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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▸ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
The Schleyer Foundation

A Employer identification number
05-6132358

Number and street (or P O box number if mail is not delivered to street address) Box 222 | Room/suite

B Telephone number (see instructions)
(603) 964-9746

City or town, state or province, country, and ZIP or foreign postal code
Rye Beach, NH 03871

C If exemption application is pending, check here ▸ ☐

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

D 1. Foreign organizations, check here ▸ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▸$ 13,524,432

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,063,660			
	2	Check ▸ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	294,222	294,222		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	759,459			
	b	Gross sales price for all assets on line 6a 3,117,701				
	7	Capital gain net income (from Part IV, line 2)		2,469,453		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	161	161		
	12	**Total.** Add lines 1 through 11	2,117,502	2,763,836		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	8,000	4,000		4,000
	c	Other professional fees (attach schedule)	49,851	49,851		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	26,898	22,736		75
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,044	3,044		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	87,793	79,631		4,075
	25	Contributions, gifts, grants paid	585,651			585,651
	26	**Total expenses and disbursements.** Add lines 24 and 25	673,444	79,631		589,726
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,444,058			
	b	**Net investment income** (if negative, enter -0-)		2,684,205		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2013)

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	495,371	452,714	452,714
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	622,201	933,728	911,298
	b	Investments—corporate stock (attach schedule)	5,967,601	4,938,510	9,667,617
	c	Investments—corporate bonds (attach schedule)	1,411,186	791,074	1,099,918
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	917,194	1,420,674	1,390,807
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	0	0	2,078
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9,413,553	8,536,700	13,524,432
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	9,413,553	8,536,700	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	9,413,553	8,536,700	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,413,553	8,536,700	

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	9,413,553
2	Enter amount from Part I, line 27a	2	1,444,058
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	10,857,611
5	Decreases not included in line 2 (itemize) ▶	5	2,320,911
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,536,700

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	2,469,453
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	595,236	10,415,656	0 057148
2011	416,190	10,040,450	0 041451
2010	419,099	9,166,527	0 045721
2009	448,499	7,976,196	0 056230
2008	459,567	9,783,618	0 046973

2	**Total** of line 1, column (d).	2	0 247523
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 049505
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	12,036,849
5	Multiply line 4 by line 3.	5	595,884
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	26,842
7	Add lines 5 and 6.	7	622,726
8	Enter qualifying distributions from Part XII, line 4.	8	589,726

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	53,684
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	53,684
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	53,684
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 11,000		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 75,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	86,000
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	32,316
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 32,316 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶The Trustees Telephone no ▶(603) 964-9746

Located at ▶P O Box 222 Rye Beach NH ZIP+4 ▶03871

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 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
William T Schleyer P O Box 222 Rye Beach, NH 03871	Trustee 1 00	0	0	0
Mary Zygala P O Box 222 Rye Beach, NH 03871	Trustee 1 00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	11,228,078
b	Average of monthly cash balances	1b	992,073
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	12,220,151
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	12,220,151
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	183,302
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,036,849
6	**Minimum investment return.** Enter 5% of line 5	6	601,842

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	601,842
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 53,684		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	53,684
3	Distributable amount before adjustments Subtract line 2c from line 1	3	548,158
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	548,158
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	548,158

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	589,726
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	589,726
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	589,726

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				548,158
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009. 2,012				
c From 2010.				
d From 2011.				
e From 2012. 84,223				
f **Total** of lines 3a through e.	86,235			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 589,726				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				548,158
e Remaining amount distributed out of corpus	41,568			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	127,803			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	127,803			
10 Analysis of line 9				
a Excess from 2009. . . . 2,012				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . . 84,223				
e Excess from 2013. . . . 41,568				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

William T Schleyer

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

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

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

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

William T Schleyer
PO Box 222
Rye Beach, NH 03871
(732) 295-1000

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

All grant recipients must provide evidence of 501(c)(3) status

c Any submission deadlines

No deadlines at this time

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

The foundation does not make awards to unsolicited grant requests

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				585,651
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	294,222	
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.			14	161	
8 Gain or (loss) from sales of assets other than inventory			18	759,459	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,053,842	0

13 Total. Add line 12, columns (b), (d), and (e). 13 1,053,842

(See worksheet in line 13 instructions to verify calculations)

