF, PG 1, LN 16C	6,917.	6,917.		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 TAX	60.	60.		0.
US TREASURY	3,159.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,219.	60.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - SEE ATTACHED		X	37,685.	38,569.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			37,685.	38,569.
TOTAL TO FORM 990-PF, PART II, LINE 10A			37,685.	38,569.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - SEE ATTACHED	524,362.	1,051,205.
TOTAL TO FORM 990-PF, PART II, LINE 10B	524,362.	1,051,205.

FORM 990-PF	CORPORATE BONDS	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - SEE ATTACHED	172,430.	193,363.
TOTAL TO FORM 990-PF, PART II, LINE 10C	172,430.	193,363.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - SEE ATTACHED	COST	110,259.	114,546.
MORGAN STANLEY - SEE ATTACHED	COST	28,748.	25,480.
TOTAL TO FORM 990-PF, PART II, LINE 13		139,007.	140,026.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	118.	0.	0.
PREPAID MUNI INTEREST	801.	146.	146.
TO FORM 990-PF, PART II, LINE 15	919.	146.	146.

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND
CHAR TRUST IND U/A/D 12/11/00
2220 S. WARSON RD
SAINT LOUIS MO 63124-1061

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

Taxpayer ID Number: XX-XXX5177
Account Number. 033 118348 513

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)
CSX CORP	CUSIP: 126408103		Symbol: CSX					
	37 000	10/16/13	10/08/14	$1,156 69	$957 49	$0 00	$199 20	$0.00
KOPERNIK GLB ALL CAP INSTL	CUSIP: 00766Y299		Symbol: KGGIX					
	3,144 135	08/06/14	12/26/14	$25,121.64	$31,975 85	$0 00	($6,854.21)	$0.00
L BRANDS INC COM	CUSIP: 501797104		Symbol: LB					
	15 000	06/03/14	10/08/14	$1,010 56	$871 26	$0 00	$139 30	$0 00
NOBLE CORP PLC SHS USD	CUSIP: G65431101		Symbol: NE					
	411 000	07/23/13	03/13/14	$11,935 54	$16,597.50	$0 00	($4,661 96)	$0 00
	281.000	10/21/13	03/13/14	$8,160.31	$10,656.42	$0.00	($2,496.11)	$0.00
Security Subtotal	**692.000**			**$20,095.85**	**$27,253.92**	**$0.00**	**($7,158.07)**	**$0.00**
Total Short Term Covered Securities				**$47,384.74**	**$61,058.52**	**$0.00**	**($13,673.78)**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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

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

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
EMC CORP MASS	CUSIP: 268648102	Symbol: EMC						
	38.000	11/13/12	10/08/14	$1,090 69	$918 13	$0 00	$172 56	$0.00
ISHARES IBOXX INVEST GR COR BD	CUSIP: 464287242	Symbol: LQD						
	15.000	06/17/13	10/08/14	$1,798 38	$1,750 09	$0 00	$48 29	$0.00
Total Long Term Covered Securities				**$2,889.07**	**$2,668.22**	**$0.00**	**$220.85**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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

