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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

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

OMB No. 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION, C/O INTENTIONAL PHILANTHROPY		A Employer identification number 25-6407379
Number and street (or P.O. box number if mail is not delivered to street address) 3 BETHESDA METRO CENTER	Room/suite 350	B Telephone number 1-301-761-4433
City or town, state or province, country, and ZIP or foreign postal code BETHESDA, MD 20814-6345		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 30,602,520.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	14,542.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	796.	796.		STATEMENT 1
	4 Dividends and interest from securities	716,717.	705,421.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,549,723.			
	b Gross sales price for all assets on line 6a	5,570,482.			
	7 Capital gain net income (from Part IV, line 2)		1,549,723.		
	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	372,799.	372,799.		STATEMENT 3	
12 Total. Add lines 1 through 11	2,654,577.	2,628,739.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,046.	0.		15,046.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	957.	0.		957.
	16a Legal fees STMT 4	4,975.	0.		4,975.
	b Accounting fees				
	c Other professional fees STMT 5	246,547.	118,347.		128,200.
	17 Interest				
	18 Taxes STMT 6	30,474.	474.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	12,488.	0.		12,488.
	22 Printing and publications				
	23 Other expenses STMT 7	307,181.	302,641.		4,540.
	24 Total operating and administrative expenses. Add lines 13 through 23	617,668.	421,462.		166,206.
	25 Contributions, gifts, grants paid	998,500.			998,500.
26 Total expenses and disbursements. Add lines 24 and 25	1,616,168.	421,462.		1,164,706.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,038,409.				
b Net investment income (if negative, enter -0-)		2,207,277.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,622.	130,713.	130,713.
	2 Savings and temporary cash investments	532,402.	1,320,973.	1,320,973.
	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 8	7,571,775.	7,401,774.	10,429,923.
	c Investments - corporate bonds STMT 9	5,148,223.	4,655,584.	4,782,039.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10		12,198,864.	12,985,251.	13,938,872.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)		25,455,886.	26,494,295.	30,602,520.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	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 ☒ X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	25,455,886.	26,494,295.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	25,455,886.	26,494,295.		
31 Total liabilities and net assets/fund balances	25,455,886.	26,494,295.		

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	25,455,886.
2 Enter amount from Part I, line 27a	2	1,038,409.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	26,494,295.
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	26,494,295.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 5,570,482.		4,145,493.	1,549,723.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,549,723.

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	1,549,723.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	859,635.	28,243,227.	.030437
2012	756,447.	26,229,897.	.028839
2011	908,185.	25,365,229.	.035804
2010	410,648.	21,113,620.	.019449
2009	291,378.	19,199,573.	.015176

2 Total of line 1, column (d)	2	.129705
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	.025941
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	29,942,879.
5 Multiply line 4 by line 3	5	776,748.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,073.
7 Add lines 5 and 6	7	798,821.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,164,706.

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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)		1	22,073.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	22,073.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	22,073.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014		6a	36,573.
b Exempt foreign organizations - tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	20,000.
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	56,573.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	34,500.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 34,500. Refunded ☒ 0.		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.THESAMPSONFOUNDATION.ORG</u>	13	X	
14 The books are in care of ► <u>INTENTIONAL PHILANTHROPY, LLC</u> Telephone no. ► <u>1-301-761-4433</u> Located at ► <u>3 BETHESDA METRO CENTER, SUITE 350, BETHESDA, MD</u> ZIP+4 ► <u>20814-6345</u>			
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	
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
			X

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	☐ Yes ☒ No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)	N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b	X

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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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ N/A ☒ N/A

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATERINE S. MCBRIDE	SECRETARY/TRUSTEE			
3 BETHESDA METRO CENTER, SUITE 350				
BETHESDA, MD 20814	1.00	2,250.	0.	0.
J. FAYE SAMPSON	TRUSTEE			
3 BETHESDA METRO CENTER, SUITE 350				
BETHESDA, MD 20814	1.00	2,250.	0.	0.
KRISTY S. RODRIGUEZ	PRESIDENT/LEAD TRUSTEE			
3 BETHESDA METRO CENTER, SUITE 350				
BETHESDA, MD 20814	5.00	10,546.	0.	0.

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
INTENTIONAL PHILANTHROPY LLC - 3 BETHESDA	ADMIN, MGMT, AND	
METRO CENTER SUITE 350, BETHESDA, MD 20814	CONSULTING	128,200.
S&T WEALTH MANAGEMENT - 603 STANWIX STREET,	INVESTMENT	
SUITE 125, PITTSBURGH, PA 15222	MANAGEMENT	60,336.

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	27,963,059.
b	Average of monthly cash balances	1b	819,803.
c	Fair market value of all other assets	1c	1,616,000.
d	Total (add lines 1a, b, and c)	1d	30,398,862.
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	30,398,862.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	455,983.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,942,879.
6	Minimum investment return. Enter 5% of line 5	6	1,497,144.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,497,144.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	22,073.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,073.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,475,071.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,475,071.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,475,071.

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	1,164,706.
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	1,164,706.
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	22,073.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,142,633.

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

Form 990-PF (2014)

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,475,071.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			739,605.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: \$ 1,164,706.				
a Applied to 2013, but not more than line 2a			739,605.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				425,101.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				1,049,970.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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Form **990-PF** (2014)

N/A

☐ 4942(1)(3) or ☐ 4942(1)(5)

[illegible]

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

MYLES D. AND J. FAYE SAMPSON FAMILY

Form 990-PF (2014)

FOUNDATION, C/O INTENTIONAL PHILANTHROPY

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Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT C	N/A	PC		998,500.
Total			3a	998,500.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		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			14	796.		
4 Dividends and interest from securities			14	716,717.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			01	372,799.		
8 Gain or (loss) from sales of assets other than inventory			18	1,549,723.		
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.		2,640,035.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,640,035.

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

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

[illegible]

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.			

[illegible]

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: [Signature] Date: 9/28/15 Title: Lead 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 CHRISTOPHER PETERMANN	Preparer's signature 	Date 9/21/15	Check ☐ if self-employed	PTIN P00097440
	Firm's name ▶ O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
	Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no. (212) 286-2600	

Form **990-PF** (2014)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHMENT A-1, PAGE 4 OF 4	P	VARIOUS	VARIOUS
b	SEE ATTACHMENT A-2, PAGE 13 OF 13	P	VARIOUS	VARIOUS
c	GAIN ON SAB CAPITAL MARKETS, LP	P	VARIOUS	VARIOUS
d	GAIN ON GABELLI ASSOCIATES FUND II	P	VARIOUS	VARIOUS
e	GAIN ON CLOVERLEAF ESTATES WEST L.P.	D	VARIOUS	VARIOUS
f	GAIN ON FIRST FORK PROPERTIES, L.P.	D	VARIOUS	VARIOUS
g	COST BASIS ADJUSTMENT	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,610,401.		1,888,843.	721,558.
b 2,761,527.		2,256,650.	504,877.
c			39,755.
d			12,802.
e			36,943.
f			35,673.
g			<439.>
h 198,554.			198,554.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			721,558.
b			504,877.
c			39,755.
d			12,802.
e			36,943.
f			35,673.
g			<439.>
h			198,554.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,549,723.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BERSTEIN - INTEREST	35.	35.	
S&T TRUST - INTEREST	761.	761.	
TOTAL TO PART I, LINE 3	796.	796.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST THRU INVESTMENTS	900,945.	198,554.	702,391.	702,391.	
DIVIDENDS AND INTEREST THRU K-1'S	14,326.	0.	14,326.	3,030.	
TO PART I, LINE 4	915,271.	198,554.	716,717.	705,421.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME THRU PARTNERSHIP INTERESTS	372,799.	372,799.	
TOTAL TO FORM 990-PF, PART I, LINE 11	372,799.	372,799.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CITRON ALEX & ZIONTS, P.C.	4,975.	0.		4,975.
TO FM 990-PF, PG 1, LN 16A	4,975.	0.		4,975.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
S&T TRUST	60,336.	60,336.		0.
INTENTIONAL PHILANTHROPY LLC	128,200.	0.		128,200.
HENRY ROSSI & CO., LLP	3,505.	3,505.		0.
AMERICAN STOCK LLC	7.	7.		0.
SANFORD C. BERNSTEIN & CO., LLC	49,999.	49,999.		0.
SMITH VALUATION SERVICES	4,500.	4,500.		0.
TO FORM 990-PF, PG 1, LN 16C	246,547.	118,347.		128,200.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	30,000.	0.		0.
FOREIGN WITHHOLDING TAX	474.	474.		0.
TO FORM 990-PF, PG 1, LN 18	30,474.	474.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICE FEE	517.	0.		517.
BANK CHARGE	50.	50.		0.
OTHER DEDUCTIONS THRU PARTNERSHIP INTERESTS	302,591.	302,591.		0.
DUES AND SUBSCRIPTIONS	3,322.	0.		3,322.
OFFICE SUPPLIES	201.	0.		201.
WEBSITE DEVELOPMENT	500.	0.		500.
TO FORM 990-PF, PG 1, LN 23	307,181.	302,641.		4,540.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT B-1 PAGE 4 OF 5	3,946,647.	6,050,965.
6612.22 SHARES OF S&T BANCORP INC.	175,041.	197,110.
CORPORATE STOCK - SEE ATTACHMENT B-2 PAGE 4 OF 4	3,280,086.	4,181,848.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,401,774.	10,429,923.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT B-2 PAGE 5 OF 5	4,655,584.	4,782,039.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,655,584.	4,782,039.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GABELLI ASSOCIATES FUND II	COST	751,405.	791,761.
GOLDEN MILE PROPERTIES LP	COST	1,005,161.	1,240,000.
SAB CAPITAL MARKETS LP	COST	795,324.	810,653.
CORPORATE STOCK - SEE ATTACHMENT	COST		
B-2 PAGE 4 OF 4		10,433,361.	10,720,458.
FIRST FORK PROPERTIES, LP	COST	0.	376,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,985,251.	13,938,872.

**Myles D. and J. Faye Sampson Family Foundation
S&T Wealth Management - Gain(Loss) Report
2014**

<u>Long Term- Gain(Loss)</u> Post Date	Security	Description	Income Cash	Principal Cash	Quantity	Cost	Gain(Loss)
01/13/2014	59022HJH6	PRIN PMT FOR 01/02/14	0.00	10,472.51	-10,472.51	-9,987.23	\$ 485.28
01/14/2014	07387BAE3	MERRILL LYNCH MORTGAGE TRUST PRIN PMT FOR 01/02/14	0.00	149.01	-149.01	-149.75	(0.74)
01/15/2014	PII	BEAR STEARNS COMMERCIAL MTG SOLD 593 SHS 01/10/14	0.00	85,214.69	-593.00	-23,498.93	61,715.76
01/30/2014	EFA	@ 143.7535 SOLD 6640 SHS 01/27/14	0.00	428,070.69	-6,640.00	-345,716.03	82,354.66
02/11/2014	07387BAE3	@ 64.5196 PRIN PMT FOR 01/02/14	0.00	152.44	-152.44	-153.20	(0.76)
02/12/2014	59022HJH6	BEAR STEARNS COMMERCIAL MTG PRIN PMT FOR 01/02/14	0.00	139.53	-139.53	-133.06	6.47
03/10/2014	WLL	MERRILL LYNCH MORTGAGE TRUST SOLD 319 SHS 03/05/14	0.00	22,876.56	-319.00	-15,616.64	7,259.92
03/12/2014	59022HJH6	@ 71.7646 PRIN PMT FOR 03/12/14	0.00	6,125.07	-6,125.07	-5,841.25	283.82
03/13/2014	07387BAE3	MERRILL LYNCH MORTGAGE TRUST PRIN PMT FOR 03/11/14	0.00	474.31	-474.31	-476.67	(2.36)
03/26/2014	SWKS	BEAR STEARNS COMMERCIAL MTG SOLD 940 SHS 03/21/14	0.00	35,965.01	-940.00	-19,088.59	16,506.49
04/14/2014		@ 38.3115 PRIN PMT FOR 04/01/14	0.00	150,000.00	150,000.00	-150,000.00	-
04/14/2014	59022HJH6	MORGAN STANLEY PRIN PMT FOR 03/12/14	0.00	84.69	-84.69	-80.77	3.92
04/24/2014	GSK	MERRILL LYNCH MORTGAGE TRUST SOLD 2029 SHS 04/21/14	0.00	107,158.05	-2,029.00	-94,538.99	12,619.06
05/07/2014	GAS	@ 52.8644 SOLD 65 SHS 05/02/14	0.00	3,465.33	-65.00	-2,634.89	830.44
05/14/2014	59022HJH6	@ 53.3639 PRIN PMT FOR 05/01/14	0.00	16,091.86	-16,091.86	-15,346.19	745.67
06/12/2014	EME	MERRILL LYNCH MORTGAGE TRUST SOLD 630 SHS 06/09/14	0.00	30,052.03	-630.00	-18,717.11	11,334.92
		@ 47.7527					

**Myles D. and J. Faye Sampson Family Foundation
S&T Wealth Management - Gain(Loss) Report
2014**

<u>Long Term-Gain(Loss) continued</u>						
<u>Post Date</u>	<u>Security</u>	<u>Description</u>	<u>Income Cash</u>	<u>Principal Cash</u>	<u>Quantity</u>	<u>Cost</u>
06/12/2014	ESRX	SOLD 379 SHS 06/09/14 @ 71.7	0.00	27,154.74	-379.00	\$ -21,490.98
06/12/2014	FMC	SOLD 774 SHS 06/09/14 @ 78.001	0.00	60,332.04	-774.00	-28,623.95
06/12/2014	IJR	SOLD 2006 SHS 06/09/14 @ 111.2166	0.00	222,995.26	-2,006.00	-104,656.15
06/12/2014	KEX	SOLD 520 SHS 06/09/14 @ 114.6258	0.00	59,578.10	-520.00	-20,121.24
08/18/2014	550799RV4	RECEIVED CALL PROCEEDS LYCOMING CNTY PA 5.375 081518	0.00	25,000.00	-25,000.00	-25,582.07
09/24/2014	FLEX	SOLD 927 SHS 09/19/14 @ 10.8405	0.00	10,002.57	-927.00	-7,407.88
09/24/2014	INTC	SOLD 402 SHS 09/19/14 @ 34.985	0.00	14,043.56	-402.00	-9,736.08
09/24/2014	SWKS	SOLD 343 SHS 09/19/14 @ 57.3501	0.00	19,653.49	-343.00	-6,888.02
10/31/2014	BWC	SOLD 1855 SHS 10/28/14 @ 28.4697	0.00	52,717.38	-1,855.00	-47,853.13
11/24/2014	92343VAC8	RECEIVED CALL PROCEEDS VERIZON COMM INC 5.55% 02151	0.00	265,747.50	-250,000.00	-249,560.91
11/24/2014	92343VAQ7	RECEIVED CALL PROCEEDS VERIZON COMM INC VZ 8.75 110	0.00	500,668.00	-400,000.00	-403,653.47
12/10/2014	MSFT	SOLD 1545 SHS 12/05/14 @ 48.4829	0.00	74,827.18	-1,545.00	-48,193.80
12/15/2014	CNVR	CASH PORTION OF MERGER CONVERSANT INC	0.00	134,594.68	-7,166.00	-37,879.54
<u>Total Long-Term Gain</u>						<u>\$ 649,809.83</u>

**Myles D. and J. Faye Sampson Family Foundation
S&T Wealth Management - Gain(Loss) Report
2014**

Short Term- Gain(Loss)