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

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

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)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | 2014-11-10 Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
Mary C Buletza		2014-11-10	☐	P00546079
Firm's name ▶ Raphael and Raphael LLP			Firm's EIN ▶ 04-2206126	
Firm's address ▶ PO Box 730 Point Pleasant, NJ 087420730			Phone no (732) 295-1000	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
Call/Lnkd		2012-08-10	2013-01-19
Call/P 15		2013-02-19	2013-06-22
Call/P 15		2013-02-19	2013-06-22
Call/P 15		2013-02-19	2013-06-22
Call/P 22		2013-09-03	2013-09-11
Call/P 22		2013-07-03	2013-09-11
Call/P 22		2013-07-03	2013-09-11
Call/P 22		2013-07-03	2013-09-11
Comcast Corp		1998-04-23	2013-02-19
Comcast Corp		1998-04-23	2013-02-19
Linkedin		2004-03-24	2013-05-17
Linkedin		2004-09-24	2013-05-17
Linkedin		2004-09-24	2013-05-17
Linkedin		2004-09-24	2013-05-17
Linkedin		2004-09-24	2013-05-17
Linkedin		2004-09-24	2013-05-17
Linkedin		2004-09-24	2013-05-17
Pandora Media		2009-07-09	2013-12-20
Pandora Media		2009-07-09	2013-12-20
Pandora Media		2009-07-09	2013-12-20
Pandora Media		2009-07-09	2013-12-20
GS Strategic Income Fnd		2013-07-31	2013-09-18
GS Strategic Income Fnd		2013-06-28	2013-09-18
GS Strategic Income Fnd		2013-04-30	2013-09-18
GS Strategic Income Fnd		2013-08-30	2013-09-18
GS Strategic Income Fnd		2013-05-31	2013-09-18
GS Strategic Income Fnd		2012-10-31	2013-09-18
GS Strategic Income Fnd		2012-11-30	2013-09-18
GS Strategic Income Fnd		2013-02-28	2013-09-18
GS Strategic Income Fnd		2013-01-31	2013-09-18

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
GS Strategic Income Fnd		2012-09-28	2013-09-18
GS Strategic Income Fnd		2013-03-28	2013-09-18
GS Strategic Income Fnd		2012-12-31	2013-09-18
GS Strategic Income Fnd		2012-07-31	2013-09-18
GS Strategic Income Fnd		2012-01-31	2013-09-18
GS Strategic Income Fnd		2012-03-30	2013-09-18
GS Strategic Income Fnd		2012-02-29	2013-09-18
GS Strategic Income Fnd		2012-06-29	2013-09-18
GS Strategic Income Fnd		2012-05-31	2013-09-18
GS Strategic Income Fnd		2012-08-31	2013-09-18
GS Strategic Income Fnd		2012-04-30	2013-09-18
GS High Yeild Floating		2011-07-14	2013-09-18
GS Strategic Income Fnd		2011-08-31	2013-09-18
GS Strategic Income Fnd		2011-11-30	2013-09-18
GS Strategic Income Fnd		2011-10-31	2013-09-18
GS Strategic Income Fnd		2011-09-30	2013-09-18
GS Strategic Income Fnd		2011-12-30	2013-09-18
GS Strategic Income Fnd		2011-08-12	2013-09-18
GS Snow PDF attachment			
GS Snow PDF attachment			
GS Snow PDF attachment			
Brookfield PPTY		2013-04-15	2013-07-01
Procter & Gamble Co		2005-07-13	2013-01-15
Rogers Communications		1998-08-26	2013-02-27
3M Co		2006-01-06	2013-11-19
GNMA/FNMA			
GNMA/FNMA			
Duke Energy		2013-08-22	2013-07-19
Praxair Inc		2013-10-03	2013-06-14
Praxair Inc		2013-04-24	2013-01-04

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

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

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
13,770			13,770
600			600
1,900			1,900
5,200			5,200
384		159	225
508		212	296
2,540		1,040	1,500
4,191		1,749	2,442
165,465			165,465
248,198			248,198
5,734		24	5,710
5,891		32	5,859
33,421		139	33,282
90,322		536	89,786
190,182		1,035	189,147
246,563		1,224	245,339
294,607		1,135	293,472
12,794		420	12,374
25,435		835	24,600
26,986		886	26,100
87,394		3,068	84,326
164		163	1
177		176	1
229		232	-3
234		233	1
316		320	-4
346		336	10
374		364	10
374		372	2
394		391	3

