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: Matz Warner Family Foundation

A Employer identification number: 54-6676431

Number and street (or P O box number if mail is not delivered to street address): c/o Sloan, 7 St Paul St- Ste 1500 | Room/suite:

B Telephone number: 410 347 8787

City or town, state or province, country, and ZIP or foreign postal code: Baltimore, MD 21202

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 837,715.

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

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

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

	Line	(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	19,764.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	11,621.	11,621.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	36,315.			
	b Gross sales price for all assets on line 6a 231,000.				
	7 Capital gain net income (from Part IV, line 2)		36,315.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	67,700.	47,936.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 2	2,760.	2,760.		0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 3	277.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 4	2,884.	2,884.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	5,921.	5,644.		0.
	25 Contributions, gifts, grants paid	32,190.			32,190.
	26 **Total expenses and disbursements** Add lines 24 and 25	38,111.	5,644.		32,190.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	29,589.			
	b **Net investment income** (if negative, enter -0-)		42,292.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		292.	292.
	2 Savings and temporary cash investments	70,748.	45,784.	45,784.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 5	554,870.	615,858.	716,639.
	c Investments - corporate bonds Stmt 6	141,750.	135,750.	75,000.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ tax credit)	727.	0.	0.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	768,095.	797,684.	837,715.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	740,698.	740,698.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	27,397.	56,986.	
	30 **Total net assets or fund balances**	768,095.	797,684.	
	31 **Total liabilities and net assets/fund balances**	768,095.	797,684.	

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	768,095.
2	Enter amount from Part I, line 27a	2	29,589.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	797,684.
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	797,684.

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 attached schedule	P		
b	Countrywide lit	P		
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	230,837.		194,685.	36,152.
b	163.			163.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				36,152.
b				163.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 36,315.

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	33,663.	637,218.	.052828
2011	30,547.	631,497.	.048372
2010	26,309.	597,212.	.044053
2009	21,749.	536,211.	.040561
2008	26,121.	661,340.	.039497

2	**Total** of line 1, column (d)	2	.225311
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	.045062
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	745,466.
5	Multiply line 4 by line 3	5	33,592.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	423.
7	Add lines 5 and 6	7	34,015.
8	Enter qualifying distributions from Part XII, line 4	8	32,190.

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	846.
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	846.
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	846.
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 300.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	300.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	6.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	552.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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.*	1b		X
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) ▶ CO			
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 ▶ N/A

14 The books are in care of ▶ Robert Matz Telephone no. ▶

Located at ▶ 416 Columbine Street, Denver, CO ZIP+4 ▶80206

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

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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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

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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 | | 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
Robert Matz 416 Columbine Street Denver, CO 80206	Trustee 0.00	0.	0.	0.
Peggy L Warner 416 Columbine Street Denver, CO 80206	Trustee 0.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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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	734,282.
b	Average of monthly cash balances	1b	22,536.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	756,818.
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	756,818.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,352.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	745,466.
6	**Minimum investment return.** Enter 5% of line 5	6	37,273.

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	37,273.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 846.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	846.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,427.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	36,427.
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	36,427.

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	32,190.
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	32,190.
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	32,190.

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.

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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				36,427.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			27,397.	
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: ▶ $ 32,190.				
a Applied to 2012, but not more than line 2a			27,397.	
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				4,793.
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				31,634.
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).)

None

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See attached list			Unrestricted	32,190.
Total			▶ 3a	32,190.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			01	11,621.	
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			01	36,315.	
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.		47,936.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 47,936.

(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 | Date 8/6/14 | Title Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Robert Sloan		7/31/14		P01383695

Firm's name ▶ Whiteford, Taylor & Preston LLP — Firm's EIN ▶ 52-0619214

Firm's address ▶ 7 Saint Paul Street Baltimore, MD 21202 — Phone no. (410) 347-8700

323622 10-10-13

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	Employer identification number
Matz Warner Family Foundation	54-6676431

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)

Name of organization	Employer identification number
Matz Warner Family Foundation	54-6676431

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	Robert Matz 416 Columbine Street Denver, CO 80206	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
Matz Warner Family Foundation	54-6676431

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
1	205 shs Wynn Resorts Ltd	$ 37,956.	12/23/13
		$	
		$	
		$	
		$	
		$	

Name of organization

Matz Warner Family Foundation

Employer identification number

54-6676431

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

Form 990-PF	Dividends and Interest from Securities			Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Investments	11,621.	0.	11,621.	11,621.	
To Part I, line 4	11,621.	0.	11,621.	11,621.	

Form 990-PF	Legal Fees	Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
WTP	2,760.	2,760.		0.
To Fm 990-PF, Pg 1, ln 16a	2,760.	2,760.		0.

Form 990-PF	Taxes	Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	277.	0.		0.
To Form 990-PF, Pg 1, ln 18	277.	0.		0.

Form 990-PF	Other Expenses	Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax	308.	308.		0.
Advisory fees	2,576.	2,576.		0.
To Form 990-PF, Pg 1, ln 23	2,884.	2,884.		0.

Form 990-PF Corporate Stock Statement 5

Description	Book Value	Fair Market Value
stock	615,858.	716,639.
Total to Form 990-PF, Part II, line 10b	615,858.	716,639.

Form 990-PF Corporate Bonds Statement 6

Description	Book Value	Fair Market Value
bonds	135,750.	75,000.
Total to Form 990-PF, Part II, line 10c	135,750.	75,000.

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
CASH									
8,176 CASH		$1.00	$1.00	$8,176 04	$8,176.04	$7	0 08%	1.4%	100 0%
EQUITIES									
DOMESTIC									
NON-FINANCIAL									
HOME BUILDING									
225 PULTE GROUP INC	PHM	$15.49	$20 37	$3,484 77	$4,583.25	$45	0 98%	0.8%	0 8%
FINANCIAL									
PROPERTY - CASUALTY INSURANCE									
35 AMERICAN FINANCIAL GROUP INC	AFG	$53 00	$57 72	$1,854.85	$2,020.20	$63	3.13%	0 4%	0.4%
50 AON PLC	AON	$71 27	$83.89	$3,563.68	$4,194 50	- - -	- - -	0.7%	0 8%
40 CHUBB CORP	CB	$84 25	$96.63	$3,369.87	$3,865.20	$70	1 82%	0.7%	0 7%
45 PARTNERRE LTD	PRE	$90 11	$105.43	$4,055.15	$4,744.35	$108	2.28%	0 8%	0.9%
Total				$12,843.55	$14,824.25	$242	1.63%	2.6%	2 7%
MISC. FINANCIAL									
10 AFFILIATED MANAGERS GROUP INC	AMG	$112.21	$216.88	$1,122.14	$2,168 80	- - -	- - -	0.4%	0.4%
6 BLACKROCK INC	BLK	$245 16	$316.47	$1,470 97	$1,898.82	$40	2.12%	0.3%	0.3%
60 E*TRADE FINANCIAL CORP	ETFC	$14 85	$19.64	$891.00	$1,178.40	- - -	- - -	0 2%	0 2%
21 VERISK ANALYTICS INC-CL A	VRSK	$62 12	$65.72	$1,304.48	$1,380.12	- - -	- - -	0.2%	0.2%
30 VISA INC - CLASS A SHRS	V	$151 84	$222.68	$4,555 33	$6,680.40	$48	0.72%	1.2%	1 2%
Total				$9,343.92	$13,306 54	$88	- - -	2 3%	2.4%
FINANCE - PERSONAL LOANS									
65 CAPITAL ONE FINANCIAL CORP	COF	$54 34	$76.61	$3,532.04	$4,979.65	$78	1.57%	0.9%	0 9%
50 DISCOVER FINANCIAL SERVICES	DFS	$39.84	$55 95	$1,992.24	$2,797.50	$40	1 43%	0 5%	0 5%
Total				$5,524.28	$7,777.15	$118	1.52%	1 4%	1.4%
LIFE INSURANCE									
6 EVEREST RE GROUP LTD	RE	$120 71	$155.87	$724.28	$935 22	$12	1.23%	0.2%	0 2%
155 GENWORTH FINANCIAL INC-CL A	GNW	$11 02	$15.53	$1,707 61	$2,407.15	- - -	- - -	0 4%	0.4%
90 LINCOLN NATIONAL CORP	LNC	$42 91	$51.62	$3,862.30	$4,645.80	$58	1.24%	0.8%	0.8%
Total				$6,294.19	$7,988 17	$69	0 87%	1.4%	1 4%
MULTI-LINE INSURANCE									
40 AETNA INC	AET	$55.06	$68.59	$2,202 28	$2,743 60	$36	1 31%	0 5%	0 5%

MATZ WARNER FAMILY FOUNDATION (888-24129)
Portfolio Valuation

As of December 31, 2013
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
110 AMERICAN INTERNATIONAL GROUP	AIG	$44.20	$51.05	$4,861.88	$5,615.50	$44	0.78%	1.0%	1.0%
35 HEALTH NET INC	HNT	$30.71	$29.67	$1,074 69	$1,038 45	---	---	0.2%	0.2%
65 UNITEDHEALTH GROUP INC	UNH	$62.74	$75.30	$4,078.42	$4,894.50	$73	1.49%	0.9%	0.9%
10 WELLPOINT INC	WLP	$58 92	$92.39	$589.23	$923 90	$15	1.62%	0.2%	0.2%
Total				$12,806 50	$15,215 95	$168	1.10%	2.7%	2.7%
BANKS - NYC									
75 CIT GROUP INC	CIT	$37 52	$52.13	$2,814.26	$3,909.75	$30	0.77%	0.7%	0.7%
110 CITIGROUP INC	C	$40.85	$52 11	$4,493.09	$5,732.10	$4	0 08%	1.0%	1.0%
Total				$7,307.35	$9,641.85	$34	0 36%	1.7%	1.7%
MAJOR REGIONAL BANKS									
425 BANK OF AMERICA CORP	BAC	$10.49	$15.57	$4,456 99	$6,617.25	$17	0 26%	1.2%	1.2%
115 WELLS FARGO & COMPANY	WFC	$33.78	$45.40	$3,884.45	$5,221 00	$138	2.64%	0.9%	0.9%
Total				$8,341.44	$11,838 25	$155	1.31%	2 1%	2.1%
TOTAL FINANCIAL				$62,461.23	$80,592.16	$874	1.08%	14.2%	14 4%
UTILITIES									
UTILITY									
19 LIBERTY MEDIA CORP	LMCA	$129.46	$146 45	$2,459.74	$2,782.55	---	---	0.5%	0 5%
TELECOM									
75 FACEBOOK INC-A	FB	$24.82	$54 66	$1,861.20	$4,099.50	---	---	0.7%	0.7%
Total				$1,861.20	$4,099.50	---	---	0.7%	0.7%
TOTAL UTILITIES				$4,320.94	$6,882.05	$0	---	1.2%	1.2%
UTILITIES									
TELEPHONE									
70 AT&T INC	T	$35.99	$35.16	$2,519 03	$2,461.20	$129	5.23%	0.4%	0.4%
ELECTRIC COMPANIES									
65 EDISON INTERNATIONAL	EIX	$45 37	$46.30	$2,949.30	$3,009 50	$92	3.07%	0.5%	0 5%
Total				$2,949.30	$3,009.50	$92	3.07%	0.5%	0.5%
TOTAL UTILITIES				$5,468.33	$5,470 70	$221	4.04%	1.0%	1.0%
CONSUMER GROWTH									
ENTERTAINMENT									
30 VIACOM INC-CLASS B	VIAB	$47.44	$87 34	$1,423.24	$2,620 20	$36	1 37%	0.5%	0 5%
50 WALT DISNEY CO/THE	DIS	$35.72	$76 40	$1,785.87	$3,820.00	$43	1.13%	0.7%	0.7%
Total				$3,209 11	$6,440 20	$79	1 23%	1 1%	1.2%

