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Return of Private Foundation

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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
CLIFFORD FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O THE AYCO COMPANY, L.P. - NTG
P.O. BOX 15014

City or town state or province, country, and ZIP or foreign postal code
ALBANY, NY 12212-5014

A Employer identification number
20-3982235

B Telephone number (see instructions)
(518) 640-5000

C If exemption application is pending, check here

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

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

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

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) **\$ 1,410,610.**

J Accounting method Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	10,000.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	37.	37.		ATCH 1
	4 Dividends and interest from securities	36,922.	36,922.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	58,606.			
	b Gross sales price for all assets on line 6a	197,053.			
	7 Capital gain net income (from Part IV, line 2)		58,606.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	105,565.	95,565.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	638.	638.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	2,182.	2,147.		
	24 Total operating and administrative expenses. Add lines 13 through 23	2,820.	2,785.		
	25 Contributions, gifts, grants paid	60,500.			60,500.
26 Total expenses and disbursements. Add lines 24 and 25	63,320.	2,785.		60,500.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	42,245.				
b Net investment income (if negative, enter -0-)		92,780.			
c Adjusted net income (if negative, enter -0-)					

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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		27,306.	49,688.	49,688.
	3	Accounts receivable	10,000.			
		Less allowance for doubtful accounts		5,000.	10,000.	10,000.
	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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 5		1,138,234.	1,153,097.	1,350,922.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,170,540.	1,212,785.	1,410,610.	
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 <input type="checkbox"/> 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, <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,170,540.	1,212,785.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		1,170,540.	1,212,785.		
31	Total liabilities and net assets/fund balances (see instructions)		1,170,540.	1,212,785.		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,170,540.
2	Enter amount from Part I, line 27a	2	42,245.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,212,785.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,212,785.

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 PART IV SCHEDULE				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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		
a				
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	58,606.
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	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	59,479.	1,224,370.	0.048579
2011	57,754.	1,225,675.	0.047120
2010	50,694.	1,174,819.	0.043150
2009	57,786.	1,041,704.	0.055473
2008	54,672.	1,166,877.	0.046853
2 Total of line 1, column (d)			2 0.241175
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 0.048235
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,335,395.
5 Multiply line 4 by line 3			5 64,413.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 928.
7 Add lines 5 and 6			7 65,341.
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 60,500.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is 1,123.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, political expenditures, and reporting requirements. Includes 'Yes' and 'No' columns.

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).
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).
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of THE AYCO COMPANY, L.P. - NTG Telephone no 518-640-5000
Located at 25 BRITISH AMERICAN BLVD., LATHAM, NY ZIP+4 12110
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.
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?

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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.
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?
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?
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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)? 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATCH 6, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: N/A, NONE, 0, 0, 0.

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

Part VII 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	NONE	0

-----		0

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	NONE
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 N/A	NONE
2 -----	
All other program-related investments See instructions 3 N/A	NONE
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,318,583.
b	Average of monthly cash balances	1b	36,315.
c	Fair market value of all other assets (see instructions)	1c	833.
d	Total (add lines 1a, b, and c)	1d	1,355,731.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,355,731.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,336.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,335,395.
6	Minimum investment return. Enter 5% of line 5	6	66,770.

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	66,770.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,856.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,856.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	64,914.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	64,914.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	64,914.

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	60,500.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	60,500.
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	60,500.

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				64,914.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			60,079.	
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				0.
b From 2009				0.
c From 2010				0.
d From 2011				0.
e From 2012				0.
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 60,500.				
a Applied to 2012, but not more than line 2a			60,079.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				421.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				64,493.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				0.
b Excess from 2010				0.
c Excess from 2011				0.
d Excess from 2012				0.
e Excess from 2013				0.

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, and alternative tests (Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

CHARLES J. & MARTHA B. CLIFFORD

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

N/A

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>ATCH 7</p>				
Total ▶ 3a				60,500.
<p>b <i>Approved for future payment</i></p>				
Total ▶ 3b				

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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. Sign Here Signature of officer or trustee Date Title

Preparer information section including Print/Type preparer's name (CHRISTINE W. DIIONNA), Preparer's signature, Date (5/10/14), Firm's name (THE AYCO COMPANY, LP), Firm's address (PO BOX 15014 ALBANY, NY), Firm's EIN (33-1187432), and Phone no (518-640-5000).

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

OMB No 1545-0047

2013

Name of the organization

CLIFFORD FOUNDATION, INC.

Employer identification number

20-3982235

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization **CLIFFORD FOUNDATION, INC.**

Employer identification number
20-3982235

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	MARGARET B. BEALE ----- P.O. BOX 15014 ----- ALBANY, NY 12212-5014 -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust CLIFFORD FOUNDATION, INC.	Employer identification number 20-3982235
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Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked	17,837.	17,503.		334.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7 334.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	133,939.	112,931.		21,008.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13 37,264.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 58,272.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
17	Net short-term gain or (loss)	17		334.
18	Net long-term gain or (loss):			
a	Total for year	18a		58,272.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a	19		58,606.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 19, column (3) or b \$3,000	20	()
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Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15%	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20%	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45		

Sales and Other Dispositions of Capital Assets

Department of the Treasury
Internal Revenue Service

Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

2013

Attachment
Sequence No **12A**

File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

CLIFFORD FOUNDATION, INC.

Social security number or taxpayer identification number

20-3982235

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	GOLDMAN SACHS #770	VAR	VAR	17,837.	17,503.			334.
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).			17,837.	17,503.			334.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	0 00	Net Covered Long-Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	5,740 96		
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)	0 00	Total Long-Term Gains (Losses)	5,740 96	Total Ordinary Gains (Losses)	0 00

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	03/26/2008	12/26/2013	3,501 40	25,000 00	0 00	25,006 74	(6 74)
GS STRATEGIC GROWTH FUND INSTITUTIONAL SHARES (38142Y880)	11/16/2010	12/26/2013	1,936 48	25,000 00	0 00	19,252 30	5,747 70
Net NonCovered Long-Term Gains (Losses)				50,000 00	0 00	44,259 04	5,740 96

* 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 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.

Tax Year Account No
2013 #770

THE CLIFFORD FOUNDATION INC.