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
394		381	13
523		519	4
1,186		1,163	23
115		108	7
122		111	11
209		196	13
247		229	18
268		249	19
292		269	23
384		365	19
421		393	28
85,000		83,335	1,665
151		140	11
194		175	19
235		215	20
345		313	32
642		578	64
107,551		100,000	7,551
54,652		40,163	14,489
126,025		82,827	43,198
54,258		29,801	24,457
1,646		1,876	-230
66,629		55,329	11,300
945,563		72,247	873,316
120,066		75,460	44,606
53,771		56,410	-2,639
10,283		10,554	-271
684		286	398
9,000		7,484	1,516
6,600		2,100	4,500

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
5,552		9,891	-4,339

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			13,770
			600
			1,900
			5,200
			225
			296
			1,500
			2,442
			165,465
			248,198
			5,710
			5,859
			33,282
			89,786
			189,147
			245,339
			293,472
			12,374
			24,600
			26,100
			84,326
			1
			1
			-3
			1
			-4
			10
			10
			2
			3

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			13
			4
			23
			7
			11
			13
			18
			19
			23
			19
			28
			1,665
			11
			19
			20
			32
			64
			7,551
			14,489
			43,198
			24,457
			-230
			11,300
			873,316
			44,606
			-2,639
			-271
			398
			1,516
			4,500

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-4,339

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Amcare Cantare PO Box 742 Durham, NH 03824	n/a	Public Charity	General	500
Amherst College PO Box 5000 Amherst, MA 010025000	n/a	Public Charity	General	20,000
Berwick Academy 31 Academy St South Berwick, ME 03908	n/a	Public Charity	General	100,000
Denise Pease Greeters PO Box 22311 Portsmouth, NH 038022311	n/a	Public Charity	General	5,000
Direct Relief Int'l 27 S La Patera Lane Santa Barbara, CA 93117	n/a	Public Charity	General	5,000
DRC Two Tech Drive Andover, MA 01810	n/a	Public Charity	General	1,000
Drexel University 3141 Chestnut St Philadelphia, PA 191042875	n/a	Public Charity	General	300,000
Education for All Children 11 Heather Drive Rye, NH 03870	n/a	Public Charity	General	1,770
Families First 100 Campus Drive Suite 12 Portsmouth, NH 03801	n/a	Public Charity	General	25,000
First Tee of NH 22 North Road North Hampton, NH 03862	n/a	Public Charity	General	1,000
Friends in Action PO Box 1485 Portsmouth, NH 038022311	n/a	Public Charity	General	1,000
Friends of Rye Library 581 Washington Road Rye, NH 03870	n/a	Public Charity	General	1,000
Friends Forever One Morgan Way Durham, NH 03824	n/a	Public Charity	General	500
Fuller Gardens 10 Willow Avenue North Hampton, NH 03861	n/a	Public Charity	General	100
Knights Trust 50 Trumbell Street New Haven, CT 06520	n/a	Public Charity	General	5,000
Total . . . . ▶ **3a**				585,651

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NH Comm College of NH Fdn 26 College Drive Concord, NH 033017425	n/a	Public Charity	General	2,500
New Hampshire SPCA PO Box 196 Stratham, NH 03885	n/a	Public Charity	General	250
Phillips Exeter Academy 20 Main St Exeter, NH 038332460	n/a	Public Charity	General	21,781
PMC Jimmy Fund 77 Fourth Ave Needham, MA 02494	n/a	Public Charity	General	500
Prescott Park Arts Festival PO Box 4370 Portsmouth, NH 038024370	n/a	Public Charity	General	1,000
Proctor Academy PO Box 500 Andover, NH 032160500	n/a	Public Charity	General	12,000
Seacoast Science Center 570 Ocean Blvd Rye, NH 03870	n/a	Public Charity	General	5,000
Seeds of Faith 2 Deer Ridge Ln Kittery, ME 03904	n/a	Public Charity	General	25,000
Vanderbilt Univ VU Station B 357727 2301 Vanderbilt Pl Nashville, TN 372357727	n/a	Public Charity	General	20,000
Wheaton Annual Fund 26 E Main St Norton, MA 027662322	n/a	Public Charity	General	25,250
Youlou Arts Fdn c/o Camille Director 76 Martin St Cambridge, MA 02138	n/a	Public Charity	General	500
Yale Dramatic Assn PO Box 209037 New Haven, CT 06520	n/a	Public Charity	General	5,000
Total . . . . ► **3a**				585,651

