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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE GOLDMAN SACHS FOUNDATION		A Employer identification number 31-1678646
Number and street (or P O box number if mail is not delivered to street address) 200 WEST STREET, 29TH FLOOR	Room/suite	B Telephone number 212-902-4223
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10282		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 614,759,680. (Part I, column (d) must be on cash basis.)	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	223,206.			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,882,451.	3,882,451.		STATEMENT 1
4	Dividends and interest from securities	8,056,956.	8,981,493.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	28,425,340.			
b	Gross sales price for all assets on line 6a	38,210,505.			
7	Capital gain net income (from Part IV, line 2)		27,327,211.		
8	Net short-term capital gain				
9	Income modifications			97,555.	
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	73,729.	<642,879.>	0.	STATEMENT 3
12	Total. Add lines 1 through 11	40,661,682.	39,548,276.	97,555.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	123,345.	44,844.	0.	87,050.
b	Accounting fees STMT 5	322,500.	92,625.	0.	136,125.
c	Other professional fees STMT 6	6,770,890.	2,802,214.	0.	3,858,234.
17	Interest		2,130.		
18	Taxes STMT 7	910,590.	174.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 8	880,622.	348,164.	0.	876,720.
24	Total operating and administrative expenses. Add lines 13 through 23	9,007,947.	3,290,151.	0.	-4,958,129.
25	Contributions, gifts, grants paid	33,320,854.			38,624,651.
26	Total expenses and disbursements. Add lines 24 and 25	42,328,801.	3,290,151.	0.	43,582,780.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	<1,667,119.>			
b	Net investment income (if negative, enter -0-)		36,258,125.		
c	Adjusted net income (if negative, enter -0-)			97,555.	

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LHA For Paperwork Reduction Act Notice, see instructions.

1

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2013.04030 THE GOLDMAN SACHS FOUNDATIO 62215011

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

					Beginning of year	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			1,112,441.	911,602.	911,602.
	2	Savings and temporary cash investments			45,021,940.	19,198,012.	19,198,012.
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶			243,500.		
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations	STMT 10		4,034,713.	4,904,839.	4,904,839.
	b	Investments - corporate stock	STMT 11		119,224,735.	156,908,222.	156,908,222.
	c	Investments - corporate bonds	STMT 12		113,179,687.	130,402,618.	130,402,618.
Liabilities	11	Investments - land, buildings, and equipment basis ▶					
		Less accumulated depreciation ▶					
	12	Investments - mortgage loans					
	13	Investments - other	STMT 13		303,920,222.	288,289,640.	288,289,640.
	14	Land, buildings, and equipment basis ▶					
		Less accumulated depreciation ▶					
	15	Other assets (describe ▶ STATEMENT 14)			1,806,696.	14,144,747.	14,144,747.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			588,543,934.	614,759,680.	614,759,680.
	17	Accounts payable and accrued expenses			1,488,340.	1,241,468.	
	18	Grants payable			12,261,776.	7,055,533.	
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶ STATEMENT 15)			1,136,807.	1,664,392.	
	23	Total liabilities (add lines 17 through 22)			14,886,923.	9,961,393.	
		Foundations that follow SFAS 117, check here ▶ ☒					
		and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted			573,657,011.	604,798,287.	
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here ▶ ☐					
		and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances			573,657,011.	604,798,287.	
	31	Total liabilities and net assets/fund balances			588,543,934.	614,759,680.	

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	573,657,011.
2	Enter amount from Part I, line 27a	2	<1,667,119.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	32,808,395.
4	Add lines 1, 2, and 3	4	604,798,287.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	604,798,287.

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THE GOLDMAN SACHS FOUNDATION

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 SALES OF PUBLICLY TRADED SECURITIES		P		
b LIMITED PARTNERSHIPS - SEE ATTACHMENT A		P		
c HEDGE FUNDS - SEE ATTACHMENT A		P		
d FFX FORWARD CONTRACTS - SEE ATTACHMENT A		P		
e THRU K-1S NET OF UBI AND AMOUNTS RECORDED ABOVE		P		
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			21,033,082.
b			2,085,647.
c 38,210,505.		34,390,455.	3,820,050.
d			1,486,561.
e			<1,098,129.>
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			21,033,082.
b			2,085,647.
c			3,820,050.
d			1,486,561.
e			<1,098,129.>
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	27,327,211.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 38,210,505.		34,390,455.	27,327,211.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			27,327,211.

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	27,327,211.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	39,768,844.	571,751,621.	.069556
2011	30,822,580.	574,607,346.	.053641
2010	27,555,861.	528,231,677.	.052166
2009	36,477,277.	213,691,784.	.170700
2008	10,032,561.	213,613,673.	.046966

2 Total of line 1, column (d)	2	.393029
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	.078606
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	595,613,344.
5 Multiply line 4 by line 3	5	46,818,783.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	362,581.
7 Add lines 5 and 6	7	47,181,364.
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	43,582,780.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	725,163.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	725,163.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	725,163.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 717,031.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 350,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	1,067,031.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	341,868.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	341,868. Refunded	11	0.

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.GS.COM</u>	13	X	
14	The books are in care of ► <u>EMMETT ST. JOHN</u> Telephone no ► <u>212-902-4223</u> Located at ► <u>200 WEST STREET, NEW YORK, NY</u> ZIP+4 ► <u>10282-2198</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► <u>SEE STATEMENT 16</u>	16	X	No

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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?

SEE STATEMENT 18

☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		0.	0.	0.

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

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

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

☐ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MARGARET SPELLINGS & COMPANY - 1333 NEW HAMPSHIRE, NW, SUITE 601, WASHINGTON, DC	PROGRAM DEVELOPMENT	939,104.
GOLDMAN SACHS ASSET MANAGEMENT 200 WEST STREET, NEW YORK, NY 10282	INVESTMENT MANAGEMENT	933,293.
KROLL ASSOCIATES - 11440 COMMERCE PARK DRIVE, SUITE 501, RESTON, VA 20191	GRANT DUE DILIGENCE	893,417.
DOW JONES P.O. BOX 300, PRINCETON, NJ 08543-0300	GRANT DUE DILIGENCE	602,079.
DALBERG 99 MADISON AVE, FLOOR 17, NEW YORK, NY 10016	PROGRAM DEVELOPMENT	598,522.
Total number of others receiving over \$50,000 for professional services		23

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	603,492,917.
b	Average of monthly cash balances	1b	1,190,681.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	604,683,598.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	604,683,598.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,070,254.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	595,613,344.
6	Minimum investment return. Enter 5% of line 5	6	29,780,667.

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	29,780,667.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	725,163.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	725,163.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,055,504.
4	Recoveries of amounts treated as qualifying distributions	4	97,555.
5	Add lines 3 and 4	5	29,153,059.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	29,153,059.

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	43,582,780.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	43,582,780.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	43,582,780.

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				29,153,059.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	8,401,719.			
b From 2009	25,341,966.			
c From 2010	1,627,517.			
d From 2011	1,693,508.			
e From 2012	11,801,043.			
f Total of lines 3a through e	48,865,753.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 43,582,780.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				29,153,059.
e Remaining amount distributed out of corpus	14,429,721.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	63,295,474.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	8,401,719.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	54,893,755.			
10 Analysis of line 9				
a Excess from 2009	25,341,966.			
b Excess from 2010	1,627,517.			
c Excess from 2011	1,693,508.			
d Excess from 2012	11,801,043.			
e Excess from 2013	14,429,721.			

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

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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




Signature of officer or trustee _____ Date 11/11/14 Title VP/CEO B&S

☒ May the IRS discuss this return with the preparer shown below (see instr. 1)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	GARRETT M. HIGGINS	<i>Garrett M. Higgins</i> CPA	11.6.2014		P00543209
	Firm's name ▶ O'CONNOR DAVIES, LLP				Firm's EIN ▶ 27-1728945
	Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no (212) 286-2600	

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

THE GOLDMAN SACHS FOUNDATION

Employer identification number

31-1678646

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization	Employer identification number
THE GOLDMAN SACHS FOUNDATION	31-1678646

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	THE GOLDMAN SACHS GROUP, INC. 200 WEST STREET NEW YORK, NY 10282	\$ 223,206.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE GOLDMAN SACHS FOUNDATION

31-1678646

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE GOLDMAN SACHS FOUNDATION

31-1678646

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	3,882,451.	3,882,451.	3,882,451.
TOTAL TO PART I, LINE 3	3,882,451.	3,882,451.	3,882,451.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST FROM SECURITIES THRU K-1S NET OF UBI	8,056,956. 0.	0. 0.	8,056,956. 0.	8,056,956. 924,537.	8,056,956. 0.
TO PART I, LINE 4	8,056,956.	0.	8,056,956.	8,981,493.	8,056,956.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LIMITED PARTNERSHIPS	663,075.	<53,533.>	0.
REALIZED CURRENCY LOSS	<630,227.>	<630,227.>	0.
CLASS ACTION PROCEEDS	40,881.	40,881.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	73,729.	<642,879.>	0.

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	123,345.	44,844.	0.	87,050.	
TO FM 990-PF, PG 1, LN 16A	123,345.	44,844.	0.	87,050.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	322,500.	92,625.	0.	136,125.	
TO FORM 990-PF, PG 1, LN 16B	322,500.	92,625.	0.	136,125.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT AND CUSTODIAL FEES	3,389,741.	2,802,214.	0.	0.	
PROGRAM CONSULTANTS	1,781,378.	0.	0.	1,833,611.	
RISK MANAGEMENT SERVICES	1,593,716.	0.	0.	2,018,568.	
ADMINISTRATIVE CONSULTANTS	6,055.	0.	0.	6,055.	
TO FORM 990-PF, PG 1, LN 16C	6,770,890.	2,802,214.	0.	3,858,234.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAXES	730,180.	0.	0.	0.	
FOREIGN TAXES	0.	174.	0.	0.	
FEDERAL UBI TAX	175,360.	0.	0.	0.	
STATE UBI TAX	5,050.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	910,590.	174.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE FILING FEES	1,500.	0.	0.	1,500.	
OTHER PARTNERSHIP EXPENSES THRU K-1S	0.	344,262.	0.	0.	
MEMBERSHIPS	60,725.	0.	0.	60,725.	
BANK FEES AND OTHER	3,902.	3,902.	0.	0.	
PROGRAM SPONSORSHIPS	814,495.	0.	0.	814,495.	
TO FORM 990-PF, PG 1, LN 23	880,622.	348,164.	0.	876,720.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	9
DESCRIPTION	AMOUNT				
CHANGE IN UNREALIZED GAIN ON INVESTMENTS	32,317,948.				
DEFERRED FEDERAL EXCISE TAX BENEFIT	490,447.				
TOTAL TO FORM 990-PF, PART III, LINE 3	32,808,395.				

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTES	X		4,603,222.	4,603,222.
FEDERAL NATL MTG ASSN	X		301,617.	301,617.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,904,839.	4,904,839.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,904,839.	4,904,839.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT B-1 PAGE 4 OF 4	156,908,222.	156,908,222.
TOTAL TO FORM 990-PF, PART II, LINE 10B	156,908,222.	156,908,222.

