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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , **2014, and ending** , **20**

Name of foundation

The Lesley Waldheim Charitable Foundation

A Employer identification number

43-6886268

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

600 Washington Avenue | 2500

B Telephone number (see instructions)

(314) 444-7600

City or town, state or province, country, and ZIP or foreign postal code

Saint Louis, MO 63101

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 ☒ 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)* ▶ $ 26,310,093.12

J Accounting method ☒ 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)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	607.19	607.19	607.19	
	4 Dividends and interest from securities	618,648.37	618,648.37	618,648.37	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,744,222.44		
	8 Net short-term capital gain			20,052.09	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	619,255.56	2,363,478.00	639,307.65	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	19,212.00	19,212.00	19,212.00	
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	288,879.34	288,879.34	288,879.34	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	39,174.91	39,174.91	39,174.91	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	347,266.25	347,266.25	347,266.25	
	25 Contributions, gifts, grants paid	1,520,000.00			1,520,000.00
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,867,266.25	347,266.25	347,266.25	1,520,000.00
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,248,010.69			
	b **Net investment income** (if negative, enter -0-)		2,016,211.75		
	c **Adjusted net income** (if negative, enter -0-)			292,041.40	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,278,222.42	1,412,469.38	1,412,469.38
	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	70,000.00	39,004.58	39,004.58
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	15,499,983.50	15,384,422.31	20,817,696.77
	c Investments - corporate bonds (attach schedule)	1,750,000.00	2,236,561.43	2,186,725.86
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	15 Other assets (describe ▶)	1,000,000.00	1,000,000.00	1,854,196.53
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	19,598,205.92	20,072,457.70	26,310,093.12
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)			
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			
	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)	19,528,205.92	20,072,457.70	
	31 **Total liabilities and net assets/fund balances** (see instructions)	19,528,205.92	20,072,457.70	

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	19,528,205.92
2	Enter amount from Part I, line 27a	2	-1,248,010.69
3	Other increases not included in line 2 (itemize) ▶ increase in cost basis; correction	3	1,792,262.47
4	Add lines 1, 2, and 3	4	20,072,457.70
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,072,457.70

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	Publically traded securities - Goldman Sachs			
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	6,577,511.15		4,833,288.71	1,744,222.44
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				1,744,222.44
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	1,744,222.44
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	20,052.09

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))
2013	1,183,000.00	23,295,019.04	0.0508
2012	1,097,000.00	20,492,381.84	0.0535
2011	1,093,445.80	19,627,076.07	0.0557
2010	945,000.00	18,567,951.44	0.0509
2009	1,020,000.00	16,357,591.51	0.0624

2	**Total** of line 1, column (d)	2	0.2733
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	0.0547
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	25,379,676.51
5	Multiply line 4 by line 3	5	1,388,268.31
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,162.12
7	Add lines 5 and 6	7	1,408,430.43
8	Enter qualifying distributions from Part XII, line 4	8	1,520,000.00

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 ▶ [x] and enter 1% of Part I, line 27b	1	20,162.12
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	20,162.12
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	20,162.12
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 39,004.58		
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	39,004.58
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	18,842.46
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 18,842.46 **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*	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		
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) ▶ Missouri			
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 2014 or the taxable year beginning in 2014 (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)*

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 ▶ Marian V. Mehan Telephone no ▶ (314) 444-7600

Located at ▶ 600 Washington Avenue, Suite 2500, St. Louis, MO ZIP+4 ▶ 63101

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 2014, 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 FinCEN Form 114, (formerly 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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		
	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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		
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 2014 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 2014)*	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 2014?	4b		x

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, 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 4945(d)(4)(A)? (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
Lesley A. Waldheim One McKnight Place #476 St. Louis, MO 63124	Co-Trustee	0.00	0.00	0.00
Marian V. Mehan 600 Washington Avenue, Suite 2500 St. Louis, MO 63101	Co-Trustee	0.00	0.00	0.00

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 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
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 Distribution to Places for People Housing and Care for the mentally handicapped	200,000.00
2 Distribution to Washington University Medical School Prevention of sexual abuse in children	200,000.00
3 Distribution to Paraquad Support for the disabled to live independently	200,000.00
4 Distribution to the Greater St. Louis Area Foodbank Collect and distribute food to those in need	200,000.00

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	24,867,087.66
b	Average of monthly cash balances	1b	899,081.39
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	25,766,169.05
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	25,766,169.05
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	386,492.54
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,379,676.51
6	**Minimum investment return.** Enter 5% of line 5	6	1,268,983.83

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	1,268,983.83
2a	Tax on investment income for 2014 from Part VI, line 5	2a	20,162.12		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	20,162.12
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,248,821.71
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,248,821.71
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	1,248,821.71

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	1,520,000.00
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	1,520,000.00
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	20,162.12
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,499,837.88

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,248,821.71
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2014.				
a From 2009 301,200.28				
b From 2010 24,723.69				
c From 2011 125,200.40				
d From 2012 251,899.81				
e From 2013 49,244.47				
f **Total** of lines 3a through e	752,268.65			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,520,000.00				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				1,248,821.71
e Remaining amount distributed out of corpus	271,178.29			
5 Excess distributions carryover applied to 2014 *(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	1,023,446.94			
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	301,200.28			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	722,246.66			
10 Analysis of line 9				
a Excess from 2010 24,723.69				
b Excess from 2011 125,200.40				
c Excess from 2012 251,899.81				
d Excess from 2013 49,244.47				
e Excess from 2014 271,178.29				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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))

Lesley A. Waldheim

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

n/a

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

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

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

Marian V. Mehan, Co-Trustee, 600 Washington Avenue, Suite 2500, St. Louis, MO 63101

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

No set form

c Any submission deadlines

No set deadlines

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

None

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*				
Hot City Theatre		Public	Theatrical Events	20,000.00
New Line Theatre		Public	Theatrical Events	20,000.00
Washington University Medical School		Public	Prev. of child abuse	200,000.00
Access Academies		Public	Education	180,000.00
Places for People		Public	Homeless Shelter	200,000.00
Matthew Dickey		Public	Community Center	100,000.00
St. Louis Symphony		Public	Music Events	100,000.00
St. Louis Area Foodbank		Public	Food for the poor	200,000.00
Meals on Wheels		Public	Food for shut-ins	150,000.00
Opera Theatre of St. Louis		Public	Theatrical Events	50,000.00
Paraquad		Public	Support for Disabled	200,000.00
Lifelong Learning Institute		Public	Education	50,000.00
KWMU		Public	Public Radio	50,000.00
Total . . . . . ▶ **3a**				1,520,000.00
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	607.19	
4 Dividends and interest from securities			14	618,648.37	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)				619,255.56	
13 **Total.** Add line 12, columns (b), (d), and (e)					13 619,255.56