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491314003374

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
The Schleyer Foundation	05-6132358

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
The Schleyer Foundation

Employer identification number
05-6132358

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	William T Schleyer PO Box 222 Rye Beach, NH 03871	$ 311,870	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
2	William T Schleyer PO Box 222 Rye Beach, NH 03871	$ 365,700	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
3	William T Schleyer PO Box 222 Rye Beach, NH 03871	$ 75,050	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
4	William T Schleyer PO Box 222 Rye Beach, NH 03871	$ 55,800	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
5	William T Schleyer PO Box 222 Rye Beach, NH 03871	$ 255,240	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
The Schleyer Foundation

Employer identification number
05-6132358

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,000 Shares of Linked In	$ 311,870	2013-02-13
2	2,000 Shares of Linked In	$ 365,700	2013-05-16
3	5,000 Shares of Pandora Media, Inc	$ 75,050	2013-06-21
4	2,000 Shares of Pandora Media, Inc	$ 55,800	2013-12-20
5	4,500 Shares of Palo Alto Networks, Inc	$ 255,240	2013-12-20
		$	

Name of organization
The Schleyer Foundation

Employer identification number
05-6132358

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

TY 2013 Accounting Fees Schedule

Name: The Schleyer Foundation

EIN: 05-6132358

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting services	8,000	4,000		4,000

TY 2013 Investments Corporate Bonds Schedule

Name: The Schleyer Foundation

EIN: 05-6132358

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate Bonds	791,074	1,099,918

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TY 2013 Investments Corporate Stock Schedule

Name: The Schleyer Foundation

EIN: 05-6132358

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate Stocks	4,938,510	9,667,617

TY 2013 Investments Government Obligations Schedule

Name:	The Schleyer Foundation
EIN:	05-6132358
US Government Securities - End of Year Book Value:	933,728
US Government Securities - End of Year Fair Market Value:	911,298
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Investments - Other Schedule

Name: The Schleyer Foundation

EIN: 05-6132358

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Inv in Limited Liquidity Investments	AT COST	1,420,674	1,390,807

TY 2013 Other Assets Schedule

Name: The Schleyer Foundation

EIN: 05-6132358

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued Interest	0	0	2,078

TY 2013 Other Decreases Schedule

Name: The Schleyer Foundation

EIN: 05-6132358

Description	Amount
Difference between FMV of stock contributed and donor's basis	1,849,473
Prior year book-tax differences	471,438

TY 2013 Other Expenses Schedule

Name: The Schleyer Foundation

EIN: 05-6132358

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other expenses from K-1's	3,044	3,044		0

TY 2013 Other Income Schedule

Name: The Schleyer Foundation

EIN: 05-6132358

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	161	161	161

TY 2013 Other Professional Fees Schedule

Name: The Schleyer Foundation

EIN: 05-6132358

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Inv mgmt expense	49,851	49,851		0

TY 2013 Taxes Schedule

Name: The Schleyer Foundation

EIN: 05-6132358

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign taxes withheld	22,736	22,736		0
Federal excise taxes	4,087	0		0
NH annual fees	75	0		75

