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 KATHRYN CARELL BROWN FOUNDATION

A Employer identification number: 62-6314878

Number and street (or P O box number if mail is not delivered to street address): 4420 FORSYTHE PLACE | Room/suite

B Telephone number: (615) 463-2424

City or town, state or province, country, and ZIP or foreign postal code: NASHVILLE, TN 37205

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 3,613,158.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	611.	611.		STATEMENT 1
	4 Dividends and interest from securities	69,886.	69,886.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	110,590.			
	b Gross sales price for all assets on line 6a 2,347,497.				
	7 Capital gain net income (from Part IV, line 2)		110,590.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	181,087.	181,087.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,015.	0.		2,015.
	c Other professional fees STMT 4	9,435.	9,435.		0.
	17 Interest				
	18 Taxes STMT 5	3,466.	3,466.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,916.	12,901.		2,015.
	25 Contributions, gifts, grants paid	93,500.			93,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	108,416.	12,901.		95,515.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	72,671.			
	b **Net investment income** (if negative, enter -0-)		168,186.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED MAY 19 2014 OGDEN, UT

SCANNED MAY 27 2014

323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

15

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	782,647.	649,700.	649,700.
3	Accounts receivable ▶ 20.			
	Less: allowance for doubtful accounts ▶	504.	20.	20.
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock STMT 6	839,462.	1,489,816.	1,807,155.
c	Investments - corporate bonds STMT 7	1,513,572.	959,320.	958,033.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 8	85,000.	195,000.	198,250.
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,221,185.	3,293,856.	3,613,158.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	3,221,185.	3,293,856.	
30	Total net assets or fund balances	3,221,185.	3,293,856.	
31	Total liabilities and net assets/fund balances	3,221,185.	3,293,856.	

(Sections: Assets lines 1–16; Liabilities lines 17–23; Net Assets or Fund Balances lines 24–31)

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	3,221,185.
2	Enter amount from Part I, line 27a	2	72,671.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,293,856.
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	3,293,856.

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 STATEMENTS			
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	2,347,497.		2,236,907.	110,590.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				110,590.

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 — 110,590.

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	26,920.	3,279,332.	.008209
2011	1,011,650.	3,266,847.	.309672
2010	126,815.	3,792,637.	.033437
2009	155,553.	3,920,168.	.039680
2008	174,033.	3,990,192.	.043615

2	Total of line 1, column (d)	2	.434613
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	.086923
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,433,432.
5	Multiply line 4 by line 3	5	298,444.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,682.
7	Add lines 5 and 6	7	300,126.
8	Enter qualifying distributions from Part XII, line 4	8	95,515.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,364.
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	3,364.
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	3,364.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,800.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	2,800.
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	564.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ LATTIMORE BLACK MORGAN & CAIN, PC Telephone no. ▶615-377-4600
Located at ▶5250 VIRGINIA WAY, SUITE 400, BRENTWOOD, TN ZIP+4 ▶37027

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

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A [ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] 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
KATHRYN CARELL BROWN 4420 FORSYTHE PLACE NASHVILLE, TN 37205	CO-TRUSTEE 0.00	0.	0.	0.
DAVID H. BROWN 4420 FORSYTHE PLACE NASHVILLE, TN 37205	CO-TRUSTEE 0.00	0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	2,879,651.
b	Average of monthly cash balances	1b	606,067.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,485,718.
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	3,485,718.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,286.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,433,432.
6	**Minimum investment return.** Enter 5% of line 5	6	171,672.

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	171,672.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 3,364.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	3,364.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	168,308.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	168,308.
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	168,308.

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	95,515.
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	95,515.
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	95,515.

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				168,308.
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				
b From 2009				
c From 2010				
d From 2011 751,571.				
e From 2012				
f Total of lines 3a through e	751,571.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 95,515.				
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				95,515.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	72,793.			72,793.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	678,778.			
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	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	678,778.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 678,778.				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

KATHRYN CARELL BROWN

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

NONE

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

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

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

KATHRYN BROWN, 615-463-2424
95 WHITE BRIDGE ROAD, SUITE 514, NASHVILLE, TN 37205

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

SEE THE ATTACHED "APPLICATION FOR GRANT FUNDS"

c Any submission deadlines:

SEE THE ATTACHED "APPLICATION FOR GRANT FUNDS"

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

SEE THE ATTACHED "APPLICATION FOR GRANT FUNDS"

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CAMP WIDJIWAGAN 3088 SMITH SPRINGS RD ANTIOCH, TN 37013	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSE TO FURTHER CHARITABLE PURP	5,000.
CENTERSTONE 1101 SIXTH AVENUE NORTH NASHVILLE, TN 37208	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSE TO FURTHER CHARITABLE PURP	40,000.
CHEEKWOOD 1200 FORREST PARK DRIVE NASHVILLE, TN 37205	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSE TO FURTHER CHARITABLE PURP	3,500.
DAVIDSON COLLEGE BOX 7171 DAVIDSON, NC 28305-7171	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSE TO FURTHER CHARITABLE PURP	15,000.
NASHVILLE ZOO 3777 NOLENSVILLE ROAD NASHVILLE, TN 37211	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSE TO FURTHER CHARITABLE PURP	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	93,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	611.	
4 Dividends and interest from securities			14	69,886.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	110,590.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		181,087.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 181,087.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

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

Kathryn Carell Brown | 5-9-14 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MELISSA B. COTHRAN	Melissa B Cothran CPA	05/07/14		P00368963
Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C.			Firm's EIN ▶ 62-1199757	
Firm's address ▶ P.O. BOX 1869 BRENTWOOD, TN 37024-1869			Phone no. (615)377-4600	

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	GOLDMAN SACHS #54301-4 - SEE ATTACHED STATEMENT	P		
b	GOLDMAN SACHS #54301-4 WASH SALE - SEE ATTACHED S	P		
c	GOLDMAN SACHS #54301-4 - SEE ATTACHED STATEMENT	P		
d	GOLDMAN SACHS #54301-4 - SEE ATTACHED STATEMENT	P		
e	GOLDMAN SACHS #54302-2 - SEE ATTACHED STATEMENT	P		
f	GOLDMAN SACHS #54302-2 - SEE ATTACHED STATEMENT	P		
g	GOLDMAN SACHS #54302-2 - SEE ATTACHED STATEMENT	P		
h	GOLDMAN SACHS #54303-0 - SEE ATTACHED STATEMENT	P		
i	GOLDMAN SACHS #54303-0 - SEE ATTACHED STATEMENT	P		
j	GOLDMAN SACHS #54303-0 WASH SALE - SEE ATTACHED S	P		
k	GOLDMAN SACHS #54303-0 - SEE ATTACHED STATEMENT	P		
l	CAPITAL GAINS DIVIDENDS			
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	490,792.		527,391.	-36,599.
b	167.			167.
c	35,529.		28,070.	7,459.
d	1,530,145.		1,459,153.	70,992.
e	92,361.		81,976.	10,385.
f	43,638.		34,238.	9,400.
g	7,344.		4,958.	2,386.
h	37,635.		33,825.	3,810.
i	66,423.		50,105.	16,318.
j	24.			24.
k	28,290.		17,191.	11,099.
l	15,149.			15,149.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-36,599.
b				167.
c				7,459.
d				70,992.
e				10,385.
f				9,400.
g				2,386.
h				3,810.
i				16,318.
j				24.
k				11,099.
l				15,149.
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	110,590.
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

323591
05-01-13

THE KATHRYN CARELL BROWN FOUNDATION
EIN: 62-6314878
SCH D - ATTACHMENT

Tax Year	Account No	Legal Name
2013	003-54301-4	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	(36,431 65)	Net Covered Long-Term Gains (Losses)	7,459 38	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	70,991 54		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**(36,431 65)**	**Total Long-Term Gains (Losses)**	**78,450 92**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303)	02/07/2013	06/12/2013	3,756 91	34,000 00	0 00	37,268 51	(3,268 51)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303) Disallowed Loss							115 58
ISHARES MSCI EMERGING MKTS ETF (464287234)	02/07/2013	06/20/2013	900 00	33,029 42	0 00	39,096 00	(6,066 58)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303)	02/07/2013	07/02/2013	1,467 27	13,000 00	0 00	14,555 31	(1,555 31)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303) Disallowed Loss							51 77
ISHARES MSCI EMERGING MKTS ETF (464287234)	02/07/2013	07/02/2013	800 00	30,351 47	0 00	34,752 00	(4,400 53)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303)	02/28/2013	08/13/2013	40 00	351 63	0 00	393 23	(41 60)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303)	03/08/2013	08/13/2013	48 84	429 27	0 00	482 50	(53 23)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303)	02/23/2013	08/13/2013	62 34	548 00	0 00	606 60	(58 60)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303)	03/28/2013	08/13/2013	67 54	593 70	0 00	655 84	(62 14)

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

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303)	04/30/2013	08/13/2013	68 49	602 03	0 00	686 95	(84 92)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303)	02/07/2013	08/13/2013	70 51	619 76	0 00	717 77	(98 01)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303)	02/07/2013	08/13/2013	12,416 95	109,145 02	0 00	123,176 18	(14,031 16)
GS EMERGING MARKETS EQUITY FUND INSTITUTIONAL SHARES (38142B369)	02/07/2013	08/20/2013	4,512 64	65,884 47	0 00	75,000 00	(9,115 53)
GS INTERNATIONAL EQUITY DIVIDEND & PREMIUM INSTITUTIONAL SHARES (38144N494)	02/07/2013	09/24/2013	13,568 52	105,970 15	0 00	100,000 00	5,970 15
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303)	09/24/2013	12/23/2013	11,312 22	96,266 97	0 00	100,000 00	(3,733 03)
Net Covered Short-Term Disallowed Losses							**167.35**
Net Covered Short-Term Gains (Losses)				**490,791.89**	**0.00**	**527,390.89**	**(36,431.65)**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
SPDR EURO STOXX 50 FD ETF (78463X202)	05/22/2012	06/05/2013	1,000 00	35,529 38	0 00	28,070 00	7,459 38
Net Covered Long-Term Gains (Losses)				**35,529.38**	**0.00**	**28,070.00**	**7,459.38**
NonCovered Long-Term Gains (Losses)							
GS SMALL CAP VALUE FUND INSTITUTIONAL CLASS SHARES (38142V209)	11/12/2009	02/07/2013	210 48	10,000 00	0 00	6,459 69	3,540 31
GS SMALL/MID-CAP GROWTH FUND INSTITUTIONAL SHARES (38143H746)	07/14/2010	02/07/2013	1,353 26	23,127 13	0 00	17,335 20	5,791 93

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

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

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS SMALL/MID-CAP GROWTH FUND INSTITUTIONAL SHARES (38143H746)	11/17/2009	02/07/2013	2,450 14	41,872 87	0 00	29,499 67	12,373 20
ROYAL BANK OF CANADA LINKED TO MSCI EAFE 0% COUPON DUE 02/28/2013 STRUCTURED NOTE (78010V659)	12/21/2011	02/28/2013	50 00	54,500 00	0 00	50,000 00	4,500 00
RABOBANK NEDERLAND UTRECHT LINKED TO MSCI EAFE 0% COUPON DUE 03/26/2013 STRUCTURED NOTE (21684A809)	12/19/2011	03/26/2013	50 00	62,750 00	0 00	50,000 00	12,750 00
RABOBANK NEDERLAND UTRECHT LINKED TO S&P 500 0% COUPON DUE 03/26/2013 STRUCTURED NOTE (21684A882)	12/19/2011	03/26/2013	50 00	60,875 00	0 00	50,000 00	10,875 00
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	11/25/2009	07/09/2013	6,448 41	46,364 04	0 00	44,107 09	2,256 95
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	11/12/2009	07/09/2013	15,967 70	114,807 75	0 00	109,059 38	5,748 37
GS CORE PLUS FIXED INCOME FUND INSTITUTIONAL SHARES (38143H415)	11/25/2009	08/15/2013	1,006 49	10,276 22	0 00	10,205 77	70 45
GS CORE PLUS FIXED INCOME FUND INSTITUTIONAL SHARES (38143H415)	11/12/2009	08/15/2013	4,965 24	50,695 13	0 00	50,000 00	695 13
GS CORE PLUS FIXED INCOME FUND INSTITUTIONAL SHARES (38143H415)	11/10/2009	08/15/2013	25,721 97	262,621 26	0 00	258,762 97	3,858 29
GS CORE PLUS FIXED INCOME FUND INSTITUTIONAL SHARES (38143H415)	11/17/2009	08/15/2013	49,455 98	504,945 60	0 00	500,000 00	4,945 60
GS CORE PLUS FIXED INCOME FUND INSTITUTIONAL SHARES (38143H415)	01/29/2010	08/20/2013	94 52	963 17	0 00	962 22	0 95
GS CORE PLUS FIXED INCOME FUND INSTITUTIONAL SHARES (38143H415)	11/30/2009	08/20/2013	214 13	2,181 95	0 00	2,175 53	6 42
GS CORE PLUS FIXED INCOME FUND INSTITUTIONAL SHARES (38143H415)	12/31/2009	08/20/2013	576 86	5,878 23	0 00	5,791 70	86 53
GS CORE PLUS FIXED INCOME FUND INSTITUTIONAL SHARES (38143H415)	11/25/2009	08/20/2013	23,648 35	240,976 64	0 00	239,794 23	1,182 41

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

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

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
BNP PARIBAS LINKED TO MSCI EAFE BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 12/12/2013 (05574LCH9)	11/08/2012	12/12/2013	35,000 00	37,310 00	0 00	35,000 00	2,310 00
Net NonCovered Long-Term Gains (Losses)				**1,530,144.99**	**0.00**	**1,459,153.45**	**70,991.54**

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

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

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	10,384 35	Net Covered Long-Term Gains (Losses)	9,399 88	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	2,386 06		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**10,384 35**	**Total Long-Term Gains (Losses)**	**11,785 94**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
VARIAN MEDICAL SYSTEMS INC CMN (92220P105)	06/06/2012	01/02/2013	3 00	215 57	0 00	177 41	38 16
VARIAN MEDICAL SYSTEMS INC CMN (92220P105)	05/02/2012	01/02/2013	13 00	934 16	0 00	839 69	94 47
JOHNSON & JOHNSON CMN (478160104)	03/05/2012	01/03/2013	11 00	776 59	0 00	711 35	65 24
CHEVRON CORPORATION CMN (166764100)	06/19/2012	01/04/2013	22 00	2,423 74	0 00	2,289 89	133 85
VARIAN MEDICAL SYSTEMS INC CMN (92220P105)	06/06/2012	01/07/2013	6 00	441 20	0 00	354 83	86 37
NORTHEAST UTILITIES CMN (664397106)	05/08/2012	01/10/2013	17 00	665 26	0 00	613 78	51 48
TRANSOCEAN LTD CMN (H8817H100)	06/21/2012	01/14/2013	5 00	275 54	0 00	224 09	51 45
J M SMUCKER CO CMN (832696405)	03/28/2012	01/15/2013	15 00	1,326 42	0 00	1,213 04	113 38
TRANSOCEAN LTD CMN (H8817H100)	06/21/2012	01/16/2013	3 00	165 33	0 00	134 45	30 88
TRANSOCEAN LTD CMN (H8817H100)	06/21/2012	01/17/2013	12 00	661 69	0 00	537 82	123 87
MYLAN INC CMN (628530107)	06/05/2012	01/18/2013	20 00	559 75	0 00	416 80	142 95
MYLAN INC CMN (628530107)	02/28/2012	01/18/2013	21 00	587 74	0 00	487 47	100 27
AMERICAN ELECTRIC POWER INC CMN (025537101)	02/23/2012	01/29/2013	12 00	540 58	0 00	457 96	82 62
CISCO SYSTEMS, INC CMN (17275R102)	07/31/2012	01/29/2013	68 00	1,411 12	0 00	1,087 79	323 33
CELGENE CORPORATION CMN (151020104)	04/26/2012	02/01/2013	1 00	101 53	0 00	74 32	27 21
CELGENE CORPORATION CMN (151020104)	06/04/2012	02/01/2013	14 00	1,421 40	0 00	912 76	508 64

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

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

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
AMERICAN ELECTRIC POWER INC CMN (025537101)	06/05/2012	02/05/2013	8 00	359 99	0 00	309 90	50 09
AMERICAN ELECTRIC POWER INC CMN (025537101)	02/23/2012	02/05/2013	19 00	854 97	0 00	725 11	129 86
CISCO SYSTEMS, INC CMN (17275R102)	07/31/2012	02/07/2013	9 00	189 56	0 00	143 97	45 59
CISCO SYSTEMS, INC CMN (17275R102)	10/12/2012	02/07/2013	27 00	568 67	0 00	497 32	71 35
MASCO CORPORATION CMN (574599106)	02/24/2012	02/12/2013	48 00	956 29	0 00	564 20	392 09
DIRECTV CMN (25490A309)	06/22/2012	02/13/2013	15 00	775 76	0 00	709 05	66 71
URBAN OUTFITTERS INC CMN (917047102)	07/17/2012	02/19/2013	40 00	1,670 69	0 00	1,221 51	449 18
NORTHEAST UTILITIES CMN (664397106)	05/08/2012	02/21/2013	17 00	696 60	0 00	613 78	82 82
NORTHEAST UTILITIES CMN (664397106)	09/14/2012	02/21/2013	27 00	1,106 36	0 00	1,020 81	85 55
P G & E CORPORATION CMN (69331C108)	01/14/2013	02/21/2013	22 00	921 00	0 00	901 25	19 75
XCEL ENERGY INC CMN (98389B100)	06/05/2012	02/21/2013	10 00	280 67	0 00	282 46	(1 79)
XCEL ENERGY INC CMN (98389B100)	04/11/2012	02/21/2013	38 00	1,066 54	0 00	989 84	76 70
LAM RESEARCH CORP CMN (512807108)	03/08/2012	02/22/2013	3 00	125 20	0 00	122 34	2 86
LAM RESEARCH CORP CMN (512807108)	03/07/2012	02/22/2013	15 00	625 99	0 00	602 58	23 41
J M SMUCKER CO CMN (832696405)	04/09/2012	02/25/2013	5 00	462 31	0 00	404 07	58 24
J M SMUCKER CO CMN (832696405)	03/28/2012	02/25/2013	6 00	554 77	0 00	485 22	69 55
TRANSOCEAN LTD CMN (H8817H100)	10/04/2012	03/05/2013	3 00	157 79	0 00	138 58	19 21
TRANSOCEAN LTD CMN (H8817H100)	08/07/2012	03/05/2013	12 00	631 18	0 00	589 60	41 58
DISH NETWORK CORPORATION CMN CLASS A (25470M109)	11/19/2012	03/12/2013	36 00	1,254 44	0 00	1,259 87	(5 43)
TRANSOCEAN LTD CMN (H8817H100)	10/04/2012	03/14/2013	18 00	964 39	0 00	831 51	132 88
WALGREEN CO CMN (931422109)	07/23/2012	03/26/2013	35 00	1,655 82	0 00	1,189 74	466 08
CHIPOTLE MEXICAN GRILL, INC CMN (169656105)	12/26/2012	04/11/2013	1 00	338 64	0 00	289 72	48 92
CHIPOTLE MEXICAN GRILL, INC CMN (169656105)	08/20/2012	04/11/2013	4 00	1,354 55	0 00	1,191 21	163 34
GENERAL MOTORS COMPANY CMN (37045V100)	10/03/2012	04/11/2013	37 00	1,082 47	0 00	893 34	189 13
GENERAL MOTORS COMPANY CMN (37045V100)	09/10/2012	04/11/2013	55 00	1,609 08	0 00	1,264 13	344 95

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

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

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
DUKE ENERGY CORPORATION CMN (26441C204)	11/19/2012	04/12/2013	11 00	802 45	0 00	669 46	132 99
DUKE ENERGY CORPORATION CMN (26441C204)	02/21/2013	04/12/2013	15 00	1,094 25	0 00	1,033 15	61 10
DUKE ENERGY CORPORATION CMN (26441C204)	06/04/2012	04/12/2013	22 00	1,604 91	0 00	1,528 12	76 79
AT&T INC CMN (00206R102)	04/23/2012	04/18/2013	5 00	189 30	0 00	153 44	35 86
AT&T INC CMN (00206R102)	04/23/2012	04/18/2013	15 00	567 91	0 00	460 97	106 94
CF INDUSTRIES HOLDINGS, INC CMN (125269100)	01/15/2013	04/18/2013	5 00	890 69	0 00	1,086 71	(196 02)
NORFOLK SOUTHERN CORPORATION CMN (655844108)	01/22/2013	04/18/2013	14 00	1,032 47	0 00	936 47	96 00
CHIPOTLE MEXICAN GRILL, INC CMN (169656105)	12/26/2012	04/19/2013	2 00	720 31	0 00	579 44	140 87
VERTEX PHARMACEUTICALS INC CMN (92532F100)	05/31/2012	04/19/2013	2 00	164 34	0 00	120 10	44 24
AT&T INC CMN (00206R102)	11/14/2012	04/24/2013	1 00	36 81	0 00	34 18	2 63
BED BATH & BEYOND INC CMN (075896100)	09/28/2012	04/24/2013	10 00	669 11	0 00	629 99	39 12
VERTEX PHARMACEUTICALS INC CMN (92532F100)	11/20/2012	04/24/2013	1 00	80 03	0 00	41 96	38 07
VERTEX PHARMACEUTICALS INC CMN (92532F100)	11/19/2012	04/24/2013	5 00	400 12	0 00	206 96	193 16
VERTEX PHARMACEUTICALS INC CMN (92532F100)	05/31/2012	04/24/2013	5 00	400 13	0 00	300 26	99 87
DIRECTV CMN (25490A309)	06/22/2012	04/26/2013	10 00	563 62	0 00	472 70	90 92
DIRECTV CMN (25490A309)	11/06/2012	04/26/2013	17 00	958 15	0 00	858 38	99 77
AETNA INC CMN (00817Y108)	12/26/2012	04/30/2013	3 00	173 81	0 00	140 32	33 49
AETNA INC CMN (00817Y108)	10/12/2012	04/30/2013	20 00	1,158 69	0 00	873 36	285 33
VIACOM INC CMN CLASS B (92553P201)	09/11/2012	04/30/2013	3 00	192 84	0 00	152 08	40 76
VIACOM INC CMN CLASS B (92553P201)	09/10/2012	04/30/2013	9 00	578 53	0 00	456 92	121 61
JOHNSON & JOHNSON CMN (478160104)	03/26/2013	05/01/2013	11 00	935 26	0 00	888 25	47 01
VIACOM INC CMN CLASS B (92553P201)	09/11/2012	05/01/2013	13 00	859 01	0 00	659 02	199 99
MASCO CORPORATION CMN (574599106)	06/08/2012	05/10/2013	51 00	1,083 89	0 00	675 46	408 43
WALGREEN CO CMN (931422109)	07/23/2012	05/10/2013	20 00	970 82	0 00	679 85	290 97
CF INDUSTRIES HOLDINGS, INC CMN (125269100)	01/15/2013	05/15/2013	1 00	189 53	0 00	217 34	(27 81)

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

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
CF INDUSTRIES HOLDINGS, INC CMN (125269100)	01/29/2013	05/15/2013	5 00	947 65	0 00	1,143 71	(196 06)
INTERCONTINENTALEXCHANGE INC CMN (45865V100)	12/20/2012	05/28/2013	7 00	1,185 90	0 00	883 65	302 25
LAM RESEARCH CORP CMN (512807108)	06/05/2012	05/30/2013	8 00	380 71	0 00	294 14	86 57
DTE ENERGY COMPANY CMN (233331107)	02/21/2013	06/03/2013	8 00	534 43	0 00	517 10	17 33
BED BATH & BEYOND INC CMN (075896100)	09/28/2012	06/06/2013	6 00	409 24	0 00	377 99	31 25
BED BATH & BEYOND INC CMN (075896100)	11/23/2012	06/06/2013	7 00	477 44	0 00	420 20	57 24
BED BATH & BEYOND INC CMN (075896100)	10/17/2012	06/06/2013	17 00	1,159 51	0 00	1,049 90	109 61
OCCIDENTAL PETROLEUM CORP CMN (674599105)	06/20/2012	06/06/2013	7 00	645 82	0 00	592 84	52 98
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/07/2012	06/06/2013	11 00	1,014 87	0 00	828 61	186 26
AT&T INC CMN (00206R102)	11/14/2012	06/17/2013	23 00	818 79	0 00	786 19	32 60
P G & E CORPORATION CMN (69331C108)	04/17/2013	06/18/2013	17 00	774 88	0 00	797 35	(22 47)
BARD C R INC N J CMN (067383109)	12/26/2012	06/26/2013	4 00	434 63	0 00	386 80	47 83
CF INDUSTRIES HOLDINGS, INC CMN (125269100)	03/04/2013	06/26/2013	3 00	528 01	0 00	601 82	(73 81)
SPRINT CORPORATION CMN (852061100)	04/17/2013	06/26/2013	165 00	1,150 39	0 00	1,201 62	(51 23)
WALGREEN CO CMN (931422109)	07/23/2012	06/27/2013	4 00	179 59	0 00	135 97	43 62
WALGREEN CO CMN (931422109)	01/10/2013	06/27/2013	5 00	224 49	0 00	193 20	31 29
WALGREEN CO CMN (931422109)	08/20/2012	06/27/2013	15 00	673 48	0 00	538 07	135 41
MALLINCKRODT PUBLIC LIMITED CO CMN (G5785G107)	04/17/2013	07/01/2013	0 50	22 77	0 00	0 00	22 77
GENERAL DYNAMICS CORP CMN (369550108)	09/27/2012	07/02/2013	26 00	2,029 11	0 00	1,727 26	301 85
AETNA INC CMN (00817Y108)	02/08/2013	07/05/2013	3 00	187 46	0 00	152 38	35 08
AETNA INC CMN (00817Y108)	12/26/2012	07/05/2013	15 00	937 29	0 00	701 59	235 70
DTE ENERGY COMPANY CMN (233331107)	02/21/2013	07/08/2013	36 00	2,388 86	0 00	2,326 94	61 92
AETNA INC CMN (00817Y108)	02/08/2013	07/11/2013	16 00	1,033 63	0 00	812 70	220 93
AT&T INC CMN (00206R102)	11/14/2012	07/15/2013	11 00	390 98	0 00	376 00	14 98
AT&T INC CMN (00206R102)	01/29/2013	07/15/2013	17 00	604 24	0 00	591 71	12 53

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

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

Goldman Sachs

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
AT&T INC CMN (00206R102)	01/29/2013	07/24/2013	10 00	352 65	0 00	348 06	4 59
AT&T INC CMN (00206R102)	02/05/2013	07/24/2013	40 00	1,410 62	0 00	1,419 16	(8 54)
EXELON CORPORATION CMN (30161N101)	03/11/2013	07/25/2013	8 00	250 40	0 00	257 85	(7 45)
EXELON CORPORATION CMN (30161N101)	11/28/2012	07/25/2013	28 00	876 40	0 00	830 08	46 32
WALGREEN CO CMN (931422109)	01/10/2013	07/30/2013	15 00	750 41	0 00	579 60	170 81
WALGREEN CO CMN (931422109)	03/05/2013	07/30/2013	21 00	1,050 57	0 00	850 47	200 10
MALLINCKRODT PUBLIC LIMITED CO CMN (G5785G107)	04/29/2013	08/01/2013	1 00	47 72	0 00	71 79	(24 07)
MALLINCKRODT PUBLIC LIMITED CO CMN (G5785G107)	06/27/2013	08/01/2013	2 00	95 44	0 00	93 31	2 13
MALLINCKRODT PUBLIC LIMITED CO CMN (G5785G107)	04/17/2013	08/01/2013	3 00	143 15	0 00	127 31	15 84
MONDELEZ INTERNATIONAL, INC CMN (609207105)	10/02/2012	08/20/2013	29 00	894 87	0 00	801 85	93 02
CONOCOPHILLIPS CMN (20825C104)	02/25/2013	09/13/2013	2 00	138 55	0 00	115 44	23 11
CONOCOPHILLIPS CMN (20825C104)	02/21/2013	09/13/2013	16 00	1,108 41	0 00	922 44	185 97
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (N53745100)	12/05/2012	09/13/2013	21 00	1,484 16	0 00	1,055 20	428 96
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (N53745100)	05/20/2013	09/19/2013	12 00	888 55	0 00	805 51	83 04
ALTERA CORP CMN (021441100)	10/26/2012	09/24/2013	7 00	262 28	0 00	212 49	49 79
ORACLE CORPORATION CMN (68389X105)	04/15/2013	09/30/2013	21 00	699 84	0 00	701 33	(1 49)
CONOCOPHILLIPS CMN (20825C104)	02/25/2013	10/09/2013	6 00	419 60	0 00	346 31	73 29
CONOCOPHILLIPS CMN (20825C104)	07/16/2013	10/09/2013	10 00	699 34	0 00	651 70	47 64
ARIAD PHARMACEUTICALS INC CMN (04033A100)	05/24/2013	10/18/2013	25 00	69 94	0 00	485 91	(415 97)
ARIAD PHARMACEUTICALS INC CMN (04033A100)	05/23/2013	10/18/2013	32 00	89 52	0 00	613 47	(523 95)
ARIAD PHARMACEUTICALS INC CMN (04033A100)	06/26/2013	10/18/2013	32 00	89 52	0 00	567 75	(478 23)
ARIAD PHARMACEUTICALS INC CMN (04033A100)	10/10/2013	10/18/2013	75 00	209 82	0 00	425 24	(215 42)
CBS CORPORATION CMN CLASS B (124857202)	10/19/2012	10/18/2013	9 00	531 97	0 00	301 11	230 86
EXELON CORPORATION CMN (30161N101)	03/11/2013	10/18/2013	24 00	690 23	0 00	773 55	(83 32)
EXELON CORPORATION CMN (30161N101)	05/29/2013	10/18/2013	34 00	977 83	0 00	1,087 10	(109 27)

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

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

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

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
FOSSIL GROUP INC CMN (34988V106)	06/06/2013	10/29/2013	2 00	253 98	0 00	208 65	45 33
FOSSIL GROUP INC CMN (34988V106)	06/07/2013	10/29/2013	12 00	1,523 91	0 00	1,273 60	250 31
LAM RESEARCH CORP CMN (512807108)	11/19/2012	11/14/2013	27 00	1,416 84	0 00	936 39	480 45
SEMPRA ENERGY CMN (816851109)	05/02/2013	11/15/2013	12 00	1,082 34	0 00	984 57	97 77
SEMPRA ENERGY CMN (816851109)	05/31/2013	11/15/2013	12 00	1,082 34	0 00	985 33	97 01
COMERICA INCORPORATED CMN (200340107)	02/05/2013	11/18/2013	29 00	1,307 56	0 00	1,008 97	298 59
AMERICAN ELECTRIC POWER INC CMN (025537101)	10/30/2013	12/09/2013	35 00	1,632 46	0 00	1,650 18	(17 72)
QUALCOMM INC CMN (747525103)	07/26/2013	12/13/2013	22 00	1,606 82	0 00	1,417 28	189 54
Net Covered Short-Term Gains (Losses)				**92,360.54**	**0.00**	**81,976.19**	**10,384.35**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
CHEVRON CORPORATION CMN (166764100)	09/29/2011	01/04/2013	1 00	110 17	0 00	93 20	16 97
PFIZER INC CMN (717081103)	10/07/2011	01/14/2013	39 00	1,041 59	0 00	724 37	317 22
TRANSOCEAN LTD CMN (H8817H100)	01/10/2012	01/14/2013	2 00	110 22	0 00	81 38	28 84
PPL CORPORATION CMN (69351T106)	04/12/2011	01/16/2013	31 00	891 60	0 00	809 35	82 25
XCEL ENERGY INC CMN (98389B100)	01/03/2012	01/17/2013	30 00	807 17	0 00	825 29	(18 12)
HALLIBURTON COMPANY CMN (406216101)	12/14/2011	01/25/2013	9 00	356 66	0 00	278 97	77 69
HALLIBURTON COMPANY CMN (406216101)	12/01/2011	01/25/2013	20 00	792 59	0 00	728 80	63 79
AMERIPRISE FINANCIAL, INC CMN (03076C106)	03/24/2011	02/01/2013	7 00	469 93	0 00	420 27	49 66
AMERIPRISE FINANCIAL, INC CMN (03076C106)	08/16/2011	02/01/2013	16 00	1,074 12	0 00	718 14	355 98
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	01/17/2012	02/15/2013	10 00	767 46	0 00	663 41	104 05
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	01/17/2012	02/15/2013	11 00	844 21	0 00	768 73	75 48

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

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

Goldman Sachs

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
XCEL ENERGY INC CMN (98389B100)	01/03/2012	02/21/2013	13 00	364 86	0 00	357 62	7 24
OCCIDENTAL PETROLEUM CORP CMN (674599105)	02/15/2011	02/25/2013	1 00	82 71	0 00	96 56	(13 85)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/12/2011	02/25/2013	3 00	248 15	0 00	271 84	(23 69)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	04/23/2011	02/25/2013	8 00	661 72	0 00	838 01	(176 29)
U S BANCORP CMN (902973304)	01/24/2011	03/04/2013	30 00	1,020 37	0 00	805 50	214 87
MORGAN STANLEY CMN (617446448)	11/01/2011	03/14/2013	17 00	386 05	0 00	275 72	110 33
MORGAN STANLEY CMN (617446448)	12/16/2011	03/14/2013	27 00	613 15	0 00	405 80	207 35
U S BANCORP CMN (902973304)	01/24/2011	03/14/2013	41 00	1,391 56	0 00	1,100 85	290 71
JPMORGAN CHASE & CO CMN (46625H100)	01/24/2011	03/21/2013	26 00	1,274 49	0 00	1,172 08	102 41
MORGAN STANLEY CMN (617446448)	12/16/2011	03/28/2013	43 00	947 73	0 00	646 27	301 46
VERTEX PHARMACEUTICALS INC CMN (92532F100)	01/11/2012	04/19/2013	1 00	82 17	0 00	37 15	45 02
VERTEX PHARMACEUTICALS INC CMN (92532F100)	03/01/2012	04/19/2013	18 00	1,479 06	0 00	705 04	774 02
AT&T INC CMN (00206R102)	04/23/2012	04/24/2013	23 00	846 64	0 00	705 84	140 80
PFIZER INC CMN (717081103)	10/07/2011	04/25/2013	27 00	817 96	0 00	501 49	316 47
SUNTRUST BANKS INC $1 00 PAR CMN (867914103)	01/12/2012	04/29/2013	10 00	295 28	0 00	209 58	85 70
SUNTRUST BANKS INC $1 00 PAR CMN (867914103)	05/17/2011	04/29/2013	20 00	590 55	0 00	560 13	30 42
JOHNSON & JOHNSON CMN (478160104)	03/05/2012	05/01/2013	7 00	595 17	0 00	452 68	142 49
JOHNSON & JOHNSON CMN (478160104)	03/08/2012	05/01/2013	12 00	1,020 28	0 00	779 80	240 48
MASCO CORPORATION CMN (574599106)	02/24/2012	05/10/2013	20 00	425 05	0 00	235 08	189 97
DIAGEO PLC SPON ADR (NEW) SPONSORED ADR CMN (25243Q205)	03/08/2012	05/21/2013	13 00	1,602 89	0 00	1,250 83	352 06
LAM RESEARCH CORP CMN (512807108)	03/08/2012	05/30/2013	12 00	571 06	0 00	489 37	81 69
PPL CORPORATION CMN (69351T106)	04/12/2011	05/30/2013	25 00	749 26	0 00	652 70	96 56
LOWES COMPANIES INC CMN (548661107)	01/11/2012	06/06/2013	5 00	199 82	0 00	132 72	67 10
LOWES COMPANIES INC CMN (548661107)	02/24/2012	06/06/2013	22 00	879 23	0 00	596 16	283 07
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/12/2011	06/06/2013	1 00	92 26	0 00	90 61	1 65

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

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

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
OCCIDENTAL PETROLEUM CORP CMN (674599105)	01/03/2012	06/06/2013	3 00	276 78	0 00	269 39	7 39
PPL CORPORATION CMN (69351T106)	04/12/2011	06/11/2013	10 00	291 84	0 00	261 08	30 76
PPL CORPORATION CMN (69351T106)	05/17/2011	06/11/2013	25 00	729 59	0 00	701 92	27 67
LOWES COMPANIES INC CMN (548661107)	06/06/2012	07/15/2013	4 00	176 48	0 00	109 73	66 75
LOWES COMPANIES INC CMN (548661107)	02/24/2012	07/15/2013	11 00	485 34	0 00	298 08	187 26
CBS CORPORATION CMN CLASS B (124857202)	10/10/2011	07/22/2013	12 00	628 68	0 00	273 37	355 31
GOOGLE, INC CMN CLASS A (38259P508)	06/06/2012	07/24/2013	3 00	2,718 76	0 00	1,732 38	986 38
BANK OF AMERICA CORP CMN (060505104)	01/23/2012	07/30/2013	64 00	930 17	0 00	465 68	464 49
ALTERA CORP CMN (021441100)	05/14/2012	08/06/2013	1 00	36 31	0 00	33 72	2 59
ALTERA CORP CMN (021441100)	10/25/2011	08/06/2013	1 00	36 31	0 00	38 33	(2 02)
ALTERA CORP CMN (021441100)	02/29/2012	08/06/2013	22 00	798 83	0 00	844 52	(45 69)
MGM RESORTS INTERNATIONAL CMN (552953101)	02/28/2012	08/20/2013	17 00	291 30	0 00	236 94	54 36
MGM RESORTS INTERNATIONAL CMN (552953101)	02/28/2012	08/20/2013	34 00	582 60	0 00	484 34	98 26
PHILIP MORRIS INTL INC CMN (718172109)	02/28/2012	08/20/2013	9 00	761 27	0 00	753 11	8 16
HALLIBURTON COMPANY CMN (406216101)	01/24/2012	09/04/2013	7 00	344 31	0 00	245 49	98 82
HALLIBURTON COMPANY CMN (406216101)	12/14/2011	09/04/2013	8 00	393 50	0 00	247 98	145 52
ALTERA CORP CMN (021441100)	05/14/2012	09/24/2013	16 00	599 51	0 00	539 53	59 98
MONDELEZ INTERNATIONAL, INC CMN (609207105)	10/02/2012	10/14/2013	34 00	1,039 93	0 00	940 10	99 83
CBS CORPORATION CMN CLASS B (124857202)	10/10/2011	10/18/2013	14 00	827 51	0 00	318 93	508 58
PFIZER INC CMN (717081103)	10/07/2011	10/22/2013	18 00	552 64	0 00	334 33	218 31
PFIZER INC CMN (717081103)	11/07/2011	10/22/2013	27 00	828 96	0 00	537 09	291 87
LOWES COMPANIES INC CMN (548661107)	06/06/2012	11/11/2013	17 00	836 24	0 00	466 36	369 88
LOWES COMPANIES INC CMN (548661107)	08/20/2012	11/11/2013	24 00	1,180 58	0 00	646 32	534 26
LAM RESEARCH CORP CMN (512807108)	06/05/2012	11/14/2013	8 00	419 81	0 00	294 14	125 67
JUNIPER NETWORKS, INC CMN (48203R104)	10/26/2011	11/26/2013	28 00	569 16	0 00	649 22	(80 06)

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

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

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
JUNIPER NETWORKS, INC CMN (48203R104)	07/27/2011	11/26/2013	49 00	996 04	0 00	1,208 37	(212 33)
PHILIP MORRIS INTL INC CMN (718172109)	02/28/2012	11/26/2013	3 00	257 43	0 00	251 04	6 39
PHILIP MORRIS INTL INC CMN (718172109)	04/05/2012	11/26/2013	7 00	600 66	0 00	620 58	(19 92)
PHILIP MORRIS INTL INC CMN (718172109)	04/23/2012	11/26/2013	11 00	943 89	0 00	954 33	(10 44)
Net Covered Long-Term Gains (Losses)				**43,637.62**	**0.00**	**34,237.74**	**9,399.88**
NonCovered Long-Term Gains (Losses)							
AMERICAN ELECTRIC POWER INC CMN (025537101)	06/16/2010	01/29/2013	10 00	450 48	0 00	336 48	114 00
EVEREST RE GROUP LTD CMN (G3223R108)	12/03/2009	02/15/2013	7 00	844 24	0 00	595 07	249 17
MERCK & CO , INC CMN (58933Y105)	06/28/2010	04/25/2013	9 00	427 48	0 00	320 93	106 55
SLM CORPORATION CMN (78442P106)	01/19/2010	06/17/2013	48 00	1,102 13	0 00	544 81	557 32
SIMON PROPERTY GROUP INC CMN (828806109)	09/23/2011	07/01/2013	1 00	158 73	0 00	111 62	47 11
SIMON PROPERTY GROUP INC CMN (828806109)	06/25/2012	07/01/2013	9 00	1,428 62	0 00	1,349 01	79 61
EVEREST RE GROUP LTD CMN (G3223R108)	12/03/2009	09/11/2013	6 00	829 10	0 00	510 06	319 04
EVEREST RE GROUP LTD CMN (G3223R108)	12/03/2009	10/14/2013	7 00	1,032 68	0 00	595 07	437 61
EVEREST RE GROUP LTD CMN (G3223R108)	12/03/2009	11/04/2013	7 00	1,070 72	0 00	595 07	475 65
Net NonCovered Long-Term Gains (Losses)				**7,344.18**	**0.00**	**4,958.12**	**2,386.06**

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

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

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	3,809 53	Net Covered Long-Term Gains (Losses)	16,342 30	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	11,099 15		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**3,809.53**	**Total Long-Term Gains (Losses)**	**27,441 45**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
ABBVIE INC CMN (00287Y109)	10/19/2012	01/16/2013	8 00	283 29	0 00	278 99	4 30
ABBVIE INC CMN (00287Y109)	03/16/2012	01/16/2013	9 00	318 71	0 00	279 33	39 38
FAMILY DOLLAR STORES INC CMN (307000109)	06/29/2012	01/28/2013	13 00	754 07	0 00	864 36	(110 29)
JOHNSON & JOHNSON CMN (478160104)	06/19/2012	02/13/2013	13 00	985 41	0 00	866 71	118 70
CHIPOTLE MEXICAN GRILL, INC CMN (169656105)	07/23/2012	02/15/2013	1 00	318 37	0 00	309 04	9 33
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	06/22/2012	03/07/2013	6 00	561 17	0 00	551 56	9 61
INTUITIVE SURGICAL, INC CMN (46120E602)	11/13/2012	03/15/2013	2 00	939 12	0 00	1,076 08	(136 96)
CHIPOTLE MEXICAN GRILL, INC CMN (169656105)	08/03/2012	04/10/2013	1 00	338 87	0 00	298 05	40 82
CHIPOTLE MEXICAN GRILL, INC CMN (169656105)	07/23/2012	04/10/2013	2 00	677 72	0 00	618 07	59 65
ACTIVISION BLIZZARD INC CMN (00507V109)	11/12/2012	04/18/2013	10 00	141 45	0 00	109 15	32 30
ACTIVISION BLIZZARD INC CMN (00507V109)	10/03/2012	04/18/2013	42 00	594 11	0 00	472 34	121 77
ACTIVISION BLIZZARD INC CMN (00507V109)	10/03/2012	04/18/2013	44 00	620 03	0 00	494 84	125 19
LAS VEGAS SANDS CORP CMN (517834107)	07/26/2012	04/19/2013	7 00	371 23	0 00	248 76	122 47
LAS VEGAS SANDS CORP CMN (517834107)	08/06/2012	04/22/2013	4 00	213 42	0 00	155 99	57 43
LAS VEGAS SANDS CORP CMN (517834107)	09/12/2012	04/22/2013	5 00	266 78	0 00	220 28	46 50
LAS VEGAS SANDS CORP CMN (517834107)	08/03/2012	04/22/2013	6 00	320 13	0 00	229 77	90 36

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

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

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
LAS VEGAS SANDS CORP CMN (517834107)	07/26/2012	04/22/2013	7 00	373 49	0 00	248 76	124 73
CHIPOTLE MEXICAN GRILL, INC CMN (169656105)	08/03/2012	05/08/2013	1 00	360 64	0 00	298 05	62 59
ACTIVISION BLIZZARD INC CMN (00507V109)	11/12/2012	05/17/2013	54 00	802 50	0 00	589 43	213 07
RACKSPACE HOSTING, INC CMN (750086100)	03/01/2013	05/21/2013	4 00	153 03	0 00	223 19	(70 16)
RACKSPACE HOSTING, INC CMN (750086100)	02/28/2013	05/21/2013	8 00	306 06	0 00	446 23	(140 17)
CHIPOTLE MEXICAN GRILL, INC CMN (169656105)	10/02/2012	05/22/2013	1 00	376 28	0 00	299 54	76 74
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	06/25/2012	05/22/2013	1 00	97 31	0 00	81 59	15 72
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	06/22/2012	05/22/2013	4 00	389 23	0 00	367 71	21 52
ALLERGAN INC CMN (018490102)	11/29/2012	05/23/2013	15 00	1,464 20	0 00	1,386 22	77 98
CELGENE CORPORATION CMN (151020104)	12/11/2012	05/23/2013	7 00	863 42	0 00	579 02	284 40
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	09/18/2012	05/23/2013	4 00	386 46	0 00	368 74	17 72
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	06/25/2012	05/23/2013	6 00	579 69	0 00	489 54	90 15
RACKSPACE HOSTING, INC CMN (750086100)	03/07/2013	05/31/2013	18 00	684 77	0 00	1,028 33	(343 56)
RACKSPACE HOSTING, INC CMN (750086100)	03/01/2013	05/31/2013	24 00	913 02	0 00	1,339 13	(426 11)
ACTIVISION BLIZZARD INC CMN (00507V109)	01/15/2013	06/03/2013	18 00	261 89	0 00	208 07	53 82
ACTIVISION BLIZZARD INC CMN (00507V109)	11/12/2012	06/03/2013	20 00	290 99	0 00	218 31	72 68
ACTIVISION BLIZZARD INC CMN (00507V109)	01/15/2013	06/24/2013	87 00	1,160 03	0 00	1,005 67	154 36
BOEING COMPANY CMN (097023105)	11/13/2012	07/12/2013	12 00	1,235 46	0 00	883 99	351 47
AMERICAN EXPRESS CO CMN (025816109)	02/07/2013	07/19/2013	9 00	665 77	0 00	559 68	106 09
ESTEE LAUDER COS INC CL-A CMN CLASS A (518439104)	04/10/2013	07/25/2013	4 00	261 20	0 00	261 99	(0 79)
ESTEE LAUDER COS INC CL-A CMN CLASS A (518439104)	11/26/2012	07/25/2013	6 00	391 80	0 00	355 47	36 33
ESTEE LAUDER COS INC CL-A CMN CLASS A (518439104)	11/27/2012	07/25/2013	10 00	653 01	0 00	591 36	61 65
ESTEE LAUDER COS INC CL-A CMN CLASS A (518439104)	04/10/2013	07/26/2013	9 00	588 32	0 00	589 49	(1 17)
MALLINCKRODT PUBLIC LIMITED CO CMN (G5785G107)	06/24/2013	07/29/2013	2 00	92 60	0 00	86 21	6 39
COVIDIEN PUBLIC LIMITED COMPAN CMN (G2554F113)	06/24/2013	08/05/2013	16 00	1,013 07	0 00	899 88	113 19

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

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

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
COCA-COLA COMPANY (THE) CMN (191216100)	05/08/2013	10/07/2013	30 00	1,117 66	0 00	1,267 33	(149 67)
MC DONALDS CORP CMN (580135101)	09/06/2013	10/07/2013	5 00	473 06	0 00	481 37	(8 31)
CELGENE CORPORATION CMN (151020104)	12/11/2012	10/08/2013	4 00	599 62	0 00	330 87	268 75
MICROSOFT CORPORATION CMN (594918104)	08/14/2013	10/09/2013	16 00	530 14	0 00	511 27	18 87
PIONEER NATURAL RESOURCES CO CMN (723787107)	05/09/2013	10/10/2013	2 00	383 87	0 00	275 39	108 48
MC DONALDS CORP CMN (580135101)	09/06/2013	10/14/2013	27 00	2,546 18	0 00	2,599 39	(53 21)
PIONEER NATURAL RESOURCES CO CMN (723787107)	07/19/2013	10/23/2013	2 00	402 86	0 00	311 50	91 36
PIONEER NATURAL RESOURCES CO CMN (723787107)	05/09/2013	10/23/2013	5 00	995 98	0 00	688 48	307 50
PIONEER NATURAL RESOURCES CO CMN (723787107)	05/09/2013	10/23/2013	5 00	1,007 14	0 00	688 48	318 66
BOEING COMPANY CMN (097023105)	11/13/2012	10/29/2013	4 00	518 14	0 00	294 66	223 48
PRECISION CASTPARTS CORP CMN (740189105)	04/01/2013	10/29/2013	2 00	503 75	0 00	374 24	129 51
TIM HORTONS INC CMN (88706M103)	08/05/2013	10/31/2013	13 00	778 58	0 00	758 34	20 24
FEDEX CORP CMN (31428X106)	12/20/2012	11/22/2013	2 00	272 55	0 00	185 80	86 75
STARBUCKS CORP CMN (855244109)	07/12/2013	11/25/2013	11 00	887 68	0 00	758 23	129 45
UNITED TECHNOLOGIES CORP CMN (913017109)	06/03/2013	12/04/2013	6 00	656 44	0 00	568 89	87 55
UNITED TECHNOLOGIES CORP CMN (913017109)	06/03/2013	12/13/2013	16 00	1,722 04	0 00	1,517 05	204 99
TWITTER, INC CMN (90184L102)	11/07/2013	12/30/2013	13 00	796 16	0 00	607 17	188 99
TWITTER, INC CMN (90184L102)	11/07/2013	12/30/2013	14 00	857 40	0 00	626 97	230 43
WHOLE FOODS MARKET INC CMN (966837106)	07/30/2013	12/31/2013	9 00	517 65	0 00	501 14	16 51
Net Covered Short-Term Gains (Losses)				**37,635.02**	**0.00**	**33,825.49**	**3,809.53**

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

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

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
ABBVIE INC CMN (00287Y109)	12/01/2011	01/04/2013	13 00	446 84	0 00	369 65	77 19
ABBVIE INC CMN (00287Y109)	10/28/2011	01/04/2013	23 00	790 58	0 00	648 70	141 88
ABBVIE INC CMN (00287Y109)	12/01/2011	01/16/2013	3 00	106 24	0 00	85 31	20 93
ABBVIE INC CMN (00287Y109)	12/07/2011	01/16/2013	20 00	708 25	0 00	567 23	141 02
URBAN OUTFITTERS INC CMN (917047102)	09/01/2011	01/17/2013	19 00	802 64	0 00	492 53	310 11
URBAN OUTFITTERS INC CMN (917047102)	01/11/2012	01/17/2013	25 00	1,056 10	0 00	603 72	452 38
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	08/09/2011	02/13/2013	14 00	544 61	0 00	529 06	15 55
AVON PRODUCTS INC CMN (054303102)	07/18/2011	02/21/2013	8 00	163 86	0 00	221 40	(57 54)
AVON PRODUCTS INC CMN (054303102)	07/18/2011	02/22/2013	16 00	327 00	0 00	442 81	(115 81)
GOOGLE, INC CMN CLASS A (38259P508)	01/14/2011	02/28/2013	1 00	802 58	0 00	621 09	181 49
CBRE GROUP INC CMN (12504L109)	07/21/2011	04/01/2013	10 00	245 54	0 00	236 47	9 07
CBRE GROUP INC CMN (12504L109)	06/21/2011	04/01/2013	28 00	687 48	0 00	699 65	(12 17)
GOOGLE, INC CMN CLASS A (38259P508)	01/14/2011	04/05/2013	1 00	781 37	0 00	621 09	160 28
CME GROUP INC CMN CLASS A (12572Q105)	01/14/2011	04/17/2013	23 00	1,356 19	0 00	1,459 67	(103 48)
VERTEX PHARMACEUTICALS INC CMN (92532F100)	01/31/2012	04/18/2013	6 00	491 98	0 00	223 54	268 44
VERTEX PHARMACEUTICALS INC CMN (92532F100)	01/31/2012	04/19/2013	5 00	410 57	0 00	186 28	224 29
NATIONAL OILWELL VARCO, INC COMMON STOCK CMN (637071101)	05/18/2011	04/22/2013	12 00	777 69	0 00	809 03	(31 34)
PEPSICO INC CMN (713448108)	01/14/2011	05/07/2013	12 00	992 81	0 00	803 04	189 77
CME GROUP INC CMN CLASS A (12572Q105)	01/14/2011	05/08/2013	21 00	1,270 36	0 00	1,332 74	(62 38)
NETAPP, INC CMN (64110D104)	02/17/2011	05/22/2013	10 00	372 87	0 00	526 70	(153 83)
NETAPP, INC CMN (64110D104)	03/11/2011	05/22/2013	10 00	372 87	0 00	476 73	(103 86)
NETAPP, INC CMN (64110D104)	10/19/2011	05/22/2013	10 00	372 87	0 00	383 70	(10 83)
NETAPP, INC CMN (64110D104)	10/13/2011	05/22/2013	11 00	410 16	0 00	429 18	(19 02)
NETAPP, INC CMN (64110D104)	02/24/2011	05/22/2013	24 00	894 89	0 00	1,217 28	(322 39)
MARRIOTT INTERNATIONAL, INC CMN CLASS A (571903202)	08/01/2011	06/04/2013	5 00	205 65	0 00	150 60	55 05

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

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

Goldman Sachs

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
MARRIOTT INTERNATIONAL, INC CMN CLASS A (571903202)	08/05/2011	06/04/2013	10 00	411 30	0 00	279 69	131 61
SCHLUMBERGER LTD CMN (806857108)	01/14/2011	06/10/2013	7 00	512 27	0 00	597 94	(85 67)
AMERICAN EXPRESS CO CMN (025816109)	02/07/2011	06/17/2013	18 00	1,327 42	0 00	807 69	519 73
APPLE, INC CMN (037833100)	01/14/2011	06/18/2013	4 00	1,729 03	0 00	1,388 48	340 55
ORACLE CORPORATION CMN (68389X105)	01/14/2011	06/21/2013	53 00	1,605 51	0 00	1,648 30	(42 79)
ABBOTT LABORATORIES CMN (002824100)	12/01/2011	06/24/2013	5 00	175 95	0 00	131 11	44 84
ABBOTT LABORATORIES CMN (002824100)	10/28/2011	06/24/2013	23 00	809 37	0 00	598 20	211 17
AMERICAN EXPRESS CO CMN (025816109)	02/07/2011	06/26/2013	1 00	74 15	0 00	46 87	27 28
AMERICAN EXPRESS CO CMN (025816109)	02/07/2011	06/26/2013	8 00	593 21	0 00	358 97	234 24
NORTHERN TRUST CORP CMN (665859104)	12/07/2011	06/27/2013	17 00	985 46	0 00	679 44	306 02
APPLE, INC CMN (037833100)	01/14/2011	06/28/2013	5 00	1,967 96	0 00	1,735 60	232 36
YUM BRANDS, INC CMN (988498101)	06/13/2011	07/12/2013	15 00	1,075 83	0 00	795 27	280 56
HALLIBURTON COMPANY CMN (406216101)	09/20/2011	07/18/2013	21 00	934 09	0 00	797 86	136 23
AMERICAN EXPRESS CO CMN (025816109)	03/24/2011	07/19/2013	3 00	221 92	0 00	136 47	85 45
AMERICAN EXPRESS CO CMN (025816109)	08/09/2011	07/19/2013	6 00	443 85	0 00	268 00	175 85
AMERICAN EXPRESS CO CMN (025816109)	04/06/2011	07/19/2013	10 00	739 75	0 00	460 58	279 17
AMERICAN EXPRESS CO CMN (025816109)	02/07/2011	07/19/2013	14 00	1,035 64	0 00	656 24	379 40
AMPHENOL CORP CL-A (NEW) CMN CLASS A (032095101)	04/15/2011	07/19/2013	2 00	151 18	0 00	105 69	45 49
AMPHENOL CORP CL-A (NEW) CMN CLASS A (032095101)	03/16/2011	07/19/2013	5 00	377 94	0 00	276 11	101 83
MARRIOTT INTERNATIONAL, INC CMN CLASS A (571903202)	08/05/2011	07/25/2013	5 00	204 31	0 00	139 85	64 46
MARRIOTT INTERNATIONAL, INC CMN CLASS A (571903202)	08/18/2011	07/25/2013	13 00	531 19	0 00	334 60	196 59
MARRIOTT INTERNATIONAL, INC CMN CLASS A (571903202)	11/29/2011	07/25/2013	23 00	939 79	0 00	677 00	262 79
SCHLUMBERGER LTD CMN (806857108)	01/14/2011	07/25/2013	12 00	988 41	0 00	1,025 04	(36 63)
SCHLUMBERGER LTD CMN (806857108) Disallowed Loss							24 42
SALESFORCE COM, INC CMN (79466L302)	01/24/2011	08/01/2013	7 00	316 08	0 00	224 75	91 33

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

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
PRICELINE COM INC CMN (741503403)	01/17/2012	08/14/2013	1 00	946 49	0 00	497 46	449 03
ROCKWELL AUTOMATION INC CMN (773903109)	04/13/2012	08/16/2013	11 00	1,069 43	0 00	860 84	208 59
ROCKWELL AUTOMATION INC CMN (773903109)	08/05/2011	08/16/2013	12 00	1,166 65	0 00	751 68	414 97
LULULEMON ATHLETICA INC CMN (550021109)	08/09/2012	08/21/2013	16 00	1,120 03	0 00	926 54	193 49
DIAGEO PLC SPON ADR (NEW) SPONSORED ADR CMN (25243Q205)	01/30/2012	09/06/2013	4 00	494 10	0 00	355 41	138 69
DIAGEO PLC SPON ADR (NEW) SPONSORED ADR CMN (25243Q205)	02/10/2012	09/06/2013	4 00	494 10	0 00	372 38	121 72
DIAGEO PLC SPON ADR (NEW) SPONSORED ADR CMN (25243Q205)	02/16/2012	09/06/2013	5 00	617 62	0 00	473 96	143 66
DIAGEO PLC SPON ADR (NEW) SPONSORED ADR CMN (25243Q205)	04/05/2012	09/06/2013	10 00	1,235 24	0 00	965 72	269 52
PRAXAIR, INC CMN SERIES (74005P104)	02/07/2011	09/27/2013	4 00	480 87	0 00	381 00	99 87
PRAXAIR, INC CMN SERIES (74005P104)	02/23/2011	09/27/2013	10 00	1,202 17	0 00	973 02	229 15
MASTERCARD INCORPORATED CMN CLASS A (57636Q104)	01/14/2011	09/30/2013	4 00	2,696 78	0 00	942 41	1,754 37
CROWN CASTLE INTL CORP COMMON STOCK (228227104)	10/31/2011	10/01/2013	10 00	722 87	0 00	414 80	308 07
MASTERCARD INCORPORATED CMN CLASS A (57636Q104)	01/14/2011	10/01/2013	2 00	1,354 48	0 00	471 21	883 27
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	09/16/2011	10/02/2013	8 00	605 62	0 00	515 95	89 67
SCHLUMBERGER LTD CMN (806857108)	01/14/2011	10/02/2013	5 00	447 76	0 00	427 10	20 66
AGILENT TECHNOLOGIES, INC CMN (00846U101)	04/03/2012	10/08/2013	14 00	702 73	0 00	625 24	77 49
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	09/16/2011	10/08/2013	4 00	306 24	0 00	257 97	48 27
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	02/24/2012	10/08/2013	10 00	765 60	0 00	666 84	98 76
PEPSICO INC CMN (713448108)	01/14/2011	10/09/2013	8 00	638 89	0 00	535 36	103 53
SALESFORCE COM, INC CMN (79466L302)	01/24/2011	10/10/2013	17 00	872 74	0 00	545 81	326 93
SCHLUMBERGER LTD CMN (806857108)	01/14/2011	10/10/2013	7 00	621 76	0 00	597 94	23 82
AMPHENOL CORP CL-A (NEW) CMN CLASS A (032095101)	04/15/2011	10/11/2013	6 00	458 43	0 00	317 06	141 37
INTERCONTINENTALEXCHANGE INC CMN (45865V100)	03/17/2011	10/11/2013	4 00	776 38	0 00	501 37	275 01
SCHLUMBERGER LTD CMN (806857108)	01/14/2011	10/23/2013	9 00	835 84	0 00	768 78	67 06
GOOGLE, INC CMN CLASS A (38259P508)	01/14/2011	10/25/2013	1 00	1,020 95	0 00	621 09	399 86

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

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

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
CHIPOTLE MEXICAN GRILL, INC CMN (169656105)	10/02/2012	11/07/2013	1 00	532 20	0 00	299 54	232 66
AMAZON COM INC CMN (023135106)	08/30/2011	11/22/2013	2 00	741 68	0 00	420 44	321 24
INTRCONTINENTALEXCHANGE GP INC CMN (45866F104)	03/17/2011	11/22/2013	2 00	433 37	0 00	250 68	182 69
CHIPOTLE MEXICAN GRILL, INC CMN (169656105)	10/02/2012	11/29/2013	1 00	526 32	0 00	299 54	226 78
APPLE, INC CMN (037833100)	01/14/2011	12/04/2013	1 00	563 79	0 00	347 12	216 67
QUALCOMM INC CMN (747525103)	01/14/2011	12/04/2013	16 00	1,172 92	0 00	825 60	347 32
QUALCOMM INC CMN (747525103)	01/14/2011	12/05/2013	17 00	1,245 88	0 00	877 20	368 68
CELGENE CORPORATION CMN (151020104)	12/11/2012	12/13/2013	4 00	658 06	0 00	330 87	327 19
SCHLUMBERGER LTD CMN (806857108)	01/14/2011	12/13/2013	3 00	258 39	0 00	256 26	2 13
APPLE, INC CMN (037833100)	01/14/2011	12/23/2013	4 00	2,263 95	0 00	1,388 48	875 47
APPLE, INC CMN (037833100)	01/14/2011	12/23/2013	5 00	2,829 16	0 00	1,735 60	1,093 56
Net Covered Long-Term Disallowed Losses							**24.42**
Net Covered Long-Term Gains (Losses)				**66,423.10**	**0.00**	**50,105.22**	**16,342.30**
NonCovered Long-Term Gains (Losses)							
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	12/10/2010	02/13/2013	6 00	233 40	0 00	317 40	(84 00)
AVON PRODUCTS INC CMN (054303102)	11/02/2010	02/21/2013	56 00	1,147 07	0 00	1,623 61	(476 54)
XILINX INCORPORATED CMN (983919101)	02/25/2010	02/27/2013	21 00	772 00	0 00	536 98	235 02
GILEAD SCIENCES CMN (375558103)	11/18/2009	02/28/2013	17 00	728 18	0 00	400 27	327 91
NETAPP, INC CMN (64110D104)	07/01/2010	02/28/2013	11 00	373 51	0 00	415 94	(42 43)
GILEAD SCIENCES CMN (375558103)	11/18/2009	04/09/2013	18 00	874 41	0 00	423 81	450 60
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	11/18/2009	05/07/2013	13 00	1,008 41	0 00	805 22	203 19
NIKE CLASS-B CMN CLASS B (654106103)	01/04/2010	05/08/2013	15 00	957 99	0 00	493 99	464 00
NETAPP, INC CMN (64110D104)	07/01/2010	05/22/2013	1 00	37 28	0 00	37 81	(0 53)
CROWN CASTLE INTL CORP COMMON STOCK (228227104)	11/17/2009	05/29/2013	9 00	646 19	0 00	339 58	306 61

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

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

Goldman Sachs

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

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
CROWN CASTLE INTL CORP COMMON STOCK (228227104)	11/17/2009	06/03/2013	5 00	354 34	0 00	188 66	165 68
CROWN CASTLE INTL CORP COMMON STOCK (228227104)	11/18/2009	06/03/2013	29 00	2,055 18	0 00	1,083 44	971 74
CROWN CASTLE INTL CORP COMMON STOCK (228227104)	11/18/2009	06/05/2013	27 00	1,878 96	0 00	1,008 72	870 24
PRAXAIR, INC CMN SERIES (74005P104)	11/18/2009	06/07/2013	2 00	228 63	0 00	169 60	59 03
PRAXAIR, INC CMN SERIES (74005P104)	11/17/2009	06/07/2013	5 00	571 57	0 00	421 60	149 97
NORTHERN TRUST CORP CMN (665859104)	11/18/2009	06/27/2013	7 00	405 78	0 00	337 96	67 82
NORTHERN TRUST CORP CMN (665859104)	01/05/2010	06/27/2013	20 00	1,159 36	0 00	1,047 85	111 51
HALLIBURTON COMPANY CMN (406216101)	06/02/2010	07/18/2013	24 00	1,067 54	0 00	563 57	503 97
MC DONALDS CORP CMN (580135101)	11/18/2009	07/19/2013	12 00	1,199 16	0 00	764 52	434 64
XILINX INCORPORATED CMN (983919101)	10/21/2010	07/22/2013	2 00	91 76	0 00	50 27	41 49
XILINX INCORPORATED CMN (983919101)	02/25/2010	07/22/2013	14 00	642 35	0 00	357 99	284 36
VIACOM INC CMN CLASS B (92553P201)	11/18/2009	08/02/2013	26 00	2,047 84	0 00	804 38	1,243 46
VIACOM INC CMN CLASS B (92553P201)	07/30/2010	08/02/2013	27 00	2,126 60	0 00	883 50	1,243 10
XILINX INCORPORATED CMN (983919101)	10/21/2010	08/02/2013	13 00	603 97	0 00	326 76	277 21
MASTERCARD INCORPORATED CMN CLASS A (57636Q104)	07/21/2010	08/14/2013	1 00	628 95	0 00	201 86	427 09
ECOLAB INC CMN (278865100)	03/04/2010	08/16/2013	19 00	1,737 71	0 00	810 65	927 06
PRAXAIR, INC CMN SERIES (74005P104)	11/18/2009	09/27/2013	17 00	2,043 69	0 00	1,441 60	602 09
CROWN CASTLE INTL CORP COMMON STOCK (228227104)	11/18/2009	10/01/2013	8 00	578 30	0 00	298 88	279 42
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	11/18/2009	10/02/2013	5 00	378 51	0 00	309 70	68 81
NIKE CLASS-B CMN CLASS B (654106103)	01/04/2010	11/21/2013	7 00	544 47	0 00	230 53	313 94
NIKE CLASS-B CMN CLASS B (654106103)	01/04/2010	11/22/2013	9 00	705 05	0 00	296 39	408 66
NIKE CLASS-B CMN CLASS B (654106103)	01/04/2010	12/23/2013	6 00	461 63	0 00	197 60	264 03
Net NonCovered Long-Term Gains (Losses)				**28,289.79**	**0.00**	**17,190.64**	**11,099.15**

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

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE ENSWORTH SCHOOL 7401 HIGHWAY 100 NASHVILLE, TN 37221	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSE TO FURTHER CHARITABLE PURP	10,000.
UT COLLEGE OF VETERINARY MEDICINE 2407 RIVER DRIVE, C247 KNOXVILLE, TN 37996	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSE TO FURTHER CHARITABLE PURP	10,000.
Total from continuation sheets				20,000.

THE KATHRYN CARELL BROWN FOUNDATION

APPLICATION FOR GRANT FUNDS

95 White Bridge Rd, Suite 514
Nashville, TN 37205

Applications for grant funds should be made using the following application form. All questions must be fully and completely answered for the application to be considered. Applications must be received at the above address on or before September 30. Grant awards will be made by December 31.

Only organizations determined to be not-for-profit and ruled tax exempt by the Internal Revenue Service under provisions of Section 501 (c)(3) of the Internal Revenue Code will be eligible for funds from the Foundation. Two (2) complete sets of the application must be provided to the Foundation for it to be considered

1. Date of Application ______________________________

2. Name of Applicant ______________________________

3. Address ______________________________
____
____

4. Telephone Number ____________________ Fax Number ____________________

5. Federal Identification Number ______________________________

6. Attach a copy of applicant's current I.R.C. Section 501 (c)(3) determination letter from the Internal Revenue Service.

7. Attach a listing of the Board of Directors, officers, and principal employees along with their respective compensation.

8. Provide a brief statement of the amount of funds requested and the purpose(s) for which such monies would be expended.

9. Provide a brief statement detailing the history, purposes, and goals of the organization.

10. Provide a current set of financial statements for the organization. These statements should include a balance sheet, and a statement of revenues, expenses and changes in fund balances that reflect a detailed description of operating expenses, salaries, and sources of income for the various programs administered by the organization.

11. Provide copies of Federal Form 990, Return of Organization Exempt From Income Tax, for the two most recent years

DECLARATION

I hereby certify that I have read this application and the attachments to it. To the best of my knowledge and belief, the information is accurate and complete. I further certify that I am authorized to sign this application and that any funds awarded will be expended as stated.

Signature Title Date

Name (Type or Print)

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
GOLDMAN SACHS #54173-7	9.	9.	
GOLDMAN SACHS #54301-4	593.	593.	
GOLDMAN SACHS #54302-2	5.	5.	
GOLDMAN SACHS #54303-0	4.	4.	
TOTAL TO PART I, LINE 3	611.	611.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS #54301-4	78,613.	15,101.	63,512.	63,512.	
GOLDMAN SACHS #54302-2	3,921.	48.	3,873.	3,873.	
GOLDMAN SACHS #54303-0	2,501.	0.	2,501.	2,501.	
TO PART I, LINE 4	85,035.	15,149.	69,886.	69,886.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,015.	0.		2,015.
TO FORM 990-PF, PG 1, LN 16B	2,015.	0.		2,015.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST & INVESTMENT FEES	9,435.	9,435.		0.
TO FORM 990-PF, PG 1, LN 16C	9,435.	9,435.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES GOLDMAN SACHS	305.	305.		0.
990 ESTIMATED TAX - 2012	3,161.	3,161.		0.
TO FORM 990-PF, PG 1, LN 18	3,466.	3,466.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #54301-4 - PUBLIC EQUITY	1,115,737.	1,329,272.
GOLDMAN SACHS #54302-2 - PUBLIC EQUITY	183,043.	228,479.
GOLDMAN SACHS #54303-0 - PUBLIC EQUITY	191,036.	249,404.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,489,816.	1,807,155.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #54301-4 - FIXED INCOME	959,320.	958,033.
TOTAL TO FORM 990-PF, PART II, LINE 10C	959,320.	958,033.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #54301-4 - OTHER	COST	195,000.	198,250.
TOTAL TO FORM 990-PF, PART II, LINE 13		195,000.	198,250.