Post Date	Security	Description	Income Cash	Principal Cash	Quantity	Cost	Gain(Loss)
02/03/2014	FFIV	SOLD 377 SHS 01/29/14 @ 108.6082	0.00	40,925.73	-377.00	-29,658.90	\$ 11,266.83
02/12/2014	WDC	SOLD 708 SHS 02/07/14 @ 83.6236	0.00	59,169.08	-708.00	-50,984.92	8,184.16
03/26/2014	SWKS	SOLD 940 SHS 03/21/14 @ 38.3115	0.00	35,965.01	-940.00	-19,088.59	369.93
04/09/2014	MYGN	SOLD 2126 SHS 04/04/14 @ 41.2229	0.00	87,531.65	-2,126.00	-54,441.20	33,090.45
04/10/2014	CVS 28	PRIN PMT FOR 04/02/14	0.00	284.96	-284.96	-324.58	(39.62)
05/12/2014	CVS 28	CVS PASS THROUGH TRUST PRIN PMT FOR 04/02/14	0.00	286.39	-286.39	-326.21	(39.82)
06/10/2014	CVS 28	CVS PASS THROUGH TRUST PRIN PMT FOR 06/02/14	0.00	287.83	-287.83	-327.85	(40.02)
07/10/2014	CVS 28	CVS PASS THROUGH TRUST PRIN PMT FOR 07/02/14	0.00	289.28	-289.28	-329.50	(40.22)
08/11/2014	CVS 28	CVS PASS THROUGH TRUST REVERSED ON 08/27/2014	0.00	290.74	-290.74	-331.16	(40.42)
08/11/2014	CVS 28	PRIN PMT FOR 07/02/14 TO REVERSE ENTRY OF 08/11/14	0.00	-290.74	290.74	331.16	40.42
08/11/2014	CVS 28	RECORD ENTRY NO. 1408110000111 PRIN PMT FOR 08/02/14	0.00	290.74	-290.74	-331.16	(40.42)
09/11/2014	CVS 28	CVS PASS THROUGH TRUST PRIN PMT FOR 08/02/14	0.00	292.20	-292.20	-332.82	(40.62)
09/24/2014	CNVR	CVS PASS THROUGH TRUST SOLD 1149 SHS 09/19/14 @ 34.2929	0.00	39,344.22	-1,149.00	-24,388.20	14,956.02
09/24/2014	URS	SOLD 283 SHS 09/19/14 @ 60.0628	0.00	16,983.24	-283.00	-12,744.34	4,238.90
10/14/2014	CVS 28	PRIN PMT FOR 10/02/14 CVS PASS THROUGH TRUST	0.00	293.67	-293.67	-334.50	(40.83)
11/12/2014	CVS 28	PRIN PMT FOR 11/02/14 CVS PASS THROUGH TRUST	0.00	295.15	-295.15	-336.18	(41.03)

**Myles D. and J. Faye Sampson Family Foundation
S&T Wealth Management - Gain(Loss) Report
2014**

<u>Short Term- Gain(Loss) continued</u>							
<u>Post Date</u>	<u>Security</u>	<u>Description</u>	<u>Income Cash</u>	<u>Principal Cash</u>	<u>Quantity</u>	<u>Cost</u>	<u>Gain(Loss)</u>
11/21/2014	ACM	SOLD FRACTIONAL SHARES	0.00	23.54	-0.73	-17.29	\$ 6.25
		AECOM					
12/11/2014	CVS 28	PRIN PMT FOR 12/02/14	0.00	296.63	-296.63	-337.87	(41.24)
		CVS PASS THROUGH TRUST					
		<u>Total Short-Term Gain</u>				\$	<u>71,748.72</u>
		<u>Total Long-Term and Short-Term Gain</u>				\$	<u>721,558.55</u>

[A] BERNSTEIN Capital Gains and Losses: Details
[B] MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-43783	20.00	AMAZON.COM INC	Long-Term	11/13/12	01/08/14	\$ 399.95	\$ 224.88	\$ 7,999.01	\$ 4,497.66	\$ 3,501.35
888-43783	145.00	EBAY INC	Long-Term	08/27/12	01/10/14	\$ 51.19	\$ 46.99	\$ 7,422.68	\$ 6,813.39	\$ 609.29
888-43783	50.00	SCHLUMBERGER LTD	Long-Term	12/23/11	01/10/14	\$ 87.04	\$ 68.69	\$ 4,352.02	\$ 3,434.32	\$ 917.70
888-43783	100.00	SCHLUMBERGER LTD	Long-Term	05/20/11	01/10/14	\$ 87.04	\$ 84.07	\$ 8,704.03	\$ 8,407.26	\$ 296.77
888-43783	100.00	NOBLE ENERGY INC	Long-Term	03/08/11	01/10/14	\$ 64.76	\$ 45.87	\$ 6,476.09	\$ 4,587.37	\$ 1,888.72
888-43783	50.00	NOBLE ENERGY INC	Long-Term	02/15/11	01/10/14	\$ 64.76	\$ 43.69	\$ 3,238.05	\$ 2,184.25	\$ 1,053.80
888-43783	500.00	AT&T INC	Long-Term	07/19/12	01/21/14	\$ 33.39	\$ 35.48	\$ 16,696.85	\$ 17,739.30	\$ (1,042.45)
888-43783	40.00	CHIPOTLE MEXICAN GRILL-CLA	Long-Term	07/20/12	01/23/14	\$ 503.05	\$ 318.24	\$ 20,121.80	\$ 12,729.76	\$ 7,392.04
888-43783	125.00	MARATHON PETROLEUM CORP	Short-Term	05/06/13	01/24/14	\$ 83.03	\$ 79.53	\$ 10,378.91	\$ 9,941.25	\$ 437.66
888-43783	375.00	MARATHON PETROLEUM CORP	Short-Term	03/15/13	01/24/14	\$ 83.03	\$ 88.00	\$ 31,136.74	\$ 33,000.00	\$ (1,863.26)
888-43783	56.92	OVERLAY A PORTFOLIO CLASS 2	Long-Term	03/14/12	01/24/14	\$ 12.09	\$ 10.86	\$ 688.17	\$ 618.16	\$ 70.01
888-43783	200.00	EBAY INC	Short-Term	03/19/13	01/27/14	\$ 53.27	\$ 50.91	\$ 10,653.10	\$ 10,182.32	\$ 470.78
888-43783	125.00	EBAY INC	Long-Term	01/23/13	01/27/14	\$ 53.27	\$ 53.48	\$ 6,658.19	\$ 6,685.54	\$ (27.35)
888-43783	125.00	EBAY INC	Long-Term	08/27/12	01/27/14	\$ 53.27	\$ 46.99	\$ 6,658.19	\$ 5,873.61	\$ 784.58
888-43783	175.00	PATTERSON COS INC	Short-Term	05/22/13	01/29/14	\$ 40.05	\$ 39.53	\$ 7,009.45	\$ 6,918.52	\$ 90.93
888-43783	50.00	BOEING CO/THE	Short-Term	05/17/13	01/29/14	\$ 130.17	\$ 98.89	\$ 6,508.58	\$ 4,944.35	\$ 1,564.23
888-43783	300.00	PATTERSON COS INC	Short-Term	02/12/13	01/29/14	\$ 40.05	\$ 37.30	\$ 12,016.20	\$ 11,190.00	\$ 826.20
888-43783	200.00	CITIGROUP INC	Long-Term	07/22/11	01/30/14	\$ 48.37	\$ 40.18	\$ 9,674.26	\$ 8,035.86	\$ 1,638.40
888-43783	100.00	ILLINOIS TOOL WORKS	Short-Term	11/21/13	01/31/14	\$ 79.11	\$ 79.30	\$ 7,910.97	\$ 7,929.92	\$ (18.95)
888-43783	175.00	ILLINOIS TOOL WORKS	Short-Term	05/07/13	01/31/14	\$ 79.11	\$ 66.49	\$ 13,844.20	\$ 11,635.38	\$ 2,208.82
888-43783	325.00	ILLINOIS TOOL WORKS	Short-Term	03/20/13	01/31/14	\$ 79.11	\$ 63.13	\$ 25,710.65	\$ 20,516.05	\$ 5,194.60
888-43783	15.00	PRECISION CASTPARTS CORP	Long-Term	01/11/12	01/31/14	\$ 252.76	\$ 174.49	\$ 3,791.42	\$ 2,617.41	\$ 1,174.01
888-43783	10.00	PRECISION CASTPARTS CORP	Long-Term	10/28/11	01/31/14	\$ 252.76	\$ 164.08	\$ 2,527.61	\$ 1,640.75	\$ 886.86
888-43783	75.00	INTL BUSINESS MACHINES CORP	Short-Term	03/25/13	02/03/14	\$ 174.41	\$ 210.92	\$ 13,080.79	\$ 15,818.66	\$ (2,737.87)
888-43783	150.00	CELGENE CORP	Short-Term	03/21/13	02/03/14	\$ 151.54	\$ 111.95	\$ 22,731.56	\$ 16,792.29	\$ 5,939.27
888-43783	25.00	INTL BUSINESS MACHINES CORP	Long-Term	10/15/12	02/03/14	\$ 174.41	\$ 209.13	\$ 4,360.26	\$ 5,228.36	\$ (868.10)

[A] BERNSTEIN
[B]

Capital Gains and Losses: Details
MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-43783	50.00	INTL BUSINESS MACHINES CORP	Long-Term	09/21/12	02/03/14	\$ 174.41	\$ 207.50	\$ 8,720.52	\$ 10,375.21	\$ (1,654.69)
888-43783	100.00	PHILIP MORRIS INTERNATIONAL	Long-Term	08/28/12	02/03/14	\$ 76.37	\$ 91.02	\$ 7,637.17	\$ 9,101.67	\$ (1,464.50)
888-43783	25.00	PHILIP MORRIS INTERNATIONAL	Long-Term	08/28/12	02/03/14	\$ 76.37	\$ 91.02	\$ 1,909.29	\$ 2,275.42	\$ (366.13)
888-43783	15.00	INTL BUSINESS MACHINES CORP	Long-Term	08/16/12	02/03/14	\$ 174.41	\$ 199.72	\$ 2,616.16	\$ 2,995.85	\$ (379.69)
888-43783	50.00	CITIGROUP INC	Long-Term	10/24/11	02/05/14	\$ 47.00	\$ 31.54	\$ 2,350.10	\$ 1,576.89	\$ 773.21
888-43783	100.00	CITIGROUP INC	Long-Term	07/22/11	02/05/14	\$ 47.00	\$ 40.18	\$ 4,700.20	\$ 4,017.93	\$ 682.27
888-43783	75.00	EVEREST RE GROUP LTD	Short-Term	03/11/13	02/06/14	\$ 137.70	\$ 127.20	\$ 10,327.49	\$ 9,539.80	\$ 787.69
888-43783	50.00	WW GRAINGER INC	Short-Term	03/14/13	02/07/14	\$ 234.08	\$ 224.88	\$ 11,704.09	\$ 11,244.16	\$ 459.93
888-43783	25.00	BOGEN IDEC INC	Long-Term	08/23/12	02/07/14	\$ 315.25	\$ 145.07	\$ 7,881.20	\$ 3,626.81	\$ 4,254.39
888-43783	75.00	COGNIZANT TECH SOLUTIONS-A	Long-Term	04/23/12	02/10/14	\$ 96.05	\$ 71.68	\$ 7,203.85	\$ 5,375.70	\$ 1,828.15
888-43783	50.00	COGNIZANT TECH SOLUTIONS-A	Long-Term	04/04/12	02/10/14	\$ 96.05	\$ 76.09	\$ 4,802.56	\$ 3,804.36	\$ 998.20
888-43783	50.00	SCHLUMBERGER LTD	Long-Term	01/25/12	02/11/14	\$ 89.97	\$ 73.78	\$ 4,498.49	\$ 3,689.09	\$ 809.40
888-43783	50.00	SCHLUMBERGER LTD	Long-Term	12/23/11	02/11/14	\$ 89.97	\$ 68.69	\$ 4,498.49	\$ 3,434.32	\$ 1,064.17
888-43783	125.00	NOBLE ENERGY INC	Long-Term	05/20/11	02/11/14	\$ 66.35	\$ 44.78	\$ 8,293.84	\$ 5,596.89	\$ 2,696.95
888-43783	50.00	NOBLE ENERGY INC	Long-Term	03/08/11	02/11/14	\$ 66.35	\$ 45.87	\$ 3,317.53	\$ 2,293.68	\$ 1,023.85
888-43783	25.00	DANAHER CORP	Long-Term	02/14/11	02/11/14	\$ 75.38	\$ 51.32	\$ 1,884.59	\$ 1,282.97	\$ 601.62
888-43783	75.00	DANAHER CORP	Long-Term	11/04/10	02/11/14	\$ 75.38	\$ 44.66	\$ 5,653.76	\$ 3,349.61	\$ 2,304.15
888-43783	90.00	LINKEDIN CORP - A	Long-Term	11/07/12	02/12/14	\$ 192.91	\$ 101.24	\$ 17,362.01	\$ 9,111.20	\$ 8,250.81
888-43783	100.00	LYONDELLBASELL INDU-CL A	Long-Term	10/03/11	02/13/14	\$ 82.37	\$ 22.29	\$ 8,236.51	\$ 2,229.32	\$ 6,007.19
888-43783	400.00	AMDOCS LTD	Short-Term	02/25/13	02/14/14	\$ 44.05	\$ 35.94	\$ 17,619.00	\$ 14,374.96	\$ 3,244.04
888-43783	150.00	FIDELITY NATIONAL INFORMATION	Long-Term	09/21/12	02/14/14	\$ 53.85	\$ 32.66	\$ 8,077.50	\$ 4,899.23	\$ 3,178.27
888-43783	100.00	ANSYS INC	Long-Term	07/06/12	02/14/14	\$ 82.04	\$ 60.65	\$ 8,203.64	\$ 6,065.06	\$ 2,138.58
888-43783	20.00	WW GRAINGER INC	Short-Term	05/28/13	02/20/14	\$ 248.56	\$ 258.86	\$ 4,971.18	\$ 5,177.15	\$ (205.97)
888-43783	20.00	WW GRAINGER INC	Short-Term	03/14/13	02/20/14	\$ 248.56	\$ 224.88	\$ 4,971.18	\$ 4,497.67	\$ 473.51
888-43783	150.00	NOBLE ENERGY INC	Short-Term	02/25/13	02/20/14	\$ 66.72	\$ 55.03	\$ 10,007.46	\$ 8,254.86	\$ 1,752.60
888-43783	125.00	CHEVRON CORP	Long-Term	08/17/12	02/20/14	\$ 114.58	\$ 112.91	\$ 14,322.84	\$ 14,113.98	\$ 208.86
888-43783	100.00	WAL-MART STORES INC	Long-Term	08/16/12	02/20/14	\$ 73.35	\$ 72.11	\$ 7,334.92	\$ 7,211.26	\$ 123.66

