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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation Sayles & Maddocks Family Foundation		A Employer identification number 06-6395098	
Number and street (or P O box number if mail is not delivered to street address) 139 Ash Street		B Telephone number (see instructions) (978) 297-3590	
City or town, state or province, country, and ZIP or foreign postal code Winchendon, MA 01475		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) \$ 2,174,756		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	72	72		
	4 Dividends and interest from securities.	32,070	32,070		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	35,493			
	b Gross sales price for all assets on line 6a 1,660,467				
	7 Capital gain net income (from Part IV, line 2)		35,493		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-4,651	-4,651		
	12 Total. Add lines 1 through 11	62,984	62,984		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	2,750	2,750		
	c Other professional fees (attach schedule)	12,246	12,246		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,358	1,358		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	2	2		
	24 Total operating and administrative expenses. Add lines 13 through 23	16,356	16,356		0
	25 Contributions, gifts, grants paid	79,500			79,500
	26 Total expenses and disbursements. Add lines 24 and 25	95,856	16,356		79,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-32,872			
	b Net investment income (if negative, enter -0-)		46,628		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	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	13,613	72,278	72,278
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,871,204	☒ 1,327,759	1,583,307
	c	Investments—corporate bonds (attach schedule).		☒ 304,119	311,304
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		☒ 154,429	207,867
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,884,817	1,858,585	2,174,756	
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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		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	1,884,817	1,858,585	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	1,884,817	1,858,585	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,884,817	1,858,585		

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	1,884,817
2	Enter amount from Part I, line 27a	2	-32,872
3	Other increases not included in line 2 (itemize) ▶ ☒	3	6,644
4	Add lines 1, 2, and 3	4	1,858,589
5	Decreases not included in line 2 (itemize) ▶ ☒	5	4
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,858,585

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	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
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	35,493
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2012	78,000	1,831,659	0 042584
2011	74,625	1,977,021	0 037746
2010	68,000	1,791,154	0 037964
2009	59,500	1,572,636	0 037835
2008	115,500	1,956,813	0 059025

2	Total of line 1, column (d).	2	0 215154
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 043031
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,998,027
5	Multiply line 4 by line 3.	5	85,977
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	466
7	Add lines 5 and 6.	7	86,443
8	Enter qualifying distributions from Part XII, line 4. 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	8	79,500

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	933
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	933
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	933
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,600
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	1,600
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	667
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 667 Refunded	11	

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CT			
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? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of Bernard Johnson & Co PC Telephone no (978) 887-2220 Located at 15 Main Street Topsfield MA ZIP+4 01983			
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		
16	At any time during calendar year 2013, 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	Yes	No
	See instructions for exceptions and filing requirements for Form 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.			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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARILY M KERNEY	Pres /Trustee	0	0	0
139 Ash Street Winchendon, MA 01475	0 50			
DAVID M HARRIS	Treas /Trustee	0	0	0
139 Ash Street Winchendon, MA 01475	0 10			
JONATHAN B BALDWIN	VP/Trustee	0	0	0
139 Ash Street Winchendon, MA 01475	0 10			
PETER F BALDWIN	VP/Trustee	0	0	0
139 Ash Street Winchendon, MA 01475	0 10			

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 (see instructions). 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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,617,750
b	Average of monthly cash balances.	1b	410,704
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,028,454
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,028,454
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	30,427
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,998,027
6	Minimum investment return. Enter 5% of line 5.	6	99,901

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	99,901
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	933
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	933
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	98,968
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	98,968
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	98,968

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	79,500
b	Program-related investments—total from Part IX-B.	1b	
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	79,500
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 (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	79,500
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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				98,968
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2013				
a	From 2008. 42,029				
b	From 2009.				
c	From 2010.				
d	From 2011.				
e	From 2012.				
f	Total of lines 3a through e.	42,029			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 79,500				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions).				
c	Treated as distributions out of corpus (Election required—see instructions).				
d	Applied to 2013 distributable amount.				79,500
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	19,468			19,468
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,561			
b	Prior years' undistributed income Subtract line 4b from line 2b.				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	22,561			
9	Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2009. . . .				
b	Excess from 2010. . . .				
c	Excess from 2011. . . .				
d	Excess from 2012. . . .				
e	Excess from 2013. . . .				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

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 ☒ 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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	79,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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?

Yes

No

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

✓

No

b

If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2014-05-20

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 DAVID A BERNARD CPA	Preparer's Signature	Date 2014-07-10	Check if self-employed ☐	PTIN
	Firm's name	BERNARD JOHNSON & COMPANY PC		Firm's EIN	
	Firm's address	15 MAIN STREET TOPSFIELD, MA 01983		Phone no (978) 887-2220	

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SANFORD C BERNSTEIN & CO-PUBLICLY TRADED SECURITIES (SHORT-TERM)-SEE ATTACHED	P	2012-01-01	2013-12-31
SANFORD C BERNSTEIN & CO-PUBLICLY TRADED SECURITIES (LONG-TERM)-SEE ATTACHED	P	2012-01-01	2013-12-31
TD AMERITRADE-PUBLICLY TRADED SECURITIES(SHORT-TERM)-SEE ATTACHED	P	2012-01-01	2013-12-31
TD AMERITRADE-PUBLICLY TRADED SECURITIES(LONG-TERM)-SEE ATTACHED	P	2012-01-01	2013-12-31
TD AMERITRADE-CAPITAL GAIN DISTRIBUTION	P	2012-01-01	2013-12-31
WILLIAMS PARTNERS, LP-LTCG PER K-1	P	2012-01-01	2013-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
89,577	0	90,164	-587
1,153,893	0	1,204,658	-50,765
236,500	0	213,600	22,900
177,960	0	116,552	61,408
2,535	0	0	2,535
2	0	0	2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	-587
0	0	0	-50,765
0	0	0	22,900
0	0	0	61,408
0	0	0	2,535
0	0	0	2

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Harvard University 124 Mt Auburn St Cambridge, MA 02138		PublicCharity	General charitable purposes	5,000
Wheaton College 26 East Main Street Norton, MA 02766		PublicCharity	General charitable purposes	13,000
Simmons College 300 The Fenway Boston, MA 02115		Publiccharity	General charitable purposes	13,000
American Red Cross 158 Brooklawn Ave Bridgeport, CT 06604		Publiccharity	General charitable purposes	9,000
Norwalk Hospital Fdn 34 Maple Street Norwalk, CT 06856		Publiccharity	General charitable purposes	7,500
United Way PO Box 906 Norwalk, CT 06852		Publiccharity	General charitable purposes	6,000
Unitarian Church of Westport 10 Lyons Plain Rd Westport, CT 06880		Publiccharity	General charitable purposes	3,500
Alzheimer's Association 279 New Britain Rd Kensington, CT 06037		Publiccharity	General charitable purposes	2,500
Guide Dog Foundation 371 East Jericho Turnpike Smithtown, NY 11787		Publiccharity	General charitable purposes	6,000
Walnut Hill School 12 Highland Street Natick, MA 01760		Publiccharity	General charitable purposes	3,500
Boothbay Region YMCA PO Box 500 Boothbay Harbor, ME 04538		Publiccharity	General charitable purposes	5,000
Norwalk Senior Center 11 Allen Road Norwalk, CT 06851		Publiccharity	General charitable purposes	1,000
Middlesex School 1400 Lowell Road Concord, MA 01742		Publiccharity	General charitable purposes	1,000
Maritime Aquarium at Norwalk 10 Water Street Norwalk, CT 06854		Publiccharity	General charitable purposes	500
Norwalk Symphony Society 1 Park Street Norwalk, CT 06851		Publiccharity	General charitable purposes	500
Total  3a				79,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Norwalk Youth Symphony 71 East Avenue Norwalk, CT 06851		Publiccharity	General charitable purposes	500
Winchendon School 172 Ash Street Winchendon, MA 01475		Publiccharity	General charitable purposes	1,500
Childrens' Hospital 300 Longwood Avenue Bostob, MA 02115		Publiccharity	General charitable purposes	500
Total			3a	79,500

TY 2013 Accounting Fees Schedule

Name: Sayles & Maddocks Family Foundation

EIN: 06-6395098

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bernard, Johnson & Co , P C Accounting & Tax Prep	2,750			

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

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: Sayles & Maddocks Family Foundation

EIN: 06-6395098

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SANFORD C BERNSTEIN & CO-PUBLICLY TRADED SECURITIES-SEE ATTACHED					1,243,470	1,294,822			-51,352	
TD AMERITRADE-PUBLICLY TRADED SECURITIES-SEE ATTACHED					414,460	330,152			84,308	
TD AMERITRADE-LT CAPITAL GAIN DISTRIBUTION PER 1099					2,535				2,535	
WILLIAMS PARTNERS LP - PER PTP K-1					2				2	

**TY 2013 Investments Corporate
Bonds Schedule**

Name: Sayles & Maddocks Family Foundation
EIN: 06-6395098

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED LIST	304,119	311,304

**TY 2013 Investments Corporate
Stock Schedule**

Name: Sayles & Maddocks Family Foundation
EIN: 06-6395098

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AS PER ATTACHED HOLDINGS LIST	1,327,759	1,583,307

TY 2013 Investments - Other Schedule

Name: Sayles & Maddocks Family Foundation

EIN: 06-6395098

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS-SEE ATTACHED LIST		154,429	207,867

TY 2013 Other Decreases Schedule**Name:** Sayles & Maddocks Family Foundation**EIN:** 06-6395098

Description	Amount
WILLIAMS PARTNERS NON-CASH K-1 INTEREST INCOME	2
WILLIAMS PARTNERS NON-CASH K-1 LTCG	2

TY 2013 Other Expenses Schedule

Name: Sayles & Maddocks Family Foundation

EIN: 06-6395098

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER DEDUCTION-50% CHARITABLE FROM PARTNERSHIP K-1	2	2		

TY 2013 Other Income Schedule**Name:** Sayles & Maddocks Family Foundation**EIN:** 06-6395098