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	14,488.79	Net Covered Long-Term Gains (Losses)	43,197.54	Net Ordinary Gains (Losses)	0.00
Net NonCovered Short-Term Gains (Losses)	0.00	Net NonCovered Long-Term Gains (Losses)	24,456 66		
Net 1099B Non Reportable Short-Term Gains (Losses)	0.00	Net 1099B Non Reportable Long-Term Gains (Losses)	0.00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0.00	Net Miscellaneous Ordinary Gains (Losses)	0.00
Net Regulated Futures Contract Short-Term Gains (Losses)	0.00	Net Regulated Futures Contract Long-Term Gains (Losses)	0.00		
Total Short-Term Gains (Losses)	**14,488.79**	**Total Long-Term Gains (Losses)**	**67,654.20**	**Total Ordinary Gains (Losses)**	**0.00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
ABERCROMBIE & FITCH CO. CLASS A COMMON STOCK (002896207)	06/01/2012	01/09/2013	60.00	2,844.92	0.00	1,932.78	912.14
AVERY DENNISON CORPORATION CMN (053611109)	02/01/2012	01/10/2013	125.00	4,503 20	0.00	3,562.14	941.06
ABERCROMBIE & FITCH CO. CLASS A COMMON STOCK (002896207)	06/01/2012	02/11/2013	70.00	3,507.49	0.00	2,254.91	1,252.58
AVERY DENNISON CORPORATION CMN (053611109)	03/05/2012	02/11/2013	65.00	2,548 84	0.00	1,911.80	637.04
ABERCROMBIE & FITCH CO. CLASS A COMMON STOCK (002896207)	08/02/2012	02/22/2013	85.00	3,887.35	0.00	2,472.90	1,414.45
ABERCROMBIE & FITCH CO. CLASS A COMMON STOCK (002896207)	09/19/2012	03/05/2013	25.00	1,171.21	0.00	972.14	199.07
ABERCROMBIE & FITCH CO. CLASS A COMMON STOCK (002896207)	08/02/2012	03/05/2013	95.00	4,450 60	0.00	2,763.82	1,686.78
AVERY DENNISON CORPORATION CMN (053611109)	03/19/2012	03/13/2013	85.00	3,657.51	0.00	2,549.56	1,107.95
WELLPOINT, INC. CMN (94973V107)	07/27/2012	06/24/2013	40.00	3,195.53	0.00	2,206.65	988.88
TRUE RELIGION APPAREL, INC. CMN (89784N104)	12/18/2012	07/31/2013	25.00	800.00	0.00	634.51	165.49
TRUE RELIGION APPAREL, INC. CMN (89784N104)	12/27/2012	07/31/2013	25.00	800.00	0.00	623.65	176.35
TRUE RELIGION APPAREL, INC. CMN (89784N104)	02/08/2013	07/31/2013	30.00	960.00	0.00	851.81	108.19
TRUE RELIGION APPAREL, INC. CMN (89784N104)	02/07/2013	07/31/2013	55.00	1,760.00	0.00	1,569.98	190.02
TRUE RELIGION APPAREL, INC. CMN (89784N104)	12/28/2012	07/31/2013	60.00	1,920.00	0.00	1,493.04	426.96
TRUE RELIGION APPAREL, INC. CMN (89784N104)	12/17/2012	07/31/2013	90.00	2,880.00	0.00	2,245 01	634 99
TRUE RELIGION APPAREL, INC. CMN (89784N104)	01/10/2013	07/31/2013	95.00	3,040.00	0.00	2,353 05	686.95

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently. You should consult with your own tax advisor to determine your correct basis.

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment.

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
SEALED AIR CORPORATION CMN (81211K100)	09/19/2012	09/13/2013	20.00	599.09	0.00	322.41	276.68
OM GROUP INC CMN (670872100)	01/22/2013	10/10/2013	26.00	858.69	0.00	671.59	187.10
OM GROUP INC CMN (670872100)	01/30/2013	10/11/2013	20.00	654 62	0 00	566.12	88.50
OM GROUP INC CMN (670872100)	01/22/2013	10/11/2013	89.00	2,913.07	0.00	2,298.89	614.18
OM GROUP INC CMN (670872100)	03/27/2013	11/07/2013	30.00	987.51	0.00	706 29	281.22
OM GROUP INC CMN (670872100)	01/30/2013	11/07/2013	80.00	2,633.37	0.00	2,264.47	368.90
OM GROUP INC CMN (670872100)	03/28/2013	11/08/2013	3.00	98.85	0.00	70.35	28.50
OM GROUP INC CMN (670872100)	03/27/2013	11/08/2013	29 00	955.59	0.00	682.75	272.84
OM GROUP INC CMN (670872100)	03/28/2013	11/11/2013	43.00	1,410.53	0.00	1,008.37	402.16
OM GROUP INC CMN (670872100)	04/01/2013	11/12/2013	8.00	258.22	0.00	189.13	69.09
OM GROUP INC CMN (670872100)	03/28/2013	11/12/2013	42.00	1,355.64	0.00	984.92	370.72
Net Covered Short-Term Gains (Losses)				**54,651.83**	**0.00**	**40,163.04**	**14,488.79**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
TEREX CORP (NEW) CMN (880779103)	06/15/2011	01/02/2013	35.00	1,030.23	0.00	901.27	128.96
TEREX CORP (NEW) CMN (880779103)	06/15/2011	01/10/2013	95.00	2,784.78	0.00	2,446.31	338.47
TEREX CORP (NEW) CMN (880779103)	06/15/2011	02/08/2013	5.00	166.88	0.00	128.75	38.13
TEREX CORP (NEW) CMN (880779103)	08/10/2011	02/08/2013	130.00	4,338.94	0.00	2,087.89	2,251.05
AVERY DENNISON CORPORATION CMN (053611109)	02/01/2012	02/11/2013	5.00	196.07	0.00	142.49	53.58
AVERY DENNISON CORPORATION CMN (053611109)	02/02/2012	02/11/2013	35.00	1,372.45	0.00	1,011 56	360.89
TEREX CORP (NEW) CMN (880779103)	08/10/2011	02/20/2013	35 00	1,179.13	0.00	562.13	617.00
AVERY DENNISON CORPORATION CMN (053611109)	03/05/2012	03/08/2013	60 00	2,529 38	0.00	1,764.74	764.64