Capital Gains and Losses: Details
MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-43783	25.00	CHEVRON CORP	Long-Term	06/08/12	02/20/14	\$ 114.58	\$ 100.20	\$ 2,864.57	\$ 2,504.93	\$ 359.64
888-43783	150.00	WAL-MART STORES INC	Long-Term	05/21/12	02/20/14	\$ 73.35	\$ 62.92	\$ 11,002.38	\$ 9,437.88	\$ 1,564.50
888-43783	75.00	NOBLE ENERGY INC	Long-Term	05/20/11	02/20/14	\$ 66.72	\$ 44.78	\$ 5,003.73	\$ 3,358.14	\$ 1,645.59
888-43783	200.00	KINDER MORGAN INC	Short-Term	08/23/13	02/21/14	\$ 33.07	\$ 37.17	\$ 6,614.58	\$ 7,434.02	\$ (819.44)
888-43783	200.00	KINDER MORGAN INC	Short-Term	05/20/13	02/21/14	\$ 33.07	\$ 40.81	\$ 6,614.58	\$ 8,161.98	\$ (1,547.40)
888-43783	1,300.00	CONAGRA FOODS INC	Long-Term	01/10/13	02/21/14	\$ 28.47	\$ 30.55	\$ 37,013.47	\$ 39,710.97	\$ (2,697.50)
888-43783	150.00	KINDER MORGAN INC	Long-Term	11/12/12	02/21/14	\$ 33.07	\$ 32.57	\$ 4,960.94	\$ 4,885.84	\$ 75.10
888-43783	25.00	WW GRAINGER INC	Short-Term	08/26/13	02/25/14	\$ 251.30	\$ 253.87	\$ 6,282.44	\$ 6,346.77	\$ (64.33)
888-43783	45.00	WW GRAINGER INC	Short-Term	05/28/13	02/25/14	\$ 251.30	\$ 258.86	\$ 11,308.39	\$ 11,648.60	\$ (340.21)
888-43783	600.00	GENERAL MOTORS CO	Short-Term	12/03/13	02/27/14	\$ 36.40	\$ 37.90	\$ 21,839.94	\$ 22,737.90	\$ (897.96)
888-43783	125.00	LORILLARD INC	Short-Term	02/03/14	03/04/14	\$ 54.41	\$ 48.40	\$ 6,801.06	\$ 6,050.00	\$ 751.06
888-43783	50.00	PULTE GROUP INC	Long-Term	09/12/12	03/04/14	\$ 20.99	\$ 15.61	\$ 1,049.61	\$ 780.65	\$ 268.96
888-43783	650.00	PULTE GROUP INC	Long-Term	09/05/12	03/04/14	\$ 20.99	\$ 13.95	\$ 13,645.00	\$ 9,066.92	\$ 4,578.08
888-43783	150.00	REYNOLDS AMERICAN INC	Long-Term	05/22/12	03/04/14	\$ 55.12	\$ 41.41	\$ 8,267.34	\$ 6,211.50	\$ 2,055.84
888-43783	50.00	INTERCONTINENTALEXCHAN GE GROUP	Long-Term	08/30/12	03/13/14	\$ 206.23	\$ 135.52	\$ 10,311.64	\$ 6,775.76	\$ 3,535.88
888-43783	5.00	PRICELINE.COM INC	Short-Term	04/10/13	03/14/14	\$1,277.24	\$ 718.53	\$ 6,386.18	\$ 3,592.66	\$ 2,793.52
888-43783	400.00	PULTE GROUP INC	Short-Term	07/22/13	03/17/14	\$ 19.31	\$ 19.05	\$ 7,725.32	\$ 7,621.80	\$ 103.52
888-43783	400.00	PULTE GROUP INC	Long-Term	09/12/12	03/17/14	\$ 19.31	\$ 15.61	\$ 7,725.32	\$ 6,245.20	\$ 1,480.12
888-43783	50.00	LIBERTY MEDIA CORP	Short-Term	05/07/13	03/24/14	\$ 133.76	\$ 119.96	\$ 6,687.93	\$ 5,997.83	\$ 690.10
888-43783	125.00	LIBERTY MEDIA CORP	Long-Term	10/25/12	03/24/14	\$ 133.76	\$ 98.65	\$ 16,719.81	\$ 12,331.64	\$ 4,388.17
888-43783	40.00	INTERCONTINENTALEXCHAN GE GROUP	Long-Term	08/30/12	03/24/14	\$ 204.03	\$ 135.52	\$ 8,161.10	\$ 5,420.61	\$ 2,740.49
888-43783	75.00	PARKER HANNIFIN CORP	Short-Term	09/23/13	03/27/14	\$ 118.03	\$ 106.51	\$ 8,852.52	\$ 7,988.29	\$ 864.23
888-43783	100.00	SCHLUMBERGER LTD	Long-Term	08/23/12	03/27/14	\$ 96.53	\$ 73.97	\$ 9,653.41	\$ 7,396.62	\$ 2,256.79
888-43783	50.00	COGNIZANT TECH SOLUTIONS-A	Long-Term	04/26/12	03/27/14	\$ 47.64	\$ 36.72	\$ 2,382.03	\$ 1,836.11	\$ 545.92
888-43783	150.00	COGNIZANT TECH SOLUTIONS-A	Long-Term	04/23/12	03/27/14	\$ 47.64	\$ 35.84	\$ 7,146.09	\$ 5,375.69	\$ 1,770.40
888-43783	50.00	SCHLUMBERGER LTD	Long-Term	01/25/12	03/27/14	\$ 96.53	\$ 73.78	\$ 4,826.71	\$ 3,689.08	\$ 1,137.63
888-43783	75.00	SCHLUMBERGER LTD	Short-Term	07/24/13	03/28/14	\$ 98.14	\$ 83.00	\$ 7,360.57	\$ 6,225.06	\$ 1,135.51
888-43783	75.00	PFIZER INC	Long-Term	08/20/10	03/31/14	\$ 31.99	\$ 15.93	\$ 2,399.00	\$ 1,194.96	\$ 1,204.04
888-43783	125.00	PFIZER INC	Long-Term	06/30/09	03/31/14	\$ 31.99	\$ 15.14	\$ 3,998.34	\$ 1,892.99	\$ 2,105.35

[A] BERNSTEIN Capital Gains and Losses: Details
[B] MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Proceeds	Total Cost	Gain/(Loss)
888-43783	35.00	PRECISION CASTPARTS CORP	Long-Term	01/11/12	04/07/14	\$ 250.24	\$ 174.49	\$ 8,758.24	\$ 6,107.30	\$ 2,650.94
888-43783	125.00	VERISK ANALYTICS INC-CL A	Short-Term	03/10/14	04/09/14	\$ 58.98	\$ 63.30	\$ 7,372.76	\$ 7,912.01	\$ (539.25)
888-43783	275.00	VERISK ANALYTICS INC-CL A	Short-Term	10/03/13	04/09/14	\$ 58.98	\$ 63.99	\$ 16,220.08	\$ 17,597.83	\$ (1,377.75)
888-43783	150.00	CBS CORP-CLASS B NON VOTING	Short-Term	06/24/13	04/10/14	\$ 61.45	\$ 46.34	\$ 9,217.67	\$ 6,951.51	\$ 2,266.16
888-43783	150.00	CITIGROUP INC	Long-Term	10/24/11	04/14/14	\$ 47.31	\$ 31.54	\$ 7,096.44	\$ 4,730.67	\$ 2,365.77
888-43783	450.00	CIT GROUP INC	Long-Term	02/01/12	04/15/14	\$ 46.64	\$ 39.02	\$ 20,986.11	\$ 17,557.38	\$ 3,428.73
888-43783	250.00	CIT GROUP INC	Long-Term	01/12/12	04/15/14	\$ 46.64	\$ 37.12	\$ 11,658.95	\$ 9,279.50	\$ 2,379.45
888-43783	50.00	ALLERGAN INC	Short-Term	05/01/13	04/16/14	\$ 130.26	\$ 99.54	\$ 6,512.76	\$ 4,977.06	\$ 1,535.70
888-43783	75.00	COSTCO WHOLESALE CORP	Short-Term	04/23/13	04/22/14	\$ 113.89	\$ 106.92	\$ 8,541.38	\$ 8,019.28	\$ 522.10
888-43783	125.00	HASBRO INC	Short-Term	11/04/13	04/23/14	\$ 54.94	\$ 52.18	\$ 6,867.58	\$ 6,522.98	\$ 344.60
888-43783	125.00	REYNOLDS AMERICAN INC	Long-Term	11/02/12	04/23/14	\$ 54.03	\$ 41.30	\$ 6,753.91	\$ 5,162.43	\$ 1,591.48
888-43783	150.00	FIDELITY NATIONAL INFORMATION	Long-Term	09/21/12	04/23/14	\$ 53.10	\$ 32.66	\$ 7,964.43	\$ 4,899.22	\$ 3,065.21
888-43783	150.00	REYNOLDS AMERICAN INC	Long-Term	05/22/12	04/23/14	\$ 54.03	\$ 41.41	\$ 8,104.70	\$ 6,211.50	\$ 1,893.20
888-43783	81.58	OVERLAY A PORTFOLIO CLASS 2	Long-Term	03/14/12	04/23/14	\$ 12.53	\$ 10.86	\$ 1,022.24	\$ 885.99	\$ 136.25
888-43783	3.28	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	Long-Term	01/25/11	04/23/14	\$ 13.61	\$ 13.77	\$ 44.61	\$ 45.14	\$ (0.53)
888-43783	100.00	EATON CORP PLC	Short-Term	04/03/14	04/24/14	\$ 74.95	\$ 77.19	\$ 7,494.54	\$ 7,719.29	\$ (224.75)
888-43783	50.00	COSTCO WHOLESALE CORP	Long-Term	04/23/13	04/24/14	\$ 114.86	\$ 106.92	\$ 5,743.06	\$ 5,346.19	\$ 396.87
888-43783	25.00	AFFILIATED MANAGERS GROUP INC	Long-Term	12/07/12	04/24/14	\$ 185.82	\$ 128.48	\$ 4,645.53	\$ 3,211.99	\$ 1,433.54
888-43783	375.00	EATON CORP PLC	Long-Term	08/15/12	04/24/14	\$ 74.95	\$ 44.45	\$ 28,104.53	\$ 16,668.38	\$ 11,436.15
888-43783	75.00	MACY'S INC	Long-Term	07/24/12	04/24/14	\$ 58.09	\$ 34.21	\$ 4,356.71	\$ 2,566.00	\$ 1,790.71
888-43783	75.00	VIACOM INC-CLASS B	Long-Term	12/14/10	04/24/14	\$ 84.75	\$ 39.28	\$ 6,356.33	\$ 2,946.06	\$ 3,410.27
888-43783	75.00	STARBUCKS CORP	Long-Term	11/30/10	04/24/14	\$ 70.47	\$ 30.79	\$ 5,284.92	\$ 2,309.18	\$ 2,975.74
888-43783	30.00	AMAZON.COM INC	Long-Term	11/13/12	04/25/14	\$ 305.71	\$ 224.88	\$ 9,171.44	\$ 6,746.49	\$ 2,424.95
888-43783	350.00	REGAL ENTERTAINMENT GROUP-A	Short-Term	03/18/14	04/28/14	\$ 18.89	\$ 19.02	\$ 6,610.03	\$ 6,656.02	\$ (45.99)

[A] BERNSTEIN Capital Gains and Losses: Details
[B] MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-43783	250.00	FISERV INC	Short-Term	01/23/14	04/28/14	\$ 56.38	\$ 57.74	\$ 14,093.97	\$ 14,434.03	\$ (340.06)
888-43783	225.00	FISERV INC	Short-Term	01/21/14	04/28/14	\$ 56.38	\$ 57.08	\$ 12,684.58	\$ 12,843.65	\$ (159.07)
888-43783	850.00	REGAL ENTERTAINMENT GROUP-A	Short-Term	07/10/13	04/28/14	\$ 18.89	\$ 19.10	\$ 16,052.93	\$ 16,235.00	\$ (182.07)
888-43783	75.00	ALLERGAN INC	Short-Term	05/01/13	04/29/14	\$ 166.14	\$ 99.54	\$ 12,460.16	\$ 7,465.59	\$ 4,994.57
888-43783	100.00	COGNIZANT TECH SOLUTIONS-A	Long-Term	04/26/12	04/29/14	\$ 47.96	\$ 36.72	\$ 4,796.34	\$ 3,672.21	\$ 1,124.13
888-43783	150.00	CBS CORP-CLASS B NON VOTING	Short-Term	07/17/13	05/02/14	\$ 57.42	\$ 52.68	\$ 8,612.73	\$ 7,902.60	\$ 710.13
888-43783	450.00	CBS CORP-CLASS B NON VOTING	Short-Term	06/24/13	05/02/14	\$ 57.42	\$ 46.34	\$ 25,838.19	\$ 20,854.53	\$ 4,983.66
888-43783	50.00	ALLERGAN INC	Long-Term	05/01/13	05/02/14	\$ 169.26	\$ 99.54	\$ 8,463.00	\$ 4,977.06	\$ 3,485.94
888-43783	30.00	INTERCONTINENTALEXCHANG GROUP	Long-Term	08/30/12	05/02/14	\$ 203.73	\$ 135.52	\$ 6,111.94	\$ 4,065.46	\$ 2,046.48
888-43783	300.00	VERIZON COMMUNICATIONS INC	Long-Term	07/18/12	05/05/14	\$ 47.17	\$ 45.82	\$ 14,150.64	\$ 13,746.15	\$ 404.49
888-43783	475.00	MACY'S INC	Long-Term	07/24/12	05/06/14	\$ 55.66	\$ 34.21	\$ 26,438.12	\$ 16,251.31	\$ 10,186.81
888-43783	175.00	VIACOM INC-CLASS B	Long-Term	05/31/11	05/12/14	\$ 84.36	\$ 50.20	\$ 14,763.28	\$ 8,784.51	\$ 5,978.77
888-43783	25.00	VIACOM INC-CLASS B	Long-Term	12/14/10	05/12/14	\$ 84.36	\$ 39.28	\$ 2,109.04	\$ 982.02	\$ 1,127.02
888-43783	900.00	NAVIENT CORP	Short-Term	04/17/14	05/20/14	\$ 16.00	\$ 16.76	\$ 14,400.54	\$ 15,080.03	\$ (679.49)
888-43783	25.00	INTERCONTINENTALEXCHANG GROUP	Long-Term	08/30/12	05/20/14	\$ 188.50	\$ 135.52	\$ 4,712.49	\$ 3,387.88	\$ 1,324.61
888-43783	25.00	AMAZON.COM INC	Long-Term	05/02/13	05/21/14	\$ 304.66	\$ 250.80	\$ 7,616.53	\$ 6,270.06	\$ 1,346.47
888-43783	40.00	AMAZON.COM INC	Long-Term	11/13/12	05/21/14	\$ 304.66	\$ 224.88	\$ 12,186.44	\$ 8,995.33	\$ 3,191.11
888-43783	125.00	ANSYS INC	Long-Term	07/06/12	05/23/14	\$ 74.59	\$ 60.65	\$ 9,323.43	\$ 7,581.33	\$ 1,742.10
888-43783	300.00	GENWORTH FINANCIAL INC-CL A	Short-Term	07/03/13	05/27/14	\$ 17.43	\$ 11.91	\$ 5,227.56	\$ 3,572.58	\$ 1,654.98
888-43783	400.00	GENWORTH FINANCIAL INC-CL A	Short-Term	07/03/13	05/30/14	\$ 16.99	\$ 11.91	\$ 6,797.28	\$ 4,763.44	\$ 2,033.84
888-43783	75.00	FEDEX CORP	Short-Term	11/21/13	06/05/14	\$ 143.09	\$ 137.81	\$ 10,731.69	\$ 10,335.80	\$ 395.89
888-43783	100.00	FEDEX CORP	Short-Term	11/18/13	06/05/14	\$ 143.09	\$ 137.38	\$ 14,308.92	\$ 13,737.99	\$ 570.93
888-43783	50.00	CHUBB CORP	Long-Term	03/26/13	06/05/14	\$ 93.74	\$ 86.65	\$ 4,687.16	\$ 4,332.27	\$ 354.89
888-43783	50.00	BERKSHIRE HATHAWAY INC-CL B	Long-Term	07/17/12	06/05/14	\$ 127.62	\$ 84.51	\$ 6,380.77	\$ 4,225.58	\$ 2,155.19
888-43783	100.00	WALT DISNEY CO/THE	Long-Term	08/15/11	06/09/14	\$ 85.47	\$ 33.29	\$ 8,546.54	\$ 3,328.96	\$ 5,217.58