EIN: 20-3982235

REALIZED GAINS AND LOSSES

Supplemental Information Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	463 89	Net Covered Long Term Gains (Losses)	2,426 23	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	12,841 34		
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)	463 89	Total Long-Term Gains (Losses)	15,267 57	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 (Amortization)	Cost Basis ⁴	Total Gain (Loss)
Covered Short-Term Gains (Losses)						
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	07/25/2012	01/15/2013	130 00	374 70	459 59	(84 89)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	05/24/2012	04/29/2013	4 00	182 05	210 72	(28 67)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	05/24/2012	04/30/2013	5 00	229 85	263 40	(33 55)
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (874039100)	07/26/2012	06/06/2013	17 00	315 85	226 41	89 44
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (874039100)	07/26/2012	06/07/2013	5 00	93 45	66 59	26 86
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (874039100)	07/27/2012	06/07/2013	33 00	616 76	450 49	166 27
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (874039100)	08/31/2012	06/12/2013	12 00	219 73	175 83	43 90
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (874039100)	07/27/2012	06/12/2013	13 00	238 04	177 46	60 58
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (874039100)	08/31/2012	06/13/2013	15 00	272 47	219 79	52 68
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (874039100)	09/19/2012	06/13/2013	32 00	581 27	482 37	98 90

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 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

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)							
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/14/2012	06/28/2013	45.00	375.44	0.00	439.46	(64.02)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/14/2012	07/01/2013	9.00	76.22	0.00	87.89	(11.67)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/19/2012	07/01/2013	20.00	169.38	0.00	205.36	(35.98)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/18/2012	07/01/2013	21.00	177.85	0.00	208.11	(30.26)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/17/2012	07/01/2013	36.00	304.89	0.00	351.39	(46.50)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/21/2012	07/02/2013	2.00	16.66	0.00	20.52	(3.86)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/19/2012	07/02/2013	13.00	108.26	0.00	133.49	(25.23)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/20/2012	07/02/2013	30.00	249.83	0.00	310.45	(60.62)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	04/05/2013	07/03/2013	2.00	16.37	0.00	16.71	(0.34)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/21/2012	07/03/2013	14.00	114.58	0.00	143.61	(29.03)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	04/05/2013	07/03/2013	50.00	409.94	0.00	417.64	(7.70)
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	07/26/2012	07/09/2013	2.00	207.93	0.00	163.86	44.07
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/07/2012	07/24/2013	30.00	521.48	0.00	457.65	63.83
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/10/2012	07/25/2013	2.00	34.22	0.00	30.47	3.75
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/07/2012	07/25/2013	14.00	239.53	0.00	213.57	25.96
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/10/2012	07/26/2013	5.00	84.74	0.00	76.17	8.57
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/10/2012	07/29/2013	10.00	170.62	0.00	152.34	18.28

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 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

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
BURBERRY GROUP PLC SPONSORED ADR CMN (12082W204)	10/22/2012	09/13/2013	9.00	458.60	0.00	341.22	117.38
ASML HOLDING N.V. ADR CMN (N07059210)	12/14/2012	10/22/2013	2.00	188.36	0.00	127.02	61.34
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	10/23/2013	19.00	148.91	0.00	184.79	(35.88)
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	10/24/2013	27.00	210.18	0.00	262.59	(52.41)
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	10/24/2013	31.00	240.64	0.00	301.49	(60.85)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/10/2012	10/30/2013	9.00	134.66	0.00	137.10	(2.44)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/10/2012	10/31/2013	1.00	14.77	0.00	15.23	(0.46)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/11/2012	10/31/2013	5.00	73.87	0.00	78.65	(4.78)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/11/2012	10/31/2013	8.00	118.19	0.00	125.18	(6.99)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/12/2012	10/31/2013	18.00	265.92	0.00	283.19	(17.27)
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	10/31/2013	14.00	105.82	0.00	136.16	(30.34)
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	10/31/2013	15.00	113.61	0.00	145.88	(32.27)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/12/2012	11/01/2013	5.00	73.00	0.00	78.67	(5.67)
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	11/01/2013	75.00	585.68	0.00	729.42	(163.74)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	01/24/2013	11/04/2013	2.00	29.14	0.00	29.94	(0.80)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/12/2012	11/04/2013	15.00	218.58	0.00	235.99	(17.41)
TULLOW OIL PLC ADR CMN (899415202)	05/21/2013	11/04/2013	2.00	15.05	0.00	16.22	(1.17)
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	11/04/2013	19.00	143.00	0.00	184.79	(41.79)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	01/24/2013	11/05/2013	1.00	14.51	0.00	14.97	(0.46)
TULLOW OIL PLC ADR CMN (899415202)	05/21/2013	11/05/2013	18.00	135.13	0.00	145.96	(10.83)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	03/07/2013	11/06/2013	3.00	43.39	0.00	43.87	(0.48)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	01/29/2013	11/06/2013	7.00	101.26	0.00	106.40	(5.14)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	01/29/2013	11/06/2013	8.00	115.73	0.00	121.59	(5.86)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	01/30/2013	11/06/2013	20.00	289.32	0.00	304.03	(14.71)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	01/24/2013	11/06/2013	32.00	462.90	0.00	479.10	(16.20)