FORM 990-PF	CORPORATE BONDS	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT B-3 PAGE 6 OF 6	130,402,618.	130,402,618.
TOTAL TO FORM 990-PF, PART II, LINE 10C	130,402,618.	130,402,618.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT B-2 PAGE 1 OF 2	FMV	75,595,030.	75,595,030.
HEDGE FUNDS - SEE ATTACHMENT B-2 PAGE 1 OF 2	FMV	92,099,182.	92,099,182.
LIMITED PARTNERSHIPS - SEE ATTACHMENT B-2 PAGE 2 OF 2	FMV	82,423,812.	82,423,812.

COMMODITIES - SEE ATTACHMENT B-2	FMV		
PAGE 2 OF 2		11,843,787.	11,843,787.
OTHER DEBT OBLIGATIONS - SEE	FMV		
ATTACHMENT B-2 PAGE 2 OF 2		26,327,829.	26,327,829.
TOTAL TO FORM 990-PF, PART II, LINE 13		288,289,640.	288,289,640.

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST AND DIVIDENDS RECEIVABLE	1,369,981.	1,091,450.	1,091,450.
PREPAID FEDERAL EXCISE TAX	75,687.	45,507.	45,507.
PREPAID FEDERAL UNRELATED BUSINESS INCOME TAX	268,960.	127,136.	127,136.
RECEIVABLE FROM SALE OF INVESTMENTS	212.	10,422,363.	10,422,363.
PREPAID STATE UNRELATED BUSINESS INCOME TAX	45,996.	43,996.	43,996.
DEFERRED TAX ASSET	45,860.	12,324.	12,324.
RECEIVABLE FOR UNREALIZED GAIN ON DERIVATIVES	0.	2,401,971.	2,401,971.
TO FORM 990-PF, PART II, LINE 15	1,806,696.	14,144,747.	14,144,747.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED FEDERAL EXCISE TAX PAYABLE FOR THE PURCHASE OF INVESTMENTS	1,136,807.	646,360.	
PAYABLE FOR UNREALIZED LOSS ON DERIVATIVES	0.	241,790.	
	0.	776,242.	
TOTAL TO FORM 990-PF, PART II, LINE 22	1,136,807.	1,664,392.	

FORM 990-PF	NAME OF FOREIGN COUNTRY IN WHICH ORGANIZATION HAS FINANCIAL INTEREST	STATEMENT 16
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NAME OF COUNTRY

BRAZIL
 CHILE
 COLOMBIA
 EGYPT
 GREECE
 ICELAND
 INDONESIA
 MOROCCO
 PERU
 POLAND
 KOREA (SOUTH)
 TAIWAN
 TURKEY

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 17
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETER M. FAHEY C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	DIRECTOR 1.00	0.	0.	0.
LAWTON FITT C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	DIRECTOR 1.00	0.	0.	0.
ROBERT J. KATZ C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	DIRECTOR 1.00	0.	0.	0.
JOHN F. W. ROGERS C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	DIRECTOR 1.00	0.	0.	0.

MUNEER SATTER C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	DIRECTOR 1.00	0.	0.	0.
DINA H. POWELL C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	PRESIDENT 26.00	0.	0.	0.
BENJAMIN J. RADER C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	GENERAL COUNSEL 12.00	0.	0.	0.
BEVERLY L. O'TOOLE C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	SECRETARY 1.00	0.	0.	0.
EMMETT C. ST. JOHN C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	TREASURER AND CHIEF FINANCIAL OFFICER 8.00	0.	0.	0.
NANCY D. BROWNE C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	VICE PRESIDENT 4.00	0.	0.	0.
EILEEN M. DILLON C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	VICE PRESIDENT 0.50	0.	0.	0.
LISA HANCOCK C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	VICE PRESIDENT 32.00	0.	0.	0.
DEEPAK JAYARAMAN C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	VICE PRESIDENT 32.00	0.	0.	0.
KATHERINE JOLLON C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	VICE PRESIDENT 36.00	0.	0.	0.

THE GOLDMAN SACHS FOUNDATION

31-1678646

JENNY MALONE C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	VICE PRESIDENT 28.00	0.	0.	0.
NOA MEYER C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	VICE PRESIDENT 36.00	0.	0.	0.
THOMAS MORIN C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	VICE PRESIDENT 24.00	0.	0.	0.
JOSEPH SNODGRASS C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	VICE PRESIDENT 14.00	0.	0.	0.
MATTHEW M. LOCURTO - THRU 6/11/13 C/O GOLDMAN SACHS & CO, 200 WEST ST., 29TH FL. NEW YORK, NY 10282-2198	CONTROLLER 34.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 18

GRANTEE'S NAME

SEE ATTACHMENT E

GRANTEE'S ADDRESSGRANT AMOUNTDATE OF GRANTAMOUNT EXPENDEDPURPOSE OF GRANT

990-PF	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS	STATEMENT	19
	PART XVII, LINE 1, COLUMN (D)		

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

SOMERCOR 504 INC

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

GRANT TO SUPPORT, AND INCREASE THE CAPACITY OF, THE GRANTEE'S CHARITABLE LENDING ACTIVITIES, INCLUDING IN CONNECTION WITH THE 10,000 SMALL BUSINESSES INITIATIVE.

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

MOUNTAIN WEST SMALL BUSINESS FINANCE

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

GRANT TO SUPPORT, AND INCREASE THE CAPACITY OF, THE GRANTEE'S CHARITABLE LENDING ACTIVITIES, INCLUDING IN CONNECTION WITH THE 10,000 SMALL BUSINESSES INITIATIVE.

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

GROWTH CAPITAL

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

GRANT TO SUPPORT, AND INCREASE THE CAPACITY OF, THE GRANTEE'S CHARITABLE LENDING ACTIVITIES, INCLUDING IN CONNECTION WITH THE 10,000 SMALL BUSINESSES INITIATIVE.

THE GOLDMAN SACHS FOUNDATION
FORM 990-PF - PART IV, LINE 1

Category/Description	Date Acquired	Trade Date	Gross Sales Price	Cost	Gain or (loss)
PUBLICLY TRADED SECURITIES	Various	Various			21,033,082
LIMITED PARTNERSHIPS					
Altior Fund II, L P	Various	Various			512,482
American Securities Partners V, L P	Various	Various			11,679
Arch Venture Fund V, L P	Various	Various			(88,063)
BC European Capital VIII-11, L P	Various	Various			53,162
Blackstone Capital Partners V-AC, L P	Various	Various			417,793
CDH Fund IV, L P	Various	Various			97,514
CVC European Equity Partners V, L P	Various	Various			72,024
Insight Venture Partners IV, LP	Various	Various			(39,991)
KSL Capital Partners II, L P	Various	Various			585,662
MHR Institutional Partners IIA, LP	Various	Various			370,364
OCM Real Estate Opportunities Fund III, L P	Various	Various			65,128
Quantum Energy Partners V, L P	Various	Various			7,999
Riverstone Global Energy and Power Fund V, L P	Various	Various			(56,150)
Weston Presidio Capital IV, L P	Various	Various			79,089
Willis Stein & Partners III, L P	Various	Various			(3,045)
TOTAL LIMITED PARTNERSHIPS					2,085,647
HEDGE FUNDS					
Amaranth International Limited	Various	Various	147,524	327,982	(180,458)
Caxton Global Inv Ltd	Various	Various	3,153,861	2,964,129	189,732
Emminence Fund	Various	Various	7,209,819	5,927,440	1,282,379
Halcyon Offshore limited	Various	Various	1,000,000	904,101	95,899
Highbridge Long/Short Equity Fund	Various	Various	7,056,563	5,964,979	1,091,584
Jana Offshore Partners Ltd	Various	Various	7,903,600	6,046,152	1,857,448
JNV Overseas Fund, Ltd	Various	Various	5,530,128	5,495,907	34,221
Karsch Capital, Ltd	Various	Various	5,066,985	4,490,737	576,248
OZ Overseas Fund, Ltd	Various	Various	327,759	259,142	68,617
Raptor Private Holdings	Various	Various	70,052	142,894	(72,842)
Silver Point Capital Offshore Fund, Ltd	Various	Various	15,348	45,436	(30,088)
Taconic Opportunity Offshore Fund, Ltd	Various	Various	500,000	1,501,365	(1,001,365)
Touradji Diversified Offshore Fund, Ltd	Various	Various	147,230	291,733	(144,503)
TPG-Axon Partners Offshore Ltd	Various	Various	81,636	28,458	53,178
TOTAL HEDGE FUNDS			38,210,505	34,390,455	3,820,050
FFX FORWARD CONTRACTS					
PAYABLE IN AUD RECEIVABLE IN USD	Various	Various			835,766
PAYABLE IN CAD RECEIVABLE IN USD	Various	Various			415,774
PAYABLE IN CHF RECEIVABLE IN USD	Various	Various			93,144
PAYABLE IN DKK RECEIVABLE IN USD	Various	Various			(20,303)
PAYABLE IN EUR RECEIVABLE IN USD	Various	Various			(915,655)
PAYABLE IN GBP RECEIVABLE IN USD	Various	Various			(237,187)
PAYABLE IN HKD RECEIVABLE IN USD	Various	Various			4,279
PAYABLE IN ILS RECEIVABLE IN USD	Various	Various			(44,316)
PAYABLE IN JPY RECEIVABLE IN USD	Various	Various			4,248,222
PAYABLE IN KRW RECEIVABLE IN USD	Various	Various			(562)

THE GOLDMAN SACHS FOUNDATION
FORM 990-PF - PART IV, LINE 1

Category/Description	Date Acquired	Trade Date	Gross Sales Price	Cost	Gain or (loss)
PAYABLE IN NOK RECEIVABLE IN USD	Various	Various			35,671
PAYABLE IN NZD RECEIVABLE IN USD	Various	Various			(7,144)
PAYABLE IN SEK RECEIVABLE IN USD	Various	Various			(74,227)
PAYABLE IN SGD RECEIVABLE IN USD	Various	Various			63,733
PAYABLE IN USD RECEIVABLE IN AUD	Various	Various			(452,271)
PAYABLE IN USD RECEIVABLE IN CAD	Various	Various			(184,429)
PAYABLE IN USD RECEIVABLE IN CHF	Various	Various			(407,509)
PAYABLE IN USD RECEIVABLE IN DKK	Various	Various			(53,177)
PAYABLE IN USD RECEIVABLE IN EUR	Various	Various			(811,414)
PAYABLE IN USD RECEIVABLE IN GBP	Various	Various			(29,346)
PAYABLE IN USD RECEIVABLE IN HKD	Various	Various			909
PAYABLE IN USD RECEIVABLE IN ILS	Various	Various			(17,473)
PAYABLE IN USD RECEIVABLE IN JPY	Various	Various			(814,748)
PAYABLE IN USD RECEIVABLE IN KRW	Various	Various			(3,072)
PAYABLE IN USD RECEIVABLE IN NOK	Various	Various			(26,175)
PAYABLE IN USD RECEIVABLE IN NZD	Various	Various			1,148
PAYABLE IN USD RECEIVABLE IN SEK	Various	Various			(71,772)
PAYABLE IN USD RECEIVABLE IN SGD	Various	Various			(41,305)
TOTAL FFX FORWARD CONTRACTS					1,486,561