[A] BERNSTEIN Capital Gains and Losses: Details
[B] MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-43783	18.00	TIME INC	Short-Term	05/22/14	06/10/14	\$ 23.00	\$ 24.08	\$ 414.01	\$ 433.46	\$ (19.45)
888-43783	100.00	COGNIZANT TECH SOLUTIONS-A	Long-Term	11/28/12	06/10/14	\$ 47.64	\$ 32.60	\$ 4,764.48	\$ 3,260.35	\$ 1,504.13
888-43783	22.00	TIME INC	Long-Term	08/20/12	06/10/14	\$ 23.00	\$ 14.04	\$ 506.01	\$ 308.94	\$ 197.07
888-43783	47.00	TIME INC	Long-Term	07/25/12	06/10/14	\$ 23.00	\$ 12.64	\$ 1,081.02	\$ 594.14	\$ 486.88
888-43783	100.00	NIKE INC -CL B	Short-Term	10/15/13	06/12/14	\$ 74.91	\$ 73.88	\$ 7,490.97	\$ 7,387.61	\$ 103.36
888-43783	50.00	COSTCO WHOLESALE CORP	Long-Term	04/23/13	06/12/14	\$ 115.34	\$ 106.92	\$ 5,767.05	\$ 5,346.18	\$ 420.87
888-43783	50.00	UNION PACIFIC CORP	Long-Term	06/22/12	06/13/14	\$ 100.87	\$ 57.47	\$ 5,043.50	\$ 2,873.72	\$ 2,169.78
888-43783	100.00	KROGER CO	Long-Term	02/14/11	06/16/14	\$ 47.12	\$ 22.42	\$ 4,712.21	\$ 2,242.05	\$ 2,470.16
888-43783	300.00	KROGER CO	Long-Term	11/30/10	06/16/14	\$ 47.12	\$ 23.48	\$ 14,136.63	\$ 7,043.07	\$ 7,093.56
888-43783	200.00	HEALTH NET INC	Short-Term	04/07/14	06/19/14	\$ 40.59	\$ 32.92	\$ 8,117.12	\$ 6,583.72	\$ 1,533.40
888-43783	15.00	INTUITIVE SURGICAL INC	Short-Term	03/31/14	06/19/14	\$ 402.43	\$ 436.61	\$ 6,036.42	\$ 6,549.14	\$ (512.72)
888-43783	100.00	EBAY INC	Short-Term	02/28/14	06/19/14	\$ 49.60	\$ 58.98	\$ 4,959.78	\$ 5,898.17	\$ (938.39)
888-43783	50.00	MEAD JOHNSON NUTRITION CO	Short-Term	11/29/13	06/19/14	\$ 92.03	\$ 84.58	\$ 4,601.43	\$ 4,229.05	\$ 372.38
888-43783	100.00	WAL-MART STORES INC	Long-Term	05/21/13	06/19/14	\$ 76.06	\$ 77.48	\$ 7,606.19	\$ 7,747.51	\$ (141.32)
888-43783	125.00	WAL-MART STORES INC	Long-Term	03/25/13	06/19/14	\$ 76.06	\$ 74.87	\$ 9,507.74	\$ 9,359.11	\$ 148.63
888-43783	75.00	VERIZON COMMUNICATIONS INC	Long-Term	08/17/12	06/19/14	\$ 49.42	\$ 44.10	\$ 3,706.80	\$ 3,307.43	\$ 399.37
888-43783	75.00	WAL-MART STORES INC	Long-Term	08/16/12	06/19/14	\$ 76.06	\$ 72.11	\$ 5,704.64	\$ 5,408.45	\$ 296.19
888-43783	75.00	VERIZON COMMUNICATIONS INC	Long-Term	07/18/12	06/19/14	\$ 49.42	\$ 45.82	\$ 3,706.80	\$ 3,436.54	\$ 270.26
888-43783	200.00	HEALTH NET INC	Long-Term	09/06/11	06/19/14	\$ 40.59	\$ 23.50	\$ 8,117.12	\$ 4,700.04	\$ 3,417.08
888-43783	100.00	HEALTH NET INC	Long-Term	11/04/10	06/19/14	\$ 40.59	\$ 28.71	\$ 4,058.56	\$ 2,870.72	\$ 1,187.84
888-43783	250.00	TJX COMPANIES INC	Long-Term	09/25/12	06/24/14	\$ 54.11	\$ 44.15	\$ 13,527.65	\$ 11,038.20	\$ 2,489.45
888-43783	125.00	VERTEX PHARMACEUTICALS INC	Short-Term	05/01/14	06/26/14	\$ 91.85	\$ 69.01	\$ 11,481.18	\$ 8,626.15	\$ 2,855.03
888-43783	75.00	F5 NETWORKS INC	Short-Term	02/07/14	06/26/14	\$ 107.33	\$ 107.16	\$ 8,049.47	\$ 8,036.97	\$ 12.50
888-43783	100.00	VERTEX PHARMACEUTICALS INC	Long-Term	11/05/12	06/26/14	\$ 91.85	\$ 46.04	\$ 9,184.94	\$ 4,603.50	\$ 4,581.44
888-43783	125.00	LORILLARD INC	Short-Term	02/03/14	06/27/14	\$ 61.35	\$ 48.40	\$ 7,668.56	\$ 6,050.00	\$ 1,618.56
888-43783	850.00	GANNETT CO	Short-Term	10/21/13	06/27/14	\$ 30.71	\$ 26.41	\$ 26,106.82	\$ 22,444.59	\$ 3,662.23
888-43783	450.00	VALERO ENERGY CORP	Long-Term	01/23/13	06/30/14	\$ 50.56	\$ 34.25	\$ 22,751.51	\$ 15,411.84	\$ 7,339.67

[A] BERNSTEIN Capital Gains and Losses: Details
[B] MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-43783	50.00	MEAD JOHNSON NUTRITION CO	Short-Term	11/29/13	07/01/14	\$ 92.42	\$ 84.58	\$ 4,621.07	\$ 4,229.04	\$ 392.03
888-43783	0.00	TIME INC	Cash in Lieu	01/01/01	07/02/14	\$ -	\$ -	\$ 11.41	\$ -	\$ 11.41
888-43783	100.00	LINCOLN NATIONAL CORP	Short-Term	08/27/13	07/08/14	\$ 52.04	\$ 42.78	\$ 5,203.89	\$ 4,278.14	\$ 925.75
888-43783	100.00	HERSHEY CO/THE	Short-Term	02/03/14	07/11/14	\$ 96.45	\$ 98.31	\$ 9,645.35	\$ 9,831.09	\$ (185.74)
888-43783	50.00	F5 NETWORKS INC	Short-Term	02/07/14	07/14/14	\$ 110.12	\$ 107.16	\$ 5,505.98	\$ 5,357.98	\$ 148.00
888-43783	75.00	PARKER HANNIFIN CORP	Short-Term	09/23/13	07/14/14	\$ 123.21	\$ 106.51	\$ 9,240.56	\$ 7,988.29	\$ 1,252.27
888-43783	225.00	HASBRO INC	Short-Term	11/04/13	07/15/14	\$ 53.83	\$ 52.18	\$ 12,110.63	\$ 11,741.35	\$ 369.28
888-43783	150.00	TIME WARNER INC	Long-Term	07/25/12	07/16/14	\$ 83.49	\$ 36.79	\$ 12,523.02	\$ 5,517.84	\$ 7,005.18
888-43783	175.00	TJX COMPANIES INC	Long-Term	09/28/12	07/17/14	\$ 52.38	\$ 44.63	\$ 9,167.36	\$ 7,810.20	\$ 1,357.16
888-43783	175.00	TJX COMPANIES INC	Long-Term	09/25/12	07/17/14	\$ 52.38	\$ 44.15	\$ 9,167.36	\$ 7,726.74	\$ 1,440.62
888-43783	250.00	VALERO ENERGY CORP	Long-Term	02/14/13	07/18/14	\$ 48.94	\$ 43.12	\$ 12,235.00	\$ 10,780.37	\$ 1,454.63
888-43783	250.00	VALERO ENERGY CORP	Long-Term	01/23/13	07/18/14	\$ 48.94	\$ 34.25	\$ 12,235.00	\$ 8,562.13	\$ 3,672.87
888-43783	55.32	OVERLAY A PORTFOLIO CLASS 2	Long-Term	03/14/12	07/23/14	\$ 13.18	\$ 10.86	\$ 729.10	\$ 600.76	\$ 128.34
888-43783	50.00	EBAY INC	Short-Term	04/10/14	07/24/14	\$ 53.29	\$ 54.95	\$ 2,664.57	\$ 2,747.35	\$ (82.78)
888-43783	400.00	EBAY INC	Short-Term	02/28/14	07/24/14	\$ 53.29	\$ 58.98	\$ 21,316.56	\$ 23,592.68	\$ (2,276.12)
888-43783	50.00	BERKSHIRE HATHAWAY INC-CL B	Long-Term	07/17/12	07/24/14	\$ 128.33	\$ 84.51	\$ 6,416.29	\$ 4,225.58	\$ 2,190.71
888-43783	116.00	APPLE INC	Long-Term	09/07/10	07/25/14	\$ 97.44	\$ 36.99	\$ 11,303.43	\$ 4,290.67	\$ 7,012.76
888-43783	84.00	APPLE INC	Long-Term	05/11/10	07/25/14	\$ 97.44	\$ 36.02	\$ 8,185.25	\$ 3,025.56	\$ 5,159.69
888-43783	250.00	TJX COMPANIES INC	Long-Term	04/08/13	07/28/14	\$ 52.68	\$ 47.23	\$ 13,170.87	\$ 11,806.33	\$ 1,364.54
888-43783	150.00	TJX COMPANIES INC	Long-Term	09/28/12	07/28/14	\$ 52.68	\$ 44.63	\$ 7,902.53	\$ 6,694.45	\$ 1,208.08
888-43783	25.00	DANAHER CORP	Long-Term	03/14/11	07/29/14	\$ 74.23	\$ 50.79	\$ 1,855.68	\$ 1,269.79	\$ 585.89
888-43783	75.00	DANAHER CORP	Long-Term	02/14/11	07/29/14	\$ 74.23	\$ 51.32	\$ 5,567.04	\$ 3,848.92	\$ 1,718.12
888-43783	175.00	PARKER HANNIFIN CORP	Short-Term	09/23/13	07/30/14	\$ 117.63	\$ 106.51	\$ 20,584.57	\$ 18,639.33	\$ 1,945.24
888-43783	400.00	MONDELEZ INTERNATIONAL-W/I	Short-Term	04/25/14	08/04/14	\$ 36.37	\$ 35.31	\$ 14,549.36	\$ 14,124.72	\$ 424.64
888-43783	400.00	GENWORTH FINANCIAL INC-CL A	Short-Term	01/09/14	08/05/14	\$ 13.07	\$ 16.57	\$ 5,227.40	\$ 6,629.44	\$ (1,402.04)
888-43783	700.00	GENWORTH FINANCIAL INC-CL A	Long-Term	07/03/13	08/05/14	\$ 13.07	\$ 11.91	\$ 9,147.95	\$ 8,336.02	\$ 811.93
888-43783	100.00	HESS CORP	Short-Term	10/15/13	08/07/14	\$ 97.89	\$ 81.09	\$ 9,788.51	\$ 8,109.36	\$ 1,679.15



BERNSTEIN

Capital Gains and Losses: Details

MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION

01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-43783	200.00	COGNIZANT TECH SOLUTIONS-A	Long-Term	05/20/13	08/14/14	\$ 44.99	\$ 32.16	\$ 8,997.90	\$ 6,431.62	\$ 2,566.28
888-43783	200.00	COGNIZANT TECH SOLUTIONS-A	Long-Term	05/06/13	08/14/14	\$ 44.99	\$ 33.07	\$ 8,997.90	\$ 6,614.40	\$ 2,383.50
888-43783	150.00	COGNIZANT TECH SOLUTIONS-A	Long-Term	11/28/12	08/14/14	\$ 44.99	\$ 32.60	\$ 6,748.43	\$ 4,890.53	\$ 1,857.90
888-43783	100.00	BOEING CO/THE	Long-Term	05/17/13	08/15/14	\$ 123.38	\$ 98.89	\$ 12,337.53	\$ 9,888.69	\$ 2,448.84
888-43783	30.00	PRECISION CASTPARTS CORP	Long-Term	02/16/12	08/15/14	\$ 240.62	\$ 167.58	\$ 7,218.60	\$ 5,027.38	\$ 2,191.22
888-43783	20.00	INTERCONTINENTAL EXCHANGE IN	Long-Term	11/13/12	08/19/14	\$ 185.83	\$ 130.32	\$ 3,716.56	\$ 2,606.43	\$ 1,110.13
888-43783	5.00	INTERCONTINENTAL EXCHANGE IN	Long-Term	08/30/12	08/19/14	\$ 185.83	\$ 135.51	\$ 929.14	\$ 677.57	\$ 251.57
888-43783	100.00	MEAD JOHNSON NUTRITION CO.	Short-Term	11/29/13	08/26/14	\$ 95.31	\$ 84.58	\$ 9,531.31	\$ 8,458.09	\$ 1,073.22
888-43783	175.00	HERSHEY CO/THE	Short-Term	02/20/14	09/03/14	\$ 90.96	\$ 107.64	\$ 15,918.79	\$ 18,837.33	\$ (2,918.54)
888-43783	125.00	HERSHEY CO/THE	Short-Term	02/03/14	09/03/14	\$ 90.96	\$ 98.31	\$ 11,370.56	\$ 12,288.86	\$ (918.30)
888-43783	150.00	MEDTRONIC INC	Long-Term	09/26/12	09/03/14	\$ 64.32	\$ 43.45	\$ 9,647.58	\$ 6,517.41	\$ 3,130.17
888-43783	100.00	UNITED TECHNOLOGIES CORP	Short-Term	06/20/14	09/05/14	\$ 108.74	\$ 118.09	\$ 10,873.55	\$ 11,809.11	\$ (935.56)
888-43783	125.00	UNITED TECHNOLOGIES CORP	Short-Term	04/10/14	09/05/14	\$ 108.74	\$ 116.54	\$ 13,591.94	\$ 14,567.28	\$ (975.34)
888-43783	40.00	EVEREST RE GROUP LTD	Long-Term	03/11/13	09/05/14	\$ 163.64	\$ 127.20	\$ 6,545.78	\$ 5,087.89	\$ 1,457.89
888-43783	75.00	BERKSHIRE HATHAWAY INC-CL B	Long-Term	08/21/12	09/05/14	\$ 138.10	\$ 85.72	\$ 10,357.18	\$ 6,428.85	\$ 3,928.33
888-43783	75.00	BERKSHIRE HATHAWAY INC-CL B	Long-Term	07/17/12	09/05/14	\$ 138.10	\$ 84.51	\$ 10,357.19	\$ 6,338.37	\$ 4,018.82
888-43783	150.00	UNION PACIFIC CORP	Long-Term	06/22/12	09/05/14	\$ 107.73	\$ 57.47	\$ 16,159.31	\$ 8,621.17	\$ 7,538.14
888-43783	200.00	TIME WARNER INC	Long-Term	07/25/12	09/08/14	\$ 76.67	\$ 36.79	\$ 15,334.08	\$ 7,357.13	\$ 7,976.95
888-43783	25.00	LINCOLN NATIONAL CORP	Short-Term	10/24/13	09/10/14	\$ 54.33	\$ 44.42	\$ 1,358.15	\$ 1,110.39	\$ 247.76
888-43783	50.00	LINCOLN NATIONAL CORP	Short-Term	10/24/13	09/10/14	\$ 54.33	\$ 44.42	\$ 2,716.30	\$ 2,220.77	\$ 495.53
888-43783	275.00	LINCOLN NATIONAL CORP	Long-Term	08/27/13	09/10/14	\$ 54.33	\$ 42.78	\$ 14,939.62	\$ 11,764.89	\$ 3,174.73
888-43783	100.00	GILEAD SCIENCES INC	Long-Term	06/11/13	09/26/14	\$ 107.20	\$ 52.65	\$ 10,720.03	\$ 5,264.79	\$ 5,455.24
888-43783	200.00	VIACOM INC-CLASS B	Long-Term	06/08/11	09/29/14	\$ 76.86	\$ 48.55	\$ 15,372.84	\$ 9,710.29	\$ 5,662.55
888-43783	75.00	VIACOM INC-CLASS B	Long-Term	05/31/11	09/29/14	\$ 76.86	\$ 50.20	\$ 5,764.82	\$ 3,764.79	\$ 2,000.03

[A]
[B]