(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)

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

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

▶ Marian V. Nelson | 5/7/15 | ▶ Trustee

Signature of officer or trustee | Date | Title

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
Joel L. Weeks		5/6/15		P00989245

Firm's name ▶ Lewis Rice LLC | Firm's EIN ▶ 48-1072151

Firm's address ▶ 600 Washington Avenue, Suite 2500 St. Louis, MO 63101 | Phone no (314) 444-7600

				The Lesley Waldheim Charitable Foundation			
					EIN: 43-6886268		
					2014 Form 990-PF		
					Pt 1, Ln 3 (Int)	Pt 1, Ln 4 (Div)	
Goldman Sachs, Acct#020-57074-3						$30.43	
Goldman Sachs, Acct#020-53028-3					$194.11	$45,116.49	
Goldman Sachs, Acct#020-66956-0					$60.98	$328,113.15	
Goldman Sachs, Acct#020-67176-4					$55.95	$47,686.80	
Goldman Sachs, Acct#020-67178-0					$193.74	$129,009.17	
Goldman Sachs, Acct#020-67180-6					$102.41	$68,692.33	
TOTALS					$607.19	$618,648.37	

The Lesley Waldheim Charitable Foundation		
EIN: 43-6886268		
2014 Form 990-PF		
Long Term Capital Gain/Loss		
Gross Sale	Cost Basis	Gain/Loss
Goldman Sachs, Acct#020-53028-3	$1,521,761.10	$1,250,000.00	$271,761.10
Goldman Sachs, Acct#020-66956-0	$1,703,762.37	$1,240,615.81	$463,146.56
Goldman Sachs, Acct#020-67176-4	$491,494.05	$324,406.26	$167,087.79
Goldman Sachs, Acct#020-67178-0	$1,233,837.62	$885,605.28	$348,232.34
Goldman Sachs, Acct#020-67180-6	$1,117,066.51	$643,663.35	$473,403.16
	$6,067,921.65	$ 4,344,290.70	$ 1,723,630.95
Capital Gain Distributions			$539.40
			$ 1,724,170.35
Short Term Capital Gain/Loss			
Goldman Sachs, Acct#020-53028-3			$-
Goldman Sachs, Acct#020-66956-0	$302,063.88	$258,321.56	$43,742.32
Goldman Sachs, Acct#020-67176-4	$40,354.86	$46,422.57	($6,067.71)
Goldman Sachs, Acct#020-67178-0	$166,631.36	$184,253.88	($17,622.52)
Goldman Sachs, Acct#020-67180-6			
	$509,050.10	$488,998.01	$20,052.09

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	43,742 32	Net Covered Long-Term Gains (Losses)	291,650 40	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	171,496 16		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0.00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**43,742.32**	**Total Long-Term Gains (Losses)**	**463,146.56**	**Total Ordinary Gains (Losses)**	**0.00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
FIRSTENERGY CORP CMN (337932107)	10/18/2013	01/07/2014	394.00	12,564.44	0.00	14,933.68	(2,369.24)
MICROSOFT CORPORATION CMN (594918104)	08/14/2013	01/07/2014	332.00	12,074.63	0.00	10,686.40	1,388.23
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	11/04/2013	01/07/2014	187.00	14,862.50	0 00	14,496.38	366.12
TOTAL SA SPONSORED ADR CMN (89151E109)	06/12/2013	01/07/2014	272.00	16,251.71	0.00	13,550.35	2,701.36
VERIZON COMMUNICATIONS INC. CMN (92343V104)	02/24/2014	02/24/2014	0.40	18 98	0.00	0.00	18.98
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	11/04/2013	09/04/2014	2,640.00	246,291.62	0.00	204,654.75	41,636.87
Net Covered Short-Term Gains (Losses)				**302,063.88**	**0.00**	**258,321.56**	**43,742.32**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
APPLE, INC CMN (037833100)	11/30/2012	01/07/2014	20.00	10,804.41	0 00	11,669 42	(865 01)
AT&T INC CMN (00206R102)	08/08/2012	01/07/2014	399.00	13,948.79	0.00	14,878.71	(929.92)
BOEING COMPANY CMN (097023105)	08/08/2012	01/07/2014	122.00	17,146.81	0 00	9,098 02	8,048 79
BP P.L.C. SPONSORED ADR CMN (055622104)	01/04/2013	01/07/2014	292.00	14,182.19	0.00	12,742 43	1,439.76

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

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

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

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
HONEYWELL INTL INC CMN (438516106)	08/08/2012	01/07/2014	101 00	9,166 60	0.00	5,943 98	3,222 62
JPMORGAN CHASE & CO CMN (46625H100)	08/08/2012	01/07/2014	360.00	21,002.03	0.00	13,407.86	7,594.17
MC DONALDS CORP CMN (580135101)	08/08/2012	01/07/2014	93.00	8,965 97	0.00	8,129 41	836 56
MERCK & CO., INC. CMN (58933Y105)	08/08/2012	01/07/2014	428.00	21,442 42	0.00	18,831.13	2,611 29
PRUDENTIAL FINANCIAL INC CMN (744320102)	08/08/2012	01/07/2014	94.00	8,536.93	0.00	5,037 73	3,499.20
QUALCOMM INC CMN (747525103)	08/08/2012	01/07/2014	186.00	13,587 06	0.00	11,411.36	2,175.70
THE TRAVELERS COMPANIES, INC CMN (89417E109)	08/08/2012	01/07/2014	257.00	22,705 55	0.00	16,442.04	6,263.51
VIACOM INC CMN CLASS B (92553P201)	08/08/2012	01/07/2014	220.00	19,042.86	0.00	10,797.70	8,245.16
VODAFONE GROUP PLC SPONSORED ADR CMN (92857W209)	08/08/2012	01/07/2014	662.00	25,718 25	0.00	19,841.44	5,876 81
XILINX INCORPORATED CMN (983919101)	11/30/2012	01/07/2014	230.00	10,474.01	0.00	7,980.31	2,493.70
BOEING COMPANY CMN (097023105)	08/08/2012	01/14/2014	234.00	32,683.91	0.00	17,450.29	15,233.62
LOWES COMPANIES INC CMN (548661107)	09/10/2012	01/16/2014	2,468.00	118,638 29	0.00	71,655.67	46,982.62
VODAFONE GROUP PLC ADR CMN (92857W308)	08/08/2012	02/27/2014	0.09	3 42	0.00	0.00	3.42
VODAFONE GROUP PLC ADR CMN (92857W308)	08/08/2012	03/03/2014	845.00	34,121.88	0.00	46,431.56	(12,309.68)
THE TRAVELERS COMPANIES, INC CMN (89417E109)	08/08/2012	03/24/2014	323.00	27,112.84	0.00	20,664.51	6,448.33
VIACOM INC CMN CLASS B (92553P201)	09/10/2012	05/05/2014	63.00	5,298.75	0.00	3,205.42	2,093.33
VIACOM INC CMN CLASS B (92553P201)	08/08/2012	05/05/2014	1,302.00	109,507.41	0.00	63,902.78	45,604.63
HSBC HOLDINGS PLC SPONSORED ADR CMN (404280406)	09/10/2012	06/23/2014	916.00	47,238.05	0.00	41,329.92	5,908.13
HSBC HOLDINGS PLC SPONSORED ADR CMN (404280406)	08/08/2012	06/23/2014	923.00	47,599.04	0.00	40,676.61	6,922 43
THE TRAVELERS COMPANIES, INC CMN (89417E109)	09/10/2012	06/23/2014	16.00	1,516 96	0.00	1,046 95	470.01
THE TRAVELERS COMPANIES, INC CMN (89417E109)	08/08/2012	06/23/2014	1,213.00	115,004.70	0.00	77,603.88	37,400.82
MERCK & CO , INC. CMN (58933Y105)	08/08/2012	08/11/2014	1,481.00	84,209.29	0.00	65,160 98	19,048.31
XILINX INCORPORATED CMN (983919101)	11/30/2012	08/11/2014	2,917.00	120,333 46	0.00	101,211.10	19,122 36
VIACOM INC CMN CLASS B (92553P201)	09/10/2012	08/25/2014	1,447.00	116,486.29	0.00	73,622.88	42,863 41
BP P.L C. SPONSORED ADR CMN (055622104)	02/11/2013	09/04/2014	1,009.00	45,463.59	0.00	43,363.40	2,100.19