MATZ WARNER FAMILY FOUNDATION (888-24129)

Portfolio Valuation

As of December 31, 2013
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
LEISURE TIME									
55 REGAL ENTERTAINMENT GROUP-A	RGC	$18 16	$19.45	$999.05	$1,069 75	$46	4.32%	0.2%	0 2%
Total				$999.05	$1,069.75	$46	4.32%	0.2%	0.2%
RADIO - TV BROADCASTING									
80 COMCAST CORP-CLASS A	CMCSA	$30.17	$51.97	$2,413.46	$4,157.20	$62	1.50%	0 7%	0.7%
16 LIBERTY GLOBAL PLC-A	LBTYA	$81.16	$88.99	$1,298.59	$1,423 84	- - -	- - -	0 3%	0 3%
Total				$3,712 05	$5,581 04	$62	1.12%	1.0%	1.0%
BROADCASTING & PUBLISHING									
30 LIBERTY GLOBAL PLC-SERIES C	LBTYK	$71.95	$84.32	$2,158.60	$2,529.60	- - -	- - -	0 4%	0.5%
Total				$2,158.60	$2,529.60	- - -	- - -	0.4%	0.5%
PUBLISHING - NEWSPAPERS									
105 GANNETT CO	GCI	$19.78	$29.58	$2,077.20	$3,105.90	$84	2.70%	0 5%	0.6%
Total				$2,077 20	$3,105.90	$84	2.70%	0.5%	0.6%
PUBLISHING									
8 GOOGLE INC-CL A	GOOGL	$555 66	$1,120 71	$4,445 27	$8,965.68	- - -	- - -	1 6%	1.6%
Total				$4,445.27	$8,965.68	- - -	- - -	1 6%	1.6%
DRUGS									
23 BIOGEN IDEC INC	BIIB	$145.64	$279.75	$3,349.75	$6,434 25	- - -	- - -	1.1%	1.2%
30 CELGENE CORP	CELG	$80.18	$168.96	$2,405 29	$5,068 80	- - -	- - -	0.9%	0.9%
65 GILEAD SCIENCES INC	GILD	$42.62	$75.15	$2,770.37	$4,884.75	- - -	- - -	0 9%	0 9%
50 GLAXOSMITHKLINE PLC-SPON AD	GSK	$52 40	$53.39	$2,620.00	$2,669.50	$123	4 62%	0 5%	0 5%
300 PFIZER INC	PFE	$21.47	$30.63	$6,441.54	$9,189 00	$312	3.40%	1.6%	1.6%
15 VERTEX PHARMACEUTICALS INC	VRTX	$48.44	$74.30	$726 58	$1,114 50	- - -	- - -	0.2%	0.2%
Total				$18,313 53	$29,360.80	$435	- - -	5.2%	5.3%
HOSPITAL SUPPLIES									
35 ALLERGAN INC	AGN	$90 38	$111.08	$3,163.34	$3,887.80	$7	0.18%	0 7%	0 7%
80 MEDTRONIC INC	MDT	$47 76	$57.39	$3,821.16	$4,591 20	$90	1.95%	0 8%	0.8%
Total				$6,984.50	$8,479 00	$97	1.14%	1.5%	1 5%
MEDICAL PRODUCTS									
8 INTUITIVE SURGICAL INC	ISRG	$415 83	$384 08	$3,326 60	$3,072.64	- - -	- - -	0.5%	0 6%
Total				$3,326.60	$3,072 64	- - -	- - -	0 5%	0.6%
OTHER MEDICAL									
13 MCKESSON CORP	MCK	$90.49	$161.40	$1,176 32	$2,098.20	$12	0.59%	0 4%	0 4%
60 QUINTILES TRANSNATIONAL HOLDIN	Q	$43.78	$46.34	$2,626.99	$2,780 40	- - -	- - -	0 5%	0.5%

MATZ WARNER FAMILY FOUNDATION (888-24129)

Portfolio Valuation

As of December 31, 2013
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
Total				$3,803.31	$4,878.60	$12	0.26%	0.9%	0 9%
TOTAL CONSUMER GROWTH				$49,029.22	$73,483 21	$816	1.11%	13.0%	13.2%
CONSUMER STAPLES									
TOBACCO									
62 PHILIP MORRIS INTERNATIONAL	PM	$89.25	$87.13	$5,533.72	$5,402.06	$233	4.32%	1 0%	1.0%
FOODS									
30 HERSHEY CO/THE	HSY	$65 49	$97.23	$1,964 62	$2,916 90	$58	2.00%	0.5%	0.5%
25 KEURIG GREEN MOUNTAIN INC	GMCR	$55.74	$75 58	$1,393 61	$1,889.50	$25	1 32%	0.3%	0.3%
35 MEAD JOHNSON NUTRITION CO	MJN	$82.02	$83.76	$2,870 55	$2,931.60	$48	1.62%	0.5%	0 5%
Total				$6,228.78	$7,738.00	$131	1.69%	1.4%	1.4%
BEVERAGES - SOFT, LITE & HARD									
30 MONSTER BEVERAGE CORP	MNST	$55.19	$67.77	$1,655 69	$2,033.10	---	---	0 4%	0.4%
Total				$1,655.69	$2,033.10	---	---	0 4%	0.4%
RESTAURANTS									
2 CHIPOTLE MEXICAN GRILL-CL A	CMG	$264.55	$532.78	$529 09	$1,065.56	---	---	0.2%	0 2%
45 STARBUCKS CORP	SBUX	$41.21	$78.39	$1,854.58	$3,527 55	$47	1.33%	0 6%	0.6%
Total				$2,383 67	$4,593 11	$47	---	0 8%	0.8%
TOTAL CONSUMER STAPLES				$15,801.86	$19,766.27	$411	2.08%	3.5%	3.5%
CONSUMER CYCLICAL									
MERCHANDISING									
23 MICHAEL KORS HOLDINGS LTD	KORS	$65.46	$81.19	$1,505 64	$1,867.37	---	---	0 3%	0.3%
TEXTILES/SHOES - APPAREL MFG.									
45 NIKE INC -CL B	NKE	$75.48	$78 64	$3,396 56	$3,538.80	$43	1.22%	0.6%	0.6%
32 VF CORP	VFC	$36.78	$62.34	$1,176.91	$1,994.88	$34	1 68%	0 4%	0.4%
Total				$4,573 47	$5,533 68	$77	1.39%	1.0%	1 0%
TOYS									
140 ELECTRONIC ARTS INC	EA	$22.90	$22.94	$3,205.49	$3,211 60	---	---	0.6%	0.6%
Total				$3,205 49	$3,211.60	---	---	0.6%	0.6%
MISC. CONSUMER CYCLICALS									
25 VOYA FINANCIAL INC	VOYA	$35.32	$35.15	$883.12	$878 75	$1	0 11%	0.2%	0.2%
Total				$883.12	$878.75	$1	0.11%	0.2%	0.2%
AUTOS & AUTO PARTS OEMS									
180 FORD MOTOR CO	F	$10.78	$15.43	$1,940 96	$2,777.40	$72	2.59%	0.5%	0 5%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
70	GENERAL MOTORS CO	GM	$37.25	$40.87	$2,607.51	$2,860 90	---	---	0 5%	0.5%
24	TRW AUTOMOTIVE HOLDINGS CORP	TRW	$48 95	$74 39	$1,174.83	$1,785 36	---	---	0.3%	0.3%
	Total				$5,723.30	$7,423 66	$72	0.97%	1 3%	1.3%
	AUTO PARTS - AFTERMARKET									
14	O'REILLY AUTOMOTIVE INC	ORLY	$84.21	$128.71	$1,178.96	$1,801 94	---	---	0 3%	0.3%
	Total				$1,178.96	$1,801.94	---	---	0.3%	0.3%
	RETAILERS									
10	AMAZON.COM INC	AMZN	$249.69	$398.79	$2,496 87	$3,987.90	---	---	0.7%	0.7%
40	COSTCO WHOLESALE CORP	COST	$108.03	$119.01	$4,321.36	$4,760 40	$50	1.04%	0.8%	0.9%
45	CVS/CAREMARK CORP	CVS	$65 47	$71 57	$2,946.18	$3,220 65	$50	1.54%	0 6%	0.6%
65	EBAY INC	EBAY	$51.13	$54 89	$3,323.74	$3,567.85	---	---	0 6%	0.6%
40	GAMESTOP CORP-CLASS A	GME	$32 80	$49.26	$1,312.15	$1,970 40	$44	2.23%	0.3%	0.4%
35	HOME DEPOT INC	HD	$78 46	$82.34	$2,746 08	$2,881.90	$55	1.89%	0 5%	0.5%
140	KROGER CO	KR	$26 54	$39 53	$3,715.38	$5,534.20	$92	1.67%	1.0%	1.0%
40	MACY'S INC	M	$35.82	$53.40	$1,432.98	$2,136 00	$40	1.87%	0 4%	0.4%
80	TJX COMPANIES INC	TJX	$45.80	$63.73	$3,664.22	$5,098.40	$46	0.91%	0.9%	0.9%
	Total				$25,958.96	$33,157.70	$376	---	5.9%	5.9%
TOTAL CONSUMER CYCLICAL					$43,028.94	$53,874 70	$526	---	9 5%	9.7%
INDUSTRIAL RESOURCES										
	CHEMICALS									
60	LYONDELLBASELL INDU-CL A	LYB	$45.56	$80.28	$2,733.51	$4,816.80	$6	0 12%	0.9%	0.9%
	MISC INDUSTRIAL COMMODITIES									
35	INTERCONTINENTAL EXCHANGE IN	ICE	$133.78	$224.92	$4,682.28	$7,872.20	$91	1.16%	1.4%	1.4%
	Total				$4,682.28	$7,872.20	$91	1.16%	1.4%	1.4%
	FERTILIZERS									
25	MONSANTO CO	MON	$90 88	$116.55	$2,272.03	$2,913 75	$43	1.48%	0.5%	0.5%
	Total				$2,272.03	$2,913.75	$43	1.48%	0.5%	0.5%
TOTAL INDUSTRIAL RESOURCES					$9,687.82	$15,602.75	$140	0.90%	2 8%	2.8%
CAPITAL EQUIPMENT										
	AUTOMOBILES									
75	LKQ CORP	LKQ	$31.50	$32.90	$2,362 17	$2,467.50	---	---	0.4%	0 4%
	ELECTRICAL EQUIPMENT									
60	AMETEK INC	AME	$47.64	$52.67	$2,858.12	$3,160.20	$14	0.46%	0.6%	0.6%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
7 WW GRAINGER INC	GWW	$233.55	$255 42	$1,634 85	$1,787.94	$26	1.46%	0.3%	0 3%
Total				$4,492.97	$4,948.14	$40	0.82%	0 9%	0.9%
MACHINERY									
18 FLOWSERVE CORPORATION	FLS	$41.25	$78 83	$742 49	$1,418 94	$10	0.71%	0.3%	0.3%
5 METTLER-TOLEDO INTERNATL INC.	MTD	$210 38	$242.59	$1,051.88	$1,212.95	---	---	0.2%	0.2%
Total				$1,794.37	$2,631.89	$10	0.38%	0 5%	0 5%
MISC. CAPITAL GOODS									
90 DANAHER CORP	DHR	$55.97	$77.20	$5,037.60	$6,948.00	$9	0.13%	1 2%	1 2%
50 ILLINOIS TOOL WORKS	ITW	$64.75	$84 08	$3,237.63	$4,204.00	$84	2.00%	0.7%	0 8%
30 PARKER HANNIFIN CORP	PH	$109.77	$128.64	$3,293 13	$3,859 20	$54	1.40%	0.7%	0.7%
22 POLARIS INDUSTRIES INC	PII	$126.76	$145.64	$2,788 79	$3,204.08	$37	1.15%	0 6%	0.6%
Total				$14,357 15	$18,215 28	$184	1.01%	3 2%	3.3%
AEROSPACE-DEFENSE									
50 BOEING CO/THE	BA	$83 82	$136 49	$4,191 02	$6,824.50	$146	2.14%	1.2%	1.2%
13 PRECISION CASTPARTS CORP	PCP	$182 90	$269.30	$2,377.67	$3,500.90	$2	0 04%	0 6%	0.6%
Total				$6,568.69	$10,325.40	$148	1.43%	1.8%	1.9%
AUTO TRUCKS - PARTS									
13 LEAR CORP	LEA	$38.78	$80.97	$504.09	$1,052.61	$9	0.84%	0.2%	0.2%
Total				$504.09	$1,052.61	$9	0.84%	0.2%	0 2%
TOTAL CAPITAL EQUIPMENT				$30,079.44	$39,640.82	$391	---	7.0%	7.1%
TECHNOLOGY									
COMMUNICATION - EQUIP. MFRS.									
30 HARRIS CORP	HRS	$48 36	$69.81	$1,450.78	$2,094.30	$50	2.41%	0.4%	0.4%
21 QUALCOMM INC	QCOM	$57 02	$74 25	$1,197.39	$1,559.25	$29	1.89%	0.3%	0.3%
Total				$2,648.17	$3,653.55	$80	2.18%	0.6%	0 7%
SEMICONDUCTORS									
105 APPLIED MATERIALS INC	AMAT	$10.75	$17.69	$1,129.13	$1,857.45	$42	2.26%	0 3%	0 3%
45 MICRON TECHNOLOGY INC	MU	$5 32	$21.76	$239.39	$979.20	---	---	0.2%	0.2%
Total				$1,368.52	$2,836.65	$42	1.48%	0 5%	0 5%
COMPUTERS									
15 APPLE INC	AAPL	$250 14	$561.11	$3,752 03	$8,416 65	$183	2 17%	1.5%	1.5%
300 HEWLETT-PACKARD CO	HPQ	$27.45	$27.98	$8,236 08	$8,394.00	$174	2.08%	1.5%	1.5%
Total				$11,988 11	$16,810.65	$357	2.13%	3.0%	3.0%
COMPUTER SERVICES/SOFTWARE									