Bernstein Capital Gains and Losses: Details
MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-43783	150.00	LORILLARD INC	Short-Term	04/25/14	09/30/14	\$ 60.08	\$ 53.89	\$ 9,011.37	\$ 8,083.16	\$ 928.21
888-43783	100.00	LORILLARD INC	Short-Term	02/03/14	09/30/14	\$ 60.08	\$ 48.40	\$ 6,007.58	\$ 4,840.00	\$ 1,167.58
888-43783	200.00	CITIGROUP INC	Short-Term	11/18/13	09/30/14	\$ 51.91	\$ 51.31	\$ 10,381.92	\$ 10,262.38	\$ 119.54
888-43783	200.00	CITIGROUP INC	Long-Term	08/23/12	09/30/14	\$ 51.91	\$ 30.19	\$ 10,381.92	\$ 6,038.46	\$ 4,343.46
888-43783	200.00	CITIGROUP INC	Long-Term	01/24/12	09/30/14	\$ 51.91	\$ 29.44	\$ 10,381.92	\$ 5,888.06	\$ 4,493.86
888-43783	200.00	CITIGROUP INC	Long-Term	10/25/11	09/30/14	\$ 51.91	\$ 31.16	\$ 10,381.92	\$ 6,231.20	\$ 4,150.72
888-43783	400.00	PFIZER INC	Long-Term	08/20/10	10/01/14	\$ 29.28	\$ 15.93	\$ 11,712.48	\$ 6,373.12	\$ 5,339.36
888-43783	250.00	CBS CORP-CLASS B NON VOTING	Short-Term	09/08/14	10/03/14	\$ 52.74	\$ 59.04	\$ 13,185.95	\$ 14,759.23	\$ (1,573.28)
888-43783	125.00	COPA HOLDINGS SA-CLASS A	Short-Term	06/20/14	10/03/14	\$ 109.22	\$ 142.45	\$ 13,652.41	\$ 17,806.86	\$ (4,154.45)
888-43783	50.00	BECTON DICKINSON & CO	Long-Term	09/25/12	10/06/14	\$ 123.53	\$ 78.99	\$ 6,176.53	\$ 3,949.49	\$ 2,227.04
888-43783	50.00	BECTON DICKINSON & CO	Long-Term	07/30/12	10/06/14	\$ 123.53	\$ 76.04	\$ 6,176.53	\$ 3,801.98	\$ 2,374.55
888-43783	25.00	ALLERGAN INC	Long-Term	05/16/13	10/08/14	\$ 188.10	\$ 100.95	\$ 4,702.47	\$ 2,523.73	\$ 2,178.74
888-43783	25.00	ALLERGAN INC	Long-Term	05/01/13	10/08/14	\$ 188.10	\$ 99.54	\$ 4,702.48	\$ 2,488.53	\$ 2,213.95
888-43783	125.00	DISCOVERY COMMUNICATION-A	Short-Term	08/19/14	10/13/14	\$ 34.30	\$ 44.43	\$ 4,287.51	\$ 5,553.16	\$ (1,265.65)
888-43783	475.00	DISCOVERY COMMUNICATION-A	Short-Term	08/08/14	10/13/14	\$ 34.30	\$ 41.84	\$ 16,292.55	\$ 19,873.48	\$ (3,580.93)
888-43783	250.00	LINEAR TECHNOLOGY CORP	Short-Term	05/21/14	10/17/14	\$ 39.38	\$ 45.12	\$ 9,846.00	\$ 11,279.90	\$ (1,433.90)
888-43783	100.00	LINEAR TECHNOLOGY CORP	Short-Term	05/07/14	10/17/14	\$ 39.38	\$ 44.34	\$ 3,938.40	\$ 4,434.46	\$ (496.06)
888-43783	100.00	LINEAR TECHNOLOGY CORP	Short-Term	05/01/14	10/17/14	\$ 39.38	\$ 44.87	\$ 3,938.40	\$ 4,486.89	\$ (548.49)
888-43783	300.00	LINEAR TECHNOLOGY CORP	Short-Term	04/17/14	10/17/14	\$ 39.38	\$ 46.22	\$ 11,815.20	\$ 13,866.03	\$ (2,050.83)
888-43783	350.00	LINEAR TECHNOLOGY CORP	Short-Term	03/25/14	10/17/14	\$ 39.38	\$ 48.69	\$ 13,784.40	\$ 17,041.26	\$ (3,256.86)
888-43783	100.00	MEDTRONIC INC	Long-Term	09/26/12	10/17/14	\$ 61.83	\$ 43.45	\$ 6,183.42	\$ 4,344.94	\$ 1,838.48
888-43783	200.00	TWENTY-FIRST CENTURY FOX-A	Short-Term	08/19/14	10/20/14	\$ 32.67	\$ 35.75	\$ 6,533.42	\$ 7,149.26	\$ (615.84)
888-43783	200.00	HALLIBURTON CO	Short-Term	06/13/14	10/20/14	\$ 52.93	\$ 66.90	\$ 10,586.66	\$ 13,380.24	\$ (2,793.58)
888-43783	700.00	TWENTY-FIRST CENTURY FOX-A	Short-Term	03/05/14	10/20/14	\$ 32.67	\$ 33.97	\$ 22,866.97	\$ 23,777.95	\$ (910.98)

[A] BERNSTEIN Capital Gains and Losses: Details
[B] MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-43783	450.00	HALLIBURTON CO	Long-Term	08/23/13	10/20/14	\$ 52.93	\$ 48.56	\$ 23,819.99	\$ 21,850.97	\$ 1,969.02
888-43783	50.00	EOG RESOURCES INC	Short-Term	06/19/14	10/23/14	\$ 93.50	\$ 114.76	\$ 4,674.97	\$ 5,738.09	\$ (1,063.12)
888-43783	175.00	EOG RESOURCES INC	Short-Term	06/06/14	10/23/14	\$ 93.50	\$ 109.14	\$ 16,362.40	\$ 19,100.36	\$ (2,737.96)
888-43783	74.06	OVERLAY A PORTFOLIO CLASS 2	Long-Term	03/14/12	10/27/14	\$ 12.50	\$ 10.86	\$ 925.75	\$ 804.29	\$ 121.46
888-43783	5.00	PRICELINE GROUP INC/THE	Long-Term	04/10/13	11/03/14	\$1,210.90	\$ 718.53	\$ 6,054.48	\$ 3,592.67	\$ 2,461.81
888-43783	150.00	UNION PACIFIC CORP	Long-Term	06/22/12	11/12/14	\$ 120.66	\$ 57.47	\$ 18,098.45	\$ 8,621.17	\$ 9,477.28
888-43783	50.00	LINCOLN NATIONAL CORP	Long-Term	11/06/13	11/13/14	\$ 56.32	\$ 46.90	\$ 2,816.13	\$ 2,345.10	\$ 471.03
888-43783	150.00	LINCOLN NATIONAL CORP	Long-Term	10/24/13	11/13/14	\$ 56.32	\$ 44.42	\$ 8,448.39	\$ 6,662.31	\$ 1,786.08
888-43783	42.00	APPLE INC	Long-Term	02/25/11	11/14/14	\$ 113.35	\$ 49.64	\$ 4,760.61	\$ 2,084.73	\$ 2,675.88
888-43783	10.00	APPLE INC	Long-Term	09/07/10	11/14/14	\$ 113.35	\$ 36.99	\$ 1,133.48	\$ 369.89	\$ 763.59
888-43783	67.00	DOLLAR GENERAL CORP	Short-Term	07/31/14	11/18/14	\$ 65.92	\$ 55.87	\$ 4,416.47	\$ 3,743.22	\$ 673.25
888-43783	51.00	WELLPOINT INC	Short-Term	07/21/14	11/18/14	\$ 129.55	\$ 114.25	\$ 6,607.29	\$ 5,826.57	\$ 780.72
888-43783	20.00	EOG RESOURCES INC	Short-Term	07/15/14	11/18/14	\$ 97.96	\$ 113.57	\$ 1,959.27	\$ 2,271.35	\$ (312.08)
888-43783	61.00	DR PEPPER SNAPPLE GROUP INC	Short-Term	07/02/14	11/18/14	\$ 70.99	\$ 58.95	\$ 4,330.30	\$ 3,595.92	\$ 734.38
888-43783	25.00	EOG RESOURCES INC	Short-Term	06/19/14	11/18/14	\$ 97.96	\$ 114.76	\$ 2,449.08	\$ 2,869.05	\$ (419.97)
888-43783	18.00	ACTAVIS PLC	Short-Term	05/13/14	11/18/14	\$ 267.46	\$ 206.01	\$ 4,814.28	\$ 3,708.09	\$ 1,106.19
888-43783	58.00	DOVER CORP	Short-Term	04/28/14	11/18/14	\$ 81.08	\$ 85.03	\$ 4,702.48	\$ 4,931.72	\$ (229.24)
888-43783	66.00	SERVICENOW INC	Short-Term	04/28/14	11/18/14	\$ 64.98	\$ 46.03	\$ 4,288.76	\$ 3,038.11	\$ 1,250.65
888-43783	11.00	INTUITIVE SURGICAL INC	Short-Term	03/31/14	11/18/14	\$ 517.30	\$ 436.61	\$ 5,690.31	\$ 4,802.70	\$ 887.61
888-43783	85.00	DOW CHEMICAL CO/THE	Short-Term	02/20/14	11/18/14	\$ 52.06	\$ 46.83	\$ 4,424.71	\$ 3,980.71	\$ 444.00
888-43783	40.00	MONSTER BEVERAGE CORP	Short-Term	02/12/14	11/18/14	\$ 109.63	\$ 72.30	\$ 4,385.20	\$ 2,891.80	\$ 1,493.40
888-43783	85.00	AMPHENOL CORP-CL A	Short-Term	01/30/14	11/18/14	\$ 51.81	\$ 43.23	\$ 4,404.16	\$ 3,674.55	\$ 729.61
888-43783	98.00	GAMESTOP CORP-CLASS A	Short-Term	01/17/14	11/18/14	\$ 44.30	\$ 37.59	\$ 4,341.54	\$ 3,683.88	\$ 657.66
888-43783	126.00	ASSURANT INC	Short-Term	12/04/13	11/18/14	\$ 68.15	\$ 64.62	\$ 8,586.61	\$ 8,141.77	\$ 444.84
888-43783	74.00	MEAD JOHNSON NUTRITION CO	Short-Term	11/29/13	11/18/14	\$ 102.53	\$ 84.58	\$ 7,587.33	\$ 6,258.99	\$ 1,328.34
888-43783	17.00	LINCOLN NATIONAL CORP	Short-Term	11/26/13	11/18/14	\$ 56.53	\$ 50.99	\$ 960.99	\$ 866.85	\$ 94.14
888-43783	62.00	CVS HEALTH CORP	Short-Term	11/18/13	11/18/14	\$ 90.12	\$ 65.49	\$ 5,587.64	\$ 4,060.13	\$ 1,527.51
888-43783	70.00	VERIZON COMMUNICATIONS INC	Short-Term	11/18/13	11/18/14	\$ 51.32	\$ 50.53	\$ 3,592.46	\$ 3,537.21	\$ 55.25



Capital Gains and Losses: Details
MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-43783	100.00	LINCOLN NATIONAL CORP	Long-Term	11/06/13	11/18/14	\$ 56.53	\$ 46.90	\$ 5,652.91	\$ 4,690.20	\$ 962.71
888-43783	85.00	HESS CORP	Long-Term	10/15/13	11/18/14	\$ 82.46	\$ 81.09	\$ 7,009.47	\$ 6,892.96	\$ 116.51
888-43783	47.00	NIKE INC -CL B	Long-Term	10/15/13	11/18/14	\$ 96.54	\$ 73.88	\$ 4,537.53	\$ 3,472.18	\$ 1,065.35
888-43783	58.00	OCCIDENTAL PETROLEUM CORP	Long-Term	09/13/13	11/18/14	\$ 86.97	\$ 91.03	\$ 5,044.53	\$ 5,279.76	\$ (235.23)
888-43783	46.00	SCHLUMBERGER LTD	Long-Term	07/24/13	11/18/14	\$ 95.97	\$ 83.00	\$ 4,414.56	\$ 3,818.04	\$ 596.52
888-43783	81.00	GILEAD SCIENCES INC	Long-Term	06/11/13	11/18/14	\$ 103.74	\$ 52.65	\$ 8,403.26	\$ 4,264.48	\$ 4,138.78
888-43783	16.00	AMDOCS LTD	Long-Term	05/28/13	11/18/14	\$ 47.50	\$ 36.21	\$ 759.92	\$ 579.43	\$ 180.49
888-43783	186.00	ELECTRONIC ARTS INC	Long-Term	05/24/13	11/18/14	\$ 42.77	\$ 22.74	\$ 7,955.52	\$ 4,229.73	\$ 3,725.79
888-43783	50.00	BOEING CO/THE	Long-Term	05/17/13	11/18/14	\$ 130.97	\$ 98.89	\$ 6,548.32	\$ 4,944.35	\$ 1,603.97
888-43783	36.00	ALLERGAN INC	Long-Term	05/16/13	11/18/14	\$ 213.30	\$ 100.95	\$ 7,678.88	\$ 3,634.17	\$ 4,044.71
888-43783	76.00	AMERICAN EXPRESS CO	Long-Term	05/13/13	11/18/14	\$ 90.81	\$ 69.80	\$ 6,901.58	\$ 5,304.80	\$ 1,596.78
888-43783	105.00	AMERICAN INTERNATIONAL GROUP	Long-Term	04/26/13	11/18/14	\$ 53.88	\$ 41.00	\$ 5,657.53	\$ 4,304.90	\$ 1,352.63
888-43783	32.00	COSTCO WHOLESALE CORP	Long-Term	04/23/13	11/18/14	\$ 139.09	\$ 106.92	\$ 4,450.76	\$ 3,421.56	\$ 1,029.20
888-43783	41.00	EVEREST RE GROUP LTD	Long-Term	03/11/13	11/18/14	\$ 171.33	\$ 127.20	\$ 7,024.56	\$ 5,215.09	\$ 1,809.47
888-43783	75.00	AMDOCS LTD	Long-Term	02/25/13	11/18/14	\$ 47.50	\$ 35.94	\$ 3,562.13	\$ 2,695.31	\$ 866.82
888-43783	37.00	MONSANTO CO	Long-Term	02/22/13	11/18/14	\$ 119.66	\$ 98.94	\$ 4,427.49	\$ 3,660.87	\$ 766.62
888-43783	430.00	BANK OF AMERICA CORP	Long-Term	12/12/12	11/18/14	\$ 17.17	\$ 10.62	\$ 7,383.10	\$ 4,564.54	\$ 2,818.56
888-43783	59.00	MEDTRONIC INC	Long-Term	11/13/12	11/18/14	\$ 72.15	\$ 41.59	\$ 4,256.72	\$ 2,453.98	\$ 1,802.74
888-43783	354.00	FORD MOTOR CO	Long-Term	10/25/12	11/18/14	\$ 15.56	\$ 10.38	\$ 5,507.39	\$ 3,673.42	\$ 1,833.97
888-43783	44.00	BECTON DICKINSON & CO	Long-Term	10/11/12	11/18/14	\$ 130.72	\$ 77.17	\$ 5,751.76	\$ 3,395.67	\$ 2,356.09
888-43783	25.00	MEDTRONIC INC	Long-Term	09/26/12	11/18/14	\$ 72.15	\$ 43.45	\$ 1,803.70	\$ 1,086.23	\$ 717.47
888-43783	25.00	BECTON DICKINSON & CO	Long-Term	09/25/12	11/18/14	\$ 130.72	\$ 78.99	\$ 3,268.04	\$ 1,974.75	\$ 1,293.29
888-43783	80.00	FIDELITY NATIONAL INFORMATION	Long-Term	09/21/12	11/18/14	\$ 59.86	\$ 32.66	\$ 4,788.47	\$ 2,612.92	\$ 2,175.55
888-43783	139.00	MICROSOFT CORP	Long-Term	09/14/12	11/18/14	\$ 48.83	\$ 31.10	\$ 6,787.09	\$ 4,322.83	\$ 2,464.26
888-43783	17.00	BIAGEN IDEC INC	Long-Term	08/23/12	11/18/14	\$ 305.74	\$ 145.07	\$ 5,197.64	\$ 2,466.23	\$ 2,731.41
888-43783	78.00	UNION PACIFIC CORP	Long-Term	08/21/12	11/18/14	\$ 120.76	\$ 62.42	\$ 9,418.93	\$ 4,868.57	\$ 4,550.36
888-43783	50.00	VERIZON COMMUNICATIONS INC	Long-Term	08/17/12	11/18/14	\$ 51.32	\$ 44.10	\$ 2,566.05	\$ 2,204.96	\$ 361.09
888-43783	55.00	ANSYS INC	Long-Term	07/06/12	11/18/14	\$ 80.28	\$ 60.65	\$ 4,415.18	\$ 3,335.78	\$ 1,079.40
888-43783	26.00	VISA INC - CLASS A SHRS	Long-Term	06/27/12	11/18/14	\$ 250.22	\$ 122.91	\$ 6,505.79	\$ 3,195.70	\$ 3,310.09

Capital Gains and Losses: Details
MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty.	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-43783	990.10	AB DISCOVERY GROWTH FND CL ADV	Long-Term	06/18/12	11/18/14	\$ 10.10	\$ 7.00	\$ 10,000.00	\$ 6,930.69	\$ 3,069.31
888-43783	461.61	AB DISCOVERY VALUE FUND CL ADV	Long-Term	06/18/12	11/18/14	\$ 23.18	\$ 16.02	\$ 10,700.00	\$ 7,394.91	\$ 3,305.09
888-43783	22.00	SHERWIN-WILLIAMS CO/THE	Long-Term	06/01/12	11/18/14	\$ 240.88	\$ 125.04	\$ 5,299.41	\$ 2,750.97	\$ 2,548.44
888-43783	50.00	HOME DEPOT INC	Long-Term	05/30/12	11/18/14	\$ 96.66	\$ 49.60	\$ 4,832.99	\$ 2,480.16	\$ 2,352.83
888-43783	71.00	LYONDELLBASELL INDU-CL A	Long-Term	05/01/12	11/18/14	\$ 89.45	\$ 43.06	\$ 6,350.72	\$ 3,057.26	\$ 3,293.46
888-43783	20.00	PRECISION CASTPARTS CORP	Long-Term	02/16/12	11/18/14	\$ 231.00	\$ 167.58	\$ 4,620.00	\$ 3,351.59	\$ 1,268.41
888-43783	135.00	WELLS FARGO & COMPANY	Long-Term	02/13/12	11/18/14	\$ 53.41	\$ 30.66	\$ 7,209.93	\$ 4,139.73	\$ 3,070.20
888-43783	49.00	WALT DISNEY CO/THE	Long-Term	11/16/11	11/18/14	\$ 90.51	\$ 35.97	\$ 4,435.18	\$ 1,762.73	\$ 2,672.45
888-43783	126.00	HEWLETT-PACKARD CO	Long-Term	08/05/11	11/18/14	\$ 37.57	\$ 32.48	\$ 4,733.71	\$ 4,092.37	\$ 641.34
888-43783	100.00	HEWLETT-PACKARD CO	Long-Term	05/20/11	11/18/14	\$ 37.57	\$ 36.29	\$ 3,756.91	\$ 3,628.52	\$ 128.39
888-43783	31.00	STARBUCKS CORP	Long-Term	04/29/11	11/18/14	\$ 77.87	\$ 36.25	\$ 2,414.11	\$ 1,123.71	\$ 1,290.40
888-43783	65.00	DANAHER CORP	Long-Term	04/06/11	11/18/14	\$ 82.70	\$ 52.20	\$ 5,375.82	\$ 3,392.94	\$ 1,982.88
888-43783	185.00	COMCAST CORP-CLASS A	Long-Term	04/05/11	11/18/14	\$ 54.44	\$ 25.17	\$ 10,071.70	\$ 4,655.93	\$ 5,415.77
888-43783	75.00	DANAHER CORP	Long-Term	03/14/11	11/18/14	\$ 82.70	\$ 50.79	\$ 6,202.87	\$ 3,809.37	\$ 2,393.50
888-43783	129.00	APPLE INC	Long-Term	02/25/11	11/18/14	\$ 115.57	\$ 49.64	\$ 14,908.19	\$ 6,403.08	\$ 8,505.11
888-43783	136.00	KROGER CO	Long-Term	02/14/11	11/18/14	\$ 58.44	\$ 22.42	\$ 7,947.87	\$ 3,049.19	\$ 4,898.68
888-43783	25.00	STARBUCKS CORP	Long-Term	11/30/10	11/18/14	\$ 77.87	\$ 30.79	\$ 1,946.87	\$ 769.73	\$ 1,177.14
888-43783	65.00	JOHNSON & JOHNSON	Long-Term	08/24/10	11/18/14	\$ 108.95	\$ 58.13	\$ 7,081.91	\$ 3,778.72	\$ 3,303.19
888-43783	184.00	PFIZER INC	Long-Term	08/23/10	11/18/14	\$ 30.66	\$ 16.08	\$ 5,641.83	\$ 2,959.60	\$ 2,682.23
888-43783	200.00	PFIZER INC	Long-Term	08/20/10	11/18/14	\$ 30.66	\$ 15.93	\$ 6,132.42	\$ 3,186.56	\$ 2,945.86
888-43783	6.00	GOOGLE INC-CL A	Long-Term	06/02/10	11/18/14	\$ 545.93	\$ 245.16	\$ 3,275.56	\$ 1,470.97	\$ 1,804.59
888-43783	2.00	GOOGLE INC-CL A	Long-Term	10/09/09	11/18/14	\$ 545.93	\$ 258.86	\$ 1,091.85	\$ 517.72	\$ 574.13
888-43783	723.00	OFFICE DEPOT INC	Short-Term	02/05/14	11/24/14	\$ 6.69	\$ 4.81	\$ 4,837.23	\$ 3,476.11	\$ 1,361.12
888-43783	72.00	DTE ENERGY COMPANY	Short-Term	02/03/14	11/24/14	\$ 80.49	\$ 68.19	\$ 5,795.09	\$ 4,909.91	\$ 885.18
888-43783	275.00	MEDTRONIC INC	Long-Term	08/19/13	11/24/14	\$ 72.57	\$ 54.12	\$ 19,955.37	\$ 14,883.94	\$ 5,071.43
888-43783	141.00	MEDTRONIC INC	Long-Term	11/13/12	11/24/14	\$ 72.57	\$ 41.59	\$ 10,231.67	\$ 5,864.60	\$ 4,367.07
888-43783	53.00	ASSURANT INC	Short-Term	02/04/14	11/25/14	\$ 68.00	\$ 64.46	\$ 3,604.13	\$ 3,416.34	\$ 187.79
888-43783	99.00	ASSURANT INC	Short-Term	12/04/13	11/25/14	\$ 68.00	\$ 64.62	\$ 6,732.23	\$ 6,397.10	\$ 335.13
888-43783	92.00	AMDOCS LTD	Long-Term	05/28/13	12/02/14	\$ 48.10	\$ 36.21	\$ 4,425.42	\$ 3,331.72	\$ 1,093.70

[A] BERNSTEIN Capital Gains and Losses: Details
[B] MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
01/01/2014 - 12/31/2014

Capital Gains and Losses										
Account No.	Qty	Description	Type	Open Date	Close Date	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-43783	130.00	AMERICAN EXPRESS CO	Long-Term	05/13/13	12/03/14	\$ 91.34	\$ 69.80	\$ 11,874.37	\$ 9,074.00	\$ 2,800.37
888-43783	124.00	PFIZER INC	Long-Term	04/08/11	12/03/14	\$ 31.43	\$ 20.52	\$ 3,896.85	\$ 2,544.41	\$ 1,352.44
888-43783	16.00	PFIZER INC	Long-Term	08/23/10	12/03/14	\$ 31.43	\$ 16.09	\$ 502.82	\$ 257.36	\$ 245.46
888-43783	20.00	CALIFORNIA RESOURCES CORP	Short-Term	08/18/14	12/05/14	\$ 6.66	\$ 10.13	\$ 133.18	\$ 202.51	\$ (69.33)
888-43783	80.00	CALIFORNIA RESOURCES CORP	Short-Term	06/30/14	12/05/14	\$ 6.66	\$ 10.36	\$ 532.73	\$ 828.94	\$ (296.21)
888-43783	196.00	CALIFORNIA RESOURCES CORP	Long-Term	09/13/13	12/05/14	\$ 6.66	\$ 9.22	\$ 1,305.18	\$ 1,807.87	\$ (502.69)
888-43783	250.00	LINCOLN NATIONAL CORP	Short-Term	01/30/14	12/08/14	\$ 57.14	\$ 48.00	\$ 14,284.62	\$ 11,999.10	\$ 2,285.52
888-43783	183.00	LINCOLN NATIONAL CORP	Long-Term	11/26/13	12/08/14	\$ 57.14	\$ 50.99	\$ 10,456.35	\$ 9,331.33	\$ 1,125.02
888-43783	86.00	DOVER CORP	Short-Term	11/25/14	12/11/14	\$ 70.91	\$ 82.81	\$ 6,098.45	\$ 7,121.61	\$ (1,023.16)
888-43783	150.00	DOVER CORP	Short-Term	10/08/14	12/11/14	\$ 70.91	\$ 77.53	\$ 10,636.83	\$ 11,629.83	\$ (993.00)
888-43783	75.00	DOVER CORP	Short-Term	10/01/14	12/11/14	\$ 70.91	\$ 79.75	\$ 5,318.41	\$ 5,981.24	\$ (662.83)
888-43783	150.00	DOVER CORP	Short-Term	06/17/14	12/11/14	\$ 70.91	\$ 89.34	\$ 10,636.83	\$ 13,400.72	\$ (2,763.89)
888-43783	267.00	DOVER CORP	Short-Term	04/28/14	12/11/14	\$ 70.91	\$ 85.03	\$ 18,933.56	\$ 22,702.90	\$ (3,769.34)
888-43783	0.00	CALIFORNIA RESOURCES CORP	Cash in Lieu	01/01/01	12/19/14	\$ -	\$ -	\$ 4.72	\$ -	\$ 4.72
888-43783	50.00	BECTON DICKINSON & CO	Short-Term	07/17/14	12/23/14	\$ 138.62	\$ 118.40	\$ 6,930.98	\$ 5,920.06	\$ 1,010.92
888-43783	75.00	BECTON DICKINSON & CO	Long-Term	01/07/13	12/23/14	\$ 138.62	\$ 80.60	\$ 10,396.46	\$ 6,044.88	\$ 4,351.58
888-43783	31.00	BECTON DICKINSON & CO	Long-Term	10/11/12	12/23/14	\$ 138.62	\$ 77.17	\$ 4,297.20	\$ 2,392.40	\$ 1,904.80
888-43783	163.00	ALTRIA GROUP INC	Long-Term	08/17/12	12/23/14	\$ 50.44	\$ 35.34	\$ 8,222.40	\$ 5,759.78	\$ 2,462.62
888-43783	200.00	ALTRIA GROUP INC	Long-Term	07/26/12	12/23/14	\$ 50.44	\$ 35.70	\$ 10,088.84	\$ 7,139.54	\$ 2,949.30
888-43783	98.00	AMDOCS LTD	Long-Term	05/28/13	12/24/14	\$ 47.50	\$ 36.21	\$ 4,655.12	\$ 3,549.02	\$ 1,106.10
888-43783	1.00	AMDOCS LTD	Long-Term	05/28/13	12/24/14	\$ 47.50	\$ 36.21	\$ 47.50	\$ 36.21	\$ 11.29
Total:								\$ 2,761,527.15	\$ 2,256,650.03	\$ 504,877.12

**M D & J F SAMPSON FAMILY FDN****Statement Period: 12/01/14 - 12/31/14**

Portfolio Investments				
Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Equities				
Flextronics Intl LTD	16,914.000	189,098.52 94,452.42	0.00	0.00%
Agl Resources Inc	1,890.000	103,023.90 76,164.65	3,704.00	3.60%
Aecom Technology Corp	5,191.000	157,650.67 123,755.73	0.00	0.00%
Alliance Data Systems	412.045	117,865.47 114,222.99	0.00	0.00%
American Eagle Outfitters	10,355.000	143,727.40 139,881.75	5,177.00	3.60%
Amerisourcebergen	2,121.000	191,229.36 75,217.24	2,460.00	1.29%
Amtrust Financial Services, Inc	4,728.000	265,950.00 177,537.42	4,728.00 1,182.00	1.78%
Berkshire Hathaway Inc Cl B New	1,678.000	251,951.70 119,343.97	0.00	0.00%
Cf Industries Holdings Inc	578.000	157,528.12 36,157.38	3,468.00	2.20%
California Resources Corp	300.000	1,653.00 2,135.66	0.00	0.00%
Coach Inc	2,049.000	76,960.44 101,090.49	2,766.00	3.59%



M D & J F SAMPSON FAMILY FDN

Statement Period:

12/01/14 - 12/31/14

Portfolio Investments				
Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Cummins Inc	740.000	106,685.80 37,639.25	2,308.00	2.16%
Devon Energy Corp	1,569.000	96,038.49 114,463.79	1,506.00	1.57%
Emcor Group Inc	3,730.000	165,947.70 84,157.71	1,193.00	0.72%
Express Scripts Holding Co	1,961.000	166,037.87 86,091.56	0.00	0.00%
Exxon Mobil Corp	1,285.000	118,798.25 84,599.28	3,546.00	2.99%
FMC Corporation	1,784.000	101,741.52 49,474.07	1,070.00 267.60	1.05%
Federated Invs Inc PA CI B	3,100.000	102,083.00 80,032.40	3,100.00	3.04%
F5 Networks Inc	1,242.000	162,037.53 97,709.14	0.00	0.00%
Gamestop Corp	3,514.000	118,773.20 76,587.54	4,638.00	3.91%
General Electric Co	6,758.000	170,774.66 110,009.28	6,217.00 1,554.34	3.64%
Intel Corp	3,066.000	111,265.14 59,052.33	2,759.00	2.48%
Itron Inc	2,892.000	122,302.68 137,667.82	0.00	0.00%
J2 Global Inc	3,523.000	218,426.00 106,803.48	4,016.00	1.84%
Kirby Corp	1,227.000	99,067.98 46,400.25	0.00	0.00%
Meredith Corp	2,186.000	118,743.52 63,496.71	3,781.00	3.18%
Microsoft Corp	2,239.000	104,001.55 69,842.03	2,776.00	2.67%
The Mosaic Co	1,528.000	69,753.20 71,483.29	1,528.00	2.19%



M D & J F SAMPSON FAMILY FDN

Statement Period:

12/01/14 - 12/31/14

Portfolio Investments				
Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Myriad Genetics Inc	3,575.000	121,764.50 87,847.34	0.00	0.00%
National Oilwell Varco Inc	2,086.000	136,695.58 140,849.64	3,838.00	2.81%
Neustar Inc	4,512.000	125,433.60 124,239.68	0.00	0.00%
Occidental Petroleum Corp	750.000	60,457.50 59,145.57	2,160.00 540.00	3.57%
Pepsico Inc	1,515.000	143,258.40 93,757.61	3,969.00 992.32	2.77%
Polaris Inds Inc Com	1,029.000	155,625.96 70,341.98	1,975.00	1.27%
Proctor & Gamble Co	1,166.000	106,210.94 71,233.43	3,001.00	2.83%
Skyworks Solutions Inc Com	3,732.000	271,353.72 74,880.97	1,940.00	0.72%
Jm Smucker Co	870.000	87,852.60 43,663.88	2,227.00	2.54%
Southern Copper Corp	3,637.000	102,563.40 96,040.25	1,745.00	1.70%
Tech Data Corp	2,386.000	150,866.78 128,988.63	0.00	0.00%
3M Co	1,256.000	206,385.92 90,999.51	5,149.00	2.50%
Triumph Group Inc	1,647.000	110,711.34 58,933.01	263.00	0.24%
Unilever NV NY Share F New	2,099.000	81,944.96 57,687.00	2,688.00	3.28%
Varian Medical Systems	1,132.000	97,929.32 53,678.38	0.00	0.00%
Western Digital Corp	1,533.000	169,703.10 110,395.32	2,452.00 613.20	1.45%
Whiting Pete Corp New Common	3,427.000	113,091.00 148,495.02	0.00	0.00%



M D & J F SAMPSON FAMILY FDN

Statement Period: 12/01/14 - 12/31/14

Portfolio Investments

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Total Equities		\$ 6,050,965.29 \$ 3,946,646.85	92,148.00 5,149.46	1.52%

Fixed Income

Autozone Inc 5.5% 111515	250,000.000	260,145.00 248,764.58	13,750.00 1,756.94	5.29%
Autozone Inc 6.95% 061516	250,000.000	270,732.50 247,095.59	17,375.00 772.22	6.42%
BMC Software Inc 7.25 06/01/2018	250,000.000	241,875.00 276,960.65	18,125.00 1,510.41	7.49%
Baker Hughes Inc 7.50% 11151 8	100,000.000	119,364.00 99,637.20	7,500.00 958.33	6.28%
CVS Pass Through Trust 6.036% 12/10/28	77,399.503	90,256.33 88,160.36	4,671.00 272.57	5.18%
CA Inc 5.375 12/01/2019	250,000.000	276,697.50 276,654.41	13,437.00 1,119.79	4.86%
Canonsburg-Huston Sewer 3.75% Due 12/1/16	25,000.000	25,040.75 24,766.93	937.00 78.12	3.74%
Delaware Cty PA 4.092 111520	250,000.000	264,835.00 248,114.50	10,230.00 1,307.16	3.86%
Dun & Bradstreet 3.25 12/01/2017	400,000.000	411,276.00 402,784.98	13,000.00 1,083.33	3.16%
Dun & Bradstreet 4.375 120122	70,000.000	71,605.80 68,605.15	3,062.00 255.20	4.28%
Express Scripts 2.100 021215	100,000.000	100,123.00 99,901.43	2,100.00 810.83	2.10%
Gabelli Abc Fund Adv	16,655.688	167,389.66 168,722.12	0.00	0.00%
Hewlett Packard Co 3.3 12091 6	250,000.000	258,182.50 250,995.97	8,250.00 504.16	3.20%
Lycoming Cnty PA 5.375 081518	33,000.000	35,537.70 33,769.91	1,773.00 681.28	4.99%
Lycoming Cnty PA 5.375 081518	82,000.000	86,705.98 83,913.10	4,407.00 1,665.05	5.08%