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

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

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
BP P L.C SPONSORED ADR CMN (055622104)	01/04/2013	09/04/2014	2,816.00	126,883 53	0.00	122,885 90	3,997 63
MC DONALDS CORP CMN (580135101)	08/08/2012	10/14/2014	547.00	49,858.21	0.00	47,814 89	2,043 32
MC DONALDS CORP CMN (580135101)	09/10/2012	10/14/2014	634 00	57,788.13	0 00	57,915 90	(127 77)
AT&T INC CMN (00206R102)	08/08/2012	10/20/2014	841.00	28,693.84	0.00	31,360.89	(2,667.05)
Net Covered Long-Term Gains (Losses)				**1,385,165.47**	**0.00**	**1,093,515.07**	**291,650.40**
NonCovered Long-Term Gains (Losses)							
E.I. DU PONT DE NEMOURS AND CO CMN (263534109)	01/01/1966	01/07/2014	174.00	10,852.19	0.00	1.74	10,850.45
EXXON MOBIL CORPORATION CMN (30231G102)	02/08/1940	01/07/2014	120 00	12,116.18	0.00	26 86	12,089.32
GENERAL ELECTRIC CO CMN (369604103)	01/01/1966	01/07/2014	769.00	20,977.95	0.00	299.64	20,678 31
PEPSICO INC CMN (713448108)	03/03/1985	01/07/2014	76 00	6,358.05	0.00	295.89	6,062 16
PEPSICO INC CMN (713448108)	06/18/2002	01/07/2014	134.00	11,210.24	0.00	6,949.24	4,261.00
PFIZER INC CMN (717081103)	10/16/2009	01/07/2014	400.00	12,307 78	0 00	7,006 00	5,301.78
PHILIP MORRIS INTL INC CMN (718172109)	09/28/2004	01/07/2014	107.00	9,068 09	0.00	2,598.76	6,469.33
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	02/26/1985	01/07/2014	186.00	15,136 41	0.00	662 00	14,474.41
PEPSICO INC CMN (713448108)	06/18/2002	01/16/2014	6.00	495.11	0.00	311.16	183.95
PEPSICO INC CMN (713448108)	09/28/2004	01/16/2014	2,667 00	220,074 90	0.00	128,949 45	91,125.45
Net NonCovered Long-Term Gains (Losses)				**318,596.90**	**0.00**	**147,100.74**	**171,496.16**

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

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

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REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	(6,067 71)	Net Covered Long-Term Gains (Losses)	167,055 69	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	32 10		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**(6,067.71)**	**Total Long-Term Gains (Losses)**	**167,087.79**	**Total Ordinary Gains (Losses)**	**0.00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
DECKERS OUTDOORS CORP CMN (243537107)	09/24/2013	06/30/2014	35.00	3,016.81	0.00	2,168.34	848.47
DECKERS OUTDOORS CORP CMN (243537107)	09/23/2013	06/30/2014	188.00	16,204.56	0.00	11,670.40	4,534.16
MRC GLOBAL INC. CMN (55345K103)	12/11/2013	10/21/2014	1,025.00	21,133.49	0.00	32,583.83	(11,450.34)
Net Covered Short-Term Gains (Losses)				**40,354.86**	**0.00**	**46,422.57**	**(6,067.71)**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
ALBEMARLE CORP CMN (012653101)	08/08/2012	06/30/2014	367.00	26,209.58	0.00	22,068.89	4,140.69
EATON VANCE CORP (NON-VTG) CMN (278265103)	09/10/2012	06/30/2014	311.00	11,742.61	0.00	8,774 03	2,968.58
EATON VANCE CORP (NON-VTG) CMN (278265103)	08/08/2012	06/30/2014	2,563.00	96,772.64	0.00	69,898.40	26,874.24
MARTIN MARIETTA MATERIALS,INC CMN (573284106)	09/10/2012	07/10/2014	300.00	38,628.31	0.00	25,268 22	13,360 09
MARTIN MARIETTA MATERIALS,INC CMN (573284106)	08/08/2012	07/10/2014	316.00	40,688.49	0.00	24,249.84	16,438.65
MICREL INC CMN (594793101)	08/08/2012	08/28/2014	120.00	1,467 57	0.00	1,179.10	288.47
MICREL INC CMN (594793101)	09/10/2012	08/28/2014	4,015.00	49,102.36	0.00	42,098.08	7,004.28

