Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION,C/O INTENTIONAL PHILANTHROPHY

A Employer identification number
25-6407379

Number and street (or P O box number if mail is not delivered to street address): 3 BETHESDA METRO CENTER
Room/suite: 350

B Telephone number
1-301-761-4433

City or town, state or province, country, and ZIP or foreign postal code
BETHESDA, MD 20814-6345

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)* ▶$ 29,716,128.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	18,025.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	79.	79.		STATEMENT 1
	4 Dividends and interest from securities	700,991.	690,555.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	923,381.			
	b Gross sales price for all assets on line 6a 7,178,893.				
	7 Capital gain net income (from Part IV, line 2)		923,381.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	361,544.	361,544.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,004,020.	1,975,559.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	13,793.	0.		13,793.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	1,070.	0.		1,070.
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	203,526.	105,365.		98,161.
	17 Interest				
	18 Taxes STMT 5	55,533.	533.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,789.	0.		2,789.
	22 Printing and publications				
	23 Other expenses STMT 6	323,026.	320,104.		2,922.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	599,737.	426,002.		118,735.
	25 Contributions, gifts, grants paid	740,900.			740,900.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,340,637.	426,002.		859,635.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	663,383.			
	b **Net investment income** (if negative, enter -0-)		1,549,557.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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LHA **For Paperwork Reduction Act Notice, see instructions**

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		4,827.	4,622.	4,622.
	2	Savings and temporary cash investments		1,641,682.	532,402.	532,402.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 7	7,081,290.	7,571,775.	10,360,187.
	c	Investments - corporate bonds	STMT 8	4,356,690.	5,148,223.	5,428,013.
	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 9	11,708,014.	12,198,864.	13,390,904.
	14	Land, buildings, and equipment: basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)		24,792,503.	25,455,886.	29,716,128.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	**Total liabilities** (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.**	▶ ☒			
	24	Unrestricted		24,792,503.	25,455,886.	
	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				
	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**		24,792,503.	25,455,886.	
	31	**Total liabilities and net assets/fund balances**		24,792,503.	25,455,886.	

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	24,792,503.
2	Enter amount from Part I, line 27a	2	663,383.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	25,455,886.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,455,886.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	**(b)** How acquired P - Purchase D - Donation	**(c)** Date acquired (mo., day, yr.)	**(d)** Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	7,178,893.		6,391,675.	923,381.

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

	(i) F.M.V. as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col. (i) over col. (j), if any	**(l)** Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col. (h))
a				
b				
c				
d				
e				923,381.

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 } 2 923,381.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	**(b)** Adjusted qualifying distributions	**(c)** Net value of noncharitable-use assets	**(d)** Distribution ratio (col. (b) divided by col. (c))
2012	756,447.	26,229,897.	.028839
2011	908,185.	25,365,229.	.035804
2010	410,648.	21,113,620.	.019449
2009	291,378.	19,199,573.	.015176
2008	443,209.	5,351,538.	.082819

2	**Total** of line 1, column (d)	2	.182087
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	.036417
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	28,243,227.
5	Multiply line 4 by line 3	5	1,028,534.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,496.
7	Add lines 5 and 6	7	1,044,030.
8	Enter qualifying distributions from Part XII, line 4	8	859,635.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	30,991.
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	30,991.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	30,991.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	37,579.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	57,579.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	15.
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	26,573.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	26,573.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.THESAMPSONFOUNDATION.ORG

14 The books are in care of ▶ INTENTIONAL PHILANTHROPHY, LLC Telephone no. ▶ 1-301-761-4433

Located at ▶ 3 BETHESDA METRO CENTER, SUITE 350, BETHESDA, MD ZIP+4 ▶ 20814-6345

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
KATERINE S. MCBRIDE 3 BETHESDA METRO CENTER, SUITE 350 BETHESDA, MD 20814	SECRETARY/TRUSTEE 1.00	1,500.	0.	0.
J. FAYE SAMPSON 3 BETHESDA METRO CENTER, SUITE 350 BETHESDA, MD 20814	TRUSTEE 1.00	1,500.	0.	0.
KRISTY S. RODRIGUEZ 3 BETHESDA METRO CENTER, SUITE 350 BETHESDA, MD 20814	PRESIDENT/LEAD TRUSTEE 5.00	10,793.	0.	0.

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
INTENTIONAL PHILANTHROPY LLC - 3 BETHESDA METRO CENTER SUITE 350, BETHESDA, MD 20814	ADMIN, MGMT, AND CONSULTING	93,996.
S&T WEALTH MANAGEMENT - 603 STANWIX STREET, SUITE 125, PITTSBURGH, PA 15222	INVESTMENT MANAGEMENT	50,381.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	25,885,235.
b	Average of monthly cash balances			1b	1,201,092.
c	Fair market value of all other assets			1c	1,587,000.
d	**Total** (add lines 1a, b, and c)			1d	28,673,327.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	28,673,327.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	430,100.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	28,243,227.
6	**Minimum investment return.** Enter 5% of line 5			6	1,412,161.

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	1,412,161.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	30,991.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	30,991.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,381,170.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,381,170.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,381,170.

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	859,635.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	859,635.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	859,635.

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.

Form **990-PF** (2013)

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				1,381,170.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			218,070.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶$ 859,635.				
a Applied to 2012, but not more than line 2a			218,070.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				641,565.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				739,605.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
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) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

J. FAYE SAMPSON

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT C	N/A	PC		740,900.
Total			▶ 3a	740,900.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	79.	
4 Dividends and interest from securities			14	700,991.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	361,544.	
8 Gain or (loss) from sales of assets other than inventory			18	923,381.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,985,995.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,985,995.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a *Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described* in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ Signature of officer or trustee | 11/12/14 Date | ▶ Trustee Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
CHRISTOPHER PETERMANN		11/19/14		P00097440

Firm's name ▶ O'CONNOR DAVIES, LLP | Firm's EIN ▶ 27-1728945

Firm's address ▶ 665 FIFTH AVENUE
NEW YORK, NY 10022 | Phone no. (212)286-2600

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990 ·

OMB No 1545-0047

2013

Name of the organization
MYLES D. AND J. FAYE SAMPSON FAMILY
FOUNDATION,C/O INTENTIONAL PHILANTHROPHY

Employer identification number
25-6407379

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

Name of organization	Employer identification number
MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION,C/O INTENTIONAL PHILANTHROPHY	25-6407379

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TORO DEVELOPMENT CORPORATION 2500 ELDO ROAD, SUITE 1 MONROEVILLE, PA 15146	$ 18,025.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION,C/O INTENTIONAL PHILANTHROPHY	25-6407379

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

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

Name of organization	Employer identification number
MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION,C/O INTENTIONAL PHILANTHROPHY	25-6407379

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

MYLES D. AND J. FAYE SAMPSON FAMILY
FOUNDATION,C/O INTENTIONAL PHILANTHROPHY

CONTINUATION FOR 990-PF, PART IV
25-6407379 PAGE 1 OF 1

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 ATTACHMENT A-1 PAGE 5 OF 5	P	VARIOUS	VARIOUS
b	SEE ATTACHMENT A-1 PAGE 5 OF 5	P	VARIOUS	VARIOUS
c	SEE ATTACHMENT A-2 PAGE 13 OF 13	P	VARIOUS	VARIOUS
d	REALIZED GAIN ON CLOVERLEAF ESTATES WEST L.P.	D	VARIOUS	VARIOUS
e	REALIZED GAIN ON FIRST FORK PROPERTIES, L.P.	D	VARIOUS	VARIOUS
f	REALIZED GAIN ON SAB CAPITAL MARKETS, LP	P	VARIOUS	VARIOUS
g	EXPIRATION OF S&T BANCORP OPTIONS	P	VARIOUS	VARIOUS
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a	1,285,031.		929,215.	355,816.
b	112,941.		77,290.	35,651.
c	5,780,921.		5,122,920.	658,001.
d				57,693.
e				51,545.
f				26,925.
g			262,250.	<262,250.>
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col. (i) over col. (j), if any	**(l)** Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				355,816.
b				35,651.
c				658,001.
d				57,693.
e				51,545.
f				26,925.
g				<262,250.>
h				
i				
j				
k				
l				
m				
n				
o				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	923,381.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BERSTEIN - INTEREST	79.	79.	
TOTAL TO PART I, LINE 3	79.	79.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST THRU INVESTMENTS	689,567.	0.	689,567.	689,567.	
DIVIDENDS AND INTEREST THRU K-1'S	11,424.	0.	11,424.	988.	
TO PART I, LINE 4	700,991.	0.	700,991.	690,555.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME THRU PARTNERSHIP INTERESTS	361,544.	361,544.	
TOTAL TO FORM 990-PF, PART I, LINE 11	361,544.	361,544.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	92,365.	92,365.		0.
ADMINISTRATIVE FEES	93,996.	0.		93,996.
REAL ESTATE APPRAISAL FEES	13,000.	13,000.		0.
WEBSITE DEVELOPMENT	4,165.	0.		4,165.
TO FORM 990-PF, PG 1, LN 16C	203,526.	105,365.		98,161.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	55,000.	0.		0.
FOREIGN WITHHOLDING TAX	533.	533.		0.
TO FORM 990-PF, PG 1, LN 18	55,533.	533.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICE FEE	1,191.	0.		1,191.
BANK CHARGE	10.	10.		0.
OTHER DEDUCTIONS THRU PARTNERSHIP INTERESTS	320,094.	320,094.		0.
DUES AND SUBSCRIPTIONS	1,725.	0.		1,725.
POSTAGE	6.	0.		6.
TO FORM 990-PF, PG 1, LN 23	323,026.	320,104.		2,922.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT B-2 PAGE 3 OF 6	4,342,590.	6,239,905.
6435.73 SHARES OF S&T BANCORP INC.	170,618.	162,888.
CORPORATE STOCK - SEE ATTACHMENT B-1	3,058,567.	3,957,394.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,571,775.	10,360,187.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT B-2 PAGE 5 OF 6	5,148,223.	5,428,013.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,148,223.	5,428,013.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT B-2 PAGE 6 OF 6	COST	631,440.	673,310.
GOLDEN MILE PROPERTIES	COST	967,517.	1,218,000.
SAB CAPITAL MARKETS LP	COST	669,260.	677,062.
MUTUAL FUNDS - SEE ATTACHMENT B-1	COST	9,930,647.	10,453,532.
FIRST FORK PROPERTIES, LP	COST	0.	369,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,198,864.	13,390,904.

Myles D. And J. Faye Sampson Family Foundation
S&T Trust Realized Gain/Loss Schedule
01/01/2013 - 12/31/2013

Long-term Gain/Loss

Posting Date	Ticker/ Security	Description	Cash	Quantity	Cost	Fed Long-Term Gain/Loss
01/14/2013	07387B-AE-3	PRIN PMT FOR 12/01/12 BEAR STEARNS COMMERCIAL MTG SECUR 4 735 091142	$1,052 27	-1,052 270	$-1,057.51	$-5.24
01/15/2013	59022H-JH-6	PRIN PMT FOR 01/02/13 MERRILL LYNCH MORTGAGE TRUST 4 96% 071238	$923 89	-923 890	$-881 08	$42.81
02/11/2013	07387B-AE-3	PRIN PMT FOR 12/31/12 BEAR STEARNS COMMERCIAL MTG SECUR 4 735 091142	$147.18	-147 180	$-147 91	$-0 73
02/13/2013	59022H-JH-6	PRIN PMT FOR 01/02/13 MERRILL LYNCH MORTGAGE TRUST 4 96% 071238	$109 71	-109 710	$-104.63	$5.08
03/06/2013	MDP	SOLD 425 SHS 03/01/13 @ 41.2804 MEREDITH CORP	$17,522.92	-425.000	$-15,032.35	$2,490 57
03/07/2013	MDP	SOLD 162 SHS 03/04/13 @ 41.3589 MEREDITH CORP	$6,695.13	-162.000	$-5,518.22	$1,176 91
03/12/2013	07387B-AE-3	PRIN PMT FOR 01/31/13 BEAR STEARNS COMMERCIAL MTG SECUR 4.735 091142	$3,030.05	-3,030.040	$-3,045.12	$-15.07
03/12/2013	59022H-JH-6	PRIN PMT FOR 02/02/13 MERRILL LYNCH MORTGAGE TRUST 4 96% 071238	$4,953.83	-4,953.830	$-4,724.28	$229.55
03/19/2013	GADVX	SOLD 3087.649 SHS 03/18/13 @ 10 04 GABELLI ABC FUND ADV	$31,000 00	-3,087.649	$-31,277.88	$-277 88
03/19/2013	MMM	SOLD 140 SHS 03/14/13 @ 105 4002 3M CO	$14,748.70	-140.000	$-12,699.69	$2,049.01
03/28/2013	KEX	SOLD 613 SHS 03/25/13 @ 75.2652 KIRBY CORP	$46,105.88	-613.000	$-27,678.30	$18,427.58
04/10/2013	ABC	SOLD 580 SHS 04/05/13 @ 52 0268 AMERISOURCEBERGEN	$30,145.86	-580.000	$-20,568.60	$9,577 26
04/10/2013	MDP	SOLD 150 SHS 04/05/13 @ 38 2001 MEREDITH CORP	$5,720.70	-150.000	$-5,050.10	$670.60

Myles D. And J. Faye Sampson Family Foundation
S&T Trust Realized Gain/Loss Schedule
01/01/2013 - 12/31/2013

Posting Date	Ticker/ Security	Description	Cash	Quantity	Cost	Fed Long-Term Gain/Loss
04/10/2013	PII	SOLD 201 SHS 04/05/13 @ 87.8182 POLARIS INDS INC COM	$17,641 01	-201 000	$-7,965.07	$9,675.94
04/10/2013	SJM	SOLD 309 SHS 04/05/13 @ 97 9401 JM SMUCKER CO	$30,247 36	-309.000	$-17,661.18	$12,586.18
04/10/2013	UN	SOLD 236 SHS 04/05/13 @ 40.81 UNILEVER NV NY SHARE F NEW	$9,619.14	-236.000	$-7,702.43	$1,916.71
04/12/2013	07387B-AE-3	PRIN PMT FOR 03/01/13 BEAR STEARNS COMMERCIAL MTG SECUR 4 735 091142	$145.10	-145.100	$-145.82	$-0.72
04/12/2013	59022H-JH-6	PRIN PMT FOR 03/02/13 MERRILL LYNCH MORTGAGE TRUST 4 96% 071238	$89 48	-89.480	$-85.33	$4.15
04/15/2013	054303-AV-4	RECEIVED CALL PROCEEDS AVON PRODUCTS 5 625% 030114	$260,863 00	-250,000 000	$-249,659.95	$11,203 05
05/01/2013	LH	SOLD 531 SHS 04/26/13 @ 93 7943 LABORATORY CORP AMER HLDGS COM NEW	$49,777 11	-531.000	$-41,532.92	$8,244.19
05/02/2013	TGI	SOLD 1155 SHS 04/29/13 @ 79.2592 TRIUMPH GROUP INC	$91,484 58	-1,155.000	$-48,836.23	$42,648 35
05/08/2013	ABC	SOLD 95 SHS 05/03/13 @ 54 553 AMERISOURCEBERGEN	$5,177.67	-95.000	$-3,368 99	$1,808.68
05/13/2013	59022H-JH-6	PRIN PMT FOR 05/02/13 MERRILL LYNCH MORTGAGE TRUST 4 96% 071238	$117.68	-117.680	$-112 23	$5.45
05/14/2013	07387B-AE-3	PRIN PMT FOR 05/02/13 BEAR STEARNS COMMERCIAL MTG SECUR 4.735 091142	$191.74	-191.740	$-192.69	$-0.95
05/17/2013	BCR	SOLD 697 SHS 05/14/13 @ 106 7096 BARD C R. INC	$74,340.08	-697.000	$-63,353 76	$10,986.32
05/17/2013	DIS	SOLD 318 SHS 05/14/13 @ 67.3733 DISNEY WALT COMPANY HLDG CO	$21,408.33	-318.000	$-12,868 26	$8,540 07

Myles D. And J. Faye Sampson Family Foundation
S&T Trust Realized Gain/Loss Schedule
01/01/2013 - 12/31/2013