**M D & J F SAMPSON FAMILY FDN**

Statement Period:

12/01/14 - 12/31/14

Portfolio Investments

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Montana St Brd Regents Highe R Ed 3.984 051517	100,000.000	105,709.00 100,000.00	3,984.00 509.06	3.77%
Nextra Energy Capital 2.70 091519	250,000.000	252,572.50 249,547.15	6,750.00 1,987.50	2.67%
Snap on 4.25 011518	250,000.000	264,990.00 249,576.12	10,625.00 4,899.30	4.01%
Tech Data Corp 3.75 09/21/2017	340,000.000	351,226.80 344,459.41	12,750.00 3,541.66	3.63%
Tulsa OK Babs 4.222 090117	45,000.000	47,605.95 45,000.00	1,899.00 633.30	3.99%
Valero Energy 6.125% 061517	200,000.000	219,682.00 199,951.02	12,250.00 544.44	5.58%
Western Ill Babs 4.35 040117	25,000.000	26,171.50 24,826.84	1,087.00 271.87	4.16%
West Union Co 5.93% 100116	350,000.000	375,791.50 372,457.47	20,755.00 5,188.75	5.52%
Wilkes Barre PA 5.28 111519	200,000.000	203,418.00 195,442.13	10,560.00 1,349.33	5.19%
Wm Wrigley Jr Co 4.65 071515	250,000.000	255,105.00 255,477.19	11,625.00 5,360.41	4.56%
Total Fixed Income		\$ 4,782,038.97 \$ 4,655,584.21	210,902.00 37,061.01	4.41%

Holdings
MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
 As of December 31, 2014

Asset Class	Qty.	Description	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est. Annual Income	Yield
Stocks	11,681 044	AB DISCOVERY GROWTH FND CL ADV	M	\$ 7	\$ 9	\$ 86,086	\$ 109,802	\$ -	\$ 23,705	\$ -	0.0%
Stocks	5,414 132	AB DISCOVERY VALUE FUND CL ADV	M	\$ 17	\$ 21	\$ 93,652	\$ 111,802	\$ -	\$ 18,150	\$ -	0.0%
Stocks	162 000	ACTAVIS PLC	C	\$ 210	\$ 257	\$ 34,079	\$ 41,700	\$ -	\$ 7,621	\$ -	0.0%
Stocks	700 000	AETNA INC	C	\$ 78	\$ 89	\$ 54,406	\$ 62,181	\$ -	\$ 7,775	\$ 700	1.1%
Stocks	125 000	AFFILIATED MANAGERS GROUP INC	C	\$ 146	\$ 212	\$ 18,273	\$ 26,530	\$ -	\$ 8,257	\$ -	0.0%
Stocks	214 000	ALLERGAN INC	C	\$ 100	\$ 213	\$ 21,430	\$ 45,494	\$ -	\$ 24,064	\$ 43	0.1%
Real Asset Securities	79,953 345	ALLIANCEBERNSTEIN ALL MARKET R CLASS 1(1)	M	\$ 11	\$ 9	\$ 843,825	\$ 739,568	\$ -	\$ (104,257)	\$ -	0.0%
Bonds	205,779 492	ALLIANCEBERNSTEIN GLOBAL BOND ADVISORY CLASS(1)	M	\$ 8	\$ 8	\$ 1,738,153	\$ 1,732,663	\$ 3,328	\$ (5,490)	\$ 49,181	1.9%
Stocks	508 000	ALLSTATE CORP	C	\$ 68	\$ 70	\$ 34,704	\$ 35,687	\$ -	\$ 983	\$ 709	1.6%
Stocks	637 000	ALTRIA GROUP INC	C	\$ 41	\$ 49	\$ 26,163	\$ 31,385	\$ 520	\$ 5,222	\$ 1,325	4.2%
Stocks	618 000	AMDOCS LTD	C	\$ 40	\$ 47	\$ 24,698	\$ 28,833	\$ 96	\$ 4,135	\$ 383	1.3%
Stocks	500 000	AMERICAN ELECTRIC POWER	C	\$ 54	\$ 61	\$ 27,002	\$ 30,360	\$ -	\$ 3,358	\$ 1,060	3.5%
Stocks	644 000	AMERICAN EXPRESS CO	C	\$ 82	\$ 93	\$ 52,933	\$ 59,918	\$ -	\$ 6,985	\$ 670	1.1%
Stocks	1,095 000	AMERICAN INTERNATIONAL GROUP	C	\$ 44	\$ 56	\$ 48,081	\$ 61,331	\$ -	\$ 13,250	\$ 548	0.9%
Stocks	475 000	AMERICAN TOWER CORP	C	\$ 79	\$ 99	\$ 37,387	\$ 46,954	\$ 181	\$ 9,566	\$ 722	1.5%
Stocks	615 000	AMPHENOL CORP-CL A	C	\$ 43	\$ 54	\$ 26,555	\$ 33,093	\$ 77	\$ 6,538	\$ 308	0.9%
Stocks	545 000	ANSSYS INC	C	\$ 76	\$ 82	\$ 41,578	\$ 44,580	\$ -	\$ 3,112	\$ -	0.0%
Stocks	549 000	ANHEIM INC	C	\$ 115	\$ 126	\$ 63,266	\$ 68,993	\$ -	\$ 5,727	\$ 961	1.4%
Stocks	500 000	AON PLC	C	\$ 77	\$ 95	\$ 38,732	\$ 47,415	\$ -	\$ 8,683	\$ 500	1.1%
Stocks	1,019 000	APPLE INC	C	\$ 65	\$ 110	\$ 66,580	\$ 112,477	\$ -	\$ 45,897	\$ 1,916	1.7%
Stocks	222 000	ASSURANT INC	C	\$ 65	\$ 68	\$ 14,421	\$ 15,191	\$ -	\$ 771	\$ 240	1.6%
Stocks	45 000	AUTOZONE INC	C	\$ 524	\$ 619	\$ 23,576	\$ 27,860	\$ -	\$ 4,284	\$ -	0.0%
Stocks	758 000	BALL CORP	C	\$ 56	\$ 68	\$ 42,325	\$ 51,673	\$ -	\$ 9,347	\$ 394	0.8%
Stocks	3,470 000	BANK OF AMERICA CORP	C	\$ 11	\$ 18	\$ 39,419	\$ 62,078	\$ -	\$ 22,660	\$ 694	1.1%
Stocks	33,070 063	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	M	\$ 25	\$ 27	\$ 811,243	\$ 880,325	\$ -	\$ 69,082	\$ 9,822	1.1%
Bonds	127,197 796	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	M	\$ 14	\$ 14	\$ 1,745,298	\$ 1,720,966	\$ 1,240	\$ (24,312)	\$ 42,035	2.3%
Stocks	56,131 704	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	M	\$ 14	\$ 15	\$ 809,058	\$ 840,853	\$ -	\$ 31,795	\$ 15,548	1.9%
Stocks	153 000	BIOGEN IDEC INC	C	\$ 164	\$ 339	\$ 25,092	\$ 51,936	\$ -	\$ 26,844	\$ -	0.0%
Stocks	150 000	BOEING CO/7HE	C	\$ 99	\$ 130	\$ 14,833	\$ 19,497	\$ -	\$ 4,664	\$ 546	2.8%
Stocks	475 000	BOOZ ALLEN HAMILTON HOLDING	C	\$ 25	\$ 27	\$ 11,697	\$ 12,602	\$ -	\$ 905	\$ 209	1.7%
Stocks	1,900 000	BROCADE COMMUNICATIONS SYS	C	\$ 10	\$ 12	\$ 18,746	\$ 22,496	\$ 67	\$ 3,750	\$ 266	1.2%

Holdings
MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
 As of December 31, 2014

Asset Class	Qty	Description	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est. Annual Income	Yield
Stocks	600 000	CAPITAL ONE FINANCIAL CORP	C	\$ 57	\$ 83	\$ 34,318	\$ 49,530	\$ -	\$ 15,212	\$ 720	1.5%
Stocks	275 000	CHUBB CORP	C	\$ 87	\$ 103	\$ 23,985	\$ 28,454	\$ 138	\$ 4,469	\$ 550	1.9%
Stocks	915 000	COMCAST CORP-CLASS A	C	\$ 38	\$ 58	\$ 34,414	\$ 53,079	\$ -	\$ 18,665	\$ 824	1.6%
Stocks	343 000	COSTCO WHOLESALE CORP	C	\$ 118	\$ 142	\$ 40,513	\$ 48,620	\$ -	\$ 8,107	\$ 487	1.0%
Stocks	692 000	CVS HEALTH CORP	C	\$ 69	\$ 96	\$ 47,456	\$ 66,647	\$ -	\$ 19,190	\$ 969	1.5%
Stocks	560 000	DANAHER CORP	C	\$ 59	\$ 86	\$ 33,301	\$ 47,998	\$ 56	\$ 14,696	\$ 224	0.5%
Stocks	875 000	DELTA AIR LINES INC	C	\$ 39	\$ 49	\$ 34,458	\$ 43,041	\$ -	\$ 8,583	\$ 315	0.7%
Stocks	533 000	DOLLAR GENERAL CORP	C	\$ 59	\$ 71	\$ 31,225	\$ 37,683	\$ -	\$ 6,459	\$ -	0.0%
Stocks	665 000	DOW CHEMICAL CO/THE	C	\$ 48	\$ 46	\$ 31,946	\$ 30,331	\$ 279	\$ (1,615)	\$ 1,117	3.7%
Stocks	639 000	DR PEPPER SNAPPLE GROUP INC	C	\$ 61	\$ 72	\$ 38,741	\$ 45,804	\$ 262	\$ 7,063	\$ 1,048	2.3%
Stocks	478 000	DTE ENERGY COMPANY	C	\$ 70	\$ 86	\$ 33,553	\$ 41,285	\$ 330	\$ 7,732	\$ 1,319	3.2%
Stocks	650 000	EBAY INC	C	\$ 53	\$ 56	\$ 34,264	\$ 36,478	\$ -	\$ 2,214	\$ -	0.0%
Stocks	1,214 000	ELECTRONIC ARTS INC	C	\$ 24	\$ 47	\$ 29,485	\$ 57,076	\$ -	\$ 27,591	\$ -	0.0%
Stocks	1,100 000	EMC CORP/MASS	C	\$ 29	\$ 30	\$ 32,203	\$ 32,714	\$ 127	\$ 511	\$ 506	1.6%
Stocks	80 000	EOG RESOURCES INC	C	\$ 114	\$ 92	\$ 9,085	\$ 7,366	\$ -	\$ (1,720)	\$ 54	0.7%
Stocks	450 000	ESTEEL LAUDER COMPANIES-CL A	C	\$ 76	\$ 76	\$ 34,021	\$ 34,290	\$ -	\$ 269	\$ 432	1.3%
Stocks	69 000	EVEREST RE GROUP LTD	C	\$ 127	\$ 170	\$ 8,777	\$ 11,751	\$ -	\$ 2,974	\$ 262	2.2%
Stocks	100 000	F5 NETWORKS INC	C	\$ 105	\$ 130	\$ 10,486	\$ 13,047	\$ -	\$ 2,560	\$ -	0.0%
Stocks	400 000	FACEBOOK INC-A	C	\$ 60	\$ 78	\$ 24,078	\$ 31,208	\$ -	\$ 7,131	\$ -	0.0%
Stocks	820 000	FIDELITY NATIONAL INFORMATION	C	\$ 46	\$ 62	\$ 37,486	\$ 51,004	\$ -	\$ 13,518	\$ 787	1.5%
Stocks	425 000	FISERV INC	C	\$ 64	\$ 71	\$ 27,366	\$ 30,162	\$ -	\$ 2,796	\$ -	0.0%
Stocks	3,746 000	FORD MOTOR CO	C	\$ 13	\$ 16	\$ 47,001	\$ 58,063	\$ -	\$ 11,062	\$ 1,873	3.2%
Stocks	752 000	GAMESTOP CORP-CLASS A	C	\$ 36	\$ 34	\$ 26,968	\$ 25,418	\$ -	\$ (1,550)	\$ 993	3.9%
Stocks	719 000	GILEAD SCIENCES INC	C	\$ 69	\$ 94	\$ 49,454	\$ 67,773	\$ -	\$ 18,319	\$ -	0.0%
Stocks	160 000	GOLDMAN SACHS GROUP INC	C	\$ 165	\$ 194	\$ 26,426	\$ 31,013	\$ -	\$ 4,587	\$ 384	1.2%
Stocks	62 000	GOOGLE INC-CL A	C	\$ 295	\$ 531	\$ 18,316	\$ 32,901	\$ -	\$ 14,585	\$ -	0.0%
Stocks	90 000	GOOGLE INC-CL C	C	\$ 349	\$ 526	\$ 31,376	\$ 47,376	\$ -	\$ 16,000	\$ -	0.0%
Stocks	815 000	HESS CORP	C	\$ 80	\$ 74	\$ 65,444	\$ 60,163	\$ -	\$ (5,281)	\$ 815	1.4%
Stocks	2,074 000	HEWLETT-PACKARD CO	C	\$ 27	\$ 40	\$ 56,315	\$ 83,230	\$ 332	\$ 26,915	\$ 1,327	1.6%
Stocks	650 000	HOME DEPOT INC	C	\$ 58	\$ 105	\$ 37,553	\$ 68,231	\$ -	\$ 30,678	\$ 1,222	1.8%
Stocks	105 000	INTERCONTINENTAL EXCHANGE INC	C	\$ 129	\$ 219	\$ 13,505	\$ 23,025	\$ -	\$ 9,520	\$ 273	1.2%
Stocks	69 000	INTUITIVE SURGICAL INC	C	\$ 404	\$ 529	\$ 27,883	\$ 36,497	\$ -	\$ 8,613	\$ -	0.0%
Stocks	1,080 000	ITT CORP	C	\$ 45	\$ 40	\$ 48,187	\$ 43,697	\$ -	\$ (4,491)	\$ 475	1.1%
Stocks	635 000	JOHNSON & JOHNSON	C	\$ 66	\$ 105	\$ 42,205	\$ 66,402	\$ -	\$ 24,196	\$ 1,778	2.7%
Stocks	600 000	JPMORGAN CHASE & CO	C	\$ 50	\$ 63	\$ 30,207	\$ 37,548	\$ -	\$ 7,341	\$ 960	2.6%
Stocks	764 000	KROGER CO	C	\$ 24	\$ 64	\$ 18,110	\$ 49,056	\$ -	\$ 30,946	\$ 565	1.2%
Stocks	305 000	L-3 COMMUNICATIONS HOLDINGS	C	\$ 120	\$ 126	\$ 36,671	\$ 38,494	\$ -	\$ 1,823	\$ 732	1.9%
Stocks	247 000	LOCKHEED MARTIN CORP	C	\$ 168	\$ 193	\$ 41,437	\$ 47,565	\$ -	\$ 6,128	\$ 1,482	3.1%



Holdings
MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION
As of December 31, 2014