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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 *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
TULLOW OIL PLC ADR CMN (899415202)	05/21/2013	11/06/2013	13.00	97.47	0.00	105.42	(7.95)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	03/07/2013	11/07/2013	17.00	247.61	0.00	248.62	(1.01)
TULLOW OIL PLC ADR CMN (899415202)	05/21/2013	11/07/2013	4.00	29.81	0.00	32.44	(2.63)
TULLOW OIL PLC ADR CMN (899415202)	05/21/2013	11/08/2013	10.00	71.82	0.00	81.09	(9.27)
TULLOW OIL PLC ADR CMN (899415202)	05/21/2013	11/12/2013	21.00	148.39	0.00	170.29	(21.90)
TATA MOTORS LIMITED SPONSORED ADR CMN (876568502)	04/02/2013	12/13/2013	4.00	121.52	0.00	97.86	23.66
TATA MOTORS LIMITED SPONSORED ADR CMN (876568502)	04/02/2013	12/13/2013	4.00	121.53	0.00	98.44	23.09
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184 (771195104)	06/25/2013	12/24/2013	7.00	481.25	0.00	409.06	72.19
AMADEUS IT HLDG S A ADR CMN (02263T104)	06/13/2013	12/26/2013	9.00	375.92	0.00	287.93	87.99
ANHEUSER-BUSCH INBEV S A SPONSORED ADR CMN (03524A108)	09/24/2013	12/26/2013	4.00	416.63	0.00	396.74	19.89
BANCO BILBAO VIZCAYA S A ADR SPONSORED ADR CMN USD0 3296 (05946K101)	09/05/2013	12/26/2013	33.00	401.28	0.00	326.64	74.64
CHINA MOBILE LIMITED SPONSORED ADR CMN (16941M109)	08/23/2013	12/26/2013	2.00	105.06	0.00	107.44	(2.38)
CHINA MOBILE LIMITED SPONSORED ADR CMN (16941M109)	08/22/2013	12/26/2013	6.00	315.17	0.00	321.15	(5.98)
EXPERIAN PLC SPONSORED ADR CMN (30215C101)	12/05/2013	12/26/2013	23.00	413.99	0.00	411.83	2.16
ING GROEP N V SPONS ADR SPONSORED ADR CMN (456837103)	07/01/2013	12/26/2013	9.00	123.65	0.00	83.83	39.82
ING GROEP N V SPONS ADR SPONSORED ADR CMN (456837103)	06/28/2013	12/26/2013	34.00	467.14	0.00	308.89	158.25
INTESA SANPAOLO SPONSORED ADR CMN (46115H107)	09/18/2013	12/26/2013	27.00	398.25	0.00	354.33	43.92
JULIUS BAER GROUP LTD ADR CMN (48137C108)	09/05/2013	12/26/2013	14.00	131.18	0.00	130.75	0.43
JULIUS BAER GROUP LTD ADR CMN (48137C108)	09/06/2013	12/26/2013	29.00	271.72	0.00	272.29	(0.57)
KUBOTA CORP ADR ADR CMN (501173207)	04/02/2013	12/26/2013	5.00	407.49	0.00	342.40	65.09
LULULEMON ATHLETICA INC CMN (550021109)	01/29/2013	12/26/2013	7.00	417.61	0.00	488.30	(70.69)
LULULEMON ATHLETICA INC CMN (550021109) Disallowed Loss							40.40
PACIFIC RUBIALES ENERGY CORP CMN (69480U206)	05/23/2013	12/26/2013	6.00	105.18	0.00	123.76	(18.58)

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REALIZED GAINS AND LOSSES (Continued)

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
PACIFIC RUBIALES ENERGY CORP CMN (69480U206) Disallowed Loss	05/22/2013	12/26/2013	16.00	280.47	0.00	325.86	(45.39)
PACIFIC RUBIALES ENERGY CORP CMN (69480U206) Disallowed Loss	05/10/2013	12/26/2013	77.00	399.62	0.00	439.94	(40.32)
SUMITOMO MITSUI TRUST HOLDINGS SPONSORED ADR CMN (86562X106)	10/16/2013	12/26/2013	24.00	412.19	0.00	437.62	(25.43)
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (874039100)	04/02/2013	12/26/2013	1.00	30.22	0.00	24.47	5.75
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (874039100) Disallowed Loss	04/03/2013	12/26/2013	12.00	362.63	0.00	284.86	77.77
TATA MOTORS LIMITED SPONSORED ADR CMN (876568502)							
TATA MOTORS LIMITED SPONSORED ADR CMN (876568502)							
Net Covered Short-Term Disallowed Losses						17,503.04	129.80
Net Covered Short-Term Gains (Losses)							463.89

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/01/2011	01/03/2013	47.00	172.76	0.00	176.13	(3.37)
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/08/2011	01/03/2013	119.00	437.42	0.00	444.06	(6.64)
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	05/10/2011	01/07/2013	28.00	163.00	0.00	241.76	(78.76)
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	05/10/2011	01/08/2013	31.00	181.42	0.00	267.66	(86.24)
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/19/2011	01/15/2013	79.00	227.70	0.00	270.61	(42.91)
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/08/2011	01/15/2013	79.00	227.71	0.00	294.80	(67.09)
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/16/2011	01/15/2013	85.00	245.00	0.00	307.66	(62.66)
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/09/2011	01/15/2013	155.00	446.76	0.00	583.30	(136.54)

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
KDDI CORP UNSPONSORED ADR CMN (486671106)	05/10/2011	01/23/2013	121.00	2,082.18	0.00	2,073.57	8.61
SWATCH GROUP SA (THE) ADR CMN (870123106)	10/11/2011	01/29/2013	18.00	487.00	0.00	340.38	146.62
LAS VEGAS SANDS CORP CMN (517834107)	12/20/2011	01/31/2013	10.00	548.52	0.00	420.95	127.57
VODAFONE GROUP PLC SPONSORED ADR CMN (92857W209)	01/25/2012	02/01/2013	31.00	846.45	0.00	851.69	(5.24)
VODAFONE GROUP PLC SPONSORED ADR CMN (92857W209)	11/23/2011	02/01/2013	35.00	955.68	0.00	915.32	40.36
SWATCH GROUP SA (THE) ADR CMN (870123106)	10/11/2011	03/07/2013	19.00	536.25	0.00	359.29	176.96
SBERBANK SPONSORED ADR CMN TRADEABLE ON LNSE & NASDAQ UK LINE SBNCYO L-US LINE SBRCY (80585Y308)	09/12/2011	03/27/2013	8.00	99.21	0.00	85.02	14.19
SBERBANK SPONSORED ADR CMN TRADEABLE ON LNSE & NASDAQ UK LINE SBNCYO L-US LINE SBRCY (80585Y308)	09/12/2011	03/27/2013	154.00	1,909.86	0.00	1,636.71	273.15
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	11/09/2011	04/25/2013	11.00	496.45	0.00	629.75	(133.30)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	12/21/2011	04/26/2013	2.00	90.21	0.00	102.74	(12.53)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	11/10/2011	04/26/2013	6.00	270.63	0.00	344.79	(74.16)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	11/17/2011	04/26/2013	9.00	405.94	0.00	489.44	(83.50)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	12/21/2011	04/29/2013	6.00	273.07	0.00	308.22	(35.15)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	04/24/2012	04/29/2013	6.00	273.07	0.00	357.20	(84.13)
MERCADOLIBRE INC CMN (58733R102)	09/16/2011	05/01/2013	3.00	294.96	0.00	204.55	90.41
MERCADOLIBRE INC CMN (58733R102)	09/16/2011	05/08/2013	1.00	117.87	0.00	68.18	49.69
MERCADOLIBRE INC CMN (58733R102)	09/20/2011	05/09/2013	1.00	120.79	0.00	69.75	51.04
MERCADOLIBRE INC CMN (58733R102)	09/16/2011	05/09/2013	2.00	241.58	0.00	136.36	105.22
MERCADOLIBRE INC CMN (58733R102)	09/20/2011	05/10/2013	2.00	240.21	0.00	139.50	100.71
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	02/03/2011	05/21/2013	0.40	5.54	0.00	0.00	5.54
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	01/11/2011	06/24/2013	2.00	200.09	0.00	236.70	(36.61)
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	02/03/2011	06/24/2013	2.00	200.10	0.00	255.05	(54.95)
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	03/10/2011	06/25/2013	2.00	200.08	0.00	255.15	(55.07)