Posting Date	Ticker/ Security	Description	Cash	Quantity	Cost	Fed Long-Term Gain/Loss
05/22/2013	MDR	SOLD 3778 SHS 05/17/13 @ 8 8992 MCDERMOTT INTL INC	$33,431.52	-3,778 000	$-59,751 07	$-26,319.55
05/30/2013	DIS	SOLD 1445 SHS 05/24/13 @ 64 8097 DISNEY WALT COMPANY HLDG CO	$93,576 14	-1,445.000	$-50,687.81	$42,888.33
06/12/2013	07387B-AE-3	PRIN PMT FOR 06/02/13 BEAR STEARNS COMMERCIAL MTG SECUR 4 735 091142	$3,327.10	-3,327.100	$-3,343.66	$-16.56
06/12/2013	59022H-JH-6	PRIN PMT FOR 06/02/13 MERRILL LYNCH MORTGAGE TRUST 4.96% 071238	$107.66	-107.660	$-102 67	$4 99
07/12/2013	07387B-AE-3	PRIN PMT FOR 07/02/13 BEAR STEARNS COMMERCIAL MTG SECUR 4 735 091142	$239.48	-239.480	$-240.67	$-1.19
07/12/2013	59022H-JH-6	PRIN PMT FOR 07/02/13 MERRILL LYNCH MORTGAGE TRUST 4.96% 071238	$108.92	-108.920	$-103.87	$5.05
07/17/2013	MDP	SOLD 220 SHS 07/12/13 @ 48 2951 MEREDITH CORP	$10,613 74	-220.000	$-7,285.90	$3,327.84
07/18/2013	MDP	SOLD 239 SHS 07/15/13 @ 48.3137 MEREDITH CORP	$11,534.82	-239.000	$-7,882.07	$3,652.75
07/19/2013	MDP	SOLD 213 SHS 07/16/13 @ 47 7279 MEREDITH CORP	$10,155 22	-213 000	$-6,818 30	$3,336 92
07/22/2013	MDP	SOLD 90 SHS 07/17/13 @ 47 3986 MEREDITH CORP	$4,261.30	-90.000	$-2,877.15	$1,384.15
08/12/2013	59022H-JH-6	PRIN PMT FOR 08/02/13 MERRILL LYNCH MORTGAGE TRUST 4.96% 071238	$69 84	-69.840	$-66.60	$3.24
08/13/2013	07387B-AE-3	PRIN PMT FOR 08/02/13 BEAR STEARNS COMMERCIAL MTG SECUR 4.735 091142	$138.43	-138.430	$-139 12	$-0.69

Myles D. And J. Faye Sampson Family Foundation
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01/01/2013 - 12/31/2013

Posting Date	Ticker/ Security	Description	Cash	Quantity	Cost	Fed Long-Term Gain/Loss
08/15/2013	550799-NJ-5	RECEIVED CALL PROCEEDS LYCOMING CNTY PA 5 375 08151 8	$65,000.00	-65,000 000	$-66,727.09	$-1,727.09
08/30/2013	SKX	SOLD 873 SHS 08/27/13 @ 30.2003 SKECHERS USA INC - CL A	$26,320 75	-873.000	$-12,547.02	$13,773 73
09/12/2013	07387B-AE-3	PRIN PMT FOR 09/02/13 BEAR STEARNS COMMERCIAL MTG SECUR 4 735 091142	$130.78	-130 780	$-131.43	$-0.65
09/13/2013	59022H-JH-6	PRIN PMT FOR 09/02/13 MERRILL LYNCH MORTGAGE TRUST 4.96% 071238	$100.00	-100.000	$-95.37	$4.63
09/20/2013	GME	SOLD 757 SHS 09/17/13 @ 52.4896 GAMESTOP CORP	$39,696.09	-757.000	$-13,988.91	$25,707.18
10/09/2013	SKX	SOLD 1054 SHS 10/04/13 @ 29 1749 SKECHERS USA INC - CL A	$30,697.11	-1,054 000	$-15,047 96	$15,649.15
10/09/2013	WLL	SOLD 328 SHS 10/04/13 @ 25.0185 WHITING PETE CORP NEW COMMON	$21,162.72	-328.000	$-16,333.46	$4,829 26
10/10/2013	SKX	SOLD 1251 SHS 10/07/13 @ 28.8488 SKECHERS USA INC - CL A	$36,026 55	-1,251.000	$-17,296.82	$18,729 73
10/11/2013	SKX	SOLD 1087 SHS 10/08/13 @ 27.434 SKECHERS USA INC - CL A	$29,765 89	-1,087.000	$-15,029.30	$14,736.59
10/15/2013	07387B-AE-3	PRIN PMT FOR 09/02/13 BEAR STEARNS COMMERCIAL MTG SECUR 4 735 091142	$127.90	-127.900	$-128.54	$-0.64
10/15/2013	59022H-JH-6	PRIN PMT FOR 10/02/13 MERRILL LYNCH MORTGAGE TRUST 4 96% 071238	$133.24	-133.240	$-127.07	$6.17
10/25/2013	PRGO	SOLD 275 SHS 10/22/13 @ 131.1159 PERRIGO INC	$36,042.50	-275.000	$-16,351.25	$19,691.25
11/06/2013	PRGO	SOLD 499 SHS 11/01/13 @ 139 5397 PERRIGO INC	$69,604.15	-499 000	$-15,895.61	$53,708.54

Myles D. And J. Faye Sampson Family Foundation
S&T Trust Realized Gain/Loss Schedule
01/01/2013 - 12/31/2013

Posting Date	Ticker/ Security	Description	Cash	Quantity	Cost	Fed Long-Term Gain/Loss
11/12/2013	07387B-AE-3	PRIN PMT FOR 11/02/13 BEAR STEARNS COMMERCIAL MTG SECUR 4 735 091142	$170 28	-170 280	$-171.13	$-0.85
11/12/2013	59022H-JH-6	PRIN PMT FOR 10/02/13 MERRILL LYNCH MORTGAGE TRUST 4 96% 071238	$633.51	-633 510	$-604 15	$29.36
12/11/2013	07387B-AE-3	PRIN PMT FOR 11/02/13 BEAR STEARNS COMMERCIAL MTG SECUR 4.735 091142	$8,424.58	-8,424.580	$-8,466.52	$-41.94
12/12/2013	59022H-JH-6	PRIN PMT FOR 12/02/13 MERRILL LYNCH MORTGAGE TRUST 4.96% 071238	$135.99	-135.990	$-129 69	$6.30
12/16/2013	GADVX	LONG TERM CAPITAL GAINS DIST AT $ .082 PER SHARE GABELLI ABC FUND ADV	$1,370 76	0 000	$0.00	$1,370 76
12/26/2013	CF	SOLD 126 SHS 12/20/13 @ 227.5588 CF INDUSTRIES HOLDINGS INC	$28,665.61	-126.000	$-9,574.36	$19,091.25
		Total Long-term Gain/Loss:	**$1,285,030.98**		**$-929,215.10**	**$355,815.88**

Short-term Gain/Loss

Posting Date	Ticker/ Security	Description	Cash	Quantity	Cost	Fed Short-Term Gain/Loss
04/10/2013	GME	SOLD 2567 SHS 04/05/13 @ 29.8133 GAMESTOP CORP	$76,400.68	-2,567.000	$-50,284.19	$26,116 49
04/17/2013	GSK	SOLD 200 SHS 04/12/13 @ 48.2837 GLAXOSMITHKLINE PLC SPONSORED ADR	$9,646 52	-200.000	$-9,357 62	$288.90
07/25/2013	MYGN	SOLD 504 SHS 07/22/13 @ 31.5765 MYRIAD GENETICS INC	$15,889 08	-504 000	$-14,136 22	$1,752.86
08/08/2013	GME	SOLD 187 SHS 08/05/13 @ 50 314 GAMESTOP CORP	$9,399 20	-187 000	$-3,512.14	$5,887 06
12/16/2013	GADVX	SHORT TERM CAPITAL GAINS DIST AT $ 096 PER SHARE GABELLI ABC FUND ADV	$1,605.59	0 000	$0.00	$1,605.59
		Total Short-term Gain/Loss:	**$112,941.07**		**$-77,290.17**	**$35,650.90**
		Total Short-term and Long-term:	**$1,397,972.05**		**-$1,006,505.27**	**$391,466.78**

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Capital Gains and Losses: Details

Account: MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2013 - 12/31/2013

Capital Gains and Losses

	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
[redacted]	75 00	CLOROX COMPANY	Short-Term	11/02/12	12/31/12	$ 72.53	$ 73 27	$ 5,439 56	$ 5,495 02	$ (55.46)
[redacted]	100 00	CLOROX COMPANY	Short-Term	08/27/12	12/31/12	$ 72 53	$ 72 47	$ 7,252 74	$ 7,246 69	$ 6 05
[redacted]	250 00	CLOROX COMPANY	Short-Term	08/07/12	12/31/12	$ 72 53	$ 70 91	$ 18,131 85	$ 17,727 15	$ 404.70
[redacted]	500 00	AMEREN CORPORATION	Short-Term	08/09/12	12/27/12	$ 30 57	$ 34 37	$ 15,285 45	$ 17,186 90	$ (1,901.45)
	165 00	UNITEDHEALTH GROUP INC	Long-Term	08/08/11	01/07/13	$ 52 03	$ 42 64	$ 8,584 19	$ 7,035 75	$ 1,548 44
	75 00	LIBERTY MEDIA CORP - LIBER A	Short-Term	10/25/12	01/09/13	$ 121 26	$ 111 41	$ 9,094 52	$ 8,355 60	$ 738 92
	45 00	SHERWIN-WILLIAMS CO/THE	Short-Term	06/01/12	01/09/13	$ 162.23	$ 125 04	$ 7,300 32	$ 5,626.98	$ 1,673 34
	100 00	INTL BUSINESS MACHINES CORP	Short-Term	05/31/12	01/09/13	$ 191.94	$ 194 30	$ 19,194.19	$ 19,430 00	$ (235 81)
	200 00	ALTRIA GROUP INC	Long-Term	03/24/11	01/09/13	$ 31.93	$ 25 82	$ 6,386.80	$ 5,164 02	$ 1,222 78
	200 00	ALTRIA GROUP INC	Long-Term	09/27/10	01/09/13	$ 31 93	$ 24 05	$ 6,386 80	$ 4,810.26	$ 1,576 54
	75 00	PARTNERRE LTD	Short-Term	11/19/12	01/10/13	$ 83 14	$ 79 75	$ 6,235 16	$ 5,981 42	$ 253 74
	100 00	UNITED TECHNOLOGIES CORP	Short-Term	09/07/12	01/10/13	$ 84 70	$ 79 38	$ 8,469 62	$ 7,937 62	$ 532 00
	150 00	UNITED TECHNOLOGIES CORP	Short-Term	08/22/12	01/10/13	$ 84.70	$ 79 45	$ 12,704 43	$ 11,918 22	$ 786 21
	200 00	BP PLC-SPONS ADR	Long-Term	08/11/11	01/10/13	$ 44 97	$ 39 65	$ 8,993 98	$ 7,930.42	$ 1,063.56
	300 00	PFIZER INC	Long-Term	03/16/09	01/10/13	$ 26 72	$ 14 64	$ 8,015 46	$ 4,393 23	$ 3,622 23
	125 00	STARZ-LIBERTY CAPITAL	Short-Term	10/25/12	01/16/13	$ 15 73	$ 12 75	$ 1,965.84	$ 1,594 36	$ 371.48
	302 87	AB DISCOVERY VALUE FUND CL ADV	Short-Term	06/18/12	01/22/13	$ 18 49	$ 16 02	$ 5,600 00	$ 4,851 91	$ 748.09
	200 00	DELTA AIR LINES INC	Long-Term	07/15/11	01/23/13	$ 13 88	$ 8 49	$ 2,776 16	$ 1,697 28	$ 1,078 88
	350 00	DELTA AIR LINES INC	Long-Term	02/23/11	01/23/13	$ 13 88	$ 10 47	$ 4,858 28	$ 3,665.62	$ 1,192 66
	75 00	NATIONAL - OILWELL INC	Short-Term	02/14/12	01/24/13	$ 73 57	$ 83 52	$ 5,517 71	$ 6,264 09	$ (746 38)
	25 00	CITRIX SYSTEMS INC	Long-Term	05/20/11	01/24/13	$ 69 33	$ 84 61	$ 1,733 23	$ 2,115 16	$ (381 93)
	50 00	CITRIX SYSTEMS INC	Long-Term	03/10/11	01/24/13	$ 69 33	$ 69 94	$ 3,466 47	$ 3,497.11	$ (30 64)
	25 00	CITRIX SYSTEMS INC	Long-Term	03/10/11	01/24/13	$ 69 33	$ 69 94	$ 1,733 24	$ 1,748 56	$ (15.32)
	50 00	CITRIX SYSTEMS INC	Long-Term	01/06/11	01/24/13	$ 69 33	$ 68 86	$ 3,466 47	$ 3,443 14	$ 23 33
	100 00	TIBCO SOFTWARE INC	Short-Term	04/05/12	01/31/13	$ 23 52	$ 32 42	$ 2,352 29	$ 3,241 74	$ (889 45)
	250 00	TIBCO SOFTWARE INC	Short-Term	03/16/12	01/31/13	$ 23 52	$ 30 51	$ 5,880 73	$ 7,626 48	$ (1,745 75)
	600 00	NV ENERGY INC	Short-Term	07/25/12	02/01/13	$ 18 97	$ 17 79	$ 11,382 00	$ 10,674 84	$ 707 16

Capital Gains and Losses: Details

Account: MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
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Capital Gains and Losses

	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
	100 00	MCKESSON CORP	Short-Term	05/31/12	02/01/13	$ 103 90	$ 87 59	$ 10,389 67	$ 8,759 00	$ 1,630 67
	50 00	MCKESSON CORP	Short-Term	05/08/12	02/01/13	$ 103 90	$ 89 30	$ 5,194.84	$ 4,464 95	$ 729 89
	125 00	COACH INC	Short-Term	04/30/12	02/01/13	$ 50 13	$ 73 14	$ 6,265 89	$ 9,142 93	$ (2,877 04)
	450 00	NV ENERGY INC	Long-Term	12/27/11	02/01/13	$ 18 97	$ 16 29	$ 8,536 50	$ 7,332.12	$ 1,204 38
	350 00	NV ENERGY INC	Long-Term	08/18/11	02/01/13	$ 18 97	$ 14 17	$ 6,639 50	$ 4,960 48	$ 1,679 02
	300 00	BB&T CORP	Short-Term	09/19/12	02/05/13	$ 30 93	$ 33 64	$ 9,278.19	$ 10,092 42	$ (814 23)
	450 00	BB&T CORP	Short-Term	09/13/12	02/05/13	$ 30 93	$ 33 26	$ 13,917 29	$ 14,967 36	$ (1,050 07)
	75 00	PROCTER & GAMBLE CO	Short-Term	11/02/12	02/06/13	$ 75 45	$ 69 47	$ 5,659 07	$ 5,210.15	$ 448 92
	75 00	EXXON MOBIL CORP	Short-Term	06/08/12	02/06/13	$ 89 67	$ 80 16	$ 6,724 90	$ 6,011 69	$ 713 21
	150 00	PROCTER & GAMBLE CO	Short-Term	05/21/12	02/06/13	$ 75 45	$ 63 24	$ 11,318 15	$ 9,486 00	$ 1,832 15
	250 00	AT&T INC	Long-Term	12/01/11	02/06/13	$ 35 37	$ 28 71	$ 8,841 63	$ 7,176 85	$ 1,664 78
	190 00	UNITEDHEALTH GROUP INC	Long-Term	08/11/11	02/07/13	$ 57 00	$ 42 81	$ 10,830 57	$ 8,134 34	$ 2,696.23
	10 00	UNITEDHEALTH GROUP INC	Long-Term	08/08/11	02/07/13	$ 57 00	$ 42 64	$ 570 03	$ 426 41	$ 143 62
	125 00	HARRIS CORP	Short-Term	10/01/12	02/11/13	$ 46 55	$ 50 84	$ 5,819 30	$ 6,355.40	$ (536 10)
	200 00	MARSH & MCLENNAN COS INC	Short-Term	01/08/13	02/12/13	$ 35 53	$ 35 00	$ 7,106 10	$ 6,999 32	$ 106 78
	350 00	MARSH & MCLENNAN COS INC	Short-Term	12/27/12	02/12/13	$ 35 53	$ 34 38	$ 12,435 68	$ 12,034 05	$ 401 63
	125 00	ASTRAZENECA PLC-SPONS ADR	Long-Term	11/23/11	02/12/13	$ 47 23	$ 43.07	$ 5,904 26	$ 5,384 26	$ 520 00
	100 00	ASTRAZENECA PLC-SPONS ADR	Long-Term	06/22/11	02/12/13	$ 47 23	$ 49 46	$ 4,723 41	$ 4,945 88	$ (222 47)
	100 00	ASTRAZENECA PLC-SPONS ADR	Long-Term	02/14/11	02/12/13	$ 47 23	$ 48 41	$ 4,723 41	$ 4,840 52	$ (117 11)
	100 00	ASTRAZENECA PLC-SPONS ADR	Long-Term	02/14/11	02/12/13	$ 47 23	$ 48 41	$ 4,723 41	$ 4,840 52	$ (117.11)
	300 00	ASTRAZENECA PLC-SPONS ADR	Long-Term	11/30/10	02/12/13	$ 47 23	$ 46 96	$ 14,170 23	$ 14,089 32	$ 80 91
	350 00	ASTRAZENECA PLC-SPONS ADR	Long-Term	05/26/10	02/12/13	$ 47 23	$ 40 95	$ 16,531 93	$ 14,330 86	$ 2,201 07
	50 00	ASTRAZENECA PLC-SPONS ADR	Long-Term	05/13/10	02/12/13	$ 47.23	$ 43 12	$ 2,361 71	$ 2,155 82	$ 205 89
	200 00	BP PLC-SPONS ADR	Long-Term	10/31/11	02/14/13	$ 42 22	$ 44 89	$ 8,443 92	$ 8,978 74	$ (534 82)

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Capital Gains and Losses: Details

Account: MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
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Capital Gains and Losses

	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
	200 00	BP PLC-SPONS ADR	Long-Term	10/11/11	02/14/13	$ 42 22	$ 38 15	$ 8,443 92	$ 7,629 16	$ 814 76
	200 00	BP PLC-SPONS ADR	Long-Term	10/07/11	02/14/13	$ 42 22	$ 37 07	$ 8,443 92	$ 7,414 04	$ 1,029 88
	200 00	BP PLC-SPONS ADR	Long-Term	09/22/11	02/14/13	$ 42 22	$ 35 46	$ 8,443 92	$ 7,092 98	$ 1,350 94
	150 00	BP PLC-SPONS ADR	Long-Term	09/16/11	02/14/13	$ 42.22	$ 39.55	$ 6,332 94	$ 5,932 29	$ 400 65
	250 00	BP PLC-SPONS ADR	Long-Term	09/14/11	02/14/13	$ 42 22	$ 38 22	$ 10,554.90	$ 9,554 83	$ 1,000 07
	40 00	GOLDMAN SACHS GROUP INC	Short-Term	01/09/13	02/15/13	$ 155 24	$ 133.64	$ 6,209 57	$ 5,345 48	$ 864 09
	75 00	ULTA SALON COSMETICS & FRAGRAN	Short-Term	12/10/12	02/19/13	$ 85 29	$ 100 10	$ 6,396 57	$ 7,507 16	$ (1,110 59)
	600 00	MGM RESORTS INTERNATIONAL	Long-Term	01/11/12	02/19/13	$ 12 80	$ 11 82	$ 7,682 76	$ 7,093 44	$ 589 32
	600 00	MGM RESORTS INTERNATIONAL	Long-Term	01/11/12	02/19/13	$ 12 80	$ 11 82	$ 7,682 76	$ 7,093 44	$ 589 32
	275 00	DIRECTV	Short-Term	11/08/12	02/27/13	$ 48 61	$ 49 60	$ 13,367 09	$ 13,640 08	$ (272 99)
	175 00	LORILLARD INC	Long-Term	08/12/11	03/05/13	$ 38 52	$ 33 78	$ 6,740 18	$ 5,911.94	$ 828 24
	20 00	CHIPOTLE MEXICAN GRILL-CL A	Short-Term	06/15/12	03/07/13	$ 326 46	$ 400 96	$ 6,529 26	$ 8,019 25	$ (1,489 99)
	125 00	COACH INC	Short-Term	05/23/12	03/07/13	$ 48 65	$ 67 77	$ 6,081 82	$ 8,470 94	$ (2,389 12)
	75 00	COACH INC	Short-Term	04/30/12	03/07/13	$ 48 65	$ 73 14	$ 3,649 10	$ 5,485 75	$ (1,836 65)
	50 00	F5 NETWORKS INC	Short-Term	05/24/12	03/14/13	$ 91 58	$ 109 62	$ 4,579 10	$ 5,480 81	$ (901 71)
	50 00	F5 NETWORKS INC	Short-Term	04/20/12	03/14/13	$ 91 58	$ 133 20	$ 4,579 10	$ 6,659 76	$ (2,080 66)
	400 00	MGM RESORTS INTERNATIONAL	Short-Term	04/12/12	03/14/13	$ 13 31	$ 13 97	$ 5,322 60	$ 5,586 28	$ (263 68)
	500 00	MGM RESORTS INTERNATIONAL	Long-Term	02/28/12	03/14/13	$ 13 31	$ 13 55	$ 6,653.25	$ 6,775 00	$ (121 75)
	400 00	MGM RESORTS INTERNATIONAL	Long-Term	01/11/12	03/14/13	$ 13 31	$ 11 82	$ 5,322 60	$ 4,728 96	$ 593 64
	150 00	HARRIS CORP	Short-Term	01/07/13	03/19/13	$ 44 49	$ 49 95	$ 6,673 95	$ 7,492.79	$ (818 84)
	175.00	HARRIS CORP	Short-Term	10/01/12	03/19/13	$ 44 49	$ 50 84	$ 7,786 28	$ 8,897 56	$ (1,111 28)
	150 00	MCKESSON CORP	Short-Term	05/31/12	03/19/13	$ 105 82	$ 87 59	$ 15,872 54	$ 13,138.50	$ 2,734.04
	100 00	DIAMOND OFFSHORE DRILLING	Short-Term	11/07/12	03/21/13	$ 68 37	$ 67 98	$ 6,836 59	$ 6,797 53	$ 39 06
	75 00	BECTON DICKINSON & CO	Short-Term	07/30/12	03/21/13	$ 92 00	$ 76 04	$ 6,900 35	$ 5,702 96	$ 1,197 39
	125 00	AMGEN INC	Short-Term	05/17/12	03/21/13	$ 94 02	$ 71.38	$ 11,752 34	$ 8,922 50	$ 2,829 84
	200 00	CITIGROUP INC	Long-Term	05/20/11	03/21/13	$ 45 99	$ 41 22	$ 9,198 38	$ 8,243 78	$ 954.60

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Account: MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION

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Capital Gains and Losses

	Qty	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
	200 00	CITIGROUP INC	Long-Term	05/19/11	03/21/13	$ 45 99	$ 41 37	$ 9,198 38	$ 8,274 54	$ 923 84
	120 00	CITIGROUP INC	Long-Term	05/13/11	03/21/13	$ 45 99	$ 42 07	$ 5,519 03	$ 5,047.99	$ 471 04
	80 00	CITIGROUP INC	Long-Term	04/29/11	03/21/13	$ 45 99	$ 45 58	$ 3,679 35	$ 3,646 24	$ 33 11
	100 00	ULTA SALON COSMETICS & FRAGRAN	Short-Term	12/26/12	03/22/13	$ 77 59	$ 95 81	$ 7,758 74	$ 9,580 69	$ (1,821 95)
	25 00	ULTA SALON COSMETICS & FRAGRAN	Short-Term	12/10/12	03/22/13	$ 77 59	$ 100 10	$ 1,939.69	$ 2,502 39	$ (562 70)
	5 00	SHERWIN-WILLIAMS CO/THE	Short-Term	06/01/12	03/22/13	$ 168 54	$ 125 04	$ 842 72	$ 625 22	$ 217 50
	110 00	SHERWIN-WILLIAMS CO/THE	Short-Term	06/01/12	03/22/13	$ 168 54	$ 125 04	$ 18,539 92	$ 13,754 83	$ 4,785 09
	150 00	TIBCO SOFTWARE INC	Short-Term	05/24/12	03/22/13	$ 20 21	$ 29 58	$ 3,031 40	$ 4,437 00	$ (1,405 60)
	100 00	TIBCO SOFTWARE INC	Short-Term	04/05/12	03/22/13	$ 20 21	$ 32 42	$ 2,020 93	$ 3,241 74	$ (1,220 81)
	150 00	LORILLARD INC	Long-Term	02/02/12	03/22/13	$ 40.21	$ 36 27	$ 6,031 71	$ 5,440 02	$ 591 69
	375 00	LORILLARD INC	Long-Term	10/11/11	03/22/13	$ 40 21	$ 39 27	$ 15,079 27	$ 14,727 39	$ 351 88
	125 00	LORILLARD INC	Long-Term	08/12/11	03/22/13	$ 40 21	$ 33 78	$ 5,026 43	$ 4,222 81	$ 803 62
	25 00	NOBLE ENERGY INC	Long-Term	02/15/11	04/04/13	$ 113 31	$ 87 37	$ 2,832 83	$ 2,184 26	$ 648 57
	50 00	NOBLE ENERGY INC	Long-Term	09/16/10	04/04/13	$ 113.31	$ 76 37	$ 5,665 65	$ 3,818 72	$ 1,846.93
	100 00	MICRON TECHNOLOGY INC	Long-Term	11/01/11	04/05/13	$ 9 35	$ 5 37	$ 935 00	$ 536 96	$ 398 04
	900 00	MICRON TECHNOLOGY INC	Long-Term	10/13/11	04/05/13	$ 9 35	$ 5 36	$ 8,415 00	$ 4,822 47	$ 3,592.53
	300 00	ASTRAZENECA PLC-SPONS ADR	Short-Term	08/29/12	04/08/13	$ 50 41	$ 47 02	$ 15,121 77	$ 14,104 89	$ 1,016 88
	75 00	ASTRAZENECA PLC-SPONS ADR	Long-Term	11/23/11	04/08/13	$ 50 41	$ 43 07	$ 3,780 44	$ 3,230 56	$ 549 88
	100 00	IDEXX LABS CORP	Short-Term	07/23/12	04/11/13	$ 91 03	$ 87 57	$ 9,102 94	$ 8,756 56	$ 346 38
	150 00	EXXON MOBIL CORP	Short-Term	06/08/12	04/11/13	$ 88 69	$ 80 16	$ 13,302 89	$ 12,023 37	$ 1,279 52
	35 00	LINKEDIN CORP - A	Short-Term	11/07/12	04/19/13	$ 175 93	$ 101 24	$ 6,157 51	$ 3,543.24	$ 2,614 27
	250 00	TIBCO SOFTWARE INC	Short-Term	08/22/12	04/19/13	$ 18 58	$ 28 83	$ 4,646 00	$ 7,207 83	$ (2,561 83)
	100 00	TIBCO SOFTWARE INC	Short-Term	05/24/12	04/19/13	$ 18 58	$ 29 58	$ 1,858 40	$ 2,958.00	$ (1,099 60)
	75 00	IDEXX LABS CORP	Short-Term	07/23/12	04/23/13	$ 86 90	$ 87 57	$ 6,517 78	$ 6,567 42	$ (49 64)
	200 00	INTUIT INC	Short-Term	02/06/13	04/25/13	$ 57 00	$ 62 73	$ 11,399 32	$ 12,546 28	$ (1,146 96)
	125 00	INTUIT INC	Short-Term	05/09/12	04/25/13	$ 57.00	$ 56 23	$ 7,124 57	$ 7,028 26	$ 96 31
	200 00	INTUIT INC	Long-Term	08/22/11	04/25/13	$ 57.00	$ 43 79	$ 11,399 32	$ 8,757 90	$ 2,641.42
	100 00	INTUIT INC	Long-Term	03/15/11	04/25/13	$ 57 00	$ 48 91	$ 5,699 66	$ 4,890 95	$ 808 71

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	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
	25 00	INTUIT INC	Long-Term	02/14/11	04/25/13	$ 57.00	$ 50 90	$ 1,424 92	$ 1,272 60	$ 152 32
	225 00	EATON CORP PLC	Short-Term	08/02/12	05/01/13	$ 59 55	$ 42 76	$ 13,399 38	$ 9,620 62	$ 3,778 76
	40 00	UNITEDHEALTH GROUP INC	Long-Term	04/12/12	05/01/13	$ 59 48	$ 58 38	$ 2,379 21	$ 2,335 13	$ 44 08
	110 00	UNITEDHEALTH GROUP INC	Long-Term	08/11/11	05/01/13	$ 59 48	$ 42 81	$ 6,542 81	$ 4,709 35	$ 1,833 46
	25 00	SCHLUMBERGER LTD	Long-Term	04/26/10	05/01/13	$ 73 67	$ 72.61	$ 1,841 76	$ 1,815 26	$ 26 50
	50 00	SCHLUMBERGER LTD	Long-Term	03/22/10	05/01/13	$ 73 67	$ 63 32	$ 3,683 53	$ 3,165 97	$ 517 56
	75 00	SCHLUMBERGER LTD	Long-Term	10/09/09	05/01/13	$ 73 67	$ 62 72	$ 5,525 30	$ 4,703 76	$ 821 54
	50 00	VISA INC - CLASS A SHRS	Short-Term	06/27/12	05/03/13	$ 180 23	$ 122.91	$ 9,011 42	$ 6,145 57	$ 2,865 85
	600 00	APPLIED MATERIALS INC	Long-Term	10/17/11	05/03/13	$ 14 91	$ 11 46	$ 8,945.70	$ 6,873 66	$ 2,072 04
	75 00	PFIZER INC	Long-Term	06/30/09	05/03/13	$ 28 97	$ 15 14	$ 2,172 74	$ 1,135.79	$ 1,036.95
	325 00	PFIZER INC	Long-Term	03/16/09	05/03/13	$ 28 97	$ 14 64	$ 9,415 22	$ 4,759 33	$ 4,655 89
	28 00	CST BRANDS INC	Short-Term	02/14/13	05/06/13	$ 29 61	$ 36 47	$ 829 12	$ 1,021.16	$ (192.04)
	77 00	CST BRANDS INC	Short-Term	01/23/13	05/06/13	$ 29 61	$ 29 49	$ 2,280.09	$ 2,270 92	$ 9 17
	400 00	KROGER CO	Long-Term	11/30/10	05/06/13	$ 34 57	$ 23 48	$ 13,829.12	$ 9,390 76	$ 4,438 36
	200 00	ALTRIA GROUP INC	Short-Term	05/21/12	05/07/13	$ 36 41	$ 31 79	$ 7,282 40	$ 6,358 00	$ 924 40
	600 00	ALTRIA GROUP INC	Long-Term	03/24/11	05/07/13	$ 36 41	$ 25 82	$ 21,847 20	$ 15,492 06	$ 6,355 14
	0 00	CST BRANDS INC	Cash in Lieu	01/01/01	05/10/13	$ -	$ -	$ 17 44	$ -	$ 17 44
	100 00	PHILIP MORRIS INTERNATIONAL	Short-Term	05/21/12	05/13/13	$ 94 13	$ 84 50	$ 9,413.07	$ 8,449.80	$ 963 27
	125 00	JPMORGAN CHASE & CO	Long-Term	03/22/12	05/13/13	$ 49.50	$ 44 76	$ 6,187 48	$ 5,595 28	$ 592 20
	250 00	US BANCORP	Short-Term	02/06/13	05/15/13	$ 34 23	$ 33 53	$ 8,557 40	$ 8,382 55	$ 174 85
	400 00	US BANCORP	Short-Term	08/20/12	05/15/13	$ 34 23	$ 33 08	$ 13,691 84	$ 13,230 92	$ 460 92
	450 00	US BANCORP	Short-Term	06/12/12	05/15/13	$ 34 23	$ 30 48	$ 15,403 32	$ 13,715 41	$ 1,687.91
	200 00	UNITEDHEALTH GROUP INC	Long-Term	04/12/12	05/15/13	$ 61.58	$ 58 38	$ 12,315 02	$ 11,675 64	$ 639.38
	50 00	GOLDMAN SACHS GROUP INC	Short-Term	01/09/13	05/17/13	$ 157 84	$ 133 64	$ 7,892 07	$ 6,681 86	$ 1,210 21
	150 00	JM SMUCKER CO/THE	Short-Term	12/21/12	05/17/13	$ 102.29	$ 86 33	$ 15,343 86	$ 12,949 71	$ 2,394 15
	325 00	MEDTRONIC INC	Short-Term	09/26/12	05/17/13	$ 49 55	$ 43 45	$ 16,102 87	$ 14,121 06	$ 1,981 81
	150 00	MICROSOFT CORP	Short-Term	09/14/12	05/17/13	$ 34 35	$ 31 10	$ 5,152 30	$ 4,664 93	$ 487 37
	50 00	MICROSOFT CORP	Short-Term	08/16/12	05/17/13	$ 34 35	$ 30 45	$ 1,717 44	$ 1,522 67	$ 194 77
	175 00	MERCK & CO INC	Short-Term	08/06/12	05/17/13	$ 45 53	$ 44 55	$ 7,967 24	$ 7,795 45	$ 171 79