MATZ WARNER FAMILY FOUNDATION (888-24129)
Portfolio Valuation

As of December 31, 2013
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
55 ANSYS INC	ANSS	$66.47	$87 20	$3,655.96	$4,796 00	- - -	- - -	0.8%	0.9%
90 COGNIZANT TECH SOLUTIONS-A	CTSH	$66 60	$100.98	$5,993.80	$9,088 20	- - -	- - -	1 6%	1.6%
9 LINKEDIN CORP - A	LNKD	$151.99	$216.83	$1,367.88	$1,951.47	- - -	- - -	0.3%	0.3%
6 PRICELINE GROUP INC/THE	PCLN	$659.50	$1,162.40	$3,957.00	$6,974.40	- - -	- - -	1.2%	1.2%
Total				$14,974.64	$22,810.07	- - -	- - -	4.0%	4.1%
COMPUTER/INSTRUMENTATION									
40 AMPHENOL CORP-CL A	APH	$76 35	$89.18	$3,054 16	$3,567 20	$32	0 90%	0.6%	0.6%
Total				$3,054.16	$3,567.20	$32	0 90%	0.6%	0.6%
MISC. INDUSTRIAL TECHNOLOGY									
20 ILLUMINA INC	ILMN	$54 45	$110 62	$1,089.02	$2,212.40	- - -	- - -	0 4%	0.4%
Total				$1,089 02	$2,212.40	- - -	- - -	0 4%	0.4%
OFFICE AUTOMATION									
300 XEROX CORP	XRX	$10 58	$12 17	$3,173.72	$3,651.00	$69	1.89%	0.6%	0.7%
Total				$3,173 72	$3,651.00	$69	1.89%	0.6%	0.7%
TOTAL TECHNOLOGY				$38,296 34	$55,541.52	$580	1 04%	9.8%	10.0%
SERVICES									
AIR TRANSPORT									
35 DELTA AIR LINES INC	DAL	$9.10	$27.47	$318.52	$961 45	$8	0.87%	0.2%	0.2%
AIR FREIGHT									
40 EXPEDITORS INTL WASH INC	EXPD	$43 60	$44 25	$1,744.17	$1,770 00	$24	1 36%	0.3%	0.3%
Total				$1,744.17	$1,770.00	$24	1.36%	0 3%	0.3%
TOTAL SERVICES				$2,062.69	$2,731.45	$32	1 19%	0 5%	0.5%
TELECOMMUNICATIONS									
TELECOMMUNICATIONS									
70 VODAFONE GROUP PLC-SP ADR	VOD.999	$29.09	$39.31	$2,036 62	$2,751.70	$79	2 86%	0 5%	0 5%
TRANSPORTATION									
TRANSPORTATION - AIRLINES									
23 COPA HOLDINGS SA-CLASS A	CPA	$137.25	$160.11	$3,156.73	$3,682.53	- - -	- - -	0 7%	0.7%
ENERGY									
OIL WELL EQUIPMENT & SERVICES									
55 HALLIBURTON CO	HAL	$43.87	$50 75	$2,412 65	$2,791 25	$33	1.18%	0.5%	0.5%
60 MARATHON PETROLEUM CORP	MPC	$81.30	$91 73	$4,877.85	$5,503.80	$101	1.83%	1.0%	1.0%
22 OCEANEERING INTL INC	OII	$46.61	$78 88	$1,025 44	$1,735 36	$19	1.12%	0.3%	0.3%

MATZ WARNER FAMILY FOUNDATION (888-24129)
Portfolio Valuation

As of December 31, 2013
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
75 SCHLUMBERGER LTD	SLB	$64.50	$90 11	$4,837.77	$6,758 25	$94	1 39%	1.2%	1 2%
Total				$13,153 71	$16,788 66	$247	1 47%	3.0%	3 0%
OIL - CRUDE PRODUCTS									
30 NOBLE ENERGY INC	NBL	$43.92	$68.11	$1,317.68	$2,043.30	$17	0.82%	0.4%	0 4%
Total				$1,317.68	$2,043.30	$17	0.82%	0 4%	0 4%
OILS - INTEGRATED DOMESTIC									
80 HESS CORP	HES	$82.03	$83.00	$6,562.45	$6,640.00	$80	1.20%	1.2%	1.2%
45 OCCIDENTAL PETROLEUM CORP	OXY	$89.14	$95.10	$4,011.40	$4,279.50	$115	2.69%	0.8%	0.8%
105 VALERO ENERGY CORP	VLO	$35.99	$50 40	$3,778 76	$5,292.00	$94	1.79%	0.9%	0 9%
Total				$14,352.61	$16,211.50	$290	1.79%	2.9%	2.9%
TOTAL ENERGY				$28,824.00	$35,043 46	$553	1.58%	6 2%	6.3%
					$390.85 AI				
TOTAL DOMESTIC EQUITIES				**$297,738.93**	**$400,037.42**	**$4,669**	**1.17%**	**70.6%**	**71.7%**
INTERNATIONAL									
INTERNATIONAL EQUITY MUTUAL FUNDS									
8,048.144 BERNSTEIN INTERNATIONAL PORTFOLIO*	SIMTX	$21.09	$16.34	$169,752.63	$131,506.67	$2,229	1.70% *	23.2%	23.6%
EMERGING MARKETS									
EMERGING MARKETS MUTUAL FUNDS									
970.798 BERNSTEIN EMERGING MARKETS PORTFOLIO*	SNEMX	$32.96	$27.35	$31,996.49	$26,551 33	$288	1.09% *	4.7%	4.8%
TOTAL EQUITIES				**$499,488.05**	**$558,095.42**	**$7,186.29**	**1.29%**	**98.6%**	**100%**
TOTAL MANAGED ASSETS				**$507,664.09**	**$566,271.46**	**$7,193**	**1.27%**	**100%**	

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
UNMANAGED ASSETS									
EQUITIES									
228 APPLIED MATERIALS INC	AMAT	$0 00	$17.69	$0 00	$4,033.32	$91	---	---	---
TOTAL EQUITIES				**$0.00**	**$4,033.32**	**$91**			
TOTAL UNMANAGED ASSETS				**$0.00**	**$4,033.32**	**$91**			
TOTAL ACCOUNT				**$507,664.09**	**$570,304.78**	**$7,284**			

AI = Accrued Income (interest and dividends).

Total portfolio cost includes the reinvestment of interest, dividends and capital gains distributions as well as sale proceeds and therefore is not equivalent to the capital you have invested in this account.

"Unmanaged Assets" are securities of which you have retained management and for which we have no responsibility and charge no management fee

*International and Emerging Market fund yields are estimates based on stock dividends and interest income generated from cash and securities held directly in the fund, net of estimated fund expenses These dividends are distributed annually. Additionally, the funds may make annual distributions of short and long-term capital gains.

Sloan, Robert

From: Ensor, Scott <SEnsor@fnfd.com>
Sent: Thursday, July 31, 2014 10:12 AM
To: Sloan, Robert
Subject: PRSVX

The 31 Dec. 2013 price for PRSVX was $50.37

50.37 x 1,172.18 = 59,042.71

Scott B. Ensor

Folger Nolan Fleming Douglas
11350 McCormick Rd.
EP I Suite 815
Hunt Valley, Md. 21031
410-785-2808

FOLGER NOLAN FLEMING DOUGLAS
INCORPORATED
Providing Quality Services for Investors Since 1839

Account Detail

Basic Securities Account
072-895139-056

ROBERT MATZ
PEGGY WARNER TTEE U/A/D 12-21-2005

STOCKS

COMMON STOCKS

Morgan Stanley & Co LLC (Morgan Stanley) and Standard & Poor's equity research ratings may be shown for certain securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Because the applicable research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell). Please refer to the quarter month-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a summary guide describing Morgan Stanley and Standard & Poor's ratings Morgan Stanley Smith Barney LLC does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared for Standard & Poor's.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
MESABI TR CBI (MSB)	7/21/89	2,500.000	$20 642	$51,605 62	**$55,650.00**	$4,044.38 LT 1	$3,850.00	6.91
Share Price. $22.260; Next Dividend Payable 02/2014								
WYNN RESORTS LTD (WYNN)	7/5/12	189.000	95.459	18,041.66	36,705.69	18,664.03 LT A		
	9/19/12	16.000	107.639	1,722.22	3,107.36	1,385.14 LT A		
	Total	205.000		19,763.88	**39,813.05**	20,049.17 LT	820.00	2.05
Share Price. $194.210; Rating. Morgan Stanley: 2, S&P: 2; Next Dividend Payable 02/2014								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	**78.9%**	**$71,369.50**	**$95,463.05**	**$24,093.55 LT**	**$4,670.00** **$0.00**	**4.89%**

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	**100.0%**	**$71,369.50**	**$120,937.44**	**$24,093.55 LT**	**$4,673.00** **$0.00**	**3.86%**

TOTAL VALUE (includes accrued interest) **$120,937.44**

1 - This information reflects your requested adjustments to the transaction details.

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney LLC Account. Another financial institution has provided us with the transaction detail for this position.

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

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Capital Gains Report

MATZ WARNER FAMILY FOUNDATION (Account: 888-24129) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM COVERED								
07/10/2012	01/07/2013	1	CHIPOTLE MEXICAN GRILL-CL A	298.17	382.23	298.17	382.23	-84.06
07/20/2012	01/07/2013	1	CHIPOTLE MEXICAN GRILL-CL A	298.17	318.24	298.16	318.24	-20.08
04/09/2012	01/07/2013	20	TIBCO SOFTWARE INC	21.89	32.53	437.72	650.56	-212.84
04/20/2012	01/07/2013	10	TIBCO SOFTWARE INC	21.89	33.88	218.86	338.83	-119.97
07/05/2012	01/25/2013	5	PHILIP MORRIS INTERNATIONAL	89.43	89.02	447.15	445.10	2.05
07/10/2012	01/25/2013	15	RED HAT INC	56.29	51.16	844.38	767.45	76.93
08/30/2012	01/28/2013	5	DOLLAR GENERAL CORP	46.97	49.10	234.82	245.49	-10.67
11/09/2012	01/30/2013	50	FACEBOOK INC-A	31.23	19.88	1,561.39	994.16	567.23
11/12/2012	01/30/2013	5	FACEBOOK INC-A	31.23	19.49	156.14	97.47	58.67
05/17/2012	01/30/2013	8	OCEANEERING INTL INC	62.23	47.62	497.87	380.94	116.93
04/20/2012	01/30/2013	5	TIBCO SOFTWARE INC	23.68	33.88	118.39	169.42	-51.03
05/17/2012	01/30/2013	15	TIBCO SOFTWARE INC	23.68	28.86	355.17	432.88	-77.71
03/07/2012	02/01/2013	10	MCKESSON CORP	103.90	82.74	1,038.97	827.38	211.59
04/20/2012	02/01/2013	2	MCKESSON CORP	103.90	91.06	207.79	182.13	25.66
07/05/2012	02/04/2013	10	PHILIP MORRIS INTERNATIONAL	87.06	89.02	870.61	890.21	-19.60
05/22/2012	02/05/2013	7	HELMERICH & PAYNE	64.28	45.61	449.95	319.30	130.65
08/06/2012	02/05/2013	10	MCGRAW HILL FINANCIAL INC	46.85	48.58	468.52	485.80	-17.28
02/14/2012	02/05/2013	8	NATIONAL - OILWELL INC	68.59	83.52	548.70	668.17	-119.47
04/30/2012	02/05/2013	1	UNITEDHEALTH GROUP INC	56.95	55.90	56.95	55.90	1.05
07/09/2012	02/12/2013	6	RACKSPACE HOSTING INC	74.23	44.04	445.38	264.25	181.13
08/09/2012	02/12/2013	8	RACKSPACE HOSTING INC	74.23	53.53	593.84	428.25	165.59
07/20/2012	02/15/2013	1	CHIPOTLE MEXICAN GRILL-CL A	314.87	318.25	314.87	318.25	-3.38
03/21/2012	02/15/2013	15	DIRECTV	49.40	48.11	741.06	721.63	19.43
06/05/2012	02/15/2013	5	LINKEDIN CORP - A	161.34	92.32	806.70	461.62	345.08
02/23/2012	02/19/2013	15	MGM RESORTS INTERNATIONAL	12.80	14.14	192.07	212.05	-19.98
11/15/2012	02/21/2013	3	ULTA SALON COSMETICS & FRAGRAN	86.14	87.40	258.41	262.20	-3.79
06/13/2012	02/21/2013	4	VF CORP	159.10	137.88	636.41	551.50	84.91
06/26/2012	02/21/2013	3	VF CORP	159.10	139.73	477.30	419.18	58.12
08/08/2012	02/25/2013	5	CELGENE CORP	100.35	71.61	501.74	358.03	143.71
06/27/2012	02/28/2013	4	CUMMINS INC	116.44	90.39	465.75	361.55	104.20
06/08/2012	02/28/2013	15	STATE STREET CORP	56.97	42.08	854.58	631.27	223.31
01/22/2013	03/01/2013	10	AKAMAI TECHNOLOGIES	36.53	39.95	365.29	399.49	-34.20
05/22/2012	03/01/2013	8	HELMERICH & PAYNE	65.92	45.61	527.34	364.91	162.43
05/30/2012	03/01/2013	10	HELMERICH & PAYNE	65.92	45.68	659.18	456.79	202.39
07/23/2012	03/01/2013	5	IDEXX LABS CORP	91.08	87.57	455.38	437.83	17.55
08/13/2012	03/04/2013	18	LORILLARD INC	38.30	41.56	689.45	748.09	-58.64
06/05/2012	03/06/2013	3	LINKEDIN CORP - A	174.36	92.32	523.07	276.97	246.10
05/16/2012	03/07/2013	10	COACH INC	48.65	67.35	486.55	673.51	-186.96
07/31/2012	03/07/2013	15	COACH INC	48.65	51.09	729.82	766.42	-36.60
07/20/2012	03/07/2013	1	CHIPOTLE MEXICAN GRILL-CL A	326.46	318.24	326.46	318.24	8.22
05/09/2012	03/07/2013	20	MGM RESORTS INTERNATIONAL	12.46	11.47	249.13	229.36	19.77
04/30/2012	03/07/2013	10	UNITEDHEALTH GROUP INC	54.08	55.90	540.80	559.02	-18.22
03/30/2012	03/08/2013	10	***BP PLC-SPONS ADR	40.46	44.66	404.63	446.57	-41.94
04/16/2012	03/08/2013	7	F5 NETWORKS INC	94.02	122.82	658.12	859.72	-201.60
05/22/2012	03/08/2013	1	F5 NETWORKS INC	94.02	117.01	94.02	117.01	-22.99
06/08/2012	03/08/2013	7	STATE STREET CORP	59.27	42.09	414.86	294.60	120.26

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/22/2012	03/14/2013	3	F5 NETWORKS INC	91.58	117.01	274.74	351.02	-76.28
05/25/2012	03/14/2013	4	F5 NETWORKS INC	91.58	110.10	366.33	440.42	-74.09
07/05/2012	03/14/2013	5	PHILIP MORRIS INTERNATIONAL	91.38	89.02	456.90	445.11	11.79
05/09/2012	03/15/2013	25	MGM RESORTS INTERNATIONAL	13.04	11.47	326.12	286.70	39.42
07/16/2012	03/15/2013	50	MGM RESORTS INTERNATIONAL	13.04	9.84	652.24	491.77	160.47
06/27/2012	03/22/2013	10	CUMMINS INC	113.53	90.39	1,135.29	903.88	231.41
06/08/2012	03/22/2013	3	STATE STREET CORP	59.46	42.08	178.38	126.25	52.13
06/11/2012	03/22/2013	10	STATE STREET CORP	59.46	42.96	594.60	429.56	165.04
10/10/2012	03/25/2013	50	US BANCORP	33.66	34.57	1,683.16	1,728.33	-45.17
10/17/2012	03/25/2013	15	US BANCORP	33.66	34.12	504.95	511.77	-6.82
11/15/2012	03/26/2013	5	ULTA SALON COSMETICS & FRAGRAN	78.00	87.40	390.01	437.00	-46.99
11/16/2012	03/26/2013	3	ULTA SALON COSMETICS & FRAGRAN	78.00	87.94	234.00	263.81	-29.81
12/14/2012	03/26/2013	7	ULTA SALON COSMETICS & FRAGRAN	78.00	94.73	546.01	663.10	-117.09
07/23/2012	04/04/2013	7	IDEXX LABS CORP	88.81	87.57	621.70	612.96	8.74
07/23/2012	04/04/2013	1	IDEXX LABS CORP	88.81	87.57	88.81	87.57	1.24
06/26/2012	04/04/2013	1	VF CORP	168.86	139.72	168.86	139.72	29.14
07/11/2012	04/04/2013	1	VF CORP	168.86	136.45	168.85	136.45	32.40
09/25/2012	04/05/2013	11	***BUNGE LTD	69.58	66.09	765.39	727.02	38.37
12/06/2012	04/05/2013	15	TIMKEN CO	53.08	45.27	796.16	679.04	117.12
07/02/2012	04/08/2013	10	***ASTRAZENECA PLC-SPONS ADR	50.41	45.62	504.06	456.24	47.82
09/06/2012	04/08/2013	40	BB&T CORP	30.26	32.33	1,210.55	1,293.08	-82.53
09/14/2012	04/08/2013	15	BB&T CORP	30.26	34.03	453.96	510.42	-56.46
08/30/2012	04/09/2013	5	DOLLAR GENERAL CORP	49.90	49.10	249.51	245.48	4.03
09/18/2012	04/09/2013	10	DOLLAR GENERAL CORP	49.90	50.12	499.01	501.19	-2.18
09/18/2012	04/10/2013	5	DOLLAR GENERAL CORP	50.36	50.12	251.78	250.60	1.18
10/26/2012	04/10/2013	10	DOLLAR GENERAL CORP	50.36	47.84	503.55	478.44	25.11
07/23/2012	04/11/2013	5	IDEXX LABS CORP	91.03	87.57	455.15	437.83	17.32
06/05/2012	04/19/2013	2	LINKEDIN CORP - A	175.93	92.32	351.86	184.65	167.21
08/09/2012	04/24/2013	10	EXXON MOBIL CORP	89.62	88.22	896.18	882.21	13.97
06/01/2012	04/24/2013	25	TIBCO SOFTWARE INC	18.80	25.88	469.93	646.89	-176.96
07/25/2012	04/24/2013	15	TIBCO SOFTWARE INC	18.80	27.62	281.95	414.32	-132.37
01/22/2013	04/25/2013	15	AKAMAI TECHNOLOGIES	43.07	39.95	646.06	599.24	46.82
02/01/2013	04/25/2013	10	AKAMAI TECHNOLOGIES	43.07	41.85	430.70	418.54	12.16
05/15/2012	04/25/2013	10	INTUIT INC	56.05	55.54	560.50	555.37	5.13
02/15/2013	04/25/2013	10	INTUIT INC	56.05	61.86	560.50	618.56	-58.06
02/28/2013	04/25/2013	10	INTUIT INC	56.05	64.29	560.50	642.90	-82.40
08/30/2012	04/25/2013	6	ROPER INDUSTRIES INC	124.03	102.63	744.16	615.78	128.38
11/19/2012	04/25/2013	3	ROPER INDUSTRIES INC	124.03	110.68	372.08	332.05	40.03
12/26/2012	04/25/2013	3	ROPER INDUSTRIES INC	124.03	109.75	372.07	329.26	42.81
06/05/2012	04/29/2013	10	ESTEE LAUDER COMPANIES-CL A	68.93	53.68	689.29	536.84	152.45
06/05/2012	04/30/2013	7	ESTEE LAUDER COMPANIES-CL A	69.61	53.68	487.28	375.79	111.49
07/11/2012	04/30/2013	1	ESTEE LAUDER COMPANIES-CL A	69.61	50.32	69.61	50.32	19.29
01/17/2013	05/03/2013	4	CST BRANDS INC	29.73	32.05	118.91	128.20	-9.29
02/14/2013	05/03/2013	1	CST BRANDS INC	29.73	40.84	29.73	40.84	-11.11
04/12/2013	05/03/2013	1	CST BRANDS INC	29.73	35.13	29.72	35.13	-5.41
11/23/2012	05/14/2013	35	TRIMBLE NAVIGATION LTD	28.28	27.31	989.80	955.84	33.96
11/14/2012	05/15/2013	40	TYSON FOODS INC-CL A	25.03	16.87	1,001.24	674.82	326.42
07/05/2012	05/17/2013	5	PHILIP MORRIS INTERNATIONAL	95.29	89.02	476.46	445.10	31.36
07/25/2012	05/17/2013	4	PHILIP MORRIS INTERNATIONAL	95.29	87.19	381.17	348.75	32.42