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	02/03/2011	06/25/2013	2.00	200.08	0.00	255.05	(54.97)
ACCENTURE PLC CMN (G1151C101)	06/01/2012	06/28/2013	7.00	502.48	0.00	387.31	115.17
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	03/10/2011	07/05/2013	3.00	300.52	0.00	382.72	(82.20)
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	05/09/2011	07/05/2013	3.00	300.52	0.00	412.24	(111.72)
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	05/09/2011	07/08/2013	2.00	207.05	0.00	274.83	(67.78)
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	08/30/2011	07/08/2013	6.00	621.14	0.00	615.54	5.60
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	09/15/2011	07/09/2013	4.00	415.85	0.00	388.25	27.60
YANDEX N V CMN (N97284108)	06/02/2011	07/24/2013	2.00	60.98	0.00	65.99	(5.01)
YANDEX N V CMN (N97284108)	05/27/2011	07/24/2013	16.00	487.80	0.00	550.97	(63.17)
POTASH CORP OF SASKATCHEWAN INC (73755L107)	11/28/2011	07/31/2013	11.00	329.07	0.00	466.42	(137.35)
POTASH CORP OF SASKATCHEWAN INC (73755L107)	04/19/2011	07/31/2013	17.00	508.56	0.00	971.42	(462.86)
MERCADOLIBRE INC CMN (58733R102)	09/20/2011	08/02/2013	2.00	257.36	0.00	139.50	117.86
CNOOC LIMITED SPONSORED ADR CMN (126132109)	08/09/2011	08/26/2013	1.00	200.91	0.00	184.97	15.94
CNOOC LIMITED SPONSORED ADR CMN (126132109)	08/09/2011	08/27/2013	2.00	392.23	0.00	369.94	22.29
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	02/03/2011	09/17/2013	6.00	83.22	0.00	116.21	(32.99)
ACCENTURE PLC CMN (G1151C101)	06/01/2012	09/24/2013	7.00	526.24	0.00	387.31	138.93
MERCADOLIBRE INC CMN (58733R102)	09/22/2011	09/25/2013	3.00	388.87	0.00	180.06	208.81
ASML HOLDING N V ADR CMN (N07059210)	10/12/2012	10/15/2013	4.00	389.55	0.00	274.73	114.82
ASML HOLDING N V ADR CMN (N07059210)	10/12/2012	10/15/2013	8.00	773.81	0.00	549.47	224.34
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	03/16/2011	10/16/2013	13.00	517.27	0.00	618.11	(100.84)
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	10/05/2012	10/17/2013	31.00	507.86	0.00	537.70	(29.84)
ASML HOLDING N V ADR CMN (N07059210)	10/12/2012	10/22/2013	2.00	188.37	0.00	137.37	51.00
ASML HOLDING N V ADR CMN (N07059210)	10/19/2012	10/22/2013	6.00	565.10	0.00	416.46	148.64
BAIDU, INC SPONSORED ADR CMN (056752108)	04/25/2012	10/30/2013	3.00	496.51	0.00	400.09	96.42
SYNGENTA AG SPONSORED ADR CMN (87160A100)	03/23/2012	11/15/2013	5.00	395.67	0.00	336.00	59.67

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
SYNGENTA AG SPONSORED ADR CMN (87160A100)	03/23/2012	11/18/2013	6.00	473.02	0.00	403.21	69.81
YUM BRANDS, INC CMN (988498101)	03/07/2012	11/22/2013	7.00	549.14	0.00	463.90	85.24
HSBC HOLDINGS PLC SPONSORED ADR CMN (404280406)	02/29/2012	12/04/2013	13.00	704.58	0.00	580.11	124.47
AIA GROUP LIMITED SPONSORED ADR CMN SERIES (001317205)	09/07/2012	12/24/2013	22.00	436.25	0.00	315.98	120.27
COMPASS GROUP PLC SPONSORED ADR CMN (20449X203)	12/07/2012	12/24/2013	28.00	438.76	0.00	327.20	111.56
LAS VEGAS SANDS CORP CMN (517834107)	12/20/2011	12/24/2013	6.00	467.09	0.00	248.62	218.47
ACCENTURE PLC CMN (G1151C101)	06/01/2012	12/26/2013	2.00	163.84	0.00	110.66	53.18
ACCENTURE PLC CMN (G1151C101)	07/12/2012	12/26/2013	3.00	245.76	0.00	171.47	74.29
ADIDAS AG ADR CMN (00687A107)	05/03/2011	12/26/2013	9.00	562.85	0.00	335.85	227.00
ASML HOLDING N.V. ADR CMN (N07059210)	12/14/2012	12/26/2013	5.00	464.09	0.00	317.55	146.54
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	01/07/2011	12/26/2013	3.00	77.10	0.00	42.11	34.99
BAIDU, INC SPONSORED ADR CMN (056752108)	04/25/2012	12/26/2013	1.00	167.85	0.00	133.36	34.49
BAIDU, INC SPONSORED ADR CMN (056752108)	04/26/2012	12/26/2013	2.00	335.69	0.00	268.15	67.54
DEUTSCHE BANK AG CMN (D18190898)	10/26/2012	12/26/2013	9.00	429.84	0.00	392.45	37.39
HSBC HOLDINGS PLC SPONSORED ADR CMN (404280406)	02/29/2012	12/26/2013	7.00	381.98	0.00	312.37	69.61
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	05/04/2011	12/26/2013	6.00	80.57	0.00	121.75	(41.18)
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	02/03/2011	12/26/2013	25.00	335.75	0.00	484.19	(148.44)
MICHELIN COMPAGNIE GENERALE DE UNSPONSORED ADR CMN (594101106)	03/12/2012	12/26/2013	22.00	457.59	0.00	307.04	150.55
PEARSON PLC SPON ADR SPONSORED ADR CMN (705015105)	02/02/2012	12/26/2013	18.00	394.73	0.00	340.78	53.95
SWATCH GROUP SA (THE) ADR CMN (870123106)	10/18/2011	12/26/2013	2.00	65.74	0.00	38.43	27.31
SWATCH GROUP SA (THE) ADR CMN (870123106)	10/11/2011	12/26/2013	11.00	361.56	0.00	208.01	153.55
SYNGENTA AG SPONSORED ADR CMN (87160A100)	03/23/2012	12/26/2013	1.00	79.33	0.00	67.20	12.13
SYNGENTA AG SPONSORED ADR CMN (87160A100)	03/26/2012	12/26/2013	4.00	317.31	0.00	272.33	44.98
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (88032Q109)	01/10/2011	12/26/2013	5.00	305.00	0.00	115.02	189.98