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

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

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERICAN EXPRESS CO	CUSIP: 025816109		Symbol (Box 1d): AXP					
	36 000	06/19/01	10/08/14	$3,126 73	$1,217 58	$0 00	$1,909 15	$0 00
AMGEN INC	CUSIP: 031162100		Symbol (Box 1d): AMGN					
	13 000	01/17/08	10/08/14	$1,814 49	$620 30	$0 00	$1,194 19	$0 00
AVAGO TECH	CUSIP: Y0486S104		Symbol (Box 1d): AVGO					
	23 000	03/22/11	10/08/14	$1,904 25	$705 16	$0 00	$1,199.09	$0 00
CHEVRON CORP	CUSIP: 166764100		Symbol (Box 1d): CVX					
	18 000	01/10/03	10/08/14	$2,116 49	$616 50	$0 00	$1,499 99	$0 00
CISCO SYS INC	CUSIP: 17275R102		Symbol (Box 1d): CSCO					
	73 000	10/10/08	10/08/14	$1,791 58	$1,253 30	$0.00	$538 28	$0 00
COCA COLA CO	CUSIP: 191216100		Symbol (Box 1d): KO					
	14 000	09/30/09	10/08/14	$620.50	$371 90	$0 00	$248 60	$0 00
COVIDIEN PLC	CUSIP: G2554F113		Symbol (Box 1d):					
	26 000	02/26/10	10/08/14	$2,451 75	$1,167 34	$0 00	$1,284.41	$0.00
DIAGEO PLC SPON ADR NEW	CUSIP: 25243Q205		Symbol (Box 1d): DEO					
	9 000	02/26/10	10/08/14	$1,021 21	$586 58	$0 00	$434 63	$0 00
EBAY INC	CUSIP: 278642103		Symbol (Box 1d): EBAY					
	29.000	08/25/11	10/08/14	$1,569.73	$827 02	$0 00	$742 71	$0 00
FEDEX CORP	CUSIP: 31428X106		Symbol (Box 1d): FDX					
	15 000	04/11/12	10/08/14	$2,390 19	$1,322 92	$0 00	$1,067 27	$0 00

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Morgan Stanley

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

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

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GILEAD SCIENCE	CUSIP: 375558103		Symbol (Box 1d): GILD					
	30 000	07/19/10	10/08/14	$3,233 79	$492 71	$0 00	$2,741 08	$0 00
GOOGLE INC CL C	CUSIP: 38259P706		Symbol (Box 1d): GOOG					
	1 000	02/02/12	10/08/14	$571 27	$292 30	$0 00	$278 97	$0 00
GOOGLE INC-CL A	CUSIP: 38259P508		Symbol (Box 1d): GOOGL					
	1 000	02/02/12	10/08/14	$582 06	$293 24	$0 00	$288 82	$0 00
HALLIBURTON CO	CUSIP: 406216101		Symbol (Box 1d): HAL					
	39 000	10/18/06	10/08/14	$2,324 85	$1,131 71	$0 00	$1,193 14	$0 00
ILL TOOL WORKS INC	CUSIP: 452308109		Symbol (Box 1d): ITW					
	14 000	12/14/10	10/08/14	$1,162 29	$721 08	$0 00	$441 21	$0 00
INTEL CORP	CUSIP: 458140100		Symbol (Box 1d): INTC					
	22 000	01/29/07	10/08/14	$750 62	$461 82	$0 00	$288 80	$0 00
JPMORGAN CHASE & CO	CUSIP: 46625H100		Symbol (Box 1d): JPM					
	24 000	01/10/03	10/08/14	$1,442 68	$695 09	$0 00	$747 59	$0 00
LOWES COMPANIES INC	CUSIP: 548661107		Symbol (Box 1d): LOW					
	30 000	01/10/03	10/08/14	$1,621 25	$576 00	$0 00	$1,045 25	$0.00
METLIFE INCORPORATED	CUSIP: 59156R108		Symbol (Box 1d): MET					
	47 000	06/28/07	10/08/14	$2,425 74	$3,052 91	$0 00	($627.17)	$0 00
MICROSOFT CORP	CUSIP: 594918104		Symbol (Box 1d): MSFT					
	60 000	06/19/01	10/08/14	$2,793 54	$2,021 40	$0 00	$772 14	$0.00