NET GAIN FOR PART I, LINE 6A

28,425,340

THE GOLDMAN SACHS FOUNDATION
FORM 990-PF - PART II, LINE 10B

INVESTMENTS - CORPORATE STOCK

Description	Shares/Principal Amount	Ending book Value	Ending Fair Market Value
		12/31/2013	12/31/2013
3M CO	10,502	1,472,906	1,472,906
ACCENTURE PLC	4,490	369,168	369,168
ACE LIMITED SHS	5,835	604,098	604,098
ADECCO SA CHF1 (REGD)	10,014	794,950	794,950
ADOBE SYSTEMS INC	5,649	338,256	338,256
ALLERGAN INC/UNITED STATES	3,911	434,434	434,434
ALLIANCE DATA SYSTEMS CORP	995	261,615	261,615
ALLIANZ SE (SOCIETAS EUROPEAE)	2,791	501,308	501,308
ALTERA CORP	15,800	513,674	513,674
AMAZON.COM INC	1,087	433,485	433,485
AMEC ORD 50P	19,954	359,571	359,571
AMERICAN EXPRESS CO	10,806	980,428	980,428
ANADARKO PETROLEUM CORP	4,000	317,280	317,280
AON CORP	32,583	2,733,388	2,733,388
APOLLO EDUCATION GROUP INC	8,000	218,560	218,560
APPLE INC	1,058	593,559	593,559
APPLIED MATERIALS INC	1,257	22,224	22,224
ARAMARK HOLDINGS CORP	18,041	473,035	473,035
ARCH CAPITAL GROUP LTD SHS	18,428	1,099,967	1,099,967
ASML HOLDING NV EURO.09	4,043	379,054	379,054
ASSICURAZIONI GENERALI EUR1	12,308	290,013	290,013
ASTRAZENECA ORD USD0.25	9,359	554,078	554,078
AUTOZONE INC	906	433,014	433,014
AVON PRODUCTS INC	25,000	430,500	430,500
BANK OF AMERICA CORP	49,735	774,374	774,374
BANK OF NEW YORK MELLON CORP/T	43,047	1,504,062	1,504,062
BASF SE	4,652	496,728	496,728
BAYER AG ORD NPV	5,008	703,534	703,534
BECTON DICKINSON AND CO	2,200	243,078	243,078
BELLE INTERNATIONAL HLDGS HKD0	130,000	150,392	150,392
BERKSHIRE HATHAWAY INC	20,400	2,418,624	2,418,624
BG GROUP PLC ORD GBP0.10	35,007	752,295	752,295
BIOGEN IDEC INC	1,261	352,540	352,540
BLACKBERRY LTD	7,000	52,080	52,080
BRISTOL-MYERS SQUIBB CO	11,047	587,148	587,148
BRITISH AMERICAN TOBACCO ORD	11,097	595,125	595,125
CARLSBERG A/S	5,081	563,085	563,085
CERNER CORP	4,112	229,203	229,203
CH ROBINSON WORLDWIDE INC	8,500	495,975	495,975
CHINA OVERSEAS LAND & INVEST	108,000	303,647	303,647
CHUBB CORP	6,986	675,057	675,057
CIE FINANCIERE RICHEMONT SA	5,722	571,331	571,331
CISCO SYSTEMS INC	115,822	2,597,887	2,597,887
CITIGROUP INC	15,258	795,094	795,094
CITRIX SYSTEMS INC	4,654	294,366	294,366
CLOROX CO	8,500	788,460	788,460
COCA-COLA CO/THE	94,900	3,920,319	3,920,319

Description	Shares/Principal Amount	Ending book Value	Ending Fair Market Value
		12/31/2013	12/31/2013
COMCAST CORP	39,466	1,992,679	1,992,679
COMPAGNIE DE SAINT-GOBAIN	4,664	256,910	256,910
COMPASS GROUP ORD GBP0.10	65,302	1,046,954	1,046,954
CONOCOPHILLIPS	6,000	423,900	423,900
CONSTELLATION BRANDS INC	12,000	844,560	844,560
CONTINENTAL AG NPV	1,369	300,694	300,694
CORNING INC	20,000	356,400	356,400
CR BARD INC	9,000	1,205,460	1,205,460
DAIKIN INDUSTRIES Y50	6,800	423,767	423,767
DIAGEO ORD 28 101/108P	32,107	1,063,544	1,063,544
DIRECT LINE INSURANCE GROUP PL	58,828	243,195	243,195
DISH NETWORK CORP	23,077	1,336,620	1,336,620
EBAY INC	21,765	1,194,137	1,194,137
ECOLAB INC	12,581	1,311,821	1,311,821
ELECTROLUX AB SER 'B' NPV	6,040	158,462	158,462
EMERSON ELECTRIC CO	5,270	369,849	369,849
ENSCO PLC	3,680	210,422	210,422
ERICSSON (L.M.)	33,544	409,990	409,990
EXXON MOBIL CORP	9,800	991,760	991,760
FIDELITY NATIONAL INFORMATION	14,400	772,992	772,992
FIRST QUANTUM MINERALS LTD	12,890	232,202	232,202
FLEXTRONICS INTERNATIONAL LTD	30,439	236,511	236,511
FLUOR CORP	7,135	572,869	572,869
FREEPORT-MCMORAN COPPER & GOLD	7,017	264,822	264,822
GDF SUEZ EUR1	10,533	248,116	248,116
GENERAL MOTORS CO	12,260	501,066	501,066
GOOGLE INC	2,801	3,139,109	3,139,109
GROUPE BRUXELLES L NPV	7,398	680,251	680,251
HEWLETT-PACKARD CO	6,500	181,870	181,870
HITACHI NPV	50,000	378,669	378,669
HOME DEPOT INC/THE	6,587	542,374	542,374
HON HAI PRECISION-GDR REG S	42,464	228,252	228,252
HONEYWELL INTERNATIONAL INC	3,927	358,810	358,810
HSBC HOLDINGS PLC	54,119	593,740	593,740
HUMANA INC	2,418	249,586	249,586
HUTCHISON WHAMPOA HK\$0.25	22,000	299,055	299,055
IMPERIAL OIL LTD	18,862	835,076	835,076
ING GROEP N.V. CVA EURO.24	56,547	786,981	786,981
INTERCONTINENTAL HOTELS GROUP	9,804	326,868	326,868
INTERCONTINENTALEXCHANGE GROUP	1,874	421,500	421,500
INVESCO LTD	7,902	287,633	287,633
JAPAN TOBACCO INC Y50000	13,200	429,513	429,513
JOHNSON & JOHNSON	33,311	3,050,954	3,050,954
KAO CORP	18,400	579,459	579,459
KIA MOTORS CORP	10,246	544,654	544,654
LAM RESEARCH CORP	4,407	239,961	239,961
LIBERTY GLOBAL PLC SHS CL C	24,900	2,099,568	2,099,568
LINKEDIN CORP	968	209,891	209,891
LLOYDS BANKING GROUP PLC	627,673	820,023	820,023
LOEWS CORP	22,700	1,095,048	1,095,048
MARATHON PETROLEUM CORP	5,166	473,877	473,877

Description	Shares/Principal Amount	Ending book Value	Ending Fair Market Value
		12/31/2013	12/31/2013
MARSH & MCLENNAN COS INC	24,340	1,177,082	1,177,082
MASCO CORP	14,890	339,045	339,045
MASTERCARD INC	1,061	886,423	886,423
MEDTRONIC INC	16,614	953,477	953,477
METLIFE INC	7,973	429,904	429,904
MICROSOFT CORP	142,657	5,336,798	5,336,798
MITSUBISHI ELECTRIC CORP Y50	22,000	276,295	276,295
MITSUBISHI ESTATE CO LTD	14,000	418,914	418,914
MONDELEZ INTERNATIONAL INC	28,800	1,016,640	1,016,640
MONSANTO CO	1,969	229,487	229,487
MORGAN STANLEY	57,118	1,791,220	1,791,220
NESTLE SA	13,000	954,512	954,512
NEWS CORP/NEW	3,500	63,070	63,070
NEWS CORP/NEW CLASS B	10,625	189,444	189,444
NITTO DENKO CORP NPV	4,800	202,540	202,540
NOBLE ENERGY INC	20,900	1,423,499	1,423,499
NOVARTIS AG CHF0.50 (REGD)	17,843	1,428,483	1,428,483
ORACLE CORP	152,664	5,840,925	5,840,925
ORIX CORP Y50	26,900	472,711	472,711
ORKLA ASA NOK1.25 (POST	51,552	402,093	402,093
PACCAR INC	4,203	248,692	248,692
PEARSON ORD GBP0.25	9,799	217,639	217,639
PEPSICO INC	51,300	4,254,822	4,254,822
PING AN INSURANCE SHS	27,500	246,316	246,316
PRAXAIR INC	9,300	1,209,279	1,209,279
PROCTER & GAMBLE CO/THE	33,000	2,686,530	2,686,530
PROGRESSIVE CORP/THE	21,962	598,904	598,904
PRUDENTIAL PLC GBP0.05	22,059	489,572	489,572
QUALCOMM INC	5,376	399,168	399,168
REPSOL SA	37,733	467,953	467,953
RIO TINTO PLC	6,398	361,294	361,294
ROCHE HLDG AG GENUSSSCHEINE NPV	1,689	473,266	473,266
ROYAL BANK OF SCOT ORD GBP1	176,781	989,935	989,935
ROYAL DUTCH SHELL PLC	22,798	813,793	813,793
RUSS 3000 INDX NL CTF FD SSGA	215,543	3,244,788	3,244,788
SABMILLER PLC	8,260	424,236	424,236
SAMSUNG ELECTRONICS CO LTD	436	566,819	566,819
SANKYO CO(OTC) NPV	2,300	106,132	106,132
SCHLUMBERGER LTD	5,514	496,867	496,867
SCHNEIDER ELECTRIC SA	5,640	492,722	492,722
SEMPRA ENERGY	3,210	288,130	288,130
SHIRE PLC ORD GBP0.05	7,430	350,965	350,965
SIGMA-ALDRICH CORP	3,000	282,030	282,030
SODEXO EUR4	4,218	428,010	428,010
SOFTBANK CORPORATION NPV	4,500	393,892	393,892
SOLVAY NPV	3,386	536,560	536,560
STATE STREET CORP	5,770	423,460	423,460
STORA ENSO OYJ SER 'R' NPV	21,578	216,905	216,905
STRYKER CORP	16,500	1,239,810	1,239,810
SUEZ ENVIRONNEMENT CO EUR4	12,648	227,004	227,004
SUMITOMO MITSUI GR NPV	12,800	660,064	660,064