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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 ⁴ (Amortization)	Total accretion (Amortization)	Cost Basis ⁵	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
YANDEX N V CMN (N97284108)	06/15/2011	12/26/2013	2.00	85.34	0.00	60.60	24.74
YANDEX N V CMN (N97284108)	06/02/2011	12/26/2013	11.00	469.36	0.00	362.93	106.43
YUM BRANDS, INC CMN (988498101)	03/07/2012	12/26/2013	6.00	445.43	0.00	397.63	47.80
Net Covered Long-Term Gains (Losses)				31,910.08	0.00	29,483.85	2,426.23

NonCovered Long-Term Gains (Losses)

ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (042068106)	05/02/2008	01/02/2013	16.00	621.01	0.00	102.50	518.51
BG GROUP PLC SPON ADR ADR CMN (055434203)	07/02/2009	01/02/2013	16.00	265.85	0.00	273.81	(7.96)
BG GROUP PLC SPON ADR ADR CMN (055434203)	07/13/2009	01/02/2013	27.00	448.63	0.00	434.47	14.16
BG GROUP PLC SPON ADR ADR CMN (055434203)	07/13/2009	01/03/2013	18.00	295.20	0.00	289.65	6.55
BG GROUP PLC SPON ADR ADR CMN (055434203)	08/04/2009	01/03/2013	40.00	658.22	0.00	697.34	(39.12)
BG GROUP PLC SPON ADR ADR CMN (055434203)	04/30/2010	01/03/2013	40.00	658.22	0.00	686.46	(28.24)
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	08/25/2009	01/03/2013	13.00	75.45	0.00	67.99	7.46
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	08/26/2009	01/03/2013	43.00	249.57	0.00	233.57	16.00
ASML HOLDING N V ADR CMN (N07059210)		01/04/2013	0.00	1.27	0.00	No Cost	1.27 ⁸
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	09/10/2009	01/04/2013	7.00	40.45	0.00	40.56	(0.11)
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	08/26/2009	01/04/2013	90.00	520.07	0.00	488.86	31.21
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	09/10/2009	01/07/2013	79.00	459.90	0.00	457.73	2.17
EMBRAER SA ADR CMN (Z9082A107)	05/22/2006	01/24/2013	3.00	93.62	0.00	100.74	(7.12)
EMBRAER SA ADR CMN (Z9082A107)	02/24/2006	01/24/2013	6.00	187.25	0.00	238.80	(51.55)
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	12/13/2006	02/06/2013	14.00	532.17	0.00	445.59	86.58
CARNIVAL CORPORATION CMN (143658300)	10/30/2006	02/13/2013	1.00	37.39	0.00	49.27	(11.88)
CARNIVAL CORPORATION CMN (143658300)	10/31/2006	02/13/2013	12.00	448.72	0.00	591.59	(142.87)
EMBRAER SA ADR CMN (Z9082A107)	05/22/2006	02/26/2013	4.00	131.03	0.00	134.32	(3.29)
EMBRAER SA ADR CMN (Z9082A107)	05/22/2006	02/27/2013	8.00	269.93	0.00	268.64	1.29

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⁸ Due to incomplete cost basis, gains may be incorrectly stated and should not be used for tax reporting purposes. Please consult with your tax advisor.



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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁴	Total accretion (Amortization)	Cost Basis ⁵	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	01/28/2008	03/27/2013	2.00	205.46	0.00	203.72	1.74
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	12/12/2007	03/27/2013	4.00	410.91	0.00	453.60	(42.69)
TURKIYE GARANTI BANKASI AS GDS CMN (900148701)	06/30/2010	04/02/2013	14.00	72.92	0.00	60.24	12.68
TURKIYE GARANTI BANKASI AS GDS CMN (900148701)	02/04/2010	04/02/2013	76.00	395.82	0.00	329.42	66.40
TURKIYE GARANTI BANKASI AS GDS CMN (900148701)	03/16/2010	04/02/2013	126.00	656.23	0.00	524.26	131.97
TURKIYE GARANTI BANKASI AS GDS CMN (900148701)	06/30/2010	04/03/2013	93.00	481.43	0.00	400.14	81.29
TURKIYE GARANTI BANKASI AS GDS CMN (900148701)	12/01/2010	04/03/2013	94.00	486.61	0.00	539.72	(53.11)
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	12/03/2007	04/04/2013	4.00	86.31	0.00	121.80	(35.49)
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	10/21/2008	04/04/2013	9.00	194.20	0.00	101.36	92.84
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	12/12/2007	04/04/2013	32.00	690.47	0.00	928.00	(237.53)
EMBRAER SA ADR CMN (29082A107)	05/22/2006	04/12/2013	6.00	213.46	0.00	201.48	11.98
EMBRAER SA ADR CMN (29082A107)	05/22/2006	04/15/2013	5.00	169.62	0.00	167.90	1.72
EMBRAER SA ADR CMN (29082A107)	05/22/2006	04/16/2013	3.00	101.38	0.00	100.74	0.64
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	01/28/2008	04/17/2013	4.00	446.69	0.00	407.43	39.26
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (042068106)	05/02/2008	05/01/2013	7.00	333.20	0.00	44.84	288.36
SCHLUMBERGER LTD CMN (806857108)	12/09/2008	05/20/2013	3.00	231.52	0.00	127.58	103.94
SCHLUMBERGER LTD CMN (806857108)	01/22/2008	05/20/2013	8.00	617.40	0.00	621.68	(4.28)
CNOOC LIMITED SPONSORED ADR CMN (126132109)	10/05/2009	05/21/2013	5.00	927.48	0.00	673.51	253.97
POTASH CORP OF SASKATCHEWAN INC (73755L107)	09/16/2008	06/12/2013	1.00	40.32	0.00	52.42	(12.10)
POTASH CORP OF SASKATCHEWAN INC (73755L107)	04/30/2009	06/12/2013	6.00	241.93	0.00	174.82	67.11
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	12/13/2006	06/12/2013	8.00	312.59	0.00	254.62	57.97
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	04/25/2007	06/12/2013	16.00	625.19	0.00	583.04	32.15
POTASH CORP OF SASKATCHEWAN INC (73755L107)	04/30/2009	06/13/2013	6.00	241.59	0.00	174.82	66.77
POTASH CORP OF SASKATCHEWAN INC (73755L107)	04/30/2009	06/24/2013	3.00	114.83	0.00	87.41	27.42
POTASH CORP OF SASKATCHEWAN INC (73755L107)	10/07/2009	06/24/2013	9.00	344.48	0.00	268.51	75.97