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
TEJON RANCH CO CMN (879080109)	08/08/2012	08/28/2014	159.00	4,471.28	0.00	4,467 71	3.57
OLD DOMINION FGHT LINES INC CMN (679580100)	08/08/2012	11/12/2014	95.00	7,274.31	0.00	2,840.43	4,433.88
TEJON RANCH CO CMN (879080109)	08/08/2012	11/12/2014	279.00	8,244 40	0 00	7,839 56	404 84
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK (198516106)	08/08/2012	11/13/2014	808.00	33,114.98	0.00	21,703.53	11,411.45
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK (198516106)	08/08/2012	11/14/2014	386.00	15,871.65	0 00	10,368.27	5,503.38
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK (198516106)	09/10/2012	11/14/2014	484.00	19,901.25	0.00	12,714.68	7,186.57
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK (198516106)	09/10/2012	11/17/2014	854.00	35,355 41	0 00	22,434 58	12,920 83
ALLIANCE DATA SYSTEMS CORPORAT CMN (018581108)	09/10/2012	12/12/2014	0.22	64.87	0.00	0.00	64.87
CONVERSANT INC CMN (21249J105)	09/10/2012	12/12/2014	2,943.00	55,276.60	0 00	1,652 45	53,624.15
ALLIANCE DATA SYSTEMS CORPORAT CMN (018581108)	09/10/2012	12/16/2014	169.00	47,275.64	0.00	46,848.49	427.15
Net Covered Long-Term Gains (Losses)				**491,461.95**	**0.00**	**324,406.26**	**167,055.69**
NonCovered Long-Term Gains (Losses)							
TREDEGAR CORPORATION CMN (894650100)		03/10/2014	0.00	32.10	0.00	No Cost	32.10 [8]
Net NonCovered Long-Term Gains (Losses)				**32.10**	**0.00**	**0.00**	**32.10**

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

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REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	(17,622 52)	Net Covered Long-Term Gains (Losses)	348,232.34	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	0 00		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0.00	Net Miscellaneous Long-Term Gains (Losses)	0.00	Net Miscellaneous Ordinary Gains (Losses)	0.00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**(17,622.52)**	**Total Long-Term Gains (Losses)**	**348,232.34**	**Total Ordinary Gains (Losses)**	**0.00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
TRIUMPH GROUP INC CMN (896818101)	03/01/2013	01/31/2014	100.00	6,868.70	0.00	7,249.20	(380.50)
TRIUMPH GROUP INC CMN (896818101)	02/28/2013	01/31/2014	300.00	20,606.10	0.00	22,109.73	(1,503.63)
TRIUMPH GROUP INC CMN (896818101)	03/01/2013	02/03/2014	200.00	13,700.74	0.00	14,498 40	(797 66)
TRIUMPH GROUP INC CMN (896818101)	03/01/2013	02/10/2014	150.00	9,810.18	0.00	10,873.80	(1,063.62)
TRIUMPH GROUP INC CMN (896818101)	03/05/2013	02/11/2014	200.00	13,027 03	0.00	14,507 66	(1,480.63)
TRIUMPH GROUP INC CMN (896818101)	03/06/2013	02/11/2014	250.00	16,283.79	0.00	18,277.93	(1,994.14)
TRIUMPH GROUP INC CMN (896818101)	03/01/2013	02/11/2014	250.00	16,283 79	0 00	18,123.00	(1,839 21)
TRIUMPH GROUP INC CMN (896818101)	03/04/2013	02/11/2014	300 00	19,540.55	0.00	21,537.39	(1,996.84)
TRIUMPH GROUP INC CMN (896818101)	03/08/2013	02/12/2014	100.00	6,488 03	0.00	7,429 93	(941.90)
TRIUMPH GROUP INC CMN (896818101)	03/06/2013	02/12/2014	150.00	9,732.04	0.00	10,966.76	(1,234.72)
TRIUMPH GROUP INC CMN (896818101)	03/07/2013	02/12/2014	200.00	12,976 05	0.00	14,741.82	(1,765 77)
GAMING AND LEISURE PROP, INC. CMN (36467J108)	02/19/2014	02/19/2014	0.39	14.30	0.00	0.00	14.30
GAMING AND LEISURE PROP, INC. CMN (36467J108)	02/19/2014	06/06/2014	626.00	21,300.06	0 00	23,938 26	(2,638.20)
Net Covered Short-Term Gains (Losses)				**166,631.36**	**0.00**	**184,253.88**	**(17,622.52)**

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
DELPHI AUTOMOTIVE PLC CMN (G27823106)	08/08/2012	01/06/2014	400.00	23,726 70	0.00	11,558.56	12,168.14
DELPHI AUTOMOTIVE PLC CMN (G27823106)	09/10/2012	01/27/2014	50.00	3,005.00	0.00	1,546.29	1,458 71
DELPHI AUTOMOTIVE PLC CMN (G27823106)	08/08/2012	01/27/2014	150.00	9,015.01	0 00	4,334.46	4,680.55
DELPHI AUTOMOTIVE PLC CMN (G27823106)	09/10/2012	01/28/2014	1,600.00	95,959.45	0.00	49,481.28	46,478 17
ILLINOIS TOOL WORKS CMN (452308109)	08/08/2012	01/29/2014	400.00	31,822 56	0 00	22,584.80	9,237 76
ILLINOIS TOOL WORKS CMN (452308109)	09/10/2012	01/29/2014	500.00	39,778.21	0.00	30,112.95	9,665.26
ILLINOIS TOOL WORKS CMN (452308109)	09/10/2012	01/30/2014	1,200.00	95,002.34	0 00	72,271 08	22,731 26
APPLIED MATERIALS INC CMN (038222105)	08/08/2012	02/13/2014	1,500.00	27,692.82	0.00	17,856.00	9,836.82
APPLIED MATERIALS INC CMN (038222105)	09/10/2012	02/13/2014	2,325.00	42,923.86	0.00	27,510.33	15,413 53
DELPHI AUTOMOTIVE PLC CMN (G27823106)	09/10/2012	02/20/2014	1,550.00	101,644.75	0.00	47,934.99	53,709.76
DRESSER-RAND GROUP INC. CMN (261608103)	08/08/2012	03/31/2014	675.00	39,206.71	0.00	33,265.01	5,941.70
DRESSER-RAND GROUP INC. CMN (261608103)	09/10/2012	04/01/2014	275.00	16,181.54	0.00	14,407.11	1,774.43
DRESSER-RAND GROUP INC. CMN (261608103)	08/08/2012	04/01/2014	425.00	25,007.85	0.00	20,944.64	4,063.21
DRESSER-RAND GROUP INC. CMN (261608103)	09/10/2012	04/02/2014	925.00	54,522 55	0.00	48,460.29	6,062.26
WELLS FARGO & CO (NEW) CMN (949746101)	08/08/2012	05/14/2014	1,025.00	50,711.46	0.00	34,631.37	16,080.09
TIFFANY & CO CMN (886547108)	08/08/2012	06/02/2014	50.00	4,973.15	0.00	2,883 23	2,089.92
NOW INC CMN (67011P100)	02/06/2013	06/03/2014	25.00	870 91	0.00	677.21	193.70
NOW INC CMN (67011P100)	03/20/2013	06/03/2014	75.00	2,612.74	0.00	2,074.60	538.14
NOW INC CMN (67011P100)	09/10/2012	06/03/2014	150.00	5,225.48	0.00	4,991.55	233.93
NOW INC CMN (67011P100)	08/08/2012	06/03/2014	225.00	7,838 21	0.00	6,966.79	871.42
NOW INC CMN (67011P100)	12/07/2012	06/03/2014	250.00	8,709.13	0.00	6,888.78	1,820.35
TIFFANY & CO CMN (886547108)	08/08/2012	06/03/2014	50.00	4,973 77	0.00	2,883 23	2,090 54
TIFFANY & CO CMN (886547108)	09/10/2012	06/03/2014	150.00	14,921.28	0.00	9,493.20	5,428.08
TIFFANY & CO CMN (886547108)	09/10/2012	06/04/2014	325.00	32,361 81	0.00	20,568.60	11,793.21
GAMING AND LEISURE PROP, INC. CMN (36467J108)	08/08/2012	06/05/2014	900.00	30,608.95	0.00	26,412.21	4,196.74

