Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: S&G FOUNDATION, INC.

A Employer identification number: 36-4193183

Number and street (or P O box number if mail is not delivered to street address): C/O THE AYCO COMPANY, PO BOX 860

Room/suite:

B Telephone number (see instructions): (518) 886-4177

City or town, state or province, country, and ZIP or foreign postal code: SARATOGA SPRINGS, NY 12866-0860

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,100,776,701.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	244,581,053.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,060.	6,060.		ATCH 1
	4 Dividends and interest from securities	18,726,252.	18,725,466.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,275,546.			
	b Gross sales price for all assets on line 6a 50,987,129.				
	7 Capital gain net income (from Part IV, line 2)		14,275,546.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	1,960,021.	1,442,390.		
	12 **Total.** Add lines 1 through 11	279,548,932.	34,449,462.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	107,055.			100,000.
	17 Interest ATCH 5	28,368.	28,368.		
	18 Taxes (attach schedule) (see instructions) ATCH 6	981,127.	37,901.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	459,870.	452,188.		11.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,576,420.	518,457.		100,011.
	25 Contributions, gifts, grants paid	25,848,169.			25,848,169.
	26 Total expenses and disbursements Add lines 24 and 25	27,424,589.	518,457.		25,948,180.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	252,124,343.			
	b **Net investment income** (if negative, enter -0-)		33,931,005.		
	c **Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 4 Form **990-PF** (2013)

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	331.	13,728.	13,728.
	2 Savings and temporary cash investments	9,313,024.	11,808,420.	11,808,420.
	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	18,000.		
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 8	313,776,226.	432,768,798.	963,368,787.
	c Investments - corporate bonds (attach schedule) ATCH 9	23,903,860.	3,000,000.	4,022,335.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 10	50,363,234.	91,284,141.	121,559,634.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 11)		3,780.	3,797.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	397,374,675.	538,878,867.	1,100,776,701.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	397,374,675.	538,878,867.	
	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)	397,374,675.	538,878,867.	
	31 Total liabilities and net assets/fund balances (see instructions)	397,374,675.	538,878,867.	

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	397,374,675.
2	Enter amount from Part I, line 27a	2	252,124,343.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	16,288,226.
4	Add lines 1, 2, and 3	4	665,787,244.
5	Decreases not included in line 2 (itemize) ▶ ATCH 13	5	126,908,377.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	538,878,867.

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

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	14,275,546.
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	17,039,583.	525,639,875.	0.032417
2011	18,223,851.	342,336,215.	0.053234
2010	17,905,726.	377,310,421.	0.047456
2009	16,900,061.	353,156,924.	0.047854
2008	23,440,688.	339,587,102.	0.069027

2	**Total** of line 1, column (d)	2	0.249988
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	0.049998
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	917,574,531.
5	Multiply line 4 by line 3	5	45,876,891.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	339,310.
7	Add lines 5 and 6	7	46,216,201.
8	Enter qualifying distributions from Part XII, line 4	8	25,948,180.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	678,620.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	678,620.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	678,620.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	947,825.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	947,825.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	207.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	268,998.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 268,998. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ __________ (2) On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* ATCH 14	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WYOMING - COPY OF FEDERAL RETURN IS NOT REQUIRED			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ C/O AMY SEAGROATT, AYCO CO Telephone no ▶ 518-886-4177

Located at ▶ 321 BROADWAY SARATOGA SPRINGS, NY ZIP+4 ▶ 12866

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ATCH 15		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 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 16		100,000.
Total number of others receiving over $50,000 for professional services ▶		

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 DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT UNDER	
2 INTERNAL REVENUE CODE SECTION 501(C)(3).	
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 NONE	
2	
All other program-related investments See instructions	
3 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	813,948,290.
b	Average of monthly cash balances	1b	13,939,807.
c	Fair market value of all other assets (see instructions)	1c	103,659,650.
d	Total (add lines 1a, b, and c)	1d	931,547,747.
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	931,547,747.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	13,973,216.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	917,574,531.
6	**Minimum investment return.** Enter 5% of line 5	6	45,878,727.

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	45,878,727.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	678,620.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	678,620.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	45,200,107.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	45,200,107.
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	45,200,107.

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	25,948,180.
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	25,948,180.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	25,948,180.

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				45,200,107.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			25,885,733.	
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 25,948,180.				
a Applied to 2012, but not more than line 2a			25,885,733.	
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				62,447.
e Remaining amount distributed out of corpus				
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:**				
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				45,137,660.
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	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

SHELBY M.C. DAVIS

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
a Paid during the year				
ATCH 17				
Total . . . . . . ▶ **3a**				25,848,169.
b Approved for future payment				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,060.	
4 Dividends and interest from securities	110000	786.	14	18,725,466.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	110000	-444,757.	01	2,404,778.	
8 Gain or (loss) from sales of assets other than inventory	110000	959,037.	18	13,316,509.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		515,066.		34,452,813.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 34,967,879.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | Date 3/17/15 | Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SHAWN DENIS		3/12/15		P01258842

Firm's name ▶ THE AYCO COMPANY, LP — Firm's EIN ▶ 33-1187432

Firm's address ▶ PO BOX 860, SARATOGA SPRINGS, NY 12866-0860 — Phone no 518-886-4000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www irs.gov/form990*

OMB No 1545-0047

2013

Name of the organization	Employer identification number
S&G FOUNDATION, INC.	36-4193183

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization S&G FOUNDATION, INC.

Employer identification number 36-4193183

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SHELBY M.C. DAVIS C/O AYCO, PO BOX 860 SARATOGA SPRINGS, NY 12866-0860	$ 5,391,592.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	SHELBY M.C. DAVIS C/O AYCO, PO BOX 860 SARATOGA SPRINGS, NY 12866-0860	$ 239,189,461.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

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Name of organization S&G FOUNDATION, INC.

Employer identification number 36-4193183

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	VARIOUS (SEE ATTACHMENT)	$ 239,189,461.	VAR
		$	
		$	
		$	
		$	
		$	

Name of organization S&G FOUNDATION, INC.

Employer identification number 36-4193183

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once See instructions) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

S & G Foundation, Inc
Noncash Contributions Received Attachment
FYE 6/30/2014

Date	Shares	Description of property	Fair Market Value
12/2/2013	1,051,560	JPMorgan Chase Co	60,280,677.00
12/2/2013	448,000	Progressive Corp	12,676,160.00
12/2/2013	5,714.286	Centaur Total Return	91,885.72
12/2/2013	10,000	KKR & Co	239,350.00
12/3/2013	880,264	JPMorgan Chase Co	49,893,363.52
3/27/2014	2,030,000	Coca Cola Co	78,642,200.00
11/12/2013	31,622.34	Davis Real Estate Cl A	900,000.00
6/23/2014	5,000	Avalon Bay	708,250.00
12/23/2013	25,500	American Express	2,251,905.00
12/23/2013	60	Berkshire Hathaway	10,553,880.00
12/23/2013	1,000	Citigroup Inc	52,410.00
12/23/2013	30,000	Coca Cola Co	1,204,800.00
12/23/2013	170,000	JPMorgan Chase Co	9,900,800.00
12/23/2013	85,000	PNC Financial Services	6,546,700.00
12/23/2013	25,000	Wal-Mart Stores	1,946,750.00
12/23/2013	73,000	Wells Fargo & Co	3,300,330 00
Total Noncash Contributions Received			**239,189,461.24**

S & G Foundation, Inc
Contributions Paid Attachment
FYE 6/30/2014

Name	Address	Date	Amount
1000 FRIENDS OF FLORIDA	Tallahassee, FL	1/16/2014	1,000 00
ACADIA SENIOR COLLEGE	Hulls Cove, ME	12/27/2013	1,000 00
ARTS CONNECTION	New York, NY	12/27/2013	1,000 00
BAR HARBOR HISTORICAL SOCIETY	New York, NY	09/24/2013	50 00
BAR HARBOR MUSIC FESTIVAL	New York, NY	7/18/2013	12,500 00
BOYS & GIRLS CLUB OF MARTIN COUNTY	Hobe Sound, FL	12/04/2013	500 00
CHRIST MEMORIAL CHAPEL	Hobe Sound, FL	3/12/2014	1,000 00
COMMUNITY FOUNDATION OF JACKSON HOLE	Wilson, WY	1/30/2014	1,500 00
CYSTIC FIBROSIS FOUNDATION	Bethesda, MD	10/31/2013	900 00
EVER GLADES FOUNDATION	Hobe Sound, FL	1/14/2014	500 00
FRIENDS OF ACADIA	Bar Harbor, ME	3/14/2014	1,000 00
FRIENDS OF ACADIA	Bar Harbor, ME	4/15/2014	9,000 00
FRIENDS OF ACADIA	Bar Harbor, ME	12/04/2013	1,000 00
FRIENDS OF CLERMONT	Germantown, NY	9/24/2013	50 00
GRAND TETON NATIONAL PARK FOUNDATION	Moose, WY	3/26/2014	65,000 00
HOBE SOUND COMMUNITY CHEST	Hobe Sound, FL	11/22/2013	1,000 00
HOBE SOUND NATURE CENTER	Hobe Sound, FL	12/31/2013	1,000 00
HOOVER INSTITUTION, STANFORD UNIVERSITY	Stanford, CA	08/06/2013	10,000 00
ISLAND INSTITUTE	Rockland, ME	11/13/2013	75 00
JACKSON HOLE CONSERVATION ALLIANCE	Jackson, WY	6/13/2014	5,000 00
JACKSON HOLE LAND TRUST	Jackson, WY	12/17/2013	200,000 00
JH HISTORICAL SOCIETY & MUSEUM	Jackson, WY	08/28/2013	5,000 00
JUPITER ISLAND MEDICAL CLINIC	Hobe Sound, FL	6/18/2014	1,000 00
JUPITER MEDICAL CENTER FOUNDATION	Hobe Sound, FL	6/2/2014	500 00
LIVINGSTONLANSING MEMEORIAL REWARD	Booneville, NY	04/16/2014	1,000 00
LOAVES & FISHES OF HOBE SOUND, INC	Hobe Sound, FL	3/17/2014	1,000 00
MAINE COAST HERITAGE TRUST	Northeast Harbor, ME	12/17/2013	15,000 00
MAINE FARMLAND TRUST	Belfast, ME	3/11/2014	1,000 00
MAINE ISLAND TRAIL ASSN	Portland, ME	3/27/2014	50 00
MAINE PUBLIC BROADCASTING	Lewiston, ME	08/07/2013	120 00
MONTSERRAT COLLEGE OF ART	Beverly, MA	07/29/2013	25,000 00
MOUNT DESERT FIRE & RESCUE	Northeast Harbor, ME	09/24/2013	250 00
MOUNT DESERT ISLAND HISTORICAL SOCIETY	Mount Desert, ME	3/27/2014	500 00
MOUNT DESERT ISLAND HOSPITAL	Bar Harbor, ME	10/01/2013	500 00
MOUNT DESERT NURSING ASSOCIATION	Northeast Harbor, ME	3/21/2014	250 00
NATIONAL MUSEUM OF WILDLIFE ART	Jackson, WY	07/18/2013	2,761 00
NATIONAL TRUST FOR HISTORIC PRESERVATION	Washington, DC	08/07/2013	30 00
NATURAL RESOURCES COUNCIL OF MAINE	Augusta, ME	10/10/2013	5,000 00
NORTHEAST HARBOR AMBULANCE SERVICE	Northeast Harbor, ME	08/07/2013	250 00
NORTHEAST HARBOR LIBRARY	Northeast Harbor, ME	11/22/2013	50 00
NORTHEAST HARBOR VILLAGE IMPROVEMENT ASSOC	Northeast Harbor, ME	08/28/2013	15,000 00

S & G Foundation, Inc
Contributions Paid Attachment
FYE 6/30/2014

PETEY GREENE PRISONER ASSISTANCE PROGRAM	Pnnceton, NJ	11/29/2013	2,500 00
PINE MANOR COLLEGE	Chestnut Hill, MA	11/22/2013	1,000 00
PRINCETON UNIVERSITY	Pnnceton, NJ	11/29/2013	5,000 00
PRINCETON UNIVERSITY CLASS OF '58	Pnnceton, NJ	12/30/2013	50 00
RANDOLPH-MACON COLLEGE	Ashland, VA	03/19/2014	5,000 00
REED COLLEGE	Portland, OR	03/19/2014	5,000 00
SCHOLARSHIP PROGRAM NORTHEAST HARBOR LIBRARY	Northeast Harbor, ME	09/24/2013	1,000 00
THE GUARDIANS OF MARTIN COUNTY	Hobe Sound, FL	1/15/2014	1,000 00
THE NATURE CONSERVANCY- WY	Lander, WY	1/28/2014	100,000 00
THE NEIGHBORHOOD HOUSE	San Diego, CA	12/27/2013	1,000 00
THE NEXT STEP	Brunswick, ME	09/24/2013	1,000 00
THE YOSEMITE FUND	San Francisco, CA	11/13/2013	25 00
TREASURE COAST HOSPICE	Stuart, FL	3/7/2014	5,000 00
TRUSTEES OF COLBY COLLEGE	Waterville, ME	03/19/2014	630 00
UNIVERSITY OF CHICAGO	Chicago, IL	03/19/2014	3,333 00
UNIVERSITY OF FLORIDA	Gainesville, FL	03/19/2014	20,000 00
UNIVERSITY OF OKLAHOMA FOUNDATION	Norman, OK	03/19/2014	25,000 00
UNIVERSITY OF RICHMOND	Richmond, VA	03/19/2014	87,365 00
UNIVERSITY OF VIRGINIA	Charlottesville, VA	03/19/2014	10,000 00
US SKI & SNOWBOARD ASSOCIATION	Park City, UT	08/14/2013	26,250 00
US SKI & SNOWBOARD ASSOCIATION	Park City, UT	09/11/2013	12,500 00
US SKI & SNOWBOARD ASSOCIATION	Park City, UT	09/24/2013	17,000 00
US SKI & SNOWBOARD ASSOCIATION	Park City, UT	11/29/2013	60,000 00
UTI FOUNDATION	Scottsdale, AZ	12/04/2013	5,000 00
VANGUARD CHARITABLE FUND	Boston, MA	06/19/2014	480,000 00
WARTBURG COLLEGE	Waverly, IA	04/10/2014	38,750 00
WARTBURG COLLEGE	Waverly, IA	03/19/2014	10,000 00
WILSON VOLUNTEER FIRE DEPARTMENT	Wilson, WY	07/18/2013	150 00
WPBT2 TV	Miami, FL	5/7/2014	1,000 00
YELLOWSTONE ASSOCIATION	Yellowstone Natl Park, WY	12/27/2013	15,000 00
Total Cash Charitable Contributions Paid			**1,326,889.00**
VANGUARD CHARITABLE ENDOWMENT FUND	Southeastern, PA	06/12/2014	24,521,280 00
128 shares Berkshire Cl A			
Total Cash and Stock Contributions Paid			**25,848,169.00**

All Contributions were made to the general purpose
fund of 501(C)(3) Public Charitable Organizations

S & G Foundation (Davis FYE 6/30/14)
Schedule D Attachment

Description	Shares	Date Aquired	Date Sold	Proceeds	Basis	Gain(Loss)	Term
GS Liberty Harbor Offshore I, Ltd	12,500.0000	11/1/2009	9/30/2013	1,428,505.84	1,250,000.00	178,505.84	LT
GS Liberty Harbor Offshore I, Ltd	11,556.4237	11/1/2009	12/31/2013	1,333,904.70	1,155,642.37	178,262.33	LT
GS Liberty Harbor Offshore I, Ltd	11,556.4233	11/1/2009	3/31/2014	1,341,572.60	1,126,532.26	215,040.34	LT
	35,612.85			4,103,983.14	3,532,174.63	571,808.51	
GS Corporate Credit Investment Fund	33,699.4625	various	7/31/2013	5,000,000 00	3,372,400.26	1,627,599.74	LT
GS Corporate Credit Investment Fund	32,822.4290	various	12/31/2013	5,000,000.00	3,284,633.04	1,715,366.96	LT
	66,521.89			10,000,000.00	6,657,033.30	3,342,966.70	

S & G FOUNDATION 760
From 01-Jul-2013 To 30-Jun-2014

Realized Gains/Losses

Symbol	Description	Trade Date	Date Sold	Shares	Proceeds	Cost	Gain/Loss	Gain Type
PEP	PEPSICO INC CMN	2/27/2013	7/17/2013	374	31,451 70	28,161.01	3,290 69	Short-Term
VRTX	VERTEX PHARMACEUTICALS INC CMN	6/7/2013	11/6/2013	2,941	185,646 21	241,222 00	(55,575 79)	Short-Term
VRTX	VERTEX PHARMACEUTICALS INC CMN	6/19/2013	11/6/2013	622	39,262 82	49,606 37	(10,343 55)	Short-Term
AAPL	APPLE, INC CMN	11/27/2013	1/9/2014	21	11,365 86	11,418 12	(52 26)	Short-Term
PEP	PEPSICO INC CMN	2/27/2013	1/9/2014	377	31,170.39	28,386 90	2,783 49	Short-Term
PEP	PEPSICO INC CMN	11/27/2013	1/9/2014	109	9,012 13	9,199.60	(187 47)	Short-Term
BA	BOEING COMPANY CMN	11/27/2013	1/15/2014	180	25,319 75	24,229 80	1,089 95	Short-Term
AMZN	AMAZON COM INC CMN	11/27/2013	1/28/2014	34	13,298 96	13,086 94	212 02	Short-Term
ORCL	ORACLE CORPORATION CMN	11/27/2013	3/25/2014	172	6,574.54	6,073 32	501 22	Short-Term
FDX	FEDEX CORP CMN	6/7/2013	3/25/2014	628	83,948 05	62,275 24	21,672 81	Short-Term
FDX	FEDEX CORP CMN	11/27/2013	3/25/2014	84	11,228.72	11,723.04	(494 32)	Short-Term
FDX	FEDEX CORP CMN	5/8/2013	3/25/2014	2,314	309,324 52	234,016.67	75,307 85	Short-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	11/27/2013	4/1/2014	100	8,465.80	9,100 00	(634 20)	Short-Term
QCOM	QUALCOMM INC CMN	11/27/2013	6/25/2014	288	22,518 71	21,150 72	1,367 99	Short-Term
					788,588 16	749,649 73	38,938 43	
JNJ	JOHNSON & JOHNSON CMN	6/14/2012	7/9/2013	1,429	126,740 38	92,837 84	33,902 54	Long-Term
JNJ	JOHNSON & JOHNSON CMN	3/22/2010	7/9/2013	513	45,498 82	33,439 55	12,059 27	Long-Term
JNJ	JOHNSON & JOHNSON CMN	11/19/2009	7/9/2013	559	49,578 64	34,585 33	14,993 31	Long-Term
JNJ	JOHNSON & JOHNSON CMN	1/15/2010	7/9/2013	534	47,361 34	34,277 46	13,083 88	Long-Term
JNJ	JOHNSON & JOHNSON CMN	2/18/2010	7/9/2013	538	47,716 11	34,555 47	13,160 64	Long-Term
JNJ	JOHNSON & JOHNSON CMN	4/30/2010	7/9/2013	482	42,749 38	31,419.41	11,329 97	Long-Term
JNJ	JOHNSON & JOHNSON CMN	6/29/2010	7/9/2013	573	50,820 32	33,855.59	16,964 73	Long-Term
PEP	PEPSICO INC CMN	4/30/2010	7/17/2013	1,089	91,579 92	71,377.30	20,202 62	Long-Term
MCD	MC DONALDS CORP CMN	4/30/2010	7/31/2013	465	45,573.76	32,994 40	12,579.36	Long-Term
AXP	AMERICAN EXPRESS CO CMN	3/18/2011	7/31/2013	2,109	156,963 81	93,473 62	63,490.19	Long-Term
AXP	AMERICAN EXPRESS CO CMN	5/3/2011	7/31/2013	783	58,275.33	39,120 64	19,154.69	Long-Term
AXP	AMERICAN EXPRESS CO CMN	4/12/2011	7/31/2013	1,862	138,580.66	86,064 43	52,516.23	Long-Term
AXP	AMERICAN EXPRESS CO CMN	8/9/2011	7/31/2013	1,114	82,910 24	49,725 84	33,184 40	Long-Term
MCD	MC DONALDS CORP CMN	1/26/2010	7/31/2013	312	30,578 53	19,951 21	10,627 32	Long-Term
MCD	MC DONALDS CORP CMN	6/30/2011	7/31/2013	206	20,189 67	17,405 99	2,783 68	Long-Term
MCD	MC DONALDS CORP CMN	6/29/2010	7/31/2013	259	25,384 10	17,236 45	8,147 65	Long-Term
MCD	MC DONALDS CORP CMN	2/18/2010	7/31/2013	155	15,191 26	9,963 40	5,227 86	Long-Term
MCD	MC DONALDS CORP CMN	3/22/2010	7/31/2013	238	23,325 93	15,761 74	7,564 19	Long-Term
MCD	MC DONALDS CORP CMN	3/2/2010	7/31/2013	300	29,402 43	19,225.38	10,177 05	Long-Term
GOOGL	GOOGLE INC CMN CLASS A	6/15/2010	8/15/2013	9	7,759 27	4,410.77	3,348 50	Long-Term
GOOGL	GOOGLE INC CMN CLASS A	4/25/2012	8/15/2013	75	64,660 57	45,606.88	19,053 69	Long-Term
V	VISA INC CMN CLASS A	1/20/2011	8/20/2013	902	156,610 36	60,229 79	96,380 57	Long-Term
V	VISA INC CMN CLASS A	6/29/2010	8/20/2013	248	43,059 17	17,925 91	25,133 26	Long-Term
V	VISA INC CMN CLASS A	6/30/2011	8/20/2013	291	50,525 07	24,750 83	25,774 24	Long-Term
V	VISA INC. CMN CLASS A	7/21/2010	8/20/2013	456	79,173 31	33,232 46	45,940 85	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	6/30/2011	10/15/2013	341	26,580 97	21,571 66	5,009 31	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	2/24/2012	10/15/2013	709	55,266 58	47,434 65	7,831 93	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	5/23/2012	10/15/2013	1,532	119,419 47	95,427 82	23,991 65	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	11/19/2009	10/15/2013	427	33,284 67	26,493 34	6,791.33	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	1/15/2010	10/15/2013	403	31,413 87	24,619 27	6,794.60	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	2/18/2010	10/15/2013	424	33,050 82	26,626 95	6,423 87	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	3/22/2010	10/15/2013	385	30,010 77	24,574 55	5,436 22	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	4/30/2010	10/15/2013	775	60,411 28	48,626 99	11,784 29	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	6/29/2010	10/15/2013	417	32,505 17	25,176.46	7,328 71	Long-Term
LOW	LOWES COMPANIES INC CMN	9/28/2010	11/12/2013	1,487	73,976 96	33,191.18	40,785 78	Long-Term
LOW	LOWES COMPANIES INC CMN	7/13/2010	11/12/2013	3,254	161,883 68	68,806 16	93,077 52	Long-Term
LOW	LOWES COMPANIES INC CMN	8/25/2010	11/12/2013	3,022	150,341.88	62,267 40	88,074 48	Long-Term
AAPL	APPLE, INC CMN	6/30/2011	1/9/2014	64	34,638 81	9,708 34	24,930 47	Long-Term
AAPL	APPLE, INC. CMN	11/9/2012	1/9/2014	172	93,091 80	93,763 50	(671 70)	Long-Term
PEP	PEPSICO INC CMN	11/19/2009	1/9/2014	649	53,659.36	40,131 17	13,528 19	Long-Term
PEP	PEPSICO INC CMN	1/12/2010	1/9/2014	81	6,697 09	4,990 52	1,706 57	Long-Term

PEP	PEPSICO INC CMN	1/15/2010	1/9/2014	675	55,809 04	42,018 75	13,790 29	Long-Term
PEP	PEPSICO INC CMN	2/18/2010	1/9/2014	699	57,793 36	43,533 72	14,259 64	Long-Term
PEP	PEPSICO INC CMN	6/29/2010	1/9/2014	779	64,407 77	47,674 80	16,732 97	Long-Term
BA	BOEING COMPANY CMN	7/22/2011	1/15/2014	172	24,194 42	12,504 43	11,689 99	Long-Term
BA	BOEING COMPANY CMN	4/30/2010	1/15/2014	101	14,207 19	7,512 41	6,694 78	Long-Term
BA	BOEING COMPANY CMN	6/30/2011	1/15/2014	370	52,046.14	27,341 00	24,705 14	Long-Term
AMZN	AMAZON COM INC CMN	2/24/2012	1/28/2014	200	78,229 14	35,968 60	42,260 54	Long-Term
ORCL	ORACLE CORPORATION CMN	6/30/2011	3/25/2014	864	33,025 58	28,416 44	4,609 14	Long-Term
ORCL	ORACLE CORPORATION CMN	11/19/2009	3/25/2014	1,375	52,558 08	30,800 00	21,758 08	Long-Term
ORCL	ORACLE CORPORATION CMN	2/18/2010	3/25/2014	1,330	50,837 99	32,239 87	18,598 12	Long-Term
ORCL	ORACLE CORPORATION CMN	4/30/2010	3/25/2014	563	21,520 14	14,609 85	6,910.29	Long-Term
ORCL	ORACLE CORPORATION CMN	1/15/2010	3/25/2014	1,268	48,468 10	31,890 20	16,577 90	Long-Term
ORCL	ORACLE CORPORATION CMN	3/22/2010	3/25/2014	1,222	46,709 79	30,947 27	15,762 52	Long-Term
ORCL	ORACLE CORPORATION CMN	6/29/2010	3/25/2014	1,338	51,143 79	29,382 48	21,761 31	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	3/22/2010	4/1/2014	528	44,699 44	28,244 30	16,455 14	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	11/19/2009	4/1/2014	40	3,386 32	2,096 93	1,289 39	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	6/30/2011	4/1/2014	433	36,656 93	25,408 09	11,248 84	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	4/30/2010	5/7/2014	565	51,476 07	28,792 40	22,683 67	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	11/19/2009	5/7/2014	545	49,653 91	28,570 64	21,083 27	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	2/18/2010	5/7/2014	564	51,384 96	29,279 33	22,105 63	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	1/15/2010	6/3/2014	552	51,373.01	26,815 66	24,557 35	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	4/30/2010	6/3/2014	452	42,066.30	23,033 92	19,032 38	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	6/29/2010	6/3/2014	638	59,376.77	31,951 42	27,425 35	Long-Term
QCOM	QUALCOMM INC CMN	5/23/2013	6/25/2014	997	77,955 40	64,293.84	13,661 56	Long-Term
QCOM	QUALCOMM INC CMN	1/15/2010	6/25/2014	529	41,362 49	25,632 96	15,729 53	Long-Term
					3,686,783 69	2,335,796 96	1,350,986 73	
					4,475,371.85	3,085,446 69	1,389,925.16	

S & G FOUNDATION EQUITY INCOME 597-2
From 01-Jul-2013 To 30-Jun-2014

Realized Gains/Losses

Symbol	Description	Trade Date	Date Sold	Shares	Proceeds	Cost	Disallowed Los	Gain/Loss	Gain Type
LOW	LOWES COMPANIES INC CMN	8/3/2012	7/1/2013	998	41,038 41	25,243 49		15,794 92	Short-Term
BP	BP P L C SPONSORED ADR CMN	1/4/2013	7/1/2013	1,665	69,499 39	72,658 03		(3,158 64)	Short-Term
AAPL	APPLE, INC CMN	11/30/2012	7/1/2013	117	47,948 95	68,266 13		(20,317 18)	Short-Term
XLNX	XILINX INCORPORATED CMN	11/30/2012	7/1/2013	1,270	50,690 31	44,065 17		6,625 14	Short-Term
TOT	TOTAL SA SPONSORED ADR CMN	6/12/2013	7/1/2013	754	36,890 72	37,562 35		(671 63)	Short-Term
TOT	TOTAL SA SPONSORED ADR CMN	6/13/2013	7/1/2013	851	41,636 60	42,502 11		(865 51)	Short-Term
PCG	P G & E CORPORATION CMN	4/17/2013	7/1/2013	842	38,184 03	39,492 19		(1,308 16)	Short-Term
PPL	PPL CORPORATION CMN	11/20/2012	10/18/2013	1,678	50,947 49	47,351 43		3,596 06	Short-Term
PPL	PPL CORPORATION CMN	6/21/2013	10/18/2013	1,185	35,979 01	33,914 70		2,064 31	Short-Term
PPL	PPL CORPORATION CMN	8/19/2013	10/18/2013	2,834	86,046 01	86,421 34		(375 33)	Short-Term
JNJ	JOHNSON & JOHNSON CMN	11/20/2012	11/4/2013	721	66,729 74	50,159 06		16,570 68	Short-Term
JNJ	JOHNSON & JOHNSON CMN	6/21/2013	11/4/2013	508	47,016 24	42,108 12		4,908 12	Short-Term
JNJ	JOHNSON & JOHNSON CMN	8/19/2013	11/4/2013	896	82,926 28	81,187 63		1,738 65	Short-Term
PEP	PEPSICO INC CMN	6/21/2013	1/16/2014	470	38,783 35	37,421 40		1,361 95	Short-Term
PEP	PEPSICO INC CMN	11/29/2013	1/16/2014	266	21,949 73	22,530 20		(580 47)	Short-Term
PEP	PEPSICO INC CMN	8/19/2013	1/16/2014	1,125	92,832 49	90,971 50		1,860 99	Short-Term
LOW	LOWES COMPANIES INC CMN	8/19/2013	1/16/2014	966	46,436 22	42,330 12		4,106 10	Short-Term
LOW	LOWES COMPANIES INC CMN	6/21/2013	1/16/2014	408	19,612 81	16,050 72		3,562 09	Short-Term
LOW	LOWES COMPANIES INC CMN	11/29/2013	1/16/2014	231	11,104 31	10,988 67		115 64	Short-Term
VZ	VERIZON COMMUNICATIONS INC CMN	2/24/2014	2/24/2014	0 38	18 14	-		18 14	Short-Term
VIAB	VIACOM INC CMN CLASS B	6/21/2013	5/5/2014	101	8,494 81	6,603 38		1,891 43	Short-Term
HSBC	HSBC HOLDINGS PLC SPONSORED ADR CMN	8/19/2013	6/23/2014	718	37,027 20	39,439 74		(2,412 54)	Short-Term
					971,792 24	937,267 48	11,697 20	46,221 96	
PEP	PEPSICO INC CMN	5/18/2012	7/1/2013	471	38,669 64	31,900 83		6,768 81	Long-Term
VIAB	VIACOM INC CMN CLASS B	5/18/2012	7/1/2013	496	33,626 41	23,227 68		10,398 73	Long-Term
HSBC	HSBC HOLDINGS PLC SPONSORED ADR CMN	5/18/2012	7/1/2013	301	15,859 24	12,187 49		3,671 75	Long-Term
MCD	MC DONALDS CORP CMN	5/18/2012	7/1/2013	208	20,766 35	18,908 95		1,857 40	Long-Term
JNJ	JOHNSON & JOHNSON CMN	6/14/2012	7/1/2013	328	28,464 13	21,294 23		7,169 90	Long-Term
	VODAFONE GROUP PLC SPONSORED ADR CMN	5/18/2012	7/1/2013	1,884	54,195 99	49,239 37		4,956 62	Long-Term
BA	BOEING COMPANY CMN	5/18/2012	7/1/2013	273	28,261 26	19,138 61		9,122 65	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	5/18/2012	7/1/2013	584	47,446 57	36,418 81		11,027 76	Long-Term
PPL	PPL CORPORATION CMN	5/18/2012	7/1/2013	1,188	35,520 98	32,596 43		2,924 55	Long-Term
MRK	MERCK & CO , INC CMN	5/18/2012	7/1/2013	1,556	72,397 09	59,017 38		13,379 71	Long-Term
MRK	MERCK & CO , INC CMN	3/23/2012	7/1/2013	945	43,968 67	35,630 18		8,338 49	Long-Term
JNJ	JOHNSON & JOHNSON CMN	5/18/2012	7/1/2013	475	41,220 92	30,281 25		10,939 67	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	5/18/2012	7/1/2013	456	35,593 85	29,210 86		6,382 99	Long-Term
PEP	PEPSICO INC CMN	3/23/2012	7/1/2013	691	56,731 89	45,301 96		11,429 93	Long-Term
JNJ	JOHNSON & JOHNSON CMN	3/23/2012	7/1/2013	454	39,398 52	29,287 54		10,110 98	Long-Term
PFE	PFIZER INC CMN	3/23/2012	7/1/2013	779	21,782 99	17,004 28		4,778 71	Long-Term
PFE	PFIZER INC CMN	5/18/2012	7/1/2013	1,412	39,483 40	31,784 12		7,699 28	Long-Term
MCD	MC DONALDS CORP CMN	3/23/2012	7/1/2013	306	30,550 50	29,204 64		1,345 86	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	3/23/2012	7/1/2013	437	34,110 77	29,447 06		4,663 71	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	5/23/2012	7/1/2013	132	10,303 48	8,213 16		2,090 32	Long-Term
DD	E I DU PONT DE NEMOURS AND CO CMN	5/18/2012	7/1/2013	388	20,509 93	18,934 40		1,575 53	Long-Term
DD	E I DU PONT DE NEMOURS AND CO CMN	3/23/2012	7/1/2013	568	30,024 85	29,575 76		449 09	Long-Term
BA	BOEING COMPANY CMN	3/23/2012	7/1/2013	400	41,408 43	29,677 00		11,731 43	Long-Term
GE	GENERAL ELECTRIC CO CMN	3/23/2012	7/1/2013	2,556	59,941 09	50,523 04		9,418 05	Long-Term
QCOM	QUALCOMM INC CMN	3/23/2012	7/1/2013	608	37,240 51	40,010 44		(2,769 93)	Long-Term
HSBC	HSBC HOLDINGS PLC SPONSORED ADR CMN	3/23/2012	7/1/2013	441	23,235 63	19,408 41		3,827 22	Long-Term
HON	HONEYWELL INTL INC CMN	3/23/2012	7/1/2013	329	26,434 69	19,624 85		6,809 84	Long-Term
QCOM	QUALCOMM INC CMN	5/18/2012	7/1/2013	415	25,419 10	23,798 83		1,620 27	Long-Term
XOM	EXXON MOBIL CORPORATION CMN	3/23/2012	7/1/2013	344	31,138 34	29,350 08		1,788 26	Long-Term
PPL	PPL CORPORATION CMN	3/23/2012	7/1/2013	1,741	52,055 59	48,287 84		3,767 75	Long-Term
XOM	EXXON MOBIL CORPORATION CMN	5/18/2012	7/1/2013	320	28,965 89	26,384 00		2,581 89	Long-Term
HON	HONEYWELL INTL INC CMN	5/18/2012	7/1/2013	223	17,917 74	12,387 00		5,530 74	Long-Term
JPM	JPMORGAN CHASE & CO CMN	3/23/2012	7/1/2013	1,194	63,094 13	53,431 50		9,662 63	Long-Term
T	AT&T INC CMN	5/18/2012	7/1/2013	1,419	50,087 45	47,783 65		2,303 80	Long-Term
T	AT&T INC CMN	3/23/2012	7/1/2013	759	26,790 96	23,991 75		2,799 21	Long-Term
PRU	PRUDENTIAL FINANCIAL INC CMN	6/14/2012	7/1/2013	516	37,936 02	24,498 82		13,437 20	Long-Term
JPM	JPMORGAN CHASE & CO CMN	5/18/2012	7/1/2013	814	43,013 92	27,218 20		15,795 72	Long-Term
VIAB	VIACOM INC CMN CLASS B	3/23/2012	7/1/2013	727	49,287 09	34,022 90		15,264 19	Long-Term
	VODAFONE GROUP PLC SPONSORED ADR CMN	3/23/2012	7/1/2013	1,830	52,642 61	50,553 60		2,089 01	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	3/23/2012	7/1/2013	856	69,544 97	49,716 48		19,828 49	Long-Term
PM	PHILIP MORRIS INTL INC CMN	3/23/2012	7/1/2013	349	30,529 99	30,251 32		278 67	Long-Term
PM	PHILIP MORRIS INTL INC CMN	5/18/2012	7/1/2013	238	20,819 88	20,237 14		582 74	Long-Term

GE	GÊNERAL ELECTRIC CO CMN	5/18/2012	7/1/2013	1,743	40,875 32	33,321 91		7,553 41	Long-Term
JNJ	JOHNSON & JOHNSON CMN	8/3/2012	8/14/2013	322	29,191 01	22,218 00		6,973 01	Long-Term
JNJ	JOHNSON & JOHNSON CMN	6/14/2012	8/14/2013	270	24,476 93	17,528 78		6,948 15	Long-Term
PPL	PPL CORPORATION CMN	5/18/2012	10/18/2013	629	19,097 72	17,258 55		1,839 17	Long-Term
PPL	PPL CORPORATION CMN	8/3/2012	10/18/2013	1,695	51,463 65	48,543 75		2,919 90	Long-Term
JNJ	JOHNSON & JOHNSON CMN	8/3/2012	11/4/2013	407	37,668 52	28,083 00		9,585 52	Long-Term
BA	BOEING COMPANY CMN	5/18/2012	1/14/2014	145	20,252 84	10,165 19		10,087 65	Long-Term
BA	BOEING COMPANY CMN	8/3/2012	1/14/2014	172	24,024 07	12,548 68		11,475 39	Long-Term
PEP	PEPSICO INC CMN	5/18/2012	1/16/2014	251	20,711 96	17,000 23		3,711 73	Long-Term
PEP	PEPSICO INC CMN	8/3/2012	1/16/2014	673	55,534 46	48,830 88		6,703 58	Long-Term
PEP	PEPSICO INC CMN	11/20/2012	1/16/2014	666	54,956 84	45,671 41		9,285 43	Long-Term
LOW	LOWES COMPANIES INC CMN	8/3/2012	1/16/2014	104	4,999 34	2,630 58		2,368 76	Long-Term
LOW	LOWES COMPANIES INC CMN	11/20/2012	1/16/2014	1,256	60,376 70	43,436 48		16,940 22	Long-Term
VOD	VODAFONE GROUP PLC ADR CMN	5/18/2012	2/27/2014	0 91	34 16	-		34 16	Long-Term
VOD	VODAFONE GROUP PLC ADR CMN	5/18/2012	3/3/2014	14	565 33	653 39		(88 06)	Long-Term
VOD	VODAFONE GROUP PLC ADR CMN	8/3/2012	3/3/2014	971	39,209 88	52,770 03		(13,560 15)	Long-Term
VOD	VODAFONE GROUP PLC ADR CMN	10/17/2012	3/3/2014	124	5,007 24	6,425 24		(1,418 00)	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	8/3/2012	3/24/2014	124	10,408 64	7,909 96		2,498 68	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	5/18/2012	3/24/2014	310	26,021 61	19,331 90		6,689 71	Long-Term
VIAB	VIACOM INC CMN CLASS B	11/20/2012	5/5/2014	701	58,959 05	35,169 57		23,789 48	Long-Term
VIAB	VIACOM INC CMN CLASS B	5/18/2012	5/5/2014	263	22,120 16	12,316 29		9,803 87	Long-Term
VIAB	VIACOM INC CMN CLASS B	8/3/2012	5/5/2014	708	59,547 80	32,568 00		26,979 80	Long-Term
HSBC	HSBC HOLDINGS PLC SPONSORED ADR CMN	8/3/2012	6/23/2014	430	22,175 07	18,705 00		3,470 07	Long-Term
HSBC	HSBC HOLDINGS PLC SPONSORED ADR CMN	6/21/2013	6/23/2014	300	15,470 98	15,276 00		194 98	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	8/3/2012	6/23/2014	709	67,220 39	45,227 11		21,993 28	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	6/21/2013	6/23/2014	40	3,792 41	3,147 60		644 81	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	11/20/2012	6/23/2014	826	78,313 18	57,399 43		20,913 75	Long-Term
HSBC	HSBC HOLDINGS PLC SPONSORED ADR CMN	5/18/2012	6/23/2014	159	8,199 62	6,437 91		1,761 71	Long-Term
HSBC	HSBC HOLDINGS PLC SPONSORED ADR CMN	11/20/2012	6/23/2014	425	21,917 22	20,769 75		1,147 47	Long-Term
					2,448,983 56	1,980,306 46	1,886 10	470,563 20	
	Total				3,420,775 80	2,917,573 94	13,583 30	516,785 16	

S & G FOUNDATION MLP 956-3
From 01-Jul-2013 To 30-Jun-2014

Realized Gains/Losses

Symbol	Description	Trade Date	Date Sold / C	Qty	Proceeds (Base	Cost (Base)	Gain/Loss (B	Gain Type
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	8/1/2013	1,100	41,695 32	40,260 00	1,435 32	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/10/2013	8/1/2013	25,400	962,782 93	988,568 00	(25,785 07)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	8/13/2013	5,700	211,499 37	208,620 00	2,879 37	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	10/8/2013	1,658	57,595 09	60,682 80	(3,087 71)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	10/8/2013	1,813	63,012 98	66,355 80	(3,342 82)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	10/14/2013	1,005	35,386 23	36,783 00	(1,396 77)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	10/14/2013	670	23,578 49	24,522 00	(943 51)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	10/14/2013	365	12,854 45	13,359 00	(504 55)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	10/15/2013	36	1,267 18	1,317 60	(50 42)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	10/15/2013	347	12,198 19	12,700 20	(502 01)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	1/7/2014	3,954	142,287 35	144,716 40	(2,429 05)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	1/9/2014	733	26,416 92	26,827 80	(410 88)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	1/10/2014	367	13,199 18	13,432 20	(233 02)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	2/13/2014	1,432	48,162 05	52,411 20	(4,249 15)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	2/14/2014	2,627	88,702 78	96,148 20	(7,445 42)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	2/14/2014	1,194	40,223 96	43,700 40	(3,476 44)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	2/18/2014	239	8,052 05	8,747 40	(695 35)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	2/18/2014	1,269	42,857 69	46,445 40	(3,587 71)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	2/19/2014	500	16,775 85	18,300 00	(1,524 15)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	2/19/2014	958	32,157 38	35,062 80	(2,905 42)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	2/20/2014	718	23,662 49	26,278 80	(2,616 31)	Short-Term
KMI	KINDER MORGAN INC CMN CLASS P	6/20/2013	2/20/2014	915	30,214 14	33,489 00	(3,274 86)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L.P. UNIT LTD PARTNERSHIP INT	8/19/2013	2/28/2014	239	15,273 22	16,114 70	(841 48)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/19/2013	2/28/2014	107	6,809 18	7,214 53	(405 35)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/19/2013	2/28/2014	195	12,427 36	13,147 97	(720 61)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/1/2013	2/28/2014	39	2,476 87	2,764 92	(288 05)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/1/2013	2/28/2014	28	1,781 84	1,985 07	(203 23)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/1/2013	2/28/2014	537	34,109 37	38,070 78	(3,961 41)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/1/2013	2/28/2014	196	12,384 02	13,895 48	(1,511 46)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/19/2013	3/18/2014	273	17,883 91	18,407 16	(523 25)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/19/2013	3/18/2014	12	785 96	809 11	(23 15)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/19/2013	3/19/2014	328	21,396 40	22,115 56	(719 16)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/19/2013	4/15/2014	150	9,523 06	10,113 83	(590 77)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/19/2013	4/15/2014	35	2,236 97	2,359 89	(122 92)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/26/2013	4/16/2014	9	573 62	615 62	(42 00)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/26/2013	4/16/2014	106	6,779 61	7,250 59	(470 98)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/19/2013	4/16/2014	161	10,255 63	10,855 51	(599 88)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/26/2013	4/16/2014	50	3,184 98	3,427 00	(242 02)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/26/2013	4/16/2014	597	38,049 73	40,918 38	(2,868 65)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/26/2013	4/17/2014	54	3,445 66	3,693 70	(248 04)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/26/2013	4/17/2014	23	1,474 57	1,573 24	(98 67)	Short-Term
MWE	MARKWEST ENERGY PARTNERS, L P UNIT LTD PARTNERSHIP INT	8/26/2013	4/17/2014	82	5,236 40	5,608 95	(372 55)	Short-Term
TOTAL					2,140,670 43	2,219,669 99	(78,999 56)	

Goldman Sachs

S&G FOUNDATION US GOAS JPM 900-5 (AD DI) (GS)

From 01-Jul-2013 To 30-Jun-2014

Realized Gains/Losses

Separate Account Strategy : GS: US Equity Yield Enhancement (Covered Calls)
Base Currency : USD
Custodian :Goldman Sachs & Company

Gain Type	Gains	Losses	Total
Short-Term	101,034 91	-68,222 22	32,812 6
Long-Term	0 00	0 00	0 0
Total Realized Gains/Losses:	**101,034.91**	**-68,222.22**	**32,812.69**

Realized Gains/Losses **S & G FOUNDATION US GOAS JPM**

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
JPM 131206C00055000	CALL/JPM @ 55 EXP 12/06/2013	04-Nov-2013	03-Dec-2013	200	4,999 90	37,600 000	-32,600 10	Short-Term
JPM 140103C00058500	CALL/JPM @ 58 5 EXP 01/03/2014	03-Dec-2013	30-Dec-2013	200	9,599 82	2,344 000	7,255 82	Short-Term
JPM 140118C00057500	CALL/JPM @ 57 5 EXP 01/18/2014	08-Nov-2013	16-Jan-2014	200	6,191 88	41,814 000	-35,622 12	Short-Term
JPM 140222C00060000	CALL/JPM @ 60 EXP 02/22/2014	03-Dec-2013	18-Feb-2014	200	16,799 70	1,200 000	15,599 70	Short-Term
JPM 140322C00060000	CALL/JPM @ 60 EXP 03/22/2014	03-Dec-2013	21-Mar-2014	100	11,799 79	5,000 000	6,799 79	Short-Term
JPM 140322C00062500	CALL/JPM @ 62 5 EXP 03/22/2014	30-Dec-2013	22-Mar-2014	100	4,842 91	0 000	4,842 91	Short-Term
JPM 140419C00062500	CALL/JPM @ 62 5 EXP 04/19/2014	16-Jan-2014	18-Apr-2014	200	20,743 63	0 000	20,743 63	Short-Term
JPM 140502C00061500	CALL/JPM @ 61 5 EXP 05/02/2014	19-Mar-2014	02-May-2014	100	2,997 92	0 000	2,997 92	Short-Term
JPM 140517C00062500	CALL/JPM @ 62 5 EXP 05/17/2014	21-Mar-2014	17-May-2014	100	7,999 81	0 000	7,999 81	Short-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
2JPM 140528C00063500	CALL/JPM FLEX EURO PM @ 63 5 EXP 05/28/2014	18-Feb-2014	28-May-2014	200	10,099 81	0 000	10,099 81	Short-Term
JPM 140606C00059000	CALL/JPM @ 59 EXP 06/06/2014	29-Apr-2014	06-Jun-2014	100	2,203 94	0 000	2,203 94	Short-Term
JPM 140613C00058500	CALL/JPM @ 58 5 EXP 06/13/2014	02-May-2014	13-Jun-2014	100	2,399 94	0 000	2,399 94	Short-Term
JPM 140621C00065000	CALL/JPM @ 65 EXP 06/21/2014	16-Jan-2014	21-Jun-2014	200	20,091 64	0 000	20,091 64	Short-Term
TOTAL					**120,770.69**		**32,812.69**	

Goldman Sachs

S&G FOUNDATION US GOAS BRKB 901-3 (AD DI) (GS)

From 01-Jul-2013 To 30-Jun-2014

Realized Gains/Losses

Separate Account Strategy : GS: US Equity Yield Enhancement (Covered Calls)
Base Currency : USD
Custodian :Goldman Sachs & Company

Gain Type	Gains	Losses	Total
Short-Term	26,673 66	-118,147 85	-91,474 1[illegible]
Long-Term	0 00	0 00	0 [illegible]
Total Realized Gains/Losses:	**26,673.66**	**-118,147.85**	**-91,474.19**

Realized Gains/Losses **, S & G FOUNDATION US GOAS BRKB**

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
BRKB 131221C00120000	CALL/BRKB @ 120 EXP 12/21/2013	04-Nov-2013	21-Dec-2013	90	3,488 33	0 000	3,488 33	Short-Term
BRKB 140118C00120000	CALL/BRKB @ 120 EXP 01/18/2014	08-Nov-2013	18-Jan-2014	90	7,470 76	0 000	7,470 76	Short-Term
2BRKB 140224C00122500	CALL/BRKB FLEX EURO PM 122 5 EXP 02/24/2014	24-Dec-2013	24-Feb-2014	90	5,354 90	0 000	5,354 90	Short-Term
BRKB 140322C00125000	CALL/BRKB @ 125 EXP 03/22/2014	18-Nov-2013	18-Mar-2014	90	9,241 03	1,430 100	7,810 93	Short-Term
BRKB 140322C00125000	CALL/BRKB @ 125 EXP 03/22/2014	02-Jan-2014	18-Mar-2014	45	3,263 79	715 050	2,548 74	Short-Term
2BRKB 140425C00119000	CALL/BRKB FLEX EURO PM 119 EXP 04/25/2014	24-Feb-2014	09-Apr-2014	90	5,399 90	46,080 000	-40,680 10	Short-Term
2BRKB 140520C00120000	CALL/BRKB FLEX EURO PM 120 EXP 05/20/2014	28-Jan-2014	05-May-2014	90	9,269 83	60,615 000	-51,345 17	Short-Term
2BRKB 140520C00120000	CALL/BRKB FLEX EURO PM 120 EXP 05/20/2014	11-Feb-2014	05-May-2014	45	4,184 92	30,307 500	-26,122 58	Short-Term
TOTAL					**47,673.46**		**-91,474.19**	

S & G Foundation (Davis FYE 6/30/14)
Schedule D Attachment - Fidelity Account

Description	Shares	Date Aquired	Date Sold	Proceeds	Basis	Gain(Loss)	Term
Fidelity China Region	13,178.3150	various	7/9/2013	399,039.38	227,347.57	171,607.54	LT
						84 27	ST
Barclays Bank	4,400 0000	various	7/11/2013	232,641.08	302,516 75	(69,875 67)	LT
Ishares MSCI Turkey	5,100.0000	various	7/11/2013	280,793.16	301,437.84	(20,644 68)	LT
Ishares MSCI Israel Capped	4,000.0000	various	7/12/2013	173,469 03	146,907 45	26,561 58	ST
DFA Emerging Markets Core Equity Portfoli	25,394.5150	various	10/7/2013	500,000 00	525,102 44	(25,102 44)	ST
SPDR Gold Trust Gold	1,000.0000	various	1/16/2014	120,709.94	91,687.38	29,022 56	LT
DFA International Real Estate Sec Portfolio	59,764.5420	various	1/14/2014	300,000.00	610,495.60	(310,495.60)	LT
Ishares Trust MSCI EAFE min Volatile	3,000.0000	various	1/16/2014	182,067.13	155,595.90	26,471 23	LT
AQR International Core Equity Fund L	13,056.3970	various	4/21/2014	150,000.00	135,138.57	14,861.43	LT
AQR International Equity Fund Cl I	15,667 3630	various	4/21/2014	180,000 00	165,668.16	14,331 84	LT
DFA Japanese Small Co Prtf Instl	10,936 1950	various	4/21/2014	200,000 00	164,597.89	35,516 39	LT
						(114.28)	ST
				2,718,719.72	2,826,495.55	(107,775.83)	
				673,469 03	672,039 89	1,429 14	ST
				2,045,250 69	2,154,455 66	(109,204.97)	LT

S & G Foundation (Davis FYE 6/30/2014)
Schedule D Attachment - JPMorgan 9004

Description	Expire Date	Acquired Date	Sold Date	Shares Sold	Sale Price	Cost of Stock	Gain/Loss	
Berkshire Hathaway Call @115	01/18/14	03/12/13	01/23/14	63	$ 9,825 77	$ -	$ 9,825 77	ST
Berkshire Hathaway Call @120	01/18/14	05/15/13	01/23/14	150	$ 34,994.19	$ -	$ 34,994.19	ST
JPMorgan Chase Call @60	01/18/14	05/23/13	01/23/14	250	$ 32,374 26	$ -	$ 32,374.26	ST
					$ 77,194.22	$ -	$ 77,194 22	
American Express			01/07/14	15,000.00	$ 1,300,477 20	$ 664,362.00	$ 636,115.20	LT
American Express			01/07/14	2,500.00	$ 216,746.20	$ 110,727 00	$ 106,019 20	LT
American Express			01/07/14	7,500.00	$ 650,238.60	$ 332,181.00	$ 318,057 60	LT
American Express			01/07/14	25,000 00	$ 1,794,693 49	$ 1,107,270 00	$ 687,423.49	LT
Berkshire Hathaway Cl B			01/17/14	2,500 00	$ 268,020.30	$ 149,506 28	$ 118,514.03	LT
Berkshire Hathaway Cl B			01/17/14	27,500.00	$ 2,948,223.34	$ 1,644,569 04	$ 1,303,654.29	LT
Berkshire Hathaway Cl B			01/17/14	15,000.00	$ 1,746,469 46	$ 895,506.33	$ 850,963 13	LT
Berkshire Hathaway Cl B			01/17/14	4,800.00	$ 558,870.23	$ 286,562.03	$ 272,308.20	LT
Berkshire Hathaway Cl B			01/17/14	3,900 00	$ 454,082 06	$ 232,831 65	$ 221,250.41	LT
JPM Short Duration Bond Fund		02/03/14	12/26/13	119,266 06	$ 1,298,807 34	$ 1,314,311.93	$ (15,504 59)	LT
JPM Short Duration Bond Fund		03/03/14	04/01/14	55,229.36	$ 602,000 00	$ 608,627 52	$ (6,627 52)	LT
JPM Short Duration Bond Fund		04/01/14	05/20/14	50,686.19	$ 554,000 00	$ 558,561.76	$ (4,561 76)	LT
JPM Short Duration Bond Fund		05/01/14	06/13/14	16,040.33	$ 175,000.00	$ 176,764 44	$ (1,764 44)	LT
JPM Short Duration Bond Fund		06/02/14	06/25/13	274,977 09	$ 3,000,000 00	$ 3,030,247 47	$ (30,247 47)	LT
JPMorgan Chase			12/31/13	25,000.00	$ 1,397,350 52	$ 967,777.50	$ 429,573 02	LT
					$ 16,964,978 73	$ 12,079,805 94	$ 4,885,172.79	
					$ 17,042,172 95	$ 12,079,805 94	$ 4,962,367 01	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS 089	3,431.	3,431.
GOLDMAN SACHS 760	192.	192.
GOLDMAN SACHS 597	102.	102.
MORGAN STANLEY SMITH BARNEY	13.	13.
FIDELITY	6.	6.
JPMORGAN 9004	420.	420.
JPMORGAN 4008	559.	559.
SHELBY CULLOM DAVIS & CO	1,126.	1,126.
GOLDMAN SACHS 900	25.	25.
GOLDMAN SACHS 901	11.	11.
GOLDMAN SACHS 956	175.	175.
TOTAL	6,060.	6,060.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JPM HIGHBRIDGE MEZZ OFFSH INTEREST	276,550.	276,550.
RC ARC INVESTORS LLC INTEREST	825.	825.
GLOBAL ATLANTIC FINANCIAL GROUP INTEREST	3,431.	3,431.
KKR & CO LP INTEREST	98,841.	98,841.
BLACKSTONE GROUP LP INTEREST	68,543.	67,757.
OAKTREE CAPITAL GROUP LLC INTEREST	233,590.	233,590.
GOLDMAN SACHS 089 DIVIDENDS	1,716,429.	1,716,429.
GOLDMAN SACHS 760 DIVIDENDS	227,011.	227,011.
GOLDMAN SACHS 597 DIVIDENDS	398,713.	398,713.
GOLDMAN SACHS 956 DIVIDENDS	68,958.	68,958.
GOLDMAN SACHS 900 DIVIDENDS	76,000.	76,000.
MORGAN STANLEY SMITH BARNEY DIVIDENDS	79,856.	79,856.
FIDELITY DIVIDENDS	421,950.	421,950.
JPMORGAN 9004 DIVIDENDS	4,812,470.	4,812,470.
JPMORGAN 4008 DIVIDENDS	6,280,919.	6,280,919.
SHELBY CULLOM DAVIS & CO DIVIDENDS	3,384,029.	3,384,029.
DAVIS FUNDS DIVIDENDS	67,130.	67,130.
JPM HIGHBRIDGE MEZZ OFFSH DIVIDENDS	6,922.	6,922.
JPM MIDOCEAN III OFFSH DIVIDENDS	23,275.	23,275.
XI SHAN PARTNERS LP DIVIDENDS	14,156.	14,156.
DAVIS PARTNERSHIP LP DIVIDENDS	30,029.	30,029.
KKR & CO LP DIVIDENDS	206,829.	206,829.
BLACKSTONE GROUP LP DIVIDENDS	33,774.	33,774.
OAKTREE CAPITAL GROUP LLC DIVIDENDS	192,058.	192,058.
BUCKEYE PARTNERS INTEREST/DIVIDENDS	17.	17.
ENERGY TRANSFER EQUITY INTEREST/DIVIDEND	1,803.	1,803.
ENTERPRISE PRODUCTS PARTNERS INTEREST	1.	1.
GENESIS ENERGY INTEREST/DIVIDENDS	247.	247.
MARKWEST ENERGY PARTNERS INT/DIVIDENDS	1,191.	1,191.
NGL ENERGY PARTNERS INTEREST/DIVIDENDS	17.	17.
PLAINS ALL AMERICAN PIPELINE INT/DIVS	13.	13.
SUNOCO LOGISTICS INTEREST/DIVIDENDS	671.	671.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TESORO LOGISTICS INTEREST/DIVIDENDS	4.	4.
TOTAL	18,726,252.	18,725,466.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GS MEZZANINE PTRS V OFFSH INVSTMT INCOME	239,375.	239,375.
GS DEVELOPING MRKTS RE OFFSH INVSTMT INC	22,424.	22,424.
GS BDC OFFSHORE INVESTMENT INCOME	165,871.	165,871.
GS GLOBAL ATLANTIC OFFSH INVSTMT INCOME	23.	23.
JPM MIDOCEAN III PRIVATE OFFSH INVST INC	472,637.	472,637.
JPM HIGHBRIDGE MEZZANINE OFFSH INVST INC	12,334.	12,334.
JPM BLACKROCK OPPS OTHER INVSTMT INCOME	90,300.	90,300.
DAVIS PARTNERSHIP OTHER INCOME(LOSS)	-642.	-642.
XI SHAN PARTNERS LP INVSTMT INCOME	1,832.	1,832.
KKR & CO LP INVSTMT INCOME	25,208.	13,167.
BLACKSTONE GROUP LP INVSTMT INCOME	79,221.	35,249.
OAKTREE CAPITAL GROUP LLC INVSTMT INCOME	8,105.	8,105.
RC ARC INVESTORS LLC INVSTMT INCOME	958,762.	371,060.
ACCESS MIDSTREAM PARTNERS ORDINARY INC	-14,985.	-30.
BUCKEYE PARTNERS ORDINARY INCOME	-3,456.	-86.
DCP MIDSTREAM PARTNERS ORDINARY INCOME	-8,139.	
ENERGY TRANSFER PARTNERS ORDINARY INCOME	-11,235.	-740.
ENTERPRISE PRODUCTS PARTNERS ORD INCOME	-23,199.	-391.
EQT MIDSTREAM PARTNERS ORDINARY INCOME	-897.	-54.
GENESIS PARTNERS ORDINARY INCOME	-6,409.	-3.
MARKWEST ENERGY PARTNERS ORDINARY INCOME	-39,434.	-28.
NGL ENERGY PARTNERS ORDINARY INCOME	-1,353.	
OILTANKING PARTNERS ORDINARY INCOME	-5,426.	-348.
PLAINS ALL AMERICAN PARTNERS ORD INCOME	-2,715.	31.
ROSE ROCK MIDSTREAM ORDINARY INCOME	-951.	-1.
SUMMIT MIDSTREAM PARTNERS ORIDNARY INC	-1,293.	
SUNOCO LOGISTICS ORDINARY INCOME	-4,796.	4.
TESORO LOGISTICS ORDINARY INCOME	-1,624.	18.
WESTERN REFINING LOGISTICS ORD INCOME	-1,800.	
GOLAR LNG PARTNERS MISCELLANEOUS INCOME	4,180.	4,180.
WACHOVIA LITIGATION SETTLEMENT	8,103.	8,103.
TOTALS	1,960,021.	1,442,390.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTS CONSULTING FEE	100,000.	100,000.
AYCO TAX PREPARATION FEE	7,055.	
TOTALS	107,055.	100,000.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GLOBAL ATLANTIC FINCL GROUP	12,675.	12,675.
XI SHAN PARTNERSHIP	2,219.	2,219.
DAVIS PARTNERSHIP	11.	11.
KKR & CO LP	10,895.	10,895.
BLACKSTONE GROUP LP	1,781.	1,781.
ENERGY TRANSFER EQUITY LP	696.	696.
GENESIS ENERGY LP	45.	45.
SUNOCO LOGISTICS LP	46.	46.
TOTALS	28,368.	28,368.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAXES		943,000.	
FOREIGN TAXES		38,127.	37,901.
	TOTALS	981,127.	37,901.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ACCOUNT MGMT INVESTMENT FEES	221,970.	221,970.	
JPM HGHBRDG MEZZ OFFSH INV EXP	35,019.	35,019.	
JPM MIDOCEAN III OFFSH INV EXP	22,783.	22,783.	
GLOBAL ATLANTIC FIN GRP INV EX	9,091.	9,091.	
XI SHAN PARTNERS INVSTMT EXP	27,923.	27,923.	
DAVIS PTRSHIP INVSTMT EXPENSE	7,515.	7,515.	
KKR & CO INVESTMENT EXPENSE	98,079.	98,079.	
BLACKSTONE GROUP INVSTMT EXP	6,791.	3,809.	
OAKTREE CAPITAL GROUP INV EXP	14,049.	14,049.	
ROSE ROCK MIDSTREAM INVST EXP	12.	12.	
WEALTHTOUCH INVSTMT FEE	11,258.	11,258.	
CHARITABLE CONTRBS THROUGH INV	11.		11.
RECLAIMABLE TAXES PAID	4,588.		
STATE OF WYOMING FEE	101.		
INVESTMENT FEES PAID	329.	329.	
FOREIGN CURRENCY ADJUSTMENT	25.	25.	
NON-DEDUCTIBLE EXPENSES K-1S	326.	326.	
TOTALS	459,870.	452,188.	11.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS 089	53,720,492.	112,994,386.
GOLDMAN SACHS 760	10,590,118.	14,323,545.
GOLDMAN SACHS 597	6,217,488.	7,015,299.
GOLDMAN SACHS 956	1,852,259.	2,607,880.
GOLDMAN SACHS 900	2,256,086.	5,739,600.
GOLDMAN SACHS 901	2,561,495.	5,635,748.
MORGAN STANLEY SMITH BARNEY	2,875,051.	5,007,516.
FIDELITY	13,477,395.	15,541,863.
JPMORGAN 9004	190,278,870.	519,760,133.
SHELBY CULLOM DAVIS & CO	148,550,474.	265,171,305.
DAVIS INVESTMENT FUNDS	389,070.	9,571,512.
TOTALS	432,768,798.	963,368,787.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JPMORGAN 4008	3,000,000.	4,022,335.
TOTALS	3,000,000.	4,022,335.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GS GLOBAL OPPORTUNITIES OFFSH	3,000,000.	3,227,703.
GS INVSTMT PARTNERS OFFSHORE	1,719,324.	848,547.
GS LIBERTY HARBOR OFFSHORE	217,826.	215,288.
GS MEZZANINE PARTNERS V OFFSH	1,423,273.	1,524,979.
GS DEVELOPING MKTS RE OFFSH	606,815.	283,417.
GS CORPORATE CREDIT INV OFFSHR	5,342,967.	8,366,288.
GS BDC OFFSHORE	4,000,000.	4,048,000.
MSSB TIGER ACCELERATOR OFFSH	982,045.	1,199,185.
JPM MIDOCEAN III PRIV OFFSHORE	2,027,750.	2,256,265.
JPM HIGHBRIDGE MEZZ OFFSHORE	2,230,824.	2,765,576.
SECOND CURVE VISION FD INTL	1,649,788.	7,913,179.
KKR & CO LP VIA GS	5,311,720.	9,269,730.
KKR & CO LP VIA JPM	3,207,428.	5,839,200.
KKR & CO LP VIA SDC	3,108,106.	3,162,900.
BLACKSTONE GROUP LP VIA GS	1,988,273.	5,016,000.
BLACKSTONE GROUP LP VIA JPM	3,534,320.	10,032,000.
BLACKSTONE GROUP LP VIA SDC	298,955.	334,400.
OAKTREE CAPITAL GROUP VIA GS	6,158,217.	8,705,759.
OAKTREE CAPITAL GROUP VIA JPM	393,751.	499,900.
XI SHAN PARTNERS LP	953,326.	961,632.
RC ARC INVESTORS LLC	908,206.	81,792.
GS GLOBAL ATLANTIC OFFSHORE	7,481,688.	9,270,000.
DAVIS PARTNERSHIP LP	29,944,545.	28,954,310.
ACCESS MIDSTREAM PARTNERS	397,517.	533,820.
BUCKEYE PARTNERS	430,774.	544,043.
DCP MIDSTREAM PARTNERS	354,170.	444,600.
ENERGY TRANSFER EQUITY	303,655.	589,400.
ENTERPRISE PRODUCTS PARTNERS	675,992.	908,164.
EQT MIDSTREAM PARTNERS	233,205.	406,308.
GENESIS ENERGY LP	303,859.	364,260.
MARKWEST ENERGY PARTNERS	223,275.	284,817.
NGL ENERGY PARTNERS	73,306.	121,352.
OILTANKING PARTNERS	384,205.	609,546.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PLAINS ALL AMERICAN PIPELINE	252,892.	300,250.
ROSE ROCK MIDSTREAM	34,017.	60,104.
SUMMIT MIDSTREAM PARTNERS	293,787.	396,630.
SUNOCO LOGISTICS	349,107.	518,210.
TESORO LOGISTICS	299,395.	440,400.
WESTERN REFINING LOGISTICS	185,838.	261,680.
TOTALS	91,284,141.	121,559,634.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
RECEIVABLE	3,780.	3,797.
TOTALS	3,780.	3,797.

ATTACHMENT 12

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
APPRECIATION OVER DONOR COST BASIS ON ASSETS DONATED FROM THE FOUNDATION	16,288,226.
TOTAL	16,288,226.

ATTACHMENT 13

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
APPRECIATION OVER DONOR COST BASIS ON ASSETS CONTRIBUTED TO THE FOUNDATION	107,929,300.
PRIOR PERIOD ADJUSTMENTS TO TAX BASIS	18,979,077.
TOTAL	126,908,377.

ATTACHMENT 14

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

ADMISSION OF A NEW OFFICER AS VICE PRESIDENT

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SHELBY M. CULLOM DAVIS C/O THE AYCO COMPANY, PO BOX 860 SARATOGA SPRINGS, NY 12866-0860	PRESIDENT - AS NEEDED	0	0	0
JACOB MNOOKIN C/O THE AYCO COMPANY, PO BOX 860 SARATOGA SPRINGS, NY 12866-0860	VICE PRESIDENT - AS NEEDED	0	0	0
GALE LANSING DAVIS C/O THE AYCO COMPANY, PO BOX 860 SARATOGA SPRINGS, NY 12866-0860	SECRETARY/TREASURER- AS NEEDED	0	0	0
MARY ANN MCGRATH C/O THE AYCO COMPANY, PO BOX 860 SARATOGA SPRINGS, NY 12866-0860	DIRECTOR - AS NEEDED	0	0	0
LANSING A. DAVIS C/O THE AYCO COMPANY, PO BOX 860 SARATOGA SPRINGS, NY 12866-0860	DIRECTOR - AS NEEDED	0	0	0
	GRAND TOTALS	0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
PHILIP O GEIER 460 PIERCE ST MONTEREY, CA 93940	GRANTS CONSULTING	100,000.
	TOTAL COMPENSATION	100,000.

S&G FOUNDATION, INC 36-4193183

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

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VARIOUS (SEE ATTACHMENT) VARIOUS	NONE PC	GENERAL CHARITABLE PURPOSES	25,848,169.
		TOTAL CONTRIBUTIONS PAID	25,848,169.

ATTACHMENT 17

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: S&G FOUNDATION, INC.

Employer identification number: 36-4193183

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	4,826,834.	4,801,053.		25,781.

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	58,386.
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	84,167.

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	44,198,391.	31,910,530.		12,287,861.

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	956,592.
13 Capital gain distributions	13	946,926.
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	14,191,379.

Part III **Summary of Parts I and II** *Caution: Read the instructions **before** completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 **Net short-term gain or (loss)**	17			84,167.
18 **Net long-term gain or (loss):**				
a Total for year	18a			14,191,379.
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			14,275,546.

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

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www irs gov/form8949.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
S&G FOUNDATION, INC.	36-4193183

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term For long-term transactions, see page 2

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
GOLDMAN SACHS 760 (SEE ATTACHMENT)	VAR	VAR	788,588.	749,650.			38,938.
GOLDMAN SACHS 597 (SEE ATTACHMENT)	VAR	VAR	971,792.	925,570.			46,222.
GOLDMAN SACHS 956 (SEE ATTACHMENT)	VAR	VAR	2,140,670.	2,219,670.			-79,000.
GOLDMAN SACHS 900 OPTIONS (SEE ATTACH	VAR	VAR	120,771.	87,958.			32,813.
GOLDMAN SACHS 901 OPTIONS (SEE ATTACH	VAR	VAR	47,673.	139,148.			-91,475.
FIDELITY (SEE ATTACHMENT)	VAR	VAR	673,469.	672,040.			1,429.
JPMORGAN 9004 OPTIONS (SEE ATTACHMENT)	VAR	VAR	77,194.				77,194.
1,264 SHS TESCO	12/31/2013	1/10/2014	6,677.	7,017.			-340.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked)▶			4,826,834.	4,801,053.			25,781.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
S&G FOUNDATION, INC.	36-4193183

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
35,612.847 SHS LIBERTY HARBOR OFFSHORE I L	VAR	VAR	4,103,983.	3,532,175.			571,808.
66,521.8915 SHS GS CORPORATE CREDIT IN	VAR	VAR	10000000.	6,657,033.			3,342,967.
GOLDMAN SACHS 760 (SEE ATTACHMENT)	VAR	VAR	3,686,784.	2,335,797.			1,350,987.
GOLDMAN SACHS 597 (SEE ATTACHMENT)	VAR	VAR	2,448,984.	1,978,420.			470,564.
FIDELITY (SEE ATTACHMENT)	VAR	VAR	2,045,251.	2,154,456.			-109,205.
JPMORGAN 9004 (SEE ATTACHMENT)	VAR	VAR	16964979.	12079806.			4,885,173.
91,502 SHS TESCO	VAR	1/10/2014	483,341.	742,556.			-259,215.
52,800 SHS BERKLEY WR	5/20/2009	7/18/2013	2,310,958.	1,250,954.			1,060,004.
23,000 SHS BERKLEY WR	5/20/2009	12/13/2013	995,358.	540,866.			454,492.
10,000 SHS SCHWAB	3/13/2012	11/8/2013	229,491.	116,625.			112,866.
34,000 SHS TD AMERITRADE	8/8/2011	11/8/2013	929,262.	521,842.			407,420.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			44198391.	31910530.			12287861.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

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					58,386.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					956,592.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					946,926.	
		35,612.847 SHS LIBERTY HARBOR OFFSHORE I PROPERTY TYPE: OTHER				P	VAR	VAR
4,103,983.		3,532,175.					571,808.	
		66,521.8915 SHS GS CORPORATE CREDIT INVE PROPERTY TYPE: OTHER				P	VAR	VAR
10000000.		6,657,033.					3,342,967.	
		GOLDMAN SACHS 760 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
788,588.		749,650.					38,938.	
		GOLDMAN SACHS 760 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
3,686,784.		2,335,797.					1,350,987.	
		GOLDMAN SACHS 597 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
971,792.		925,570.					46,222.	
		GOLDMAN SACHS 597 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,448,984.		1,978,420.					470,564.	
		GOLDMAN SACHS 956 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,140,670.		2,219,670.					-79,000.	
		GOLDMAN SACHS 900 OPTIONS (SEE ATTACHMEN PROPERTY TYPE: OTHER				P	VAR	VAR
120,771.		87,958.					32,813.	
		GOLDMAN SACHS 901 OPTIONS (SEE ATTACHMEN PROPERTY TYPE: OTHER				P	VAR	VAR
47,673.		139,148.					-91,475.	
		FIDELITY (SEE ATTACHMENT)				P	VAR	VAR

S&G FOUNDATION, INC. 36-4193183

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)	
		PROPERTY TYPE: SECURITIES						
673,469.		672,040.					1,429.	
		FIDELITY (SEE ATTACHMENT)				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
2,045,251.		2,154,456.					-109,205.	
		JPMORGAN 9004 OPTIONS (SEE ATTACHMENT)				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
77,194.							77,194.	
		JPMORGAN 9004 (SEE ATTACHMENT)				D	VAR	VAR
		PROPERTY TYPE: SECURITIES						
16964979.		12079806.					4,885,173.	
		1,264 SHS TESCO				P	12/31/2013	1/10/2014
		PROPERTY TYPE: SECURITIES						
6,677.		7,017.					-340.	
		91,502 SHS TESCO				P	VAR	1/10/2014
		PROPERTY TYPE: SECURITIES						
483,341.		742,556.					-259,215.	
		52,800 SHS BERKLEY WR				D	5/20/2009	7/18/2013
		PROPERTY TYPE: SECURITIES						
2,310,958.		1,250,954.					1,060,004.	
		23,000 SHS BERKLEY WR				D	5/20/2009	12/13/2013
		PROPERTY TYPE: SECURITIES						
995,358.		540,866.					454,492.	
		10,000 SHS SCHWAB				D	3/13/2012	11/8/2013
		PROPERTY TYPE: SECURITIES						
229,491.		116,625.					112,866.	
		34,000 SHS TD AMERITRADE				D	8/8/2011	11/8/2013
		PROPERTY TYPE: SECURITIES						
929,262.		521,842.					407,420.	
TOTAL GAIN(LOSS)							14275546.	