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
SAP AG (SPON ADR) (803054204)	10/16/2008	07/03/2013	7 00	497 00	0 00	243 20	253 80
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	05/27/2009	07/05/2013	23 00	284 72	0 00	309 06	(44 34)
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	06/24/2009	07/05/2013	25 00	287 74	0 00	305 61	(17 87)
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	06/24/2009	07/08/2013	6 00	71 47	0 00	73 35	(1 88)
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	05/20/2010	07/08/2013	12 00	142 93	0 00	192 79	(49 86)
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	07/30/2009	07/08/2013	30 00	357 34	0 00	452 90	(95 56)
SAP AG (SPON ADR) (803054204)	10/29/2009	07/09/2013	7 00	503 71	0 00	327 37	176 34
CNOOC LIMITED SPONSORED ADR CMN (126132109)	10/05/2009	07/15/2013	3 00	525 77	0 00	404 10	121 67
RECKITT BENCKISER GROUP PLC SPONSORED ADR CMN (756255204)	12/17/2008	07/17/2013	16 00	226 07	0 00	124 88	101 19
RECKITT BENCKISER GROUP PLC SPONSORED ADR CMN (756255204)	02/23/2009	07/17/2013	27 00	381 48	0 00	217 01	164 47
ASSA ABLÖY AB UNSPONSORED ADR (SWEDEN) (045387107)	11/23/2010	07/19/2013	13 00	289 32	0 00	172 34	116 98
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (880320109)	04/23/2010	07/19/2013	13 00	553 36	0 00	269 65	283 71
ASSA ABLÖY AB UNSPONSORED ADR (SWEDEN) (045387107)	11/23/2010	07/22/2013	12 00	267 12	0 00	159 08	108 04
MITSUBISHI UFJ FINL GROUP, INC SPONSORED ADR CMN (606822104)	06/12/2009	07/29/2013	1 00	6 14	0 00	6 71	(0 57)
MITSUBISHI UFJ FINL GROUP, INC SPONSORED ADR CMN (606822104)	05/13/2009	07/29/2013	88 00	540 52	0 00	579 15	(38 63)
POTASH CORP OF SASKATCHEWAN INC (73755L107)	10/07/2009	07/29/2013	9 00	336 23	0 00	268 51	67 72
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (880320109)	04/23/2010	07/29/2013	23 00	1,038 49	0 00	477 08	561 41
CNOOC LIMITED SPONSORED ADR CMN (126132109)	11/12/2009	07/30/2013	2 00	360 92	0 00	322 39	38 53
POTASH CORP OF SASKATCHEWAN INC (73755L107)	10/07/2009	07/31/2013	15 00	448 73	0 00	447 52	1 21
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (880320109)	04/23/2010	08/01/2013	1 00	46 06	0 00	20 74	25 32
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (880320109)	04/26/2010	08/01/2013	12 00	552 70	0 00	254 50	298 20
CNOOC LIMITED SPONSORED ADR CMN (126132109)	05/20/2010	08/22/2013	1 00	200 13	0 00	153 09	47 04
CNOOC LIMITED SPONSORED ADR CMN (126132109)	11/12/2009	08/22/2013	1 00	200 13	0 00	161 20	38 93
CNOOC LIMITED SPONSORED ADR CMN (126132109)	05/20/2010	08/23/2013	1 00	201 34	0 00	153 09	48 25
INDUSTRIAL & COMMERCIAL BANK O ADR CMN (455807107)	04/08/2009	09/06/2013	18 00	244 12	0 00	196 24	47 88

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
INDUSTRIAL & COMMERCIAL BANK O ADR CMN (455807107)	05/20/2009	09/06/2013	51.00	691.68	0.00	632.38	59.30
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/09/2013	3.00	50.22	0.00	44.92	5.30
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/10/2013	6.00	100.76	0.00	89.84	10.92
KINGFISHER PLC SPONSORED ADR CMN (495724403)	05/22/2006	09/13/2013	12.00	152.80	0.00	103.80	49.00
KINGFISHER PLC SPONSORED ADR CMN (495724403)	06/30/2006	09/13/2013	20.00	254.67	0.00	178.21	76.46
KINGFISHER PLC SPONSORED ADR CMN (495724403)	06/30/2006	09/16/2013	16.00	205.17	0.00	142.56	62.61
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/17/2013	11.00	184.21	0.00	164.70	19.51
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	05/20/2010	09/17/2013	11.00	152.57	0.00	176.73	(24.16)
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/18/2013	3.00	50.19	0.00	44.92	5.27
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/19/2013	11.00	186.71	0.00	164.70	22.01
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/23/2013	7.00	120.97	0.00	104.81	16.16
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/24/2013	3.00	50.88	0.00	44.92	5.96
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	11/23/2010	09/25/2013	4.00	93.18	0.00	53.03	40.15
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	12/21/2010	09/25/2013	5.00	116.47	0.00	72.04	44.43
CARNIVAL CORPORATION CMN (143658300)	05/31/2007	09/25/2013	1.00	32.73	0.00	50.47	(17.74)
CARNIVAL CORPORATION CMN (143658300)	10/31/2006	09/25/2013	1.00	32.73	0.00	49.30	(16.57)
CARNIVAL CORPORATION CMN (143658300)	05/30/2007	09/25/2013	15.00	490.92	0.00	755.15	(264.23)
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	12/21/2010	09/26/2013	20.00	461.91	0.00	288.15	173.76
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/26/2013	2.00	33.79	0.00	29.95	3.84
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	12/21/2010	09/27/2013	5.00	114.23	0.00	72.04	42.19
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	12/22/2010	09/27/2013	6.00	137.22	0.00	85.96	51.26
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	12/21/2010	09/27/2013	7.00	160.09	0.00	100.85	59.24
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/27/2013	6.00	101.71	0.00	89.84	11.87
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/30/2013	2.00	33.96	0.00	29.95	4.01
SCHLUMBERGER LTD CMN (806857108)	12/09/2008	10/08/2013	6.00	529.70	0.00	255.17	274.53

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REALIZED GAINS AND LOSSES (Continued)