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment.

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
AVERY DENNISON CORPORATION CMN (053611109)	03/05/2012	03/13/2013	55.00	2,366.63	0.00	1,617.68	748.95
AECOM TECHNOLOGY CORPORATION CMN (00766T100)	08/18/2011	04/03/2013	60.00	1,812.03	0.00	1,134.50	677.53
AECOM TECHNOLOGY CORPORATION CMN (00766T100)	08/19/2011	04/10/2013	35.00	1,061.13	0.00	668.47	392.66
AECOM TECHNOLOGY CORPORATION CMN (00766T100)	08/18/2011	04/10/2013	40.00	1,212.71	0.00	756.33	456.38
AECOM TECHNOLOGY CORPORATION CMN (00766T100)	09/12/2011	04/17/2013	5.00	142.69	0.00	102.04	40.65
AECOM TECHNOLOGY CORPORATION CMN (00766T100)	08/19/2011	04/17/2013	90.00	2,568.41	0.00	1,718.91	849.50
AECOM TECHNOLOGY CORPORATION CMN (00766T100)	09/12/2011	05/09/2013	80 00	2,415.68	0.00	1,632.70	782.98
COMMUNITY HEALTH SYS INC CMN (203668108)	05/04/2011	05/09/2013	5.00	229.24	0.00	146.84	82.40
COMMUNITY HEALTH SYS INC CMN (203668108)	05/05/2011	05/09/2013	75.00	3,438.51	0.00	2,242.05	1,196.46
SEALED AIR CORPORATION CMN (81211K100)	03/05/2012	05/20/2013	175.00	4,184.83	0.00	3,415.86	768.97
SEALED AIR CORPORATION CMN (81211K100)	03/05/2012	06/24/2013	70.00	1,602.09	0.00	1,366.34	235.75
SEALED AIR CORPORATION CMN (81211K100)	03/16/2012	06/24/2013	90.00	2,059.84	0.00	1,833.35	226.49
AECOM TECHNOLOGY CORPORATION CMN (00766T100)	11/15/2011	08/06/2013	10.00	299.72	0.00	211.48	88.24
AECOM TECHNOLOGY CORPORATION CMN (00766T100)	09/12/2011	08/06/2013	80.00	2,397.82	0.00	1,632 70	765.12
SEALED AIR CORPORATION CMN (81211K100)	03/16/2012	08/06/2013	65.00	1,943.07	0.00	1,324.08	618.99
SEALED AIR CORPORATION CMN (81211K100)	04/04/2012	08/06/2013	110.00	3,288.28	0 00	2,202.59	1,085.69
BARNES GROUP INC CMN (067806109)	02/22/2011	08/07/2013	55.00	1,801.33	0.00	1,133.71	667.62
HOSPIRA, INC. CMN (441060100)	12/12/2011	08/07/2013	75.00	3,067.65	0.00	2,085.40	982.25
KINDRED HEALTHCARE INC. CMN (494580103)	08/19/2011	08/12/2013	15.00	234 95	0.00	196.60	38.35
KINDRED HEALTHCARE INC. CMN (494580103)	08/18/2011	08/12/2013	90 00	1,409.69	0.00	1,170.72	238.97
KINDRED HEALTHCARE INC. CMN (494580103)	08/10/2011	08/12/2013	335.00	5,247.18	0.00	4,197.01	1,050.17
SEALED AIR CORPORATION CMN (81211K100)	04/04/2012	08/16/2013	5 00	146.28	0.00	100.12	46.16
SEALED AIR CORPORATION CMN (81211K100)	08/03/2012	08/16/2013	110.00	3,218.20	0.00	1,494.10	1,724.10
SEALED AIR CORPORATION CMN (81211K100)	08/03/2012	08/27/2013	85 00	2,385.50	0.00	1,154.53	1,230.97
HOSPIRA, INC. CMN (441060100)	12/13/2011	09/04/2013	65 00	2,497.74	0.00	1,831.25	666.49