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/10/2012	05/17/2013	3	RED HAT INC	55.21	51.16	165.64	153.49	12.15
07/11/2012	05/17/2013	8	RED HAT INC	55.21	51.24	441.69	409.96	31.73
11/23/2012	05/20/2013	11	TRIMBLE NAVIGATION LTD	29.14	27.31	320.54	300.41	20.13
02/01/2013	05/20/2013	14	TRIMBLE NAVIGATION LTD	29.14	31.37	407.97	439.21	-31.24
11/07/2012	05/21/2013	10	***PARTNERRE LTD	88.51	79.05	885.11	790.54	94.57
09/06/2012	05/24/2013	20	***VALIDUS HOLDINGS LTD	35.43	33.89	708.69	677.89	30.80
08/24/2012	06/04/2013	15	EBAY INC	52.86	47.21	792.94	708.21	84.73
09/24/2012	06/07/2013	15	ALTRIA GROUP INC	35.98	34.10	539.68	511.43	28.25
04/17/2013	06/10/2013	45	VIRGIN MEDIA INC	52.13	49.36	2,345.97	2,221.23	124.74
02/01/2013	06/13/2013	7	F5 NETWORKS INC	74.98	105.65	524.84	739.54	-214.70
09/12/2012	06/13/2013	5	INTERCONTINENTALEXCHANGE INC	171.93	135.68	859.65	678.42	181.23
09/06/2012	06/14/2013	10	TJX COMPANIES INC	50.48	46.27	504.77	462.67	42.10
07/23/2012	06/17/2013	4	IDEXX LABS CORP	91.51	87.56	366.04	350.26	15.78
09/24/2012	06/17/2013	3	IDEXX LABS CORP	91.51	99.75	274.53	299.25	-24.72
11/06/2012	06/17/2013	5	IDEXX LABS CORP	91.51	93.99	457.55	469.95	-12.40
11/16/2012	06/17/2013	5	IDEXX LABS CORP	91.51	90.42	457.55	452.10	5.45
09/21/2012	06/25/2013	25	COMCAST CORP-CLASS A	40.04	36.32	1,001.05	907.89	93.16
09/14/2012	06/25/2013	10	DISCOVER FINANCIAL SERVICES	46.10	39.22	461.05	392.20	68.85
03/05/2013	06/28/2013	10	CAPITAL ONE FINANCIAL CORP	62.68	54.21	626.79	542.13	84.66
07/23/2012	07/01/2013	2	JPMORGAN CHASE & CO	53.19	34.13	106.37	68.26	38.11
02/06/2013	07/01/2013	10	JPMORGAN CHASE & CO	53.19	48.75	531.85	487.46	44.39
02/14/2013	07/01/2013	25	JPMORGAN CHASE & CO	53.19	49.06	1,329.63	1,226.41	103.22
02/28/2013	07/01/2013	10	JPMORGAN CHASE & CO	53.19	49.28	531.85	492.77	39.08
03/01/2013	07/01/2013	10	JPMORGAN CHASE & CO	53.19	48.74	531.85	487.42	44.43
09/26/2012	07/02/2013	5	CITRIX SYSTEMS INC	61.60	74.36	308.00	371.82	-63.82
02/15/2013	07/02/2013	12	SOLARWINDS INC	39.16	53.38	469.96	640.50	-170.54
02/21/2013	07/02/2013	6	SOLARWINDS INC	39.16	53.93	234.98	323.61	-88.63
11/14/2012	07/10/2013	3	AMAZON.COM INC	290.04	224.39	870.13	673.18	196.95
02/15/2013	07/10/2013	5	STERICYCLE INC	114.49	96.65	572.46	483.24	89.22
09/26/2012	07/19/2013	10	CITRIX SYSTEMS INC	64.99	74.36	649.94	743.64	-93.70
08/22/2012	07/25/2013	5	BIOGEN IDEC INC	229.14	144.40	1,145.68	721.99	423.69
09/14/2012	07/25/2013	10	DISCOVER FINANCIAL SERVICES	50.31	39.22	503.12	392.20	110.92
02/15/2013	07/25/2013	3	STERICYCLE INC	116.30	96.65	348.91	289.94	58.97
02/05/2013	08/01/2013	10	HARLEY DAVIDSON INC	58.40	52.55	584.00	525.49	58.51
02/27/2013	08/01/2013	10	HARLEY DAVIDSON INC	58.40	52.11	584.01	521.13	62.88
02/28/2013	08/01/2013	5	HARLEY DAVIDSON INC	58.40	52.86	292.00	264.29	27.71
12/21/2012	08/02/2013	15	GAMESTOP CORP-CLASS A	50.29	25.59	754.40	383.84	370.56
04/23/2013	08/08/2013	55	***TAIWAN SEMICONDUCTOR-SP ADR	16.18	18.24	889.81	1,003.15	-113.34
06/05/2013	08/08/2013	20	***TAIWAN SEMICONDUCTOR-SP ADR	16.18	18.72	323.57	374.39	-50.82
02/01/2013	08/12/2013	4	BLACKROCK INC	277.66	236.63	1,110.63	946.53	164.10
09/05/2012	08/12/2013	15	EXXON MOBIL CORP	89.90	87.48	1,348.51	1,312.26	36.25
10/16/2012	08/15/2013	21	DIAMOND OFFSHORE DRILLING	66.72	68.38	1,401.04	1,436.00	-34.96
09/20/2012	08/21/2013	1	PRECISION CASTPARTS CORP	215.86	160.97	215.86	160.97	54.89
02/14/2013	08/30/2013	15	ELECTRONIC ARTS INC	26.86	17.26	402.86	258.87	143.99
05/22/2013	09/03/2013	25	AXIALL CORP	40.09	47.66	1,002.13	1,191.49	-189.36
06/05/2013	09/03/2013	10	AXIALL CORP	40.09	41.98	400.85	419.79	-18.94
11/06/2012	09/04/2013	3	LINKEDIN CORP - A	239.07	104.11	717.22	312.33	404.89
11/12/2012	09/05/2013	15	FACEBOOK INC-A	42.51	19.49	637.60	292.39	345.21
09/28/2012	09/12/2013	10	EXXON MOBIL CORP	88.12	91.07	881.23	910.68	-29.45

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
10/12/2012	09/12/2013	6	EXXON MOBIL CORP	88 12	90 81	528 73	544 85	-16 12
11/06/2012	09/17/2013	1	LINKEDIN CORP - A	247 51	104 11	247.51	104 11	143 40
11/07/2012	09/17/2013	1	LINKEDIN CORP - A	247 51	101.24	247.50	101 24	146 26
09/20/2012	09/17/2013	3	PRECISION CASTPARTS CORP	235 82	160 97	707 47	482 90	224 57
02/21/2013	09/24/2013	3	STERICYCLE INC	114.35	95 83	343.05	287 50	55.55
03/01/2013	09/24/2013	6	STERICYCLE INC	114 35	95.90	686.10	575 43	110.67
11/14/2012	09/25/2013	3	AMAZON COM INC	313 50	224 39	940.49	673.18	267.31
11/13/2012	09/25/2013	10	FACEBOOK INC-A	49.23	19 87	492 34	198.69	293 65
02/28/2013	09/25/2013	25	HUNTSMAN CORP	20.48	17 27	512 12	431 76	80.36
11/12/2012	09/26/2013	10	RED HAT INC	46 69	47 61	466 87	476 09	-9.22
07/02/2013	09/30/2013	35	ABERCROMBIE & FITCH CO-CL A	35 45	48 24	1,240.87	1,688 54	-447.67
11/13/2012	10/03/2013	15	FACEBOOK INC-A	49 15	19 87	737 30	298 04	439.26
11/07/2012	10/03/2013	2	LINKEDIN CORP - A	247 97	101 23	495 94	202 47	293 47
04/02/2013	10/03/2013	15	***VODAFONE GROUP PLC-SP ADR	35.82	29 37	537 36	440 54	96.82
02/28/2013	10/10/2013	25	HUNTSMAN CORP	21 54	17 27	538.56	431 77	106.79
02/28/2013	10/11/2013	40	HUNTSMAN CORP	21 69	17 27	867.63	690 82	176.81
04/16/2013	10/11/2013	9	ROCK-TENN COMPANY -CL A	105 59	89 75	950 31	807 79	142.52
04/22/2013	10/11/2013	1	ROCK-TENN COMPANY -CL A	105 59	89 27	105 59	89 27	16 32
02/07/2013	10/14/2013	35	HELIX ENERGY SOLUTIONS GROUP	24 55	24 54	859 30	858 96	0 34
07/24/2013	10/15/2013	20	EMC CORP/MASS	24 70	26 77	494 03	535 41	-41.38
11/13/2012	10/15/2013	10	FACEBOOK INC-A	49 93	19 87	499.29	198 69	300 60
01/31/2013	10/16/2013	4	EOG RESOURCES INC	182 06	125 72	728 25	502 90	225 35
02/01/2013	10/16/2013	3	EOG RESOURCES INC	182 06	127 42	546.19	382 25	163 94
07/24/2013	10/23/2013	25	EMC CORP/MASS	23 51	26 77	587 81	669 27	-81 46
08/01/2013	10/23/2013	20	EMC CORP/MASS	23 51	26 40	470.24	528 10	-57.86
10/24/2012	10/24/2013	10	CITRIX SYSTEMS INC	58 23	63 98	582 33	639 84	-57.51
10/26/2012	10/24/2013	5	CITRIX SYSTEMS INC	58 23	62.80	291 17	314 02	-22 85
11/14/2012	10/25/2013	2	AMAZON COM INC	358.20	224 39	716 41	448 79	267 62
06/13/2013	10/30/2013	15	***SENSATA TECHNOLOGIES HOLDIN	38 07	35 22	571 01	528 33	42.68
10/31/2012	10/31/2013	5	EXXON MOBIL CORP	90 11	90 69	450 55	453 44	-2.89
12/20/2012	10/31/2013	5	EXXON MOBIL CORP	90 11	88 77	450 55	443 87	6.68
02/14/2013	10/31/2013	10	EXXON MOBIL CORP	90 11	88 19	901 10	881 92	19 18
03/05/2013	11/01/2013	10	CAPITAL ONE FINANCIAL CORP	68.89	54 21	688.91	542 14	146 77
06/13/2013	11/08/2013	20	***SENSATA TECHNOLOGIES HOLDIN	37 04	35 22	740.85	704 44	36 41
08/01/2013	11/08/2013	10	***SENSATA TECHNOLOGIES HOLDIN	37 04	37 92	370.43	379 18	-8 75
06/20/2013	11/11/2013	20	BROWN & BROWN INC	31 66	31 81	633 23	636 21	-2.98
07/10/2013	11/11/2013	15	BROWN & BROWN INC	31 66	32 74	474 92	491 10	-16 18
04/22/2013	11/13/2013	8	ROCK-TENN COMPANY -CL A	95 28	89 27	762.24	714 13	48.11
11/28/2012	11/14/2013	5	CITRIX SYSTEMS INC	55 94	59 66	279 69	298 32	-18 63
02/28/2013	11/14/2013	10	CITRIX SYSTEMS INC	55 94	71 49	559 39	714 93	-155 54
05/01/2013	11/14/2013	10	CITRIX SYSTEMS INC	55 94	62 42	559.39	624 22	-64 83
08/30/2013	11/14/2013	5	CITRIX SYSTEMS INC	55 94	71 17	279 69	355 87	-76 18
03/19/2013	11/14/2013	4	WW GRAINGER INC	265 15	223 03	1,060.59	892 14	168 45
09/18/2013	11/20/2013	15	EXPEDITORS INTL WASH INC	43 47	45 04	652 10	675 56	-23 46
07/02/2013	11/25/2013	20	FIDELITY NATIONAL FINANCIAL IN	28 46	23.77	569.19	475 43	93.76
02/15/2013	12/16/2013	7	***EVEREST RE GROUP LTD	148 70	120 71	1,040 89	844 99	195 90
			SUBTOTAL FOR SHORT-TERM COVERED			106,409.67	97,538 39	8,871 28

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
LONG-TERM COVERED								
01/18/2011	01/07/2013	5	ALLERGAN INC	98 34	72.13	491 70	360 64	131 06
07/05/2011	01/07/2013	12	UNITEDHEALTH GROUP INC	52.03	52.86	624 30	634 30	-10 00
09/20/2011	01/10/2013	10	DOLLAR GENERAL CORP	42.96	37 82	429 64	378 18	51 46
11/21/2011	01/10/2013	5	DOLLAR GENERAL CORP	42 96	39 23	214 82	196 15	18 67
07/05/2011	01/15/2013	8	UNITEDHEALTH GROUP INC	53 46	52 86	427 67	422.87	4.80
08/08/2011	01/15/2013	2	UNITEDHEALTH GROUP INC	53 46	42.64	106 92	85.28	21 64
10/18/2011	01/17/2013	50	MICRON TECHNOLOGY INC	7 79	5 68	389 61	283 77	105 84
12/27/2011	01/23/2013	28	CISCO SYSTEMS INC	20 68	18 55	578 98	519 38	59 60
01/28/2011	01/23/2013	15	DELTA AIR LINES INC	13 88	12 07	208 21	181 08	27 13
02/11/2011	01/23/2013	40	DELTA AIR LINES INC	13 88	11 94	555 23	477 43	77 80
08/08/2011	01/23/2013	13	UNITEDHEALTH GROUP INC	55.73	42.64	724 44	554.33	170 11
08/11/2011	01/23/2013	2	UNITEDHEALTH GROUP INC	55 73	42 81	111 45	85 62	25 83
11/01/2011	01/28/2013	7	BOEING CO/THE	74.37	62 98	520 61	440 83	79 78
11/08/2011	01/28/2013	7	BOEING CO/THE	74 37	65 77	520 62	460 39	60 23
11/14/2011	01/28/2013	1	BOEING CO/THE	74.37	68 66	74 37	68 66	5 71
11/21/2011	01/28/2013	5	DOLLAR GENERAL CORP	46 97	39.23	234 83	196.15	38 68
03/01/2011	01/31/2013	7	COMCAST CORP-CLASS A	38.18	25.62	267 23	179.37	87 86
03/29/2011	01/31/2013	1	COMCAST CORP-CLASS A	38 18	24 56	38 17	24 56	13.61
05/24/2011	02/05/2013	25	MCGRAW HILL FINANCIAL INC	46.85	42 03	1,171 30	1,050 79	120 51
08/11/2011	02/05/2013	13	UNITEDHEALTH GROUP INC	56 95	42 81	740 35	556 56	183.79
11/10/2011	02/05/2013	1	UNITEDHEALTH GROUP INC	56.95	46 16	56 95	46.16	10.79
10/11/2011	02/11/2013	30	APPLIED MATERIALS INC	13 62	11 00	408 55	330 12	78 43
10/12/2011	02/11/2013	10	APPLIED MATERIALS INC	13.62	11 36	136 18	113 57	22 61
08/12/2011	02/13/2013	35	***BP PLC-SPONS ADR	42 46	39 72	1,486 10	1,390 25	95.85
09/14/2011	02/13/2013	35	***BP PLC-SPONS ADR	42 46	38 22	1,486 10	1,337.68	148.42
10/06/2011	02/13/2013	10	***BP PLC-SPONS ADR	42 46	36 21	424 60	362.06	62 54
10/11/2011	02/13/2013	15	***BP PLC-SPONS ADR	42 46	38.15	636 90	572 19	64 71
01/12/2011	02/15/2013	10	DIRECTV	49 40	41.78	494 04	417 79	76 25
01/09/2012	02/19/2013	40	MGM RESORTS INTERNATIONAL	12 80	11 30	512 18	451 92	60 26
01/09/2012	02/19/2013	90	MGM RESORTS INTERNATIONAL	12 80	11 30	1,152 41	1,016.81	135.60
02/11/2011	02/25/2013	10	DELTA AIR LINES INC	14 12	11.94	141.18	119.36	21 82
04/26/2011	02/25/2013	20	DELTA AIR LINES INC	14 12	9.88	282.36	197 59	84 77
12/27/2011	02/28/2013	22	CISCO SYSTEMS INC	20 87	18 55	459 10	408 08	51 02
02/08/2012	02/28/2013	13	CISCO SYSTEMS INC	20.87	20 17	271 28	262.23	9 05
08/18/2011	03/04/2013	18	LORILLARD INC	38 30	35 79	689 44	644 24	45 20
10/17/2011	03/04/2013	24	LORILLARD INC	38 30	39 07	919 26	937.79	-18 53
10/28/2011	03/04/2013	9	LORILLARD INC	38 30	38 20	344 72	343 80	0.92
04/28/2011	03/06/2013	10	BROADCOM CORP-CL A	33.38	34 66	333 82	346 58	-12 76
07/14/2011	03/06/2013	20	BROADCOM CORP-CL A	33.38	33.31	667 63	666 20	1 43
02/23/2012	03/07/2013	10	MGM RESORTS INTERNATIONAL	12.46	14 14	124 57	141 36	-16 79
03/02/2012	03/07/2013	25	MGM RESORTS INTERNATIONAL	12.46	14 00	311 42	350 11	-38.69
10/28/2011	03/08/2013	25	***BP PLC-SPONS ADR	40 46	45 37	1,011 59	1,134 31	-122.72
02/22/2011	03/11/2013	8	LEAR CORP	55 35	55 18	442 82	441 43	1 39
06/07/2011	03/11/2013	1	LEAR CORP	55.35	50 00	55 35	50 00	5 35
07/22/2011	03/14/2013	7	EOG RESOURCES INC	131.33	106 10	919 34	742 71	176 63
10/18/2011	03/15/2013	50	MICRON TECHNOLOGY INC	9 42	5 68	470 82	283 77	187 05

Capital Gains Report

MATZ WARNER FAMILY FOUNDATION (Account: 888-24129) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/24/2011	03/21/2013	10	CITIGROUP INC	45 99	43 98	459 92	439 79	20 13
03/30/2011	03/21/2013	15	CITIGROUP INC	45 99	44 97	689 88	674.57	15.31
04/05/2011	03/21/2013	10	CITIGROUP INC	45 99	44 42	459 92	444 25	15 67
04/19/2011	03/21/2013	5	CITIGROUP INC	45 99	44 74	229.96	223.72	6.24
08/04/2011	03/28/2013	4	VISA INC - CLASS A SHRS	169 13	85 68	676 52	342 71	333 81
04/05/2011	04/02/2013	5	AT&T INC	37 55	30 92	187.74	154.62	33 12
04/08/2011	04/02/2013	20	AT&T INC	37 55	30 55	750 98	610 92	140 06
03/23/2011	04/02/2013	5	QUALCOMM INC	66 15	52 06	330 76	260 31	70 45
04/11/2011	04/02/2013	5	QUALCOMM INC	66 15	53 72	330 76	268 61	62 15
02/08/2012	04/03/2013	20	CISCO SYSTEMS INC	21 24	20 17	424 74	403 43	21 31
03/01/2012	04/08/2013	15	***ASTRAZENECA PLC-SPONS ADR	50 41	45 27	756 09	679 00	77 09
04/20/2011	04/08/2013	2	FLOWSERVE CORPORATION	160 30	131 61	320 60	263 23	57.37
06/07/2011	04/08/2013	8	LEAR CORP	52 39	50 00	419 16	400 01	19 15
10/18/2011	04/08/2013	15	MICRON TECHNOLOGY INC	9 28	5 68	139 27	85 13	54 14
11/01/2011	04/08/2013	60	MICRON TECHNOLOGY INC	9 28	5 37	557 08	322.18	234 90
10/25/2011	04/15/2013	2	PRECISION CASTPARTS CORP	185 82	172 09	371 64	344 19	27 45
04/11/2011	04/18/2013	5	QUALCOMM INC	63 92	53 72	319 59	268 60	50 99
07/22/2011	04/18/2013	10	QUALCOMM INC	63 92	57 25	639 19	572.49	66 70
02/18/2011	04/23/2013	10	STARBUCKS CORP	59 27	33 87	592 74	338 69	254 05
02/08/2012	04/24/2013	32	CISCO SYSTEMS INC	20 47	20 17	655 07	645 50	9 57
02/10/2012	04/24/2013	3	CISCO SYSTEMS INC	20 47	20 00	61 41	60 01	1 40
03/09/2012	04/24/2013	35	CISCO SYSTEMS INC	20 47	19 80	716 48	692 91	23 57
02/15/2012	04/24/2013	25	WELLS FARGO & COMPANY	37 28	30 33	931.96	758 14	173 82
02/21/2012	04/24/2013	20	WELLS FARGO & COMPANY	37 28	31 26	745 57	625.27	120 30
03/21/2012	04/24/2013	9	WELLS FARGO & COMPANY	37 28	34 23	335 51	308.11	27 40
03/18/2011	04/25/2013	5	INTUIT INC	56 05	50 07	280 25	250 33	29 92
08/23/2011	04/25/2013	10	INTUIT INC	56 05	44 47	560 50	444 66	115 84
08/04/2011	05/01/2013	3	VISA INC - CLASS A SHRS	167 17	85 68	501 52	257 03	244 49
03/23/2011	05/03/2013	5	ALTRIA GROUP INC	36 69	25 55	183 45	127 75	55 70
10/12/2011	05/03/2013	30	APPLIED MATERIALS INC	14 89	11 36	446 76	340 71	106 05
10/31/2011	05/03/2013	30	APPLIED MATERIALS INC	14 89	12 46	446 76	373 66	73.10
02/07/2011	05/03/2013	15	KROGER CO	34 81	22 36	522.13	335 42	186 71
10/05/2011	05/14/2013	20	GANNETT CO	21 81	10 38	436 18	207 66	228 52
05/04/2011	05/15/2013	40	TYSON FOODS INC-CL A	25 03	19 45	1,001 24	777 96	223 28
06/23/2011	05/15/2013	30	TYSON FOODS INC-CL A	25 03	18 55	750 93	556.47	194 46
06/23/2011	05/15/2013	10	TYSON FOODS INC-CL A	25 03	18 55	250 31	185 49	64 82
11/01/2011	05/28/2013	50	MICRON TECHNOLOGY INC	11 81	5 37	590 41	268 48	321 93
11/14/2011	05/28/2013	5	MICRON TECHNOLOGY INC	11 81	5 32	59 04	26.60	32 44
04/19/2011	05/30/2013	10	CITIGROUP INC	53 48	44 74	534 84	447.43	87 41
01/06/2011	06/03/2013	5	CITRIX SYSTEMS INC	63 19	68 86	315 95	344 31	-28 36
06/01/2011	06/03/2013	5	CITRIX SYSTEMS INC	63.19	87 01	315 95	435.06	-119 11
07/14/2011	06/06/2013	15	EMC CORP/MASS	24 58	26 96	368 69	404 35	-35 66
03/23/2011	06/07/2013	50	ALTRIA GROUP INC	35 98	25 55	1,798.94	1,277 51	521 43
02/07/2011	06/07/2013	40	KROGER CO	34 05	22 36	1,361 92	894 47	467 45
01/12/2011	06/12/2013	4	COMCAST CORP-CLASS A	39 41	22 65	157 63	90.61	67.02
03/29/2011	06/12/2013	10	COMCAST CORP-CLASS A	39 41	24 56	394 08	245 63	148 45
02/18/2011	06/12/2013	5	STARBUCKS CORP	65 36	33 87	326 78	169 34	157 44
04/06/2011	06/13/2013	3	FLOWSERVE CORPORATION	163 36	131.95	490 08	395 84	94 24
05/31/2012	06/13/2013	4	F5 NETWORKS INC	74 98	103 02	299 91	412 07	-112 16

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/05/2012	06/13/2013	4	F5 NETWORKS INC	74 98	100 03	299.91	400 13	-100.22
11/04/2011	06/13/2013	15	HARLEY DAVIDSON INC	52 84	38 81	792.63	582 18	210 45
01/12/2011	06/25/2013	11	COMCAST CORP-CLASS A	40 04	22 65	440 46	249 18	191.28
02/22/2011	06/25/2013	2	COMCAST CORP-CLASS A	40.04	25 27	80.08	50 54	29.54
02/22/2011	06/25/2013	13	COMCAST CORP-CLASS A	40.04	25 27	520 55	328 51	192.04
03/01/2011	06/25/2013	8	COMCAST CORP-CLASS A	40.04	25.62	320.34	204.99	115.35
04/25/2011	06/25/2013	30	GAMESTOP CORP-CLASS A	40.07	26 43	1,202 24	792 85	409 39
02/07/2011	06/26/2013	15	KROGER CO	34 70	22 36	520 45	335.42	185 03
03/29/2012	07/01/2013	25	JPMORGAN CHASE & CO	53.19	45.67	1,329 63	1,141 70	187 93
04/27/2012	07/01/2013	8	JPMORGAN CHASE & CO	53 19	43 41	425 48	347.28	78.20
06/20/2011	07/02/2013	5	CITRIX SYSTEMS INC	61 60	74 08	308.00	370 39	-62.39
06/28/2011	07/02/2013	5	CITRIX SYSTEMS INC	61.60	79 46	308 00	397.31	-89 31
11/04/2011	07/02/2013	5	HARLEY DAVIDSON INC	55.66	38 81	278 30	194.06	84 24
08/19/2011	07/15/2013	50	NV ENERGY INC	23 67	14 48	1,183 53	723 94	459.59
01/03/2012	07/15/2013	25	NV ENERGY INC	23.67	16 33	591.76	408.34	183.42
06/08/2012	07/15/2013	20	NV ENERGY INC	23 67	17 26	473.41	345.17	128.24
01/26/2012	07/19/2013	8	VERTEX PHARMACEUTICALS INC	88.46	35.59	707.65	284 74	422.91
07/06/2012	07/19/2013	2	VERTEX PHARMACEUTICALS INC	88 46	54 94	176 91	109.89	67 02
11/22/2011	07/23/2013	3	TIME WARNER CABLE	117.06	59 28	351 18	177 84	173.34
06/27/2012	07/24/2013	2	AFFILIATED MANAGERS GROUP INC	173 74	104 70	347 47	209 40	138.07
01/18/2011	07/24/2013	5	ALLERGAN INC	90 27	72 13	451 36	360 64	90.72
06/27/2012	07/25/2013	2	AFFILIATED MANAGERS GROUP INC	174.07	104 70	348 15	209 40	138.75
04/06/2011	07/25/2013	1	MONSANTO CO	101 01	69 77	101 01	69 77	31 24
04/15/2011	07/25/2013	4	MONSANTO CO	101 01	67 35	404 04	269 42	134 62
10/25/2011	07/25/2013	1	PRECISION CASTPARTS CORP	225 26	172 10	225.26	172 10	53.16
11/01/2011	07/25/2013	3	PRECISION CASTPARTS CORP	225 26	158.51	675 77	475 54	200.23
01/12/2012	07/25/2013	1	PRECISION CASTPARTS CORP	225.26	172 87	225 25	172 87	52.38
06/07/2011	07/26/2013	2	LEAR CORP	67.32	50 00	134 63	100 00	34 63
10/05/2011	07/26/2013	7	LEAR CORP	67.32	43 02	471.21	301 11	170 10
01/18/2011	08/01/2013	3	ALLERGAN INC	91.23	72 13	273 69	216 39	57 30
02/11/2011	08/01/2013	2	ALLERGAN INC	91 23	73 89	182 46	147 79	34 67
02/16/2012	08/02/2013	6	NATIONAL - OILWELL INC	71 40	83 85	428 38	503 12	-74 74
03/28/2012	08/02/2013	16	NATIONAL - OILWELL INC	71.40	77 65	1,142.33	1,242 39	-100 06
11/22/2011	08/02/2013	2	TIME WARNER CABLE	116 07	59 28	232 15	118 56	113 59
03/13/2012	08/02/2013	5	TIME WARNER CABLE	116.07	80 44	580.36	402 18	178.18
08/01/2011	08/08/2013	9	QUALCOMM INC	65.76	53 80	591 88	484 23	107 65
12/22/2011	08/09/2013	40	APPLIED MATERIALS INC	15 65	10 45	625 91	418 19	207.72
02/01/2012	08/09/2013	45	APPLIED MATERIALS INC	15.65	12 56	704.15	565 19	138.96
01/12/2012	08/09/2013	2	PRECISION CASTPARTS CORP	219 31	172 87	438 63	345 74	92 89
02/16/2012	08/09/2013	1	PRECISION CASTPARTS CORP	219.31	167 58	219.31	167 58	51 73
08/09/2012	08/12/2013	20	EXXON MOBIL CORP	89.90	88 22	1,798 02	1,764 41	33 61
12/22/2011	08/19/2013	6	HERSHEY CO/THE	94 70	61 02	568.20	366 13	202.07
02/16/2012	08/21/2013	2	PRECISION CASTPARTS CORP	215 86	167 58	431.71	335 16	96 55
01/05/2012	08/26/2013	2	EOG RESOURCES INC	157 91	101 67	315.83	203 34	112 49
01/05/2012	08/26/2013	1	EOG RESOURCES INC	157.91	101 67	157.91	101 67	56 24
07/14/2011	09/10/2013	5	WALT DISNEY CO/THE	62 59	39 63	312.95	198 17	114 78
04/26/2011	09/18/2013	25	DELTA AIR LINES INC	23 27	9 88	581 78	246 98	334 80
08/13/2012	09/18/2013	25	DELTA AIR LINES INC	23.27	9 26	581.77	231 53	350 24
09/14/2012	09/19/2013	25	DISCOVER FINANCIAL SERVICES	52 80	39 22	1,319 88	980 50	339 38

Capital Gains Report

MATZ WARNER FAMILY FOUNDATION (Account: 888-24129) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/14/2012	09/20/2013	20	FIDELITY NATIONAL FINANCIAL IN	25 90	19 90	518 01	398 10	119 91
04/15/2011	09/20/2013	6	MONSANTO CO	106 16	67 36	636 97	404 14	232 83
05/17/2011	09/20/2013	4	MONSANTO CO	106 16	62 95	424 65	251.80	172.85
07/11/2012	09/26/2013	9	RED HAT INC	46 69	51 25	420 18	461.21	-41.03
11/14/2011	09/27/2013	25	MICRON TECHNOLOGY INC	17 73	5 32	443 25	132.99	310.26
08/24/2012	10/07/2013	8	EBAY INC	54 85	47 21	438 79	377.71	61 08
06/27/2012	10/10/2013	5	AFFILIATED MANAGERS GROUP INC	187 40	104 70	937.01	523 50	413 51
08/13/2012	10/10/2013	15	DELTA AIR LINES INC	24 54	9 26	368 13	138 92	229 21
09/27/2012	10/10/2013	5	DELTA AIR LINES INC	24 54	9 10	122 71	45 50	77.21
09/06/2012	10/10/2013	15	***ROYAL DUTCH SHELL PLC-ADR	64 09	70 91	961 35	1,063.68	-102.33
09/14/2012	10/10/2013	5	***ROYAL DUTCH SHELL PLC-ADR	64 09	73 24	320.45	366 19	-45.74
04/04/2012	10/15/2013	19	COGNIZANT TECH SOLUTIONS-A	87.26	76.09	1,657 90	1,445 65	212 25
04/16/2012	10/15/2013	1	COGNIZANT TECH SOLUTIONS-A	87 26	73 13	87 26	73.13	14.13
09/20/2012	10/15/2013	2	PRECISION CASTPARTS CORP	238 36	160 97	476 72	321.94	154 78
09/24/2012	10/15/2013	1	PRECISION CASTPARTS CORP	238 36	160 73	238 36	160.73	77.63
01/05/2012	10/16/2013	2	EOG RESOURCES INC	182 06	101 67	364 13	203.35	160.78
08/24/2012	10/16/2013	15	EBAY INC	53.69	47 21	805.33	708.21	97 12
05/30/2012	10/16/2013	10	MACY'S INC	43 08	38 31	430 80	383 06	47 74
06/04/2012	10/16/2013	25	MACY'S INC	43 08	36 21	1,077 01	905 15	171.86
06/07/2012	10/16/2013	5	MACY'S INC	43 08	36 66	215.40	183 32	32 08
08/08/2012	10/23/2013	3	CELGENE CORP	159 07	71 61	477 21	214 82	262.39
10/12/2012	10/31/2013	4	EXXON MOBIL CORP	90 11	90 81	360 44	363 24	-2 80
07/11/2012	11/01/2013	7	ESTEE LAUDER COMPANIES-CL A	69 90	50 31	489 33	352.20	137 13
08/28/2012	11/01/2013	6	ESTEE LAUDER COMPANIES-CL A	69 90	60 00	419 43	360.01	59.42
10/02/2012	11/01/2013	4	ESTEE LAUDER COMPANIES-CL A	69 90	63 20	279 62	252 79	26.83
10/26/2012	11/01/2013	5	ESTEE LAUDER COMPANIES-CL A	69 90	60.89	349 52	304.45	45.07
12/02/2011	11/04/2013	25	CIT GROUP INC	48 29	33 99	1,207 28	849 78	357.50
07/31/2012	11/12/2013	1	CHIPOTLE MEXICAN GRILL-CL A	533 29	292 12	533 29	292 12	241 17
04/07/2011	11/12/2013	5	WELLPOINT INC	87 56	69 12	437 80	345 60	92 20
04/25/2011	11/12/2013	10	WELLPOINT INC	87 56	72 13	875 59	721.34	154.25
05/02/2011	11/12/2013	10	WELLPOINT INC	87 56	77 47	875 60	774 70	100.90
07/13/2011	11/12/2013	5	WELLPOINT INC	87 56	76.85	437 80	384.25	53 55
03/09/2012	11/12/2013	10	WELLPOINT INC	87 56	64 41	875 59	644 09	231.50
11/14/2011	11/20/2013	7	BOEING CO/THE	133 91	68 66	937 36	480 62	456 74
11/28/2011	11/20/2013	1	BOEING CO/THE	133 91	65 39	133 91	65 39	68 52
07/25/2012	11/22/2013	19	WELLPOINT INC	92 40	53 75	1,755 56	1,021 29	734 27
07/25/2012	11/22/2013	1	WELLPOINT INC	92 40	53 75	92 40	53 75	38 65
07/26/2012	11/22/2013	1	WELLPOINT INC	92 40	52 92	92 40	52 92	39 48
09/14/2012	11/25/2013	15	FIDELITY NATIONAL FINANCIAL IN	28 46	19 91	426 90	298 58	128 32
08/22/2012	11/26/2013	7	BIOGEN IDEC INC	289 87	144 40	2,029 07	1,010 79	1,018 28
07/14/2011	11/27/2013	10	WALT DISNEY CO/THE	70 70	39 63	707 03	396 34	310 69
02/11/2011	12/03/2013	8	ALLERGAN INC	95 71	73 90	765 66	591 18	174 48
03/14/2011	12/03/2013	2	ALLERGAN INC	95 71	71 06	191 41	142 13	49 28
04/30/2012	12/04/2013	2	UNITEDHEALTH GROUP INC	73 64	55 90	147 28	111 80	35 48
07/02/2012	12/04/2013	3	UNITEDHEALTH GROUP INC	73 64	56 44	220 91	169.33	51 58
08/08/2012	12/09/2013	2	INTUITIVE SURGICAL INC	377 13	501 16	754 25	1,002 32	-248 07
08/28/2012	12/09/2013	1	INTUITIVE SURGICAL INC	377 13	498 94	377 13	498 94	-121 81
11/08/2012	12/09/2013	1	INTUITIVE SURGICAL INC	377 13	533 59	377 13	533.59	-156 46
11/16/2012	12/09/2013	1	INTUITIVE SURGICAL INC	377.13	532 36	377 12	532 36	-155 24