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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)
Non-Covered Long-Term Gains (Losses)							
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (880320109)	04/26/2010	10/10/2013	10.00	527.57	0.00	212.08	315.49
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	04/25/2007	10/10/2013	2.00	80.38	0.00	74.13	6.25
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	12/12/2007	10/10/2013	24.00	964.52	0.00	1,083.60	(119.08)
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	10/11/2013	20.00	334.85	0.00	299.45	35.40
HENNES & MAURITZ AB ADR CMN (425883105)	06/10/2008	10/14/2013	49.00	407.91	0.00	271.31	136.60
DASSAULT SYSTEMES SPONSORED ADR CMN (237545108)	01/25/2008	10/15/2013	1.00	112.21	0.00	52.93	59.28
HENNES & MAURITZ AB ADR CMN (425883105)	06/10/2008	10/15/2013	105.00	878.23	0.00	581.38	296.85
SAP AG (SPON ADR) (803054204)	11/18/2009	10/15/2013	2.00	145.17	0.00	97.89	47.28
SAP AG (SPON ADR) (803054204)	10/29/2009	10/15/2013	6.00	435.51	0.00	280.60	154.91
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	12/12/2007	10/15/2013	13.00	516.97	0.00	586.95	(69.98)
DASSAULT SYSTEMES SPONSORED ADR CMN (237545108)	01/25/2008	10/16/2013	5.00	558.28	0.00	264.66	293.62
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	10/16/2013	19.00	309.46	0.00	284.48	24.98
SAP AG (SPON ADR) (803054204)	11/18/2009	10/16/2013	3.00	217.77	0.00	146.84	70.93
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	12/12/2007	10/16/2013	1.00	39.79	0.00	45.15	(5.36)
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	10/17/2013	10.00	163.83	0.00	149.73	14.10
SAP AG (SPON ADR) (803054204)	11/18/2009	10/17/2013	5.00	363.42	0.00	244.73	118.69
EMBRAER SA ADR CMN (29082A107)	02/20/2007	10/30/2013	3.00	91.60	0.00	138.96	(47.36)
EMBRAER SA ADR CMN (29082A107)	02/21/2007	10/30/2013	12.00	366.39	0.00	553.33	(186.94)
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (880320109)	04/26/2010	10/30/2013	4.00	218.99	0.00	84.83	134.16
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (880320109)	06/17/2010	10/30/2013	6.00	328.49	0.00	96.09	232.40
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	12/12/2007	10/31/2013	2.00	155.42	0.00	112.58	42.84
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	07/18/2007	10/31/2013	8.00	621.66	0.00	428.07	193.59
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSITG SERV SHS (93114W107)	02/20/2009	11/06/2013	7.00	171.82	0.00	69.66	102.16

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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)							
WAL MART DE MEXICO SAB DE CV SPONSORED ADR REPTG SER V	01/23/2009	11/06/2013	13.00	319.08	0.00	140.53	178.55
SHS (93114W107)							
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPTG SER V	01/28/2009	11/06/2013	28.00	687.25	0.00	315.33	371.92
SHS (93114W107)							
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPTG SER V	02/20/2009	11/07/2013	27.00	648.38	0.00	268.68	379.70
SHS (93114W107)							
CANADIAN NATIONAL RAILWAY CO CMN (136375102)	09/27/2007	12/04/2013	1.00	55.70	0.00	28.60	27.10
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	05/11/2009	12/05/2013	1.00	19.83	0.00	14.13	5.70
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	10/21/2008	12/05/2013	43.00	852.63	0.00	484.26	368.37
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (880320109)	06/17/2010	12/12/2013	6.00	361.43	0.00	96.09	265.34
HENNES & MAURITZ AB ADR CMN (425883105)	06/10/2008	12/16/2013	45.00	387.21	0.00	249.16	138.05
CARNIVAL CORPORATION CMN (143658300)	05/31/2007	12/19/2013	4.00	151.47	0.00	201.88	(50.41)
CARNIVAL CORPORATION CMN (143658300)	12/12/2007	12/19/2013	10.00	378.68	0.00	449.70	(71.02)
CANADIAN NATIONAL RAILWAY CO CMN (136375102)	09/27/2007	12/24/2013	8.00	455.11	0.00	228.81	226.30
FANUC CORP UNSPONSORED ADR CMN (307305102)	12/17/2008	12/24/2013	16.00	489.59	0.00	182.24	307.35
KINGFISHER PLC SPONSORED ADR CMN (495724403)	06/30/2006	12/24/2013	36.00	457.55	0.00	320.77	136.78
LVMH MOET HENNESSY LOUIS VUITTON S A ADR CMN (502441306)	11/20/2008	12/24/2013	13.00	462.14	0.00	128.18	333.96
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	12/12/2007	12/24/2013	6.00	472.49	0.00	337.74	134.75
NOVO-NORDISK A/S ADR ADR CMN (670100205)	02/28/2007	12/24/2013	3.00	540.08	0.00	127.23	412.85
PUBLICIS GROUPE S A SPONSORED ADR CMN (74463M106)	05/25/2010	12/24/2013	20.00	443.99	0.00	194.09	249.90
RECKITT BENCKISER GROUP PLC SPONSORED ADR CMN (756255204)	09/10/2009	12/24/2013	14.00	222.18	0.00	136.65	85.53
RECKITT BENCKISER GROUP PLC SPONSORED ADR CMN (756255204)	02/23/2009	12/24/2013	16.00	253.92	0.00	128.60	125.32
SCHLUMBERGER LTD CMN (808857108)	12/15/2008	12/24/2013	5.00	441.34	0.00	211.15	230.19
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (042068106)	05/02/2008	12/26/2013	8.00	435.51	0.00	51.25	384.26
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	12/22/2010	12/26/2013	14.00	359.79	0.00	200.57	159.22