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Morgan Stanley

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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)
NIKE INC B	CUSIP: 654106103		Symbol (Box 1d): NKE					
	12 000	10/28/08	10/08/14	$1,065 45	$288 16	$0 00	$777 29	$0 00
PFIZER INC	CUSIP: 717081103		Symbol (Box 1d): PFE					
	48 000	02/08/05	10/08/14	$1,403 13	$1,236 45	$0 00	$166 68	$0 00
	935 000	02/08/05	11/10/14	$28,250 95	$24,085 04	$0 00	$4,165 91	$0 00
	42.000	05/17/11	11/10/14	$1,269.03	$885.78	$0.00	$383.25	$0.00
Security Subtotal	**1,025.000**			**$30,923.11**	**$26,207.27**	**$0.00**	**$4,715.84**	**$0.00**
PHILIP MORRIS INTL INC	CUSIP: 718172109		Symbol (Box 1d): PM					
	180 000	02/26/10	08/05/14	$14,680 06	$8,866.53	$0 00	$5,813 53	$0 00
	11.000	05/17/11	08/05/14	$897.11	$754.49	$0.00	$142.62	$0.00
Security Subtotal	**191.000**			**$15,577.17**	**$9,621.02**	**$0.00**	**$5,956.15**	**$0.00**
PROCTER & GAMBLE	CUSIP: 742718109		Symbol (Box 1d): PG					
	19 000	09/21/09	10/08/14	$1,593 93	$1,086 31	$0 00	$507 62	$0 00
STRYKER CORP	CUSIP: 863667101		Symbol (Box 1d): SYK					
	8 000	06/28/06	10/08/14	$673 94	$336 10	$0 00	$337 84	$0 00
	3.000	10/28/08	10/08/14	$252.73	$146.49	$0.00	$106.24	$0.00
Security Subtotal	**11.000**			**$926.67**	**$482.59**	**$0.00**	**$444 08**	**$0 00**
WAL MART STORES INC	CUSIP: 931142103		Symbol (Box 1d): WMT					
	27 000	03/06/07	10/08/14	$2,111 42	$1,296 93	$0 00	$814 49	$0 00
WALGREEN CO	CUSIP: 931422109		Symbol (Box 1d):					
	21.000	10/16/07	10/08/14	$1,284.60	$809.93	$0.00	$474.67	$0 00

CONTINUED ON NEXT PAGE

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND
CHAR TRUST IND U/A/D 12/11/00
2220 S. WARSON RD.
SAINT LOUIS MO 63124-1061

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

Taxpayer ID Number. XX-XXX5177
Account Number: 033 118348 513

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)
WALT DISNEY CO HLDG CO	CUSIP: 254687106		Symbol (Box 1d): DIS					
	201 000	03/30/06	02/20/14	$15,885 88	$5,532 28	$0 00	$10,353 60	$0 00
	25.000	03/30/06	10/08/14	$2,192.77	$688.09	$0.00	$1,504.68	$0.00
Security Subtotal	**226.000**			**$18,078.65**	**$6,220.37**	**$0.00**	**$11,858.28**	**$0.00**
WELLS FARGO & CO 5000 14NV15	CUSIP: 949746CR0		Symbol (Box 1d):					
	60,000.000	11/01/02	11/17/14	$60,000.00	$59,411.40	$0.00	$588.60	$0 00
Total Long Term Noncovered Securities				**$167,276.01**	**$123,850.84**	**$0.00**	**$43,425.17**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$170,165.08**	**$126,519.06**	**$0.00**	**$43,646.02**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$217,549.82**	**$187,577.58**	**$0.00**	**$29,972.24**	**$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)	**$217,549.82**			
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)		**$63,726.74**		
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.

Account Detail

Portfolio Management Active Assets Account G ANDREW & J DENISE FRANZ TTEE
033-118348-513 G ANDREW FRANZ FAMILY FOUND

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN EXPRESS CO (AXP)	6/19/01	68.000	$33 822	$2,299 87	$6,326 72	$4,026.85 LT		
	10/29/01	325.000	26.382	8,574.00	30,238.00	21,664.00 LT		
	1/10/03	50.000	33.533	1,676.64	4,652 00	2,975 36 LT		
	9/18/08	249.000	34 446	8,576.93	23,166 96	14,590.03 LT		
	5/17/11	34.000	50.090	1,703.06	3,163.36	1,460 30 LT		
	Total	726 000		22,830 50	**67,547.04**	44,716 54 LT	755.00	1 11
Share Price $93 040, Next Dividend Payable 02/2015								
AMGEN INC (AMGN)	1/17/08	257 000	47 716	12,262.89	40,937.53	28,674 64 LT		
	5/17/11	8.000	60.750	486.00	1,274 32	788.32 LT		
	Total	265 000		12,748 89	**42,211.85**	29,462 96 LT	837 00	1.98
Share Price $159 290, Next Dividend Payable 03/2015								
AVAGO TECH (AVGO)	3/22/11	447 000	30.659	13,704.66	44,963.73	31,259.07 LT		
	5/17/11	23.000	34 110	784.53	2,313.57	1,529 04 LT		
	Total	470 000		14,489 19	**47,277.30**	32,788 11 LT	658 00	1 39
Share Price $100 590, Next Dividend Payable 03/2015								
CHEVRON CORP (CVX)	1/10/03	358.000	34.250	12,261.50	40,160 44	27,898.94 LT		
	5/17/11	25.000	100.150	2,503.75	2,804.50	300.75 LT		
	Total	383.000		14,765.25	**42,964.94**	28,199 69 LT	1,639 00	3 81
Share Price $112 180, Next Dividend Payable 03/2015								
CISCO SYS INC (CSCO)	10/10/08	634.000	17.169	10,884.83	17,634.70	6,749 87 LT		
	5/26/10	167.000	23.690	3,956.23	4,645.10	688 87 LT		
	5/17/11	43 000	16 580	712.94	1,196.04	483.10 LT		
	8/8/12	631.000	17.127	10,807.26	17,551.26	6,744.00 LT		
	Total	1,475.000		26,361.26	**41,027.12**	14,665.84 LT	1,121.00	2.73
Share Price $27 815, Next Dividend Payable 01/2015								
COCA COLA CO (KO)	9/30/09	256 000	26.565	6,800.54	10,808.32	4,007.78 LT		
	5/17/11	32.000	33.805	1,081.76	1,351.04	269.28 LT		
	Total	288.000		7,882.30	**12,159.36**	4,277.06 LT	351.00	2 88
Share Price $42 220, Next Dividend Payable 03/2015								
COVIDIEN PLC (COV)	2/26/10	234.000	44 898	10,506.02	23,933.52	13,427.50 LT		
	3/17/11	222.000	46 651	10,356.44	22,706.16	12,349 72 LT		
	5/17/11	22.000	50 977	1,121.49	2,250.16	1,128.67 LT		
	8/30/13	46.000	59.692	2,745.84	4,704.88	1,959.04 LT		
	Total	524.000		24,729 79	**53,594.72**	28,864 93 LT	755 00	1 40
Share Price $102 280, Next Dividend Payable 01/16/15								

Account Detail

Portfolio Management Active Assets Account 033-118348-513
G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CSX CORP (CSX)	10/16/13	766.000	25 878	19,822.62	**27,752.18**	7,929 56 LT	490 00	1.76
Share Price $36 230, Next Dividend Payable 03/2015								
DIAGEO PLC SPON ADR NEW (DEO)	2/26/10	172.000	65 176	11,210 27	19,623 48	8,413 21 LT		
	5/17/11	14.000	82.690	1,157.66	1,597.26	439 60 LT		
	Total	186.000		12,367 93	**21,220.74**	8,852.81 LT	627.00	2 95
Share Price $114 090, Next Dividend Payable 04/2015								
EBAY INC (EBAY)	8/25/11	463 000	28 518	13,203.84	25,983 56	12,779 72 LT		
	8/29/13	134 000	51 359	6,882 11	7,520.08	637 97 LT		
	Total	597 000		20,085 95	**33,503.64**	13,417 69 LT	—	—
Share Price $56 120								
EMC CORP MASS (EMC)	11/13/12	545 000	24 161	13,167 85	16,208 30	3,040 45 LT		
	4/25/13	223 000	22 718	5,066 11	6,632.02	1,565.91 LT		
	Total	768 000		18,233.96	**22,840.32**	4,606 36 LT	353 00	1.54
Share Price $29 740, Next Dividend Payable 01/23/15								
FEDEX CORP (FDX)	4/11/12	146.000	88.195	12,876 40	25,354 36	12,477.96 LT		
	8/7/12	132 000	89 921	11,869 53	22,923.12	11,053 59 LT		
	12/13/12	32.000	89.663	2,869.23	5,557.12	2,687.89 LT		
	Total	310.000		27,615.16	**53,834.60**	26,219.44 LT	248.00	0.46
Share Price $173 660, Next Dividend Payable 01/02/15								
GILEAD SCIENCE (GILD)	7/19/10	548 000	16 424	9,000 11	51,654.48	42,654.37 LT		
	5/17/11	66 000	20 240	1,335.84	6,221 16	4,885 32 LT		
	Total	614 000		10,335 95	**57,875.64**	47,539 69 LT	—	—
Share Price $94 260								
GOOGLE INC CL C (GOOG)	2/2/12	19 000	292.299	5,553 68	10,001.60	4,447.92 LT		
	11/20/12	12.000	335.311	4,023.73	6,316.80	2,293 07 LT		
	Total	31.000		9,577 41	**16,318.40**	6,740.99 LT	—	—
Share Price $526 400								
GOOGLE INC-CL A (GOOGL)	2/2/12	19 000	293.236	5,571.48	10,082.54	4,511 06 LT		
	11/20/12	12 000	336.386	4,036.63	6,367.92	2,331 29 LT		
	Total	31 000		9,608 11	**16,450.46**	6,842.35 LT	—	—
Share Price. $530 660								
HALLIBURTON CO (HAL)	10/18/06	117 000	29.018	3,395.12	4,601.61	1,206.49 LT		
	10/28/08	633.000	16 072	10,173.39	24,895.89	14,722.50 LT		
	5/17/11	56.000	44.550	2,494.80	2,202.48	(292 32) LT		
	Total	806.000		16,063 31	**31,699.98**	15,636.67 LT	580 00	1 82
Share Price $39 330, Next Dividend Payable 03/2015								

Account Detail

Portfolio Management Active Assets Account 033-118348-513
G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ILL TOOL WORKS INC (ITW)	12/14/10	277.000	51 506	14,267.08	26,231.90	11,964.82 LT		
	5/17/11	20.000	56.430	1,128.60	1,894.00	765.40 LT		
	Total	297 000		15,395.68	**28,125.90**	12,730.22 LT	576.00	2.04
Share Price $94 700, Next Dividend Payable 01/06/15								
INTEL CORP (INTC)	1/29/07	356.000	20 992	7,473.15	12,919.24	5,446.09 LT		
	5/17/11	100.000	23 268	2,326.78	3,629.00	1,302.22 LT		
	Total	456 000		9,799.93	**16,548.24**	6,748 31 LT	410.00	2 47
Share Price. $36 290, Next Dividend Payable 03/2015								
JPMORGAN CHASE & CO (JPM)	1/10/03	113 000	28 962	3,272.72	7,071.54	3,798 82 LT		
	8/31/05	274.000	33.617	9,211.03	17,146.92	7,935.89 LT		
	5/17/11	18.000	43.550	783 90	1,126.44	342 54 LT		
	4/3/14	98 000	60 647	5,943 39	6,132.84	189 45 ST		
	Total	503 000		19,211 04	**31,477 74**	12 077.25 LT 189.45 ST	805.00	2 55
Share Price $62 580, Next Dividend Payable 01/2015								
L BRANDS INC COM (LB)	6/3/14	263.000	58 084	15,276 18	22,762.65	7,486.47 ST		
	8/13/14	51.000	62.335	3,179.11	4,414.05	1,234 94 ST		
	Total	314.000		18,455.29	**27,176.70**	8,721 41 ST	427 00	1 57
Share Price. $86 550, Next Dividend Payable 03/2015								
LOWES COMPANIES INC (LOW)	1/10/03	153.000	19.200	2,937.60	10,526.40	7,588 80 LT		
	7/20/10	408.000	20.007	8,162.69	28,070.40	19,907.71 LT		
	5/17/11	54.000	24.660	1,331.64	3,715 20	2,383 56 LT		
	Total	615.000		12,431.93	**42,312.00**	29,880 07 LT	566 00	1 33
Share Price $68 800, Next Dividend Payable 02/2015								
METLIFE INCORPORATED (MET)	6/28/07	117 000	64 956	7,599.81	6,328.53	(1,271 28) LT		
	11/1/07	399 000	66.898	26,692.22	21,581 91	(5,110.31) LT		
	10/28/08	391 000	25 698	10,048 11	21,149 19	11,101.08 LT		
	5/17/11	55 000	43.810	2,409.55	2,974.95	565.40 LT		
	Total	962 000		46,749.69	**52,034.58**	5,284.89 LT	1,347 00	2 58
Share Price $54 090, Next Dividend Payable 03/2015								
MICROSOFT CORP (MSFT)	6/19/01	262 000	33.690	8,826.78	12,169.90	3,343 12 LT		
	10/29/01	570.000	30 530	17,402 10	26,476.50	9,074.40 LT		
	10/9/08	78 000	23.546	1,836.56	3,623.10	1,786 54 LT		
	6/29/10	234 000	23.830	5,576 29	10,869 30	5,293.01 LT		
	5/17/11	70 000	24.360	1,705.20	3,251.50	1,546.30 LT		

Portfolio Management Active Assets Account 033-118348-513

G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,214 000		35,346 93	56,390.30	21,043.37 LT	1,505 00	2.66
Share Price $46 450, Next Dividend Payable 03/2015								
NIKE INC B (NKE)	10/28/08	221.000	24 013	5,306 88	21,249 15	15,942.27 LT		
	5/17/11	22 000	42.115	926 53	2,115 30	1,188 77 LT		
	Total	243 000		6,233.41	23,364.45	17,131.04 LT	272 00	1.16
Share Price $96 150, Next Dividend Payable 01/05/15								
PROCTER & GAMBLE (PG)	9/21/09	384 000	57 174	21,954.85	34,978.56	13,023.71 LT	988 00	2.82
Share Price. $91 090, Next Dividend Payable 02/2015								
STRYKER CORP (SYK)	10/28/08	231 000	48.829	11,279 61	21,790 23	10,510.62 LT		
	5/17/11	12 000	63 510	762.12	1,131 96	369.84 LT		
	Total	243.000		12,041 73	22,922.19	10,880 46 LT	335 00	1 46
Share Price $94 330, Next Dividend Payable 01/30/15								
WAL MART STORES INC (WMT)	3/6/07	362 000	48 035	17,388 52	31,088.56	13,700 04 LT		
	5/17/11	22 000	55.580	1,222.76	1,889.36	666 60 LT		
	2/24/14	88.000	73.407	6,459.80	7,557.44	1,097.64 ST		
	6/30/14	83 000	75.211	6,242 49	7,128.04	885 55 ST		
	Total	555 000		31,313 57	47,663.40	14,366.64 LT 1,983.19 ST	1,066.00	2.23
Share Price $85 880, Next Dividend Payable 01/05/15								
WALGREENS BOOTS ALLIANCE INC (WBA)	12/31/14	426.000	—	Pending Corp. Action	32,461.20	N/A	575.00	1.77
Share Price. $76.200								
WALT DISNEY CO HLDG CO (DIS)	3/30/06	54 000	27.524	1,486.28	5,086.26	3,599.98 LT		
	4/16/09	417.000	19.978	8,330.83	39,277.23	30,946 40 LT		
	5/17/11	33.000	40.940	1,351 02	3,108.27	1,757.25 LT		
	Total	504 000		11,168.13	47,471.76	36,303.63 LT	580.00	1 22
Share Price $94 190, Next Dividend Payable 01/08/15								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	69.3%	$507,619.76 √	$1,051,205.31 √	$500,230.28 LT $10,894.05 ST	$17,866.00 $0.00	1.70%