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/28/2012	12/09/2013	2	INTUITIVE SURGICAL INC	377 13	530 06	754 25	1,060.13	-305 88
07/26/2012	12/10/2013	9	WELLPOINT INC	91 41	52 92	822 71	476 24	346.47
			SUBTOTAL FOR LONG-TERM COVERED			101,873.30	81,449.01	20,424.29

LONG-TERM NON-COVERED

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/02/2008	01/07/2013	1	GOOGLE INC-CL A	736 67	682 66	736 67	682.66	54 01
10/27/2010	01/15/2013	5	CITRIX SYSTEMS INC	68 89	64 26	344 46	321 30	23 16
12/03/2010	01/24/2013	5	CITRIX SYSTEMS INC	69 78	70 71	348 89	353 53	-4 64
12/23/2010	01/24/2013	5	CITRIX SYSTEMS INC	69 78	68 47	348 88	342 37	6 51
11/14/2006	01/28/2013	10	PFIZER INC	26.92	26.05	269 19	260.55	8.64
04/30/2007	01/28/2013	15	PFIZER INC	26 92	26 61	403 79	399 17	4.62
01/02/2008	01/30/2013	2	SCHLUMBERGER LTD	78 86	101 33	157 72	202 66	-44 94
11/12/2008	01/30/2013	3	SCHLUMBERGER LTD	78.86	47.34	236 57	142 02	94 55
05/14/2010	02/13/2013	25	***ASTRAZENECA PLC-SPONS ADR	45 96	42 23	1,149 00	1,055 87	93 13
05/20/2010	02/13/2013	5	***ASTRAZENECA PLC-SPONS ADR	45 96	41 22	229 80	206 11	23 69
05/20/2010	02/13/2013	30	***ASTRAZENECA PLC-SPONS ADR	45.96	41 22	1,378 80	1,236 65	142 15
11/30/2010	02/13/2013	15	***ASTRAZENECA PLC-SPONS ADR	45 96	46 96	689 40	704 47	-15 07
12/13/2010	02/13/2013	10	***ASTRAZENECA PLC-SPONS ADR	45 96	48 73	459 60	487 35	-27 75
12/21/2010	02/13/2013	5	***ASTRAZENECA PLC-SPONS ADR	45 96	45 80	229 80	228 98	0 82
11/12/2008	02/15/2013	5	SCHLUMBERGER LTD	79.63	47 34	398 16	236 70	161 46
07/02/2008	02/28/2013	2	APPLE INC	445 59	174 70	891 18	349 41	541 77
06/28/2010	03/11/2013	6	LEAR CORP	55 35	35 34	332 11	212 02	120 09
11/08/2010	04/01/2013	10	STARBUCKS CORP	57 03	30 66	570 28	306 64	263 64
12/17/2009	04/03/2013	5	TIME WARNER CABLE	96 46	42 71	482.31	213.57	268 74
08/23/2010	04/04/2013	7	NOBLE ENERGY INC	113 31	67 89	793 19	475 22	317 97
12/21/2010	04/08/2013	5	***ASTRAZENECA PLC-SPONS ADR	50 41	45 79	252.03	228.97	23 06
04/30/2007	04/10/2013	25	PFIZER INC	29 95	26 61	748 65	665.27	83 38
05/21/2007	04/16/2013	25	PFIZER INC	30 85	27 46	771 31	686.43	84 88
04/29/2010	04/24/2013	5	WELLS FARGO & COMPANY	37 28	33 18	186.39	165 90	20 49
08/16/2010	04/24/2013	1	WELLS FARGO & COMPANY	37 28	25 76	37.28	25 76	11 52
09/27/2010	05/03/2013	10	ALTRIA GROUP INC	36 69	24 05	366.89	240 51	126 38
10/09/2009	06/06/2013	10	DANAHER CORP	60 06	33 89	600 63	338 86	261 77
03/18/2010	06/06/2013	10	EMC CORP/MASS	24 58	18 72	245 80	187.17	58 63
05/28/2010	06/06/2013	15	EMC CORP/MASS	24 58	18 71	368 69	280 63	88.06
05/25/2010	06/14/2013	15	HEWLETT-PACKARD CO	24 78	45 14	371 77	677 05	-305 28
05/26/2010	06/14/2013	10	HEWLETT-PACKARD CO	24 78	46 25	247 84	462 51	-214 67
11/12/2008	06/17/2013	2	APPLE INC	433 70	92 45	867 40	184 90	682.50
11/12/2008	07/19/2013	1	APPLE INC	428 60	92 45	428 60	92 45	336 15
12/17/2009	07/23/2013	8	TIME WARNER CABLE	117 06	42 71	936 48	341 70	594 78
11/24/2010	08/20/2013	15	VIACOM INC-CLASS B	78 38	38 07	1,175 73	571 00	604 73
05/10/2010	08/21/2013	5	WALT DISNEY CO/THE	61 46	35 26	307 28	176 30	130 98
05/11/2010	08/21/2013	10	WALT DISNEY CO/THE	61 46	35 71	614 57	357 12	257.45
09/16/2010	08/21/2013	10	WALT DISNEY CO/THE	61 46	33 92	614 56	339 19	275.37
11/24/2010	09/18/2013	15	VIACOM INC-CLASS B	83 19	38 07	1,247 88	571 00	676 88
03/16/2010	10/23/2013	10	GILEAD SCIENCES INC	68 70	23 78	687.02	237 76	449 26
08/23/2010	10/30/2013	2	NOBLE ENERGY INC	76 31	33 94	152 62	67 89	84 73

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/16/2010	10/30/2013	10	NOBLE ENERGY INC	76 31	38 19	763 07	381 87	381.20
			SUBTOTAL FOR LONG-TERM NON-COVERED			22,442 29	15,697 49	6,744 80
CASH IN LIEU COVERED								
	05/10/2013		CST BRANDS INC			20.94		20 94
	06/28/2013		***LIBERTY GLOBAL PLC-A			55.33		55.33
	06/28/2013		***LIBERTY GLOBAL PLC-SERIES C			35.20		35.20
			SUBTOTAL FOR CASH IN LIEU COVERED			111 47	0 00	111 47
TOTAL						230,836 73	194,684 89	36,151 84

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L		36,151 84
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	8,871.28	
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	0.00	
SHORT TERM TOTAL		8,871 28
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	20,424.29	
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	6,744.80	
LONG TERM TOTAL		27,169.09
CIL - COVERED		111 47

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

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

CIL represents cash in lieu of fractional shares

This information should be reviewed by your tax advisor or accountant

MATZ-WARNER FAMILY FOUNDATION
CONTRIBUTIONS

Recipient	Address	2011	2012	2013
ADL	605 Third Avenue New York, NY 10158	$250	$250	$250
ADL - Local	1120 Lincoln Street, #1301 Denver, CO 80203-2104		$180	$180
Allied Jewish Foundation	300 South Dahlia, #300 Denver, CO 80246	$15,000	$15,500	$16,000
American Red Cross	P. O. Box 4002018 Des Moines, IA 50340-2018	$300	$300	$300
Beanstalk				$200
Beth El	8101 Park Heights Avenue Baltimore, MD 21208	$200	$200	$200
Birthright	P. O. Box 1784 New York, NY 10156	$500	$500	$750
Camperships for Nebagamon	P. O Box 331 East Troy, WI 53120	$100	$100	$100
Food Bank of the Rockies	10700 E 45th Ave Denver, CO 80239	$180	$180	$180
JDC - Joint Distribution Cmte	P.O Box 4124 New York, NY 10163	$500	$500	$500
JNF	42 East 69th Street New York, NY 10021	$180	$180	$180
Levindale	2401 West Belvedere Avenue Baltimore, MD 21215	$500	$500	$500
Mazon	P. O. Box 894765 Los Angeles, CA 90189-4765	$500	$500	$1,000
Mercy Medical Center				$500
Miriam Lodge KSB	3415 Woodvalley Drive Baltimore, MD 21208	$250	$250	$500
The Associated Jewish Foundation	101 West Royal Avenue Baltimore, MD 21201-5708	$2,000	$2,000	$2,000
The USO	P O Box 96860 Washington, DC 20077-7677	$500	$500	$500
Tidewater Jewish Foundation	5000 Corporate Woods Drive Suite 200	$3,000	$3,000	$3,500
United Cerebral Palsy	11350 McCormick Rd #1100 Hunt Valley, MD 21031	$1,000	$1,000	$1,000
University of Colorado Hospital	Attn: Sarah Kabat P. O. Box 173364	$750	$750	$750
University of Maryland Medical Center	22 South Green Street Baltimore, MD 21201	$1,000	$1,000	$1,000
University of North Carolina	P. O Box 309 Chapell Hill, NC 27514-0309	$250	$250	$250
University of Pennsylvania	3451 Walnut St. Philadelphia, PA 19104	$250	$250	$250
Third Way Center	PO Box 61385			$1,000
GBMC-Greater Baltimore Medical Center				$500
Swallow Hill Music				$100
TOTALS		**$29,140**	**$31,670**	**$32,190**