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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 *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
CARNIVAL CORPORATION CMN (143658300)	04/07/2008	12/26/2013	3.00	118.38	0.00	126.46	(8.08)
CARNIVAL CORPORATION CMN (143658300)	12/12/2007	12/26/2013	7.00	276.21	0.00	314.79	(38.58)
DASSAULT SYSTEMES SPONSORED ADR CMN (237545108)	01/29/2008	12/26/2013	2.00	245.42	0.00	109.12	136.30
DASSAULT SYSTEMES SPONSORED ADR CMN (237545108)	01/25/2008	12/26/2013	2.00	245.42	0.00	105.87	139.55
EMBRAER SA ADR CMN (29082A107)	02/22/2007	12/26/2013	12.00	384.59	0.00	553.43	(168.84)
FRESENIUS MEDICAL CARE AG & CO KGAA SPONSORED ADR CMN (358029106)	04/22/2009	12/26/2013	2.00	70.26	0.00	37.65	32.61
FRESENIUS MEDICAL CARE AG & CO KGAA SPONSORED ADR CMN (358029106)	03/13/2009	12/26/2013	12.00	421.56	0.00	231.68	189.88
HENNES & MAURITZ AB ADR CMN (425883105)	07/28/2008	12/26/2013	8.00	72.08	0.00	42.26	29.82
HENNES & MAURITZ AB ADR CMN (425883105)	06/10/2008	12/26/2013	41.00	369.40	0.00	227.01	142.39
HONG KONG EXCHANGES & CLEARING UNSPONSORED ADR CMN (43858F109)	03/13/2009	12/26/2013	23.00	386.39	0.00	182.51	203.88
INDUSTRIAL & COMMERCIAL BANK O ADR CMN (455807107)	05/20/2009	12/26/2013	12.00	161.28	0.00	148.80	12.48
INDUSTRIAL & COMMERCIAL BANK O ADR CMN (455807107)	09/23/2009	12/26/2013	17.00	228.47	0.00	266.87	(38.40)
KINGFISHER PLC SPONSORED ADR CMN (495724403)	06/30/2006	12/26/2013	6.00	76.74	0.00	53.46	23.28
KINGFISHER PLC SPONSORED ADR CMN (495724403)	02/01/2007	12/26/2013	25.00	319.74	0.00	242.54	77.20
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	05/11/2009	12/26/2013	20.00	407.59	0.00	282.62	124.97
LVMH MOET HENNESSY LOUIS VUITTON S A ADR CMN (502441306)	11/20/2008	12/26/2013	10.00	356.49	0.00	98.60	257.89
MITSUBISHI UFJ FINL GROUP, INC SPONSORED ADR CMN (606822104)	06/12/2009	12/26/2013	90.00	580.48	0.00	604.23	(23.75)
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (641069406)	06/22/2007	12/26/2013	7.00	509.24	0.00	253.99	255.25
PUBLICIS GROUPE S A SPONSORED ADR CMN (74463M106)	05/25/2010	12/26/2013	20.00	444.99	0.00	194.09	250.90
SABMILLER PLC SPONSORED ADR (78572M105)	12/12/2007	12/26/2013	9.00	450.53	0.00	248.13	202.40
SAP AG (SPON ADR) (803054204)	11/18/2009	12/26/2013	1.00	85.63	0.00	48.95	36.68
SAP AG (SPON ADR) (803054204)	01/25/2010	12/26/2013	4.00	342.51	0.00	185.64	156.87

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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)							
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (880320109)	06/17/2010	12/26/2013	2.00	122.00	0.00	32.03	89.97
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	01/28/2008	12/26/2013	6.00	728.20	0.00	611.15	117.05
Net NonCovered Long-Term Gains (Losses)				52,029.19	0.00	39,187.85	12,841.34

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**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					37,264.	
50,000.		GOLDMAN SACHS #583 PROPERTY TYPE: SECURITIES 44,259.				P	VAR 5,741.	VAR
17,837.		GOLDMAN SACHS #770 PROPERTY TYPE: SECURITIES 17,503.				P	VAR 334.	VAR
31,910.		GOLDMAN SACHS #770-COVERED SECURITIES PROPERTY TYPE: SECURITIES 29,484.				P	VAR 2,426.	VAR
52,029.		GOLDMAN SACHS #770- NON COVERED SECURITI PROPERTY TYPE: SECURITIES 39,188.				P	VAR 12,841.	VAR
TOTAL GAIN (LOSS)							<u>58,606.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS #583	27.	27.
GOLDMAN SACHS #770	10.	10.
TOTAL	<u>37.</u>	<u>37.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS #583	32,854.	32,854.
GOLDMAN SACHS #770	4,068.	4,068.
TOTAL	<u>36,922.</u>	<u>36,922.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	638.	638.
TOTALS	<u>638.</u>	<u>638.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MANAGEMENT FEES	2,147.	2,147.
STATE FILING FEES	35.	0.
TOTALS	<u>2,182.</u>	<u>2,147.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS #583	1,007,492.	1,152,364.
GOLDMAN SACHS #770	145,605.	198,558.
TOTALS	<u>1,153,097.</u>	<u>1,350,922.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHARLES J. CLIFFORD C/O THE AYCO COMPANY, L.P. - NTG P.O. BOX 15014 ALBANY, NY 12212-5014	PRES/TREAS/DIRECTOR-AS NEEDED	0	0	0
MARTHA B. CLIFFORD C/O THE AYCO COMPANY, L.P. - NTG P.O. BOX 15014 ALBANY, NY 12212-5014	CLERICAL/DIRECTOR - AS NEEDED	0	0	0
MARK CLIFFORD C/O THE AYCO COMPANY, L.P. - NTG P.O. BOX 15014 ALBANY, NY 12212-5014	DIRECTOR - AS NEEDED	0	0	0
TARA CLIFFORD C/O THE AYCO COMPANY, L.P. - NTG P.O. BOX 15014 ALBANY, NY 12212-5014	DIRECTOR - AS NEEDED	0	0	0
GRAND TOTALS		0	0	0

CLIFFORD FOUNDATION, INC

20-3982235

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

SEE ATTACHED

NONE
501 (C) (3)

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

GENERAL CHARITABLE PURPOSES 60,500

TOTAL CONTRIBUTIONS PPID

60,500

**CLIFFORD FOUNDATION
CHARITABLE CONTRIBUTION LIST
12/31/2013**

Date	Check Number	Description	Amount
12/06/13	256	Freedom From Hunger, FINCA Peru, Davis, CA	\$ 5,000 00
12/10/13	254	FINCA, Washington, DC	\$ 5,000 00
12/12/13	255	Women for Women International, Washington, DC	\$ 5,000 00
12/13/13	257	NJ All Scholarship Fund, Cranford, NJ	\$ 4,000 00
12/24/13	253	New Brunswick Public Schools, New Brunswick, NJ	\$ 4,000 00
12/24/13	263	Accion International, Boston, MA	\$ 5,000 00
12/26/13	259	School of Business, Indiana University, Bloomington, IN	\$ 10,000 00
12/26/13	261	AFS USA Faces of America, New York, NY	\$ 5,000.00
12/27/13	264	Habitat for Humanity of Cape Cod, Yarmouth Port, MA	\$ 2,500 00
12/30/13	262	Womens Trust Inc , New York, NY	\$ 5,000 00
12/17/13	258	Trust in Education, Lafayette, CA	\$ 10,000 00

Total Charitable Contributions Paid: \$ 60,500.00

**All contributions were made to the general purpose
fund of public charitable organizations that were classified
under section 501(c)(3) of the Internal Revenue Code.**