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For calendar year 2013 or tax year beginning , and ending

Name of foundation Matan Family Foundation, Inc.			A Employer identification number 27-5370859	
Number and street (or P O box number if mail is not delivered to street address) 4600 Wedgewood Blvd Ste A		Room/suite	B Telephone number (see instructions) (301) 815-9975	
City or town Frederick	State MD	ZIP code 21703		
Foreign country name	Foreign province/state/county	Foreign postal code	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) \$ 1,092,548		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	21	21		
	4 Dividends and interest from securities	18,669	18,669		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	78,239			
	b Gross sales price for all assets on line 6a 1,058,539				
	7 Capital gain net income (from Part IV, line 2)		78,239		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	27	27		
	12 Total. Add lines 1 through 11	96,956	96,956	0	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages	18,333	18,333		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	675	675		
	c Other professional fees (attach schedule)	6,866	6,866		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,338	2,338		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,919	1,919		
	24 Total operating and administrative expenses. Add lines 13 through 23	30,131	30,131	0	0
	25 Contributions, gifts, grants paid	50,225			50,225
	26 Total expenses and disbursements. Add lines 24 and 25	80,356	30,131	0	50,225
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	16,600			
	b Net investment income (if negative, enter -0-)		66,825		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	59,106	29,489	29,489
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment, basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	955,046	1,057,186	1,057,186	
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ <u>Organizational Costs Less Amortiz</u>)	7,690	5,873	5,873	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,021,842	1,092,548	1,092,548	
Liabilities	17 Accounts payable and accrued expenses		16,221	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	16,221	
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	1,021,842	1,076,327	
	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 (see instructions)	1,021,842	1,076,327	
31 Total liabilities and net assets/fund balances (see instructions)	1,021,842	1,092,548		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,021,842
2 Enter amount from Part I, line 27a	2	16,600
3 Other increases not included in line 2 (itemize) ▶ <u>Unrealized investment gain</u>	3	37,885
4 Add lines 1, 2, and 3	4	1,076,327
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,076,327

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	Gamco Global Gold Nat Res	P	4/10/2012	3/8/2013
b	Gamco Global Gold Nat Res	P	7/6/2011	3/8/2013
c	Sextant International	P	1/1/2011	4/24/2013
d	Morgan Stanley - see attached	P	1/1/2013	6/30/2013
e	Morgan Stanley - see attached	P	1/1/2011	6/30/2013

(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 12,694		14,978	-2,284
b 16,715		22,513	-5,798
c 39,949		38,500	1,449
d 489,877		453,112	36,765
e 496,156		451,197	44,959

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))
a			-2,284
b			-5,798
c			1,449
d			36,765
e			44,959

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	78,239
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	75,091

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			0.000000
2011			0.000000
2010			0.000000
2009			0.000000
2008			0.000000

2 Total of line 1, column (d)	2	0.000000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.000000
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	0

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
3	Add lines 1 and 2			1,337
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			1,337
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,850	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d			1,850
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			513
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 513 Refunded			

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ n/a				
14	The books are in care of ▶ A Scott Cowperthwaite Telephone no ▶ (301) 815-9975			
Located at ▶ 4600 Wedgewood Blvd Ste A Frederick MD ZIP+4 ▶ 21703				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ☒	1b	N/A
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 ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)	3b	N/A
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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐ ☒
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b	N/A	
6b		X
7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	.00	0		
	.00	0		
	.00	0		
	.00	0		
	.00	0		

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

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

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,006,116
b	Average of monthly cash balances	1b	44,298
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,050,414
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,050,414
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	15,756
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,034,658
6	Minimum investment return. Enter 5% of line 5	6	51,733

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	51,733
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,337
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,337
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,396
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	50,396
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	50,396

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	50,225
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	50,225
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,225

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				50,396
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				5,044
e From 2012				78,863
f Total of lines 3a through e	83,907			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 50,225				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				50,225
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a))	171			171
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	83,736			
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	83,736			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				4,873
d Excess from 2012				78,863
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A**

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

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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).)
- 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.

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				
Bethesda Cares 7728 Woodmont Ave Bethesda, MD 20814		PC	Community Outreach	1,000
Holy Child 4108 Everett St Kensington, MD 20895		PC	Education	2,500
Birthright of Frederick 250 W Patrick St Frederick, MD 21701		PC	Community Outreach	200
Gonzaga College High School 19 Eye St, NW Washington, DC 20001		PC	Education	275
Heartly House PO Box 857 Frederick, MD 21705		PC	Community Outreach	250
Stone Ridge Annual Fund 9101 Rockville Pike Bethesda, MD 20814		PC	Education	15,000
Connelly School of the Holy Child 9029 Bradley Blvd Potomac, MD 20854		PC	Education	10,000
Valley Life Center 320 W College Ave Pleasant Gap, PA 16823		PC	Education	250
KCW Chapter of the Christ Child Society 8904 Kensington Pkwy Chevy Chase, MD 20815		PC	Education	250
FC Frederick PO Box 1163 Frederick, MD 21702		PC	Community Support	2,500
UNC/Carolina Covenant PO Box 309 Chapel Hill, NC 27514		PC	Education	10,000
Total . . . See Attached Statement			3a	50,225
b Approved for future payment				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(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		21			
4	Dividends and interest from securities		18,669			
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a Other Income		27			
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		18,717		0	0
13	Total. Add line 12, columns (b), (d), and (e)				13	18,717

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

[illegible]

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Maryland Elite Lacrosse Club

Street

9484 Bartgis Ct

City

Frederick

State

MD

Zip Code

21702

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Community Support

Amount

250

Name

Visitation Academy

Street

200 E 2nd St

City

Frederick

State

MD

Zip Code

21701

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Education

Amount

5,000

Name

Higher Achievement

Street

317 8th St NE

City

Washington

State

DC

Zip Code

20002

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Education

Amount

1,000

Name

Alpha Delta Pi

Street

411 E Rosemary St

City

Chapel Hill

State

NC

Zip Code

27514

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Education

Amount

500

Name

Poor Roberts Charities

Street**City**

Bethesda

State

MD

Zip Code

20814

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Community Outreach

Amount

250

Name

Washington Jesuit Academy

Street

900 Varnum St, NE

City

Washington

State

DC

Zip Code

20017

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Education

Amount

1,000

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals	Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Cost Other Basis and Expenses	Net Gain or Loss
									Capital Gains/Losses					
									Other sales					
1	X				4/10/2012	P	3/8/2013	12,694		14,978				-2,284
2	X				7/6/2011	P	3/8/2013	16,715		22,513				-5,798
3	X				1/1/2011	P	4/24/2013	39,949		38,500				1,449
4	X				1/1/2013	P	6/30/2013	489,877		453,112				36,765
5	X				1/1/2011	P	6/30/2013	496,156		451,197				44,959

Corporate Tax Statement Tax Year 2013

MATAN FAMILY FOUNDATION INC
C/O MARK C MATAN &
A. SCOTT COWPERTHWAIT
4600 WEDGEWOOD BLVD SUITE A
FREDERICK MD 21703-7167

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

Taxpayer ID Number: 27-5370859
Account Number: 530 013204 067

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
BLACKROCK STRATEGIC INC OPP I									
		CUSIP: 09256H286	Symbol (Box 1d): BSIIX						
	16.891	05/02/13	07/23/13	\$169.17	\$173.23	\$4.06	(\$4.06)	\$0.00	
	19.874	05/02/13	07/23/13	\$199.05	\$203.82	\$4.77	(\$4.77)	\$0.00	
	1,460.241	05/02/13	07/23/13	\$14,631.78	\$14,982.23	\$0.00	(\$350.45)	\$0.00	
Security Subtotal	1,497.006			\$15,000.00	\$15,359.28	\$8.83	(\$359.28)	\$0.00	
FIRST TRUST NORTH AMERICAN E									
		CUSIP: 33738D101	Symbol (Box 1d): EMLP						
	2,085.000	07/23/13	11/13/13	\$48,037.77	\$50,018.94	\$0.00	(\$1,981.17)	\$0.00	
ISHARES S&P 500 GRWTH ETF									
		CUSIP: 464287309	Symbol (Box 1d): IVW						
	350.000	07/23/13	11/13/13	\$32,978.87	\$30,960.93	\$0.00	\$2,017.94	\$0.00	
PRUDENTIAL SH DUR HI YLD INC Z									
		CUSIP: 74442J307	Symbol (Box 1d): HYSZX						
	21.950	05/03/13	07/23/13	\$217.27	\$221.44	\$4.17	(\$4.17)	\$0.00	
	23.518	05/03/13	07/23/13	\$232.74	\$237.20	\$4.46	(\$4.46)	\$0.00	
	1,641.401	05/03/13	07/23/13	\$16,249.99	\$16,561.85	\$0.00	(\$311.86)	\$0.00	
Security Subtotal	1,686.869			\$16,700.00	\$17,020.49	\$8.63	(\$320.49)	\$0.00	
THORNBURG DEVELOPING WORLD I									
		CUSIP: 885216606	Symbol (Box 1d): THDIX						
	130.979	05/03/13	07/23/13	\$2,300.00	\$2,429.66	\$0.00	(\$129.66)	\$0.00	
WISDOMTREE TRUST JAPN HEDGE EQ									
		CUSIP: 97717W851	Symbol (Box 1d): DXJ						
	641.000	05/03/13	07/26/13	\$29,487.40	\$30,947.42	\$0.00	(\$1,460.02)	\$0.00	
Total Short Term Covered Securities				\$144,504.04	\$146,736.72	\$17.46	(\$2,232.68)	\$0.00	

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number 26-4310632Taxpayer ID Number 27-5370859
Account Number 530 013204 067

Customer Service: 866-324-6088

MATAN FAMILY FOUNDATION INC
C/O MARK C MATAN &
A. SCOTT COWPERTHWAITTE
4600 WEDGEWOOD BLVD SUITE A
FREDERICK MD 21703-7167

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
AMER CENT MID CAP VALUE INV		CUSIP: 025076654	Symbol (Box 1d): ACMVX						
	1,123.596	09/14/12	07/23/13	\$17,730.33	\$14,999.89	\$0.00	\$2,730.44	\$0.00	
	592.705	12/21/12	07/23/13	\$9,352.92	\$7,800.00	\$0.00	\$1,552.92	\$0.00	
Security Subtotal	1,716.301			\$27,083.25	\$22,799.89	\$0.00	\$4,283.36	\$0.00	
AMER CENT REAL EST INV		CUSIP: 025076886	Symbol (Box 1d): REACX						
	1,080.847	08/09/12	05/03/13	\$28,739.72	\$24,999.99	\$0.00	\$3,739.73	\$0.00	
EATON VANCE SHRT DUR DIV INC		CUSIP: 27828V104	Symbol (Box 1d): EVG						
	433.000	08/09/12	07/23/13	\$6,796.51	\$7,467.03	\$0.00	(\$670.52)	\$0.00	
ETFS-GOLD TRUST		CUSIP: 26922Y105	Symbol (Box 1d):						
	0.000	05/01/13	05/01/13	\$8.97	\$0.00	\$0.00	\$0.00	\$0.00	CT
	0.000	06/01/13	06/01/13	\$8.98	\$0.00	\$0.00	\$0.00	\$0.00	CT
	0.000	07/01/13	07/01/13	\$7.38	\$0.00	\$0.00	\$0.00	\$0.00	CT
	0.000	08/01/13	08/01/13	\$6.70	\$0.00	\$0.00	\$0.00	\$0.00	CT
	0.000	09/01/13	09/01/13	\$7.16	\$0.00	\$0.00	\$0.00	\$0.00	CT
Security Subtotal	0.000			\$39.19	\$0.00	\$0.00	\$0.00	\$0.00	
FEDERATED SHORT TERM INC IS		CUSIP: 31420C209	Symbol (Box 1d): FSTIX						
	1,150.748	12/21/12	07/23/13	\$9,907.94	\$9,999.89	\$0.00	(\$91.95)	\$0.00	
HARBOR INTERNATIONAL INV		CUSIP: 411511645	Symbol (Box 1d): HINX						
	174.277	08/09/12	07/23/13	\$11,326.26	\$10,000.00	\$0.00	\$1,326.26	\$0.00	
	172.384	10/09/12	07/23/13	\$11,203.23	\$10,000.00	\$0.00	\$1,203.23	\$0.00	
	57.227	12/21/12	07/23/13	\$3,719.19	\$3,500.00	\$0.00	\$219.19	\$0.00	
Security Subtotal	403.888			\$26,248.68	\$23,500.00	\$0.00	\$2,748.68	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 27-5370859
Account Number 530 013204 067
Customer Service: 866-324-6088

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

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities * (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
JANUS TRITON I									
CUSIP: 47103C357 Symbol (Box 1d): JSMGX									
	798.600	09/14/12	07/23/13	\$17,169.90	\$13,630.71	\$0.00	\$3,539.19	\$0.00	
	276.878	10/09/12	07/23/13	\$5,952.88	\$4,725.83	\$0.00	\$1,227.05	\$0.00	
	574.562	11/15/12	07/23/13	\$12,353.08	\$9,806.76	\$0.00	\$2,546.32	\$0.00	
	544.500	12/21/12	07/23/13	\$11,706.75	\$9,293.67	\$0.00	\$2,413.08	\$0.00	
Security Subtotal	2,194.540			\$47,182.61	\$37,456.97	\$0.00	\$9,725.64	\$0.00	
CUSIP: 46625H365 Symbol (Box 1d): AMJ									
JPM ALERIAN MLP 99DE31	255.000	08/09/12	07/23/13	\$12,223.19	\$10,050.34	\$0.00	\$2,172.85	\$0.00	
	231.000	12/21/12	07/23/13	\$11,072.77	\$9,000.39	\$0.00	\$2,072.38	\$0.00	
	597.000	03/08/13	07/23/13	\$28,616.63	\$25,970.09	\$0.00	\$2,646.54	\$0.00	
Security Subtotal	1,083.000			\$51,912.59	\$45,020.82	\$0.00	\$6,891.77	\$0.00	
CUSIP: 72201M636 Symbol (Box 1d): PRLPX									
PIMCO REAL RETURN P	592.885	10/09/12	05/03/13	\$7,262.84	\$7,155.84	\$0.00	\$107.00	\$0.00	
	508.065	12/21/12	05/03/13	\$6,223.81	\$6,132.10	\$0.00	\$91.71	\$0.00	
Security Subtotal	1,100.950			\$13,486.65	\$13,287.94	\$0.00	\$198.71	\$0.00	
CUSIP: 72201M552 Symbol (Box 1d): PTPPX									
PIMCO TOTAL RETURN P	1,312.336	08/09/12	05/02/13	\$14,895.01	\$14,605.33	\$0.00	\$289.68	\$0.00	
	647.110	10/09/12	05/02/13	\$7,344.70	\$7,201.86	\$0.00	\$142.84	\$0.00	
	881.834	12/21/12	05/02/13	\$10,008.82	\$9,814.17	\$0.00	\$194.65	\$0.00	
Security Subtotal	2,841.280			\$32,248.53	\$31,621.36	\$0.00	\$627.17	\$0.00	
CUSIP: 78463V107 Symbol (Box 1d):									
SPDR GOLD TR GOLD SHS	0.000		05/10/13	\$3.62	\$0.00	\$0.00	\$0.00	\$0.00	CT
	0.000		06/17/13	\$3.17	\$0.00	\$0.00	\$0.00	\$0.00	CT

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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MATAN FAMILY FOUNDATION INC
C/O MARK C MATAN &
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FREDERICK MD 21703-7167

New York, NY 10004
Identification Number. 26-4310632

Taxpayer ID Number	27-5370859
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Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949, Part 1, with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
SPDR GOLD TR GOLD SHS	0.000		07/10/13	\$3.12	\$0.00	\$0.00	\$0.00	\$0.00	CT
	2.000	08/09/12	07/23/13	\$257.89	\$313.68	\$0.00	(\$55.79)	\$0.00	
	0.000		08/15/13	\$2.78	\$0.00	\$0.00	\$0.00	\$0.00	CT
Security Subtotal	2.000			\$270.58	\$313.68	\$0.00	(\$55.79)	\$0.00	
THIRD AVE INTL VALUE INV									
	646.412	08/09/12	04/26/13	\$11,822.88	\$9,999.99	\$0.00	\$1,822.89	\$0.00	
	930.521	10/09/12	04/26/13	\$17,019.23	\$15,000.00	\$0.00	\$2,019.23	\$0.00	
	208.582	12/21/12	04/26/13	\$3,814.96	\$3,499.99	\$0.00	\$314.97	\$0.00	
Security Subtotal	1,785.515			\$32,657.07	\$28,499.98	\$0.00	\$4,157.09	\$0.00	
THOMPSON BOND FUND									
	1,070.205	08/09/12	04/26/13	\$12,895.96	\$12,499.99	\$0.00	\$395.97	\$0.00	
	557.432	12/21/12	04/26/13	\$6,717.08	\$6,599.99	\$0.00	\$117.09	\$0.00	
Security Subtotal	1,627.637			\$19,613.04	\$19,099.98	\$0.00	\$513.06	\$0.00	
VANGUARD ENERGY INV									
	172.471	05/10/12	04/26/13	\$10,536.25	\$9,999.99	\$0.00	\$536.26	\$0.00	
VANGUARD TTL STK MKT ETF									
	200.000	09/14/12	07/23/13	\$17,528.46	\$15,112.75	\$0.00	\$2,415.71	\$0.00	
	141.000	11/15/12	07/23/13	\$12,357.56	\$9,808.45	\$0.00	\$2,549.11	\$0.00	
	100.000	12/21/12	07/23/13	\$8,764.22	\$7,334.75	\$0.00	\$1,429.47	\$0.00	
Security Subtotal	441.000			\$38,650.24	\$32,255.95	\$0.00	\$6,394.29	\$0.00	
Total Short Term Noncovered Securities				\$345,372.85	\$306,323.47	\$0.00	\$38,997.50	\$0.00	
Total Short Term Covered and Noncovered Securities				\$489,876.89	\$453,060.19	\$17.46	\$36,764.82	\$0.00	

Total Short Term Covered and Noncovered Securities

Gold Trust

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

453112.07

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number 26-4310632Taxpayer ID Number 27-5370859
Account Number 530 013204 067

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities * (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SYMBOL (Box 1d)	ACM/VX (Box 1d)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
AMER CENT MID CAP VALUE INV											
		CUSIP: 025076654									
	999.201	07/29/11	07/23/13			\$15,767.38	\$12,499.90	\$0.00	\$3,267.48	\$0.00	
	428.082	11/21/11	07/23/13			\$6,755.13	\$5,000.00	\$0.00	\$1,755.13	\$0.00	
	444.050	12/14/11	07/23/13			\$7,007.10	\$4,999.96	\$0.00	\$2,007.14	\$0.00	
Security Subtotal	1,871.333					\$29,529.61	\$22,499.86	\$0.00	\$7,029.75	\$0.00	
E V FLOATING RATE I											
		CUSIP: 277911491									
	353.645	07/06/11	07/23/13			\$3,250.00	\$3,170.23	\$0.00	\$79.77	\$0.00	
EATON VANCE SHRT DUR DIV INC											
		CUSIP: 27828V104									
	100.000	09/30/11	07/23/13			\$1,569.63	\$1,610.57	\$0.00	(\$40.94)	\$0.00	
	175.000	09/30/11	07/23/13			\$2,746.86	\$2,822.36	\$0.00	(\$75.50)	\$0.00	
	500.000	09/30/11	07/23/13			\$7,848.16	\$8,059.38	\$0.00	(\$211.22)	\$0.00	
	589.000	04/10/12	07/23/13			\$9,245.13	\$9,907.21	\$0.00	(\$662.08)	\$0.00	
Security Subtotal	1,364.000					\$21,409.78	\$22,399.52	\$0.00	(\$989.74)	\$0.00	
ETFS GOLD TRUST											
		CUSIP: 26922Y105									
	34.000	06/06/11	07/23/13			\$4,469.56	\$5,229.80	\$0.00	(\$760.24)	\$0.00	
	31.000	06/06/11	09/18/13			\$3,963.09	\$4,768.35	\$0.00	(\$805.26)	\$0.00	
	30.000	11/21/11	09/18/13			\$3,835.25	\$4,978.45	\$0.00	(\$1,143.20)	\$0.00	
	32.000	12/14/11	09/18/13			\$4,090.94	\$5,024.63	\$0.00	(\$933.69)	\$0.00	
	63.000	05/09/12	09/18/13			\$8,054.03	\$9,925.78	\$0.00	(\$1,871.75)	\$0.00	
Security Subtotal	190.000					\$24,412.87	\$29,927.01	\$0.00	(\$5,514.14)	\$0.00	
FEDERATED SHORT TERM INC IS											
		CUSIP: 31420C209									
	2,317.497	06/01/12	07/23/13			\$19,953.65	\$20,000.00	\$0.00	(\$46.35)	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorMATAN FAMILY FOUNDATION INC
C/O MARK C MATAN &
A. SCOTT COWPERTHWAIT
4600 WEDGEWOOD BLVD SUITE A
FREDERICK MD 21703-7167New York, NY 10004
Identification Number 26-4310632Taxpayer ID Number 27-5370859
Account Number 530 013204 067

Customer Service: 866-324-6088

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

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

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities * (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
JANUS TRITON I									
		CUSIP: 47103C357		Symbol (Box 1d): JSMGX					
	859.854	06/06/11	07/23/13	\$18,486.86	\$14,676.20	\$0.00	\$3,810.66	\$0.00	
	480.343	09/02/11	07/23/13	\$10,327.37	\$8,198.62	\$0.00	\$2,128.75	\$0.00	
	836.693	09/30/11	07/23/13	\$17,988.90	\$14,280.89	\$0.00	\$3,708.01	\$0.00	
	306.977	12/14/11	07/23/13	\$6,600.01	\$5,239.56	\$0.00	\$1,360.45	\$0.00	
	300.118	01/13/12	07/23/13	\$6,452.54	\$5,122.48	\$0.00	\$1,330.06	\$0.00	
	282.705	04/10/12	07/23/13	\$6,078.16	\$4,825.28	\$0.00	\$1,252.88	\$0.00	
Security Subtotal	3,066.690			\$55,933.84	\$52,343.03	\$0.00	\$13,590.81	\$0.00	
PIMCO FOREIGN BD US \$ HEDGED P									
		CUSIP: 72201M784		Symbol (Box 1d): PFBPX					
	1,175.917	07/29/11	07/23/13	\$12,476.48	\$12,793.01	\$0.00	(\$316.53)	\$0.00	
	332.094	11/21/11	07/23/13	\$3,523.52	\$3,612.91	\$0.00	(\$89.39)	\$0.00	
Security Subtotal	1,508.011			\$16,000.00	\$16,405.92	\$0.00	(\$405.92)	\$0.00	
PIMCO REAL RETURN P									
		CUSIP: 72201M636		Symbol (Box 1d): PRLPX					
	1,068.376	07/06/11	05/03/13	\$13,087.60	\$12,894.79	\$0.00	\$192.81	\$0.00	
	840.336	01/13/12	05/03/13	\$10,294.11	\$10,142.46	\$0.00	\$151.65	\$0.00	
	826.446	04/10/12	05/03/13	\$10,123.96	\$9,974.81	\$0.00	\$149.15	\$0.00	
Security Subtotal	2,735.158			\$33,505.67	\$33,012.06	\$0.00	\$493.61	\$0.00	
PIMCO TOTAL RETURN P									
		CUSIP: 72201M552		Symbol (Box 1d): PTTPIX					
	1,356.239	06/06/11	05/02/13	\$15,393.31	\$15,093.94	\$0.00	\$299.37	\$0.00	
	1,158.480	09/30/11	05/02/13	\$13,148.75	\$12,893.03	\$0.00	\$255.72	\$0.00	
	927.644	11/21/11	05/02/13	\$10,528.76	\$10,323.99	\$0.00	\$204.77	\$0.00	
	682.439	01/13/12	05/02/13	\$7,745.68	\$7,595.04	\$0.00	\$150.64	\$0.00	
	671.441	04/10/12	05/02/13	\$7,620.86	\$7,472.64	\$0.00	\$148.22	\$0.00	
Security Subtotal	4,796.243			\$54,437.36	\$53,378.64	\$0.00	\$1,058.72	\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

MATAN FAMILY FOUNDATION INC
C/O MARK C MATAN &
A. SCOTT COWPERTHWAIT
4600 WEDGEWOOD BLVD SUITE A
FREDERICK MD 21703-7167

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 27-5370859
Account Number 530 013204 067
Customer Service: 866-324-6088

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

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
RYDEX ENERGY INV		CUSIP: 783554751	Symbol (Box 1d): RYEX						
	487.092	06/01/12	07/23/13	\$13,234.29	\$10,000.00	\$0.00	\$3,234.29	\$0.00	
SPDR GOLD TR GOLD SHS		CUSIP: 78463V107	Symbol (Box 1d): GLD						
	63.000	08/09/12	09/18/13	\$7,890.61	\$9,880.77	\$0.00	(\$1,990.16)	\$0.00	
THOMPSON BOND FUND		CUSIP: 884891201	Symbol (Box 1d): THOPX						
	1,079.447	07/06/11	04/26/13	\$13,007.33	\$12,500.00	\$0.00	\$507.33	\$0.00	
	434.028	09/02/11	04/26/13	\$5,230.03	\$4,999.96	\$0.00	\$230.07	\$0.00	
	442.478	01/13/12	04/26/13	\$5,331.86	\$4,999.96	\$0.00	\$331.90	\$0.00	
	432.152	04/10/12	04/26/13	\$5,207.43	\$5,000.00	\$0.00	\$207.43	\$0.00	
Security Subtotal	2,388.105			\$28,776.65	\$27,499.92	\$0.00	\$1,276.73	\$0.00	
VANGUARD DIVIDEND APPRECIATION		CUSIP: 921908844	Symbol (Box 1d): VIG						
	410.000	06/06/11	11/13/13	\$30,025.79	\$22,471.21	\$0.00	\$7,554.58	\$0.00	
	40.000	08/02/11	11/13/13	\$2,929.34	\$2,135.44	\$0.00	\$793.90	\$0.00	
Security Subtotal	450.000			\$32,955.13	\$24,606.65	\$0.00	\$8,348.48	\$0.00	
VANGUARD ENERGY INV		CUSIP: 921908109	Symbol (Box 1d): VGENX						
	174.200	08/01/11	04/26/13	\$10,641.88	\$12,500.00	\$0.00	(\$1,858.12)	\$0.00	
	200.872	09/02/11	04/26/13	\$12,271.27	\$12,499.98	\$0.00	(\$228.71)	\$0.00	
Security Subtotal	375.072			\$22,913.15	\$24,999.98	\$0.00	(\$2,086.83)	\$0.00	
VANGUARD FTSE EMERGING MARKETS		CUSIP: 922042858	Symbol (Box 1d): VVWO						
	310.000	06/06/11	05/03/13	\$13,658.76	\$14,956.53	\$0.00	(\$1,297.77)	\$0.00	
	115.000	09/02/11	05/03/13	\$5,066.96	\$4,935.32	\$0.00	\$131.64	\$0.00	
	270.000	09/30/11	05/03/13	\$11,896.34	\$10,041.88	\$0.00	\$1,854.46	\$0.00	

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Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor

MATAN FAMILY FOUNDATION INC
C/O MARK C MATAN &
A. SCOTT COWPERTHWAITTE
4600 WEDGEWOOD BLVD SUITE A
FREDERICK MD 21703-7167

New York, NY 10004
Identification Number
26-4310632

Taxpayer ID Number: 27-5370859
Account Number 530 013204 067

Customer Service: 866-324-6088

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

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)
(Continued)

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VANGUARD FTSE EMERGING	159.000	12/14/11	05/03/13	\$7,005.62	\$6,069.71	\$0.00	\$935.91	\$0.00	
	239.000	04/10/12	05/03/13	\$10,530.46	\$9,981.94	\$0.00	\$548.52	\$0.00	
Security Subtotal	1,093.000			\$48,158.14	\$45,985.38	\$0.00	\$2,172.76	\$0.00	
CUSIP: 922908769 Symbol (Box 1d): VTI									
VANGUARD TTL STK MKT ETF	335.000	06/06/11	07/23/13	\$29,360.16	\$22,513.58	\$0.00	\$6,846.58	\$0.00	
	100.000	08/02/11	07/23/13	\$8,764.23	\$6,585.79	\$0.00	\$2,178.44	\$0.00	
	52.000	08/02/11	07/23/13	\$4,557.40	\$3,425.13	\$0.00	\$1,132.27	\$0.00	
	83.000	09/02/11	07/23/13	\$7,274.31	\$5,040.33	\$0.00	\$2,233.98	\$0.00	

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Corporate Tax Statement Tax Year 2013

MATAN FAMILY FOUNDATION INC
C/O MARK C MATAN &
A. SCOTT COWPERTHWAIT
4600 WEDGEWOOD BLVD SUITE A
FREDERICK MD 21703-7167

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

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
VANGUARD TTL STK MKT ETF	120.000	12/14/11	07/23/13	\$10,517.07	\$7,492.03	\$0.00	\$3,025.04	\$0.00	
	152.000	06/01/12	07/23/13	\$13,321.63	\$10,031.53	\$0.00	\$3,290.10	\$0.00	
Security Subtotal	842.000			\$73,794.80	\$55,088.39	\$0.00	\$18,706.41	\$0.00	
Total Long Term Noncovered Securities				\$496,155.55	\$451,197.36	\$0.00	\$44,958.19	\$0.00	
Total Short and Long Term, Covered and Noncovered Securities				\$986,032.44	\$904,257.55	\$17.46	\$81,723.01	\$0.00	

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	\$986,032.44
Total Cost or Other Basis (Box 3)	\$146,736.72
Total Wash Sale Loss Disallowed (Box 5)	\$17.46
Total Fed Tax Withheld (Box 4)	\$0.00

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS

CT The proceeds amount is the sales price of the bullion sold by the Trust to pay investment expenses. Proceeds from the sale of bullion are reported on Form 1099-B.

Part I, Line 11 (990-PF) - Other Income

		27	27	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Other Income	27	27	

Part I, Line 16b (990-PF) - Accounting Fees

		675	675	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Accounting	675	675		

Part I, Line 16c (990-PF) - Other Professional Fees

		6,866	6,866	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment management fee	6,866	6,866		

Part I, Line 18 (990-PF) - Taxes

		2,338	2,338	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Payroll taxes	1,530	1,530		
2	Income taxes	560	560		
3	Foreign taxes paid	248	248		

Part I, Line 23 (990-PF) - Other Expenses

		1,919	1,919	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization	1,817	1,817		
2	Supplies	102	102		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Mutual Funds	FMV	955,046	1,057,186	1,057,186

Part II, Line 15 (990-PF) - Other Assets

		7,690	5,873	5,873
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Organizational Costs Less Amortization	7,690	5,873	5,873

27 5370859

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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Mark C. Matan		4600 Wedgewood Blvd Ste A	Frederick	MD	21703		President	5.00	0	0	0
2	Suzanne Matan		4600 Wedgewood Blvd Ste A	Frederick	MD	21703		Vice Pres	5.00	0	0	0
3	Therese Matan		4021 Glenridge St	Kensington	MD	20895		Secretary	5.00	0	0	0
4	Joseph P. Matan		4600 Wedgewood Blvd Ste A	Frederick	MD	21703		Vice Pres	5.00	0	0	0
5	A. Scott Cowperthwaite		4600 Wedgewood Blvd Ste A	Frederick	MD	21703		Treasurer	5.00	0	0	0
6	Michelle Matan Dombo		4600 Wedgewood Blvd Ste A	Frederick	MD	21703			5.00	0	0	0

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- 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, 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	Employer identification number (EIN) or
	Matan Family Foundation, Inc.	27-5370859
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	4600 Wedgewood Blvd Ste A	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Frederick, MD 21703	

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

04

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 ► A. Scott Cowperthwaite

Telephone No. ► (301) 694-9200

Fax No. ► (240) 745-3904

- 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 8/15/2014, 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	\$	1,850
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	\$	0
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	\$	1,850

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.