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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning 05/01, 2013, and ending 04/30, 2014

Name of foundation
THE SAPP FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P.O. BOX 73, BOWLING GREEN STATION

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10274-0073

A Employer identification number
13-3632757

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

C If exemption application is pending check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

G Check all that apply

<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

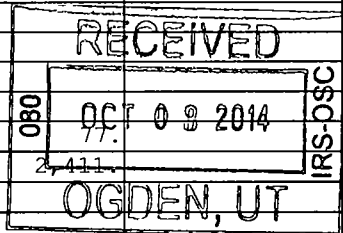
H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$** 10,495,514.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	452.	452.		ATCH 1
4 Dividends and interest from securities	243,340.	243,340.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	606,336.			
b Gross sales price for all assets on line 6a 2,899,750.				
7 Capital gain net income (from Part IV, line 2)		606,336.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)	8,405.	8,405.		
11 Other income (attach schedule) ATCH 3	858,533.	858,533.		
12 Total. Add lines 1 through 11	0			
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest, ATCH 4	77.			
18 Taxes (attach schedule) (see instructions) ATCH 5	12,411.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	71,351.	69,925.		
24 Total operating and administrative expenses. Add lines 13 through 23	83,839.	72,413.		
25 Contributions, gifts, grants paid	750,000.			750,000.
26 Total expenses and disbursements Add lines 24 and 25	833,839.	72,413.		750,000.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	24,694.			
b Net investment income (if negative, enter -0-)		786,120.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	527,777.			
	2	Savings and temporary cash investments		176,096.	176,096.	
	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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7	5,382,396.	5,888,827.	6,520,024.	
	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) ATCH 8	4,125,705.	3,995,649.	3,799,394.	
	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)	10,035,878.	10,060,572.	10,495,514.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	10,035,878.	10,060,572.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	10,035,878.	10,060,572.			
31	Total liabilities and net assets/fund balances (see instructions)	10,035,878.	10,060,572.			

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 10,035,878.
2	Enter amount from Part I, line 27a	2 24,694.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 10,060,572.
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 10,060,572.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	606,336.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	0	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	493,664.	9,424,034.	0.052384
2011	261,000.	8,944,838.	0.029179
2010	499,102.	8,357,096.	0.059722
2009	310,000.	8,964,376.	0.034581
2008	565,000.	10,381,024.	0.054426
2 Total of line 1, column (d)			2 0.230292
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 0.046058
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 10,287,081.
5 Multiply line 4 by line 3			5 473,802.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,861.
7 Add lines 5 and 6			7 481,663.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 750,000.

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

Table with 11 rows for excise tax calculations. Includes rows for exempt foundations (1), tax under section 511 (2), add lines 1 and 2 (3), subtitle A tax (4), tax based on investment income (5), credits/payments (6a-6d), total credits (7), penalty (8), tax due (9), overpayment (10), and amount to be credited (11).

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns (1a-1c), IRS reporting (2), changes in governing instruments (3), unrelated business income (4a-4b), liquidation (5), state requirements (6), assets (7), state registration (8a-8b), private operating status (9), and substantial contributors (10).

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of AYCO COMPANY, L.P. - NTG Telephone no (518) 640-5000
Located at 25 BRITISH AMERICAN BLVD. LATHAM, NY ZIP+4 12110
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b N/A
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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 N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

Table with 5 columns: (a) Name and address, (b) Title, and average hours per week devoted to position, (c) Compensation (If not paid, enter -0-), (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: ATCH 9, 0, 0, 0.

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

Table with 5 columns: (a) Name and address of each employee paid more than \$50,000, (b) Title, and average hours per week devoted to position, (c) Compensation, (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: N/A, 0, 0, 0.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A	NONE	0

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION IS NOT INVOLVED IN ANY CHARITABLE ACTIVITIES. THE PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER IRC SEC. 501(C)3.	NONE
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	NONE
2 -----	
All other program-related investments See instructions	
3 N/A	NONE

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,346,469.
b	Average of monthly cash balances	1b	509,192.
c	Fair market value of all other assets (see instructions)	1c	3,588,076.
d	Total (add lines 1a, b, and c)	1d	10,443,737.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	10,443,737.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	156,656.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	10,287,081.
6	Minimum investment return. Enter 5% of line 5	6	514,354.

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	514,354.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,861.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,861.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	506,493.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	506,493.
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	506,493.

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	750,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	750,000.
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	7,861.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	742,139.

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				506,493.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008	0.			
b From 2009	0.			
c From 2010	68,013.			
d From 2011	0.			
e From 2012	35,134.			
f Total of lines 3a through e	103,147.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 750,000.				
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				506,493.
e Remaining amount distributed out of corpus	243,507.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	346,654.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
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	346,654.			
10 Analysis of line 9				
a Excess from 2009	0.			
b Excess from 2010	68,013.			
c Excess from 2011	0.			
d Excess from 2012	35,134.			
e Excess from 2013	243,507.			

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

NOT APPLICABLE

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

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

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

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

Table with 5 columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2b, 2c, 2d, 2e, 3, 3a, 3b, 3c, 3d, 3e, 3f, 3g, 3h, 3i, 3j, 3k, 3l, 3m, 3n, 3o, 3p, 3q, 3r, 3s, 3t, 3u, 3v, 3w, 3x, 3y, 3z.

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

1 Information Regarding Foundation Managers:

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

RICHARD A. SAPP

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>ATCH 10</p>				
Total				750,000.
<p><i>b Approved for future payment</i></p>				
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, and Subtotal.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions). Row 1 contains 'N/A' and 'NOT APPLICABLE'.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					19,657.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					185,749.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					48,489.	
460,928.		GOLDMAN SACHS #9171 PROPERTY TYPE: SECURITIES 412,012.				P	VAR 48,916.	VAR
363,434.		GOLDMAN SACHS #9171 PROPERTY TYPE: SECURITIES 258,696.				P	VAR 104,738.	VAR
764,266.		GOLDMAN SACHS #9206 PROPERTY TYPE: SECURITIES 677,116.				P	VAR 87,150.	VAR
621,878.		GOLDMAN SACHS #9206 PROPERTY TYPE: SECURITIES 425,213.				P	VAR 196,665.	VAR
150,000.		GOLDMAN SACHS #7380 PROPERTY TYPE: SECURITIES 150,380.				P	VAR -380.	04/28/2014
116,283.		GS MEZZANINE PARTNERS V PROPERTY TYPE: OTHER 265,106.				P	VAR -148,823.	VAR
127,968.		GS MEZZANINE PARTNERS III PROPERTY TYPE: OTHER 80,454.				P	VAR 47,514.	VAR
37,938.		GS WEST STREET PARTNERS PROPERTY TYPE: OTHER 24,437.				P	VAR 13,501.	VAR
3,160.		GOLDMAN SACHS #9206 PROPERTY TYPE: SECURITIES				P	VAR 3,160.	VAR
TOTAL GAIN (LOSS)							<u>606,336.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHASE	1.	1.
GOLDMAN SACHS #9206	26.	26.
GOLDMAN SACHS #7380	398.	398.
GOLDMAN SACHS #9171	27.	27.
TOTAL	<u>452.</u>	<u>452.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS #7385 - DIVIDENDS	23,620.	23,620.
GOLDMAN SACHS #7380 - DIVIDENDS	125,078.	125,078.
GOLDMAN SACHS #9206 - DIVIDENDS	23,873.	23,873.
GS DYNAMIC EQUITY/ALPHA+ K-1 - DIVIDENDS	30,888.	30,888.
GOLDMAN SACHS #9171 - DIVIDENDS	25,779.	25,779.
GS CAPITAL PTRS VI PARALLEL - DIVIDENDS	2,405.	2,405.
GS CAPITAL PTRS VI PARALLEL - INTEREST	5,302.	5,302.
GS MEZZ PTRS V - INVESTMENT INCOME	4,892.	4,892.
THL EQUITY FUND VI - INVESTMENT INCOME	1,503.	1,503.
TOTAL	<u>243,340.</u>	<u>243,340.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER PORTFOLIO INCOME - K-1S	8,400.	8,400.
ORDINARY BUSINESS INCOME - K-1S	5.	5.
TOTALS	<u>8,405.</u>	<u>8,405.</u>

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE	77.	77.
TOTALS	<u>77.</u>	<u>77.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL TAX PAYMENTS	10,000.	0.
FOREIGN TAXES PAID	2,411.	2,411.
TOTALS	<u>12,411.</u>	<u>2,411.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MANAGEMENT FEES	57,117.	57,117.
BANK CHARGES	274.	0.
NYS FILING FEES	250.	0.
OTHER PORTFOLIO DEDUCTIONS K-1	12,808.	12,808.
T/E NONDEDUCTIBLE EXPENSES	767.	0.
PUBLICATION FEE	135.	0.
TOTALS	<u>71,351.</u>	<u>69,925.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS #7385	1,255,767.	1,391,156.
GOLDMAN SACHS #7380	2,061,971.	2,071,816.
GOLDMAN SACHS #9171	1,177,133.	1,417,588.
GOLDMAN SACHS #9206	1,393,956.	1,639,464.
TOTALS	<u>5,888,827.</u>	<u>6,520,024.</u>

FORM 990PE, PART II - OTHER INVESTMENTS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS DYNAMIC EQUITY/ALPHA PLUS	1,169,083.	1,669,817.
GS MEZZANINE PARTNERS V	195,078.	312,596.
GS MEZZANINE PARTNERS III	84,660.	9,075.
WHITEHALL REAL ESTATE CORP	999,996.	201,170.
GS WEST STREET PARTNERS	37,839.	57,748.
THL EQUITY FUND VI	923,642.	963,512.
GS CAPITAL PARTNERS VI	524,036.	524,036.
GS CAPITAL PARTNERS VI AIV	61,315.	61,440.
TOTALS	<u><u>3,995,649.</u></u>	<u><u>3,799,394.</u></u>

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

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
RICHARD A. SAPP P.O. BOX 73, BOWLING GREEN STATION NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	0	0	0
SHARI M. SAPP P.O. BOX 73, BOWLING GREEN STATION NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	0	0	0
GRAND TOTALS		0	0	0

THE SAPP FAMILY FOUNDATION

13-3632757

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

ATTACHMENT 10

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED LIST

NONE

501(C)(3)

GENERAL CHARITABLE PURPOSES

750,000

TOTAL CONTRIBUTIONS PAID

750,000

**THE SAPP FAMILY FOUNDATION
CHARITABLE CONTRIBUTION LIST
FYE: 4/30/14**

<u>Date</u>	<u>PAYEE</u>	<u>Amount</u>
12/19/13	Pacific Ridge School, Carlsbad, CA	250,000.00
03/31/14	Pacific Ridge School, Carlsbad, CA	25,000 00
03/31/14	Pacific Ridge School, Carlsbad, CA	225,000.00
04/29/14	Pacific Ridge School, Carlsbad, CA	250,000.00
	Total Charitable Contributions Paid	<u>\$ 750,000.00</u>

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

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER PORTFOLIO INCOME - K-1S			01		5.
ORDINARY BUSINESS INCOME			01	8,400.	
TOTALS				<u>8,405.</u>	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

THE SAPP FAMILY FOUNDATION

Employer identification number

13-3632757

Note: Form 5227 filers need to complete only Parts I and II

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

See instructions for how to figure the amounts to enter on the lines below
This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	1,225,194.	1,089,128.		136,066.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5 19,657.
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7 155,723.

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

See instructions for how to figure the amounts to enter on the lines below
This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	1,420,661.	1,204,286.		216,375.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12 185,749.
13 Capital gain distributions.				13 48,489.
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 450,613.

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

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		155,723.
18	Net long-term gain or (loss):			
a	Total for year	18a		450,613.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		606,336.

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

Part IV Capital Loss Limitation		
20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 19, column (3) or b \$3,000	20 ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

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

- Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if
- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
 - Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

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

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

THE SAPP FAMILY FOUNDATION FYE 4/30/14
SCHEDULE D ATTACHMENT
EIN: 13-3632757

	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
GOLDMAN SACHS #9171							
AETNA INC CMN	12/26/12	07/05/13	91 00	4,256 31	5,686 24	1,429 93	ST
AETNA INC CMN	02/08/13	07/05/13	18 00	914 29	1,124 75	210 46	ST
AETNA INC CMN	02/08/13	07/11/13	98 00	4,977 78	6,330 98	1,353 20	ST
ALLERGAN INC CMN	11/21/13	02/25/14	34 00	3,365 13	4,263 92	898 79	ST
ALLERGAN INC CMN	11/21/13	03/18/14	62 00	6,136 40	8,123 45	1,987 05	ST
ALLERGAN INC CMN	01/29/14	03/18/14	23 00	2,637 69	3,013 54	375 85	ST
ALTERA CORP CMN	10/26/12	09/24/13	39 00	1,183 90	1,461 32	277 43	ST
AMERICAN ELECTRIC POWER INC CMN	10/30/13	12/09/13	209 00	9,853 91	9,748 14	(105 77)	ST
APPLE, INC CMN	05/31/13	04/25/14	11 00	4,987 42	6,238 97	1,251 55	ST
APPLIED MATERIALS INC CMN	09/30/13	03/20/14	551 00	9,687 66	11,047 72	1,360 06	ST
ARIAD PHARMACEUTICALS INC CMN	05/23/13	10/18/13	189 00	3,623 29	528 74	(3,094 55)	ST
ARIAD PHARMACEUTICALS INC CMN	05/24/13	10/18/13	152 00	2,954 36	425 23	(2,529 13)	ST
ARIAD PHARMACEUTICALS INC CMN	06/26/13	10/18/13	193 00	3,424 26	539 93	(2,884 33)	ST
ARIAD PHARMACEUTICALS INC CMN	10/10/13	10/18/13	452 00	2,562 79	1,264 50	(1,298 29)	ST
AT&T INC CMN	11/14/12	06/17/13	142 00	4,853 84	5,055 18	201 34	ST
AT&T INC CMN	11/14/12	07/15/13	65 00	2,221 83	2,310 33	88 51	ST
AT&T INC CMN	01/29/13	07/15/13	99 00	3,445 83	3,518 82	72 99	ST
AT&T INC CMN	01/29/13	07/24/13	61 00	2,123 19	2,151 21	28 02	ST
AT&T INC CMN	02/05/13	07/24/13	242 00	8,585 95	8,534 32	(51 63)	ST
BARD C R INC N J CMN	12/26/12	06/26/13	25 00	2,417 50	2,716 45	298 95	ST
BED BATH & BEYOND INC CMN	09/28/12	06/06/13	35 00	2,204 96	2,387 23	182 27	ST
BED BATH & BEYOND INC CMN	10/17/12	06/06/13	101 00	6,237 62	6,888 86	651 24	ST
BED BATH & BEYOND INC CMN	11/23/12	06/06/13	42 00	2,521 18	2,864 67	343 49	ST
BP P L C SPONSORED ADR CMN	03/15/13	02/21/14	53 00	2,174 58	2,658 48	483 90	ST
BP P L C SPONSORED ADR CMN	03/15/13	02/26/14	125 00	5,128 74	6,288 00	1,159 26	ST
BP P L C SPONSORED ADR CMN	07/30/13	02/26/14	83 00	3,440 20	4,175 23	735 03	ST
CATERPILLAR INC (DELAWARE) CMN	09/05/13	04/29/14	76 00	6,308 64	7,989 90	1,681 26	ST
CATERPILLAR INC (DELAWARE) CMN	09/05/13	04/30/14	1 00	83 01	105 35	22 34	ST
CATERPILLAR INC (DELAWARE) CMN	09/06/13	04/30/14	38 00	3,186 01	4,003 26	817 25	ST
CATERPILLAR INC (DELAWARE) CMN	10/09/13	04/30/14	36 00	3,011 82	3,792 57	780 75	ST
CBS CORPORATION CMN CLASS B	10/19/12	10/18/13	59 00	1,973 94	3,487 40	1,513 46	ST
CF INDUSTRIES HOLDINGS, INC CMN	01/15/13	05/15/13	3 00	652 03	568 59	(83 44)	ST
CF INDUSTRIES HOLDINGS, INC CMN	01/29/13	05/15/13	27 00	6,176 03	5,117 31	(1,058 72)	ST
CF INDUSTRIES HOLDINGS, INC CMN	03/04/13	05/15/13	4 00	802 43	758 12	(44 31)	ST
CF INDUSTRIES HOLDINGS, INC CMN	03/04/13	06/26/13	19 00	3,811 54	3,344 06	(467 48)	ST
COMERICA INCORPORATED CMN	02/05/13	11/18/13	171 00	5,949 46	7,710 15	1,760 69	ST
COMERICA INCORPORATED CMN	10/09/13	04/02/14	76 00	2,963 34	3,945 12	981 78	ST
CONOCOPHILLIPS CMN	02/21/13	09/13/13	97 00	5,592 31	6,719 78	1,127 47	ST
CONOCOPHILLIPS CMN	02/25/13	09/13/13	14 00	808 06	969 87	161 81	ST
CONOCOPHILLIPS CMN	02/25/13	10/09/13	35 00	2,020 14	2,447 69	427 55	ST
CONOCOPHILLIPS CMN	07/16/13	10/09/13	59 00	3,845 04	4,126 11	281 07	ST
DTE ENERGY COMPANY CMN	02/21/13	06/03/13	48 00	3,102 59	3,206 58	103 99	ST
DTE ENERGY COMPANY CMN	02/21/13	07/08/13	216 00	13,961 66	14,333 23	371 57	ST
EXELON CORPORATION CMN	11/28/12	07/25/13	172 00	5,099 08	5,383 61	284 53	ST
EXELON CORPORATION CMN	03/11/13	07/25/13	43 00	1,385 94	1,345 90	(40 04)	ST
EXELON CORPORATION CMN	03/11/13	10/18/13	145 00	4,673 53	4,170 15	(503 38)	ST
EXELON CORPORATION CMN	05/29/13	10/18/13	205 00	6,554 58	5,895 72	(658 86)	ST
GENERAL DYNAMICS CORP CMN	09/27/12	07/02/13	156 00	10,363 56	12,174 66	1,811 10	ST
GENERAL MOTORS COMPANY CMN	02/06/14	03/12/14	288 00	10,180 40	10,046 04	(134 36)	ST
GREEN MNTN COFFEE ROASTERS INC CMN	01/14/14	02/06/14	123 00	9,855 28	12,779 01	2,923 73	ST
GREEN MNTN COFFEE ROASTERS INC CMN	01/14/14	02/18/14	10 00	801 24	1,175 57	374 33	ST
GREEN MNTN COFFEE ROASTERS INC CMN	01/23/14	02/18/14	49 00	3,936 95	5,760 29	1,823 34	ST
INTERCONTINENTALEXCHANGE INC CMN	12/20/12	05/28/13	41 00	5,175 64	6,946 06	1,770 42	ST
LAM RESEARCH CORP CMN	06/05/12	05/30/13	45 00	1,654 53	2,141 48	486 95	ST
LAM RESEARCH CORP CMN	11/19/12	11/14/13	160 00	5,548 97	8,396 14	2,847 17	ST
LIBERTY GLOBAL, PLC CMN CLASS A	02/11/14	03/21/14	56 00	2,367 50	2,356 33	(11 17)	ST
LYONDELLBASELL INDUSTRIES N V CMN CLAS	12/05/12	09/13/13	122 00	6,130 23	8,622 28	2,492 05	ST
LYONDELLBASELL INDUSTRIES N V CMN CLAS	12/05/12	09/19/13	4 00	200 99	296 19	95 19	ST
LYONDELLBASELL INDUSTRIES N V CMN CLAS	05/20/13	09/19/13	70 00	4,698 83	5,183 24	484 41	ST
Mallinckrodt Public Limited Co		07/01/13	0 75	-	34 15	34 15	ST
Mallinckrodt Public Limited Co		08/01/13	38 00	1,743 27	1,813 34	70 07	ST
MASCO CORPORATION CMN	06/08/12	05/10/13	307 00	4,065 99	6,524 60	2,458 61	ST
MICROSOFT CORPORATION CMN	07/24/13	04/04/14	139 00	4,445 46	5,543 93	1,098 47	ST
MONDELEZ INTERNATIONAL, INC CMN	10/02/12	08/20/13	172 00	4,755 79	5,307 55	551 76	ST
MONSTER BEVERAGE CORP CMN	05/09/13	01/10/14	172 00	9,171 12	11,973 46	2,802 34	ST
MYLAN INC CMN	04/30/13	01/29/14	99 00	2,870 37	4,403 96	1,533 59	ST
NEXTERA ENERGY, INC CMN	06/11/13	04/28/14	51 00	4,010 92	4,992 51	981 59	ST
NVIDIA CORP CMN	08/19/13	01/23/14	502 00	7,561 65	8,010 59	448 94	ST
OCCIDENTAL PETROLEUM CORP CMN	06/20/12	06/06/13	45 00	3,811 13	4,151 72	340 59	ST

	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
OCCIDENTAL PETROLEUM CORP CMN	12/06/12	06/06/13	22 00	1,880 53	2,029 73	149 20	ST
OCCIDENTAL PETROLEUM CORP CMN	12/07/12	06/06/13	68 00	5,122 33	6,273 71	1,151 38	ST
ORACLE CORPORATION CMN	04/15/13	09/30/13	124 00	4,141 20	4,132 45	(8 75)	ST
ORACLE CORPORATION CMN	04/15/13	01/31/14	54 00	1,803 42	1,999 12	195 70	ST
ORACLE CORPORATION CMN	05/20/13	01/31/14	131 00	4,582 13	4,849 72	267 59	ST
ORACLE CORPORATION CMN	05/20/13	04/15/14	51 00	1,783 88	2,027 90	244 02	ST
ORACLE CORPORATION CMN	06/21/13	04/15/14	150 00	4,572 28	5,964 41	1,392 13	ST
P G & E CORPORATION CMN	04/17/13	06/18/13	104 00	4,877 89	4,740 48	(137 41)	ST
QUALCOMM INC CMN	07/26/13	12/13/13	131 00	8,439 26	9,567 91	1,128 65	ST
QUALCOMM INC CMN	07/26/13	01/29/14	9 00	579 80	643 36	63 56	ST
QUALCOMM INC CMN	08/06/13	01/29/14	56 00	3,685 02	4,003 11	318 09	ST
QUALCOMM INC CMN	11/07/13	01/29/14	119 00	7,934 04	8,506 61	572 57	ST
SEMPRA ENERGY CMN	05/02/13	11/15/13	73 00	5,989 47	6,584 21	594 74	ST
SEMPRA ENERGY CMN	05/31/13	11/15/13	72 00	5,911 96	6,494 02	582 06	ST
SPRINT NEXTEL CORPORATION CMN	04/17/13	06/26/13	993 00	7,231 56	8,923 31	(308 25)	ST
TOLL BROTHERS, INC CMN	04/25/13	01/24/14	75 00	2,553 25	2,674 40	121 15	ST
TOLL BROTHERS, INC CMN	04/25/13	02/03/14	102 00	3,472 43	3,701 27	228 85	ST
TOLL BROTHERS, INC CMN	05/09/13	02/03/14	1 00	36 49	36 29	(0 21)	ST
VERIZON COMMUNICATIONS INC CMN	01/27/14	02/05/14	141 00	6,563 26	6,563 26	(0 00)	ST
VIACOM INC CMN CLASS B	09/11/12	05/01/13	78 00	3,954 10	5,154 06	1,199 96	ST
WAL MART STORES INC CMN	03/25/13	01/22/14	78 00	5,821 64	5,871 42	49 78	ST
WAL MART STORES INC CMN	04/01/13	01/22/14	16 00	1,205 31	1,204 39	(0 92)	ST
WAL MART STORES INC CMN	04/01/13	03/04/14	63 00	4,745 93	4,736 81	(9 11)	ST
WAL MART STORES INC CMN	05/10/13	03/04/14	76 00	5,980 64	5,714 25	(266 39)	ST
WALGREEN CO CMN	07/23/12	05/10/13	119 00	4,045 12	5,776 43	1,731 31	ST
WALGREEN CO CMN	07/23/12	06/27/13	24 00	815 82	1,077 57	261 75	ST
WALGREEN CO CMN	08/20/12	06/27/13	89 00	3,192 57	3,995 98	803 41	ST
WALGREEN CO CMN	01/10/13	06/27/13	34 00	1,313 76	1,526 55	212 79	ST
WALGREEN CO CMN	01/10/13	07/30/13	87 00	3,361 68	4,352 40	990 72	ST
WALGREEN CO CMN	03/05/13	07/30/13	128 00	5,183 80	6,403 52	1,219 72	ST
ALTERA CORP CMN	10/25/11	08/06/13	9 00	344 99	326 79	(18 20)	LT
ALTERA CORP CMN	02/29/12	08/06/13	128 00	4,913 56	4,647 73	(265 83)	LT
ALTERA CORP CMN	05/14/12	08/06/13	8 00	269 76	290 48	20 72	LT
ALTERA CORP CMN	05/14/12	09/24/13	97 00	3,270 87	3,634 57	363 70	LT
AMERICAN TOWER CORPORATION CMN	09/14/12	02/03/14	111 00	7,975 13	8,828 48	853 35	LT
ANHEUSER-BUSCH INBEV S A SPONSORED AT	05/01/12	01/31/14	69 00	5,053 70	6,626 01	1,572 31	LT
ANHEUSER-BUSCH INBEV S A SPONSORED AT	06/04/12	01/31/14	9 00	592 23	864 26	272 03	LT
BANK OF AMERICA CORP CMN	01/23/12	07/30/13	388 00	2,823 17	5,639 16	2,815 99	LT
BARD C R INC N J CMN		03/20/14	43 00	4,158 09	6,294 05	2,135 96	LT
BARD C R INC N J CMN		04/02/14	14 00	1,353 80	2,082 07	728 27	LT
BARD C R INC N J CMN	02/04/13	04/02/14	55 00	5,406 03	8,179 54	2,773 51	LT
BOEING COMPANY CMN	11/18/09	01/10/14	36 00	1,882 92	5,085 08	3,202 16	LT
BOEING COMPANY CMN	11/18/09	01/21/14	41 00	2,144 44	5,815 52	3,671 07	LT
BOEING COMPANY CMN	05/24/10	01/21/14	7 00	448 11	992 89	544 78	LT
BOEING COMPANY CMN	05/24/10	01/28/14	27 00	1,728 44	3,690 87	1,962 43	LT
BP P L C SPONSORED ADR CMN	01/04/13	01/24/14	157 00	6,851 24	7,506 15	654 91	LT
BP P L C SPONSORED ADR CMN	01/04/13	02/21/14	94 00	4,102 01	4,715 04	613 03	LT
CBS CORPORATION CMN CLASS B	10/10/11	07/22/13	76 00	1,731 35	3,981 70	2,250 35	LT
CBS CORPORATION CMN CLASS B	10/10/11	10/18/13	78 00	1,776 92	4,610 46	2,833 55	LT
COMERICA INCORPORATED CMN		04/02/14	75 00	2,609 41	3,893 22	1,283 80	LT
DIAGEO PLC SPON ADR (NEW) SPONSORED AT	03/08/12	05/21/13	77 00	7,408 76	9,494 05	2,085 29	LT
EASTMAN CHEM CO CMN	06/07/12	04/17/14	56 00	2,650 78	4,973 13	2,322 35	LT
ELI LILLY & CO CMN	11/19/12	03/21/14	102 00	4,787 97	5,946 47	1,158 50	LT
EVEREST RE GROUP LTD CMN		09/11/13	33 00	3,040 04	4,560 10	1,520 06	LT
EVEREST RE GROUP LTD CMN		10/14/13	25 00	2,292 16	3,688 17	1,396 01	LT
EVEREST RE GROUP LTD CMN		10/14/13	17 00	1,169 26	2,507 95	1,338 69	LT
EVEREST RE GROUP LTD CMN		11/04/13	43 00	2,957 55	6,577 27	3,619 72	LT
FOSSIL GROUP INC CMN	06/06/13	10/29/13	13 00	1,356 19	1,650 91	294 72	LT
FOSSIL GROUP INC CMN	06/07/13	10/29/13	71 00	7,535 45	9,016 49	1,481 04	LT
GOOGLE, INC CMN CLASS A	06/06/12	07/24/13	16 00	9,239 35	14,500 06	5,260 71	LT
HALLIBURTON COMPANY CMN	12/14/11	09/04/13	49 00	1,518 86	2,410 20	891 35	LT
HALLIBURTON COMPANY CMN	01/24/12	09/04/13	44 00	1,543 11	2,164 27	621 15	LT
HALLIBURTON COMPANY CMN	01/24/12	03/05/14	71 00	2,490 02	3,987 82	1,497 80	LT
HALLIBURTON COMPANY CMN	03/27/12	03/05/14	64 00	2,138 70	3,594 65	1,455 95	LT
JOHNSON & JOHNSON CMN	03/05/12	05/01/13	42 00	2,716 08	3,571 00	854 92	LT
JOHNSON & JOHNSON CMN	03/08/12	05/01/13	73 00	4,743 77	6,206 74	1,462 97	LT
JOHNSON & JOHNSON CMN	03/26/13	05/01/13	66 00	5,329 48	5,611 57	282 09	LT
JUNIPER NETWORKS, INC CMN	07/27/11	11/26/13	296 00	7,299 56	6,016 86	(1,282 70)	LT
JUNIPER NETWORKS, INC CMN	10/26/11	11/26/13	171 00	3,964 88	3,475 96	(488 92)	LT
LAM RESEARCH CORP CMN	03/08/12	05/30/13	72 00	2,936 23	3,426 38	490 15	LT
LAM RESEARCH CORP CMN	03/08/12	11/14/13	52 00	1,911 91	2,728 75	816 84	LT
LIBERTY GLOBAL INC CMN CLASS A	02/11/13	03/21/14	125 00	4,274 66	5,259 66	985 00	LT
LIBERTY GLOBAL INC CMN CLASS A	03/14/13	03/21/14	93 00	3,307 36	3,913 19	605 83	LT
LOWES COMPANIES INC CMN	01/11/12	06/06/13	29 00	769 79	1,158 98	389 19	LT
LOWES COMPANIES INC CMN	02/24/12	06/06/13	134 00	3,631 16	5,355 29	1,724 13	LT
LOWES COMPANIES INC CMN	02/24/12	07/15/13	67 00	1,815 58	2,956 16	1,140 58	LT
LOWES COMPANIES INC CMN	06/06/12	07/15/13	26 00	713 26	1,147 17	433 91	LT

	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
LOWES COMPANIES INC CMN	06/06/12	11/11/13	99 00	2,715 87	4,869 89	2,154 02	LT
LOWES COMPANIES INC CMN	08/20/12	11/11/13	145 00	3,904 88	7,132 66	3,227 78	LT
MASCO CORPORATION CMN	02/24/12	05/10/13	122 00	1,434 01	2,592 84	1,158 83	LT
MERCK & CO , INC CMN	06/28/10	02/11/14	48 00	1,711 62	2,616 92	905 30	LT
MERCK & CO , INC CMN	05/17/11	02/11/14	97 00	3,586 37	5,288 35	1,701 98	LT
MERCK & CO , INC CMN	05/17/11	02/25/14	73 00	2,699 02	4,075 70	1,376 68	LT
MERCK & CO , INC CMN	05/17/11	04/23/14	33 00	1,220 11	1,897 54	677 43	LT
MERCK & CO , INC CMN	12/20/12	04/23/14	48 00	2,022 53	2,760 05	737 52	LT
MERCK & CO , INC CMN	12/20/12	04/30/14	65 00	2,738 84	3,786 76	1,047 92	LT
MERCK & CO , INC CMN	01/03/13	04/30/14	55 00	2,323 53	3,204 18	880 65	LT
MGM RESORTS INTERNATIONAL CMN	02/28/12	08/20/13	101 00	1,407 71	1,730 64	322 94	LT
MGM RESORTS INTERNATIONAL CMN	06/06/12	08/20/13	210 00	2,991 48	3,598 37	606 89	LT
MGM RESORTS INTERNATIONAL CMN	06/06/12	01/22/14	120 00	1,706 41	3,085 47	1,379 06	LT
MGM RESORTS INTERNATIONAL CMN	09/14/12	01/22/14	101 00	1,177 26	2,596 94	1,419 68	LT
MONDELEZ INTERNATIONAL, INC CMN		10/14/13	206 00	5,695 89	6,300 79	604 90	LT
PFIZER INC CMN	10/07/11	10/22/13	106 00	1,968 81	3,254 45	1,285 64	LT
PFIZER INC CMN	11/07/11	10/22/13	167 00	3,322 03	5,127 30	1,805 27	LT
PFIZER INC CMN	11/07/11	01/29/14	47 00	934 94	1,425 22	490 28	LT
PFIZER INC CMN	12/09/11	01/29/14	155 00	3,174 94	4,700 19	1,525 25	LT
PHILIP MORRIS INTL INC CMN	02/28/12	08/20/13	57 00	4,769 68	4,821 43	51 75	LT
PHILIP MORRIS INTL INC CMN	02/28/12	11/26/13	15 00	1,255 18	1,287 13	31 95	LT
PHILIP MORRIS INTL INC CMN	04/05/12	11/26/13	45 00	3,989 45	3,861 39	(128 06)	LT
PHILIP MORRIS INTL INC CMN	04/23/12	11/26/13	67 00	5,812 76	5,749 18	(63 58)	LT
PPL CORPORATION CMN	04/12/11	05/30/13	154 00	4,020 65	4,615 49	594 84	LT
PPL CORPORATION CMN	05/17/11	06/11/13	156 00	4,379 99	4,552 68	172 69	LT
PPL CORPORATION CMN	05/17/11	06/11/14	52 00	1,357 62	1,517 56	159 94	LT
SIMON PROPERTY GROUP INC CMN	09/23/11	07/01/13	8 00	892 99	1,269 88	376 89	LT
SIMON PROPERTY GROUP INC CMN	06/25/12	07/01/13	51 00	7,644 36	8,095 51	451 15	LT
SLM CORPORATION CMN	01/19/10	06/17/13	291 00	3,496 57	6,681 67	3,185 10	LT
TEXTRON INC DEL CMN	01/23/12	02/26/14	120 00	2,649 18	4,683 77	2,034 59	LT
TEXTRON INC DEL CMN	07/11/12	02/26/14	67 00	1,545 75	2,615 10	1,069 35	LT
THE TRAVELERS COMPANIES, INC CMN		01/14/14	28 00	1,226 82	2,446 53	1,219 71	LT
THE TRAVELERS COMPANIES, INC CMN		01/14/14	109 00	4,243 87	9,524 00	5,280 13	LT
UNITEDHEALTH GROUP INCORPORATE CMN	12/19/11	03/19/14	100 00	4,920 29	7,996 16	3,075 87	LT
UNITEDHEALTH GROUP INCORPORATE CMN	12/19/11	03/25/14	47 00	2,312 53	3,838 75	1,526 22	LT
UNITEDHEALTH GROUP INCORPORATE CMN	02/16/12	03/25/14	18 00	985 80	1,470 16	484 36	LT
UNITEDHEALTH GROUP INCORPORATE CMN	02/16/12	04/28/14	56 00	3,066 93	4,230 91	1,163 98	LT
UNITEDHEALTH GROUP INCORPORATE CMN	04/19/12	04/28/14	7 00	410 83	528 86	118 03	LT
Total Goldman Sachs #9171				412,012.18	460,928.42	48,916.24	ST
				258,695.58	363,433.73	104,738.15	LT
				670,707.77	824,362.15	153,654.38	

GOLDMAN SACHS #9206

AETNA INC CMN	10/29/13	04/14/14	160 00	9,720 00	11,303 23	1,583 23	ST
AKAMAI TECHNOLOGIES INC CMN	08/01/13	10/22/13	242 00	11,525 71	12,832 33	1,306 62	ST
AMERISOURCEBERGEN CORPORATION CMN	10/23/12	06/10/13	223 00	8,906 14	11,955 90	3,049 76	ST
APPLIED MATERIALS INC CMN	09/30/13	03/21/14	336 00	5,907 54	6,866 26	958 72	ST
ASHLAND INC CMN	07/24/13	04/17/14	127 00	10,999 11	12,290 32	1,291 21	ST
AUTOZONE, INC CMN	06/01/12	05/20/13	21 00	7,921 56	8,557 49	635 93	ST
AVAGO TECHNOLOGIES LTD CMN	01/24/13	06/03/13	157 00	5,376 46	5,769 51	393 05	ST
AVAGO TECHNOLOGIES LTD CMN	01/24/13	07/24/13	129 00	4,417 60	4,835 69	418 09	ST
AVAGO TECHNOLOGIES LTD CMN	04/18/13	07/24/13	156 00	4,974 97	5,847 82	872 85	ST
AXIALL CORP CMN	01/25/13	05/23/13	163 00	7,987 03	7,492 19	(494 84)	ST
BARD C R INC N J CMN	09/04/13	03/07/14	37 00	4,300 18	5,328 31	1,028 13	ST
BARD C R INC N J CMN	09/04/13	04/23/14	36 00	4,183 96	4,853 62	669 66	ST
CAREFUSION CORPORATION CMN	07/11/13	04/29/14	290 00	11,167 34	11,249 15	81 81	ST
CAREFUSION CORPORATION CMN	08/07/13	04/29/14	156 00	5,792 50	6,051 26	258 76	ST
CARPENTER TECHNOLOGY INC CMN	01/09/13	11/27/13	118 00	6,373 30	7,096 99	723 69	ST
CELANESE CORPORATION CMN SERIES A	12/21/12	10/10/13	107 00	4,779 89	5,648 07	868 18	ST
CHESAPEAKE ENERGY CORPORATION CMN	05/31/13	10/23/13	105 00	2,309 94	2,889 76	579 82	ST
CHESAPEAKE ENERGY CORPORATION CMN	05/31/13	11/07/13	104 00	2,287 94	2,650 29	362 35	ST
CHURCH & DWIGHT CO , INC CMN	01/14/13	06/03/13	94 00	5,267 91	5,691 38	423 47	ST
CHURCH & DWIGHT CO , INC CMN	06/25/12	06/03/13	38 00	2,008 63	2,300 77	292 14	ST
CIMAREX ENERGY CO CMN	07/12/13	11/07/13	33 00	2,363 64	3,239 49	875 85	ST
CIMAREX ENERGY CO CMN	07/12/13	12/10/13	64 00	4,584 02	6,272 49	1,688 47	ST
CMS ENERGY CORPORATION CMN	02/22/13	07/10/13	266 00	7,008 92	7,338 72	329 80	ST
COMPUTER SCIENCES CORP CMN	06/21/13	12/19/13	236 00	10,307 00	12,821 04	2,514 04	ST
CONCHO RESOURCES INC CMN	12/11/12	07/02/13	56 00	4,687 20	4,715 75	28 55	ST
CONCHO RESOURCES INC CMN	12/11/12	10/31/13	49 00	4,101 30	5,426 22	1,324 92	ST
CONCHO RESOURCES INC CMN	12/11/12	11/04/13	6 00	502 20	671.77	169 57	ST
CONCHO RESOURCES INC CMN	05/29/13	11/04/13	63 00	5,224 71	7,053 63	1,828 92	ST
DELPHI AUTOMOTIVE PLC CMN	11/18/13	04/03/14	73 00	4,237 38	5,107 18	869 80	ST
DIGITAL REALTY TRUST, INC CMN	01/18/13	10/30/13	137 00	9,781 84	6,920 09	(2,861 75)	ST
DIGITAL REALTY TRUST, INC CMN	05/28/13	10/30/13	96 00	5,945 30	4,849 11	(1,096 19)	ST
EQT CORPORATION CMN	04/11/13	06/06/13	49 00	3,418 54	3,824 21	405 67	ST
EQT CORPORATION CMN	04/11/13	06/27/13	44 00	3,069 71	3,596 90	527 19	ST

	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
EQT CORPORATION CMN	04/23/13	07/03/13	28 00	1,870 99	2,210 45	339 46	ST
EQT CORPORATION CMN	04/11/13	07/03/13	56 00	3,906 90	4,420 91	514 01	ST
EQT CORPORATION CMN	04/23/13	07/11/13	90 00	6,013 91	7,422 73	1,408 82	ST
EQT CORPORATION CMN	12/12/13	03/10/14	65 00	5,647 71	6,506 80	859 09	ST
EXPEDIA, INC CMN	05/15/13	08/16/13	180 00	10,959 74	8,604 14	(2,355 60)	ST
F5 NETWORKS INC CMN	01/28/14	02/13/14	38 00	4,068 45	4,243 26	174 81	ST
FLOWERVE CORPORATION CMN	02/13/13	10/10/13	90 00	4,799 77	5,554 75	754 98	ST
FLOWERVE CORPORATION CMN	02/13/13	10/25/13	99 00	5,279 74	6,651 60	1,371 86	ST
FORTUNE BRANDS HOME & SECURITY CMN	07/18/12	06/07/13	202 00	4,516 21	7,948 11	3,431 90	ST
GREEN MOUNTAIN COFFEE ROASTERS CMN	01/14/14	02/06/14	69 00	5,528 57	7,168 71	1,640 14	ST
GREEN MOUNTAIN COFFEE ROASTERS CMN	12/23/13	02/06/14	104 00	8,034 02	10,805 02	2,771 00	ST
GREEN MOUNTAIN COFFEE ROASTERS CMN	01/14/14	02/18/14	32 00	2,563 98	3,761 83	1,197 85	ST
GREEN MOUNTAIN COFFEE ROASTERS CMN	02/03/14	02/18/14	38 00	2,957 97	4,467 17	1,509 20	ST
HAIN CELESTIAL GROUP INC CMN	01/07/13	06/27/13	69 00	3,685 58	4,545 86	860 28	ST
HAIN CELESTIAL GROUP INC CMN	01/07/13	09/20/13	108 00	5,768 73	8,503 49	2,734 76	ST
HOLLYFRONTIER CORP CMN	06/22/12	05/17/13	176 00	5,646 13	8,501 35	2,855 22	ST
HOLOGIC INCORPORATED CMN	05/14/13	09/11/13	260 00	5,558 37	5,325 16	(233 21)	ST
HUBBELL INCORPORATED CLASS B CMN CLAS	02/06/13	09/17/13	107 00	9,960 02	11,210 84	1,250 82	ST
HUMANA INC CMN	06/27/13	02/26/14	55 00	4,662 63	6,135 36	1,472 73	ST
INTERNATIONAL PAPER CO CMN	02/22/13	08/14/13	153 00	6,541 21	7,510 25	969 04	ST
INTERNATIONAL PAPER CO CMN	02/22/13	01/28/14	153 00	6,541 21	7,110 10	568 89	ST
JACOBS ENGINEERING GRP CMN	04/02/13	09/30/13	189 00	10,277 98	10,939 86	661 88	ST
KLA-TENCOR CORPORATION CMN	06/03/13	10/11/13	191 00	10,779 32	11,675 77	896 45	ST
LENNAR CORPORATION CMN CLASS A	08/21/13	12/23/13	331 00	11,046 99	12,818 94	1,771 95	ST
LIBERTY MEDIA CORPORATION CMN SERIES A	04/12/13	09/13/13	50 00	5,684 31	7,242 34	1,558 03	ST
MARATHON PETROLEUM CORPORATION CMN	06/22/12	05/01/13	19 00	787 19	1,443 95	656 76	ST
MARATHON PETROLEUM CORPORATION CMN	06/29/12	05/01/13	113 00	5,085 00	8,587 70	3,502 70	ST
MARKEL CORPORATION CMN	04/03/13	10/18/13	21 00	10,754 04	10,919 80	165 76	ST
NISOURCE INC CMN	04/15/13	10/04/13	237 00	7,221 83	7,241 93	20 10	ST
NISOURCE INC CMN	04/15/13	11/13/13	105 00	3,199 55	3,297 44	97 89	ST
NISOURCE INC CMN	09/11/13	11/13/13	270 00	7,990 51	8,479 12	488 61	ST
NORTHERN TRUST CORP CMN	04/04/13	09/17/13	188 00	10,197 81	10,427 35	229 54	ST
NORTHERN TRUST CORP CMN	06/06/13	09/17/13	122 00	6,952 21	6,766 68	(185 53)	ST
NVIDIA CORP CMN	08/19/13	03/31/14	728 00	10,948 43	13,036 08	2,087 65	ST
OGE ENERGY CORP (HOLDING CO) CMN	02/12/13	10/28/13	218 00	6,485 29	8,045 83	1,560 54	ST
OIL STS INTL INC CMN	03/07/13	05/30/13	44 00	3,392 54	4,370 58	978 04	ST
OIL STS INTL INC CMN	03/07/13	12/10/13	34 00	2,621 51	3,442 67	821 16	ST
OWENS CORNING CMN	02/15/13	08/02/13	148 00	6,326 96	5,988 43	(338 53)	ST
OWENS CORNING CMN	02/15/13	11/13/13	96 00	4,103 86	3,478 46	(625 40)	ST
OWENS CORNING CMN	02/15/13	11/13/13	87 00	3,719 23	3,152 35	(566 88)	ST
OWENS CORNING CMN	05/22/13	11/13/13	101 00	4,533 80	3,659 63	(874 17)	ST
PACKAGING CORP OF AMERICA COMMON STO	04/17/13	07/02/13	84 00	3,617 84	4,172 02	554 18	ST
PARKER-HANNIFIN CORP CMN	06/12/13	10/04/13	51 00	4,963 24	5,484 29	521 05	ST
PARKER-HANNIFIN CORP CMN	07/01/13	10/17/13	47 00	4,575 90	5,009 88	433 98	ST
PARKER-HANNIFIN CORP CMN	06/12/13	10/17/13	58 00	5,644 46	6,182 40	537 94	ST
PARKER-HANNIFIN CORP CMN	06/21/13	10/17/13	37 00	3,538 24	3,943 95	405 71	ST
PIONEER NATURAL RESOURCES CO CMN	06/27/13	01/28/14	23 00	3,418 04	3,990 53	572 49	ST
POLYCOM INC CMN	09/19/13	12/16/13	27 00	293 53	288 08	(5 45)	ST
POLYCOM INC CMN	09/19/13	01/24/14	591 00	6,425 12	6,979 55	554 43	ST
PPL CORPORATION CMN	07/03/13	10/18/13	136 00	4,024 89	4,129 24	104 35	ST
QUESTAR CORPORATION CMN	11/05/12	07/29/13	222 00	4,479 64	5,203 80	724 16	ST
QUESTAR CORPORATION CMN	11/05/12	08/26/13	221 00	4,459 47	5,002 83	543 36	ST
REGAL BELOIT CORP CMN	10/11/13	12/18/13	162 00	11,525 64	11,425 71	(99 93)	ST
SAFEWAY INC CMN	09/24/13	11/08/13	169 00	5,476 10	5,507 50	31 40	ST
SAFEWAY INC CMN	09/24/13	12/17/13	191 00	6,188 97	6,212 16	23 19	ST
SEALED AIR CORPORATION CMN	12/11/12	07/15/13	103 00	1,719 97	2,837 46	1,117 49	ST
SEALED AIR CORPORATION CMN	08/31/12	07/15/13	129 00	1,858 02	3,553 72	1,695 70	ST
SEALED AIR CORPORATION CMN	12/11/12	09/20/13	244 00	4,074 50	7,045 63	2,971 13	ST
SENSATA TECHNOLOGIES HLDG N V CMN	03/04/13	07/08/13	313 00	10,051 63	11,107 29	1,055 66	ST
SOUTHWESTERN ENERGY CO CMN	10/03/12	05/28/13	150 00	5,242 53	5,766 85	524 32	ST
SOUTHWESTERN ENERGY CO CMN	11/30/12	09/03/13	62 00	2,141 08	2,363 28	222 20	ST
SOUTHWESTERN ENERGY CO CMN	10/03/12	09/03/13	107 00	3,739 67	4,078 57	338 90	ST
SOUTHWESTERN ENERGY CO CMN	11/30/12	09/24/13	115 00	3,971 37	4,257 79	286 42	ST
SOUTHWESTERN ENERGY CO CMN	07/25/13	09/24/13	61 00	2,410 41	2,258 48	(151 93)	ST
SOUTHWESTERN ENERGY CO CMN	07/03/13	09/24/13	229 00	8,535 23	8,478 54	(56 69)	ST
SPRINT CORPORATION CMN	04/15/13	06/26/13	1,456 00	10,508 79	10,151 40	(357 39)	ST
STANLEY BLACK & DECKER INC CMN	09/26/12	09/18/13	64 00	4,839 64	5,752 63	912 99	ST
STANLEY BLACK & DECKER INC CMN	10/22/12	09/18/13	10 00	700 58	898 85	198 27	ST
STANLEY BLACK & DECKER INC CMN	05/30/13	04/09/14	73 00	5,835 00	5,866 73	31 73	ST
STANLEY BLACK & DECKER INC CMN	05/30/13	04/30/14	39 00	3,117 33	3,321 43	204 10	ST
STANLEY BLACK & DECKER INC CMN	11/08/13	04/30/14	86 00	6,966 94	7,324 17	357 23	ST
STARWOOD WAYPOINT RESIDENTIAL CMN	02/03/14	02/07/14	86 00	2,480 24	2,484 07	3 83	ST
STARWOOD WAYPOINT RESIDENTIAL CMN	02/03/14	02/07/14	50 00	1,442 00	1,444 22	2 22	ST
TENET HEALTHCARE CORP CMN	08/07/13	02/21/14	142 00	5,940 91	6,570 18	629 27	ST
TERADATA CORPORATION CMN	06/20/13	12/12/13	191 00	10,266 75	7,531 60	(2,735 15)	ST
TESORO CORPORATION CMN	12/17/12	07/05/13	71 00	3,175 93	3,569 22	393 29	ST
TESORO CORPORATION CMN	12/17/12	07/12/13	77 00	3,444 32	4,257 23	812 91	ST
TYSON FOODS INC CL-A CMN CLASS A	07/05/13	04/25/14	274 00	7,197 24	11,632 74	4,435 50	ST

	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
VENTAS, INC CMN	07/05/12	06/24/13	32 00	2,028 91	2,131 08	102 17	ST
VENTAS, INC CMN	10/19/12	08/05/13	92 00	5,955 42	5,984 55	29 13	ST
VERTEX PHARMACEUTICALS INC CMN	10/04/12	07/01/13	59 00	3,482 31	4,907 87	1,425 56	ST
VERTEX PHARMACEUTICALS INC CMN	10/04/12	07/03/13	71 00	4,190 58	5,674 14	1,483 56	ST
VOYA FINANCIAL, INC CMN	05/02/13	11/21/13	212 00	4,407 20	7,304 27	2,897 07	ST
WHIRLPOOL CORP CMN	02/20/13	01/31/14	94 00	10,323 69	12,575 50	2,251 81	ST
WILLIS GROUP HOLDINGS PLC CMN	06/20/13	01/03/14	154 00	6,459 30	6,759 14	299 84	ST
XYLEM INC CMN	04/30/13	08/01/13	149 00	3,985 36	3,756 12	(229 24)	ST
XYLEM INC CMN	04/30/13	08/26/13	145 00	4,269 12	3,567 14	(701 98)	ST
XYLEM INC CMN	04/30/13	08/26/13	221 00	5,911 17	5,436 82	(474 35)	ST
ZIONS BANCORP CMN	04/04/13	04/03/14	415 00	9,975 46	13,115 28	3,139 82	ST
ST Disallowed				(223 08)		223 08	ST
ADOBE SYSTEMS INC CMN	08/08/11	06/19/13	231 00	5,653 40	10,607 25	4,953 85	LT
AETNA INC CMN	07/20/09	05/13/13	62 00	1,599 12	3,669 32	2,070 20	LT
AETNA INC CMN	07/15/09	05/13/13	37 00	971 21	2,189 76	1,218 55	LT
AETNA INC CMN	07/20/09	08/06/13	91 00	2,347 10	5,809 26	3,462 16	LT
AETNA INC CMN	01/17/12	10/01/13	6 00	267 78	389 36	121 58	LT
AETNA INC CMN	07/20/09	10/01/13	66 00	1,702 29	4,282 91	2,580 62	LT
AETNA INC CMN	12/04/12	01/07/14	5 00	219 56	342 58	123 02	LT
AETNA INC CMN	01/17/12	01/07/14	107 00	4,775 32	7,331 14	2,555 82	LT
AETNA INC CMN	12/04/12	03/31/14	115 00	5,049 87	8,608 21	3,558 34	LT
AETNA INC CMN	12/04/12	04/14/14	9 00	395 21	635 81	240 60	LT
ALEXANDRIA REAL ESTATE EQUITIES, INC	03/19/09	12/13/13	119 00	4,443 35	7,293 03	2,849 68	LT
ALEXANDRIA REAL ESTATE EQUITIES, INC	04/11/12	12/13/13	83 00	5,814 70	5,086 74	(727 96)	LT
ALEXANDRIA REAL ESTATE EQUITIES, INC	05/19/09	12/13/13	32 00	1,086 09	1,961 16	875 07	LT
ALTERA CORP CMN	04/27/12	10/02/13	141 00	5,015 96	5,188 75	172 79	LT
ALTERA CORP CMN	06/01/12	02/14/14	1 00	32 90	34 79	1 89	LT
ALTERA CORP CMN	04/27/12	02/14/14	104 00	3,699 71	3,618 68	(81 03)	LT
ALTERA CORP CMN	06/01/12	03/21/14	76 00	2,500 49	2,762 86	262 37	LT
ALTERA CORP CMN	04/27/12	03/21/14	104 00	3,428 59	3,780 74	352 15	LT
AMPHENOL CORP CL-A (NEW) CMN CLASS A	03/04/08	07/05/13	12 00	432 06	958 56	526 50	LT
AMPHENOL CORP CL-A (NEW) CMN CLASS A	12/16/08	07/05/13	145 00	3,211 75	11,582 64	8,370 89	LT
B/E AEROSPACE INC CMN	11/28/11	06/10/13	37 00	1,374 79	2,393 03	1,018 24	LT
B/E AEROSPACE INC CMN	08/28/09	06/10/13	72 00	1,305 67	4,656 71	3,351 04	LT
B/E AEROSPACE INC CMN	11/28/11	06/25/13	89 00	3,306 94	5,430 74	2,123 80	LT
BOSTON SCIENTIFIC CORP COMMON STOCK	02/09/11	05/24/13	630 00	4,364 35	5,739 22	1,374 87	LT
BOSTON SCIENTIFIC CORP COMMON STOCK	12/16/10	05/24/13	54 00	387 53	491 94	104 41	LT
BOSTON SCIENTIFIC CORP COMMON STOCK	05/06/11	07/25/13	711 00	5,474 12	7,492 77	2,018 65	LT
BOSTON SCIENTIFIC CORP COMMON STOCK	02/09/11	07/25/13	235 00	1,627 97	2,476 51	848 54	LT
CALPINE CORPORATION CMN	06/06/12	06/28/13	202 00	3,413 76	4,296 24	882 48	LT
CAMERON INTERNATIONAL CORP CMN	06/25/12	07/17/13	27 00	1,077 36	1,707 30	629 94	LT
CAMERON INTERNATIONAL CORP CMN	06/05/12	07/17/13	13 00	586 91	822 03	235 12	LT
CARPENTER TECHNOLOGY INC CMN	07/16/12	07/30/13	86 00	4,156 94	4,643 28	486 34	LT
CARPENTER TECHNOLOGY INC CMN	07/16/12	11/27/13	8 00	386 69	481 15	94 46	LT
CARPENTER TECHNOLOGY INC CMN	07/17/12	11/27/13	81 00	3,911 50	4,871 66	960 16	LT
CIT GROUP INC CMN CLASS	07/06/12	02/27/14	181 00	6,515 04	8,699 20	2,184 16	LT
CIT GROUP INC CMN CLASS	07/06/12	04/03/14	54 00	1,943 71	2,675 38	731 67	LT
CIT GROUP INC CMN CLASS	01/09/13	04/03/14	154 00	6,110 34	7,629 78	1,519 44	LT
CMS ENERGY CORPORATION CMN	01/15/10	07/10/13	189 00	2,960 15	5,214 35	2,254 20	LT
COCA-COLA ENTERPRISES, INC CMN	04/27/11	05/20/13	318 00	9,011 16	12,180 96	3,169 80	LT
CONSTELLATION BRANDS INC CMN CLASS A	04/10/12	09/04/13	91 00	1,956 56	5,091 54	3,134 98	LT
CONSTELLATION BRANDS INC CMN CLASS A	04/10/12	03/18/14	76 00	1,634 05	6,244 24	4,610 19	LT
DELPHI AUTOMOTIVE PLC CMN	02/14/13	04/03/14	253 00	10,109 90	17,700 23	7,590 33	LT
EVEREST RE GROUP LTD CMN	05/15/06	05/29/13	40 00	3,676 89	5,021 28	1,344 39	LT
FIDELITY NATL INFO SVCS INC CMN	05/18/12	01/17/14	255 00	8,077 18	13,456 23	5,379 05	LT
HARTFORD FINANCIAL SRVCS GROUP CMN	10/29/09	09/04/13	96 00	2,439 66	2,936 51	496 85	LT
HARTFORD FINANCIAL SRVCS GROUP CMN	07/24/09	09/04/13	100 00	1,469 14	3,058 86	1,589 72	LT
HARTFORD FINANCIAL SRVCS GROUP CMN	03/01/12	12/17/13	301 00	6,269 33	10,536 95	4,267 62	LT
HARTFORD FINANCIAL SRVCS GROUP CMN	10/29/09	12/17/13	61 00	1,550 20	2,135 39	585 19	LT
HOLOGIC INCORPORATED CMN	03/16/10	08/14/13	356 00	6,910 12	8,082 42	1,172 30	LT
HOLOGIC INCORPORATED CMN	08/02/12	09/11/13	275 00	5,156 14	5,632 38	476 24	LT
HOLOGIC INCORPORATED CMN	03/16/10	09/11/13	27 00	524 08	553 00	28 92	LT
INVESCO LTD CMN	03/27/09	05/07/13	173 00	2,541 94	5,646 89	3,104 95	LT
INVESCO LTD CMN	05/13/09	05/07/13	75 00	1,113 48	2,448 08	1,334 60	LT
JUNIPER NETWORKS, INC CMN	06/21/12	01/27/14	50 00	800 76	1,381 13	580 37	LT
JUNIPER NETWORKS, INC CMN	01/03/12	01/27/14	391 00	8,203 55	10,800 39	2,596 84	LT
KIMCO REALTY CORPORATION CMN	01/11/11	06/18/13	493 00	8,490 98	10,971 82	2,480 84	LT
LAM RESEARCH CORP CMN	03/08/12	05/03/13	102 00	4,159 66	4,711 82	552 16	LT
LAM RESEARCH CORP CMN	07/17/12	10/24/13	56 00	1,894 67	2,977 65	1,082 98	LT
LAM RESEARCH CORP CMN	03/08/12	10/24/13	110 00	4,485 90	5,848 96	1,363 06	LT
LAM RESEARCH CORP CMN	07/17/12	02/06/14	126 00	4,263 01	6,400 68	2,137 67	LT
LAM RESEARCH CORP CMN	09/21/12	02/06/14	164 00	5,375 85	8,331 05	2,955 20	LT
LAZARD LTD CMN CLASS A	06/08/10	07/23/13	219 00	6,788 16	7,450 13	661 97	LT
LENNOX INTERNATIONAL INC CMN	01/20/12	05/02/13	84 00	3,114 12	5,130 57	2,016 45	LT
LENNOX INTERNATIONAL INC CMN	01/20/12	08/16/13	137 00	5,078 99	9,473 20	4,394 21	LT
LIBERTY INTERACTIVE CORP INTERACTIVE CM	09/01/09	04/03/14	331 00	2,703 23	10,102 38	7,399 15	LT
LIBERTY INTERACTIVE CORP INTERACTIVE CM	03/26/10	04/03/14	3 00	39 28	91 57	52 29	LT

	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
LIBERTY PROPERTY TRUST SBI CMN	08/10/11	05/13/13	135 00	3,773 00	5,938 28	2,165 28	LT
LIBERTY PROPERTY TRUST SBI CMN	08/10/11	07/01/13	134 00	3,745 05	4,980 51	1,235 46	LT
LIBERTY PROPERTY TRUST SBI CMN	02/23/12	07/01/13	160 00	5,370 13	5,946 88	576 75	LT
LIFE TECHNOLOGIES CORPORATION CMN	04/04/12	05/28/13	90 00	4,275 00	6,668 89	2,393 89	LT
M&T BANK CORPORATION CMN	06/29/09	06/27/13	42 00	2,163 56	4,668 55	2,504 99	LT
M&T BANK CORPORATION CMN	06/29/09	04/15/14	37 00	1,905 99	4,482 94	2,576 95	LT
MACY'S INC CMN	11/17/11	08/13/13	67 00	2,069 51	3,249 45	1,179 94	LT
MACY'S INC CMN	11/08/11	08/13/13	92 00	2,950 47	4,461 93	1,511 46	LT
MACY'S INC CMN	11/17/11	04/16/14	92 00	2,841 72	5,341 42	2,499 70	LT
MFA FINANCIAL INC CMN	06/24/10	01/28/14	937 00	7,059 85	6,719 39	(340 46)	LT
MGM RESORTS INTERNATIONAL CMN	02/15/12	01/10/14	285 00	4,186 36	7,110 43	2,924 07	LT
MONSTER BEVERAGE CORP CMN	10/15/12	01/10/14	155 00	9,018 89	10,790 04	1,771 15	LT
MYLAN INC CMN	03/01/12	06/03/13	261 00	6,081 07	7,902 69	1,821 62	LT
MYLAN INC CMN	03/01/12	12/05/13	109 00	2,539 60	4,689 31	2,149 71	LT
MYLAN INC CMN	06/05/12	12/05/13	59 00	1,229 57	2,538 25	1,308 68	LT
MYLAN INC CMN	06/05/12	12/12/13	184 00	3,834 59	7,707 87	3,873 28	LT
NETAPP, INC CMN	08/22/11	12/30/13	176 00	6,329 91	7,212 65	882 74	LT
NORTHEAST UTILITIES CMN	01/21/10	09/04/13	232 00	6,016 74	9,310 11	3,293 37	LT
PARTNERRE LTD BERMUDA CMN	03/24/11	06/17/13	117 00	8,790 64	10,662 50	1,871 86	LT
PETSMART, INC CMN	09/18/11	05/15/13	84 00	3,767 60	5,822 84	2,055 24	LT
PIONEER NATURAL RESOURCES CO CMN	09/26/11	10/03/13	20 00	1,356 06	3,941 73	2,585 67	LT
PIONEER NATURAL RESOURCES CO CMN	09/26/11	10/23/13	32 00	2,169 70	6,397 01	4,227 31	LT
PIONEER NATURAL RESOURCES CO CMN	08/01/12	11/25/13	22 00	2,082 70	3,933 58	1,850 88	LT
PIONEER NATURAL RESOURCES CO CMN	09/26/11	11/25/13	8 00	542 43	1,430 40	887 97	LT
PIONEER NATURAL RESOURCES CO CMN	08/01/12	01/28/14	30 00	2,840 04	5,205 04	2,365 00	LT
POLYCOM INC CMN	11/08/11	12/16/13	242 00	4,644 57	2,582 10	(2,062 47)	LT
POLYCOM INC CMN	11/16/10	12/16/13	278 00	4,874 06	2,966 22	(1,907 84)	LT
PPL CORPORATION CMN	05/15/06	06/18/13	113 00	3,338 02	3,336 13	(1 89)	LT
PPL CORPORATION CMN	05/15/06	10/01/13	109 00	3,219 86	3,335 26	115 40	LT
PPL CORPORATION CMN	04/12/11	10/01/13	90 00	2,349 73	2,753 89	404 16	LT
PPL CORPORATION CMN	04/12/11	10/18/13	111 00	2,898 00	3,370 19	472 19	LT
PPL CORPORATION CMN	06/17/11	10/18/13	201 00	5,462 33	6,102 77	640 44	LT
PTC INC CMN	06/15/10	03/21/14	221 00	3,629 02	8,236 68	4,607 66	LT
RANGE RESOURCES CORPORATION CMN	05/21/12	07/12/13	21 00	1,324 03	1,628 01	303 98	LT
RANGE RESOURCES CORPORATION CMN	06/25/12	07/12/13	7 00	403 86	542 67	138 81	LT
ROCKWELL AUTOMATION INC CMN	12/08/11	06/13/13	53 00	4,087 46	4,500 99	413 53	LT
ROCKWELL AUTOMATION INC CMN	04/30/12	06/13/13	70 00	5,428 32	5,944 70	516 38	LT
SEMPRA ENERGY CMN	05/17/11	04/16/14	61 00	3,353 27	5,933 91	2,580 64	LT
STANLEY BLACK & DECKER INC CMN	10/22/12	04/09/14	57 00	3,993 29	4,580 87	587 58	LT
TRW AUTOMOTIVE HOLDINGS CORP CMN	04/07/10	01/10/14	135 00	4,149 65	9,853 14	5,703 49	LT
TWO HARBORS INVESTMENT CORP CMN	03/19/13	04/15/14	757 00	10,010 81	7,811 51	(2,199 30)	LT
VENTAS, INC CMN	06/22/12	06/24/13	137 00	8,292 06	9,123 72	831 66	LT
VENTAS, INC CMN	07/05/12	08/05/13	55 00	3,487 20	3,577 72	90 52	LT
W R BERKLEY CORPORATION CMN	07/23/09	06/27/13	24 00	584 51	973 79	389 28	LT
W R BERKLEY CORPORATION CMN	09/09/08	06/27/13	95 00	2,237 71	3,854 56	1,616 85	LT
W R BERKLEY CORPORATION CMN	07/23/09	12/31/13	88 00	2,143 19	3,814 84	1,671 65	LT
W R BERKLEY CORPORATION CMN	10/28/09	12/31/13	176 00	4,394 63	7,629 67	3,235 04	LT
WASTE CONNECTIONS INC CMN	12/07/12	01/07/14	271 00	9,059 22	11,660 12	2,600 90	LT
WILLIS GROUP HOLDINGS PLC CMN	03/01/12	01/03/14	183 00	6,489 53	8,031 97	1,542 44	LT
XCEL ENERGY INC CMN	08/04/10	07/29/13	191 00	4,152 58	5,712 02	1,559 44	LT
XCEL ENERGY INC CMN	08/04/10	04/29/14	24 00	521 79	762 35	240 56	LT
XCEL ENERGY INC CMN	10/26/10	04/29/14	185 00	4,437 00	5,876 30	1,439 30	LT
LT Disallowed				(81 03)		81 03	LT
Prior Year Cash-In-Lieu					18 18	18 18	LT
Total Goldman Sachs #9206				677,116.27	764,265.67	87,149.40	ST
				425,213.07	621,878.12	196,665.05	LT
				1,102,329.34	1,386,143.79	283,814.45	
GOLDMAN SACHS #7380							
GS Short Durat Govt	05/04/06	04/28/14	2,082 38	19,969 98	21,115 34	1,145 36	LT
GS Short Durat Govt	03/02/12	04/28/14	12,710 52	130,409 98	128,884 66	(1,525 32)	LT
Total Goldman Sachs #7380				0.00	0.00	0.00	ST
				150,379.96	150,000.00	(379.96)	LT
				150,379.96	150,000.00	(379.96)	
Total All				1,089,128.45	1,225,194.09	136,065.64	ST
				834,288.62	1,135,311.85	301,023.23	LT
				1,923,417.07	2,360,505.94	437,088.87	

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE SAPP FAMILY FOUNDATION	13-3632757
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	P.O. BOX 73, BOWLING GREEN STATION	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NEW YORK, NY 10274-0073	

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

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

- The books are in the care of ► AYCO COMPANY, L.P. - NTG, 25 BRITISH AMERICAN BLVD. LATHAM, NY 12110

Telephone No ► 518 640-5000

FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 12/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► calendar year 20____ or

► tax year beginning 05/01, 2013, and ending 04/30, 2014

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	14,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	19,969.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.