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LEGAL SETTLEMENT REVENUE	569	569	
ORDINARY LOSS FROM PARTNERSHIP K-1	-5,115	-5,115	
NET SEC 1231 LOSS FROM PARTNERSHIP K-1	-105	-105	

TY 2013 Other Increases Schedule**Name:** Sayles & Maddocks Family Foundation**EIN:** 06-6395098

Description	Amount
WILLIAMS PARTNERS NON-CASH K-1 ORDINARY LOSS	5,115
WILLIAMS PARTNERS NON-CASH K-1 SEC 1231 LOSS	105
WILLIAMS PARTNERS NON-CASH K-1 DEDUCTION	2
ADJUSTMENT TO BALANCE CASH	216
ADJUSTMENT TO BALANCE-OTHER	1,206

TY 2013 Other Professional Fees Schedule

Name: Sayles & Maddocks Family Foundation

EIN: 06-6395098

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Sanford C Bernstein & Co Investment Management	2,709			
Mount Vernon Associates Investment Management	9,537			

TY 2013 Taxes Schedule**Name:** Sayles & Maddocks Family Foundation**EIN:** 06-6395098

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign taxes paid	234	234		
Federal income taxes	1,124	1,124		

Salyes & Maddocks Family Foundation

EIN: 06-6395098

2013 Form 99-PF

Attachment to Page 3, Part IV - Capital Gains and Losses For Tax on Investment Income

TD Ameritade Gain/Loss Summary:

Totals

(all non-covered)

	Short Term	Long Term	Totals
Total Proceeds	236,500	177,960	414,460
Total Cost	(213,600)	(116,552)	(330,152)

Net Gains	22,900	61,408	84,308	84,308
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Sanford C. Bernstein & Co. Gain/Loss Summary:

	Short Term	Long Term	Totals
Total Proceeds	89,577	1,153,893	1,243,470
Total Cost	(90,164)	(1,204,658)	(1,294,822)

Net Losses	(587)	(50,765)	(51,352)	(51,352)
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TD Ameritrade-Capital Gain Distribution From Form 1099	2535
--	------

Williams Partners, Long Term Capital Gain from Form K-1	<u>2</u>
---	----------

Total Net Gain to Form 990-PF, Page 1, Line 6	<u><u>35,493</u></u>
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Reported proceeds:

From Sales	1,657,930
Cap Gain Distributions	2535
From K-1	<u>2</u>

Form 990-PF Page 1, line 6b	<u><u>1,660,467</u></u>
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Salyes & Maddocks Family Foundation

EIN: 06-6395098

2013 Form 99-PF

Attachment to Page 3, Part IV - Capital Gains and Losses For Tax on Investment Income

Sanford C. Bernstein & Co. Summary:

Check

Short-Term Covered:

Account #	Proceeds Per 1099-B	Cost	G/L	
40502	61,972	63,559	(1,587)	
40503	20,762	20,202	560	
18134	6,843	6,403	440	
TTL	89,577	90,164		(587)

Short-Term Non-Covered:

Account #	Proceeds Per 1099-B	Cost	G/L	
40502	0	0	0	
40503	0	0	0	
18134	0	0	0	

Long-Term Covered:

Account #	Proceeds Per 1099-B	Cost	G/L	
40502	28,521	25,735	2,786	
40503	3,357	2,950	407	
18134	0	0	0	
TTL	31,878	28,685		3,193

Long-Term Non-Covered:

Account #	Proceeds Per 1099-B	Cost	G/L	
40502	6,643	6,198	445	
40503	528,125	600,946	(72,821)	
18134	587,247	568,829	18,418	
TTL	1,122,015	1,175,973		(53,958)

Total 1099-Bs: 1,243,470

TTL Net Loss: (51,352) (51,352)

Sanford C. Bernstein & Co. Gain/Loss Summary:

	Short Term	Long Term	Totals
Total Proceeds	89,577	1,153,893	1,243,470
Total Cost	(90,164)	(1,204,658)	(1,294,822)
Totals			(51,352)
Check	(587)	(50,765)	(51,352)

Capital Gains Report

SAYLES & MADDOCKS FAMILY FOUNDATION (Account: 038-40502)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
SHORT-TERM COVERED								
08/14/2012	01/04/2013	45	CLOROX COMPANY	74.27	72.42	3,341.94	3,258.72	83.22
08/23/2012	01/04/2013	20	CLOROX COMPANY	74.27	71.97	1,485.31	1,439.48	45.83
04/23/2012	01/07/2013	23	UNITEDHEALTH GROUP INC	52.03	59.16	1,195.58	1,360.69	-164.11
08/17/2012	01/09/2013	75	ALTRIA GROUP INC	31.93	35.34	2,395.05	2,650.21	-255.16
10/26/2012	01/09/2013	10	LIBERTY MEDIA CORP - LIBER-A	121.26	111.90	1,212.60	1,119.04	93.56
06/01/2012	01/09/2013	10	SHERWIN-WILLIAMS CO/THE	162.23	125.04	1,822.29	1,250.44	371.85
08/16/2012	01/10/2013	5	INTL BUSINESS MACHINES CORP	192.00	199.72	959.98	998.62	-38.64
09/24/2012	01/10/2013	10	INTL BUSINESS MACHINES CORP	192.00	205.50	1,919.97	2,055.03	-135.06
10/11/2012	01/10/2013	5	INTL BUSINESS MACHINES CORP	192.00	206.34	959.98	1,031.70	-71.72
11/23/2012	01/10/2013	15	***PARTNERRE LTD	83.14	81.31	1,247.03	1,219.63	27.40
08/22/2012	01/10/2013	15	UNITED TECHNOLOGIES CORP	84.61	79.45	1,269.20	1,191.82	77.38
09/07/2012	01/10/2013	25	UNITED TECHNOLOGIES CORP	84.61	79.38	2,115.32	1,984.41	130.91
10/26/2012	01/16/2013	25	STARZ - A	15.73	12.81	393.17	320.29	72.88
02/14/2012	01/24/2013	7	NATIONAL - OILWELL INC	73.57	83.52	514.99	584.65	-69.66
02/16/2012	01/24/2013	13	NATIONAL - OILWELL INC	73.57	83.85	956.40	1,090.10	-133.70
05/31/2012	02/01/2013	25	MCKESSON CORP	103.90	87.59	2,597.42	2,189.75	407.67
08/28/2012	02/01/2013	25	NV ENERGY INC	18.97	17.85	474.25	446.25	28.00
03/14/2012	02/01/2013	15	TIBCO SOFTWARE INC	23.79	29.87	356.79	447.99	-91.20
03/14/2012	02/01/2013	35	TIBCO SOFTWARE INC	23.79	29.87	832.50	1,045.32	-212.82
04/10/2012	02/01/2013	35	TIBCO SOFTWARE INC	23.79	32.47	832.50	1,136.47	-303.97
05/24/2012	02/01/2013	20	TIBCO SOFTWARE INC	23.79	29.58	475.71	591.60	-115.89
02/28/2012	02/05/2013	25	***ASTRAZENECA PLC-SPONS ADR	48.01	45.08	1,200.24	1,126.91	73.33
08/29/2012	02/05/2013	50	***ASTRAZENECA PLC-SPONS ADR	48.01	47.02	2,400.48	2,350.82	49.66
09/18/2012	02/05/2013	80	BB&T CORP	30.93	33.26	2,474.18	2,660.86	-186.68
05/08/2012	02/06/2013	50	BB&T CORP	30.93	33.46	1,546.37	1,673.10	-126.73
09/24/2012	02/06/2013	5	EXXON MOBIL CORP	89.67	80.16	448.33	400.78	47.55
05/21/2012	02/06/2013	15	EXXON MOBIL CORP	89.67	91.81	1,344.98	1,377.18	-32.20
09/28/2012	02/07/2013	25	PROCTER & GAMBLE CO	75.45	63.10	1,886.36	1,577.50	308.86
05/17/2012	02/11/2013	25	***ASTRAZENECA PLC-SPONS ADR	46.49	51.09	1,162.36	1,277.35	-114.99
12/21/2012	02/12/2013	65	MARSH & MCLENNAN COS INC	35.47	35.00	2,305.47	2,274.84	30.63
01/08/2013	02/12/2013	45	MARSH & MCLENNAN COS INC	35.47	35.00	1,596.09	1,574.85	21.24
06/15/2012	02/19/2013	4	CHIPOTLE MEXICAN GRILL-CL A	312.44	398.29	1,249.75	1,593.16	-343.41
02/22/2012	02/19/2013	75	MGM RESORTS INTERNATIONAL	12.82	13.96	961.47	1,046.75	-85.28
02/28/2012	02/19/2013	25	MGM RESORTS INTERNATIONAL	12.82	13.55	320.49	338.75	-18.26
02/28/2012	02/19/2013	75	MGM RESORTS INTERNATIONAL	12.82	13.55	961.47	1,016.25	-54.78
04/11/2012	02/19/2013	75	MGM RESORTS INTERNATIONAL	12.82	13.61	961.47	1,020.72	-59.25
12/04/2012	02/19/2013	1	ULTA SALON COSMETICS & FRAGRAN	85.26	99.97	85.26	99.97	-14.71
12/04/2012	02/19/2013	17	ULTA SALON COSMETICS & FRAGRAN	85.26	100.55	1,449.45	1,709.35	-259.90
12/14/2012	02/19/2013	2	ULTA SALON COSMETICS & FRAGRAN	85.26	94.73	170.52	189.46	-18.94
11/08/2012	02/27/2013	45	DIRECTV	48.61	49.60	2,187.34	2,232.01	-44.67
09/05/2012	03/01/2013	10	INTERCONTINENTALEXCHANGE INC	153.80	135.51	1,538.04	1,355.06	182.98
06/27/2012	03/01/2013	10	VISA INC - CLASS A SHRS	158.02	122.91	1,580.16	1,229.11	351.05
11/08/2012	03/06/2013	6	LINKEDIN CORP - A	174.36	99.60	1,046.14	597.60	448.54
04/13/2012	03/07/2013	15	COACH INC	48.65	74.22	729.82	1,113.31	-383.49
04/27/2012	03/07/2013	25	COACH INC	48.65	74.06	1,216.37	1,851.45	-635.08

Capital Gains Report

SAYLES & MADDOCKS FAMILY FOUNDATION (Account: 038-40502)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/31/2012	03/07/2013	20	COACH INC	48.65	51.09	973.09	1,021.90	-48.81
04/16/2012	03/14/2013	14	F5 NETWORKS INC	91.58	122.82	1,282.15	1,719.45	-437.30
05/24/2012	03/14/2013	6	F5 NETWORKS INC	91.58	109.62	549.49	657.70	-108.21
SUBTOTAL FOR SHORT-TERM COVERED						61,972.21	63,559.40	-1,587.19
LONG-TERM COVERED								
10/31/2011	01/07/2013	25	***BP PLC-SPONS ADR	43.41	44.89	1,085.20	1,122.34	-37.14
06/17/2011	01/07/2013	15	UNITEDHEALTH GROUP INC	52.03	50.09	780.38	751.34	29.04
04/26/2011	01/07/2013	15	WELLPOINT INC	59.72	73.04	895.79	1,095.62	-199.83
04/28/2011	01/07/2013	5	WELLPOINT INC	59.72	76.17	298.60	380.84	-82.24
01/19/2011	01/23/2013	5	DELTA AIR LINES INC	13.88	11.76	69.40	58.81	10.59
01/28/2011	01/23/2013	125	DELTA AIR LINES INC	13.88	12.07	1,735.10	1,509.01	226.09
06/17/2011	01/23/2013	5	UNITEDHEALTH GROUP INC	55.73	50.09	278.63	250.45	28.18
08/11/2011	01/23/2013	15	UNITEDHEALTH GROUP INC	55.73	42.81	835.89	642.18	193.71
08/19/2011	02/01/2013	115	NV ENERGY INC	18.97	14.48	2,181.55	1,665.05	516.50
10/06/2011	02/01/2013	85	NV ENERGY INC	18.97	14.41	1,612.45	1,225.18	387.27
03/10/2011	02/06/2013	30	AT&T INC	35.37	28.60	1,061.00	858.14	202.86
08/11/2011	02/07/2013	20	UNITEDHEALTH GROUP INC	57.00	42.81	1,140.06	856.25	283.81
08/11/2011	02/14/2013	40	***BP PLC-SPONS ADR	42.22	39.65	1,688.78	1,586.08	102.70
08/12/2011	02/14/2013	40	***BP PLC-SPONS ADR	42.22	39.72	1,688.78	1,588.85	99.93
09/16/2011	02/14/2013	80	***BP PLC-SPONS ADR	42.22	39.55	3,377.57	3,163.89	213.68
10/06/2011	02/14/2013	35	***BP PLC-SPONS ADR	42.22	36.21	1,477.69	1,267.21	210.48
10/11/2011	02/14/2013	30	***BP PLC-SPONS ADR	42.22	38.15	1,266.59	1,144.36	122.23
01/27/2012	02/19/2013	25	MGM RESORTS INTERNATIONAL	12.82	13.05	320.49	326.33	-5.84
10/13/2011	03/07/2013	30	LORILLARD INC	38.11	38.83	1,143.30	1,164.80	-21.50
01/30/2012	03/07/2013	10	LORILLARD INC	38.11	36.36	381.10	363.58	17.52
03/09/2011	03/14/2013	23	CITIGROUP INC	47.40	45.53	1,090.29	1,047.21	43.08
01/27/2012	03/15/2013	225	MGM RESORTS INTERNATIONAL	13.04	13.05	2,935.08	2,936.97	-1.89
11/07/2011	03/15/2013	125	NICRON TECHNOLOGY INC	9.42	5.84	1,177.05	730.15	446.90
SUBTOTAL FOR LONG-TERM COVERED						28,520.77	25,734.64	2,786.13
LONG-TERM NON-COVERED								
09/23/2010	01/23/2013	17	CITRIX SYSTEMS INC	68.96	68.71	1,172.25	1,167.99	4.26
12/23/2010	01/23/2013	3	CITRIX SYSTEMS INC	68.96	68.47	206.87	205.42	1.45
06/01/2010	02/05/2013	45	***ASTRAZENECA PLC-SPONS ADR	48.01	42.57	2,160.43	1,915.48	244.95
11/24/2010	02/05/2013	10	***ASTRAZENECA PLC-SPONS ADR	48.01	48.09	480.10	480.95	-0.85
12/23/2010	02/05/2013	25	***ASTRAZENECA PLC-SPONS ADR	48.01	46.12	1,200.24	1,153.03	47.21
05/14/2010	02/11/2013	5	***ASTRAZENECA PLC-SPONS ADR	47.44	42.23	237.18	211.17	26.01
06/01/2010	02/11/2013	25	***ASTRAZENECA PLC-SPONS ADR	47.44	42.57	1,185.89	1,064.15	121.74
SUBTOTAL FOR LONG-TERM NON-COVERED						6,642.96	6,198.19	444.77

Capital Gains Report

SAYLES & MADDOCKS FAMILY FOUNDATION (Account 038-40503)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM COVERED								
12/31/2012	01/30/2013	6	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.95	14.09	97.19	98.16	-0.97
01/18/2013	01/30/2013	29	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.95	14.05	408.05	410.98	-2.93
05/18/2012	03/19/2013	44	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	14.04	629.07	631.32	-2.25
06/20/2012	03/19/2013	130	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	14.00	1.82	1.82	0.00
07/20/2012	03/19/2013	17	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	14.20	244.75	248.43	-3.68
07/20/2012	03/19/2013	28	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	14.11	396.94	400.34	-3.40
08/20/2012	03/19/2013	12	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	14.07	180.74	181.77	-1.03
09/20/2012	03/19/2013	44	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	14.18	616.47	624.84	-8.37
10/19/2012	03/19/2013	065	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	14.25	187.24	190.72	-3.48
11/20/2012	03/19/2013	384	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	14.25	558.62	569.00	-10.38
12/12/2012	03/19/2013	189	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	14.09	2,646.98	2,665.91	-18.93
12/20/2012	03/19/2013	41	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	14.06	578.98	581.87	-2.89
12/31/2012	03/19/2013	8	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	14.09	117.11	117.95	-0.84
02/20/2013	03/19/2013	43	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	13.94	607.30	605.14	2.16
12/12/2012	03/19/2013	25	BERNSTEIN EMERGING MARKETS PORTFOLIO	27.33	27.63	680.53	694.95	-14.42
03/29/2012	03/19/2013	572	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	13.79	8,266.65	7,900.00	366.65
05/17/2012	03/19/2013	1	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	12.01	18.02	15.00	3.02
06/28/2012	03/19/2013	10	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	12.10	157.42	132.00	25.42
12/12/2012	03/19/2013	302	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	13.65	4,368.12	4,132.01	236.11
SUBTOTAL FOR SHORT-TERM COVERED								
						20,762.00	20,202.21	559.79
LONG-TERM COVERED								
01/10/2012	03/19/2013	232	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	12.68	3,357.14	2,950.00	407.14

Capital Gains Report

SAYLES & MADDOCKS FAMILY FOUNDATION (Account: 038-40503)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
LONG-TERM NON-COVERED								
11/02/2006	03/19/2013	4,152	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	13.16	58,088.52	54,642.25	3,446.27
11/07/2006	03/19/2013	13,594	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	13.13	190,191.55	178,500.00	11,691.55
05/24/2007	03/19/2013	484	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	13.11	6,776.24	6,350.00	426.24
12/09/2008	03/19/2013	381	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	11.46	5,332.39	4,368.06	964.33
01/08/2010	03/19/2013	93	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.99	13.36	1,307.10	1,248.24	58.86
11/02/2006	03/19/2013	251	BERNSTEIN EMERGING MARKETS PORTFOLIO	27.33	41.29	6,818.18	10,405.66	-3,587.48
12/12/2006	03/19/2013	303	BERNSTEIN EMERGING MARKETS PORTFOLIO	27.33	36.69	8,199.75	11,119.21	-2,919.46
12/11/2007	03/19/2013	445	BERNSTEIN EMERGING MARKETS PORTFOLIO	27.33	40.96	12,062.50	18,260.90	-6,198.40
12/09/2008	03/19/2013	207	BERNSTEIN EMERGING MARKETS PORTFOLIO	27.33	14.72	5,613.45	3,053.96	2,559.49
03/10/2009	03/19/2013	602	BERNSTEIN EMERGING MARKETS PORTFOLIO	27.33	14.53	16,298.93	8,750.00	7,548.93
12/08/2009	03/19/2013	16	BERNSTEIN EMERGING MARKETS PORTFOLIO	27.33	28.18	457.29	476.28	-18.99
12/07/2010	03/19/2013	17	BERNSTEIN EMERGING MARKETS PORTFOLIO	27.33	32.81	461.18	559.26	-98.08
12/14/2011	03/19/2013	91	BERNSTEIN EMERGING MARKETS PORTFOLIO	27.33	23.91	2,465.30	2,178.58	286.72
11/03/2006	03/19/2013	4,275	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	28.02	61,688.57	119,786.12	-58,097.55
12/12/2006	03/19/2013	2,014	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	25.65	29,070.45	51,674.08	-22,603.63
12/11/2007	03/19/2013	1,884	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	25.26	27,188.31	47,593.70	-20,405.39
03/27/2008	03/19/2013	222	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	22.29	3,204.51	4,950.00	-1,745.49
11/11/2008	03/19/2013	4,131	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	12.26	59,614.96	50,650.00	8,964.96
03/10/2009	03/19/2013	912	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	9.37	13,167.19	8,550.00	4,617.19
07/01/2010	03/19/2013	1,045	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	12.81	15,088.97	13,395.00	1,693.97
03/28/2011	03/19/2013	75	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	15.61	1,095.47	1,185.05	-89.58
11/23/2011	03/19/2013	272	BERNSTEIN INTERNATIONAL PORTFOLIO	14.43	11.92	3,934.35	3,250.00	684.35
SUBTOTAL FOR LONG-TERM COVERED						3,357.14	2,950.00	407.14

Capital Gains Report

SAYLES & MADDOCKS FAMILY FOUNDATION (Account 038-40503)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
651 PORTFOLIO								
SUBTOTAL FOR LONG-TERM NON-COVERED								
						528,125.16	600,946.35	-72,821.19
TOTAL						552,244.30	624,098.56	-71,854.26
.. ACCOUNT TOTALS .. CURRENT PERIOD - G/L -71,854.26 SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B) SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 559.79 SHORT TERM TOTAL 0.00 LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B) 407.14 LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) -72,821.19 LONG TERM TOTAL -72,414.05								

Capital-Gains Distributions. If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report). Long-term capital-gains distributions are a separate item on the I.R.S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions: If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

This information should be reviewed by your tax advisor or accountant.

Capital Gains Report

SAYLES & MADDOCKS FAMILY FOUNDATION (Account: 039-18134)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM COVERED								
12/11/2012	03/19/2013	385	OVERLAY A PORTFOLIO	11.15	10.38	4,299.73	4,002.80	296.93
		626	CLASS 1					
12/19/2012	03/19/2013	228	OVERLAY A PORTFOLIO	11.15	10.52	2,543.73	2,400.00	143.73
		137	CLASS 1					
SUBTOTAL FOR SHORT-TERM COVERED						6,843.46	6,402.80	440.66
LONG-TERM NON-COVERED								
04/16/2010	01/30/2013	31	OVERLAY A PORTFOLIO	10.95	10.80	348.44	343.67	4.77
		821	CLASS 1					
04/16/2010	03/19/2013	40,839	OVERLAY A PORTFOLIO	11.15	10.80	455,363.10	441,069.19	14,293.91
		740	CLASS 1					
04/19/2010	03/19/2013	1,265	OVERLAY A PORTFOLIO	11.15	10.80	14,107.85	13,665.00	442.85
		278	CLASS 1					
12/17/2010	03/19/2013	825	OVERLAY A PORTFOLIO	11.15	11.24	9,205.60	9,279.90	-74.30
		614	CLASS 1					
08/03/2011	03/19/2013	4,811	OVERLAY A PORTFOLIO	11.15	11.51	53,643.65	55,375.65	-1,732.00
		090	CLASS 1					
12/13/2011	03/19/2013	4,894	OVERLAY A PORTFOLIO	11.15	10.03	54,578.30	49,095.99	5,482.31
		915	CLASS 1					
SUBTOTAL FOR LONG-TERM NON-COVERED						587,246.94	568,829.40	18,417.54
TOTAL						594,090.40	575,232.20	18,858.20
** ACCOUNT TOTALS **								
CURRENT PERIOD - G/L							18,858.20	
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)						440.66		
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)						0.00		
SHORT TERM TOTAL							440.66	
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)						0.00		
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)						18,417.54		
LONG TERM TOTAL							18,417.54	

Ameritrade

GAINSKEEPER

2013 Realized Capital Gains & Losses

KERNEY MARILY 926004384
01/01/2013 -- 12/31/2013

Created 5/12/2014 11:14 am

Entire Period			
Short Term Gain	25,239.30	Long Term Gain	74,942.83
Short Term Loss	-4,030.13	Long Term Loss	-1,871.13
Short Term Net	21,209.17	Long Term Net	73,071.70
Short Term Sales	227,058.65	Long Term Sales	187,419.56
Short Term Cost	205,849.48	Long Term Cost	114,347.86

ADJUSTMENTS TO REALIZED CAPITAL GAINS & LOSSES:

	ST PROCEEDS	ST COST	ST G/L	LT PROCEEDS	LT COST	LT G/L
ORIGINAL	227,059	205,849		189,420	114,348	
ation	+ 6,518			- 6,518		
IMDOCS	+ 2,923			- 2,923		
ATON RUC		+3,075		- 19		
IMDOCS					+ 2,204	
YONDELL		+ 4,676				
ATON						
	<u>236,500</u>	<u>213,600</u>		<u>177,960</u>	<u>116,552</u>	

PAGE 1

61,408

TOTAL AMERITRADE CAPITAL GAIN FOR 2013:

84,308

22,900

TD AMERITRADE CLEARING INC

Account 926004384

Supplemental Information

2013

SUMMARY OF PROCEEDS, GAINS & LOSSES AND TAX WITHHELD

Refer to the PROCEEDS NOT REPORTED to the IRS pages to ensure that you consider all relevant items to determine the correct gains and losses. The amounts shown below are for informational purposes

Term*	Category	Detail Schedule	Gross Proceeds #	Cost Basis*	Wash Sale Loss Disallowed	Net Gain/Loss
Short	C (Form 1099-B not received)	Proceeds not reported to IRS	227,058.65	0.00	0.00	0.00
Long	F (Form 1099-B not received)	Proceeds not reported to IRS	171,618.13	0.00	0.00	0.00
Undetermined	C or F (Form 1099-B not received)	Proceeds not reported to IRS	15,782.71	0.00	0.00	0.00
		Total Category C, F	414,459.49	0.00	0.00	0.00
		Grand total	414,459.49	0.00	0.00	0.00

Withholding from Proceeds

Federal income tax withheld	0.00
State tax withheld	0.00

SUMMARY OF INCOME, FEES, EXPENSES AND EXPENDITURES**Interest Payments and Other Adjustments**

Taxable accrued interest paid	3,226.92
Tax-exempt accrued interest paid	0.00
Tax-exempt accrued interest paid AMT	0.00
Taxable accrued interest paid on OID bonds	0.00
Non qualified interest	0.00
Taxable non qualified interest paid	0.00
Projected interest shortfall on contingent payment debt	0.00

Other Receipts

Partnership distributions	1,740.00
Foreign tax paid - partnership distributions	0.00
Return of principal distributions	0.00
Deferred income payment	0.00

Expenses

Margin interest	0.00
Dividends paid - short position	0.00
Interest paid - short position	0.00
Non reportable distribution expense	0.00
Other expenses	0.00
Severance tax	0.00

Opening Transactions

Securities purchased	1,438,339.25
Installment payments	0.00
Short sales	0.00

Fees and Payments Received

Deemed premium	0.00
Organizational expense	0.00
Income accrual - UJT	0.00
Miscellaneous fees	0.00
Basis adjustments	0.00
Tax-exempt investment expense	0.00
Foreign tax withholding paid in excess of treaty rate	0.00

Options Transactions

Sales	0.00
Short sales	0.00
Purchases	0.00
Purchases to close	0.00

*Amounts of undetermined-term must be reviewed to establish the correct acquisition date and whether the gains/losses are short-term or long-term.

Less commissions

+Cost basis totals include only amounts that were available to us

TD AMERITRADE CLEARING INC

Account 926004384

Proceeds Not Reported to the IRS

2013

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part I, with Box C checked

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
AFFILIATED MANAGERS GROUP COM / CUSIP 008252108 / Symbol AMG							
04/18/13	20 000	2,895.76	N/A				Sale
ALTRIA GROUP INC COM / CUSIP 02209S103 / Symbol MO							
04/18/13	100 000	3,477.69	N/A				Sale
AMGEN INC COM / CUSIP 031162100 / Symbol AMGN							
04/29/13	25 000	2,669.94	N/A				Sale
ANSYS INC COM / CUSIP 03662Q105 / Symbol ANSS							
08/25/13	65 000	4,636.78	N/A				Sale
BECTON DICKINSON & CO COM / CUSIP 075887109 / Symbol BDX							
06/25/13	80 000	7,820.28	N/A				Sale
BERKSHIRE HATHAWAY INC DEL CL B / CUSIP 084670702 / Symbol BRK B							
05/17/13	50 000	5,637.89	N/A				Sale
CST BRANDS INC COM / CUSIP 12646R105 / Symbol CST							
05/17/13	20 000	658.41	N/A				Sale
06/10/13	0 000	17.61	N/A				Cash in lieu
	Security total	676.02		0.00	0.00	0.00	
CHIPOTLE MEXICAN GRILL COM / CUSIP 169656105 / Symbol CMG							
05/20/13	10 000	3,767.02	N/A				Sale
CITRIX SYSTEMS INC COM / CUSIP 177376100 / Symbol CTXS							
05/20/13	45 000	2,969.07	N/A				Sale
COGNIZANT TECH SOLUTIONS CRP COM / CUSIP 192446102 / Symbol CTSH							
05/20/13	15 000	964.48	N/A				Sale
CONAGRA FOODS INC COM / CUSIP 205887102 / Symbol CAG							
09/10/13	225 000	7,149.40	N/A				Sale
DIAMOND OFFSHORE DRILLING CM / CUSIP 25271C102 / Symbol DO							
05/20/13	95 000	6,910.70	N/A				Sale

Less commissions

TD AMERITRADE CLEARING INC

Account 926004384

Proceeds Not Reported to the IRS

(continued)

2013

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part I, with Box C checked

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
EOG RESOURCES INC COM / CUSIP: 26875P101 / Symbol: EOG 04/18/13	8 000	908 17	N/A				Sale
F5 NETWORKS INC COM / CUSIP: 315616102 / Symbol: FFIV 04/18/13	40 000	2,910 34	N/A				Sale
FIDELITY NATIONAL INFO SVCS COM / CUSIP: 31620M106 / Symbol: FIS 05/20/13	125 000	5,621.26	N/A				Sale
FIDELITY NATIONAL FINANCIAL COM / CUSIP: 31620R105 / Symbol: FNF 04/29/13	160 000	4,284.33	N/A				Sale
FISERV INC COM / CUSIP: 337738108 / Symbol: FISV 06/25/13	55 000	4,700.12	N/A				Sale
GAMESTOP CORP COM / CUSIP: 36467W109 / Symbol: GME 04/18/13	70 000	2,303 46	N/A				Sale
GOLDMAN SACHS GROUP INC COM / CUSIP: 38141G104 / Symbol: GS 04/29/13	40 000	5,807.07	N/A				Sale
GRAINGER W W INC COM / CUSIP: 384802104 / Symbol: GWW 05/20/13	13 000	3,415 05	N/A				Sale
HARLEY DAVIDSON INC COM / CUSIP: 412822108 / Symbol: HOG 05/17/13	20 000	1,184 62	N/A				Sale
HARRIS CORP DEL COM / CUSIP: 413875105 / Symbol: HRS 05/20/13	55,000	2,773 53	N/A				Sale
IDEXX LABORATORIES INC COM / CUSIP: 45168D104 / Symbol: IDXX 04/29/13	65 000	5,753 76	N/A				Sale
INTERCONTINENTAL EXCHANGE N/C 11/13/13 45866F104 / CUSIP: 45865V100 / Symbol: 09/10/13	20 000	3,628 24	N/A				Sale