$16,742.27

```
        Basis @ 12/31/13   17,552.20 +
   Sold 21 shares in 2014     809.93 -
                          ------------
        Basis @ 12/31/14   16,742.27 *
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507,619.76 +
 16,742.27 +
-----------
524,362.03 *
Cost Basis
```

Account Detail

Portfolio Management Active Assets Account 033-118348-513
G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES IBOXX INVEST GR COR BD (LQD)	6/17/13	323.000	$116 673	$37,685.32	$38,569.43	$884 11 LT	$1,308.00	3 39
Share Price. $119.410; Next Dividend Payable 01/2015								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	2.5%	$37,685.32 √	$38,569.43 √	$884.11 LT	$1,308.00 $0.00	3.39%

MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MERCED CALIF UN HIGH SCH DIST QSCBD B-1 CUSIP 587635DZ3	9/26/13	30,000 000	$107 869 $107 265	$32,360 70 $32,179.39	$33,787.20	$1,607.81 LT	$2,015 00 $839.50	5.96
Unit Price $112 624, Coupon Rate 6.716%; Matures 08/01/2025, Int. Semi-Annually Feb/Aug 01; Yield to Maturity 5.153%; Callable Extraordinary; Subject to Federal Tax, S&P A+, Issued 03/03/11								
WAYNE ST UNIV MICH UNIV REVS SER-B BUILD AMERICA BOND CUSIP 946303ST2	12/1/14	45,000.000	110.680 110.644	49,806.00 49,789.63	50,242.05	452.42 ST	2,761.00 352.82	5.49
Unit Price $111 649, Coupon Rate 6 136%, Matures 11/15/2029, Int. Semi-Annually May/Nov 15, Callable $100.00 on 11/15/19; Yield to Call 3.513%; Subject to Federal Tax: Moody AA3 S&P AA-, Issued 12/03/09								
CHICAGO ILL GENL OBLIG SER-B CUSIP 167486HL6	9/26/13	30,000 000	93.642 93 642	28,092.60 28,092.60	30,516.60	2,424 00 LT	1,862 00 931 05	6.10
Unit Price $101.722, Coupon Rate 6.207%, Matures 01/01/2032, Int. Semi-Annually Jan/Jul 01, Yield to Maturity 6 044%; Subject to Federal Tax: Moody BAA1 S&P A+; Issued 01/27/10								

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MUNICIPAL BONDS	105,000.000	$\boxed{\$110,259.30}$ √$110,061.62	√$114,545.85	$4,031.81 LT $452.42 ST	$6,638.00 $2,123.37	5.80%
TOTAL MUNICIPAL BONDS (incl accr.int.)	7.7%		$116,669.22			

Account Detail

Portfolio Management Active Assets Account
033-118348-513
G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
PROCTER & GAMBLE CO	12/31/03	60,000.000	$100.250	$60,150.00			$2,910.00	4.66
CUSIP 742718BZ1			$100.026	$60,015 38	$62,427.00	$2,411 62 LT	$129 33	
Unit Price $104 045 Coupon Rate 4 850%, Matures 12/15/2015, Int Semi-Annually Jun/Dec 15, Yield to Maturity .598%, Moody AA3 S&P AA-, Issued 11/25/03								
GENERAL ELECTRIC CAPITAL CORP	10/15/08	60 000.000	87 445	52,467 00			3,000.00	4.79
CUSIP 36962GU69			87 445	52,467 00	62,512.80	10,045 80 LT	1,441 66	
Unit Price $104 188, Coupon Rate 5 000%, Matures 01/08/2016, Int Semi-Annually Jan/Jul 08, Yield to Maturity 865%, Moody A1 S&P AA+, Issued 01/09/06								
MERRILL LYNCH & CO INC NOTE	11/30/01	60,000 000	99.689	59,813 40			3,900.00	5 69
CUSIP 590188JF6			99.689	59,813 40	68,423.40	8,610 00 LT	1,798 33	
Unit Price $114 039, Coupon Rate 6 500%, Matures 07/15/2018, Int Semi-Annually Jan/Jul 15, Yield to Maturity 2 343%, Moody BAA2 S&P A-, Issued 07/15/98								

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME	180,000.000	$\boxed{\$172,430.40}$			$9,810.00	5.07%
		√ $172,295.78	√ $193,363.20	$21,067.42 LT	$3,369.32	
TOTAL CORPORATE FIXED INCOME (incl accr.int.)	13.0%		$196,732.52			

MUTUAL FUNDS

OTHER MUTUAL FUNDS

Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account.

'Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash due to but not limited to investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account.

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributions shown. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
KOPERNIK GLB ALL CAP INSTL (KGGIX)	8/6/14	23.790	$10,170	$241.95	$187 23	$(54 72) ST		
	11/24/14	3,178.627	8 880	28,226 21	25,015.79	(3,210.42) ST		
	Purchases	3,202.417		28,468.16	25,203.02	(3,265 14) ST		
Short Term Reinvestments		35.166		279 57	276 76	(2.81) ST		
	Total	3,237 583		28,747.73	25,479.78	(3,267.95) ST	—	—
Total Purchases vs Market Value				28,468 16	25,479 78			
Net Value Increase/(Decrease)					(2,988.38)			

Share Price $7.870, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest

Account Detail

Portfolio Management Active Assets Account. 033-118348-513
G ANDREW & J DENISE FRANZ TTEE
G ANDREW FRANZ FAMILY FOUND

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUTUAL FUNDS	1.7%	$28,747.73	$25,479.78	$(3,267.95) ST	$0.00 $0.00	—

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$856,410.21	$1,510,573.16	$526,213.62 LT $8,078.52 ST	$35,628.20 $5,492.69	2.35%

TOTAL VALUE (includes accrued interest) $1,516,065.85

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included

1,510,573.16 +
CASH 87,410.00 -

1,423,163.16 *

ACTIVITY

INVESTMENT RELATED ACTIVITY

PURCHASES, DIVIDEND REINVESTMENTS, SALES AND REDEMPTIONS

Trade Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
12/1	12/4	Bought	WAYNE ST UNIV BE 6136 *29NV15	ACCRUED INTEREST 145.73 SUBJECT TO FEDERAL TAX ACTED AS AGENT	45,000.000	$110 6800	$(49,951.73)
12/22	12/22	Dividend Reinvestment	KOPERNIK GLB ALL CAP INSTL	REINVESTMENT	0.079	7.9800	(0.63)
12/26	12/31	Sold	KOPERNIK GLB ALL CAP INSTL	CONFIRM NBR	3,144 135	7 9900	25,121.64
12/30	12/30	Dividend Reinvestment	KOPERNIK GLB ALL CAP INSTL	REINVESTMENT	35.087	7.9500	(278.94)

TOTAL PURCHASES, DIVIDEND REINVESTMENTS, SALES AND REDEMPTIONS	$(25,109.66)
TOTAL PURCHASES	$(49,951.73)
TOTAL DIVIDEND REINVESTMENTS	$(279.57)
TOTAL SALES AND REDEMPTIONS	$25,121 64

Purchase and Sale transactions above may have received an average price execution Details regarding the actual prices are available upon request.

TAXABLE INCOME AND DISTRIBUTIONS

Date	Activity Type	Description	Comments	Credits/(Debits)
12/1	Qualified Dividend	INTEL CORP		$102.60
12/2	Qualified Dividend	PFIZER INC		254 02
12/5	Qualified Dividend	AMGEN INC		161.65
12/5	Dividend	ISHARES IBOXX INVEST GR COR BD		108.25
12/5	Qualified Dividend	L BRANDS INC COM		106 76
12/10	Qualified Dividend	CHEVRON CORP		409.81
12/11	Qualified Dividend	MICROSOFT CORP		376 34