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
GAMING AND LEISURE PROP, INC. CMN (36467J108)	09/10/2012	06/05/2014	1,000.00	34,009 95	0.00	30,824 23	3,185 72
APPLIED MATERIALS INC CMN (038222105)	09/10/2012	06/06/2014	3,575.00	77,953.29	0.00	42,300.83	35,652.46
GAMING AND LEISURE PROP, INC. CMN (36467J108)	09/10/2012	06/06/2014	1,300.00	44,233.34	0.00	40,071 49	4,161 85
FAMILY DOLLAR STORES INC CMN (307000109)	03/07/2013	08/18/2014	200.00	15,972.92	0.00	11,662.54	4,310 38
FAMILY DOLLAR STORES INC CMN (307000109)	03/07/2013	08/19/2014	150.00	11,992 81	0.00	8,746 91	3,245 90
FAMILY DOLLAR STORES INC CMN (307000109)	03/07/2013	09/02/2014	50.00	4,015.00	0.00	2,915.64	1,099.36
FAMILY DOLLAR STORES INC CMN (307000109)	03/08/2013	09/02/2014	50.00	4,015.00	0 00	2,926 98	1,088.02
ORACLE CORPORATION CMN (68389X105)	07/16/2013	10/30/2014	100.00	3,850.48	0.00	3,206.98	643.50
ORACLE CORPORATION CMN (68389X105)	08/07/2013	10/31/2014	1,300.00	50,586.69	0.00	42,620 24	7,966.45
ORACLE CORPORATION CMN (68389X105)	07/16/2013	10/31/2014	5,600.00	217,911.90	0.00	179,590.88	38,321.02
Net Covered Long-Term Gains (Losses)				**1,233,837.62**	**0.00**	**885,605.28**	**348,232.34**

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REALIZED GAINS AND LOSSES

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REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	0 00	Net Covered Long-Term Gains (Losses)	329,829 55	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	143,573 61		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0.00		
Net Miscellaneous Short-Term Gains (Losses)	0.00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**0.00**	**Total Long-Term Gains (Losses)**	**473,403.16**	**Total Ordinary Gains (Losses)**	**0.00**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
AON PLC CMN (G0408V102)	08/08/2012	01/17/2014	700.00	59,100 04	0.00	35,887.74	23,212.30
NEWS CORPORATION CMN SERIES CLASS A (65249B109)	09/10/2012	02/10/2014	750.00	13,111.87	0.00	8,345.16	4,766 71
NEWS CORPORATION CMN SERIES CLASS A (65249B109)	08/08/2012	02/10/2014	762.00	13,321.66	0.00	8,269 65	5,052.01
ECOLAB INC CMN (278865100)	08/08/2012	02/12/2014	400.00	40,517.21	0.00	25,657.04	14,860.17
TWENTY-FIRST CENTURY FOX, INC. CMN CLASS A (90130A101)	09/10/2012	02/13/2014	3,000.00	97,543.60	0.00	64,538.34	33,005 26
TWENTY-FIRST CENTURY FOX, INC. CMN CLASS A (90130A101)	08/08/2012	02/13/2014	3,050.00	99,169.33	0.00	63,954.35	35,214 98
CONSTELLATION BRANDS INC CMN CLASS A (21036P108)	02/14/2013	03/31/2014	300.00	25,429 05	0.00	13,096 65	12,332 40
FIDELITY NATL INFO SVCS INC CMN (31620M106)	09/10/2012	05/08/2014	250.00	13,378.68	0.00	8,160.93	5,217 75
FIDELITY NATL INFO SVCS INC CMN (31620M106)	08/08/2012	05/08/2014	1,325.00	70,906 99	0.00	41,070.63	29,836.36
LOEWS CORPORATION CMN (540424108)	08/08/2012	05/23/2014	975.00	42,019.62	0.00	39,478.04	2,541.58
NOBLE ENERGY INC CMN (655044105)	08/08/2012	06/05/2014	1,325 00	95,639.96	0.00	59,560 27	36,079 69
FIDELITY NATL INFO SVCS INC CMN (31620M106)	09/10/2012	07/15/2014	1,050.00	59,172.08	0.00	34,275.89	24,896.19
BERKSHIRE HATHAWAY INC CLASS B (084670702)	08/08/2012	11/10/2014	500 00	72,341.50	0.00	42,324 40	30,017 10
WAL MART STORES INC CMN (931142103)	08/08/2012	11/12/2014	950.00	75,329.91	0.00	70,618.82	4,711.09
COMCAST CORPORATION CMN CLASS A NON VOTING (20030N200)	08/08/2012	11/17/2014	500.00	26,903 60	0.00	16,876 10	10,027 50
BERKSHIRE HATHAWAY INC. CLASS B (084670702)	08/08/2012	11/26/2014	425.00	62,908.25	0.00	35,975.74	26,932.51

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
COMCAST CORPORATION CMN CLASS A NON VOTING (20030N200)	09/10/2012	12/30/2014	400.00	23,433 24	0.00	13,413 56	10,019 68
COMCAST CORPORATION CMN CLASS A NON VOTING (20030N200)	08/08/2012	12/30/2014	850.00	49,795 64	0.00	28,689.37	21,106.27
Net Covered Long-Term Gains (Losses)				**940,022.23**	**0.00**	**610,192.68**	**329,829.55**
NonCovered Long-Term Gains (Losses)							
MORGAN STANLEY CMN (617446448)	04/22/1992	03/31/2014	600.00	18,690.48	0.00	3,570.20	15,120.28
MORGAN STANLEY CMN (617446448)	04/22/1992	03/31/2014	4,000.00	124,603 25	0.00	23,801 37	100,801 88
MORGAN STANLEY CMN (617446448)	04/22/1992	07/22/2014	1,025.00	33,750.55	0.00	6,099.10	27,651.45
Net NonCovered Long-Term Gains (Losses)				**177,044.28**	**0.00**	**33,470.67**	**143,573.61**