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment.

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
KINDRED HEALTHCARE INC. CMN (494580103)	03/07/2012	09/12/2013	10.00	132.05	0.00	93.06	38.99
KINDRED HEALTHCARE INC. CMN (494580103)	08/19/2011	09/12/2013	160.00	2,112.76	0.00	2,097.06	15.70
SEALED AIR CORPORATION CMN (81211K100)	08/03/2012	09/13/2013	225.00	6,739 80	0.00	3,056.11	3,683.69
KINDRED HEALTHCARE INC. CMN (494580103)	03/07/2012	09/25/2013	105.00	1,401.02	0.00	977.10	423 92
KINDRED HEALTHCARE INC. CMN (494580103)	03/08/2012	09/25/2013	165.00	2,201.60	0.00	1,572.12	629.48
BARNES GROUP INC CMN (067806109)	02/22/2011	10/09/2013	95.00	3,301.38	0.00	1,958.23	1,343.15
AECOM TECHNOLOGY CORPORATION CMN (00766T100)	11/16/2011	10/25/2013	25.00	802.08	0.00	533.81	268.27
AECOM TECHNOLOGY CORPORATION CMN (00766T100)	11/15/2011	10/25/2013	100.00	3,208.32	0.00	2,114.84	1,093.48
AECOM TECHNOLOGY CORPORATION CMN (00766T100)	11/16/2011	10/28/2013	85.00	2,718.19	0.00	1,814.94	903 25
BARNES GROUP INC CMN (067806109)	02/22/2011	10/28/2013	15.00	535.41	0.00	309 19	226.22
BARNES GROUP INC CMN (067806109)	04/21/2011	10/28/2013	25 00	892.36	0.00	555.09	337.27
BARNES GROUP INC CMN (067806109)	02/23/2011	10/28/2013	65.00	2,320.14	0.00	1,331.69	988.45
ASPEN INSURANCE HOLDINGS LTD CMN (G05384105)	08/18/2011	11/08/2013	69.00	2,707.54	0.00	1,719.81	987.73
ASPEN INSURANCE HOLDINGS LTD CMN (G05384105)	08/08/2011	11/08/2013	175.00	6,866.96	0.00	4,326.19	2,540.77
WELLPOINT, INC. CMN (94973V107)	08/06/2012	11/08/2013	10.00	869.60	0.00	547.55	322.05
WELLPOINT, INC. CMN (94973V107)	07/27/2012	11/08/2013	50.00	4,347.97	0.00	2,758.31	1,589.66
ASPEN INSURANCE HOLDINGS LTD CMN (G05384105)	08/18/2011	11/11/2013	76.00	3,019.98	0.00	1,894.29	1,125.69
HEALTH MANAGEMENT ASSOC. CL A CMN CLASS A (421933102)	11/07/2012	11/13/2013	565.00	7,447.76	0.00	4,697.24	2,750.52
HEALTH MANAGEMENT ASSOC. CL A CMN CLASS A (421933102)	11/08/2012	11/13/2013	565.00	7,447.76	0.00	4,602.15	2,845.61
BARNES GROUP INC CMN (067806109)	04/21/2011	11/19/2013	35.00	1,261.08	0.00	777.13	483.95
BARNES GROUP INC CMN (067806109)	04/25/2011	11/20/2013	30.00	1,062.21	0.00	677.08	385.13
Net Covered Long-Term Gains (Losses)				**126,025.03**	**0.00**	**82,827.49**	**43,197.54**
NonCovered Long-Term Gains (Losses)							
TEREX CORP (NEW) CMN (880779103)	06/04/2010	01/02/2013	135.00	3,973.74	0.00	2,874 92	1,098.82

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment.