Description	Shares/Principal Amount	Ending book Value	Ending Fair Market Value
		12/31/2013	12/31/2013
SWISS RE LTD	3,055	281,849	281,849
SYSCO CORP	47,700	1,721,970	1,721,970
TE CONNECTIVITY LTD	19,066	1,050,727	1,050,727
TESCO ORD 5P	195,582	1,083,069	1,083,069
TEXAS INSTRUMENTS INC	7,462	327,656	327,656
THE PRICELINE GROUP INC/THE	272	316,173	316,173
THERMO FISHER SCIENTIFIC INC	7,200	801,720	801,720
TIME WARNER INC	8,280	577,282	577,282
TJX COS INC	7,191	458,282	458,282
TNT EXPRESS NV	12,263	114,026	114,026
TOTAL SA EUR2.5	4,669	286,490	286,490
TOYOTA MOTOR CORP NPV	7,400	452,005	452,005
TWENTY-FIRST CENTURY FOX CL B	104,500	3,615,700	3,615,700
UNILEVER NV CVA EURO.16	12,319	496,942	496,942
UNILEVER PLC	11,822	487,066	487,066
UNION PACIFIC CORP	2,483	417,144	417,144
UNITED TECHNOLOGIES CORP	6,342	721,720	721,720
UNITEDHEALTH GROUP INC	24,299	1,829,715	1,829,715
UPM-KYMMENE OY NPV	12,527	211,972	211,972
US BANCORP	13,000	525,200	525,200
VERTEX PHARMACEUTICALS INC	4,335	322,091	322,091
VF CORP	8,038	501,089	501,089
VIACOM INC	9,000	786,060	786,060
VISA INC	1,818	404,832	404,832
VIVENDI SA EUR5.5	16,953	447,468	447,468
VODAFONE GROUP	333,708	1,309,908	1,309,908
VOLKSWAGEN AG	1,956	550,239	550,239
WAL-MART STORES INC	20,300	1,597,407	1,597,407
WELLPOINT INC	4,500	415,755	415,755
WELLS FARGO & CO	23,692	1,075,617	1,075,617
WELLS FARGO EMERGING MARKETS	659,982	14,539,412	14,539,412
WHARF HOLDINGS HK\$1	28,000	214,142	214,142
WILLIAMS COS INC/THE	9,241	356,425	356,425
WR BERKLEY CORP	14,924	647,552	647,552
	5,484,664	156,908,222	156,908,222

THE GOLDMAN SACHS FOUNDATION
FORM 990-PF - PART II, LINE 13

INVESTMENTS - OTHER

<u>Description</u>	<u>Shares/Principal Amount</u>	<u>Ending book Value 12/31/2013</u>	<u>Ending Fair Market Value 12/31/2013</u>
MUTUAL FUNDS			
GOLDMAN SACHS CREDIT	2,743,742	28,946,477	28,946,477
GOLDMAN SACHS EMERGING MARKETS	1,239,927	15,027,914	15,027,914
GOLDMAN SACHS REAL ESTATE	1,007,596	15,920,012	15,920,012
GOLDMAN SACHS STRUCTURED	1,815,101	15,700,628	15,700,628
Total Mutual Fund		75,595,030	75,595,030

<u>Description</u>	<u>Shares/Principal Amount</u>	<u>Ending book Value 12/31/2013</u>	<u>Ending Fair Market Value 12/31/2013</u>
HEDGE FUNDS			
AMARANTH INTERNATIONAL LIMITED	105	88,229	88,229
ANCHORAGE CAPITAL PARTNERS OFFSHORE LTD	5,000	7,005,200	7,005,200
BLUE TREND FUND LIMITED	8,160	2,098,571	2,098,571
BREVEN HOWARD FUND LIMITED	24,989	5,779,170	5,779,170
BRIDGEWATER PURE ALPHA FUND II	2,803	5,317,197	5,317,197
CAXTON GLOBAL INV LTD	7,444	4,320,443	4,320,443
EMIMNENCE FUND	9,047	6,053,569	6,053,569
HALCYON OFFSHORE LIMITED	5,061	6,192,133	6,192,133
JANA OFFSHORE PARTNERS LTD	1,475	5,158,058	5,158,058
MEDITOR EUROPEAN HEDGE FUND LIMITED	8,855	5,521,922	5,521,922
MOORE GLOBAL INVESTMENTS LTD	45	2,520,420	2,520,420
MOORE MACRO MANAGER FUND	167	2,300,067	2,300,067
OZ OVERSEAS FUND LTD	468	285,500	285,500
PERRY PARTNERS INTERNATIONAL INC.	51,102	6,804,805	6,804,805
PFM DIVERSIFIED	5,000	5,000,000	5,000,000
RAPTOR PRIVATE HOLDINGS	113	58,205	58,205
SEMINOLE OFFSHORE FUND LTD	3,950	2,886,159	2,886,159
SILVER POINT CAPITAL OFFSHORE FUND LTD	289	4,680,498	4,680,498
TACONIC OPPORTUNITY OFFSHORE FUND LTD	3,571	7,080,858	7,080,858
TPG-AXON PARTNERS OFFSHORE LTD	4,753	6,229,476	6,229,476
TUDOR BVI GLOBAL FUND LTD	53	6,718,702	6,718,702
Total Hedge Funds		92,099,182	92,099,182

<u>Description</u>	<u>Ending book Value 12/31/2013</u>	<u>Ending Fair Market Value 12/31/2013</u>
LIMITED PARTNERSHIPS		
ALTOR FUND II, L.P.	4,884,483	4,884,483
AMERICAN SECURITIES PARTNERS V, L.P.	8,939,135	8,939,135
ARCH VENTURE FUND V, L.P.	1,269,505	1,269,505
BC EUROPEAN CAPITAL VIII-11, L.P.	2,052,055	2,052,055
BLACKSTONE CAPITAL PARTNERS V-AC, L.P.	3,461,788	3,461,788
CDH FUND IV, L.P.	4,315,007	4,315,007
CVC EUROPEAN EQUITY PARTNERS V, L.P.	3,278,139	3,278,139
INSIGHT VENTURE PARTNERS IV, LP	1,329,703	1,329,703
KSL CAPITAL PARTNERS II, L.P.	1,403,176	1,403,176
MHR INSTITUTIONAL PARTNERS IIA, LP	2,840,435	2,840,435
OCM REAL ESTATE OPPORTUNITIES FUND III, L.P.	621,264	621,264
QUANTUM ENERGY PARTNERS V, L.P.	3,599,168	3,599,168
RIVERSTONE GLOBAL ENERGY AND POWER FUND V, L.P.	1,426,147	1,426,147
WESTON PRESIDIO CAPITAL IV, L.P.	117,366	117,366
WILLIS STEIN & PARTNERS III, L.P.	285,468	285,468
APOLLO INVESTMENT FUND VIII, L.P.	77,549	77,549
LITTLEJOHN FUND IV	3,956,170	3,956,170
THOMAS H. LEE FUND V, L.P.	424,352	424,352
H.I.G. CAPITAL PARTNERS V, L.P.	39,509	39,509
WATER STREET HEALTHCARE PARTNERS III, L.P.	142,385	142,385
VONTOBEL INTERNATIONAL EQUITY	37,961,008	37,961,008
Total limited Partnerships	82,423,812	82,423,812

<u>Description</u>	<u>Ending book Value 12/31/2013</u>	<u>Ending Fair Market Value 12/31/2013</u>
COMMODITIES		
WELLINGTON CTF COMMODITIES	11,843,787	11,843,787
Total Commodities	11,843,787	11,843,787

<u>Description</u>	<u>Ending book Value 12/31/2013</u>	<u>Ending Fair Market Value 12/31/2013</u>
OTHER DEBT OBLIGATIONS		
WELLINGTON EMERGING LOCAL DEBT	26,327,829	26,327,829
Total Other Debt Obligations	26,327,829	26,327,829

LINE 13 OTHER INVESTMENTS	288,289,640	288,289,640
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THE GOLDMAN SACHS FOUNDATION
FORM 990-PF - PART II, CORPORATE BONDS

DESCRIPTION	Ending Book Value 12/31/2013	Ending Fair Market Value 12/31/2013
ABBVIE INC	873,504	873,504
ACE INA HOLDINGS INC	332,956	332,956
ACTAVIS INC	272,132	272,132
AETNA INC	167,663	167,663
AETNA INC	246,323	246,323
AGILENT TECHNOLOGIES INC	318,544	318,544
ALLERGAN INC/UNITED STATES	110,622	110,622
ALTRIA GROUP INC	86,750	86,750
ALTRIA GROUP INC	184,667	184,667
AMERICAN EXPRESS CO	461,476	461,476
AMERICAN INTERNATIONAL GROUP I	411,874	411,874
AMERICAN TOWER CORP	401,723	401,723
AMERISOURCEBERGEN CORP	135,546	135,546
AMGEN INC	103,717	103,717
AMGEN INC	439,854	439,854
ANADARKO PETROLEUM CORP	167,109	167,109
ANADARKO PETROLEUM CORP	221,562	221,562
ANHEUSER-BUSCH INBEV WORLDWIDE	622,554	622,554
ANHEUSER-BUSCH INBEV WORLDWIDE	474,003	474,003
APACHE CORP	250,505	250,505
ARIZONA PUBLIC SERVICE CO	358,547	358,547
AT&T INC	1,120,956	1,120,956
AT&T INC	796,971	796,971
AUSTRALIA & NEW ZEALAND BANKIN	677,446	677,446
AUTOZONE INC	425,829	425,829
AVON PRODUCTS INC	377,486	377,486
BANK OF AMERICA CORP	2,369,214	2,369,214
BANK OF TOKYO-MITSUBISHI 144A	403,744	403,744
BAXTER INTERNATIONAL INC	367,910	367,910
BEAM INC	424,290	424,290
BEAR STEARNS COS LLC/THE	2,263,092	2,263,092
BHP BILLITON FINANCE USA LTD	363,987	363,987
BHP BILLITON FINANCE USA LTD	476,287	476,287
BOARDWALK PIPELINES LP	190,531	190,531
BOEING CO/THE	327,993	327,993
BP CAPITAL MARKETS PLC	1,378,398	1,378,398
BPCE SA	453,344	453,344
BUNGE LTD FINANCE CORP	227,860	227,860
BURLINGTON NORTHERN SANTA FE L	401,996	401,996