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

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

Goldman Sachs

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

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	0 00	Net Covered Long-Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	271,761.10		
Net 1099B Non Reportable Short-Term Gains (Losses)	0.00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0.00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0.00	Net Regulated Futures Contract Long-Term Gains (Losses)	0.00		
Total Short-Term Gains (Losses)	**0.00**	**Total Long-Term Gains (Losses)**	**271,761.10**	**Total Ordinary Gains (Losses)**	**0.00**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
JPMORGAN CHASE & CO. LINKED TO EURO STOXX 50 SMEX UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 03/18/2014 (48125V6E5)	09/13/2012	03/18/2014	500,000.00	630,125.00	0.00	500,000.00	130,125.00
CREDIT SUISSE AG LKD TO EURO STOXX 50, EURO/USD BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 10/17/2014 (22546TD73)	10/12/2012	10/17/2014	500,000.00	593,675.00	0.00	500,000.00	93,675.00
THE GOLDMAN SACHS GROUP, INC. LINKED TO RUSSELL 2000 INDEX UPSIDE CAPPED W BUFFER STRUCTURED NOTE DUE 12/04/2014 (38147M238)	05/08/2013	12/04/2014	250.00	297,961.10	0.00	250,000.00	47,961.10
Net NonCovered Long-Term Gains (Losses)				**1,521,761.10**	**0.00**	**1,250,000.00**	**271,761.10**

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

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

Goldman Sachs

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

The Lesley Waldheim Charitable Foundation		
EIN: 43-6886268		
2014 Form 990-PF		
Attorney Fees (Part 1, Line 16a)		
January	Lewis Rice & Fingersh, L.C.	$ 1,967.50
February	Lewis Rice & Fingersh, L.C.	$ 574.00
March	Lewis Rice & Fingersh, L.C.	$ -
April	Lewis Rice & Fingersh, L.C.	$ -
May	Lewis Rice & Fingersh, L.C.	$ 2,893.00
June	Lewis Rice & Fingersh, L.C.	$ 9,211.50
July	Lewis Rice & Fingersh, L.C.	$ 437.00
August	Lewis Rice & Fingersh, L.C.	$ -
September	Lewis Rice & Fingersh, L.C.	$ -
October	Lewis Rice & Fingersh, L.C.	$ 1,937.00
November	Lewis Rice & Fingersh, L.C.	$ 1,988.00
December	Lewis Rice & Fingersh, L.C.	$ 204.00
		$ 19,212.00
Investment Management Fees (Part 1, Line 16c)		
	Goldman Sachs, Acct#020-57074-3	$ -
	Goldman Sachs, Acct#020-53028-3	$ 20,514.25
	Goldman Sachs, Acct#020-66956-0	$ 54,582.45
	Goldman Sachs, Acct#020-67176-4	$ 53,990.84
	Goldman Sachs, Acct#020-67178-0	$ 75,377.04
	Goldman Sachs, Acct#020-67180-6	$ 83,995.03
		$ 288,459.61
ADR Fees (Part 1, Line 16c)		
	Goldman Sachs, Acct#020-57074-3	$ -
	Goldman Sachs, Acct#020-53028-3	$ -
	Goldman Sachs, Acct#020-66956-0	$ 214.53
	Goldman Sachs, Acct#020-67176-4	$ -
	Goldman Sachs, Acct#020-67178-0	$ 205.20
	Goldman Sachs, Acct#020-67180-6	$ 40.50
		$ 460.23
	Taxes (Part 1, Line 18)	
	Goldman Sachs, Acct#020-57074-3	$ -
	Goldman Sachs, Acct#020-53028-3	$ -
	Goldman Sachs, Acct#020-66956-0	$ 2,904.88
	Goldman Sachs, Acct#020-67176-4	$ 175.28
	Goldman Sachs, Acct#020-67178-0	$ -
	Goldman Sachs, Acct#020-67180-6	$ 734.27
	Refundable Foreign Taxes (Goldman Sachs)	$ 4,365.06
	Taxes Paid with 2013 Form 990-PF	$ 30,995.42
		$ 39,174.91

The Lesley Waldheim Charitable Foundation

EIN: 43-6886268

2014 Form 990-PF

End of Year Book Value

	Savings	Stock	Bonds	Other Assets	Account Total
Goldman Sachs, Acct#020-57074-3					
Goldman Sachs, Acct#020-53028-3	$ 537,031.86		$ 2,236,561.43		$ 2,773,593.29
Goldman Sachs, Acct#020-66956-0	$ 89,509.57	$ 4,178,631.77			$ 4,268,141.34
Goldman Sachs, Acct#020-67176-4	$ 174,722.47	$ 3,271,770.90			$ 3,446,493.37
Goldman Sachs, Acct#020-67178-0	$ 248,229.69	$ 3,998,295.86			$ 4,246,525.55
Goldman Sachs, Acct#020-67180-6	$ 362,975.79	$ 3,935,723.78			$ 4,298,699.57
Goldman Sachs, Acct#090-9				$ 1,000,000.00	$ 1,000,000.00
	$ 1,412,469.38	$ 15,384,422.31	$ 2,236,561.43	$ 1,000,000.00	$ 20,033,453.12

End of Year FMV

	Savings	Stock	Bonds	Other Assets	Account Total
Goldman Sachs, Acct#020-57074-3			$ -	$ -	
Goldman Sachs, Acct#020-53028-3	$ 537,031.86		$ 2,186,725.86	$ -	$ 2,723,757.72
Goldman Sachs, Acct#020-66956-0	$ 89,509.57	$ 5,747,684.70	$ -	$ -	$ 5,837,194.27
Goldman Sachs, Acct#020-67176-4	$ 174,722.47	$ 3,982,068.41	$ -	$ -	$ 4,156,790.88
Goldman Sachs, Acct#020-67178-0	$ 248,229.69	$ 5,341,070.50	$ -	$ -	$ 5,589,300.19
Goldman Sachs, Acct#020-67180-6	$ 362,975.79	$ 5,746,873.16	$ -	$ -	$ 6,109,848.95
Goldman Sachs, Acct#090-9	-		$ -	$ 1,854,196.53	$ 1,854,196.53
	$ 1,412,469.38	$ 20,817,696.77	$ 2,186,725.86	$ 1,854,196.53	$ 26,271,088.54