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
INTERNATIONAL PAPER CO. CMN (460146103)	11/30/2010	01/09/2013	40.00	1,611.09	0.00	998.61	612.48
VALERO ENERGY CORPORATION CMN (91913Y100)	04/12/2010	01/09/2013	95.00	3,254.74	0.00	1,866.10	1,388.64
VALERO ENERGY CORPORATION CMN (91913Y100)	05/04/2010	03/07/2013	65.00	3,051.17	0.00	1,333.17	1,718.00
VALERO ENERGY CORPORATION CMN (91913Y100)	04/12/2010	03/07/2013	95.00	4,459.41	0.00	1,866.10	2,593.31
VALERO ENERGY CORPORATION CMN (91913Y100)	05/04/2010	04/01/2013	20.00	898.34	0.00	410.21	488.13
VALERO ENERGY CORPORATION CMN (91913Y100)	05/05/2010	04/01/2013	30.00	1,347.50	0.00	605.15	742.35
VALERO ENERGY CORPORATION CMN (91913Y100)	05/05/2010	04/17/2013	30.00	1,153.89	0.00	605.15	548.74
CST BRANDS, INC. CMN (12646R105)	06/16/2010	05/02/2013	0.44	14.11	0.00	0.00	14.11
CST BRANDS, INC. CMN (12646R105)	05/05/2010	05/08/2013	3.00	93.00	0.00	41.60	51.40
CST BRANDS, INC. CMN (12646R105)	06/16/2010	05/08/2013	21.00	651.03	0.00	292.01	359.02
VALERO ENERGY CORPORATION CMN (91913Y100)	06/16/2010	05/08/2013	25.00	953.22	0.00	416.35	536.87
VALERO ENERGY CORPORATION CMN (91913Y100)	05/05/2010	05/08/2013	25.00	953.23	0.00	462.69	490.54
VALERO ENERGY CORPORATION CMN (91913Y100)	06/16/2010	06/24/2013	170.00	5,725.40	0.00	2,831.19	2,894.21
WELLS FARGO & CO (NEW) CMN (949746101)	10/14/2008	06/24/2013	80.00	3,196.73	0.00	2,649.28	547.45
TEXAS INSTRUMENTS INC CMN (882508104)	02/05/2009	07/23/2013	35.00	1,359.63	0.00	592.86	766.77
TEXAS INSTRUMENTS INC. CMN (882508104)	10/10/2008	07/23/2013	140.00	5,438.50	0.00	2,613.00	2,825.50
WELLS FARGO & CO (NEW) CMN (949746101)	10/14/2008	08/06/2013	50.00	2,203.15	0.00	1,655.80	547.35
TEXAS INSTRUMENTS INC. CMN (882508104)	02/05/2009	09/12/2013	25.00	995.62	0.00	423.47	572.15
TEXAS INSTRUMENTS INC. CMN (882508104)	04/21/2009	09/12/2013	40.00	1,593.00	0.00	697.36	895.64
MACY'S INC. CMN (55616P104)	08/21/2009	10/07/2013	10.00	431.23	0.00	153.94	277.29
MACY'S INC. CMN (55616P104)	08/20/2009	10/07/2013	55.00	2,371.73	0.00	807.78	1,563.95
TEXAS INSTRUMENTS INC. CMN (882508104)	04/21/2009	10/08/2013	60.00	2,377.70	0.00	1,046.03	1,331.67
ARCHER DANIELS MIDLAND CO CMN (039483102)	11/30/2010	10/29/2013	5.00	201.88	0.00	144.71	57.17
ARCHER DANIELS MIDLAND CO CMN (039483102)	12/22/2010	10/29/2013	70.00	2,826.22	0.00	2,129.98	696.24

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently. You should consult with your own tax advisor to determine your correct basis.

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment.

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Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable. The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein. All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds[5]	Total accretion (Amortization)	Cost Basis[4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
ARCHER DANIELS MIDLAND CO CMN (039483102)	12/23/2010	11/26/2013	75.00	3,122.80	0.00	2,283.94	838.86
Net NonCovered Long-Term Gains (Losses)				**54,258.06**	**0.00**	**29,801.40**	**24,456.66**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently. You should consult with your own tax advisor to determine your correct basis.

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment.