



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Return of Private Foundation

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

- Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2013

Open to Public
Inspection

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

Name of foundation PAYNE FOUNDATION C/O TERRY LACY % TERRI LACY		A Employer identification number 73-1646678	
Number and street (or P O box number if mail is not delivered to street address) 600 TRAVIS STREET SUITE 4200 Suite		B Telephone number (see instructions) (713) 527-4412	
C If exemption application is pending, check here ► <input type="checkbox"/>			
D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>			
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,133,781	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc, received (attach schedule)	0			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.	68,286	68,286		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	48,203			
b	Gross sales price for all assets on line 6a 607,989				
7	Capital gain net income (from Part IV, line 2) . . .		48,203		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	116,489	116,489		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	4,470	4,470	0	0
c	Other professional fees (attach schedule)	2,712	2,712		
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,769	1,769		
19	Depreciation (attach schedule) and depletion . . .				
20	Occupancy				
21	Travel, conferences, and meetings	1,556	1,556		
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses.				
	Add lines 13 through 23	10,507	10,507	0	0
25	Contributions, gifts, grants paid	80,819			80,819
26	Total expenses and disbursements. Add lines 24 and 25	91,326	10,507	0	80,819
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	25,163			
b	Net investment income (if negative, enter -0-) . . .		105,982		
c	Adjusted net income (if negative, enter -0-) . . .				

Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	71,946	60,403	60,403
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,725,238	1,761,944	2,073,378
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,797,184	1,822,347	2,133,781
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	1,797,184	1,822,347	
30	Total net assets or fund balances (see page 17 of the instructions)	1,797,184	1,822,347	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,797,184	1,822,347	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,797,184
2	Enter amount from Part I, line 27a	2	25,163
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,822,347
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,822,347

Part IV Capital Gains and Losses for Tax on Investment Income

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

1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
------------------------------	--	---	---

a See Additional Data Table			
b			
c			
d			
e			

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

(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
-------------------------------	--	---	--

a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(If gain, also enter in Part I, line 7) (If (loss), enter -0- in Part I, line 7)	2	48,203
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	78,550	1,830,873	0.042903
2011	116,900	1,862,817	0.062754
2010	67,595	1,857,598	0.036388
2009	82,376	1,583,750	0.052013
2008	114,823	1,945,441	0.059022

2 Total of line 1, column (d).	2	0.25308
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050616
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,997,355
5 Multiply line 4 by line 3.	5	101,098
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,060
7 Add lines 5 and 6.	7	102,158
8 Enter qualifying distributions from Part XII, line 4.	8	80,819

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	2,120
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	2,120
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	2,120
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,400
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	4,400
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	47
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,233
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 2,233 Refunded <input type="checkbox"/>	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? <input checked="" type="checkbox"/>	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> <input checked="" type="checkbox"/>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
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? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ►

14 The books are in care of ►TERRI LACY Telephone no ►(713) 220-4482
 Located at ►600 TRAVIS SUITE 4200 HOUSTON TX ZIP+4 ►770022929

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

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

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

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

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		5b
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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

1 List all

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the instructions

3 _____

Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 1,961,597
b	Average of monthly cash balances.	1b 66,175
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 2,027,772
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 0
3	Subtract line 2 from line 1d.	3 2,027,772
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 30,417
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 1,997,355
6	Minimum investment return. Enter 5% of line 5.	6 99,868

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 99,868
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 2,120
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 2,120
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 97,748
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 97,748
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 97,748

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 80,819
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 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a 0
b	Cash distribution test (attach the required schedule).	3b 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 80,819
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 80,819

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				97,748
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 2011, 2010, 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.	18,012			
e From 2012.				
f Total of lines 3a through e.	18,012			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 80,819				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				80,819
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).)	16,929			16,929
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,083			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	1,083			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.	1,083			
d Excess from 2012.				
e Excess from 2013.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.			
1b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
2b	85% of line 2a.			
2c	Qualifying distributions from Part XII, line 4 for each year listed.			
2d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
2e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

CAROLYN PAYNE LEON M PAYNE JR M

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

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

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

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

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

- c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	80,819
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities.			14	68,286	
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	48,203	
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).				116,489	
13	Total. Add line 12, columns (b), (d), and (e). (See instructions for line 13 instructions.)			13		116,489

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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 or

b Other transactions

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.

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

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

* * * * *

2014-06-04

* * * * *

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

**Paid
Preparer
Use Only**

Signature of officer or trustee		Date	Title	(see instr.) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Paid Preparer Use Only	Print/Type preparer's name MELVIN C BRACKENDORFF	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ►	EEPB PC		Firm's EIN ►	
	Firm's address ►	1333 WEST LOOP S SUITE 1400 HOUSTON, TX 77027		Phone no (713) 622-0016	

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
SEE ATTACHED STMT - GS 09477-5	P	2012-02-07	2013-07-24
SEE ATTACHED STMT - GS 09477-5	P	2003-01-01	2013-12-31
SEE ATTACHED STMT - GS 14229-3	P	2013-01-01	2013-12-13
SEE ATTACHED STMT - GS 14229-3	P	2001-01-01	2013-12-31
SEE ATTACHED STMT - GS 14229-3	P	2001-01-01	2013-12-31
SEE ATTACHED STMT - GS 93323-8	P	2012-12-07	2013-07-24
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
295,373		258,657	36,716
210,981		204,427	6,554
9,056		9,195	-139
13,564		13,213	351
24,354		20,289	4,065
54,661		56,160	-1,499
			2,155

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			36,716
			6,554
			-139
			351
			4,065
			-1,499

Form 990PF Part VIII Line 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
CAROLYN W PAYNE	OFFICER 0 5	0	0	0
600 TRAVIS STREET SUITE 4200 HOUSTON, TX 770022929				
LEON PAYNE JR	OFFICER 0 5	0	0	0
600 TRAVIS STREET SUITE 4200 HOUSTON, TX 770022929				
MIRIAM PAYNE PRIOLEAU	OFFICER 1 0	0	0	1,556
600 TRAVIS STREET SUITE 4200 HOUSTON, TX 770022929				
JULIE PAYNE	DIRECTOR 0 5	0	0	0
600 TRAVIS STREET SUITE 4200 HOUSTON, TX 770022929				
CHARLIE PRIOLEAU	DIRECTOR 0 5	0	0	0
600 TRAVIS STREET SUITE 4200 HOUSTON, TX 770022929				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHRIST CHURCH CATHEDRAL 1117 TEXAS AVENUE HOUSTON, TX 77002	PUBLIC		GENERAL PURPOSE	7,329
ST JUDES RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	PUBLIC		GENERAL PURPOSE	1,000
VANDERBILT UNIVERSITY VANDERBILT UNIVERSITY NASHVILLE, TN 37240	PUBLIC		GENERAL PURPOSE	3,000
HUMANE SOCIETY OF NORTH TEXAS 1840 E LANCASTER AVE FORT WORTH, TX 76103	PUBLIC		GENERAL PURPOSE	250
GOODFELLOWS 801 TEXAS AVENUE HOUSTON, TX 77002	PUBLIC		GENERAL PURPOSE	1,000
RIVER OAKS GARDEN CLUB 2503 WESTHEIMER HOUSTON, TX 77098	PUBLIC		GENERAL PURPOSE	6,500
MAKE A WISH FOUNDATION 1604 BISSONNET HOUSTON, TX 77005	PUBLIC		GENERAL PURPOSE	3,500
BOY SCOUTS OF AMERICA TROOP 354 2225 N LOOP WEST HOUSTON, TX 770081311	PUBLIC		GENERAL PURPOSE	500
MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET HOUSTON, TX 77005	PUBLIC		GENERAL PURPOSE	2,500
HOUSTON BALLET 601 PRESTON STREET HOUSTON, TX 77002	PUBLIC		GENERAL PURPOSE	2,000
SAN JACINTO MUSEUM OF HISTORY ONE MONUMENT CIRCLE LA PORTE, TX 77571	PUBLIC		GENERAL PURPOSE	1,000
ST JOHNS SCHOOL 2401 CLAREMONT LN HOUSTON, TX 77019	PUBLIC		GENERAL PURPOSE	2,500
EPISCOPAL HIGH SCHOOL 4650 BISSONNET BELLAIRE, TX 77401	PUBLIC		GENERAL PURPOSE	15,000
PLANNED PARENTHOOD GULF COAST 4600 GULF FREEWAY HOUSTON, TX 77023	PUBLIC		GENERAL PURPOSE	2,000
CHINQUAPIN PREPARATORY SCHOOL 2615 E WALLISVILLE RD HIGHLANDS, TX 77562	PUBLIC		GENERAL PURPOSE	5,000
Total			► 3a	80,819

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMAZING PLACE 3735 DREXEL HOUSTON, TX 77027	PUBLIC		GENERAL PURPOSE	1,500
PATHWAYS FOR LITTLE FEET 8 GREENWAY PLAZA STE 1000 HOUSTON, TX 77046	PUBLIC		GENERAL PURPOSE	1,000
BROWN UNIVERSITY BROWN UNIVERSITY PROVIDENCE, RI 02912	PUBLIC		GENERAL PURPOSE	5,000
NICK FINNEGAN COUNSELING CENTER 2714 JOANEL STREET HOUSTON, TX 77027	PUBLIC		GENERAL PURPOSE	2,500
MUSCULAR DYSTROPHY ASSOCIATION 3300 E SUNRISE DRIVE TUCSON, AZ 85718	PUBLIC		GENERAL PURPOSE	250
GLENWOOD CEMETERY FOUNDATION 2525 WASHINGTON AVENUE HOUSTON, TX 77007	PUBLIC		GENERAL PURPOSE	1,000
FORUM OF CIVICS FOUNDATION 2503 WESTHEIMER ROAD HOUSTON, TX 77098	PUBLIC		GENERAL PURPOSE	1,000
ST JOHN THE DIVINE EPISCOPAL CHURCH 2450 RIVER OAKS HOUSTON, TX 77019	PUBLIC		GENERAL PURPOSE	1,000
THE SALVATION ARMY 1500 AUSTIN STREET HOUSTON, TX 77002	PUBLIC		GENERAL PURPOSE	2,000
HOUSTON FOOD BANK 535 PORTWALL STREET HOUSTON, TX 77029	PUBLIC		GENERAL PURPOSE	2,000
SMALL STEPS NURTURING CENTER 2902 JENSEN DRIVE HOUSTON, TX 77026	PUBLIC		GENERAL PURPOSE	2,500
URBAN HARVEST 2311 CANAL STREET STE 200 HOUSTON, TX 77003	PUBLIC		GENERAL PURPOSE	500
NEIGHBORHOOD CENTERS INC 4500 BISSONNET STE 200 BELLAIRE, TX 77401	PUBLIC		GENERAL PURPOSE	1,500
VIRGINIA THEOLOGICAL SEMINARY 3737 SEMINARY ROAD ALEXANDRIA, VA 22304	PUBLIC		GENERAL PURPOSE	1,000
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120	PUBLIC		GENERAL PURPOSE	1,000
Total			► 3a	80,819

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JUNIOR LEAGUE OF HOUSTON 1811 BRIAR OAKS LANE HOUSTON, TX 77027	PUBLIC		GENERAL PURPOSE	3,240
SEARCH HOMELESS SERVICES 2505 FANNIN HOUSTON, TX 77002	PUBLIC		GENERAL PURPOSE	500
BEARESOURCE FOR CPS KIDS 2223 WEST LOOP SOUTH HOUSTON, TX 77027	PUBLIC		GENERAL PURPOSE	250
Total			► 3a	80,819

TY 2013 Accounting Fees Schedule

Name: PAYNE FOUNDATION

C/O TERRY LACY

EIN: 73-1646678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,470	4,470		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: PAYNE FOUNDATION

C/O TERRY LACY

EIN: 73-1646678

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
-------------------------	---------------	---------------------	---------------------------	--------------------	--------------------------	-------------------------------------	-----------------------	---------------------	---------------------------------

TY 2013 Investments Corporate Stock Schedule

Name: PAYNE FOUNDATION
C/O TERRY LACY
EIN: 73-1646678

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS CORE FIXED INC	166,351	167,404
GS HIGH YIELD FLOATING RATE	106,500	106,959
EXXON MOBIL CORP	29,770	69,828
ISHARES RUSSELL 2000 FUND	61,027	97,479
GS EMERGING MKTS DEBT FUND	103,500	90,376
SPDR S&P 500 ETF TRUST	220,676	312,854
GS - COMMON STOCK (THORNBURG)	109,361	145,459
MORNINGSTAR ISHARES	0	0
ETRACS ALERIAN MLP	145,829	171,021
ISHARES SELECT INTL	131,684	152,519
SPDR EURO STOXX	53,007	64,091
WISDOMTREE EMERGING MKTS	0	0
THORNBURG FUNDS ISHARES	135,994	155,606
HIGH YIELD VANGUARD	257,321	295,708
S&P BANK INDEX	20,041	20,930
GS STRATEGIC INCOME FUND	152,002	153,876
GS HIGH YIELD INSTITUTIONAL	68,881	69,268

TY 2013 Investments - Land Schedule

Name: PAYNE FOUNDATION

C/O TERRY LACY

EIN: 73-1646678

TY 2013 Land, Etc. Schedule

Name: PAYNE FOUNDATION

C/O TERRY LACY

EIN: 73-1646678

TY 2013 Other Professional Fees Schedule

Name: PAYNE FOUNDATION

C/O TERRY LACY

EIN: 73-1646678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GS 014-14229-3 MANAGEMENT FEE	1,676	1,676		
GS 014-93323-8 MANAGEMENT FEE	1,036	1,036		

TY 2013 Taxes Schedule

Name: PAYNE FOUNDATION

C/O TERRY LACY

EIN: 73-1646678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX - 014-09477-5	892	892		
FOREIGN TAX - 014-14229-3	246	246		
FOREIGN TAX - 014-93323-8	631	631		

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)	LONG-TERM GAINS (LOSSES)			ORDINARY GAINS (LOSSES)		
Net Covered Short Term Gains (Losses)	0 00	Net Covered Long Term Gains (Losses)	36 715 96	Net Ordinary Gains (Losses)		0 00
Net NonCovered Short Term Gains (Losses)	0 00	Net NonCovered Long Term Gains (Losses)	6 553 88			
Net 1099B Non Reportable Short Term Gains (Losses)	0 00	Net 1099B Non Reportable Long Term Gains (Losses)	0 00			
Net Miscellaneous Short Term Gains (Losses)	0 00	Net Miscellaneous Long Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)		0 00
Net Regulated Futures Contract Short Term Gains (Losses)	0 00	Net Regulated Futures Contract Long Term Gains (Losses)	0 00			
Total Short-Term Gains (Losses)	0 00	Total Long-Term Gains (Losses)	43,269.84	Total Ordinary Gains (Losses)		0 00

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵ (Amortization)	Total accretion	Cost Basis ⁴	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
ISHARES HIGH DIVIDEND ETF (46429B663)	02/07/2012	03/05/2013	3,995 00	256,353 40	0 00	221,037 76	35,315 64
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	02/07/2012	06/04/2013	2,573 68	19,019 49	0 00	18,273 12	746 37
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	02/07/2012	07/24/2013	2,724 80	20,000 00	0 00	19,346 05	653 95
Net Covered Long-Term Gains (Losses)				295,372.89	0.00	258,656.93	36,715.96
NonCovered Long-Term Gains (Losses)							
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	01/30/2009	03/05/2013	95 21	702 62	0 00	504 48	198 14
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	12/31/2008	03/05/2013	148 30	1,094 43	0 00	750 15	344 28
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	08/01/2008	03/05/2013	220 03	1,623 80	0 00	1,527 34	96 46
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	08/15/2008	03/05/2013	1,795 56	13,251 22	0 00	12,500 00	751 22
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	08/08/2008	03/05/2013	1,805 95	13,327 93	0 00	12,500 00	827 93
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	06/30/2009	06/04/2013	6 86	50 71	0 00	41 31	9 40
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	01/30/2009	06/04/2013	34 72	256 57	0 00	183 97	72 60
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	04/30/2010	06/04/2013	81 43	601 73	0 00	584 63	17 10
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	07/30/2010	06/04/2013	84 89	627 36	0 00	602 74	24 62
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	05/28/2010	06/04/2013	86 03	635 75	0 00	592 73	43 02
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	03/31/2010	06/04/2013	88 03	650 51	0 00	624 10	26 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.



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

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	02/26/2010	06/04/2013	89.26	659.59	0.00	618.54	41.05
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	09/30/2009	06/04/2013	89.52	661.52	0.00	604.23	57.29
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	08/31/2010	06/04/2013	91.33	674.93	0.00	643.88	31.05
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	08/31/2009	06/04/2013	93.03	687.49	0.00	599.11	88.38
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	06/30/2010	06/04/2013	93.15	688.40	0.00	644.62	43.78
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	07/31/2009	06/04/2013	93.36	689.95	0.00	593.78	96.17
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	01/29/2010	06/04/2013	93.38	690.09	0.00	650.87	39.22
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	09/30/2010	06/04/2013	95.10	702.82	0.00	683.80	19.02
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	10/29/2010	06/04/2013	96.00	709.45	0.00	701.77	7.68
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	10/30/2009	06/04/2013	97.21	718.38	0.00	662.97	55.41
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	01/31/2011	06/04/2013	99.03	731.85	0.00	732.84	(0.99)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	11/30/2009	06/04/2013	99.64	736.35	0.00	679.56	56.79
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	12/31/2010	06/04/2013	100.60	743.43	0.00	734.38	9.05
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	02/28/2011	06/04/2013	101.45	749.73	0.00	755.82	(6.09)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	11/30/2010	06/04/2013	101.92	753.16	0.00	731.76	21.40
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	03/31/2011	06/04/2013	108.85	804.36	0.00	805.45	(1.09)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	05/29/2009	06/04/2013	109.87	811.95	0.00	650.43	161.52
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	04/30/2009	06/04/2013	114.48	846.01	0.00	645.60	200.41
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	03/31/2009	06/04/2013	123.38	911.80	0.00	640.19	271.61
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	12/31/2009	06/04/2013	124.45	919.66	0.00	864.90	54.76
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	02/27/2009	06/04/2013	128.59	950.30	0.00	664.65	285.65
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	10/04/2010	06/04/2013	1,666.67	12,316.67	0.00	12,000.00	316.67
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES (38141W810)	01/16/2003	07/24/2013	2,516.96	26,025.40	0.00	25,649.29	376.11
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES (38141W810)	01/07/2003	07/24/2013	5,697.11	58,908.07	0.00	58,056.76	851.31

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.

Tax Year Account No Legal Name
2013 014-09477-5 PAYNE FOUNDATION

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES (38141W810)	01/13/2003	07/24/2013	6,292.70	65,066.54	0.00	64,000.00	1,066.54
Net NonCovered Long-Term Gains (Losses)				210,980.53	0.00	204,426.65	6,553.88

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 GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)		
Net Covered Short Term Gains (Losses)	(139 34)	Net Covered Long Term Gains (Losses)		354 78	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short Term Gains (Losses)	0 00	Net NonCovered Long Term Gains (Losses)		4 065 67		
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)	(139 34)	Total Long-Term Gains (Losses)		4,420.45	Total Ordinary Gains (Losses)	0 00

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)	
Covered Short-Term Gains (Losses)							
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	07/25/2012	01/15/2013	75 00	216 17	0 00	265 15	(48 98)
KDDI CORP UNSPONSORED ADR CMN (48667L106)	12/21/2012	01/23/2013	16 00	275 33	0 00	284 00	(8 67)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	12/21/2012	04/29/2013	2 00	91 02	0 00	96 04	(5 02)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	05/24/2012	04/29/2013	5 00	227 56	0 00	263 40	(35 84)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	12/21/2012	04/30/2013	4 00	183 88	0 00	192 08	(8 20)
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 50RDS (874039100)	07/26/2012	06/06/2013	13 00	241 54	0 00	173 14	68 40
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 50RDS (874039100)	08/31/2012	06/07/2013	4 00	74 76	0 00	58 61	16 15
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 50RDS (874039100)	07/27/2012	06/07/2013	27 00	504 61	0 00	368 58	136 03
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 50RDS (874039100)	09/19/2012	06/12/2013	6 00	109 87	0 00	90 45	19 42
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 50RDS (874039100)	08/31/2012	06/12/2013	10 00	183 11	0 00	146 53	36 58
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 50RDS (874039100)	09/19/2012	06/13/2013	13 00	236 15	0 00	195 97	40 18

³ 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.

⁴ 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)							
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 50RDS (874039100)	12/21/2012	06/13/2013	16.00	290.64	0.00	269.04	21.60
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/14/2012	06/28/2013	28.00	233.60	0.00	273.44	(39.84)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/14/2012	07/01/2013	3.00	25.41	0.00	29.30	(3.89)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/18/2012	07/01/2013	12.00	101.63	0.00	118.92	(17.29)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/19/2012	07/01/2013	18.00	152.44	0.00	184.83	(32.39)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/17/2012	07/01/2013	20.00	169.38	0.00	195.22	(25.84)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/19/2012	07/02/2013	1.00	8.33	0.00	10.27	(1.94)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/21/2012	07/02/2013	10.00	83.27	0.00	102.60	(19.33)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/20/2012	07/02/2013	17.00	141.57	0.00	175.92	(34.35)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/21/2012	07/03/2013	1.00	8.20	0.00	10.26	(2.06)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	12/21/2012	07/03/2013	10.00	81.84	0.00	102.60	(20.76)
ROYAL BANK OF SCOTLAND GROUP P SPONSORED ADR CMN (780097689)	04/05/2013	07/03/2013	31.00	254.16	0.00	258.94	(4.78)
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	07/26/2012	07/08/2013	1.00	103.52	0.00	81.93	21.59
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	12/21/2012	07/09/2013	2.00	207.92	0.00	217.98	(10.06)
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	07/26/2012	07/09/2013	2.00	207.93	0.00	163.86	44.07
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/07/2012	07/24/2013	17.00	295.50	0.00	259.33	36.17

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)							
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/10/2012	07/25/2013	2 00	34 22	0 00	30 47	3 75
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/07/2012	07/25/2013	8 00	136 87	0 00	122 04	14 83
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/10/2012	07/26/2013	3 00	50 84	0 00	45 70	5 14
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/10/2012	07/29/2013	8 00	136 49	0 00	121 87	14 62
POTASH CORP OF SASKATCHEWAN INC (73755L107)	12/21/2012	07/31/2013	6 00	179 49	0 00	239 34	(59 85)
CNOOC LIMITED SPONSORED ADR CMN (126132109)	12/21/2012	08/27/2013	1 00	196 11	0 00	216 09	(19 98)
BURBERRY GROUP PLC SPONSORED ADR CMN (12082W204)	10/22/2012	09/13/2013	4 00	203 82	0 00	151 65	52 17
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	12/21/2012	10/16/2013	6 00	238 73	0 00	226 14	12 59
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	12/21/2012	10/17/2013	12 00	196 59	0 00	235 20	(38 61)
ASML HOLDING N V ADR CMN (N07059210)	12/14/2012	10/22/2013	2 00	188 36	0 00	127 02	61 34
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	10/23/2013	12 00	94 04	0 00	116 71	(22 67)
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	10/24/2013	17 00	132 33	0 00	165 34	(33 01)
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	10/24/2013	19 00	147 49	0 00	184 79	(37 30)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/10/2012	10/30/2013	2 00	29 92	0 00	30 47	(0 55)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/11/2012	10/30/2013	3 00	44 88	0 00	47 19	(2 31)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/11/2012	10/31/2013	5 00	73 87	0 00	78 23	(4 36)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/12/2012	10/31/2013	15 00	221 60	0 00	235 99	(14 39)
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	10/31/2013	9 00	68 02	0 00	87 53	(19 51)
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	10/31/2013	9 00	68 16	0 00	87 53	(19 37)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/12/2012	11/01/2013	3 00	43 80	0 00	47 20	(3 40)
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	11/01/2013	47 00	354 49	0 00	457 10	(102 61)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	12/12/2012	11/04/2013	3 00	43 72	0 00	47 20	(3 48)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	01/24/2013	11/04/2013	8 00	116 58	0 00	119 78	(3 20)
TULLOW OIL PLC ADR CMN (899415202)	12/14/2012	11/04/2013	1 00	7 53	0 00	9 73	(2 20)
TULLOW OIL PLC ADR CMN (899415202)	05/21/2013	11/04/2013	12 00	90 32	0 00	97 31	(6 99)

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)							
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	01/24/2013	11/05/2013	1 00	14 51	0 00	14 97	(0 46)
TULLOW OIL PLC ADR CMN (899415202)	05/21/2013	11/05/2013	11 00	82 58	0 00	89 20	(6 62)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	03/07/2013	11/06/2013	3 00	43 39	0 00	43 87	(0 48)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	01/29/2013	11/06/2013	4 00	57 86	0 00	60 80	(2 94)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	01/29/2013	11/06/2013	6 00	86 79	0 00	91 19	(4 40)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	01/30/2013	11/06/2013	11 00	159 12	0 00	167 21	(8 09)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	01/24/2013	11/06/2013	20 00	289 31	0 00	299 44	(10 13)
TULLOW OIL PLC ADR CMN (899415202)	05/21/2013	11/06/2013	8 00	59 98	0 00	64 87	(4 89)
ELEKTA AB UNSPONSORED ADR CMN (28617Y101)	03/07/2013	11/07/2013	10 00	145 65	0 00	146 25	(0 60)
TULLOW OIL PLC ADR CMN (899415202)	05/21/2013	11/07/2013	2 00	14 90	0 00	16 22	(1 32)
TULLOW OIL PLC ADR CMN (899415202)	05/21/2013	11/08/2013	6 00	43 09	0 00	48 65	(5 56)
TULLOW OIL PLC ADR CMN (899415202)	05/21/2013	11/12/2013	14 00	98 93	0 00	113 52	(14 59)
TATA MOTORS LIMITED SPONSORED ADR CMN (876568502)	04/02/2013	12/13/2013	2 00	60 76	0 00	48 93	11 83
TATA MOTORS LIMITED SPONSORED ADR CMN (876568502)	04/02/2013	12/13/2013	3 00	91 14	0 00	73 83	17 31
Net Covered Short-Term Gains (Losses)				9,055.62	0.00	9,194.96	(139.34)

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)							
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/01/2011	01/03/2013	51 00	187 47	0 00	191 12	(3 65)
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102) Disallowed Loss							3 44
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/08/2011	01/03/2013	62 00	227 91	0 00	231 36	(3 45)
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	05/10/2011	01/07/2013	11 00	64 04	0 00	94 98	(30 94)

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

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)							
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	05/10/2011	01/08/2013	19.00	111 19	0 00	164 05	(52 86)
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/08/2011	01/15/2013	41.00	118 17	0 00	152 99	(34 82)
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/19/2011	01/15/2013	42.00	121 06	0 00	143 87	(22 81)
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/16/2011	01/15/2013	44.00	126 82	0 00	159 26	(32 44)
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/01/2011	01/15/2013	48.00	138 35	0 00	169 04	(30 69)
LI & FUNG LIMITED UNSPONSORED ADR CMN (501897102)	09/09/2011	01/15/2013	82.00	236 35	0 00	308 58	(72 23)
KDDI CORP UNSPONSORED ADR CMN (48667L06)	05/10/2011	01/23/2013	68.00	1,170 14	0 00	1,165 31	4 83
SWATCH GROUP SA (THE) ADR CMN (870123106)	10/11/2011	01/29/2013	13.00	351 73	0 00	245 83	105 90
LAS VEGAS SANDS CORP CMN (517834107)	12/20/2011	01/31/2013	9.00	493 66	0 00	378 86	114 80
VODAFONE GROUP PLC SPONSORED ADR CMN (92857W209)	11/23/2011	02/01/2013	17.00	464 19	0 00	444 59	19 60
VODAFONE GROUP PLC SPONSORED ADR CMN (92857W209)	01/25/2012	02/01/2013	21.00	573 40	0 00	576 95	(3 55)
SWATCH GROUP SA (THE) ADR CMN (870123106)	10/11/2011	03/07/2013	11.00	310 46	0 00	208 01	102 45
SBERBANK SPONSORED ADR CMN TRADEABLE ON LNSE & NASDAQ UK LINE SBNCYQ L-US LINE SBRCY (80585Y308)	09/12/2011	03/27/2013	3.00	37 21	0 00	31 88	5 33
SBERBANK SPONSORED ADR CMN TRADEABLE ON LNSE & NASDAQ UK LINE SBNCYQ L-US LINE SBRCY (80585Y308)	09/12/2011	03/27/2013	91.00	1,128 56	0 00	967 15	161 41
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	11/10/2011	04/25/2013	1.00	45 14	0 00	57 47	(12 33)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	11/09/2011	04/25/2013	6.00	270 80	0 00	343 50	(72 70)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	04/24/2012	04/26/2013	1.00	45 10	0 00	59 53	(14 43)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	11/10/2011	04/26/2013	2.00	90 20	0 00	114 93	(24 73)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	11/17/2011	04/26/2013	3.00	135 31	0 00	163 15	(27 84)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	12/21/2011	04/26/2013	6.00	270 62	0 00	308 22	(37 60)
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (M22465104)	04/24/2012	04/29/2013	4.00	182 05	0 00	238 14	(56 09)
MERCADOLIBRE INC CMN (58733R102)	09/15/2011	05/01/2013	1.00	98 31	0 00	68 59	29 72
MERCADOLIBRE INC CMN (58733R102)	09/16/2011	05/09/2013	1.00	120 78	0 00	68 18	52 60

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

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)							
MERCADOLIBRE INC CMN (58733R102)	09/16/2011	05/10/2013	2 00	240 21	0 00	136 36	103 85
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	05/04/2011	05/21/2013	0 30	4 16	0 00	0 00	4 16
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	01/11/2011	06/24/2013	1 00	100 04	0 00	118 35	(18 31)
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	02/03/2011	06/24/2013	1 00	100 04	0 00	127 52	(27 48)
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	02/03/2011	06/25/2013	2 00	200 08	0 00	255 05	(54 97)
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	03/10/2011	06/25/2013	2 00	200 08	0 00	255 15	(55 07)
ACCENTURE PLC CMN (G1151C101)	06/01/2012	06/28/2013	5 00	358 91	0 00	276 64	82 27
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	05/09/2011	07/05/2013	3 00	300 52	0 00	412 24	(111 72)
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	09/15/2011	07/08/2013	1 00	103 52	0 00	97 06	6 46
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (826197501)	08/30/2011	07/08/2013	3 00	310 57	0 00	307 77	2 80
YANDEX N V CMN (N97284108)	06/02/2011	07/24/2013	2 00	60 97	0 00	65 99	(5 02)
YANDEX N V CMN (N97284108)	05/27/2011	07/24/2013	8 00	243 90	0 00	275 48	(31 58)
POTASH CORP OF SASKATCHEWAN INC (73755L107)	11/28/2011	07/31/2013	5 00	149 58	0 00	212 01	(62 43)
POTASH CORP OF SASKATCHEWAN INC (73755L107)	04/19/2011	07/31/2013	9 00	269 24	0 00	514 28	(245 04)
MERCADOLIBRE INC CMN (58733R102)	09/16/2011	08/02/2013	1 00	128 67	0 00	68 18	60 49
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	02/03/2011	09/17/2013	4 00	55 48	0 00	75 05	(19 57)
ACCENTURE PLC CMN (G1151C101)	07/12/2012	09/24/2013	1 00	75 18	0 00	57 16	18 02
ACCENTURE PLC CMN (G1151C101)	06/01/2012	09/24/2013	3 00	225 53	0 00	165 99	59 54
MERCADOLIBRE INC CMN (58733R102)	09/20/2011	09/25/2013	2 00	259 24	0 00	139 51	119 73
ASML HOLDING N V ADR CMN (N07059210)	10/12/2012	10/15/2013	2 00	194 77	0 00	137 37	57 40
ASML HOLDING N V ADR CMN (N07059210)	10/12/2012	10/15/2013	5 00	483 64	0 00	343 41	140 23
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	03/16/2011	10/15/2013	3 00	119 30	0 00	142 64	(23 34)
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	03/16/2011	10/16/2013	3 00	119 37	0 00	142 64	(23 27)
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	10/05/2012	10/17/2013	13 00	212 97	0 00	225 49	(12 52)
ASML HOLDING N V ADR CMN (N07059210)	10/19/2012	10/22/2013	4 00	376 73	0 00	312 35	64 38

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

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)							
BAIDU, INC SPONSORED ADR CMN (056752108)	04/25/2012	10/30/2013	2 00	331 00	0 00	266 73	64 27
SYNGENTA AG SPONSORED ADR CMN (87160A100)	03/23/2012	11/15/2013	3 00	237 41	0 00	201 61	35 80
SYNGENTA AG SPONSORED ADR CMN (87160A100)	03/26/2012	11/18/2013	1 00	78 83	0 00	68 08	10 75
SYNGENTA AG SPONSORED ADR CMN (87160A100)	03/23/2012	11/18/2013	3 00	236 51	0 00	201 61	34 90
YUM BRANDS, INC CMN (988498101)	03/07/2012	11/22/2013	3 00	235 34	0 00	198 81	36 53
HSBC HOLDINGS PLC SPONSORED ADR CMN (404280406)	02/29/2012	12/04/2013	8 00	433 59	0 00	356 99	76 60
Net Covered Long-Term Disallowed Losses							
Net Covered Long-Term Gains (Losses)							
				13,564.40	0.00	13,213.06	354.78
NonCovered Long-Term Gains (Losses)							
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (042068106)	02/22/2010	01/02/2013	7 00	271 69	0 00	67 62	204 07
BG GROUP PLC SPON ADR ADR CMN (055434203)	07/13/2009	01/02/2013	7 00	116 31	0 00	112 64	3 67
BG GROUP PLC SPON ADR ADR CMN (055434203)	07/02/2009	01/02/2013	12 00	199 38	0 00	205 35	(5 97)
BG GROUP PLC SPON ADR ADR CMN (055434203)	04/30/2010	01/03/2013	5 00	82 28	0 00	85 81	(3 53)
BG GROUP PLC SPON ADR ADR CMN (055434203)	02/22/2010	01/03/2013	10 00	164 55	0 00	183 14	(18 59)
BG GROUP PLC SPON ADR ADR CMN (055434203)	07/13/2009	01/03/2013	13 00	213 92	0 00	209 19	4 73
BG GROUP PLC SPON ADR ADR CMN (055434203)	03/26/2010	01/03/2013	15 00	246 83	0 00	255 33	(8 50)
BG GROUP PLC SPON ADR ADR CMN (055434203)	08/04/2009	01/03/2013	20 00	329 11	0 00	348 67	(19 56)
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	08/26/2009	01/03/2013	5 00	29 02	0 00	27 16	1 86
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	08/25/2009	01/03/2013	26 00	150 91	0 00	135 99	14 92
ASML HOLDING N V ADR CMN (N07059210)		01/04/2013	0 00	34 93	0 00	No Cost	34 93 ⁸
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	09/10/2009	01/04/2013	11 00	63 57	0 00	63 74	(0 17)
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	08/26/2009	01/04/2013	50 00	288 93	0 00	271 59	17 34
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	09/10/2009	01/07/2013	26 00	151 37	0 00	150 65	0 72
FLSMIDTH & CO A/S SPONSORED ADR CMN (343793105)	02/22/2010	01/07/2013	30 00	174 65	0 00	189 00	(14 35)

¹ 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.

⁴ Due to incomplete cost basis, gains may be incorrectly stated and should not be used for tax reporting purposes. Please consult with your tax advisor.



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

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
EMBRAER SA ADR CMN (29082A107)	06/04/2008	01/24/2013	5 00	156 03	0 00	175 40	(19 37)
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	06/04/2008	02/06/2013	11 00	418 14	0 00	488 84	(70 70)
CARNIVAL CORPORATION CMN (143658300)	06/04/2008	02/13/2013	7 00	261 76	0 00	269 50	(7 74)
EMBRAER SA ADR CMN (29082A107)	06/04/2008	02/26/2013	1 00	32 75	0 00	35 08	(2 33)
EMBRAER SA ADR CMN (29082A107)	06/04/2008	02/27/2013	6 00	202 45	0 00	210 48	(8 03)
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	06/04/2008	03/27/2013	3 00	308 18	0 00	313 29	(5 11)
TURKIYE GARANTI BANKASI AS GDS CMN (900148701)	06/30/2010	04/02/2013	15 00	78 12	0 00	64 54	13 58
TURKIYE GARANTI BANKASI AS GDS CMN (900148701)	02/04/2010	04/02/2013	21 00	109 38	0 00	91 03	18 35
TURKIYE GARANTI BANKASI AS GDS CMN (900148701)	02/22/2010	04/02/2013	28 00	145 83	0 00	117 60	28 23
TURKIYE GARANTI BANKASI AS GDS CMN (900148701)	03/16/2010	04/02/2013	59 00	307 28	0 00	245 49	61 79
TURKIYE GARANTI BANKASI AS GDS CMN (900148701)	12/01/2010	04/03/2013	49 00	253 66	0 00	281 34	(27 68)
TURKIYE GARANTI BANKASI AS GDS CMN (900148701)	06/30/2010	04/03/2013	58 00	300 25	0 00	249 55	50 70
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	10/21/2008	04/04/2013	10 00	215 77	0 00	112 62	103 15
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	06/04/2008	04/04/2013	18 00	388 39	0 00	585 00	(196 61)
EMBRAER SA ADR CMN (29082A107)	06/04/2008	04/12/2013	4 00	142 30	0 00	140 32	1 98
EMBRAER SA ADR CMN (29082A107)	06/04/2008	04/15/2013	2 00	67 84	0 00	70 16	(2 32)
EMBRAER SA ADR CMN (29082A107)	06/04/2008	04/16/2013	3 00	101 38	0 00	105 24	(3 86)
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	06/04/2008	04/17/2013	3 00	335 02	0 00	313 29	21 73
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (042068106)	02/22/2010	05/01/2013	5 00	238 00	0 00	48 30	189 70
SCHLUMBERGER LTD CMN (806857108)	06/04/2008	05/20/2013	7 00	540 22	0 00	700 42	(160 20)
CNOOC LIMITED SPONSORED ADR CMN (126132109)	10/05/2009	05/21/2013	3 00	556 48	0 00	404 11	152 37
POTASH CORP OF SASKATCHEWAN INC (73755L107)	04/30/2009	06/12/2013	1 00	40 32	0 00	29 14	11 18
POTASH CORP OF SASKATCHEWAN INC (73755L107)	06/04/2008	06/12/2013	3 00	120 96	0 00	208 68	(87 72)
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	06/04/2008	06/12/2013	15 00	586 11	0 00	666 60	(80 49)
POTASH CORP OF SASKATCHEWAN INC (73755L107)	04/30/2009	06/13/2013	6 00	241 59	0 00	174 82	66 77

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

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)							
POTASH CORP OF SASKATCHEWAN INC (73755L107)	04/30/2009	06/24/2013	2 00	76 55	0 00	58 27	18 28
POTASH CORP OF SASKATCHEWAN INC (73755L107)	10/07/2009	06/24/2013	5 00	191 38	0 00	149 18	42 20
SAP AG (SPON ADR) (803054204)	10/16/2008	07/03/2013	1 00	71 00	0 00	34 74	36 26
SAP AG (SPON ADR) (803054204)	10/29/2009	07/03/2013	3 00	213 00	0 00	140 30	72 70
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	05/26/2009	07/05/2013	4 00	46 04	0 00	56 29	(10 25)
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	06/24/2009	07/05/2013	10 00	115 09	0 00	128 26	(13 17)
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	05/27/2009	07/05/2013	15 00	172 64	0 00	207 72	(35 08)
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	06/24/2009	07/08/2013	3 00	35 74	0 00	38 48	(2 74)
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	05/20/2010	07/08/2013	4 00	47 65	0 00	63 99	(16 34)
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	03/26/2010	07/08/2013	11 00	131 02	0 00	204 90	(73 88)
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	07/30/2009	07/08/2013	13 00	154 85	0 00	199 28	(44 43)
SAP AG (SPON ADR) (803054204)	01/25/2010	07/09/2013	1 00	71 96	0 00	46 41	25 55
SAP AG (SPON ADR) (803054204)	10/29/2009	07/09/2013	1 00	71 96	0 00	46 77	25 19
SAP AG (SPON ADR) (803054204)	11/18/2009	07/09/2013	3 00	215 87	0 00	146 84	69 03
CNOOC LIMITED SPONSORED ADR CMN (126132109)	11/12/2009	07/15/2013	2 00	350 51	0 00	322 39	28 12
RECKITT BENCKISER GROUP PLC SPONSORED ADR CMN (756255204)	02/23/2009	07/17/2013	15 00	211 94	0 00	120 56	91 38
RECKITT BENCKISER GROUP PLC SPONSORED ADR CMN (756255204)	12/17/2008	07/17/2013	16 00	226 07	0 00	124 88	101 19
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	11/23/2010	07/19/2013	8 00	178 05	0 00	106 06	71 99
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (88032Q109)	04/23/2010	07/19/2013	5 00	212 82	0 00	103 71	109 11
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	11/23/2010	07/22/2013	7 00	155 81	0 00	92 80	63 01
MITSUBISHI UFJ FINL GROUP, INC SPONSORED ADR CMN (606822104)	06/12/2009	07/29/2013	6 00	36 85	0 00	40 28	(3 43)
MITSUBISHI UFJ FINL GROUP, INC SPONSORED ADR CMN (606822104)	05/13/2009	07/29/2013	50 00	307 11	0 00	329 07	(21 96)
POTASH CORP OF SASKATCHEWAN INC (73755L107)	10/07/2009	07/29/2013	6 00	224 15	0 00	179 01	45 14
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (88032Q109)	04/23/2010	07/29/2013	15 00	677 27	0 00	311 14	366 13
CNOOC LIMITED SPONSORED ADR CMN (126132109)	11/12/2009	07/30/2013	1 00	180 45	0 00	161 20	19 25

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

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)							
POTASH CORP OF SASKATCHEWAN INC (73755L107)	10/07/2009	07/31/2013	1 00	29 92	0 00	29 84	0 08
POTASH CORP OF SASKATCHEWAN INC (73755L107)	02/22/2010	07/31/2013	6 00	179 49	0 00	228 70	(49 21)
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (88032Q109)	04/26/2010	08/01/2013	2 00	92 12	0 00	42 42	49 70
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (88032Q109)	04/23/2010	08/01/2013	6 00	276 36	0 00	124 46	151 90
CNOOC LIMITED SPONSORED ADR CMN (126132109)	02/22/2010	08/23/2013	1 00	201 34	0 00	156 79	44 55
CNOOC LIMITED SPONSORED ADR CMN (126132109)	05/20/2010	08/26/2013	1 00	200 91	0 00	153 09	47 82
CNOOC LIMITED SPONSORED ADR CMN (126132109)	05/20/2010	08/27/2013	1 00	196 12	0 00	153 09	43 03
INDUSTRIAL & COMMERCIAL BANK O ADR CMN (455807107)	05/20/2009	09/06/2013	22 00	298 37	0 00	274 97	23 40
INDUSTRIAL & COMMERCIAL BANK O ADR CMN (455807107)	04/08/2009	09/06/2013	25 00	339 06	0 00	272 56	66 50
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	06/04/2008	09/09/2013	2 00	33 48	0 00	37 38	(3 90)
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	06/04/2008	09/10/2013	4 00	67 16	0 00	74 76	(7 60)
KINGFISHER PLC SPONSORED ADR CMN (495724403)	06/04/2008	09/13/2013	16 00	203 73	0 00	86 40	117 33
KINGFISHER PLC SPONSORED ADR CMN (495724403)	06/04/2008	09/16/2013	9 00	115 40	0 00	48 60	66 80
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	06/04/2008	09/17/2013	7 00	117 22	0 00	130 83	(13 61)
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (465562106)	05/20/2010	09/17/2013	7 00	97 09	0 00	111 98	(14 89)
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/18/2013	2 00	33 46	0 00	29 95	3 51
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/19/2013	7 00	118 81	0 00	104 81	14 00
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/23/2013	4 00	69 12	0 00	59 89	9 23
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/24/2013	2 00	33 93	0 00	29 95	3 98
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	11/23/2010	09/25/2013	5 00	116 47	0 00	66 29	50 18
CARNIVAL CORPORATION CMN (143658300)	06/04/2008	09/25/2013	10 00	327 28	0 00	385 00	(57 72)
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	11/23/2010	09/26/2013	6 00	138 57	0 00	79 54	59 03
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	12/21/2010	09/26/2013	7 00	161 67	0 00	100 85	60 82
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/26/2013	1 00	16 88	0 00	14 97	1 91
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	12/21/2010	09/27/2013	3 00	68 54	0 00	43 22	25 32

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

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)							
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (045387107)	12/21/2010	09/27/2013	9 00	205 83	0 00	129 67	76 16
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	09/27/2013	4 00	67 80	0 00	59 89	7 91
SCHLUMBERGER LTD CMN (806857108)	06/04/2008	10/08/2013	1 00	88 28	0 00	100 06	(11 78)
SCHLUMBERGER LTD CMN (806857108)	12/09/2008	10/08/2013	3 00	264 85	0 00	127 58	137 27
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (88032Q109)	04/26/2010	10/10/2013	7 00	369 30	0 00	148 46	220 84
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	02/22/2010	10/10/2013	6 00	241 13	0 00	353 52	(112 39)
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	06/04/2008	10/10/2013	10 00	401 88	0 00	444 40	(42 52)
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	10/11/2013	14 00	234 39	0 00	209 62	24 77
HENNES & MAURITZ AB ADR CMN (425883105)	06/10/2008	10/14/2013	28 00	233 08	0 00	155 03	78 05
HENNES & MAURITZ AB ADR CMN (425883105)	06/10/2008	10/15/2013	62 00	518 57	0 00	343 29	175 28
SAP AG (SPON ADR) (803054204)	01/25/2010	10/15/2013	4 00	290 34	0 00	185 64	104 70
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	12/23/2010	10/15/2013	1 00	39 77	0 00	50 45	(10 68)
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	03/26/2010	10/15/2013	4 00	159 06	0 00	256 95	(97 89)
DASSAULT SYSTEMES SPONSORED ADR CMN (237545108)	06/04/2008	10/16/2013	4 00	446 62	0 00	265 72	180 90
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	02/22/2010	10/16/2013	4 00	65 15	0 00	74 25	(9 10)
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	08/19/2008	10/16/2013	9 00	146 58	0 00	134 75	11 83
SAP AG (SPON ADR) (803054204)	01/25/2010	10/16/2013	1 00	72 59	0 00	46 41	26 18
SAP AG (SPON ADR) (803054204)	02/22/2010	10/16/2013	1 00	72 59	0 00	44 40	28 19
HANG LUNG PPTYS LTD SPONSORED ADR CMN (41043M104)	02/22/2010	10/17/2013	4 00	65 53	0 00	74 25	(8 72)
SAP AG (SPON ADR) (803054204)	02/22/2010	10/17/2013	4 00	290 74	0 00	177 60	113 14
EMBRAER SA ADR CMN (29082A107)	06/04/2008	10/30/2013	8 00	244 26	0 00	280 64	(36 38)
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (88032Q109)	06/17/2010	10/30/2013	2 00	109 49	0 00	32 03	77 46
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (88032Q109)	04/26/2010	10/30/2013	4 00	218 98	0 00	84 83	134 15
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	06/04/2008	10/31/2013	6 00	466 25	0 00	314 70	151 55

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

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (93114W107)	02/20/2009	11/06/2013	6 00	147 27	0 00	59 71	87 56
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (93114W107)	01/23/2009	11/06/2013	8 00	196 36	0 00	86 48	109 88
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (93114W107)	01/28/2009	11/06/2013	14 00	343 63	0 00	157 66	185 97
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (93114W107)	02/20/2009	11/07/2013	8 00	192 11	0 00	79 61	112 50
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (93114W107)	02/22/2010	11/07/2013	8 00	192 11	0 00	194 60	(2 49)
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	10/21/2008	12/05/2013	10 00	198 29	0 00	112 62	85 67
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	05/11/2009	12/05/2013	17 00	337 09	0 00	240 23	96 86
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (88032Q109)	06/17/2010	12/12/2013	4 00	240 94	0 00	64 06	176 88
HENNES & MAURITZ AB ADR CMN (425883105)	06/10/2008	12/16/2013	28 00	240 92	0 00	155 03	85 89
CARNIVAL CORPORATION CMN (143658300)	06/04/2008	12/19/2013	10 00	378 68	0 00	385 00	(6 32)
Net NonCovered Long-Term Gains (Losses)				24,354.40	0.00	20,288.73	4,065.67

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.

014-14229-3-11 TR-2009400-014-01-14-12114

PAGE 87 of 87



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 GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)		
Net Covered Short Term Gains (Losses)	(1 498 85)	Net Covered Long Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)		0 00
Net NonCovered Short Term Gains (Losses)	0 00	Net NonCovered Long Term Gains (Losses)	0 00			
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)	(1,498 85)	Total Long-Term Gains (Losses)	0.00	Total Ordinary Gains (Losses)		0 00

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
Covered Short-Term Gains (Losses)						
SPDR EURO STOXX 50 FD ETF (78463X202)	12/14/2012	06/04/2013	3 00	107 73	0 00	102 03
SPDR EURO STOXX 50 FD ETF (78463X202)	12/07/2012	06/04/2013	550 00	19,750 15	0 00	18,262 48
WISDOMTREE EMERGING MARKETS HIGH YIELDING EQUITY FUND ETF (97717W315)	12/14/2012	07/24/2013	340 00	17,149 30	0 00	18,773 20
WISDOMTREE EMERGING MARKETS HIGH YIELDING EQUITY FUND ETF (97717W315)	12/07/2012	07/24/2013	350 00	17,653 69	0 00	19,022 01
Net Covered Short-Term Gains (Losses)				54,660.87	0.00	56,159.72
						(1,498.85)

³ 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.