DESCRIPTION	Ending Book	Ending Fair
	Value	Market Value
	<u>12/31/2013</u>	<u>12/31/2013</u>
CANADIAN IMPERIAL BANK OF COMM	268,980	268,980
CANADIAN NATURAL RESOURCES LTD	51,968	51,968
CAPITAL ONE FINANCIAL CORP	862,183	862,183
CARDINAL HEALTH INC	104,657	104,657
CARGILL INC 144A	350,679	350,679
CATERPILLAR FINANCIAL SERVICES	729,539	729,539
CELGENE CORP	25,682	25,682
CIGNA CORP	364,287	364,287
CISCO SYSTEMS INC	522,562	522,562
CISCO SYSTEMS INC	370,367	370,367
CITIGROUP INC	2,234,190	2,234,190
COCA-COLA ENTERPRISES INC	279,494	279,494
COLGATE-PALMOLIVE CO	175,576	175,576
COLGATE-PALMOLIVE CO	224,559	224,559
COMCAST CORP	911,122	911,122
COMCAST CORP	430,121	430,121
CONAGRA FOODS INC	175,303	175,303
CONAGRA FOODS INC	294,501	294,501
CONOCOPHILLIPS	125,424	125,424
CONOCOPHILLIPS	390,893	390,893
COOPERATIEVE CENTRALE RAIFFEIS	765,406	765,406
COSTCO WHOLESALE CORP	294,723	294,723
COVENTRY HEALTH CARE INC	79,705	79,705
COVIDIEN INTERNATIONAL FINANCE	372,307	372,307
COX COMMUNICATIONS INC	139,139	139,139
CREDIT AGRICOLE SA 144A	413,824	413,824
CSX CORP	462,268	462,268
CSX CORP	106,884	106,884
CVS CAREMARK CORP	535,300	535,300
DANAHER CORP	200,912	200,912
DDR CORP	175,862	175,862
DENTSPLY INTERNATIONAL INC	154,346	154,346
DEUTSCHE TELEKOM INTERNATIONAL	408,500	408,500
DEVON ENERGY CORP	327,366	327,366
DIAGEO CAPITAL PLC	249,460	249,460
DIRECTV HOLDINGS LLC / DIRECTV	734,783	734,783
DIRECTV HOLDINGS LLC / DIRECTV	50,903	50,903
DISCOVERY COMMUNICATIONS LLC	494,261	494,261
DOMINION RESOURCES INC/VA	699,714	699,714
DOVER CORP	107,193	107,193
DOW CHEMICAL CO/THE	225,958	225,958
DR PEPPER SNAPPLE GROUP INC	441,086	441,086
DTE ENERGY CO	281,974	281,974

<u>DESCRIPTION</u>	<u>Ending Book Value 12/31/2013</u>	<u>Ending Fair Market Value 12/31/2013</u>
DUKE ENERGY CORP	322,946	322,946
DUKE REALTY LP	166,917	166,917
EASTMAN CHEMICAL CO	25,902	25,902
EASTMAN CHEMICAL CO	328,484	328,484
EATON CORP	367,624	367,624
ECOLAB INC	497,658	497,658
EI DU PONT DE NEMOURS & CO	275,836	275,836
EL PASO NATURAL GAS CO LLC	359,131	359,131
EMERSON ELECTRIC CO	234,963	234,963
ENERGY TRANSFER PARTNERS LP	316,065	316,065
ENERGY TRANSFER PARTNERS LP	116,105	116,105
ENSCO PLC	130,505	130,505
ENTERPRISE PRODUCTS OPERATING	599,800	599,800
ENTERPRISE PRODUCTS OPERATING	201,328	201,328
ERAC USA FINANCE LLC 144A	250,198	250,198
ERP OPERATING LP	180,569	180,569
ERP OPERATING LP	353,096	353,096
EXPRESS SCRIPTS HOLDING CO	365,299	365,299
EXPRESS SCRIPTS HOLDING CO	634,332	634,332
FEDEX CORP	50,115	50,115
FIFTH THIRD BANK/CINCINNATI OH	267,963	267,963
FMC TECHNOLOGIES INC	222,107	222,107
FORD MOTOR CREDIT CO LLC	1,507,790	1,507,790
FRANCE TELECOM SA	331,143	331,143
FREEMONT-MCMORAN COPPER & GOLD	327,119	327,119
FREEMONT-MCMORAN COPPER & GOLD	124,695	124,695
GENERAL ELECTRIC CAPITAL CORP	1,788,156	1,788,156
GENERAL MILLS INC	406,539	406,539
GENZYME CORP	287,180	287,180
GEORGIA POWER CO	599,369	599,369
GILEAD SCIENCES INC	396,427	396,427
GLAXOSMITHKLINE CAPITAL PLC	475,214	475,214
HASBRO INC	153,005	153,005
HCP INC	577,946	577,946
HEALTH CARE REIT INC	55,589	55,589
HEALTH CARE REIT INC	209,540	209,540
HEALTH CARE REIT INC	271,879	271,879
HEINEKEN NV 144A	367,901	367,901
HERSHEY CO/THE	167,423	167,423
HESS CORP	50,355	50,355
HEWLETT-PACKARD CO	1,404,297	1,404,297
HOME DEPOT INC/THE	575,867	575,867
HSBC BANK PLC 144A	952,062	952,062

DESCRIPTION	Ending Book Value 12/31/2013	Ending Fair Market Value 12/31/2013
HUMANA INC	251,420	251,420
ILLINOIS TOOL WORKS INC	278,108	278,108
IMPERIAL TOBACCO FINANCE 144A	247,205	247,205
INGREDION INC	292,398	292,398
INTEL CORP	488,300	488,300
INTERNATIONAL BUSINESS MACHINE	781,788	781,788
INTESA SANPAOLO SPA	713,342	713,342
JOHN DEERE CAPITAL CORP	471,083	471,083
JOHN DEERE CAPITAL CORP	373,991	373,991
JOHNSON & JOHNSON	284,248	284,248
KELLOGG CO	458,486	458,486
KEYBANK NA/CLEVELAND OH	270,441	270,441
KILROY REALTY LP	213,044	213,044
KRAFT FOODS GROUP INC	455,657	455,657
LOUISVILLE GAS & ELECTRIC CO	280,255	280,255
LOWE'S COS INC	256,420	256,420
MACY'S RETAIL HOLDINGS INC	256,690	256,690
MAGELLAN MIDSTREAM PARTNERS LP	391,332	391,332
MARATHON OIL CORP	375,311	375,311
MCKESSON CORP	468,986	468,986
MEDTRONIC INC	283,740	283,740
MERCK SHARP & DOHME CORP	893,061	893,061
METROPOLITAN LIFE GLOBAL 144A	461,985	461,985
MOLSON COORS BREWING CO	426,551	426,551
MONDELEZ INTERNATIONAL INC	238,536	238,536
MONSANTO CO	156,380	156,380
MORGAN STANLEY	2,273,450	2,273,450
NATIONWIDE HEALTH PROPERTIES I	240,921	240,921
NEVADA POWER CO	263,490	263,490
NEWS AMERICA INC	234,950	234,950
NEXTERA ENERGY CAPITAL HOLDING	376,920	376,920
NISOURCE FINANCE CORP	256,148	256,148
NORDSTROM INC	256,425	256,425
NORTHERN STATES POWER CO/MN	281,259	281,259
NOVARTIS CAPITAL CORP	200,782	200,782
NOVARTIS CAPITAL CORP	439,170	439,170
ONEOK PARTNERS LP	311,925	311,925
OPPENHEIMER SENIOR FLOATING RA	30,122,081	30,122,081
ORACLE CORP	115,557	115,557
ORACLE CORP	442,827	442,827
PACIFIC GAS & ELECTRIC CO	368,219	368,219
PC FINANCIAL PARTNERSHIP	77,727	77,727
PENSKE TRUCK LEASING CO L 144A	352,058	352,058

DESCRIPTION	Ending Book Value 12/31/2013	Ending Fair Market Value 12/31/2013
PERNOD-RICARD SA 144A	206,542	206,542
PHILIP MORRIS INTERNATIONAL IN	574,260	574,260
PHILLIPS 66	397,429	397,429
PLAINS ALL AMERICAN PIPELINE L	184,032	184,032
PPL WEM HOLDINGS PLC 144A	209,002	209,002
PROCTER & GAMBLE CO/THE	862,402	862,402
PROGRESS ENERGY INC	299,648	299,648
PROLOGIS LP	306,015	306,015
PRUDENTIAL FINANCIAL INC	671,944	671,944
PUBLIC SERVICE ELECTRIC & GAS	514,510	514,510
QUEST DIAGNOSTICS INC	134,730	134,730
QWEST CORP	342,798	342,798
REGIONS FINANCIAL CORP	387,324	387,324
REYNOLDS AMERICAN INC	376,193	376,193
RIO TINTO FINANCE USA LTD	442,680	442,680
ROYAL BANK OF SCOTLAND PLC/THE	880,432	880,432
RYDER SYSTEM INC	24,732	24,732
SABMILLER HOLDINGS INC 144A	409,596	409,596
SANOFI	467,933	467,933
SANTANDER HOLDINGS USA INC/PA	399,881	399,881
SHELL INTERNATIONAL FINANCE BV	674,557	674,557
SIMON PROPERTY GROUP LP	772,096	772,096
STATOIL ASA	227,162	227,162
SUMITOMO MITSUI BANKING CORP	753,330	753,330
SUNCOR ENERGY INC	173,394	173,394
TARGET CORP	421,519	421,519
TCM SUB LLC 144A	385,459	385,459
TECH DATA CORP	180,849	180,849
TECK RESOURCES LTD	284,724	284,724
TELEFONICA EMISIONES SAU	394,562	394,562
TELEFONICA EMISIONES SAU	155,934	155,934
TELEFONICA EMISIONES SAU	288,860	288,860
TEXAS INSTRUMENTS INC	259,135	259,135
THERMO FISHER SCIENTIFIC INC	309,756	309,756
THERMO FISHER SCIENTIFIC INC	434,639	434,639
TIME WARNER CABLE INC	359,608	359,608
TJX COS INC	79,108	79,108
TOTAL CAPITAL INTERNATIONAL SA	725,152	725,152
TRANSCANADA PIPELINES LTD	300,873	300,873
TRANSCANADA PIPELINES LTD	155,841	155,841
TRANSOCEAN INC	280,363	280,363
TRANSOCEAN INC	202,118	202,118
TRAVELERS COS INC/THE	401,240	401,240

DESCRIPTION	Ending Book Value 12/31/2013	Ending Fair Market Value 12/31/2013
UNILEVER CAPITAL CORP	156,041	156,041
UNION PACIFIC CORP	226,202	226,202
UNITED PARCEL SERVICE INC	443,291	443,291
UNITED TECHNOLOGIES CORP	211,360	211,360
UNITED TECHNOLOGIES CORP	355,394	355,394
UNITEDHEALTH GROUP INC	616,890	616,890
UNITEDHEALTH GROUP INC	52,512	52,512
VALERO ENERGY CORP	155,954	155,954
VERIZON COMMUNICATIONS INC	988,540	988,540
VERIZON COMMUNICATIONS INC	204,072	204,072
VERIZON COMMUNICATIONS INC	672,126	672,126
VIACOM INC	395,659	395,659
VODAFONE GROUP PLC	787,361	787,361
WACHOVIA CORP	2,252,883	2,252,883
WALGREEN CO	453,119	453,119
WAL-MART STORES INC	702,835	702,835
WALT DISNEY CO/THE	75,863	75,863
WALT DISNEY CO/THE	492,690	492,690
WARNER CHILCOTT CO LLC / WARNE	784,813	784,813
WASTE MANAGEMENT INC	464,477	464,477
WCI FINANCE LLC / WEA FINANCE	474,457	474,457
WEATHERFORD INTERNATIONAL LTD/	162,569	162,569
WILLIAMS PARTNERS LP	361,592	361,592
WM WRIGLEY JR CO 144A	423,819	423,819
WPP FINANCE UK	393,660	393,660
XEROX CORP	333,710	333,710
XEROX CORP	207,486	207,486
XSTRATA FINANCE CANADA LT 144A	353,973	353,973
XYLEM INC/NY	420,144	420,144
YUM! BRANDS INC	184,763	184,763
TOTAL	130,402,618	130,402,618

Goldman Sachs Foundation
Attachment C
Grants Paid Listing

Program	Description	Amount \$	Reference
10,000 Women	10,000 Women is a global initiative to foster economic growth by providing women around the world with a business and management education, mentoring, and networking. To date, the initiative has reached women from 43 countries through a network of 90 academic and non-profit partners. 10,000 Women is founded on research that suggests that women's labor force participation is the key source of long-term economic growth.	12,364,803	Attachment C-1
10,000 Small Businesses	In 2009, 10,000 Small Businesses was launched to unlock the growth and job creation potential of small businesses in underserved communities in the U.S. Built on the model of education, capital, mentors and networks developed through 10,000 Women, this U.S. focused program delivers education through a network of community colleges supported by Foundation grants.	19,998,409	Attachment C-2
10,000 Small Businesses UK	The Goldman Sachs 10,000 Small Businesses UK program is designed to provide high-quality, practical support to the owners and leaders of established small businesses and social enterprises as they seek to grow. The program is delivered through a network of local partners who combine relevant academic expertise and extensive experience working with the owners and leaders of small businesses.	5,846,540	Attachment C-3
Other Grant Making		414,899	Attachment C-4

Total Grants Paid

38,624,651

ATTACHMENT C-1
10,000 Women Program

Organization Name	Address	Foundation Status of Recipient	Purpose of the Grant or Contribution	Amount \$
William Davidson Institute at the University of Michigan	724 East University Ave Wylie Hall 1st Floor Ann Arbor, MI 48109	PC	Grant to implement the 10,000 Women Initiative in collaboration with the School of Finance & Banking (SFB) in Rwanda	1,018,294
The Indian School of Business	Gachibowli Hyderabad 500 032 India	PC	Grant to implement the 10,000 Women Initiative in India.	652,353
The Indian School of Business	Gachibowli Hyderabad 500 032 India	PC	Grant to implement the 10,000 Women Initiative in India	652,353
Fundacao Dom Cabral	Centro Alfa - Av. Princesa Diana, 760 Alphaville Lagoa dos Ingleses Nova Lima (MG), 34000-000 Brazil	PC	Grant to implement the 10,000 Women Initiative in Brazil	638,690
Fundacao Dom Cabral	Centro Alfa - Av. Princesa Diana, 760 Alphaville Lagoa dos Ingleses Nova Lima (MG), 34000-000 Brazil	PC	Grant to implement the 10,000 Women Initiative in Brazil	638,690
Friends of Tsinghua School of Economics and Management	Tsinghua University School of Economics and Management Beijing 100084 China	PC	Grant to implement the 10,000 Women Initiative in China	526,935
Zhejiang University	866 Yuhangliang Road Hangzhou Zhejiang Province 310058 China	PC	Grant to implement the 10,000 Women Initiative in China.	522,052
United States International University	PO Box 14634 -00800 Nairobi Kenya	PC	Grant to implement the 10,000 Women Initiative in Kenya.	463,132
Thunderbird School of Global Management	1 Global Place Glendale, AZ 85306-6000	PC	Grant to implement the 10,000 Women Initiative in collaboration with The American University in Afghanistan (AUAF)	455,909
Fundação Getúlio Vargas	FGV-EAESP Av 9 de Julho, 2029 Sao Paulo - SP - Brazil 01313-902 South America	PC	Grant to implement the 10,000 Women Initiative in Brazil	444,250
United States International University	PO Box 14634 -00800 Nairobi Kenya	PC	Grant to implement the 10,000 Women Initiative in Kenya	418,619
Gordon Institute of Business Science	University of Pretoria 26 Melville Road Sandton 2196 South Africa	PC	Grant to implement the 10,000 Women Initiative in South Africa	381,592

ATTACHMENT C-1
10,000 Women Program

Organization Name	Address	Foundation Status of Recipient	Purpose of the Grant or Contribution	Amount \$
Gordon Institute of Business Science	University of Pretoria 26 Melville Road Sandton 2196 South Africa	PC	Grant to implement the 10,000 Women Initiative in South Africa	381,592
Ozyegin University	Center for Entrepreneurship Kusbakisi Cad No 2 34662 Altunizade, Uskudar Istanbul Turkey	PC	Grant to implement the 10,000 Women Initiative in Turkey.	360,686
Ozyegin University	Center for Entrepreneurship Kusbakisi Cad No. 2 34662 Altunizade, Uskudar Istanbul Turkey	PC	Grant to implement the 10,000 Women Initiative in Turkey.	360,685
Global Communities	8601 Georgia Avenue Suite 800 Silver Spring, MD 20910	PC	Grant to implement the 10,000 Women Initiative in Liberia	359,911
Pan-African University	Enterprise Development Services 2, Ahmed Onibudo Street Victoria Island, Lagos NIGERIA	PC	Grant to implement the 10,000 Women Initiative in Nigeria	343,019
Pan-African University	Enterprise Development Services 2, Ahmed Onibudo Street Victoria Island, Lagos NIGERIA	PC	Grant to implement the 10,000 Women Initiative in Nigeria	343,019
Ozyegin University	Center for Entrepreneurship Kusbakisi Cad No 2 34662 Altunizade, Uskudar Istanbul Turkey	PC	Grant to implement the 10,000 Women Initiative in Turkey.	321,479
American University in Cairo	420 Fifth Avenue 3rd Floor New York, NY 10018	PC	Grant to implement the 10,000 Women Initiative in Egypt.	298,788
Southwestern University of Finance and Economics	School of Business Administration No. 55 Guanghua Street Chengdu , Sichuan 610074 China	PC	Grant to implement the 10,000 Women Initiative in China.	274,258
Southwestern University of Finance and Economics	School of Business Administration No. 55 Guanghua Street Chengdu , Sichuan 610074 China	PC	Grant to implement the 10,000 Women Initiative in China	274,258

ATTACHMENT C-1
10,000 Women Program

Organization Name	Address	Foundation Status of Recipient	Purpose of the Grant or Contribution	Amount \$
China Development Research Foundation	Imperial International Center, Floor 15, Tower A No 136, Andingmen Wai Avenue, Dongcheng District Beijing 100011 China	PC	Grant to support research on women's economic empowerment in China	245,150
Yunnan University	School of Business and Tourism Management 2 North Cuihu Road Kunming 650011 China	PC	Grant to implement the 10,000 Women Initiative in China in collaboration with the Massachusetts Institute of Technology.	243,214
Yunnan University	School of Business and Tourism Management 2 North Cuihu Road Kunming 650011 China	PC	Grant to implement the 10,000 Women Initiative in China in collaboration with the Massachusetts Institute of Technology	233,690
Inter-American Development Bank	Multilateral Investment Fund 1300 New York Avenue, N W Washington, DC 20577	PC	Grant to implement the 10,000 Women Initiative in Peru, a collaboration with the Thunderbird School of Global Management	210,013
The Indian School of Business	Gachibowli Hyderabad 500 032 India	PC	Grant to implement the 10,000 Women Initiative in India	201,747
University of Cape Town Fund	132 East 43rd Street Box 526 New York, NY 10017	PC	Grant to implement the 10,000 Women initiative at the University of Cape Town's (UCT) Raymond Ackerman Academy for Entrepreneurial Development in South Africa	190,532
American University in Cairo	420 Fifth Avenue 3rd Floor New York, NY 10018	PC	Grant to implement the 10,000 Women Initiative in Egypt.	169,549
Babson College	231 Forest Street Babson Park, MA 02457-0310	PC	Grant to support the development of a blended learning entrepreneurship education program to expand the work of the 10,000 Women Initiative.	154,100
Acumen Fund	76 9th Ave Suite 315 New York, NY 10011	PC	Grant for the Acumen Fund Fellows Program	100,000
Tecnologico de Monterrey	Ave Eugenio Garza Sada 2501 Sur Col Tecnologico CP Monterrey, Nuevo Leon 64849 Mexico	PC	Grant to implement the 10,000 Women initiative in Mexico	97,938
Johns Hopkins University	Bloomberg School of Public Health 624 North Broadway 8th Floor Baltimore, MD 21205	PC	Grant to support a two-day symposium to combat domestic human trafficking	75,025
University of Dar es Salaam	PO Box 35046 Dar es Salaam Tanzania, Africa	NC	Grant in support of the 10,000 Women Initiative in Tanzania	61,530

**ATTACHMENT C-1
10,000 Women Program**

Organization Name	Address	Foundation Status of Recipient	Purpose of the Grant or Contribution	Amount \$
Global Business School Network	1010 Vermont Avenue NW Washington, DC 20005	PC	Grant to support capacity building at business schools in developing countries	49,992
Women's Campaign International	3701 Chestnut Street Philadelphia, PA 19104	PC	Grant to provide technical assistance to 10,000 Women participants in Liberia	49,243
Babson College	231 Forest Street Babson Park, MA 02457-0310	PC	Grant to support the development of a blended learning entrepreneurship education program to expand the work of the 10,000 Women Initiative.	40,413
Mendian International Center	1630 Crescent Place, NW Washington, DC 20009	PC	Grant in support of the 10,000 Women initiative	39,998
University of Oxford	Saïd Business School Park End Street Oxford OX1 1HP United Kingdom	PC	Grant to implement the 10,000 Women Entrepreneurship Certification Program in collaboration with Zhejiang University and Southwestern University of Finance & Economics (SWUFE) in China	39,806
Women's Campaign International	3701 Chestnut Street Philadelphia, PA 19104	PC	Grant to provide technical assistance to 10,000 Women participants in Liberia	29,310
Thunderbird School of Global Management	1 Global Place Glendale, AZ 85306-6000	PC	Grant to implement the 10,000 Women Initiative in collaboration with The American University in Afghanistan (AUAF)	2,989

Total 10,000 Women Program **12,364,803**

ATTACHMENT C-2
10,000 Small Businesses Program

Organization Name	Address	Foundation Status of Recipient	Purpose of the Grant or Contribution	Amount \$
Long Beach City College Foundation	4900 E Conant Street Building O2 Suite 213 Long Beach, CA 90808	PC	Grant to implement the 10,000 Small Businesses initiative in the Southern California Region	1,650,127
Long Beach City College Foundation	4900 E Conant Street Building O2 Suite 213 Long Beach, CA 90808	PC	Grant to implement the 10,000 Small Businesses initiative in the Southern California Region	1,650,126
Community College of Philadelphia Foundation	1700 Spring Garden Street Philadelphia, PA 19130	PC	Grant to implement the 10,000 Small Businesses Initiative in Philadelphia	1,074,339
Cuyahoga Community College	700 Carnegie Avenue Cleveland, OH 44115-2878	PC	Grant to implement the 10,000 Small Businesses initiative in the Greater Cleveland area	1,070,486
Babson College	231 Forest Street Babson Park, MA 02457-0310	PC	Grant to develop, implement and deliver the 10,000 Small Businesses curriculum nationally and to train faculty across the initiative	1,000,000
City Colleges of Chicago	District Office 226 West Jackson Blvd. Chicago, IL 60606-6998	PC	Grant to implement the 10,000 Small Businesses Initiative in the greater Chicago area	1,000,000
City Colleges of Chicago	District Office 226 West Jackson Blvd Chicago, IL 60606-6998	PC	Grant to implement the 10,000 Small Businesses Initiative in the greater Chicago area.	1,000,000
Salt Lake Community College Foundation	4600 South Redwood Road Salt Lake City, UT 84123	PC	Grant to implement the 10,000 Small Businesses Initiative in the Salt Lake City area	929,550
Initiative For A Competitive Inner City	200 High Street Floor 3 Boston, MA 02110	PC	Grant to coordinate the participant outreach and recruitment and selection process nationally for the 10,000 Small Businesses Initiative	678,071
Initiative For A Competitive Inner City	200 High Street Floor 3 Boston, MA 02110	PC	Grant to coordinate the participant outreach and recruitment and selection process nationally for the 10,000 Small Businesses Initiative	678,071
Houston Community College System Foundation	3100 Main Street Suite 12B12 Houston, TX 77002	PC	Grant to implement the 10,000 Small Businesses initiative in the greater Houston area	603,551
Delgado Community College Foundation	615 City Park Avenue New Orleans, LA 70119	PC	Grant to implement the 10,000 Small Businesses initiative in the greater New Orleans area	599,461
Babson College	231 Forest Street Babson Park, MA 02457-0310	PC	Grant to develop, implement and deliver the 10,000 Small Businesses curriculum nationally and to train faculty across the initiative	581,147
Community College of Philadelphia Foundation	1700 Spring Garden Street Philadelphia, PA 19130	PC	Grant to implement the 10,000 Small Businesses Initiative in Philadelphia	553,447
Accion Texas	2014 S. Hackberry Street San Antonio, TX 78210	PC	Grant to support 10,000 Small Businesses capacity building and technical assistance in communities in the Houston metro area	493,996
Mountain West Small Business Finance	2595 East 3300 South Salt Lake City, UT 84109	NC	Grant to support, and increase the capacity of, the grantee's charitable lending activities, including in connection with the 10,000 Small Businesses initiative	466,583
Salt Lake Community College Foundation	4600 South Redwood Road Salt Lake City, UT 84123	PC	Grant to implement the 10,000 Small Businesses Initiative in the Salt Lake City area.	464,775

ATTACHMENT C-2
10,000 Small Businesses Program

Organization Name	Address	Foundation Status of Recipient	Purpose of the Grant or Contribution	Amount \$
SomerCor 504 Inc	601 LaSalle Street #510 Chicago, IL 60605	NC	Grant to support, and increase the capacity of, the grantee's charitable lending activities, including in connection with the 10,000 Small Businesses initiative.	463,208
Growth Capital Corp.	1360 East Ninth Street Suite 350 Cleveland, OH 44114	NC	Grant to support, and increase the capacity of, the grantee's charitable lending activities, including in connection with the 10,000 Small Businesses initiative.	387,749
Mountain West Small Business Finance	2595 East 3300 South Salt Lake City, UT 84109	NC	Grant to support, and increase the capacity of, the grantee's charitable lending activities, including in connection with the 10,000 Small Businesses initiative.	377,440
Los Angeles City College Foundation	855 N. Vermont Avenue Los Angeles, CA 90029	PC	Grant to implement the 10,000 Small Businesses initiative in the Los Angeles metropolitan region.	366,931
LaGuardia Community College	31-10 Thomson Avenue Long Island City, NY 11101-9976	PC	Grant to implement the 10,000 Small Businesses initiative in the greater New York area	341,627
Babson College	231 Forest Street Babson Park, MA 02457-0310	PC	Grant to develop, implement and deliver the 10,000 Small Businesses curriculum nationally and to train faculty across the initiative	310,565
PIDC- Regional Development Corp	1500 Market Street Suite 2600 West Philadelphia, PA 19102	PC	Capacity Building Grant to support the 10,000 Small Business initiative in the Philadelphia, PA area	250,000
Babson College	231 Forest Street Babson Park, MA 02457-0310	PC	Grant to develop, implement and deliver the 10,000 Small Businesses curriculum nationally and to train faculty across the initiative	243,162
Community First Fund	30 West Orange Street PO Box 524 Lancaster, PA 17608-0824	PC	Grant for capacity building at CFF and for its work in Pennsylvania	224,893
Coastal Enterprises	36 Water Street P.O. Box 268 Wiscasset, ME 04578	PC	General Operating grant in support of CEI's core lending and business counseling activities.	200,000
Valley Economic Development Center	5121 Van Nuys Blvd 3rd Floor Van Nuys, CA 91403	PC	Grant for capacity building at VEDC and for its work in the greater Los Angeles area.	196,666
Cuyahoga Community College	700 Carnegie Avenue Cleveland, OH 44115-2878	PC	Grant to implement the 10,000 Small Businesses initiative in the Greater Cleveland Area	190,353
National Urban League	120 Wall Street 8th Floor New York, NY 10005	PC	Grant to implement national outreach and recruitment activities for 10,000 Small Businesses and for NUL's entrepreneurship centers in select markets	172,902
National Urban League	120 Wall Street 8th Floor New York, NY 10005	PC	Grant to implement national outreach and recruitment activities for 10,000 Small Businesses and for NUL's entrepreneurship centers in select markets.	172,901
Babson College	231 Forest Street Babson Park, MA 02457-0310	PC	Grant to support the 10,000 Small Businesses initiative in the area of monitoring and evaluation	150,250
Babson College	231 Forest Street Babson Park, MA 02457-0310	PC	Grant to support the 10,000 Small Businesses initiative in the area of monitoring and evaluation.	150,250
Los Angeles City College Foundation	855 N. Vermont Avenue Los Angeles, CA 90029	PC	Grant to implement the 10,000 Small Businesses initiative in the Los Angeles metropolitan region.	138,945

ATTACHMENT C-2
10,000 Small Businesses Program

Organization Name	Address	Foundation Status of Recipient	Purpose of the Grant or Contribution	Amount \$
Virginia Community Capital	990 Cambria Street, N E Christiansburg, VA 24073	PC	Grant to provide general operating support	132,000
Kentucky Highlands Community Development Corporation	362 Old Whitely Road London, KY 40744	PC	Grant in support of the 10,000 Small Businesses initiative.	125,000
American Association of Community Colleges	One Dupont Circle, NA Suite 410 Washington, DC 20036	PC	Grant to support the 10,000 Small Businesses initiative's site selection process and the management of community college partnerships	114,928
American Association of Community Colleges	One Dupont Circle, NA Suite 410 Washington, DC 20036	PC	Grant to support the 10,000 Small Businesses initiative's site selection process and the management of community college partnerships.	114,928
City Bar Justice Center	42 West 44th Street New York, NY 10036	PC	Grant in support of the pro bono development and legal clinic of the 10,000 Small Businesses curriculum	103,950
Montana Community Development Corporation	110 East Broadway 2nd Floor Missoula, MT 59802	PC	Capacity building grant to support the 10,000 Small Businesses Initiative in the Montana area.	100,000
Craft3	203 Howerton Way, SE PO Box 826 Ilwaco, WA 98624	PC	Grant in support of the 10,000 Small Businesses initiative in the greater Washington/Oregon area	100,000
IFF	One North LaSalle Street Suite 700 Chicago, IL 60602	PC	Grant to support 10,000 Small Businesses capacity building and technical assistance to nonprofit community organizations in the Chicago metropolitan area.	90,352
New York Business Development Corporation LDC	50 Beaver Street Albany, NY 12201	PC	Grant to provide general operating support	75,000
Mayor's Fund for Philadelphia	City Hall Room 708 Philadelphia, PA 19107	PC	Grant to support the 10,000 Small Businesses Initiative in the Philadelphia area.	59,235
Southeast Community Capital Corp	DBA Pathway Lending 201 Venture Circle Nashville, TN 37228	PC	General operating support grant as part of the 10,000 Small Businesses Initiative	50,000
Mayor's Fund for Philadelphia	City Hall Room 708 Philadelphia, PA 19107	PC	Grant to support the 10,000 Small Businesses Initiative in the Philadelphia area	39,490
American Association of Community Colleges	One Dupont Circle, NA Suite 410 Washington, DC 20036	PC	Grant to support the 10,000 Small Businesses initiative's site selection process and the management of community college partnerships.	39,231
IFF	One North LaSalle Street Suite 700 Chicago, IL 60602	PC	Grant to support 10,000 Small Businesses capacity building and technical assistance to nonprofit community organizations in the Chicago metropolitan area	22,725

Total 10,000 Small Business Program **19,998,409**

ATTACHMENT C-3
10,000 Small Businesses UK Program

Organization Name	Address	Foundation Status of Recipient	Purpose of the Grant or Contribution	Amount \$
University College London Friends and Alumni Association, Inc.	Gower Street London WC1E 6BT United Kingdom	PC	Grant to support the 10,000 Small Businesses Initiative in the UK	1,214,320
University of Leeds	Leeds University Business School Maurice Keyworth Building Leeds LS2 9JT United Kingdom	PC	Grant to implement the 10,000 Small Businesses initiative in Leeds, England	839,211
Manchester Metropolitan University	Centre for Enterprise Minshull Building 47-49 Chorlton Street Manchester M1 3FY United Kingdom	PC	Grant to implement the 10,000 Small Businesses initiative in Manchester, England	818,974
Aston University	Aston Business School Aston Triangle Birmingham B4 7ET United Kingdom	PC	Grant to implement the 10,000 Small Businesses initiative in Birmingham, England	669,457
University College London Friends and Alumni Association, Inc.	Gower Street London WC1E 6BT United Kingdom	PC	Grant to support the 10,000 Small Businesses Initiative in the UK.	607,160
University of Leeds	Leeds University Business School Maurice Keyworth Building Leeds LS2 9JT United Kingdom	PC	Grant to implement the 10,000 Small Businesses initiative in Leeds, England	589,716
University of Leeds	Leeds University Business School Maurice Keyworth Building Leeds LS2 9JT United Kingdom	PC	Grant to implement the 10,000 Small Businesses initiative in Leeds, England	589,716
University of Oxford	Saïd Business School Park End Street Oxford OX1 1HP United Kingdom	PC	Grant to implement the 10,000 Small Businesses initiative in the UK	258,993
University of Oxford	Saïd Business School Park End Street Oxford OX1 1HP United Kingdom	PC	Grant to implement the 10,000 Small Businesses initiative in the UK.	258,993

Total 10,000 Small Businesses UK Program **5,846,540**

ATTACHMENT C-4
Other Grant Making

Organization Name	Address	Foundation Status of Recipient	Purpose of the Grant or Contribution	Amount \$
Schwab Foundation for Social Entrepreneurship	91-93 route de la Capite CH 1223 Cologny Geneva Switzerland	NC	Grant to support the convening of social entrepreneurs	165,000
Scholarship America	1505 Riverview Road P.O. Box 297 St. Peter, MN 56082	PC	2013 Blaine Scholarship Program	152,000
Scholarship America	1505 Riverview Road P.O. Box 297 St. Peter, MN 56082	PC	2013 Young Scholarship Program	71,206
Bridgespan Group	535 Boylston Street 10th Floor Boston, MA 02116	PC	Grant to support measurement and evaluation of GS Global Entrepreneurship Initiatives: 10,000 Women and 10,000 Small Businesses in the US and UK.	26,693

Total Other Grant Making **414,899**

Goldman Sachs Foundation
Attachment D
Grants Payable List

Program	Description	Amount \$	Reference
10,000 Women	See Attachment C	2,406,857	Attachment D-1
10,000 Small Businesses	See Attachment C	3,628,230	Attachment D-2
10,000 Small Businesses UK	See Attachment C	1,020,446	Attachment D-3

Total Grants Payable 7,055,533

**ATTACHMENT D-1
10,000 Women Program**

Organization Name	Address	Foundation Status of Recipient	Purpose of the Grant or Contribution	Amount \$
Fundacao Dom Cabral	Centro Alfa - Av Princesa Diana, 760 Alphaville Lagoa dos Ingleses Nova Lima (MG), 34000-000 Brazil	PC	Grant to implement the 10,000 Women Initiative in Brazil.	638,690
United States International University	PO Box 14634 -00800 Nairobi Kenya	PC	Grant to implement the 10,000 Women Initiative in Kenya.	463,131
Gordon Institute of Business Science	University of Pretoria 26 Melville Road Sandton 2196 South Africa	PC	Grant to implement the 10,000 Women Initiative in South Africa.	381,592
Yuman University	School of Business and Tourism Management 2 North Cuihu Road Kunming 650011 China	PC	Grant to implement the 10,000 Women Initiative in China in collaboration with the Massachusetts Institute of Technology.	248,865
Global Communities	8601 Georgia Avenue Suite 800 Silver Spring, MD 20910	PC	Grant to implement the 10,000 Women Initiative in Liberia	239,941
University of Cape Town Fund	132 East 43rd Street Box 526 New York, NY 10017	PC	Grant to implement the 10,000 Women Initiative at the University of Cape Town's (UCT) Raymond Ackerman Academy for Entrepreneurial Development in South Africa.	190,532
China Development Research Foundation	Imperial International Center, Floor 15, Tower A No 136, Andingmen Wai Avenue, Dongcheng District Beijing 100011 China	PC	Grant to support research on women's economic empowerment in China	105,065
University of Dar es Salaam	PO Box 35046 Dar es Salaam Tanzania, Africa	NC	Grant to implement the 10,000 Women Initiative in Tanzania.	61,529
Meridian International Center	1630 Crescent Place, NW Washington, DC 20009	PC	Grant in support of the 10,000 Women Initiative.	39,754
President and Directors of Georgetown College for Georgetown University	Center for Child and Human Development 3300 Whitehaven Street NW Suite 3300 Washington, DC 20007	PC	Grant for the U.S. Afghan Women's Council to support networking and training opportunities	37,759

Total 10,000 Women Program **2,406,857**

ATTACHMENT D-2
10,000 Small Businesses Program

Organization Name	Address	Foundation Status of Recipient	Purpose of the Grant or Contribution	Amount \$
Houston Community College System Foundation	3100 Main Street Suite 12B12 Houston, TX 77002	PC	Grant to implement the 10,000 Small Businesses Initiative in the greater Houston area	603,551
Delgado Community College Foundation	615 City Park Avenue New Orleans, LA 70119	PC	Grant to implement the 10,000 Small Businesses Initiative in the greater New Orleans area	601,961
Accion Texas	2014 S Hackberry Street San Antonio, TX 78210	PC	Grant to support 10,000 Small Businesses capacity building and technical assistance in communities in the Houston metro area.	493,996
Cuyahoga Community College	700 Carnegie Avenue Cleveland, OH 44115-2878	PC	Grant to implement the 10,000 Small Businesses Initiative in the greater Cleveland area.	458,779
Growth Capital Corp	1360 East Ninth Street Suite 350 Cleveland, OH 44114	NC	Grant to support, and increase the capacity of, the grantee's charitable lending activities, including in connection with the 10,000 Small Businesses initiative.	387,749
SomerCor 504 Inc	601 LaSalle Street #510 Chicago, IL 60605	NC	Grant to support, and increase the capacity of, the grantee's charitable lending activities, including in connection with the 10,000 Small Businesses initiative.	308,806
PIDC- Regional Development Corp	1500 Market Street Suite 2600 West Philadelphia, PA 19102	PC	Grant for capacity building at PIDC and for its work in the Philadelphia area	250,000
Babson College	231 Forest Street Babson Park, MA 02457-0310	PC	Grant to develop, implement and deliver the 10,000 Small Businesses curriculum nationally and to train faculty across the initiative	155,282
Community First Fund	30 West Orange Street PO Box 524 Lancaster, PA 17608-0824	PC	Grant in support of capacity building at CFF	125,107
New York Business Development Corporation LDC	50 Beaver Street Albany, NY 12201	PC	Grant to provide general operating support	75,000
Virginia Community Capital	990 Cambria Street, N E Christiansburg, VA 24073	PC	Grant to provide general operating support	68,000
Coastal Enterprises	36 Water Street P O Box 268 Wiscasset, ME 04578	PC	Grant to provide general operating support.	50,000
Southeast Community Capital Corp	DBA Pathway Lending 201 Venture Circle Nashville, TN 37228	PC	Grant to provide general operating support	50,000

Total 10,000 Small Business Program	3,628,230
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ATTACHMENT D-3
10,000 Small Businesses UK Program

Organization Name	Address	Foundation Status of Recipient	Purpose of the Grant or Contribution	Amount \$
Aston University	Aston Business School Aston Triangle Birmingham B4 7ET United Kingdom	PC	Grant to implement the 10,000 Small Businesses Initiative in Birmingham, England	669,457
Manchester Metropolitan University	Centre for Enterprise Minshull Building 47-49 Chorlton Street Manchester M1 3FY United Kingdom	PC	Grant to implement the 10,000 Small Businesses Initiative in Manchester, England.	350,989

Total 10,000 Small Businesses UK Program **1,020,446**

Expenditure Responsibility Grants

Year	(i) Grantee	City State	Appropriation Date (award letter or meeting Date)	Grant #	Period in Months	(ii) Amount of Grant	Amount of Grant Expended	(iii) Purpose of Grant	(iv) and (v) Reports	(v) Diversions
2013	University of Dar es Salaam	PO Box 3504, Dar Es Salaam, Tanzania Africa	8/16/2013	21300325	12	\$ 123,059		Grant in support of the 10,000 Women initiative in Tanzania	Narrative reports received March 1, 2014 and received April 28, 2014. The final narrative & expenditure report is due on September 30, 2014	No diversion of funds to the knowledge of GSF
2013	Schwab Foundation for Social Entrepreneurship	91-93 route de la Capitale CH 1223 Cologny Geneva Switzerland	1/2/2013	21300039	12	\$ 165,000	165,000.00	Grant to support the convening of social entrepreneurs in coordination with the World Economic Forum	Final narrative and financial report received	No diversion of funds to the knowledge of GSF
2013	SomerCor 504	601 LaSalle Street #510 Chicago, IL 60605	11/12/2013	21201827	24	\$ 772,014	204,544.00	Grant to support, and increase the capacity of, the grantee's charitable lending activities, including in connection with the 10,000 Small Businesses initiative	Narrative and financial reports are due March 31, 2014, September 30, 2014, March 31, 2015 and September 30, 2015. The narrative and financial report due March 31, 2014 was received May 7, 2014	No diversion of funds to the knowledge of GSF
2013	Mountain West Small Business Finance	2595 East 3300 South Salt Lake City, UT 84109	12/20/2012	21202634	18	\$ 844,023	432,082.30	Grant to support, and increase the capacity of, the grantee's charitable lending activities, including in connection with the 10,000 Small Businesses initiative	Narrative and financial reports were received February 21, 2014 and September 27, 2013. Final narrative and financial report due July 31, 2014 has not been received. Foundation staff continues to follow up	No diversion of funds to the knowledge of GSF
2013	Growth Capital	1360 East Ninth Street, Ste 350 Cleveland, OH 44114	5/17/2013	21300710	24	\$ 775,498	327,547.00	Grant to support and increase the capacity of, the grantee's charitable lending activities, including in connection with the 10,000 Small Businesses initiative	Narrative and financial reports due December 31, 2013 and May 1, 2014 were received on May 16, 2014. Additional narrative and financial reports are due on December 31, 2014 and June 1, 2015	No diversion of funds to the knowledge of GSF
2012	University of Dar es Salaam	PO Box 3504, Dar Es Salaam, Tanzania, Africa	8/17/2012	21101361	12	123,455.00	122,024.00	Grant in support of the 10,000 Women initiative in Tanzania	Final narrative and financial report received	No diversion of funds to the knowledge of GSF
2011	Show of Force	430 East 10th Street, Suite 3A, New York, New York 10009	11/16/2011	21102657	12	\$ 250,000	250,000.00	Grant to support documentary film and transmedia project inspired by the best-selling book 'Half the Sky'	Final narrative and financial report received	No diversion of funds to the knowledge of GSF
2007	Hertie Foundation	Gruneburgweg 105 Frankfurt am Main Frankfurt, Germany	1/2/2008	20071088	53	\$350,000	\$353,270.29 (Additional payments of \$2,279.41 and \$950.88 were made per agreement to cover translation costs related to the grant)	To support the START program for talented immigrant youth	Narrative and financial reports and audited financial statements were received December 20, 2010 and June 22, 2011. The grant term ended June 29, 2012. The final report due September 30, 2012 was received December 24, 2013	No diversion of funds to the knowledge of GSF

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	THE GOLDMAN SACHS FOUNDATION	Employer identification number (EIN) or 31-1678646
	Number, street, and room or suite no. If a P.O. box, see instructions. 200 WEST STREET, 29TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10282-2198	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

EMMETT ST, JOHN

- The books are in the care of ► 200 WEST STREET - NEW YORK, NY 10282-2198
Telephone No. ► 212-902-4223 Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until
AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year 2013 or
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,067,031.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	717,031.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	350,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you're filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).
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Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE GOLDMAN SACHS FOUNDATION	31-1678646
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	200 WEST STREET, 29TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10282	

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

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Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

EMMETT ST. JOHN

- The books are in the care of ► 200 WEST STREET - NEW YORK, NY 10282-2198

Telephone No. ► 212-902-4223

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for. _____

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**

5 For calendar year 2013, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE

A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any <u>nonrefundable credits</u> . See instructions.	8a	\$ 1,067,031.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.		
	8b	\$ 1,067,031.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Blanca Macari Title ▶ CPA

Date ► 7/9/14

Form 8868 (Rev. 1-2014)