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	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
	25 00	PRECISION CASTPARTS CORP	Long-Term	08/04/11	05/17/13	$ 212 02	$ 151.85	$ 5,300 37	$ 3,796.22	$ 1,504.15
	25 00	PRECISION CASTPARTS CORP	Long-Term	06/13/11	05/17/13	$ 212 02	$ 147 95	$ 5,300 38	$ 3,698 85	$ 1,601 53
	150 00	CIT GROUP INC	Long-Term	12/12/11	05/20/13	$ 45 12	$ 33 58	$ 6,767 94	$ 5,037 71	$ 1,730 23
	100 00	WELLPOINT INC	Long-Term	03/07/11	05/21/13	$ 77 67	$ 67 84	$ 7,766 67	$ 6,784.01	$ 982.66
	75 00	EVEREST RE GROUP LTD	Short-Term	12/24/12	05/23/13	$ 127 59	$ 108 74	$ 9,569 45	$ 8,155 87	$ 1,413 58
	1,600 00	MICRON TECHNOLOGY INC	Long-Term	11/01/11	05/23/13	$ 11 33	$ 5 37	$ 18,135 36	$ 8,591 36	$ 9,544 00
	25 00	TIME WARNER CABLE	Long-Term	08/25/11	05/30/13	$ 97 21	$ 62 62	$ 2,430 22	$ 1,565 57	$ 864 65
	50 00	TIME WARNER CABLE	Long-Term	03/21/11	05/30/13	$ 97 21	$ 69 11	$ 4,860 43	$ 3,455 46	$ 1,404 97
	25 00	NATIONAL - OILWELL INC	Long-Term	03/21/12	06/04/13	$ 69 80	$ 80 42	$ 1,744 94	$ 2,010 51	$ (265 57)
	75 00	NATIONAL - OILWELL INC	Long-Term	02/16/12	06/04/13	$ 69 80	$ 83 85	$ 5,234 84	$ 6,289 03	$ (1,054 19)
	25 00	NATIONAL - OILWELL INC	Long-Term	02/14/12	06/04/13	$ 69 80	$ 83 52	$ 1,744 95	$ 2,088 03	$ (343 08)
	75 00	PHILIP MORRIS INTERNATIONAL	Long-Term	05/21/12	06/05/13	$ 90.72	$ 84 50	$ 6,804 32	$ 6,337 35	$ 466 97
	100 00	ALTRIA GROUP INC	Short-Term	07/26/12	06/06/13	$ 35 65	$ 35 70	$ 3,564 78	$ 3,569 77	$ (4 99)
	200 00	ALTRIA GROUP INC	Long-Term	05/21/12	06/06/13	$ 35 65	$ 31 79	$ 7,129 56	$ 6,358 00	$ 771 56
	100 00	STARBUCKS CORP	Long-Term	11/01/10	06/06/13	$ 62 76	$ 28 72	$ 6,276 08	$ 2,871 82	$ 3,404 26
	500 00	KROGER CO	Long-Term	11/30/10	06/07/13	$ 34 05	$ 23 48	$ 17,024.00	$ 11,738 45	$ 5,285 55
	125 00	IDEXX LABS CORP	Short-Term	08/01/12	06/10/13	$ 84 20	$ 88.01	$ 10,525 36	$ 11,001 50	$ (476.14)
	75 00	F5 NETWORKS INC	Short-Term	01/31/13	06/11/13	$ 76 19	$ 104 94	$ 5,714 34	$ 7,870.44	$ (2,156 10)
	75 00	F5 NETWORKS INC	Short-Term	01/30/13	06/11/13	$ 76 19	$ 105 26	$ 5,714 34	$ 7,894 71	$ (2,180 37)
	75 00	F5 NETWORKS INC	Long-Term	05/24/12	06/11/13	$ 76 19	$ 109 62	$ 5,714 34	$ 8,221 22	$ (2,506 88)
	800 00	SAFEWAY INC	Short-Term	03/27/13	06/13/13	$ 25 11	$ 26 25	$ 20,090 56	$ 20,998 00	$ (907.44)
	23 00	APPLE INC	Long-Term	05/11/10	06/17/13	$ 433.70	$ 252 13	$ 9,975.09	$ 5,798 99	$ 4,176 10
	2 00	APPLE INC	Long-Term	10/15/09	06/17/13	$ 433.70	$ 190 02	$ 867.40	$ 380 03	$ 487 37
	150 00	CAMPBELL SOUP CO	Short-Term	03/22/13	06/19/13	$ 45 61	$ 43 25	$ 6,841 49	$ 6,487 02	$ 354 47
	228 96	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	Short-Term	03/18/13	06/19/13	$ 9 95	$ 10 33	$ 2,278 14	$ 2,365 15	$ (87 01)
	75 00	STERICYCLE INC	Short-Term	03/18/13	06/19/13	$ 109 29	$ 101 25	$ 8,196 98	$ 7,593 44	$ 603 54
	100 00	MONSANTO CO	Short-Term	02/22/13	06/19/13	$ 106 03	$ 98 94	$ 10,603 10	$ 9,894 23	$ 708.87

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	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
	1,227 99	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	Short-Term	12/24/12	06/19/13	$ 9 95	$ 9 58	$ 12,218 47	$ 11,764 12	$ 454 35
	50 00	EVEREST RE GROUP LTD	Short-Term	12/24/12	06/19/13	$ 129 40	$ 108 74	$ 6,469 98	$ 5,437 24	$ 1,032 74
	500 00	BANK OF AMERICA CORP	Short-Term	12/12/12	06/19/13	$ 13 31	$ 10.62	$ 6,655 25	$ 5,307.60	$ 1,347 65
	400 00	FORD MOTOR CO	Short-Term	10/25/12	06/19/13	$ 15 46	$ 10 38	$ 6,184.64	$ 4,150 76	$ 2,033.88
	150 69	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	Short-Term	09/18/12	06/19/13	$ 9 95	$ 9 66	$ 1,499 31	$ 1,455 62	$ 43 69
	50 00	INTERCONTINENTALEXCHANGE INC	Short-Term	08/30/12	06/19/13	$ 180 27	$ 135 52	$ 9,013 52	$ 6,775 76	$ 2,237 76
	105 00	EBAY INC	Short-Term	08/27/12	06/19/13	$ 52 67	$ 46 99	$ 5,530.20	$ 4,933 84	$ 596.36
	75 00	BECTON DICKINSON & CO	Short-Term	07/30/12	06/19/13	$ 99 59	$ 76 04	$ 7,468 90	$ 5,702 96	$ 1,765 94
	100 00	TIME WARNER INC	Short-Term	07/25/12	06/19/13	$ 58 40	$ 38.37	$ 5,839 92	$ 3,837.00	$ 2,002 92
	225 69	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	Short-Term	06/20/12	06/19/13	$ 9 95	$ 8 69	$ 2,245.57	$ 1,961 20	$ 284 37
	668 97	AB DISCOVERY GROWTH FND CL ADV	Long-Term	06/18/12	06/19/13	$ 8 67	$ 7 00	$ 5,800 00	$ 4,682 81	$ 1,117 19
	452 56	AB DISCOVERY VALUE FUND CL ADV	Long-Term	06/18/12	06/19/13	$ 20 55	$ 16 02	$ 9,300.00	$ 7,249.93	$ 2,050 07
	150 00	EXXON MOBIL CORP	Long-Term	06/08/12	06/19/13	$ 91 87	$ 80 16	$ 13,780 38	$ 12,023 37	$ 1,757 01
	35 00	SHERWIN-WILLIAMS CO/THE	Long-Term	06/01/12	06/19/13	$ 183 44	$ 125 04	$ 6,420 43	$ 4,376 53	$ 2,043.90
	39,309 44	OVERLAY B PORTFOLIO CLASS 2	Long-Term	03/14/12	06/19/13	$ 11 02	$ 10.96	$ 433,190 00	$ 430,831 43	$ 2,358 57
	84 00	WELLS FARGO & COMPANY	Long-Term	02/13/12	06/19/13	$ 40 89	$ 30 66	$ 3,434 42	$ 2,575 83	$ 858 59
	300 00	CISCO SYSTEMS INC	Long-Term	02/08/12	06/19/13	$ 24 92	$ 20 17	$ 7,474 86	$ 6,051 51	$ 1,423.35
	889 63	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	Long-Term	12/27/11	06/19/13	$ 9 95	$ 7 91	$ 8,851 83	$ 7,036 98	$ 1,814 85
	300 00	GENERAL ELECTRIC CO	Long-Term	12/21/11	06/19/13	$ 24 26	$ 17 47	$ 7,276 71	$ 5,242 17	$ 2,034 54
	25 00	HARLEY DAVIDSON INC	Long-Term	11/14/11	06/19/13	$ 54.36	$ 39.53	$ 1,359 06	$ 988 29	$ 370 77
	216 00	WELLS FARGO & COMPANY	Long-Term	11/02/11	06/19/13	$ 40 89	$ 25 07	$ 8,831 35	$ 5,415 71	$ 3,415.64
	100 00	HARLEY DAVIDSON INC	Long-Term	11/01/11	06/19/13	$ 54 36	$ 38 19	$ 5,436 22	$ 3,819 24	$ 1,616 98

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	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
	10 00	PRECISION CASTPARTS CORP	Long-Term	10/28/11	06/19/13	$ 218 89	$ 164 08	$ 2,188 86	$ 1,640 75	$ 548 11
	40 00	PRECISION CASTPARTS CORP	Long-Term	08/04/11	06/19/13	$ 218 89	$ 151 85	$ 8,755 43	$ 6,073 95	$ 2,681 48
	300 00	DELTA AIR LINES INC	Long-Term	07/15/11	06/19/13	$ 18 95	$ 8 49	$ 5,684 58	$ 2,545 92	$ 3,138 66
	200 00	CITIGROUP INC	Long-Term	06/09/11	06/19/13	$ 49 83	$ 37 40	$ 9,966 02	$ 7,479.32	$ 2,486.70
	100 00	HEWLETT-PACKARD CO	Long-Term	05/20/11	06/19/13	$ 25 72	$ 36 29	$ 2,571 79	$ 3,628 52	$ (1,056.73)
	150 00	HEWLETT-PACKARD CO	Long-Term	03/09/11	06/19/13	$ 25 72	$ 42 00	$ 3,857 69	$ 6,299 45	$ (2,441 76)
	151 00	HEWLETT-PACKARD CO	Long-Term	03/08/11	06/19/13	$ 25 72	$ 42 56	$ 3,883 40	$ 6,427 06	$ (2,543 66)
	4,933 63	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	Long-Term	02/14/11	06/19/13	$ 9 95	$ 9 04	$ 49,089 60	$ 44,600 00	$ 4,489 60
	75 00	SCHLUMBERGER LTD	Long-Term	02/14/11	06/19/13	$ 74 18	$ 91 51	$ 5,563 57	$ 6,862 95	$ (1,299 38)
	1,107 05	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	01/25/11	06/19/13	$ 13 65	$ 13 77	$ 15,111 18	$ 15,244 03	$ (132 85)
	2,022 60	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	12/31/10	06/19/13	$ 13 65	$ 13 72	$ 27,608 42	$ 27,750 00	$ (141.58)
	2,232 08	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	Long-Term	12/27/10	06/19/13	$ 9 95	$ 8 69	$ 22,209 17	$ 19,396 75	$ 2,812 42
	3,683 99	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	12/07/10	06/19/13	$ 13 65	$ 13 73	$ 50,286 39	$ 50,581.11	$ (294 72)
	200 00	KROGER CO	Long-Term	11/30/10	06/19/13	$ 35 52	$ 23 48	$ 7,103 80	$ 4,695 38	$ 2,408 42
	200 00	HEALTH NET INC	Long-Term	11/04/10	06/19/13	$ 31 52	$ 28.71	$ 6,303 42	$ 5,741 44	$ 561 98
	50 00	JOHNSON & JOHNSON	Long-Term	08/24/10	06/19/13	$ 85 67	$ 58 13	$ 4,283.68	$ 2,906 71	$ 1,376 97
	100 00	JOHNSON & JOHNSON	Long-Term	06/28/10	06/19/13	$ 85 67	$ 59 45	$ 8,567 36	$ 5,945 02	$ 2,622.34
	15 00	APPLE INC	Long-Term	05/11/10	06/19/13	$ 426 77	$ 252 13	$ 6,401 51	$ 3,781 96	$ 2,619 55
	70 00	DANAHER CORP	Long-Term	05/06/10	06/19/13	$ 64 47	$ 40 77	$ 4,512 85	$ 2,854 09	$ 1,658.76
	25 00	SCHLUMBERGER LTD	Long-Term	04/26/10	06/19/13	$ 74 18	$ 72 61	$ 1,854 52	$ 1,815 25	$ 39 27
	1,719 56	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	04/23/10	06/19/13	$ 13 65	$ 13 55	$ 23,471.95	$ 23,300 00	$ 171 95
	2,000 75	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	04/06/10	06/19/13	$ 13 65	$ 13 42	$ 27,310 17	$ 26,850 00	$ 460 17
	1,483 97	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	01/14/10	06/19/13	$ 13 65	$ 13 41	$ 20,256 15	$ 19,900 00	$ 356 15

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	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
	2,025 51	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	01/07/10	06/19/13	$ 13 65	$ 13 33	$ 27,648 16	$ 27,000 00	$ 648 16
	2,667 88	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	Long-Term	12/28/09	06/19/13	$ 9 95	$ 7 82	$ 26,545 43	$ 20,862 84	$ 5,682 59
	3,451 13	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	12/16/09	06/19/13	$ 13 65	$ 13 30	$ 47,107 90	$ 45,900 00	$ 1,207 90
	10 00	GOOGLE INC-CL A	Long-Term	10/09/09	06/19/13	$ 906 69	$ 517 22	$ 9,066 88	$ 5,172.18	$ 3,894.70
	3,247 34	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	09/28/09	06/19/13	$ 13 65	$ 13 18	$ 44,326 24	$ 42,800 00	$ 1,526 24
	1,686 09	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	08/12/09	06/19/13	$ 13 65	$ 12 87	$ 23,015 16	$ 21,700 00	$ 1,315 16
	200 00	PFIZER INC	Long-Term	06/30/09	06/19/13	$ 29 30	$ 15 14	$ 5,860 50	$ 3,028 78	$ 2,831 72
	5,109 72	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	Long-Term	06/29/09	06/19/13	$ 9 95	$ 6 38	$ 50,841 69	$ 32,600 00	$ 18,241 69
	3,233 44	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	Long-Term	06/15/09	06/19/13	$ 9 95	$ 6 34	$ 32,172 71	$ 20,500 00	$ 11,672 71
	3,748 41	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	12/09/08	06/19/13	$ 13 65	$ 11 46	$ 51,165.73	$ 42,956.72	$ 8,209.01
	8,172 56	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	Long-Term	10/20/08	06/19/13	$ 9 95	$ 7 09	$ 81,316 92	$ 57,943 42	$ 23,373 50
	119,889 56	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	10/20/08	06/19/13	$ 13 65	$ 11 69	$ 1,636,492 55	$ 1,401,509.01	$ 234,983 54
	40,256 97	BERNSTEIN INTERNATIONAL PORTFOLIO	Long-Term	10/20/08	06/19/13	$ 14 71	$ 13 82	$ 592,180 00	$ 556,351 30	$ 35,828 70
	259 83	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	Short-Term	06/19/13	06/21/13	$ 9 56	$ 10 07	$ 2,483 98	$ 2,616 50	$ (132 52)
	250 00	FIDELITY NATIONAL FINANCIAL IN	Short-Term	09/25/12	07/01/13	$ 23 75	$ 21 24	$ 5,937 50	$ 5,308 80	$ 628 70
	150 00	FISERV INC	Short-Term	05/21/13	07/02/13	$ 87 26	$ 90 14	$ 13,088 34	$ 13,521 18	$ (432 84)
	150 00	FISERV INC	Short-Term	01/07/13	07/02/13	$ 87.26	$ 81.09	$ 13,088 34	$ 12,164 07	$ 924 27