Asset Class	Qty	Description	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est. Annual Income	Yield
Stocks	328 000	LYONDELBASELL INDU- CL A	C	\$ 53	\$ 79	\$ 17,563	\$ 26,119	\$ -	\$ 8,556	\$ 921	3.9%
Stocks	53 000	MCKESSON CORP	C	\$ 209	\$ 208	\$ 11,092	\$ 11,002	\$ -	\$ (90)	\$ 51	0.5%
Stocks	426 000	MEAD JOHNSON NUTRITION CO	C	\$ 83	\$ 101	\$ 35,266	\$ 42,830	\$ 160	\$ 7,544	\$ 639	1.5%
Stocks	139 000	MEDTRONIC INC	C	\$ 74	\$ 72	\$ 10,355	\$ 10,036	\$ 42	\$ (319)	\$ 170	1.7%
Stocks	325 000	MERCK & CO. INC	C	\$ 45	\$ 57	\$ 14,500	\$ 18,457	\$ 146	\$ 3,957	\$ 585	3.2%
Stocks	1,861 000	MICROSOFT CORP	C	\$ 39	\$ 46	\$ 72,472	\$ 86,443	\$ -	\$ 13,971	\$ 2,308	2.7%
Stocks	313 000	MONSANTO CO	C	\$ 105	\$ 119	\$ 32,888	\$ 37,394	\$ -	\$ 4,506	\$ 613	1.6%
Stocks	480 000	MONSTER BEVERAGE CORP	C	\$ 73	\$ 108	\$ 33,788	\$ 49,841	\$ -	\$ 16,053	\$ -	0.0%
Stocks	375 000	MURPHY OIL CORP	C	\$ 68	\$ 51	\$ 25,410	\$ 18,945	\$ -	\$ (6,465)	\$ 525	2.8%
Stocks	125 000	NETSUI INC	C	\$ 73	\$ 109	\$ 9,176	\$ 13,646	\$ -	\$ 4,470	\$ -	0.0%
Stocks	553 000	NIKE INC -CL B	C	\$ 78	\$ 96	\$ 43,080	\$ 53,171	\$ 155	\$ 10,081	\$ 619	1.2%
Stocks	275 000	NXP SEMICONDUCTORS NV	C	\$ 62	\$ 76	\$ 17,025	\$ 21,010	\$ -	\$ 3,985	\$ -	0.0%
Stocks	742 000	OCCIDENTAL PETROLEUM CORP	C	\$ 91	\$ 81	\$ 67,500	\$ 59,813	\$ 534	\$ (7,687)	\$ 2,137	3.6%
Stocks	2,877 000	OFFICE DEPOT INC	C	\$ 5	\$ 9	\$ 13,832	\$ 24,670	\$ -	\$ 10,838	\$ -	0.0%
Stocks	357 000	ORACLE CORP	C	\$ 41	\$ 45	\$ 14,628	\$ 16,054	\$ -	\$ 1,426	\$ 171	1.1%
Dynamic Asset Allocation	273,995,900	OVERLAY A PORTFOLIO CLASS 2	M	\$ 11	\$ 12	\$ 3,021,189	\$ 3,350,970	\$ -	\$ 329,781	\$ 54,251	1.6%
Dynamic Asset Allocation	118,263 521	OVERLAY B PORTFOLIO CLASS 2	M	\$ 11	\$ 10	\$ 1,284,847	\$ 1,233,489	\$ -	\$ (51,358)	\$ 37,726	3.1%
Stocks	475 000	PARTNERRE LTD	C	\$ 94	\$ 114	\$ 44,625	\$ 54,212	\$ -	\$ 9,587	\$ 1,051	2.4%
Stocks	250 000	PEPSICO INC	C	\$ 84	\$ 95	\$ 21,101	\$ 23,640	\$ 164	\$ 2,539	\$ 655	2.8%
Stocks	2,278 000	PFIZER INC	C	\$ 22	\$ 31	\$ 49,780	\$ 70,897	\$ -	\$ 21,117	\$ 2,549	3.6%
Stocks	405 000	PHILIP MORRIS INTERNATIONAL	C	\$ 88	\$ 81	\$ 35,714	\$ 32,987	\$ 405	\$ (2,726)	\$ 1,620	4.9%
Stocks	200 000	POLARIS INDUSTRIES INC	C	\$ 130	\$ 151	\$ 25,908	\$ 30,248	\$ -	\$ 4,340	\$ 384	1.3%
Stocks	50 000	PRECISION CASTPARTS CORP	C	\$ 162	\$ 241	\$ 8,085	\$ 12,044	\$ -	\$ 3,959	\$ 6	0.1%
Stocks	38 000	PRICELINE GROUP INC/THE	C	\$ 836	\$ 1,140	\$ 31,775	\$ 43,328	\$ -	\$ 11,553	\$ -	0.0%
Stocks	500,000	QUINTILES TRANSNATIONAL HOLDIN	C	\$ 52	\$ 59	\$ 25,961	\$ 29,435	\$ -	\$ 3,474	\$ -	0.0%
Stocks	500 000	RAYTHEON COMPANY	C	\$ 87	\$ 108	\$ 43,387	\$ 54,085	\$ -	\$ 10,698	\$ 1,210	2.2%
Stocks	429 000	SCHLUMBERGER LTD	C	\$ 88	\$ 85	\$ 37,627	\$ 36,641	\$ 172	\$ (986)	\$ 686	1.9%
Stocks	184 000	SERVICENOW INC	C	\$ 47	\$ 68	\$ 8,622	\$ 12,484	\$ -	\$ 3,862	\$ -	0.0%
Stocks	203 000	SHERWIN-WILLIAMS CO/THE	C	\$ 181	\$ 263	\$ 36,722	\$ 53,397	\$ -	\$ 16,675	\$ 484	0.9%
Stocks	2,100 000	SLM CORP	C	\$ 9	\$ 10	\$ 18,883	\$ 21,399	\$ -	\$ 2,516	\$ 630	2.9%
Stocks	794 000	STARBUCKS CORP	C	\$ 58	\$ 82	\$ 45,754	\$ 65,148	\$ -	\$ 19,394	\$ 1,016	1.6%
Stocks	500 000	TIME WARNER INC	C	\$ 60	\$ 85	\$ 29,809	\$ 42,710	\$ -	\$ 12,901	\$ 635	1.5%
Stocks	322 000	UNION PACIFIC CORP	C	\$ 74	\$ 119	\$ 23,966	\$ 38,360	\$ 161	\$ 14,393	\$ 644	1.7%
Stocks	218 000	UNITEDHEALTH GROUP INC	C	\$ 94	\$ 101	\$ 20,410	\$ 22,038	\$ -	\$ 1,627	\$ 327	1.5%
Stocks	850 000	US BANCORP	C	\$ 40	\$ 45	\$ 34,229	\$ 38,208	\$ 208	\$ 3,978	\$ 833	2.2%
Stocks	1,012 000	VALERO ENERGY CORP	C	\$ 48	\$ 50	\$ 48,216	\$ 50,084	\$ -	\$ 1,878	\$ 1,113	2.2%
Stocks	730 000	VERIZON COMMUNICATIONS INC	C	\$ 47	\$ 47	\$ 34,674	\$ 34,149	\$ -	\$ (524)	\$ 1,606	4.7%

Asset Class	Qty.	Description	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est. Annual Income	Yield
Stocks	274 000	VISA INC - CLASS A SHRS	C	\$ 150	\$ 262	\$ 41,083	\$ 71,843	\$ -	\$ 30,759	\$ 526	0.7%
Stocks	706 000	WALT DISNEY CO/THE	C	\$ 66	\$ 94	\$ 46,350	\$ 66,498	\$ 812	\$ 20,148	\$ 812	1.2%
Stocks	1,765 000	WELLS FARGO & COMPANY	C	\$ 37	\$ 55	\$ 65,025	\$ 96,757	\$ -	\$ 31,732	\$ 2,471	2.6%
Stocks	2,700 000	XEROX CORP	C	\$ 11	\$ 14	\$ 29,596	\$ 37,422	\$ 169	\$ 7,826	\$ 675	1.8%
					NET PORTFOLIO VALUE		\$ 13,713,447	\$ 10,159	\$ 1,188,858	\$ 271,922	1.7%

CORPORATE STOCK = SUM OF C =	\$ 3,280,086	\$ 4,181,847
MUTUAL FUNDS = SUM OF M =	10,433,361	10,720,458
	\$ 13,713,447	\$ 14,902,305

Myles D. and J. Faye Sampson Family Foundation
Grants Paid
December 31, 2014

Organization Name	Address	Status	Project Name/Purpose	Date	Amount Awarded
American Foundation for Suicide Prevention	120 Wall Street 22nd Floor New York, NY 10005 4001	PC	Washington State Chapter - General Operating Support	12/19/2014	\$ 4,000
Africa Yoga Project Inc.	1750 W Front Street, Suite 200 Boise, ID 83702	PC	Mentor Program	7/31/2014	1,500
Africa Yoga Project Inc.	1750 W Front Street, Suite 200 Boise, ID 83702	PC	General Operating Support	7/31/2014	2,500
Animal Welfare Approved	1007 Queen Street Alexandria, VA 22314	PC	Animal Welfare Approved Program Expansion	6/9/2014	20,000
Black Hills Regional Ski for Light	P.O. Box 3707 Rapid City, SD 57709	PC	36th Annual Black Hills Regional Ski for Light	3/27/2014	2,500
Blind and Vision Rehabilitation Services of Pittsburgh	1800 West Street Homestead, PA 15233	PC	Chuck Noll Road to Independence Society	7/31/2014	5,000
Carnegie Museums of Pittsburgh	4400 Forbes Avenue Pittsburgh, PA 15213	PC	General Operating Support	12/19/2014	10,000
CASA of Santa Cruz County	813 Freedom Blvd. Watsonville, WA 95076	PC	General Operating Support	12/18/2014	2,500
Center for Mind Body Medicine	5225 Connecticut Avenue NW, Suite 415 Washington, DC 20015	PC	Disseminating the Message of Food As Medicine(FAM) A Request for Operational Support to Expand FAM	11/24/2014	35,000
Children's Inn at NIH	7 West Drive Bethesda, MD 20814-1509	PC	Healthy Food Program/CookINN Together	11/24/2014	15,000
Chris 4 Life Colon Cancer Foundation	8330 Boone Blvd., Suite. 450 Vienna, VA 22182	PC	Blue Hope Bash	9/18/2014	5,000
Chrs 4 Life Colon Cancer Foundation	8330 Boone Blvd., Suite. 450 Vienna, VA 22182	PC	Patient Care & Community Programs	3/27/2014	25,000
Docomomo WEWA	P.O. Box 70245 Seattle, WA 98127	PC	General Operating Support	12/18/2014	3,000
Doctors Without Borders USA Inc	333 Seventh Ave, 2nd Floor New York, NY 10001	PC	General Operating Support	12/18/2014	5,000
Family House	5001 Baum Blvd Suite 545 Pittsburgh, PA 15213	PC	Healthy Eating 2014	6/12/2014	45,000
Family House	5001 Baum Blvd Suite 545 Pittsburgh, PA 15213	PC	Assistance for Families	3/27/2014	10,000
FoodCorps, Inc.	281 Park Avenue South New York, NY 10010	PC	FoodCorps Connecting Kids to Real Food and Helping Them Grow Up Healthy	6/12/2014	50,000
Give Back Yoga Foundation	900 Baseline Road Cottage 13B Boulder, CO 80302-7547	PC	Eat Breathe Thrive	7/31/2014	10,000
Give Back Yoga Foundation	900 Baseline Road Cottage 13B Boulder, CO 80302-7547	PC	Eat Breathe Thrive	11/24/2014	50,000

Myles D. and J. Faye Sampson Family Foundation
Grants Paid
December 31, 2014

Organization Name	Address	Status	Project Name/Purpose	Date	Amount Awarded
Grow Pittsburgh	6587 Hamilton Avenue #2W Pittsburgh, PA 15206	PC	Edible Schoolyard Pittsburgh	11/24/2014	\$ 50,000
Historic Seattle	1117 Minor Avenue Seattle, WA 98101	PC	Annual Fund	12/18/2014	3,500
Hope Connections for Cancer Support	Beaumont House at FASEB 9650 Rockville Pike, Bethesda, MD 20814	PC	General Operating Support 2014	6/12/2014	10,000
Maggee-Womens Research Institute and Foundation	3339 Ward Street Pittsburgh, PA 15213	PC	Twenty-Five Club	7/31/2014	5,000
Maggee-Womens Research Institute and Foundation	3339 Ward Street Pittsburgh, PA 15213	PC	General Operating Support	7/31/2014	3,500
Mindful Schools	1260 45th Street Suite B Emeryville, CA 94608	PC	Mediation in Schools	9/18/2014	10,000
Miracle League of Western PA	1142 Old William Penn Hwy Greensburg, PA 15601	PC	The Rotary Miracle Sports Complex of Murrysville	3/27/2014	52,000
National Council on Alcoholism and Drug Dependence, Inc.	217 Broadway Suite 712 New York, NY 10007	PC	General Operating Support	12/18/2014	3,500
Non-GMO Project	1200 Harris Avenue, Suite #305 Bellingham, WA 98225	PC	General Operating Support	9/18/2014	10,000
Organic Consumers Association	6771 S Silver Hill Dr. Finland, MN 55603	PC	General Operating Support	9/18/2014	3,500
Partnership for Drug-Free Kids	352 Park Avenue South, 9th Floor New York, NY 10010	PC	General Operating Support	12/18/2014	3,500
Physicians Committee for Responsible Medicine	5100 Wisconsin Avenue NW, Suite 400 Washington, DC 20016	PC	Preventive Medicine through Nutrition	11/24/2014	50,000
Pittsburgh AIDS Task Force	5913 Penn Avenue Pittsburgh, PA 15206	PC	General Operating Support	1/16/2014	2,500
Pittsburgh Ballet Theater Inc.	2900 Liberty Avenue Pittsburgh, PA 15201-1511	PC	General Operating Support	10/1/2014	10,000
Pittsburgh Community Kitchen	1323 Forbes Avenue Pittsburgh, PA 15219	PC	Community Kitchen Food Education & Training	11/24/2014	25,000
Pittsburgh Public Theater Corporation	621 Penn Avenue Pittsburgh, PA 15222	PC	General Operating Support	1/13/2014	5,000
Pittsburgh Public Theater Corporation	621 Penn Avenue Pittsburgh, PA 15222	PC	General Operating Support	10/1/2014	10,000
Pizza Klatch	4305 Lacey Blvd Suite # 29 Lacey, WA 98503	PC	General Operating Support	12/19/2014	2,500
Public Health Solutions	40 Worth Street, 5th Floor New York, NY 10013	PC	National Peer Learning Network	6/12/2014	50,000

Myles D. and J. Faye Sampson Family Foundation
Grants Paid
December 31, 2014

Organization Name	Address	Status	Project Name/Purpose	Date	Amount Awarded
Real Food For Kids	P.O. Box 1521 Great Falls, VA 22066-8521	PC	General Operating Support 2014	3/27/2014	\$ 25,000
Samueli Institute	1737 King Street, Suite 600 Alexandria, VA 22314	PC	Teaching Kitchen and Self-Care Educational Curriculum	3/27/2014	125,000
Seattle Area Feline Rescue	14717 Aurora Avenue N. Shoreline, WA 98133	PC	General Operating Support	12/19/2014	3,000
Seattle Childrens Hospital Foundation	P O BOX 5371 MS S200 Seattle, WA 98145	PC	Children's Greatest Needs	12/18/2014	5,000
Slow Food Pittsburgh	265 Morrison Drive Pittsburgh, PA 15216	PC	Teach A Community To Cook Mobile Cooking Cart	11/24/2014	2,500
TSPC dba A Place To Be	15 South Madison Street Middleburg, VA 20117	PC	General Operating Support	7/31/2014	2,500
United Way of Westmoreland County	1011 Old Salem RD Suite 101 Greensburg, PA 15601	PC	We are FR	7/2/2014	25,000
University of Arizona Foundation for the benefit of Az Center for Integrative Medicine	1111 N Cherry Ave Tucson, AZ 85721-0109	PC	Expanding Integrative Medicine Education	6/12/2014	100,000
Western Pennsylvania Conservancy	800 Waterfront Drive, Fl 2 Pittsburgh, PA 15222	PC	Providing food for communities through food gardens	11/24/2014	40,000
Wholesome Wave	855 Main Street Suite 910 Bridgeport, CT 06604	PC	Fruit and Vegetable Prescription Program, Washington, DC	6/12/2014	25,000
World Vision	210 Overlook Drive Sewickley, PA 15143	PC	Maternal and Child Health in Afghanistan, Maternal and Child Health in Sierra Leon, Channels of Hope	3/27/2014	25,000
Yoga in Schools	1112 S Braddock Ave, Suite 201 Pittsburgh, PA 15218	PC	General Operating Support	9/18/2014	5,000
YoKid Stretch Your Limits	3307 Duke Street Alexandria, VA 22314	PC	General Operating Support	7/31/2014	5,000
TOTAL 2014 GRANTS PAID:					\$ 998,500

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

2014

Name of the organization

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

Employer identification number

25-6407379

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

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

Employer identification number

25-6407379

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TORO DEVELOPMENT CORPORATION 2500 ELDO ROAD, SUITE 1 MONROEVILLE, PA 15146	\$ 14,542.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

25-6407379

[illegible]

Name of organization

Employer identification number

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

25-6407379

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee