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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

▶ **Do not enter Social Security numbers on this form as it may be made public. 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](http://www.irs.gov/form990pf).**

OMB No 1545-0052

**2013**

**Open to Public Inspection**

**For calendar year 2013, or tax year beginning 07-01-2013, and ending 06-30-2014**

Name of foundation BUCHHEIT FOUNDATION CO FRANK RIMERMAN CO LLP		<b>A Employer identification number</b> 20-3830425
Number and street (or P O box number if mail is not delivered to street address) Room/suite 1801 PAGE MILL ROAD		<b>B Telephone number (see instructions)</b> (650) 248-4045
City or town, state or province, country, and ZIP or foreign postal code PALO ALTO, CA 94304		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 10,083,529	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	296,294	296,294		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	-52,775			
	<b>b</b> Gross sales price for all assets on line 6a 3,447,729				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .			0	
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .					
<b>12 Total.</b> Add lines 1 through 11 . . . . .	243,519	296,294			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	7,250	3,625		3,625
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	4,085	0		0
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	9,871	9,871		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	21,206	13,496		3,625
	<b>25</b> Contributions, gifts, grants paid . . . . .	525,000			525,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	546,206	13,496		528,625	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-302,687				
<b>b Net investment income</b> (if negative, enter -0-)		282,798			
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b>		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		
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .					
	<b>2</b> Savings and temporary cash investments . . . . .	482,900	277,215	277,215		
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b> Grants receivable . . . . .					
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b> Inventories for sale or use . . . . .					
	<b>9</b> Prepaid expenses and deferred charges . . . . .					
	<b>10a</b> Investments—U S and state government obligations (attach schedule)	2,965,152	3,314,196	3,216,624		
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .					
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	504,039	504,039	511,968		
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b> Investments—mortgage loans . . . . .					
	<b>13</b> Investments—other (attach schedule) . . . . .	6,117,498	5,667,990	6,073,635		
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b> Other assets (describe ▶ _____)	625	4,087	4,087			
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	10,070,214	9,767,527	10,083,529			
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .					
	<b>18</b> Grants payable . . . . .					
	<b>19</b> Deferred revenue . . . . .					
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b> Other liabilities (describe ▶ _____)					
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>		<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .					
	<b>25</b> Temporarily restricted . . . . .					
	<b>26</b> Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/>		<b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	0	0			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	10,070,214	9,767,527			
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	10,070,214	9,767,527				
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	10,070,214	9,767,527				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	10,070,214
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-302,687
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	9,767,527
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	9,767,527

**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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	-52,775
<b>3</b>	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		<b>3</b>	

**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	521,002	10,400,440	0.050094
2011	535,030	10,508,251	0.050915
2010	532,426	10,834,229	0.049143
2009	543,462	10,828,317	0.050189
2008	547,431	11,008,862	0.049726
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0.250067
<b>3</b>	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		<b>3</b> 0.050013
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		<b>4</b> 10,138,816
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 507,073
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 2,828
<b>7</b>	Add lines 5 and 6.		<b>7</b> 509,901
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 528,625

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Values include 2,828, 0, 8,572, and 5,744.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, expenditures, and state reporting. Columns for 'Yes' and 'No' are present.

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

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of <b>BUCHHEIT FOUNDATION</b> Telephone no <b>(650) 845-8100</b> Located at <b>1801 PAGE MILL ROAD PALO ALTO CA</b> ZIP+4 <b>94304</b>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b> 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 <b>N/A</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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
<b>1a</b> During the year did the foundation (either directly or indirectly)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(2)</b> Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(5)</b> Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>	<b>1b</b>			
<b>c</b> 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? . . . . .	<b>1c</b>			<b>No</b>
<b>2</b> 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))				
<b>a</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20__ , 20__ , 20__ , 20__</b>				
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>			
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20__ , 20__ , 20__ , 20__</b>				
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b> If "Yes," did it have excess business holdings in 2013 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ) . . . . .	<b>3b</b>			
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</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?	<b>4b</b>			<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> 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</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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 checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p><b>6a</b> 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</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p><b>7a</b> 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</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		

**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).**

(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
PAUL BUCHHEIT 1518 HILLVIEW DRIVE LOS ALTOS, CA 94024	TRUSTEE 0 00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	7,741,479
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	224,629
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	2,327,106
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	10,293,214
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	10,293,214
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	154,398
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	10,138,816
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	506,941

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	506,941
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	2,828
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	2,828
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	504,113
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	504,113
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	504,113

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	528,625
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	528,625
<b>5</b>	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). . . . .	<b>5</b>	2,828
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	525,797

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				504,113
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			513,451	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>528,625</u>				
<b>a</b> Applied to 2012, but not more than line 2a			513,451	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				15,174
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				488,939
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a. . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> 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. . . . .

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

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

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**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

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**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

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

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**c** Any submission deadlines

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**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
<b>a</b> <i>Paid during the year</i> GOLDMAN SACHS PHILANTHROPY FUND PO BOX 15203 ALBANY, NY 122125203	NONE	501(C)(3)	HEALTH AND EDUCATION CHARITABLE WORK	525,000
<b>Total . . . . .</b>				<b>3a</b> 525,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b> 0





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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
500000 SHS FHLB 5 250000% 06/18/2014 JD	P	2010-03-18	2014-06-18
60429 789 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2012-10-15	2013-10-21
145 453 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2012-10-15	2013-10-21
47619 048 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2009-10-13	2013-12-20
592 346 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2009-12-31	2013-12-20
464 455 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2009-12-15	2013-12-20
693 863 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2010-06-30	2013-12-20
713 699 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2010-03-31	2013-12-20
701 517 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2010-09-30	2013-12-20
232 544 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2010-12-15	2013-12-20
1258 813 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2010-12-15	2013-12-20
644 604 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2010-12-31	2013-12-20
618 326 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2011-06-30	2013-12-20
624 565 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2011-03-31	2013-12-20
699 796 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2011-09-30	2013-12-20
945 886 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2011-12-14	2013-12-20
695 564 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2011-12-30	2013-12-20
654 317 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2012-06-29	2013-12-20
604 466 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2011-12-14	2013-12-20
678 132 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2012-03-30	2013-12-20
636 711 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2012-09-28	2013-12-20
1187 658 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2012-12-12	2013-12-20
494 475 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-03-30	2014-04-29
38462 355 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2009-07-23	2014-04-29
600 296 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2009-07-31	2014-04-29
835 132 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2009-08-31	2014-04-29
803 567 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2009-09-30	2014-04-29
872 673 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2009-10-30	2014-04-29
896 262 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2009-11-30	2014-04-29
893 692 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2010-01-29	2014-04-29

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(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 )
844 708 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2010-03-31	2014-04-29
1191 022 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2009-12-31	2014-04-29
854 255 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2010-02-26	2014-04-29
812 961 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2010-04-30	2014-04-29
858 827 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2010-05-28	2014-04-29
847 541 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2010-07-30	2014-04-29
949 474 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2010-09-30	2014-04-29
929 981 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2010-06-30	2014-04-29
911 837 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2010-08-31	2014-04-29
872 216 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2010-10-29	2014-04-29
906 886 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2010-11-30	2014-04-29
895 142 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2010-12-31	2014-04-29
902 738 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-02-28	2014-04-29
889 545 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-04-29	2014-04-29
881 235 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-01-31	2014-04-29
968 509 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-03-31	2014-04-29
891 797 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-05-31	2014-04-29
911 649 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-06-30	2014-04-29
956 661 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-08-31	2014-04-29
896 093 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-10-31	2014-04-29
903 27 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-07-29	2014-04-29
972 125 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-09-30	2014-04-29
917 01 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-11-30	2014-04-29
894 534 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-12-30	2014-04-29
1527 601 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2011-12-14	2014-04-29
864 089 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-01-31	2014-04-29
855 359 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-02-29	2014-04-29
900 151 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-11-30	2014-05-16
874 189 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-08-31	2014-05-16
871 114 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-10-31	2014-05-16

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277 146 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-12-12	2014-05-16
2646 087 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-12-12	2014-05-16
920 451 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-12-31	2014-05-16
910 266 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2013-01-31	2014-05-16
925 988 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2013-02-28	2014-05-16
385 315 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-03-30	2014-05-16
888 358 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-05-31	2014-05-16
769 326 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2013-03-28	2014-05-16
884 932 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-04-30	2014-05-16
838 366 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-06-29	2014-05-16
865 26 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-09-28	2014-05-16
836 154 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-07-31	2014-05-16
254 831 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2012-02-29	2014-04-29
279 576 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2012-03-30	2014-04-29
266 261 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2012-04-30	2014-04-29
222 439 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2010-11-30	2014-04-29
143 019 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-10-31	2014-04-29
51975 052 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2010-09-20	2014-04-29
1192 723 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2010-12-31	2014-04-29
65 238 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2010-09-30	2014-04-29
487 665 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2010-12-15	2014-04-29
196 134 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-01-31	2014-04-29
180 301 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-02-28	2014-04-29
179 459 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-04-29	2014-04-29
193 322 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-06-30	2014-04-29
194 076 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-03-31	2014-04-29
210 359 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-05-31	2014-04-29
188 861 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-07-29	2014-04-29
167 339 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-08-31	2014-04-29
199 831 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2010-10-29	2014-04-29

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(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 )
174 688 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-12-14	2014-04-29
204 879 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-09-30	2014-04-29
265 827 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-11-30	2014-04-29
310 169 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2011-12-30	2014-04-29
264 235 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2012-01-31	2014-04-29
256 342 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2012-06-29	2014-04-29
252 029 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2012-08-31	2014-04-29
295 759 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2012-05-31	2014-04-29
244 932 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2012-07-31	2014-04-29
250 292 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2012-09-28	2014-04-29
196 343 SHS GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	P	2012-10-31	2014-04-29
23607 177 SHS GS STRATEGIC INCOME FUND INSTITUTIONAL SHARES	P	2013-01-18	2014-05-16
63 458 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2012-10-31	2013-10-21
150 524 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2012-11-30	2013-10-21
275 657 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2012-12-31	2013-10-21
135 049 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2013-01-31	2013-10-21
133 042 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2013-02-28	2013-10-21
125 14 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2013-03-28	2013-10-21
16324 627 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2013-04-05	2013-10-21
115 254 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2013-06-28	2013-10-21
120 944 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2013-07-31	2013-10-21
154 941 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2013-09-30	2013-10-21
147 279 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2012-10-31	2013-10-21
148 977 SHS GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	P	2013-08-30	2013-10-21
204 333 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-03-28	2013-12-20
206 377 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-07-31	2013-12-20
188 54 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-04-30	2013-12-20
173 943 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-05-31	2013-12-20
664 966 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2012-12-31	2013-12-20
204 989 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-01-31	2013-12-20

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<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
209 256 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-02-28	2013-12-20
194 845 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-06-28	2013-12-20
221 721 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-08-30	2013-12-20
220 572 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-09-30	2013-12-20
167 96 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-11-29	2013-12-20
176 593 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-10-31	2013-12-20
1981 945 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-12-12	2013-12-20
346 054 SHS GS CREDIT STRATEGIES FUND COMMON SHARES	P	2013-12-12	2013-12-20
9920 635 SHS GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	P	2013-06-17	2014-05-16

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
500,000		500,000	0
627,866		649,016	-21,150
1,511		1,574	-63
496,667		500,000	-3,333
6,178		6,279	-101
4,844		4,900	-56
7,237		7,376	-139
7,444		7,672	-228
7,317		7,618	-301
2,425		2,458	-33
13,129		13,306	-177
6,723		6,833	-110
6,449		6,573	-124
6,514		6,683	-169
7,299		7,159	140
9,866		9,667	199
7,255		7,157	98
6,825		6,910	-85
6,305		6,178	127
7,073		7,175	-102
6,641		6,876	-235
12,387		12,684	-297
3,585		3,531	54
278,852		238,467	40,385
4,352		3,818	534
6,055		5,378	677
5,826		5,424	402
6,327		5,952	375
6,498		6,113	385
6,479		6,229	250

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
6,124		5,989	135
8,635		8,278	357
6,193		5,920	273
5,894		5,837	57
6,227		5,917	310
6,145		6,018	127
6,884		6,827	57
6,742		6,435	307
6,611		6,428	183
6,324		6,376	-52
6,575		6,511	64
6,490		6,535	-45
6,545		6,725	-180
6,449		6,645	-196
6,389		6,521	-132
7,022		7,167	-145
6,466		6,644	-178
6,609		6,673	-64
6,936		6,639	297
6,497		6,282	215
6,549		6,630	-81
7,048		6,445	603
6,648		6,236	412
6,485		6,145	340
11,075		10,372	703
6,265		6,092	173
6,201		6,150	51
6,526		6,634	-108
6,338		6,347	-9
6,316		6,403	-87

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,009		2,029	-20
19,184		19,369	-185
6,673		6,729	-56
6,599		6,709	-110
6,713		6,825	-112
2,794		2,751	43
6,441		6,245	196
5,578		5,708	-130
6,416		6,345	71
6,078		5,978	100
6,273		6,334	-61
6,062		6,045	17
2,148		2,444	-296
2,357		2,622	-265
2,245		2,511	-266
1,875		2,107	-232
1,206		1,311	-105
438,150		500,000	-61,850
10,055		11,355	-1,300
550		645	-95
4,111		4,638	-527
1,653		1,818	-165
1,520		1,686	-166
1,513		1,813	-300
1,630		1,904	-274
1,636		1,863	-227
1,773		2,085	-312
1,592		1,874	-282
1,411		1,653	-242
1,685		2,000	-315

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,473		1,502	-29
1,727		1,778	-51
2,241		2,353	-112
2,615		2,680	-65
2,228		2,471	-243
2,161		2,346	-185
2,125		2,349	-224
2,493		2,570	-77
2,065		2,290	-225
2,110		2,395	-285
1,655		1,883	-228
250,000		247,403	2,597
659		682	-23
1,564		1,615	-51
2,864		2,950	-86
1,403		1,434	-31
1,382		1,418	-36
1,300		1,333	-33
169,613		175,000	-5,387
1,197		1,193	4
1,257		1,251	6
1,610		1,605	5
1,530		1,566	-36
1,548		1,531	17
2,131		2,207	-76
2,153		2,214	-61
1,966		2,048	-82
1,814		1,877	-63
6,936		7,095	-159
2,138		2,206	-68

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,183		2,252	-69
2,032		2,061	-29
2,313		2,361	-48
2,301		2,358	-57
1,752		1,816	-64
1,842		1,907	-65
20,672		20,672	0
3,609		3,609	0
100,000		100,000	0

**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	
			0
			-21,150
			-63
			-3,333
			-101
			-56
			-139
			-228
			-301
			-33
			-177
			-110
			-124
			-169
			140
			199
			98
			-85
			127
			-102
			-235
			-297
			54
			40,385
			534
			677
			402
			375
			385
			250

**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	
			135
			357
			273
			57
			310
			127
			57
			307
			183
			-52
			64
			-45
			-180
			-196
			-132
			-145
			-178
			-64
			297
			215
			-81
			603
			412
			340
			703
			173
			51
			-108
			-9
			-87

**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	
			-20
			-185
			-56
			-110
			-112
			43
			196
			-130
			71
			100
			-61
			17
			-296
			-265
			-266
			-232
			-105
			-61,850
			-1,300
			-95
			-527
			-165
			-166
			-300
			-274
			-227
			-312
			-282
			-242
			-315

**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	
			-29
			-51
			-112
			-65
			-243
			-185
			-224
			-77
			-225
			-285
			-228
			2,597
			-23
			-51
			-86
			-31
			-36
			-33
			-5,387
			4
			6
			5
			-36
			17
			-76
			-61
			-82
			-63
			-159
			-68

**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	
			-69
			-29
			-48
			-57
			-64
			-65
			0
			0
			0

## TY 2013 Accounting Fees Schedule

**Name:** BUCHHEIT FOUNDATION CO FRANK RIMERMAN CO LLP

**EIN:** 20-3830425

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,250	3,625		3,625

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** BUCHHEIT FOUNDATION CO FRANK RIMERMAN CO LLP

**EIN:** 20-3830425

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HP CORP 2.125% 9/13/2015	504,039	511,968

**TY 2013 Investments Government  
Obligations Schedule**

**Name:** BUCHHEIT FOUNDATION CO FRANK RIMERMAN CO LLP

**EIN:** 20-3830425

**US Government Securities - End of  
Year Book Value:** 3,314,196

**US Government Securities - End of  
Year Fair Market Value:** 3,216,624

**State & Local Government  
Securities - End of Year Book  
Value:** 0

**State & Local Government  
Securities - End of Year Fair  
Market Value:** 0

## TY 2013 Investments - Other Schedule

**Name:** BUCHHEIT FOUNDATION CO FRANK RIMERMAN CO LLP

**EIN:** 20-3830425

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOLDMAN SACHS ASIA PARTNERS	AT COST	66,231	16,730
GS DISTRESSED OPPORTUNITIES FUND III	AT COST	299,337	462,966
THL EQUITY FUND VI	AT COST	361,777	500,296
GS DEVELOPING REAL ESTATE FUND	AT COST	113,269	70,858
GOLDMAN SACHS PRINCETON FUND	AT COST	500,000	675,179
GS HIGH YIELD INSTL MUTUAL FUND CLASS I	AT COST	1,081,535	1,087,256
GS CREDIT STRATEGIES FUND	AT COST	0	0
GS LOCAL EMERGING MARKETS DEBT FD MUTUAL FUND - CL A	AT COST	470,047	416,356
GS STRATEGIC INCOME FUND	AT COST	942,877	947,951
GS CORE FIXED INCOME FUND	AT COST	0	0
GS SHORT-DURATION GOVERNMENT	AT COST	1,002,197	1,002,196
GS TAX ADVANTAGED GLOBAL EQUITY	AT COST	830,720	893,847

## TY 2013 Other Assets Schedule

**Name:** BUCHHEIT FOUNDATION CO FRANK RIMERMAN CO LLP

**EIN:** 20-3830425

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST CARRYFORWARD	625	4,087	4,087

## TY 2013 Other Expenses Schedule

**Name:** BUCHHEIT FOUNDATION CO FRANK RIMERMAN CO LLP

**EIN:** 20-3830425

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	9,871	9,871		0

# TY 2013 Taxes Schedule

**Name:** BUCHHEIT FOUNDATION CO FRANK RIMERMAN CO LLP

**EIN:** 20-3830425

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEES AND TAXES	85	0		0
FEDERAL TAXES	4,000	0		0