Capital Gains and Losses: Details

Account: MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2013 - 12/31/2013

Capital Gains and Losses

	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
	150 00	FISERV INC	Short-Term	12/21/12	07/02/13	$ 87 26	$ 79 72	$ 13,088 34	$ 11,958 02	$ 1,130 32
	25 00	CITRIX SYSTEMS INC	Long-Term	08/24/11	07/02/13	$ 61 60	$ 53 95	$ 1,540 00	$ 1,348 73	$ 191 27
	75 00	CITRIX SYSTEMS INC	Long-Term	05/20/11	07/02/13	$ 61 60	$ 84 61	$ 4,620 00	$ 6,345.48	$ (1,725 48)
	100 00	ILLINOIS TOOL WORKS	Short-Term	03/20/13	07/15/13	$ 71 90	$ 63 13	$ 7,189 54	$ 6,312.63	$ 876 91
	300 00	APPLIED MATERIALS INC	Long-Term	11/02/11	07/15/13	$ 16 58	$ 11 99	$ 4,975 26	$ 3,597 42	$ 1,377.84
	100 00	APPLIED MATERIALS INC	Long-Term	10/17/11	07/15/13	$ 16 58	$ 11 46	$ 1,658 42	$ 1,145 61	$ 512 81
	75 00	EXXON MOBIL CORP	Short-Term	03/11/13	07/16/13	$ 93 07	$ 89 16	$ 6,980.11	$ 6,687 19	$ 292 92
	75 00	EXXON MOBIL CORP	Short-Term	08/17/12	07/16/13	$ 93 07	$ 88 43	$ 6,980 12	$ 6,632 47	$ 347 65
	300 00	GENERAL ELECTRIC CO	Short-Term	08/16/12	07/16/13	$ 23 48	$ 20.95	$ 7,044 63	$ 6,285 84	$ 758.79
	100 00	EXXON MOBIL CORP	Long-Term	06/08/12	07/16/13	$ 93 07	$ 80 16	$ 9,306 82	$ 8,015 58	$ 1,291 24
	300 00	GENERAL ELECTRIC CO	Long-Term	02/08/12	07/16/13	$ 23.48	$ 19 20	$ 7,044 63	$ 5,760 33	$ 1,284 30
	400 00	GENERAL ELECTRIC CO	Long-Term	01/09/12	07/16/13	$ 23 48	$ 18 75	$ 9,392 84	$ 7,499.80	$ 1,893 04
	100 00	GENERAL ELECTRIC CO	Long-Term	12/21/11	07/16/13	$ 23 48	$ 17 47	$ 2,348 21	$ 1,747 39	$ 600 82
	20 00	AMAZON COM INC	Short-Term	11/13/12	07/19/13	$ 303 95	$ 224 88	$ 6,079.04	$ 4,497 66	$ 1,581 38
	100 00	VERTEX PHARMACEUTICALS INC	Short-Term	11/05/12	07/19/13	$ 88.46	$ 46.04	$ 8,845 64	$ 4,603 50	$ 4,242 14
	25 00	CITRIX SYSTEMS INC	Long-Term	12/07/11	07/19/13	$ 64 99	$ 72 45	$ 1,624 84	$ 1,811 27	$ (186 43)
	100 00	TIME WARNER CABLE	Long-Term	11/22/11	07/19/13	$ 116 68	$ 59 28	$ 11,668 36	$ 5,927 92	$ 5,740 44
	50 00	TIME WARNER CABLE	Long-Term	08/25/11	07/19/13	$ 116 68	$ 62 62	$ 5,834 18	$ 3,131 14	$ 2,703 04
	75 00	CITRIX SYSTEMS INC	Long-Term	08/24/11	07/19/13	$ 64.99	$ 53 95	$ 4,874 52	$ 4,046 19	$ 828 33
	200 00	HARLEY DAVIDSON INC	Long-Term	07/13/12	07/25/13	$ 56 25	$ 44 01	$ 11,249 00	$ 8,801 74	$ 2,447.26
	100 00	HARLEY DAVIDSON INC	Long-Term	11/14/11	07/25/13	$ 56 25	$ 39 53	$ 5,624 50	$ 3,953 16	$ 1,671 34
	75 00	NATIONAL - OILWELL INC	Long-Term	04/26/12	07/26/13	$ 71 43	$ 76 53	$ 5,357 13	$ 5,739 99	$ (382 86)
	100 00	NATIONAL - OILWELL INC	Long-Term	03/28/12	07/26/13	$ 71 43	$ 77 65	$ 7,142.84	$ 7,764.93	$ (622 09)
	50 00	NATIONAL - OILWELL INC	Long-Term	03/21/12	07/26/13	$ 71 43	$ 80 42	$ 3,571 42	$ 4,021 03	$ (449 61)
	75 00	ALLERGAN INC	Short-Term	05/01/13	08/05/13	$ 92 33	$ 99 54	$ 6,924 74	$ 7,465 59	$ (540 85)
	800 00	APPLIED MATERIALS INC	Long-Term	02/01/12	08/08/13	$ 15 70	$ 12 56	$ 12,557 12	$ 10,047 84	$ 2,509 28
	800 00	APPLIED MATERIALS INC	Long-Term	12/28/11	08/08/13	$ 15 70	$ 10 76	$ 12,557 12	$ 8,607 36	$ 3,949 76
	100 00	APPLIED MATERIALS INC	Long-Term	11/02/11	08/08/13	$ 15 70	$ 11 99	$ 1,569 64	$ 1,199 14	$ 370 50
	250 00	DIAMOND OFFSHORE DRILLING	Short-Term	11/13/12	08/12/13	$ 67 94	$ 64 05	$ 16,984 10	$ 16,013 40	$ 970.70
	200 00	DIAMOND OFFSHORE DRILLING	Short-Term	11/07/12	08/12/13	$ 67 94	$ 67 98	$ 13,587 28	$ 13,595 06	$ (7.78)
	125 00	TIME WARNER CABLE	Long-Term	11/22/11	08/15/13	$ 110 60	$ 59 28	$ 13,825 01	$ 7,409 90	$ 6,415 11

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Global Wealth Management

Capital Gains and Losses: Details

Account: MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2013 - 12/31/2013

Capital Gains and Losses

	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
	75 00	JPMORGAN CHASE & CO	Long-Term	03/26/12	08/16/13	$ 53.52	$ 45 89	$ 4,014 36	$ 3,442 10	$ 572 26
	50 00	JPMORGAN CHASE & CO	Long-Term	03/22/12	08/16/13	$ 53 52	$ 44.76	$ 2,676 24	$ 2,238 11	$ 438 13
	100 00	THE WALT DISNEY CO	Long-Term	08/10/11	08/21/13	$ 61 46	$ 31.19	$ 6,145 64	$ 3,119 45	$ 3,026 19
	75 00	CHEVRON CORP	Long-Term	06/08/12	08/23/13	$ 118 97	$ 100 20	$ 8,922 42	$ 7,514 81	$ 1,407 61
	75 00	BIOGEN IDEC INC	Long-Term	08/23/12	09/06/13	$ 226 96	$ 145 07	$ 17,022 31	$ 10,880.43	$ 6,141 88
	20 00	EOG RESOURCES INC	Long-Term	07/25/11	09/09/13	$ 162 90	$ 106 46	$ 3,258 09	$ 2,129 13	$ 1,128 96
	25 00	EOG RESOURCES INC	Long-Term	02/23/11	09/09/13	$ 162 90	$ 114 03	$ 4,072 62	$ 2,850 81	$ 1,221 81
	400 00	EXXON MOBIL CORP	Short-Term	03/11/13	09/12/13	$ 88 12	$ 89 16	$ 35,249 00	$ 35,665.00	$ (416 00)
	50 00	UNION PACIFIC CORP	Long-Term	06/22/12	09/17/13	$ 156 07	$ 114 95	$ 7,803 47	$ 5,747 44	$ 2,056 03
	100 00	WAL-MART STORES INC	Long-Term	05/21/12	09/17/13	$ 75 20	$ 62 92	$ 7,519 81	$ 6,291 92	$ 1,227 89
	450 00	GAMESTOP CORP-CLASS A	Short-Term	02/07/13	09/18/13	$ 51 90	$ 25 20	$ 23,356 13	$ 11,338 74	$ 12,017 39
	100 00	THE WALT DISNEY CO	Long-Term	08/10/11	09/20/13	$ 65.40	$ 31.19	$ 6,539 63	$ 3,119 45	$ 3,420 18
	200 00	MONSANTO CO	Short-Term	02/22/13	09/23/13	$ 105 94	$ 98 94	$ 21,188 90	$ 19,788 46	$ 1,400 44
	175 00	STERICYCLE INC	Short-Term	03/18/13	09/24/13	$ 114.35	$ 101 25	$ 20,011 34	$ 17,718 04	$ 2,293 30
	700 00	DISCOVER FINANCIAL SERVICES	Short-Term	12/04/12	09/24/13	$ 51 02	$ 41 05	$ 35,713 93	$ 28,736 82	$ 6,977 11
	500 00	ABERCROMBIE & FITCH CO-CL A	Short-Term	07/26/13	09/30/13	$ 35 45	$ 48 63	$ 17,726 70	$ 24,317 25	$ (6,590 55)
	40 00	PRECISION CASTPARTS CORP	Long-Term	10/28/11	10/02/13	$ 228 63	$ 164 08	$ 9,145 31	$ 6,563 01	$ 2,582 30
	55 00	EOG RESOURCES INC	Long-Term	07/25/11	10/04/13	$ 173 35	$ 106 46	$ 9,534 25	$ 5,855 09	$ 3,679 16
	200 00	KINDER MORGAN INC	Short-Term	10/15/12	10/07/13	$ 34 88	$ 34 74	$ 6,975 42	$ 6,947 60	$ 27 82
	175 00	DELTA AIR LINES INC	Long-Term	08/17/12	10/11/13	$ 24 41	$ 9 12	$ 4,271.00	$ 1,596 14	$ 2,674 86
	375 00	DELTA AIR LINES INC	Long-Term	08/17/12	10/11/13	$ 24 41	$ 9 12	$ 9,152 14	$ 3,420 30	$ 5,731 84
	100 00	DELTA AIR LINES INC	Long-Term	07/15/11	10/11/13	$ 24 41	$ 8 49	$ 2,440.57	$ 848.64	$ 1,591 93
	350 00	MACY'S INC	Long-Term	07/24/12	10/14/13	$ 42 55	$ 34 21	$ 14,892 19	$ 11,974 66	$ 2,917 53
	200 00	COGNIZANT TECH SOLUTIONS-A	Long-Term	04/04/12	10/16/13	$ 86 19	$ 76 09	$ 17,238 90	$ 15,217 42	$ 2,021 48
	125 00	BOEING CO/THE	Short-Term	05/17/13	10/18/13	$ 121 96	$ 98 89	$ 15,244 53	$ 12,360 86	$ 2,883 67
	10 00	PRICELINE COM INC	Short-Term	04/10/13	10/18/13	$1,054 47	$ 718 53	$ 10,544 74	$ 7,185 32	$ 3,359 42
	50 00	KINDER MORGAN INC	Short-Term	10/31/12	10/21/13	$ 35 40	$ 34 68	$ 1,769 92	$ 1,734 24	$ 35 68
	400 00	KINDER MORGAN INC	Long-Term	10/15/12	10/21/13	$ 35 40	$ 34 74	$ 14,159 32	$ 13,895 20	$ 264 12
	750 00	EMC CORP/MASS	Short-Term	08/26/13	10/22/13	$ 24 13	$ 26 37	$ 18,095 02	$ 19,776 15	$ (1,681 13)
	950 00	EMC CORP/MASS	Short-Term	07/29/13	10/22/13	$ 24 13	$ 26 21	$ 22,920 37	$ 24,897 41	$ (1,977 04)

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Capital Gains and Losses: Details

Account: MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2013 - 12/31/2013

Capital Gains and Losses

	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
	100 00	CAPITAL ONE FINANCIAL CORP	Short-Term	04/03/13	10/24/13	$ 70 56	$ 54 18	$ 7,056 16	$ 5,417 51	$ 1,638 65
	500 00	CAMPBELL SOUP CO	Short-Term	03/22/13	10/24/13	$ 42 75	$ 43 25	$ 21,375 00	$ 21,623.40	$ (248 40)
	650 00	FIDELITY NATIONAL FINANCIAL IN	Long-Term	09/25/12	10/24/13	$ 27 09	$ 21 24	$ 17,606 42	$ 13,802 88	$ 3,803 54
	150 00	PETSMART	Short-Term	02/27/13	10/25/13	$ 72 80	$ 63 61	$ 10,920 53	$ 9,541 44	$ 1,379 09
	175 00	PETSMART	Short-Term	12/21/12	10/25/13	$ 72 80	$ 69.42	$ 12,740 61	$ 12,147 66	$ 592 95
	72 74	OVERLAY A PORTFOLIO CLASS 2	Long-Term	03/14/12	10/25/13	$ 12 35	$ 10 86	$ 898 38	$ 789 99	$ 108 39
	5 00	CHIPOTLE MEXICAN GRILL-CL A	Long-Term	07/20/12	11/01/13	$ 525 54	$ 318 24	$ 2,627 70	$ 1,591 22	$ 1,036 48
	10 00	CHIPOTLE MEXICAN GRILL-CL A	Long-Term	06/15/12	11/01/13	$ 525 54	$ 400 96	$ 5,255 40	$ 4,009 62	$ 1,245 78
	50 00	CIT GROUP INC	Long-Term	01/12/12	11/01/13	$ 48 02	$ 37 12	$ 2,400 77	$ 1,855.90	$ 544.87
	150 00	CIT GROUP INC	Long-Term	12/19/11	11/01/13	$ 48 02	$ 34 06	$ 7,202 33	$ 5,109 18	$ 2,093 15
	50 00	CIT GROUP INC	Long-Term	12/12/11	11/01/13	$ 48 02	$ 33 58	$ 2,400 78	$ 1,679 23	$ 721 55
	150 00	LYONDELLBASELL INDU-CL A	Long-Term	10/03/11	11/01/13	$ 73 97	$ 22 29	$ 11,095 79	$ 3,343 97	$ 7,751 82
	100 00	WELLPOINT INC	Long-Term	04/25/11	11/12/13	$ 87 56	$ 72 13	$ 8,755.95	$ 7,213.35	$ 1,542 60
	200 00	WELLPOINT INC	Long-Term	04/08/11	11/12/13	$ 87 56	$ 68.91	$ 17,511 90	$ 13,781 84	$ 3,730 06
	175 00	WELLPOINT INC	Long-Term	03/07/11	11/12/13	$ 87 56	$ 67 84	$ 15,322 91	$ 11,872 02	$ 3,450 89
	175 00	CITRIX SYSTEMS INC	Short-Term	11/28/12	11/14/13	$ 55.94	$ 59 66	$ 9,789 27	$ 10,441 25	$ (651 98)
	75 00	CITRIX SYSTEMS INC	Long-Term	08/24/12	11/14/13	$ 55 94	$ 76 96	$ 4,195 40	$ 5,772 33	$ (1,576 93)
	50 00	CITRIX SYSTEMS INC	Long-Term	12/07/11	11/14/13	$ 55 94	$ 72 45	$ 2,796 94	$ 3,622 53	$ (825 59)
	50 00	KINDER MORGAN INC	Long-Term	11/12/12	11/18/13	$ 35 65	$ 32 57	$ 1,782 44	$ 1,628 62	$ 153 82
	150 00	KINDER MORGAN INC	Long-Term	10/31/12	11/18/13	$ 35 65	$ 34 68	$ 5,347 34	$ 5,202 70	$ 144 64
	200 00	CISCO SYSTEMS INC	Long-Term	02/09/12	11/18/13	$ 21 35	$ 19 96	$ 4,270 00	$ 3,992 16	$ 277 84
	100 00	CISCO SYSTEMS INC	Long-Term	02/08/12	11/18/13	$ 21 35	$ 20 17	$ 2,135 00	$ 2,017 17	$ 117 83
	40 00	GOLDMAN SACHS GROUP INC	Short-Term	03/26/13	11/19/13	$ 167 33	$ 146 32	$ 6,693 31	$ 5,852 73	$ 840 58
	135 00	GOLDMAN SACHS GROUP INC	Short-Term	01/09/13	11/19/13	$ 167 33	$ 133 64	$ 22,589 90	$ 18,041 01	$ 4,548 89
	300 00	KRAFT FOODS GROUP INC-W/I	Short-Term	01/07/13	11/19/13	$ 52 90	$ 45.78	$ 15,868 95	$ 13,733 04	$ 2,135 91

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Global Wealth Management

Capital Gains and Losses: Details

Account: MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2013 - 12/31/2013

Capital Gains and Losses

	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
	259 00	KRAFT FOODS GROUP INC-W/I	Long-Term	10/08/12	11/19/13	$ 52 90	$ 47 37	$ 13,700 19	$ 12,267 77	$ 1,432 42
	50 00	KRAFT FOODS GROUP INC-W/I	Long-Term	08/21/12	11/19/13	$ 52 90	$ 42 60	$ 2,644.83	$ 2,129 80	$ 515 03
	91 00	KRAFT FOODS GROUP INC-W/I	Long-Term	08/02/12	11/19/13	$ 52 90	$ 40 80	$ 4,813.58	$ 3,713 25	$ 1,100 33
	20 00	AMAZON COM INC	Long-Term	11/13/12	11/20/13	$ 366 18	$ 224 88	$ 7,323 63	$ 4,497 66	$ 2,825 97
	45 00	BIOGEN IDEC INC	Long-Term	08/23/12	11/26/13	$ 289 87	$ 145 07	$ 13,044 05	$ 6,528 26	$ 6,515.79
	100 00	THE WALT DISNEY CO	Long-Term	08/15/11	11/27/13	$ 70 70	$ 33 29	$ 7,070 33	$ 3,328 96	$ 3,741 37
	35 00	INTUITIVE SURGICAL INC	Short-Term	07/19/13	12/04/13	$ 368 10	$ 378 12	$ 12,883 62	$ 13,234 16	$ (350.54)
	15 00	INTUITIVE SURGICAL INC	Short-Term	04/22/13	12/04/13	$ 368 10	$ 476.88	$ 5,521 55	$ 7,153 26	$ (1,631 71)
	10 00	INTUITIVE SURGICAL INC	Short-Term	01/24/13	12/04/13	$ 368 10	$ 578 81	$ 3,681 03	$ 5,788 08	$ (2,107 05)
	25 00	INTUITIVE SURGICAL INC	Long-Term	11/12/12	12/04/13	$ 368 10	$ 532 77	$ 9,202.59	$ 13,319 20	$ (4,116 61)
	30 00	INTUITIVE SURGICAL INC	Long-Term	10/11/12	12/04/13	$ 368.10	$ 494 18	$ 11,043 10	$ 14,825 40	$ (3,782 30)
	100 00	WELLPOINT INC	Long-Term	05/17/12	12/04/13	$ 91 55	$ 65 91	$ 9,155 10	$ 6,591 00	$ 2,564 10
	100 00	WELLPOINT INC	Long-Term	08/30/11	12/04/13	$ 91 55	$ 62 56	$ 9,155 10	$ 6,255 67	$ 2,899 43
	100 00	WELLPOINT INC	Long-Term	05/24/11	12/04/13	$ 91 55	$ 77 75	$ 9,155 10	$ 7,774 79	$ 1,380.31
	100 00	WELLPOINT INC	Long-Term	04/29/11	12/04/13	$ 91 55	$ 76 33	$ 9,155 10	$ 7,632 57	$ 1,522 53
	25 00	WELLPOINT INC	Long-Term	04/25/11	12/04/13	$ 91 55	$ 72 13	$ 2,288 78	$ 1,803 34	$ 485.44
	50 00	INTL BUSINESS MACHINES CORP	Long-Term	08/16/12	12/13/13	$ 173 13	$ 199 72	$ 8,656 31	$ 9,986 16	$ (1,329 85)
	60 00	INTL BUSINESS MACHINES CORP	Long-Term	05/31/12	12/13/13	$ 173 13	$ 194 30	$ 10,387 58	$ 11,658.00	$ (1,270 42)
	300 00	CISCO SYSTEMS INC	Long-Term	08/17/12	12/16/13	$ 20 40	$ 19 07	$ 6,121.17	$ 5,721 12	$ 400 05
	300 00	CISCO SYSTEMS INC	Long-Term	03/08/12	12/16/13	$ 20 40	$ 19 71	$ 6,121 17	$ 5,911 95	$ 209 22
	300 00	CISCO SYSTEMS INC	Long-Term	02/09/12	12/16/13	$ 20 40	$ 19 96	$ 6,121.17	$ 5,988 24	$ 132 93
	75 00	JM SMUCKER CO/THE	Short-Term	01/24/13	12/20/13	$ 102 40	$ 90 12	$ 7,680 01	$ 6,758 85	$ 921.16
	75 00	JM SMUCKER CO/THE	Short-Term	01/10/13	12/20/13	$ 102 40	$ 89 82	$ 7,680 01	$ 6,736 50	$ 943 51
	100 00	JM SMUCKER CO/THE	Short-Term	12/21/12	12/20/13	$ 102 40	$ 86 33	$ 10,240 01	$ 8,633 14	$ 1,606 87
		Total						$ 5,780,920.74	$ 5,122,920.21	$ 658,000.53

BERNSTEIN
Global Wealth Management

Holdings

Account. MYLES D. AND J FAYE SAMPSON FAMILY FOUNDATION (888-43783)
As of December 31, 2013

Asset Class	Qty.	Holding		Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est. Annual Income	Yield	% Of Portfolio	% of AssetClass
Equities	10,895 313	AB DISCOVERY GROWTH FND CL ADV	M	CHCYX	$ 7 000	$ 9 83	$ 76,267	$ 107,101	$ -	$ 30,834	$ -	0 0%	0 7%	1 8%
Equities	4,571 032	AB DISCOVERY VALUE FUND CL ADV	M	ABYSX	$ 16 111	$ 21 72	$ 73,644	$ 99,283	$ -	$ 25,639	$ -	0 0%	0 7%	1 7%
Real Asset Securities	77,910 796	AB REAL ASSET STRATEGY CLASS 1(1)	M	AMTOX	$ 10 586	$ 10 81	$ 824,768	$ 842,216	$ -	$ 17,448	$ -	0 0%	5 8%	100 0%
Equities	125 000	AFFILIATED MANAGERS GROUP INC	C	AMG	$ 135 039	$ 216 88	$ 16,880	$ 27,110	$ -	$ 10,230	$ -	0 0%	0 2%	0 5%
Equities	475 000	ALLERGAN INC	C	AGN	$ 99 991	$ 111 08	$ 47,496	$ 52,763	$ -	$ 5,267	$ 95	0 2%	0 4%	0 9%
Fixed Income	196,005 272	ALLIANCEBERNSTEIN GLOBAL BOND ADVISORY CLASS(1)	M	ANAYX	$ 8 448	$ 8 23	$ 1,655,842	$ 1,613,123	$ 3,794	$ (42,718)	$ 44,493	2 8%	11 1%	50 0%
Equities	600 000	ALTRIA GROUP INC	C	MO	$ 35 457	$ 38 39	$ 21,274	$ 23,034	$ 288	$ 1,760	$ 1,152	5 0%	0 2%	0 4%
Equities	115 000	AMAZON COM INC	C	AMZN	$ 230 518	$ 398 79	$ 26,510	$ 45,861	$ -	$ 19,351	$ -	0 0%	0 3%	0 8%
Equities	1,000 000	AMDOCS LTD	C	DOX	$ 36 523	$ 41 24	$ 36,523	$ 41,240	$ 130	$ 4,717	$ -	0 0%	0 3%	0 7%
Equities	550 000	AMERICAN EXPRESS CO	C	AXP	$ 72 555	$ 90 73	$ 39,905	$ 49,902	$ -	$ 9,996	$ 506	1 0%	0 3%	0 8%
Equities	1,200 000	AMERICAN INTERNATIONAL GROUP	C	AIG	$ 43 655	$ 51 05	$ 52,386	$ 61,260	$ -	$ 8,874	$ 480	0 8%	0 4%	1 0%
Equities	425 000	AMERICAN TOWER CORP	C	AMT	$ 76 280	$ 79 82	$ 32,419	$ 33,924	$ -	$ 1,505	$ 493	1 5%	0 2%	0 6%
Equities	550 000	ANSYS INC	C	ANSS	$ 67 877	$ 87 20	$ 37,332	$ 47,960	$ -	$ 10,628	$ -	0 0%	0 3%	0 8%
Equities	450 000	AON PLC	C	AON	$ 75 708	$ 83 89	$ 34,068	$ 37,751	$ -	$ 3,682	$ -	0 0%	0 3%	0 6%
Equities	185 000	APPLE INC	C	AAPL	$ 401 187	$ 561 11	$ 74,220	$ 103,805	$ -	$ 29,586	$ 2,257	2 2%	0 7%	1 7%
Equities	225 000	ASSURANT INC	C	AIZ	$ 64 617	$ 66 37	$ 14,539	$ 14,933	$ -	$ 394	$ 225	1 5%	0 1%	0 3%
Equities	500 000	AT&T INC	C	T	$ 35 479	$ 35 16	$ 17,739	$ 17,580	$ -	$ (159)	$ 920	5 2%	0 1%	0 3%
Equities	3,900 000	BANK OF AMERICA CORP	C	BAC	$ 11 278	$ 15 57	$ 43,983	$ 60,723	$ -	$ 16,740	$ 156	0 3%	0 4%	1 0%
Equities	275 000	BECTON DICKINSON & CO	C	BDX	$ 78 397	$ 110 49	$ 21,559	$ 30,385	$ -	$ 8,826	$ 600	2 0%	0 2%	0 5%
Equities	250 000	BERKSHIRE HATHAWAY INC-CL B	C	BRK/B	$ 84 874	$ 118 56	$ 21,218	$ 29,640	$ -	$ 8,422	$ -	0 0%	0 2%	0 5%
Equities	31,928 310	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	M	SNEMX	$ 24 434	$ 27 35	$ 780,142	$ 873,239	$ -	$ 93,098	$ 9,483	1 1%	6 0%	14 7%
Fixed Income	120,938 405	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	M	SNIDX	$ 13 728	$ 13 35	$ 1,660,251	$ 1,614,528	$ 1,217	$ (45,723)	$ 45,756	2 5%	11 1%	50 0%
Equities	54,954 116	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	M	SIMTX	$ 14 394	$ 16 34	$ 791,006	$ 897,950	$ -	$ 106,944	$ 15,222	1 7%	6 2%	15 1%
Equities	180 000	BIOGEN IDEC INC	C	BIIB	$ 145 072	$ 279 75	$ 26,113	$ 50,355	$ -	$ 24,242	$ -	0 0%	0 3%	0 8%
Equities	350 000	BOEING CO/THE	C	BA	$ 98 887	$ 136 49	$ 34,610	$ 47,772	$ -	$ 13,161	$ 1,022	2 1%	0 3%	0 8%
Equities	500 000	CAPITAL ONE FINANCIAL CORP	C	COF	$ 54 175	$ 76 61	$ 27,088	$ 38,305	$ -	$ 11,217	$ 600	1 6%	0 3%	0 6%
Equities	750 000	CBS CORP-CLASS B NON VOTING	C	CBS	$ 47 612	$ 63 74	$ 35,709	$ 47,805	$ 90	$ 12,096	$ 360	0 8%	0 3%	0 8%
Equities	150 000	CELGENE CORP	C	CELG	$ 111 949	$ 168 96	$ 16,792	$ 25,344	$ -	$ 8,552	$ -	0 0%	0 2%	0 4%
Equities	150 000	CHEVRON CORP	C	CVX	$ 110 793	$ 124 91	$ 16,619	$ 18,737	$ -	$ 2,118	$ 600	3 2%	0 1%	0 3%
Equities	40 000	CHIPOTLE MEXICAN GRILL-CL A	C	CMG	$ 318 244	$ 532 78	$ 12,730	$ 21,311	$ -	$ 8,581	$ -	0 0%	0 1%	0 4%
Equities	325 000	CHUBB CORP	C	CB	$ 87 067	$ 96 63	$ 28,297	$ 31,405	$ 143	$ 3,108	$ 572	1 8%	0 2%	0 5%
Equities	700 000	CIT GROUP INC	C	CIT	$ 38 338	$ 52 13	$ 26,837	$ 36,491	$ -	$ 9,654	$ 280	0 8%	0 3%	0 6%
Equities	1,300 000	CITIGROUP INC	C	C	$ 35 986	$ 52 11	$ 46,781	$ 67,743	$ -	$ 20,962	$ 52	0 1%	0 5%	1 1%
Equities	600 000	COGNIZANT TECH SOLUTIONS-A	C	CTSH	$ 68 768	$ 100 98	$ 41,261	$ 60,588	$ -	$ 19,327	$ -	0 0%	0 4%	1 0%
Equities	800 000	COMCAST CORP-CLASS A	C	CMCSA	$ 29 369	$ 51 97	$ 23,495	$ 41,572	$ 156	$ 18,077	$ 624	1 5%	0 3%	0 7%
Equities	1,300 000	CONAGRA FOODS INC	C	CAG	$ 30 547	$ 33 70	$ 39,711	$ 43,810	$ -	$ 4,099	$ 1,300	3 0%	0 3%	0 7%
Equities	400 000	COSTCO WHOLESALE CORP	C	COST	$ 112 040	$ 119 01	$ 44,816	$ 47,604	$ -	$ 2,788	$ 496	1 0%	0 3%	0 8%
Equities	475 000	CVS/CAREMARK CORP	C	CVS	$ 66 040	$ 71 57	$ 31,369	$ 33,996	$ -	$ 2,627	$ 523	1 5%	0 2%	0 6%
Equities	900 000	DANAHER CORP	C	DHR	$ 55 839	$ 77 20	$ 50,255	$ 69,480	$ 23	$ 19,225	$ 90	0 1%	0 5%	1 2%
Equities	375 000	EATON CORP PLC	C	ETN	$ 45 620	$ 76 12	$ 17,108	$ 28,545	$ -	$ 11,438	$ -	0 0%	0 2%	0 5%
Equities	595 000	EBAY INC	C	EBAY	$ 49 672	$ 54 89	$ 29,555	$ 32,660	$ -	$ 3,105	$ -	0 0%	0 2%	0 5%
Equities	1,400 000	ELECTRONIC ARTS INC	C	EA	$ 24 082	$ 22 94	$ 33,715	$ 32,116	$ -	$ (1,599)	$ -	0 0%	0 2%	0 5%
Equities	225 000	EVEREST RE GROUP LTD	C	RE	$ 127 197	$ 155 87	$ 28,619	$ 35,071	$ -	$ 6,451	$ 432	1 2%	0 2%	0 6%
Equities	175 000	FEDEX CORP	C	FDX	$ 137 565	$ 143 77	$ 24,074	$ 25,160	$ 26	$ 1,086	$ 105	0 4%	0 2%	0 4%
Equities	700 000	FIDELITY NATIONAL INFORMATION	C	FIS	$ 33 166	$ 53 68	$ 23,216	$ 37,576	$ -	$ 14,360	$ 616	1 6%	0 3%	0 6%
Equities	2,800 000	FORD MOTOR CO	C	F	$ 11 158	$ 15 43	$ 31,242	$ 43,204	$ -	$ 11,962	$ 1,120	2 6%	0 3%	0 7%
Equities	850 000	GANNETT CO	C	GCI	$ 26 405	$ 29 58	$ 22,445	$ 25,143	$ 170	$ 2,698	$ 680	2 7%	0 2%	0 4%
Equities	600 000	GENERAL MOTORS CO	C	GM	$ 37 897	$ 40 87	$ 22,738	$ 24,522	$ -	$ 1,784	$ -	0 0%	0 2%	0 4%
Equities	1,400 000	GENWORTH FINANCIAL INC-CL A	C	GNW	$ 11 909	$ 15 53	$ 16,672	$ 21,742	$ -	$ 5,070	$ -	0 0%	0 1%	0 4%
Equities	500 000	GILEAD SCIENCES INC	C	GILD	$ 52 648	$ 75 15	$ 26,324	$ 37,575	$ -	$ 11,251	$ -	0 0%	0 3%	0 6%

ATTACHMENT B-1: PAGE 1 OF 3

Holdings

Account MYLES D. AND J FAYE SAMPSON FAMILY FOUNDATION (888-43783)
As of December 31, 2013

Asset Class	Qty.	Holding		Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est. Annual Income	Yield	% Of Portfolio	% of Asset Class
Equities	70 000	GOOGLE INC-CL A	C	GOOG	$ 579 558	$ 1,120 71	$ 40,569	$ 78,450	$ -	$ 37,881	$ -	0 0%	0 5%	1 3%
Equities	450 000	HALLIBURTON CO	C	HAL	$ 48 558	$ 50 75	$ 21,851	$ 22,838	$ -	$ 987	$ 270	1 2%	0 2%	0 4%
Equities	350 000	HASBRO INC	C	HAS	$ 52 184	$ 55 01	$ 18,264	$ 19,254	$ -	$ 989	$ 560	2 9%	0 1%	0 3%
Equities	300 000	HEALTH NET INC	C	HNT	$ 25 236	$ 29 67	$ 7,571	$ 8,901	$ -	$ 1,330	$ -	0 0%	0 1%	0 1%
Equities	600 000	HESS CORP	C	HES	$ 81 010	$ 83 00	$ 48,606	$ 49,800	$ -	$ 1,194	$ 600	1 2%	0 3%	0 8%
Equities	2,300 000	HEWLETT-PACKARD CO	C	HPQ	$ 27 842	$ 27 98	$ 64,036	$ 64,354	$ 334	$ 318	$ 1,336	2 1%	0 4%	1 1%
Equities	700 000	HOME DEPOT INC	C	HD	$ 57 190	$ 82 34	$ 40,033	$ 57,638	$ -	$ 17,605	$ 1,092	1 9%	0 4%	1 0%
Equities	600 000	ILLINOIS TOOL WORKS	C	ITW	$ 66 802	$ 84 08	$ 40,081	$ 50,448	$ 252	$ 10,367	$ 1,008	2 0%	0 3%	0 9%
Equities	275 000	INTERCONTINENTALEXCHANGE GROUP	C	ICE	$ 132 506	$ 224 92	$ 36,439	$ 61,853	$ -	$ 25,414	$ 715	1 2%	0 4%	1 0%
Equities	165 000	INTL BUSINESS MACHINES CORP	C	IBM	$ 208 594	$ 187 57	$ 34,418	$ 30,949	$ -	$ (3,469)	$ 627	2 0%	0 2%	0 5%
Equities	600 000	JOHNSON & JOHNSON	C	JNJ	$ 60 955	$ 91 59	$ 36,573	$ 54,954	$ -	$ 18,381	$ 1,584	2 9%	0 4%	0 9%
Equities	475 000	JPMORGAN CHASE & CO	C	JPM	$ 48 120	$ 58 48	$ 22,857	$ 27,778	$ -	$ 4,921	$ 722	2 6%	0 2%	0 5%
Equities	550 000	KINDER MORGAN INC	C	KMI	$ 37 240	$ 36 00	$ 20,482	$ 19,800	$ -	$ (682)	$ 902	4 6%	0 1%	0 3%
Equities	1,300 000	KROGER CO	C	KR	$ 23 419	$ 39 53	$ 30,445	$ 51,389	$ -	$ 20,944	$ 858	1 7%	0 4%	0 9%
Equities	175 000	LIBERTY MEDIA CORP	C	LMCA	$ 104 740	$ 146 45	$ 18,329	$ 25,629	$ -	$ 7,299	$ -	0 0%	0 2%	0 4%
Equities	950 000	LINCOLN NATIONAL CORP	C	LNC	$ 45 547	$ 51 62	$ 43,270	$ 49,039	$ -	$ 5,769	$ 608	1 2%	0 3%	0 8%
Equities	90 000	LINKEDIN CORP - A	C	LNKD	$ 101 236	$ 216 83	$ 9,111	$ 19,515	$ -	$ 10,404	$ -	0 0%	0 1%	0 3%
Equities	500 000	LYONDELLBASELL INDU-CL A	C	LYB	$ 45 699	$ 80 28	$ 22,850	$ 40,140	$ -	$ 17,290	$ 50	0 1%	0 3%	0 7%
Equities	550 000	MACY'S INC	C	M	$ 34 213	$ 53 40	$ 18,817	$ 29,370	$ 138	$ 10,553	$ 550	1 9%	0 2%	0 5%
Equities	500 000	MARATHON PETROLEUM CORP	C	MPC	$ 85 883	$ 91 73	$ 42,941	$ 45,865	$ -	$ 2,924	$ 840	1 8%	0 3%	0 8%
Equities	600 000	MEAD JOHNSON NUTRITION CO	C	MJN	$ 84 327	$ 83 76	$ 50,596	$ 50,256	$ 170	$ (340)	$ 816	1 6%	0 3%	0 8%
Equities	750 000	MEDTRONIC INC	C	MDT	$ 46 868	$ 57 39	$ 35,151	$ 43,043	$ 210	$ 7,891	$ 840	2 0%	0 3%	0 7%
Equities	325 000	MERCK & CO INC	C	MRK	$ 44 615	$ 50 05	$ 14,500	$ 16,266	$ 143	$ 1,766	$ 572	3 5%	0 1%	0 3%
Equities	700 000	MICROSOFT CORP	C	MSFT	$ 29 734	$ 37 43	$ 20,814	$ 26,201	$ -	$ 5,387	$ 784	3 0%	0 2%	0 4%
Equities	250 000	MONSANTO CO	C	MON	$ 101 134	$ 116 55	$ 25,283	$ 29,138	$ -	$ 3,854	$ 430	1 5%	0 2%	0 5%
Equities	500 000	NIKE INC -CL B	C	NKE	$ 74 289	$ 78 64	$ 37,145	$ 39,320	$ 120	$ 2,175	$ 480	1 2%	0 3%	0 7%
Equities	550 000	NOBLE ENERGY INC	C	NBL	$ 47 773	$ 68 11	$ 26,275	$ 37,461	$ -	$ 11,185	$ 308	0 8%	0 3%	0 6%
Equities	550 000	OCCIDENTAL PETROLEUM CORP	C	OXY	$ 91 030	$ 95 10	$ 50,067	$ 52,305	$ 352	$ 2,238	$ 1,408	2 7%	0 4%	0 9%
Dynamic Asset Allocatio	258,727 718	OVERLAY A PORTFOLIO CLASS 2	M	SAOTX	$ 10 980	$ 12 49	$ 2,840,772	$ 3,231,509	$ -	$ 390,737	$ 51,228	1 6%	22 2%	73 3%
Dynamic Asset Allocatio	112,723 914	OVERLAY B PORTFOLIO CLASS 2	M	SBOTX	$ 10 893	$ 10 42	$ 1,227,955	$ 1,174,583	$ -	$ (53,372)	$ 35,959	3 1%	8 1%	26 7%
Equities	325 000	PARKER HANNIFIN CORP	C	PH	$ 106 510	$ 128 64	$ 34,616	$ 41,808	$ -	$ 7,192	$ 585	1 4%	0 3%	0 7%
Equities	325 000	PARTNERRE LTD	C	PRE	$ 86 908	$ 105 43	$ 28,245	$ 34,265	$ -	$ 6,020	$ 780	2 3%	0 2%	0 6%
Equities	475 000	PATTERSON COS INC	C	PDCO	$ 38 123	$ 41 20	$ 18,109	$ 19,570	$ -	$ 1,461	$ 304	1 6%	0 1%	0 3%
Equities	150 000	PEPSICO INC	C	PEP	$ 81 448	$ 82 94	$ 12,217	$ 12,441	$ 85	$ 224	$ 341	2 7%	0 1%	0 2%
Equities	3,400 000	PFIZER INC	C	PFE	$ 20 056	$ 30 63	$ 68,189	$ 104,142	$ -	$ 35,953	$ 3,536	3 4%	0 7%	1 8%
Equities	475 000	PHILIP MORRIS INTERNATIONAL	C	PM	$ 89 213	$ 87 13	$ 42,376	$ 41,387	$ 447	$ (990)	$ 1,786	4 3%	0 3%	0 7%
Equities	125 000	POLARIS INDUSTRIES INC	C	PII	$ 128 096	$ 145 64	$ 16,012	$ 18,205	$ -	$ 2,193	$ 210	1 2%	0 1%	0 3%
Equities	160 000	PRECISION CASTPARTS CORP	C	PCP	$ 167 683	$ 269 30	$ 26,829	$ 43,088	$ -	$ 16,259	$ 19	0 0%	0 3%	0 7%
Equities	40 000	PRICELINE COM INC	C	PCLN	$ 746 690	$ 1,162 40	$ 29,868	$ 46,496	$ -	$ 16,628	$ -	0 0%	0 3%	0 8%
Equities	1,500 000	PULTE GROUP INC	C	PHM	$ 15 810	$ 20 37	$ 23,715	$ 30,555	$ 75	$ 6,840	$ 300	1 0%	0 2%	0 5%
Equities	300 000	RAYTHEON COMPANY	C	RTN	$ 79 882	$ 90 70	$ 23,965	$ 27,210	$ 165	$ 3,245	$ 660	2 4%	0 2%	0 5%
Equities	850 000	REGAL ENTERTAINMENT GROUP-A	C	RGC	$ 19 100	$ 19 45	$ 16,235	$ 16,533	$ -	$ 298	$ 714	4 3%	0 1%	0 3%
Equities	425 000	REYNOLDS AMERICAN INC	C	RAI	$ 41 377	$ 49 99	$ 17,585	$ 21,246	$ 268	$ 3,660	$ 1,071	5 0%	0 1%	0 4%
Equities	800 000	SCHLUMBERGER LTD	C	SLB	$ 79 064	$ 90 11	$ 63,251	$ 72,088	$ 250	$ 8,837	$ 1,000	1 4%	0 5%	1 2%
Equities	180 000	SHERWIN-WILLIAMS CO/THE	C	SHW	$ 166 393	$ 183 50	$ 29,951	$ 33,030	$ -	$ 3,079	$ 360	1 1%	0 2%	0 6%
Equities	550 000	STARBUCKS CORP	C	SBUX	$ 39 553	$ 78 39	$ 21,754	$ 43,115	$ -	$ 21,360	$ 572	1 3%	0 3%	0 7%
Equities	550 000	TIME WARNER INC	C	TWX	$ 39 765	$ 69 72	$ 21,871	$ 38,346	$ -	$ 16,475	$ 633	1 7%	0 3%	0 6%
Equities	1,000 000	TJX COMPANIES INC	C	TJX	$ 45 076	$ 63 73	$ 45,076	$ 63,730	$ -	$ 18,654	$ 580	0 9%	0 4%	1 1%
Equities	325 000	UNION PACIFIC CORP	C	UNP	$ 124 862	$ 168 00	$ 40,580	$ 54,600	$ 257	$ 14,020	$ 1,027	1 9%	0 4%	0 9%
Equities	950 000	VALERO ENERGY CORP	C	VLO	$ 36 584	$ 50 40	$ 34,754	$ 47,880	$ -	$ 13,126	$ 855	1 8%	0 3%	0 8%

AB
BERNSTEIN
Global Wealth Management

Holdings

Account MYLES D AND J. FAYE SAMPSON FAMILY FOUNDATION (888-43783)
As of December 31, 2013

Asset Class	Qty.	Holding		Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est. Annual Income	Yield	% of Portfolio	% of AssetClass
Equities	275 000	VERISK ANALYTICS INC-CL A	C	VRSK	$ 63 992	$ 65 72	$ 17,598	$ 18,073	$ -	$ 475	$ -	0 0%	0 1%	0 3%
Equities	650 000	VERIZON COMMUNICATIONS INC	C	VZ	$ 46 577	$ 49 14	$ 30,275	$ 31,941	$ -	$ 1,666	$ 1,378	4 3%	0 2%	0 5%
Equities	100 000	VERTEX PHARMACEUTICALS INC	C	VRTX	$ 46 035	$ 74 30	$ 4,604	$ 7,430	$ -	$ 2,827	$ -	0 0%	0 1%	0 1%
Equities	550 000	VIACOM INC-CLASS B	C	VIAB	$ 47 614	$ 87 34	$ 26,188	$ 48,037	$ -	$ 21,849	$ 660	1 4%	0 3%	0 8%
Equities	225 000	VISA INC - CLASS A SHRS	C	V	$ 122 911	$ 222 68	$ 27,655	$ 50,103	$ -	$ 22,448	$ 360	0 7%	0 3%	0 8%
Equities	550 000	WAL-MART STORES INC	C	WMT	$ 71 208	$ 78 69	$ 39,164	$ 43,280	$ 259	$ 4,115	$ 1,034	2 4%	0 3%	0 7%
Equities	450 000	WALT DISNEY CO/THE	C	DIS	$ 37 104	$ 76 40	$ 16,697	$ 34,380	$ 387	$ 17,683	$ 387	1 1%	0 2%	0 6%
Equities	1,500 000	WELLS FARGO & COMPANY	C	WFC	$ 32 440	$ 45 40	$ 48,660	$ 68,100	$ -	$ 19,440	$ 1,800	2 6%	0 5%	1 1%
Equities	160 000	WW GRAINGER INC	C	GWW	$ 243 215	$ 255 42	$ 38,914	$ 40,867	$ -	$ 1,953	$ 595	1 5%	0 3%	0 7%
		NET PORTFOLIO VALUE					$ 12,989,214	$ 14,410,927	$ 9,947	$ 1,421,713	$ 258,002	1 7%		

CORPORATE STOCK	SUM OF C	$ 3,058,567	$ 3,957,394
MUTUAL FUNDS	SUM OF M	$ 9,930,647	$ 10,453,532
		$ 12,989,214	$ 14,410,927

ATTACHMENT B-1: PAGE 3 OF 3

S&T Trust

M D & J F SAMPSON FAMILY FDN

Statement Period: **12/01/13 - 12/31/13**

Portfolio Investments

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Cash and Equivalent				
Principal Cash		-628,889.27 -628,889.27	0.00	0.00%
Income Cash		628,889.27 628,889.27	0 00	0.00%
S&T Money Market	323,401.540	323,401.54 323,401.54	646.00 445.20	0.20%
Total Cash and Equivalent		**$ 323,401.54** **$ 323,401.54**	**646.00** **445.20**	**0.20%**
Equities				
Flextronics Intl LTD	17,841.000	138,624.57 101,860.30	0.00	0.00%
Agl Resources Inc	1,955.000	92,334.65 78,799.54	3,675.00	3.98%
American Eagle Outfitters	10,355.000	149,112.00 139,881.75	5,177.00	3 47%
Amerisourcebergen	2,121.000	149,127.51 75,217.24	1,993 00	1 34%
Amtrust Financial Services, Inc	4,728.000	154,558.32 177,537.42	2,647 00 661.92	1 71%
Babcock & Wilcox Co New	1,855.000	63,422.45 47,853.13	742.00	1.17%
Berkshire Hathaway Inc Cl B New	1,678.000	198,943.68 119,343.97	0.00	0 00%
Cf Industries Holdings Inc	578 000	134,697.12 36,157.38	2,312.00	1.72%
Cummins Inc	740 000	104,317.80 37,639.25	1,850 00	1 77%
Devon Energy Corp	1,569.000	97,074.03 114,463.79	1,380 00	1 42%
Emcor Group Inc	4,360.000	185,038.40 102,874.82	1,046.00	0.57%

M D & J F SAMPSON FAMILY FDN

Statement Period: 12/01/13 - 12/31/13

Portfolio Investments

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Express Scripts Holding Co	2,340.000	164,361.60 107,582.54	0.00	0.00%
Exxon Mobil Corp	1,285.000	130,042.00 84,599.28	3,238.00	2.49%
FMC Corporation	2,558.000	193,026.68 78,098.02	1,381.00 345.33	0.72%
Federated Invs Inc PA Cl B	3,100.000	89,280.00 80,032.40	3,100.00	3.47%
F5 Networks Inc	1,619.000	147,102.34 127,368.04	0.00	0.00%
Gamestop Corp	2,897.000	142,706.22 53,534.82	3,186.00	2.23%
General Electric Co	6,758.000	189,426.74 110,009.28	5,947.00 1,486.76	3.14%
Glaxosmithkline PLC Sponsored ADR	2,029.000	108,328.31 94,538.99	4,887.00 1,250.04	4.51%
Intel Corp	3,468.000	90,011.94 68,788.41	3,121.00	3.47%
Ishares Msci EAFE Index	6,640.000	445,510.80 345,716.03	11,307.00	2.54%
Ishares S&P 600 Index	2,006.000	218,914.78 104,656.15	2,192.00	1.00%
Itron Inc	2,892.000	119,815.56 137,667.82	0.00	0.00%
J2 Global Inc	3,523.000	176,185.23 106,803.48	3,593.00	2.04%
Kirby Corp	1,747.000	173,389.75 66,521 49	0.00	0.00%
Meredith Corp	2,186.000	113,234.80 63,496.71	3,563.00	3.15%
Microsoft Corp	3,784.000	141,559.44 118,035.83	4,238.00	2.99%
The Mosaic Co	1,528 000	72,228.56 71,483.29	1,528.00	2 12%

M D & J F SAMPSON FAMILY FDN

Statement Period: 12/01/13 - 12/31/13

Portfolio Investments

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Myriad Genetics Inc	5,701.000	119,606.98 142,288.54	0.00	0.00%
Occidental Petroleum Corp	750.000	71,325.00 61,281.23	1,920.00 480.00	2.69%
Pepsico Inc	1,515.000	125,654.10 93,757.61	3,439.00 859.76	2.74%
Polaris Inds Inc Com	1,287.000	187,438.68 51,000.21	2,162.00	1.15%
Proctor & Gamble Co	1,166.000	94,924.06 71,233.43	2,805.00	2.96%
Skyworks Solutions Inc Com	5,015.000	143,228.40 100,857.58	0.00	0.00%
Jm Smucker Co	870.000	90,149.40 43,663.88	2,018.00	2.24%
Southern Copper Corp	3,637.000	104,418.27 96,040.25	2,473.00	2.37%
Tech Data Corp	2,386.000	123,117.60 128,988.63	0.00	0.00%
3M Co	1,256.000	176,154.00 90,999.51	4,295.00	2.44%
Triumph Group Inc	1,647.000	125,287.29 58,933.01	263.00	0.21%
Unilever NV NY Share F New	2,099.000	84,442.77 57,687.00	2,489.00	2.95%
Valueclick Inc	8,315.000	194,321.55 176,490.73	0.00	0.00%
Varian Medical Systems	1,132.000	87,945.08 53,678.38	0.00	0 00%
Western Digital Corp	2,241.000	188,019.90 161,380.24	2,689.00 672.30	1.43%
Whiting Pete Corp New Common	2,287.000	141,496.69 103,748.31	0.00	0.00%
Total Equities		**$ 6,239,905.05** **$ 4,342,589.71**	**96,656.00** **5,756.11**	**1.55%**

S&T Trust

M D & J F SAMPSON FAMILY FDN

Statement Period: **12/01/13 - 12/31/13**

Portfolio Investments

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Fixed Income				
Autozone Inc 5.5% 111515	250,000.000	270,585.00 247,529.18	13,750.00 1,756.94	5.08%
Autozone Inc 6.95% 061516	250,000.000	282,235.00 245,159 33	17,375.00 772.22	6.16%
BMC Software Inc 7.25 06/01/2018	250,000.000	252,500.00 284,663.67	18,125.00 1,510.41	7.18%
Baker Hughes Inc 7.50% 111518	100,000.000	123,206.00 99,546.52	7,500.00 958.33	6.09%
Bear Stearns Commercial Mtg Secur 4.735 091142	775.760	774.71 779.62	47.00 2.53	6.19%
CA Inc 5.375 12/01/2019	250,000.000	277,982.50 281,985.27	13,437.00 1,119.79	4.83%
Canonsburg-Huston Sewer 3.75% Due 12/1/16	25,000.000	25,041.25 24,650.41	937.00 78.12	3.74%
Delaware Cty PA 4.092 111520	250,000.000	253,157.50 247,800.26	10,230.00 1,307.16	4.04%
Dun & Bradstreet 3.25 12/01/2017	400,000.000	404,304.00 403,713.30	13,000.00 1,083.33	3.22%
Dun & Bradstreet 4.375 120122	70,000.000	67,488.40 68,430 81	3,062.00 255.20	4.54%
Express Scripts 2.100 021215	100,000.000	101,449.00 99,704.33	2,100.00 810.83	2.07%
Gabelli Abc Fund Adv	16,655.688	169,221.79 168,722.12	208.00	0.12%
Hewlett Packard Co 3.3 120916	250,000.000	261,657.50 251,493.93	8,250.00 504.16	3.15%
Lycoming Cnty PA 5.375 081518	140,000.000	141,638.00 143,719 90	7,525.00 2,842.77	5 31%
Merrill Lynch Mortgage Trust 4.96% 071238	32,913.660	32,941.97 31,388.50	1,632.00 86.16	4.96%
Montana St Brd Regents Higher Ed 3.984 051517	100,000.000	105,387.00 100,000.00	3,984.00 509.06	3.78%

S&T Trust

M D & J F SAMPSON FAMILY FDN

Statement Period: **12/01/13 - 12/31/13**

Portfolio Investments

Asset Description	**Units**	**Market Value** **Cost**	**Est. Annual Income** **Accruals**	**Current Yield**
Morgan Stanley 4.75% 040114	150,000.000	151,192.50 147,401.92	7,125.00 1,781.25	4.71%
Snap on 4.25 011518	250,000.000	267,815.00 249,455.02	10,625.00 4,899.30	3.97%
Tech Data Corp 3.75 09/21/2017	340,000.000	351,362.80 345,950.00	12,750.00 9,881.24	3.63%
Tulsa OK Babs 4.222 090117	45,000.000	48,297.60 45,000.00	1,899.00 633.30	3.93%
Valero Energy 6.125% 061517	200,000.000	228,038.00 199,931.46	12,250.00 544.44	5.37%
Verizon Comm Inc 5.55% 021516	250,000.000	273,405.00 249,104.32	13,875.00 5,241.66	5.07%
Verizon Comm Inc Vz 8.75 110118	400,000.000	511,828.00 404,640.56	35,000.00 5,833.33	6.84%
Western Ill Babs 4.35 040117	25,000.000	26,528.25 24,757.58	1,087.00 271.87	4.10%
West Union Co 5.93% 100116	300,000.000	333,411.00 327,209.96	17,790.00 4,447.50	5.34%
Wilkes Barre PA 5.28 111519	200,000.000	203,398.00 194,530.57	10,560.00 1,349.33	5.19%
Wm Wrigley Jr Co 4.65 071515	250,000.000	263,167.50 260,954.15	11,625.00 5,360.41	4.42%
Total Fixed Income		**$ 5,428,013.27** **$ 5,148,222.69**	**255,748.00** **53,840.64**	**4.71%**
Other				
Sab Capital Markets LP	534.074	677,061.63 589,831.97	0.00	0.00%
Gabelli Associates Fund II	62,997.400	673,309.91 631,439.71	0.00	0 00%
S&T Bancorp Options 12/15/2003 $29.965 Exp 12/15/2013	2,500.000	0.00 0 00	0.00	0.00%
S&T Bancorp OPTIONS12/20/2004 $37.08 Exp 12/20/2014	2,500.000	0.00 0.00	0.00	0.00%

M D & J F SAMPSON FAMILY FDN

Statement Period: 12/01/13 - 12/31/13

Portfolio Investments

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
S&T Bancorp Options 12/19/2005 $37.855 Exp 12/19/2015	2,500.000	0.00 0.00	0.00	0.00%
Total Other		**$ 1,350,371.54** **$ 1,221,271.68**	**0.00** **0.00**	**0.00%**

Less: SAB Capital Markets LP (shown separately on 990-PF) (677,061.63) = Market Value
(589,831.97) = Cost

Adjusted Market Value for Other Investments: $673,309.91
Adjusted Cost for Other Investments: $631,439.71

Myles D. and J. Faye Sampson Family Foundation
Grants Paid
December 31, 2013

Date	Name	Address	Purpose of the Grant	Code	Amount
3 22.2013	Blind & Vision Rehabilitation Services	Blind and vision Rehabilitation Services 1800 West Street	General Operating Support	PC	$5,000
3 25.2013	Black Hills Ski for Light	Black Hills Ski for Light George Lee PO Box 3707 Rapid City, CD 57709	General Operating Support	PC	$2,500
3 25.2013	Family House	Family House Attn: Lisa Kahle 5001 Baum Blvd suite 545 Pittsburgh, PA 15213	General Operating Support	PC	$10,000
3.25 2013	World Vision	World Vision Attn: Marilyn Mulvhill 210 Overlook Drive Sewickly, PA 15143	Maternal & Child Health	PC	$25,000
3.25.2013	Redstone Presbyterian Seniorcare	Redstone Presbyterian Seniorcare Attn: Lisa Dormire 6 Garden Center Drive Greensburg, PA 15601	Promises Kept	PC	$125,000
3.25.2013	Samueli Institute	Samueli Institute Attn. Dr. Eisenberg 1737 King Street ste 600 Alexandria, VA 22314	Teaching Kitchen Feasibility Study	PC	$125,000
3.25.2013	Center for Science in the Public Interest	Center for Science in the Public Interest Attn: Real Food For Kids 1220 L. St NW suite 300	Real Food 4 Kids	PC	$25,000
1.10.2013	Africa Yoga Project	Africa Yoga Project Attn: Paige Elenson P O Box 69 Woodstock, NY 12498	Mentor Project	PC	$1,500
3.25.2013	Africa Yoga Project	Africa Yoga Project Attn: Paige Elenson P.O. Box 69 Woodstock, NY 12498	General Operating Support	PC	$2,000
3.25.2013	Farm Sanctuary	Farm Sanctuary National Headquarters PO Box 150	General Operating Support	PC	$2,500
3.25.2013	Earth Island Institute	Earth Island Institute Attn: Dolphin Project 2150 Allston Way, suite 460 Berkeley, CA 94704	Dolphin Project - stop Dolphin slaughter	PC	$1,000
3.25.2013	Chris4Life Colon Cancer Foundation	Chris4Life 6056 Burnside Landing Dr Burke, VA 22015	Planet Green Contest Winners - for Patient Support	PC	$1,000
3.25 2013	The Non-GMO Project	The Non-GMO Project 1200 Harris Avenue, Suite #305 Bellingham, WA 98225	General Operating Support	PC	$2,500
3.25.2013	Environmental Working Group	Environmental Working Group 1436 U St. NW suite 100 Washington, DC 20009	Skin Deep	PC	$2,500
3.25 2013	Physicians Committee for Responsible Medicine	Physicians Committee for Responsible Medicine 5100 Wisconsin Ave , N W , Ste.400 Washington DC, 20016	General Operating Support	PC	$2,500
3.25.2013	Poplar Spring Animal Sanctuary	Poplar Spring Animal Sanctuary 15200 Mt Nebo Rd Poolesville, MD 20837	General Operating Support	PC	$2,500
3 25.2013	A Place to Be	A Place to Be 15 South Madison Street Middleburg, Virginia 20117	General Operating Support	PC	$2,500

Myles D. and J. Faye Sampson Family Foundation
Grants Paid
December 31, 2013

Date	Name	Address	Purpose of the Grant	Code	Amount
6.12 2013	Pittsburgh Public Theater Corporation	Pittsburgh Public Theater Corporation 621 Penn Avenue Pittsburgh, PA 15222	General Operating Support	PC	$10,000
6.12.2013	Pittsburgh Ballet Theater Inc	Pittsburgh Ballet Theater Inc 2900 Liberty Ave Pittsburgh, PA 15201	General Operating Support	PC	$10,000
6.12.2013	Western Pennsylvania Conservancy	Western Pennsylvania Conservancy 800 Waterfront Drive Pittsburgh, PA 15222	General Operating Support	PC	$5,000
9.18 2013	Give Back Yoga Foundation	The Give Back Yoga Foundation 900 Baseline Road Cottage 13B Boulder, CO 80302-7547	Yoga for Eating Disorders	PC	$10,000
9.18.2013	Chris4Life Colon Cancer Foundation	Chris4Life 6056 Burnside Landing Dr Burke, VA 22015	Blue Hope Bash Incentive Matching	PC	$5,000
9 23.2013	Yoga in Schools	Yoga in Schools 1112 S. Braddock Ave Suite 201 Pittsburgh, PA 15218	New Website Development	PC	$3,500
9.23 2013	Africa Yoga Project	Africa Yoga Project Attn: Paige Elenson P.O Box 69 Woodstock, NY 12498	General Operating Support	PC	$4,000
9 23.2013	YoKid Stretch Your Limits	YoKid Stretch Your Limits 3307 Duke Street Alexandria, VA 22314	National Kids Yoga Conference	PC	$2,000
10.30 2013	New Hazlett Theater	New Hazlett Theater 6 Allegheny Square Pittsburgh, PA 15212	General Operating Support	PC	$1,000
12.9 2013	The Center for Mind Body Medicine	Center for Mind Body Medicine 5225 Connecticut Avenue, NW Suite 415 Washington, DC 20015	Sampson Scholars	PC	$27,400
12.9.2013	Children's Inn at NIH	Children's Inn at NIH 7 West Drive Bethesda, MD 20814-1509	Healthy Food Program	PC	$25,000
12.9 2013	Grow Pittsburgh	Grow Pittsburgh Julie Butcher Pezzino Executive Director 6587 Hamilton Avenue #2W Pittsburgh, PA 15206	Edible Schoolyard/ General Operating	PC	$25,000
12.19.2013	YMCA of Greater Pittsburgh	YMCA of Greater Pittsburgh 420 Fort Duquesne Boulevard Ste 625 Pittsburgh, PA 15222	Sampson Building Match	PC	$250,000
12.19 2013	Grind Out Hunger	Grind Out Hunger 912 41ST Ave Santa Cruz, CA 95062	General Operating Support	PC	$5,000
12 19.2013	Project Purr	Project Purr PO Box 891 Santa Cruz, CA 95061	General Operating Support	PC	$5,000
12.19.2013	Habitat for Humanity Santa Cruz	Habitat for Humanity Santa Cruz 1007 Cedar St Santa Cruz, CA 95060	General Operating Support	PC	$5,000
12 19 2013	Shared Adventures	Shared Adventures 90 Grandview St Unit B101 Santa Cruz, CA 95060	General Operating Support	PC	$5,000
12.19.2013	International Care Ministries	International Care Ministries PO Box 2146 LaPlata, MD 20646	ICM Relief Fund Hurricaine Hugyen	PC	$5,000

Total 2013 Grants: **$740,900**

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at** *www.irs gov/form8868* ·

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
MYLES D. AND J. FAYE SAMPSON FAMILY
FOUNDATION,C/O INTENTIONAL PHILANTHROPHY

Employer identification number (EIN) or
25-6407379

Number, street, and room or suite no. If a P.O. box, see instructions.
3 BETHESDA METRO CENTER, NO. 350

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions.
BETHESDA, MD 20814-6345

Enter the Return code for the return that this application is for (file a separate application for each return) . . 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ INTENTIONAL PHILANTHROPY, LLC - 3 BETHESDA METRO CENTER, SUITE 350 - BETHESDA, MD 20814-6345

  Telephone No ▶ 1-301-761-4433 Fax No ▶ 1-301-761-4454
- If the organization does not have an office or place of business in the United States, check this box . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2013 or

▶ ☐ tax year beginning ____________________ , and ending ____________________

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$	57,579.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$	37,579.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$	20,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2014)

323841
12-31-13

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION,C/O INTENTIONAL PHILANTHROPHY	Employer identification number (EIN) or 25-6407379
	Number, street, and room or suite no. If a P.O. box, see instructions. 3 BETHESDA METRO CENTER, NO. 350	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BETHESDA, MD 20814-6345	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ INTENTIONAL PHILANTHROPY, LLC - 3 BETHESDA METRO CENTER, SUITE 350 - BETHESDA, MD 20814-6345

Telephone No. ▶ 1-301-761-4433 Fax No. ▶ 1-301-761-4454

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 57,579.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 57,579.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Kianna Macari Title ▶ CPA Date ▶ 7/9/14

Form 8868 (Rev. 1-2014)

323842
12-31-13