Less commissions

TD AMERITRADE CLEARING INC

Account 926004384

Proceeds Not Reported to the IRS (continued)

2013

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part I, with Box C checked

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
INTUIT INC COM / CUSIP 461202103 / Symbol: INTU	30.000	1,981.08	N/A	.	.	..	Sale
09/10/13							
INTUITIVE SURGICAL INC COM / CUSIP 46120E602 / Symbol: ISRG	11.000	5,291.01	N/A	.	.	.	Sale
05/17/13							
KRAFT FOODS GROUP INC COM / CUSIP 50076Q106 / Symbol: KRFT	94.000	4,974.16	N/A	.	.	.	Sale
09/10/13							
LIBERTY MEDIA CORP DELAWARE CLASS A / CUSIP: 531229102 / Symbol: LMCA	25.000	2,703.69	N/A	.	.	.	Sale
04/18/13							
LINKEDIN CORPORATION COM / CUSIP: 53578A108 / Symbol: LNKD	18.000	3,116.57	N/A	..	..	.	Sale
06/25/13							
MACY'S INC COM / CUSIP: 55616P104 / Symbol: M	165.000	8,081.44	N/A	.	.	.	Sale
05/20/13							
MARATHON PETE CORP COM / CUSIP 56585A102 / Symbol: MPC	70.000	5,996.19	N/A	.	.	.	Sale
12/06/13							
MCDONALDS CORP COM / CUSIP 580135101 / Symbol: MCD	40.000	4,053.91	N/A	.	.	.	Sale
05/20/13							
MCKESSON CORP COM / CUSIP 58155Q103 / Symbol: MCK	8.000	831.65	N/A	..	..	.	Sale
04/29/13							
MEDTRONIC INC COM / CUSIP 585055106 / Symbol: MDT	140.000	7,246.09	N/A	.	.	.	Sale
06/25/13							
MERCK & CO INC COM / CUSIP 58933Y105 / Symbol: MRK	95.000	4,393.28	N/A	.	..	.	Sale
06/25/13							
MONSANTO CO COM / CUSIP 61166W101 / Symbol: MON	80.000	8,917.86	N/A	..	..	..	Sale
12/06/13							

Less commissions

TD AMERITRADE CLEARING INC

Account 926004384

Proceeds Not Reported to the IRS

(continued)

2013

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part I, with Box C checked

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
PATTERSON COMPANIES INC COM / CUSIP 703395103 / Symbol PDCO 04/18/13	50 000	1,819.51	N/A				Sale
PETSMART INC COM / CUSIP 716768106 / Symbol PETM 05/20/13	60 000	4,155.72	N/A				Sale
PHILIP MORRIS INTL COM / CUSIP 718172109 / Symbol PM 04/18/13	110 000	10,025.89	N/A				Sale
REYNOLDS AMERICAN INC COM / CUSIP 761713106 / Symbol RAI 04/18/13	80 000	3,585.13	N/A				Sale
SMUCKER J M CO COM / CUSIP 832696405 / Symbol SJM 05/17/13	75 000	7,661.74	N/A				Sale
STERICYCLE INC COM / CUSIP 858912108 / Symbol SRCL 04/29/13	45 000	4,851.30	N/A				Sale
TJX COMPANIES INC CM / CUSIP 872540109 / Symbol TJX 05/20/13	135 000	6,950.54	N/A				Sale
TIBCO SOFTWARE INC COM / CUSIP 88632Q103 / Symbol TIBX 04/18/13	70 000	1,342.38	N/A				Sale
TYSON FOODS INC CL A / CUSIP 902494103 / Symbol TSN 05/17/13	70 000	1,745.82	N/A				Sale
US BANCORP COM (NEW) / CUSIP 902973304 / Symbol USB 04/29/13	200 000	6,676.86	N/A				Sale
ULTA SALON COSM & FRAG INC COM / CUSIP 90384S303 / Symbol ULTA 04/18/13	20 000	1,666.57	N/A				Sale
VALERO ENERGY CORP NEW COM / CUSIP 91913Y100 / Symbol VLO 06/25/13	185 000	6,416.81	N/A				Sale

Less commissions

TD AMERITRADE CLEARING INC

Account 926004384

Proceeds Not Reported to the IRS

(continued)

2013

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part I, with Box C checked

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
VERTEX PHARMACEUTICALS INC COM / CUSIP 92532F100 / Symbol VRTX 04/18/13	40 000	2,127 20	N/A				Sale
WAL-MART STORES COM / CUSIP 931142103 / Symbol WMT 05/20/13	75 000	5,805 38	N/A				Sale
EVEREST REINSURANCE HLDGS INC COM / CUSIP G3223R108 / Symbol RE 06/25/13	60 000	7,492 93	N/A				Sale
PARTNERRE LTD COM / CUSIP G6852T105 / Symbol PRE 04/29/13	45 000	4,282 96	N/A				Sale

Totals:

0.00

0.00

0.00

227,058.65
+ 2,923 AMPOCS
+ 6,518 EMTON
236,500

TTL ST PROCEEDS

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
ALTRIA GROUP INC COM / CUSIP 02209S103 / Symbol MO 04/18/13	200 000	6,955 38	VARIOUS	0 00	0 00	0 00	Total of 2 lots
APPLIED MATERIALS INC COM / CUSIP 038222105 / Symbol AMAT 06/25/13	500 000	7,565.37	N/A				Sale
ASTRAZENECA PLC SPONS ADR / CUSIP 046353108 / Symbol AZN 04/29/13	65 000	3,379 69	N/A				Sale
BIOGEN IDEC INC COM / CUSIP 05062X103 / Symbol BIIB 09/10/13	55 000	12,471 00	N/A				Sale
CHEVRON CORP COM / CUSIP 166764100 / Symbol CVX 09/10/13	40 000	4,874.76	N/A				Sale

Less commissions

TD AMERITRADE CLEARING INC

Account 926004384

Proceeds Not Reported to the IRS

(continued)

2013

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
CITRIX SYSTEMS INC COM / CUSIP: 177376100 / Symbol CTXS 05/20/13	55 000	3,628.89	N/A				Sale
COGNIZANT TECH SOLUTIONS CRP COM / CUSIP 192446102 / Symbol CTSH 05/20/13	95,000	6,108.34	N/A			..	Sale
COMCAST CORP COM CL A / CUSIP: 20030N101 / Symbol CMCSA 12/06/13	110 000	5,407.42	N/A	..		..	Sale
DANAHER CORP DEL COM / CUSIP 235851102 / Symbol DHR 06/25/13	135 000	8,356.00	VARIOUS	0.00	0.00	0.00	Total of 2 lots
WALT DISNEY CO COM / CUSIP 254687106 / Symbol DIS 12/06/13	140 000	9,932.64	VARIOUS	0.00	0.00	0.00	Total of 2 lots
EOG RESOURCES INC COM / CUSIP 26875P101 / Symbol EOG 04/18/13	16 000	1,816.35	VARIOUS	0.00	0.00	0.00	Total of 2 lots
HARLEY DAVIDSON INC COM / CUSIP: 412822108 / Symbol HOG 05/17/13	65 000	3,850.03	N/A	..			Sale
HEALTH NET INC COM / CUSIP 42222G108 / Symbol HNT 04/18/13	60 000	1,614.23	N/A				Sale
INTERCONTINENTAL EXCHANGE N/C 11/13/13 45866F104 / CUSIP 45865V100 / Symbol 09/10/13	30 000	5,442.36	N/A				Sale
INTUIT INC COM / CUSIP 461202103 / Symbol INTU 09/10/13	90 000	5,943.24	VARIOUS	0.00	0.00	0.00	Total of 2 lots
KINDER MORGAN INC COM / CUSIP 49456B101 / Symbol KMI 12/06/13	185 000	6,154.12	N/A				Sale
KRAFT FOODS GROUP INC COM / CUSIP: 50076Q106 / Symbol KRFT 09/10/13	26 000	1,375.83	N/A			..	Sale

Less commissions

TD AMERITRADE CLEARING INC

Account 926004384

2013

Proceeds Not Reported to the IRS (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of stocks, bonds, etc	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
LORILLARD INC COM / CUSIP: 544147101 / Symbol LO 04/18/13	110,000	4,477.91	N/A	.	.	.	Sale
MCKESSON CORP COM / CUSIP: 58155Q103 / Symbol MCK 04/29/13	22,000	2,287.04	N/A	.	.	.	Sale
MICRON TECHNOLOGY INC COM / CUSIP: 595112103 / Symbol MU 09/10/13	400,000	6,567.89	N/A	.	.	.	Sale
NATIONAL-OILWELL VARCO INC COM / CUSIP: 637071101 / Symbol NOV 05/20/13	65,000	4,530.22	N/A	.	.	.	Sale
NOBLE ENERGY INC COM / CUSIP: 655044105 / Symbol NBL 05/20/13	60,000	7,345.85	N/A	.	.	.	Sale
PRECISION CASTPARTS CORP COM / CUSIP: 740189105 / Symbol PCP 05/20/13	50,000	10,718.26	N/A	.	.	.	Sale
TIME WARNER INC COM / CUSIP: 887317303 / Symbol: TWX 09/10/13	120,000	7,522.39	N/A	.	.	.	Sale
TIME WARNER CABLE INC COM / CUSIP: 88732J207 / Symbol TWC 12/06/13	55,000	7,239.44	N/A	.	.	.	Sale
TYSON FOODS INC CL A / CUSIP: 902494103 / Symbol TSN 05/17/13	120,000	2,983.26	VARIOUS	0.00	0.00	0.00	Total of 2 lots
UNION PAC CORP COM / CUSIP: 907818108 / Symbol UNP 12/11/13	60,000	9,711.10	N/A	.	.	.	Sale
UNITEDHEALTH GROUP INC COM / CUSIP: 91324P102 / Symbol: UNH 05/17/13	65,000	4,078.42	N/A	.	.	.	Sale
VIACOM INC CL B / CUSIP: 92553P201 / Symbol VIAB 09/10/13	115,000	9,280.70	VARIOUS	0.00	0.00	0.00	Total of 2 lots
Totals:		171,618.13 + 6,342.40 NDELL		0.00	0.00	0.00	0.00

TTL LT PROCEEDS

Less commissions

TD AMERITRADE CLEARING INC

Account 926004384

Proceeds Not Reported to the IRS

(continued)

2013

UNDETERMINED-TERM TRANSACTIONS *NOT reported on Form 1099-B*

Consult your investment records for the cost basis and/or the date of acquisition to determine whether the transactions in this section are long-term or short-term. Report on Form 8949. Use either Part I with Box C checked or Part II with Box F checked.

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	stocks, bonds, etc. Symbol, DOX	Proceeds of #	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
AMDOCS LTD COM / CUSIP: G02602103 / Symbol: DOX	85,000	2,923.30	N/A	2/19/13	ST		..	Sale
EATON CORP PLC ORD / CUSIP: G29183103 / Symbol: ETN	105,000	6,517.75	N/A	2/15/12	ST		.	Sale
LYONDELLBASELL INDUSTRIES CL A ORD / CUSIP: N53745100 / Symbol: LYB	95,000	6,341.66	N/A	5/1/12	LT			Sale
04/18/13								
06/25/13								
05/20/13								
Totals:			15,782.71		0.00	0.00	0.00	

Less commissions

Close Date	Rec type	Open Date	Security	Shares Sold	Proceeds	Book Cost	WS Cost Adj	Fl Cost Adj	Cost	ST Gain/Loss	LT Gain/Loss	Trading Method	Settled
04/18/2013		12/07/2012	AFFILIATED MANAGERS GROUP I (AMG)	13	1,682.24	1,670.23			1,670.23	212.01		highcost	04/23/2013
04/18/2013		01/31/2013	AFFILIATED MANAGERS GROUP I (AMG)	7	1,013.52	1,007.99			1,007.99	5.53		highcost	04/23/2013
04/18/2013		2/19/13	AMDOCS LTD (DOX)	85	2,923.30	0.00			3,075.00	(152.70)		highcost	04/23/2013
04/18/2013		08/25/2010	EOG RESOURCES INC (EOG)	15	1,702.83	1,290.37			1,290.37	412.46		highcost	04/23/2013
04/18/2013		10/31/2011	EOG RESOURCES INC (EOG)	1	113.52	90.61			90.61	22.91		highcost	04/23/2013
04/18/2013		01/31/2013	EOG RESOURCES INC (EOG)	8	908.17	1,005.81			1,005.81	-97.64		highcost	04/23/2013
04/18/2013		05/24/2012	F5 NETWORKS INC (FFIV)	15	1,091.38	1,644.24			1,644.24	-552.86		highcost	04/23/2013
04/18/2013		01/31/2013	F5 NETWORKS INC (FFIV)	25	1,818.96	2,623.48			2,623.48	-804.52		highcost	04/23/2013
04/18/2013		02/05/2013	GAMETOP CORP (GME)	70	2,303.46	1,825.17			1,825.17	478.29		highcost	04/23/2013
04/18/2013		11/17/2010	HEALTH NET (HNT)	60	1,614.23	1,674.83			1,674.83	60.60		highcost	04/23/2013
04/18/2013		10/26/2012	LIBERTY MEDIA CORP (2013) S (LMCA)	25	2,703.69	2,477.31			2,477.31	226.38		highcost	04/23/2013
04/18/2013		08/22/2011	LORILLARD INC (LO)	90	3,663.74	3,266.54			3,266.54	397.20		highcost	04/23/2013
04/18/2013		01/30/2012	LORILLARD INC (LO)	20	814.17	727.17			727.17	87.00		highcost	04/23/2013
04/18/2013		07/13/2009	ALTRIA GROUP INC (NO)	105	3,651.57	1,745.79			1,745.79	1,905.78		highcost	04/23/2013
04/18/2013		03/24/2011	ALTRIA GROUP INC (NO)	95	3,303.81	2,452.91			2,452.91	850.90		highcost	04/23/2013
04/18/2013		05/02/2012	ALTRIA GROUP INC (NO)	75	2,608.27	2,384.25			2,384.25	224.02		highcost	04/23/2013
04/18/2013		08/17/2012	ALTRIA GROUP INC (NO)	25	669.42	883.40			883.40	-13.98		highcost	04/23/2013
04/18/2013		02/08/2013	PATTERSON COMPANIES, INC (PDCO)	50	1,819.51	1,862.25			1,862.25	-42.74		highcost	04/23/2013
04/18/2013		05/21/2012	PHILIP MORRIS INTERNATIONAL (PM)	35	3,190.06	2,957.43			2,957.43	232.63		highcost	04/23/2013
04/18/2013		08/27/2012	PHILIP MORRIS INTERNATIONAL (PM)	45	4,101.50	4,056.03			4,056.03	45.47		highcost	04/23/2013
04/18/2013		10/11/2012	PHILIP MORRIS INTERNATIONAL (PM)	15	1,367.17	1,369.74			1,369.74	-2.57		highcost	04/23/2013
04/18/2013		11/09/2012	PHILIP MORRIS INTERNATIONAL (PM)	15	1,367.16	1,291.27			1,291.27	75.89		highcost	04/23/2013
04/18/2013		05/22/2012	REYNOLDS AMERICAN INC (RAI)	55	2,464.78	2,277.55			2,277.55	187.23		highcost	04/23/2013
04/18/2013		11/13/2012	REYNOLDS AMERICAN INC (RAI)	25	1,120.35	1,027.11			1,027.11	93.24		highcost	04/23/2013
04/18/2013		05/24/2012	TIBCO SOFTWARE INC (TIBX)	25	479.42	739.50			739.50	-260.08		highcost	04/23/2013
04/18/2013		08/23/2012	TIBCO SOFTWARE INC (TIBX)	45	862.96	1,322.83			1,322.83	-459.87		highcost	04/23/2013
04/18/2013		12/14/2012	ULTA SALON COSMETICS & FRAG (ULTA)	20	1,666.57	1,894.57			1,894.57	-228.00		highcost	04/23/2013
04/18/2013		11/05/2012	VERTEX PHARMAS INC (VRTX)	40	2,127.20	1,842.94			1,842.94	284.26		highcost	04/23/2013
04/29/2013		05/17/2012	AMGEN INC (AMGN)	25	2,669.94	1,784.50			1,784.50	885.44		highcost	05/02/2013
04/29/2013		05/14/2010	ASTRAZENECA PLC SPONS ADR (AZN)	65	3,379.08	2,745.25			2,745.25	634.44		highcost	05/02/2013
04/29/2013		09/25/2012	FIDELITY NATIONAL FINANCIAL (FNF)	160	4,284.33	3,397.63			3,397.63	886.70		highcost	05/02/2013
04/29/2013		08/09/2012	GOLDMAN SACHS GRP INC (GS)	55	5,807.07	5,345.48			5,345.48	461.59		highcost	05/02/2013
04/29/2013		11/20/2012	IDEXX LABS INC (IDXX)	10	4,868.57	4,921.79			4,921.79	-53.22		highcost	05/02/2013
04/29/2013		03/06/2012	MCKESSON INC (MCK)	22	2,287.04	1,812.43			1,812.43	-31.64		highcost	05/02/2013
04/29/2013		05/31/2012	MCKESSON INC (MCK)	8	831.05	700.72			700.72	130.93		highcost	05/02/2013
04/29/2013		11/09/2012	PARTNERRE LTD (PRE)	20	1,903.54	1,595.81			1,595.81	307.73		highcost	05/02/2013
04/29/2013		11/23/2012	PARTNERRE LTD (PRE)	5	475.88	408.54			408.54	69.34		highcost	05/02/2013
04/29/2013		02/11/2013	PARTNERRE LTD (PRE)	20	1,903.54	1,774.73			1,774.73	128.81		highcost	05/02/2013
04/29/2013		02/28/2013	STERICYCLE INC (SRCL)	45	4,851.30	4,328.65			4,328.65	522.65		highcost	05/02/2013
04/29/2013		06/12/2012	US BANCORP (USB)	155	5,174.57	4,724.20			4,724.20	450.37		highcost	05/02/2013
04/29/2013		02/08/2013	US BANCORP (USB)	45	1,502.29	1,508.86			1,508.86	-6.57		highcost	05/02/2013
05/02/2013		01/24/2013	CST BRANDS INC (CST)	0	17.61	15.69			15.69	1.92		highcost	06/10/2013
05/02/2013	Return of Capital	07/17/2012	EATON CORPORATION PUBLIC LI (ETN)	105	18.72	0.00			0.00	-18.72		highcost	05/07/2013
05/17/2013		07/17/2012	BERKSHIRE HATHAWAY INC CL B (BRK B)	35	3,946.52	2,957.91			2,957.91	988.61		highcost	05/22/2013
05/17/2013		02/14/2013	BERKSHIRE HATHAWAY INC CL B (BRK B)	15	1,691.37	1,486.40			1,486.40	204.97		highcost	05/22/2013
05/17/2013		01/24/2013	BERKSHIRE HATHAWAY INC CL B (BRK B)	13	457.23	392.30			392.30	64.93		highcost	05/22/2013
05/17/2013		02/14/2013	CST BRANDS INC (CST)	6,1112	201.18	214.07			214.07	-12.89		highcost	05/22/2013
05/17/2013		10/21/2011	HARLEY DAVIDSON INC (HOG)	35	2,073.09	1,299.48			1,299.48	773.61		highcost	05/22/2013
05/17/2013		11/02/2011	HARLEY DAVIDSON INC (HOG)	30	1,776.94	1,160.78			1,160.78	616.16		highcost	05/22/2013
05/17/2013		02/05/2013	HARLEY DAVIDSON INC (HOG)	20	1,164.62	1,050.98			1,050.98	103.64		highcost	05/22/2013
05/17/2013		11/14/2012	INTUITIVE SURGICAL INC (ISRG)	11	5,291.01	5,833.22			5,833.22	-542.21		highcost	05/22/2013
05/17/2013		01/04/2013	JM SMUCKER CO (SJM)	40	4,086.26	3,593.86			3,593.86	492.40		highcost	05/22/2013
05/17/2013		01/10/2013	JM SMUCKER CO (SJM)	15	1,532.35	1,346.39			1,346.39	185.96		highcost	05/22/2013
05/17/2013		02/06/2013	JM SMUCKER CO (SJM)	20	2,043.13	1,783.00			1,783.00	260.13		highcost	05/22/2013

Close Date	Rec type	Open Date	Security	Shares Sold	Proceeds	Book Cost	WS Cust Adj	FI Cost Adj	Cost	ST Gain/Loss	LT Gain/Loss	Trading Method	Settled
05/17/2013		05/03/2011	TYSON FOODS INC CL A (TSN)	35	869.56	692.26			692.26			177.30 highcost	05/22/2013
05/17/2013		06/23/2011	TYSON FOODS INC CL A (TSN)	65	1,614.89	1,205.69			1,205.69			409.20 highcost	05/22/2013
05/17/2013		06/23/2011	TYSON FOODS INC CL A (TSN)	20	498.81	370.98			370.98			127.83 highcost	05/22/2013
05/17/2013		09/20/2012	TYSON FOODS INC CL A (TSN)	70	1,745.92	1,160.14			1,160.14	585.68		highcost	05/22/2013
05/17/2013		08/08/2011	UNITEDHEALTH GRP INC (UNH)	55	3,450.97	2,345.25			2,345.25			1,105.72 highcost	05/22/2013
05/17/2013		08/11/2011	UNITEDHEALTH GRP INC (UNH)	10	627.45	428.12			428.12			199.33 highcost	05/22/2013
05/20/2013		06/15/2012	CHIPOTLE MEXICAN GRILL INC (CMG)	3	1,130.11	1,194.87			1,194.87	-64.76		highcost	05/23/2013
05/20/2013		07/20/2012	CHIPOTLE MEXICAN GRILL INC (CMG)	7	2,636.91	2,227.71			2,227.71	409.20		highcost	05/23/2013
05/20/2013		04/04/2012	COGNIZANT TECH SOLUTIONS CO (CTSH)	50	3,214.92	3,804.36			3,804.36			-589.44 highcost	05/23/2013
05/20/2013		04/20/2012	COGNIZANT TECH SOLUTIONS CO (CTSH)	15	964.48	1,082.63			1,082.63			-118.15 highcost	05/23/2013
05/20/2013		04/23/2012	COGNIZANT TECH SOLUTIONS CO (CTSH)	15	964.47	1,075.14			1,075.14			-110.67 highcost	05/23/2013
05/20/2013		04/24/2012	COGNIZANT TECH SOLUTIONS CO (CTSH)	15	964.47	1,083.18			1,083.18			-118.71 highcost	05/23/2013
05/20/2013		11/28/2012	COGNIZANT TECH SOLUTIONS CO (CTSH)	15	964.48	978.11			978.11	-13.63		highcost	05/23/2013
05/20/2013		10/12/2012	CITRIX SYSTEMS INC (CTXS)	13	857.73	742.36			742.36			115.37 highcost	05/23/2013
05/20/2013		10/25/2010	CITRIX SYSTEMS INC (CTXS)	20	1,319.60	1,217.61			1,217.61			101.99 highcost	05/23/2013
05/20/2013		11/30/2010	CITRIX SYSTEMS INC (CTXS)	10	659.80	672.32			672.32			-12.52 highcost	05/23/2013
05/20/2013		12/23/2010	CITRIX SYSTEMS INC (CTXS)	12	791.76	821.69			821.69			-29.93 highcost	05/23/2013
05/20/2013		10/11/2012	CITRIX SYSTEMS INC (CTXS)	15	989.69	1,010.59			1,010.59			highcost	05/23/2013
05/20/2013		11/08/2012	CITRIX SYSTEMS INC (CTXS)	15	989.69	922.53			922.53	67.16		highcost	05/23/2013
05/20/2013		12/21/2012	CITRIX SYSTEMS INC (CTXS)	15	989.69	988.90			988.90	0.79		highcost	05/23/2013
05/20/2013		11/08/2012	DIAMOND OFFSHORE DRILLING I (DO)	55	4,000.93	3,600.44			3,600.44	400.49		highcost	05/23/2013
05/20/2013		11/20/2012	DIAMOND OFFSHORE DRILLING I (DO)	40	2,909.77	2,628.69			2,628.69	281.08		highcost	05/23/2013
05/20/2013		09/25/2012	FIDELITY NATIONAL INFORMATION (FIS)	95	4,272.16	3,098.22			3,098.22	1,172.94		highcost	05/23/2013
05/20/2013		11/13/2012	FIDELITY NATIONAL INFORMATION (FIS)	30	1,349.10	1,047.80			1,047.80	301.22		highcost	05/23/2013
05/20/2013		03/18/2013	GRAINGER W W INC (GWW)	13	3,415.05	2,911.99			2,911.99	503.06		highcost	05/23/2013
05/20/2013		09/28/2012	HARRIS CORP (HRS)	30	1,512.83	1,532.81			1,532.81	-19.98		highcost	05/23/2013
05/20/2013		01/07/2013	HARRIS CORP (HRS)	25	1,260.70	1,248.80			1,248.80	11.90		highcost	05/23/2013
05/20/2013		5/11/12	LYONDELBASELL INDUSTRIES N (LYB)	95	6,341.66	0.00			2,264	2,431.25		highcost	05/23/2013
05/20/2013		07/24/2012	MACYS INC (M)	165	8,081.44	5,650.19			5,650.19	435.92		highcost	05/23/2013
05/20/2013		06/15/2012	MCDONALDS CORP (MCD)	40	4,053.91	3,617.99			3,617.99			highcost	05/23/2013
05/20/2013		02/01/2010	NOBLE ENERGY (NBL)	18	2,203.76	1,367.43			1,367.43			846.33 highcost	05/23/2013
05/20/2013		02/26/2010	NOBLE ENERGY (NBL)	15	1,836.46	1,084.30			1,084.30			752.16 highcost	05/23/2013
05/20/2013		08/16/2010	NOBLE ENERGY (NBL)	12	1,469.17	801.44			801.44			667.73 highcost	05/23/2013
05/20/2013		08/30/2010	NOBLE ENERGY (NBL)	15	1,836.46	1,051.60			1,051.60			784.86 highcost	05/23/2013
05/20/2013		02/14/2012	NATIONAL OILWELL VARCO INC (NOV)	10	696.96	835.21			835.21			-138.25 highcost	05/23/2013
05/20/2013		03/27/2012	NATIONAL OILWELL VARCO INC (NOV)	25	1,742.39	1,958.07			1,958.07			-215.68 highcost	05/23/2013
05/20/2013		03/28/2012	NATIONAL OILWELL VARCO INC (NOV)	15	1,045.44	1,164.74			1,164.74			-119.30 highcost	05/23/2013
05/20/2013		04/13/2012	NATIONAL OILWELL VARCO INC (NOV)	15	1,045.43	1,184.57			1,184.57			-139.14 highcost	05/23/2013
05/20/2013		06/20/2011	PRECISION CASTPARTS CORP (PCP)	10	2,143.65	1,544.38			1,544.38			599.27 highcost	05/23/2013
05/20/2013		08/04/2011	PRECISION CASTPARTS CORP (PCP)	13	2,786.75	1,974.03			1,974.03			812.72 highcost	05/23/2013
05/20/2013		10/25/2011	PRECISION CASTPARTS CORP (PCP)	7	1,500.56	1,204.68			1,204.68			295.88 highcost	05/23/2013
05/20/2013		10/31/2011	PRECISION CASTPARTS CORP (PCP)	5	1,071.83	819.66			819.66			252.17 highcost	05/23/2013
05/20/2013		01/05/2012	PRECISION CASTPARTS CORP (PCP)	5	1,071.82	844.78			844.78			227.04 highcost	05/23/2013
05/20/2013		02/06/2012	PRECISION CASTPARTS CORP (PCP)	30	2,077.66	2,082.46			2,082.46			431.17 highcost	05/23/2013
05/20/2013		02/21/2013	PETSMART INC (PETM)	25	1,731.55	1,590.24			1,590.24			highcost	05/23/2013
05/20/2013		02/28/2013	PETSMART INC (PETM)	5	346.31	322.74			322.74			highcost	05/23/2013
05/20/2013		10/02/2012	TJX COS INC (TJX)	135	6,950.54	6,097.10			6,097.10	853.44		highcost	05/23/2013
05/20/2013		05/21/2012	WAL-MART STORES INC (WMT)	45	3,483.23	2,831.36			2,831.36	651.87		highcost	05/23/2013
05/20/2013		08/16/2012	WAL-MART STORES INC (WMT)	30	2,322.15	2,163.38			2,163.38	158.77		highcost	05/23/2013
06/25/2013		07/29/2012	APPLIED MATERIALS INC (AMAT)	65	983.50	810.08			810.08			173.42 highcost	05/28/2013
06/25/2013		10/18/2011	APPLIED MATERIALS INC (AMAT)	85	1,286.12	982.74			982.74			303.38 highcost	05/28/2013
06/25/2013		11/02/2011	APPLIED MATERIALS INC (AMAT)	150	2,269.61	1,798.71			1,798.71			470.90 highcost	05/28/2013
06/25/2013		12/22/2011	APPLIED MATERIALS INC (AMAT)	125	1,891.34	1,306.84			1,306.84			584.50 highcost	05/28/2013
06/25/2013		01/31/2012	APPLIED MATERIALS INC (AMAT)	75	1,134.80	920.39			920.39			214.41 highcost	05/28/2013

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06/25/2013		07/09/2012	ANSYS INC (ANSS)	65	4,636.78	3,803.62			3,803.62	833.16		highcost	06/28/2013
06/25/2013		07/30/2012	BECTON DICKINSON & CO (BDX)	35	3,421.37	2,661.38			2,661.38	759.99		highcost	06/28/2013
06/25/2013		09/19/2012	BECTON DICKINSON & CO (BDX)	15	1,466.31	1,190.12			1,190.12	276.19		highcost	06/28/2013
06/25/2013		10/12/2012	BECTON DICKINSON & CO (BDX)	15	1,466.30	1,156.16			1,156.16	310.14		highcost	06/28/2013
06/25/2013		02/06/2013	BECTON DICKINSON & CO (BDX)	15	1,466.30	1,316.00			1,316.00	150.30		highcost	06/28/2013
06/25/2013		05/12/2009	DANAHER CORP (DHR)	35	2,158.87	1,044.25			1,044.25		1,114.72	highcost	06/28/2013
06/25/2013		03/08/2009	DANAHER CORP (DHR)	80	4,957.62	1,998.54			1,998.54		2,959.08	highcost	06/28/2013
06/25/2013		05/12/2009	DANAHER CORP (DHR)	20	1,239.41	596.72			596.72		642.69	highcost	06/28/2013
06/25/2013		8/15/12	EATON CORPORATION PUBLIC LI (ETN)	105	6,517.75	0.00			-7,577.6			highcost	06/28/2013
06/25/2013		12/28/2012	FISERV INC (FISV)	30	2,563.70	2,361.93			2,361.93	201.77		highcost	06/28/2013
06/25/2013		01/09/2013	FISERV INC (FISV)	25	2,136.42	2,065.01			2,065.01	71.41		highcost	06/28/2013
06/25/2013		11/08/2012	LINKEDIN CORP (LNKD)	18	3,116.57	1,792.81			1,792.81	1,323.76		highcost	06/28/2013
06/25/2013		09/26/2012	MEDTRONIC INC (MDT)	110	5,693.36	4,779.43			4,779.43	913.93		highcost	06/28/2013
06/25/2013		11/13/2012	MEDTRONIC INC (MDT)	30	1,552.73	1,247.79			1,247.79	304.94		highcost	06/28/2013
06/25/2013		08/06/2012	MERC-K & CO INC (MRK)	50	2,312.25	2,227.27			2,227.27	84.98		highcost	06/28/2013
06/25/2013		09/26/2012	MERCK & CO INC (MRK)	45	2,081.03	2,036.94			2,036.94	44.09		highcost	06/28/2013
06/25/2013		12/27/2012	EVEREST RE GRP LTD (RE)	24	2,997.17	2,614.68			2,614.68	382.49		highcost	06/28/2013
06/25/2013		03/05/2013	EVEREST RE GRP LTD (RE)	36	4,495.76	4,582.80			4,582.80	-87.04		highcost	06/28/2013
06/25/2013		01/24/2013	VALERO ENERGY CORP (VLO)	130	4,509.11	4,540.29			4,540.29	-31.18		highcost	06/28/2013
06/25/2013		02/14/2013	VALERO ENERGY CORP (VLO)	55	1,507.70	2,382.27			2,382.27	-474.57		highcost	06/28/2013
09/10/2013		08/21/2012	BIOMERIE INC (BIIB)	55	12,471.00	7,912.73			7,912.73		4,558.27	highcost	09/13/2013
09/10/2013		01/14/2013	CONAGRA FOODS (CAG)	225	7,149.40	6,964.92			6,964.92	184.48		highcost	09/13/2013
09/10/2013		06/08/2012	CHEVRON CORP (CVX)	20	2,437.38	2,003.95			2,003.95		433.43	highcost	09/13/2013
09/10/2013		08/17/2012	CHEVRON CORP (CVX)	20	2,437.38	2,258.24			2,258.24		179.14	highcost	09/13/2013
09/10/2013		09/05/2012	INTERCONTINENTAL EXCHANGE (ICE)	30	5,442.36	4,065.16			4,065.16		1,377.20	highcost	09/13/2013
09/10/2013		12/20/2012	INTERCONTINENTAL EXCHANGE (ICE)	10	1,814.12	1,302.86			1,302.86			highcost	09/13/2013
09/10/2013		12/16/2012	INTUIT INC (INTU)	35	2,311.26	1,706.25			1,706.25		605.01	highcost	09/13/2013
09/10/2013		01/11/2013	INTUIT INC (INTU)	25	1,650.90	1,189.79			1,189.79		461.11	highcost	09/13/2013
09/10/2013		07/15/2011	INTUIT INC (INTU)	10	660.36	492.17			492.17		168.19	highcost	09/13/2013
09/10/2013		08/22/2011	INTUIT INC (INTU)	20	1,320.72	875.79			875.79		444.93	highcost	09/13/2013
09/10/2013		02/07/2013	INTUIT INC (INTU)	30	1,581.08	1,874.54			1,874.54	106.54		highcost	09/13/2013
09/10/2013		08/02/2012	KRAFT FOODS GROUP INC CL A (KRFT)	18	952.50	742.65			742.65		209.85	highcost	09/13/2013
09/10/2013		08/21/2012	KRAFT FOODS GROUP INC CL A (KRFT)	8	423.33	354.97			354.97		68.36	highcost	09/13/2013
09/10/2013		10/08/2012	KRAFT FOODS GROUP INC CL A (KRFT)	49	2,592.91	2,320.93			2,320.93	271.98		highcost	09/13/2013
09/10/2013		01/08/2013	KRAFT FOODS GROUP INC CL A (KRFT)	45	2,381.25	2,061.60			2,061.60	320.25		highcost	09/13/2013
09/10/2013		10/21/2011	MICRON TECHNOLOGY INC (MU)	275	4,515.42	1,585.40			1,585.40		2,930.02	highcost	09/13/2013
09/10/2013		11/07/2011	MICRON TECHNOLOGY INC (MU)	125	2,052.47	730.15			730.15		1,322.32	highcost	09/13/2013
09/10/2013		08/02/2012	TIME WARNER INC (TWX)	90	5,641.79	3,647.76			3,647.76		1,994.03	highcost	09/13/2013
09/10/2013		08/20/2012	TIME WARNER INC (TWX)	30	1,880.60	1,282.61			1,282.61		597.99	highcost	09/13/2013
09/10/2013		12/08/2010	VIACOM INC NEW CL B (VIA)	40	3,228.07	1,580.74			1,580.74		1,647.33	highcost	09/13/2013
09/10/2013		12/21/2010	VIACOM INC NEW CL B (VIA)	45	3,831.58	1,737.96			1,737.96		1,893.62	highcost	09/13/2013
09/10/2013		05/10/2011	VIACOM INC NEW CL B (VIA)	30	2,421.05	1,452.01			1,452.01		969.04	highcost	09/13/2013
12/06/2013		12/14/2009	COMCAST CORP CL A NEW (CMCSA)	30	1,474.75	525.92			525.92		948.83	highcost	12/11/2013
12/06/2013		03/08/2010	COMCAST CORP CL A NEW (CMCSA)	80	3,932.67	1,405.66			1,405.66		2,527.01	highcost	12/11/2013
12/06/2013		03/19/2009	WALT DISNEY CO (DIS)	60	4,256.85	1,068.61			1,068.61		3,188.24	highcost	12/11/2013
12/06/2013		03/31/2009	WALT DISNEY CO (DIS)	30	2,128.42	542.19			542.19		1,586.23	highcost	12/11/2013
12/06/2013		07/02/2009	WALT DISNEY CO (DIS)	40	2,837.90	1,242.33			1,242.33		1,595.57	highcost	12/11/2013
12/06/2013		09/16/2011	WALT DISNEY CO (DIS)	10	709.47	327.97			327.97		381.50	highcost	12/11/2013
12/06/2013		10/15/2012	KINDER MORGAN INC (KMI)	110	3,659.21	3,821.18			3,821.18		-161.97	highcost	12/11/2013
12/06/2013		10/31/2012	KINDER MORGAN INC (KMI)	40	1,330.62	1,387.39			1,387.39		-56.77	highcost	12/11/2013
12/06/2013		11/12/2012	KINDER MORGAN INC (KMI)	35	1,164.29	1,140.03			1,140.03		24.26	highcost	12/11/2013
12/06/2013		02/22/2013	MONSANTO CO NEW (MON)	60	6,688.39	5,936.54			5,936.54	751.85		highcost	12/11/2013
12/06/2013		02/27/2013	MONSANTO CO NEW (MON)	20	2,229.47	1,999.08			1,999.08	230.39		highcost	12/11/2013
12/06/2013		03/19/2013	MARATHON PETROLEUM CORP (MPC)	70	5,996.19	6,200.87			6,200.87	-204.68		highcost	12/11/2013

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12/06/2013		03/17/2009	TIME WARNER CABLE INC (TWC)	8	1,053.01	214.90			214.90		838.11	highcost	12/11/2013
12/06/2013		04/02/2009	TIME WARNER CABLE INC (TWC)	38	5,001.79	965.36			965.36		4,036.43	highcost	12/11/2013
12/06/2013		04/09/2009	TIME WARNER CABLE INC (TWC)	9	1,184.64	245.02			245.02		939.62	highcost	12/11/2013
12/11/2013		06/25/2012	UNION PAC CORP (UNP)	40	6,474.07	4,542.88			4,542.88		1,931.19	highcost	12/16/2013
12/11/2013		08/21/2012	UNION PAC CORP (UNP)	20	3,237.03	2,496.70			2,496.70		740.33	highcost	12/16/2013
Total					414,478.21	320,197.34			320,197.34	21,209.17	73,071.70		
					Eaton Return of Capital -19.					+1,842	-19.		
					+ 4,676					+4,138			
					+ 2,204					+ (152)	-2,923		
					+ 3,095					-6,342			
										-6,518			
										To Reverse GAIN			
										Computed on			
										Zero Cost			
										22,899	61,403		