LESLEY A. WALDHEIM FOUNDATION
2014 END OF THE YEAR BOOK VALUE - GOLDMAN SACHS

Description	Quantity		Value
Acct #028-3			
GOLDMAN SACHS BANK DEPOSIT		$	537,031 86
GOLDMAN SACHS HIGH YIELD FLOATING RATE FUND, INSTITUTIONAL SHARES	122,820 463	$	1,236,561 43
THE GOLDMAN SACHS GROUP INC LINKED TO MSCI EAFE, NOTE DUE 7/6/15	500	$	500,000 00
THE GOLDMAN SACHS GROUP INC LINKED TO EURO STOXX 50 PR	500,000	$	500,000 00
		$	**2,773,593.29**
Acct#090-9			
ARTISAN DYNAMIC EQUITY(NON-US	7,953.93	$	1,000,000.00
		$	**1,000,000.00**
Acct#074-3			
		$	-
Acct #956-0			
CASH		$	969.10
GOLDMAN SACHS BANK DEPOSIT		$	88,540 47
APPLE, INC	1,890	$	147,060 44
AT&T INC	4,162	$	155,919.01
BOEING COMPANY	1,312	$	95,220 06
CISCO SYSTEMS, INC	5,364	$	135,586 33
CONAGRA INC.	5,181	$	155,216.60
E.I DU PONT DE NEMOURS AND CO	2,195	$	21 95
EXXON MOBIL CORPORATION	1,526	$	19,113.93
FIRSTENERGY CORP.	5,326	$	201,870.06
GAP INC.	3,053	$	121,865.79
GENERAL ELECTRIC CO	10,963	$	116,897.70
GENERAL MOTORS CO	3,751	$	127,647.50
HONEYWELL INTL INC	1,269	$	75,267 92
INTEL CORP.	4,222	$	105,972.19
JPMORGAN CHASE & CO	4,619	$	176,710.44
L BRANDS INC.	2,320	$	131,875.35
LAS VEGAS SANDS CORP.	1,525	$	91,356 07
MERCK & CO	4,273	$	186,430.55
MICROSOFT CORPORATION	5,486	$	180,025.25
NAVIENT CORPORATION	7,939	$	140,052.94
NEW YORK COMMUNITY BANCORP II	5,099	$	83,222.05
PFIZER INC	9,854	$	97,698 62
PG&E CORPORATION	2,083	$	229,975.02
PHILIP MORRIS INTL	1,348	$	32,739.52
PROCTER & GAMBLE COMPANY	2,354	$	8,378 25
PRUDENTIAL FINANCIAL INC	1,186	$	65,260 13
QUALCOMM INC	2,351	$	144,914 37
THE TRAVELERS COMPANIES, INC	1,762	$	115,295 68
TOTAL SA, SPONSORED ADR	3,690	$	184,392 29

UNITED PARCEL SERVICE INC.	1,840	$	181,920 91
VERIZON COMMUNICATONS INC.	3,766	$	179,438 51
VODAFONE GROUP PLC	5,626	$	255,664.57
WALMART STORES INC	3,054	$	235,621.77
		$	**4,268,141.34**

Acct #176-4

CASH		$	896 49
GOLDMAN SACHS BANK DEPOSIT		$	173,825 98
ADVENT SOFTWARE INC	2,734	$	45,317 07
ALBEMARLE CORP	2,568	$	152,160 92
ALEXANDER & BALDWIN	2,755	$	85,651 05
ALLIANT TECHSYSTEMS INC	915	$	89,572.15
AMERICAN EAGLE OUTFITTERS INC	3,345	$	74,106 53
ATWOOD OCEANICS INC	3,599	$	166,010 11
CABELA'S INC	2,970	$	148,309 22
DANA HOLDING CORP.	5,474	$	133,334 29
DECKERS OUTDOORS CORP.	1,770	$	115,788 52
EATON VANCE CORP	2,260	$	63,759.80
EXELIS INC.	7,692	$	137,499.85
KAMAN CORP	1,576	$	54,941 99
MATSON INC	3,028	$	76,477.40
MBIA INC	8,786	$	90,117 11
MONTPELIER RE HOLDINGS LTD	2,900	$	63,617.19
MRC GLOBAL INC	3,534	$	112,867.23
NEWMARKET CORP	596	$	151,169.14
OLD DOMINION FGHT LINES INC	4,732	$	144,029.72
OLIN CORP	6,098	$	167,083.27
ORBITAL SCIENCES CORP	3,249	$	95,568 04
PRICESMART INC	1,814	$	134,744.86
SERVICE CORP INTERNATL	9,961	$	132,426.37
STURM, RUGER & COMPANY INC	1,700	$	89,378.38
TEMPUR SEALY INTERNATIONAL	2,687	$	59,379.76
TEJON RANCH CO	2,070	$	118,004.79
TENET HEALTHCARE CORP	3,767	$	80,127.19
TREDEGAR CORPORATION	3,210	$	50,298.49
WHITE MTNS INS GROUP LTD	166	$	86,173 31
WORLD FUEL SERVICES CORP	1,339	$	50,197 27
CORRECTIONS CORP OF AMERICA	4,685	$	156,582 35
FIRST INDUSTRIAL REALTY TRUST	7,545	$	106,445.85
WTS/TEJON RANCH CO	370	$	-
RITCHIE BROS. AUCTIONEERS INC	2,164	$	40,631.68
		$	**3,446,493.37**

Acct #178-0

GOLDMAN SACHS BANK DEPOSIT		$	248,229.69
AMAZON .COM INC	800	$	244,366 84
AMERICAN INTL GROUP INC	6,025	$	216,428 88
APPLE INC	2,975	$	226,477 14
APPLIED MATERIALS INC	7,100	$	82,291 84
BLACKROCK, INC.	650	$	168,694.31
CARMAX, INC	4,525	$	180,055 82

CBRE GROUP INC.	6,275	$	174,335 36
FAMILY DOLLAR STORES INC.	2,350	$	137,598 60
FRANKLIN RESOURCES	4,600	$	194,258 33
GENERAL MOTORS COMPANY	10,375	$	315,986 53
GLENCORE XSTRATA PLC	28,600	$	334,591 69
INTEL CORPORATION	10,200	$	250,201.17
JPMORGAN CHASE & CO	5,500	$	211,321 09
NATIONAL OILWELL VARCO, INC	2,900	$	192,077.82
PENN NATIONAL GAMING INC	3,200	$	28,420.55
RALPH LAUREN CORP.	1,625	$	251,682 76
TIFFANY & CO	1,025	$	64,870 20
VISA INC	950	$	123,226.50
WELLS FARGO & CO	5,975	$	205,700 59
STARWOOD HOTELS & RESORTS	2,500	$	143,607 61
AON PLC	3,125	$	252,102.23
		$	**4,246,525.55**

Acct #180-6

CASH		$	73,228 88
GOLDMAN SACHS BANK DEPOSIT		$	289,746.91
3M COMPANY	475	$	37,325.50
ALTERA CORP	2,300	$	81,708 49
AMAZON COM INC	200	$	59,870.50
ANADARKO PETROLEUM CORP	700	$	54,940.20
BERKSHIRE HATHAWAY INC	2,475	$	213,114 37
CITIGROUP INC.	5,875	$	283,221 14
COCA-COLA COMPANY	4,850	$	187,850.27
COMCAST CORPORATION CL A	2,100	$	70,421.19
CONSTELLATION BRANDS INC.	1,700	$	74,214.35
DISH NETWORK CORP	1,900	$	73,858.27
ECOLAB INC	2,200	$	141,755.53
JPMORGAN CHASE & CO	975	$	67,193.84
GOOGLE, INC CLASS A	200	$	66,979 16
GOOGLE, INC. CLASS C	200	$	59,209.02
LOEWS CORPORATION	2,625	$	107,559.10
MICROSOFT CORPORATION	7,300	$	219,267.14
MONDELEZ INTERNATIONAL INC	4,836	$	72,710 68
MORGAN STANLEY	5,375	$	129,854 84
NOBLE ENERGY INC	3,175	$	146,232 53
ORACLE CORPORATION	9,200	$	299,430 98
PEPSICO INC	2,026	$	97,957 10
PRAXAIR, INC	1,375	$	147,580 83
THERMO FISHER SCIENTIFIC INC	1,425	$	82,853.17
TWENTY-FIRST CENTURY FOX, INC	7,575	$	241,768 44
UNITEDHEALTH GROUP INC	2,700	$	144,809 35
VALEANT PHARMACUETICALS INTL	875	$	86,030.45
W.R. BERKLEY CORPORATION	2,300	$	109,707 51
WAL MART STORES INC	1,500	$	175,717 28
AON PLC	3,400	$	163,545 40
LIBERTY GLOBAL PLC	6,200	$	125,155.15
NESTLE SA SPONSORED ADR	2,025	$	113,882 00
TOTAL		**$**	**4,298,699.57**

LESLEY A. WALDHEIM FOUNDATION
2014 END OF THE YEAR FMV-GOLDMAN SACHS

Description	Quantity		Value
Acct #028-3			
GOLDMAN SACHS BANK DEPOSIT		$	537,031 86
GOLDMAN SACHS HIGH YIELD FLOATING RATE FUND, INSTITUTIONAL SHARES	122,820 463	$	1,208,553 36
THE GOLDMAN SACHS GROUP INC LINKED TO MSCI EAFE, NOTE DUE 7/6/15	500	$	520,518.50
THE GOLDMAN SACHS GROUP INC LINKED TO EURO STOXX 50 PR	500,000	$	457,654 00
		$	**2,723,757.72**
Acct#090-9			
ARTISAN: DYNAMIC EQUITY(NON-US EQUITY	7,953.93	$	1,854,196 53
		$	**1,854,196.53**
Acct#074-3			
		$	**-**
Acct #956-0			
CASH		$	969.10
GOLDMAN SACHS BANK DEPOSIT		$	88,540.47
APPLE, INC.	1,890	$	208,618.20
AT&T INC	4,162	$	139,801.58
BOEING COMPANY	1,312	$	170,533.76
CISCO SYSTEMS, INC.	5,364	$	149,199.66
CONAGRA INC.	5,181	$	187,966.68
E.I. DU PONT DE NEMOURS AND CO	2,195	$	162,298 30
EXXON MOBIL CORPORATION	1,526	$	141,078 70
FIRSTENERGY CORP.	5,326	$	207,660.74
GAP INC.	3,053	$	128,561.83
GENERAL ELECTRIC CO	10,963	$	277,035 01
GENERAL MOTORS CO.	3,751	$	130,947 41
HONEYWELL INTL INC	1,269	$	126,798.48
INTEL CORP.	4,222	$	153,216.38
JPMORGAN CHASE & CO	4,619	$	289,057.02
L BRANDS INC.	2,320	$	200,796 00
LAS VEGAS SANDS CORP.	1,525	$	88,694.00
MERCK & CO	4,273	$	242,663 67
MICROSOFT CORPORATION	5,486	$	254,824 70
NAVIENT CORPORATION	7,939	$	171,561.79
NEW YORK COMMUNITY BANCORP INC	5,099	$	81,584 00
PFIZER INC	9,854	$	306,952.10
PG&E CORPORATION	2,083	$	110,898 92
PHILIP MORRIS INTL	1,348	$	109,794 60
PROCTER & GAMBLE COMPANY	2,354	$	214,425.86
PRUDENTIAL FINANCIAL INC	1,186	$	107,285 56
QUALCOMM INC	2,351	$	174,749 83
THE TRAVELERS COMPANIES, INC	1,762	$	186,507.70
TOTAL SA, SPONSORED ADR	3,690	$	188,928.00
UNITED PARCEL SERVICE INC	1,840	$	204,552.80
VERIZON COMMUNICATONS INC.	3,766	$	176,173.48
VODAFONE GROUP PLC	5,626	$	192,240.42
WALMART STORES INC	3,054	$	262,277.52

		$	**5,837,194.27**
Acct #176-4			
CASH		$	896 49
GOLDMAN SACHS BANK DEPOSIT		$	173,825.98
ADVENT SOFTWARE INC	2,734	$	83,769.76
ALBEMARLE CORP	2,568	$	154,413.84
ALEXANDER & BALDWIN	2,755	$	108,161 30
ALLIANT TECHSYSTEMS INC	915	$	106,368 75
AMERICAN EAGLE OUTFITTERS INC	3,345	$	46,428 60
ATWOOD OCEANICS INC	3,599	$	102,103.63
CABELA'S INC	2,970	$	156,548 70
DANA HOLDING CORP.	5,474	$	119,004 76
DECKERS OUTDOORS CORP	1,770	$	161,140.80
EATON VANCE CORP	2,260	$	92,501 80
EXELIS INC.	7,692	$	134,840 76
KAMAN CORP	1,576	$	63,181.84
MATSON INC	3,028	$	104,526 56
MBIA INC	8,786	$	83,818 44
MONTPELIER RE HOLDINGS LTD	2,900	$	103,878.00
MRC GLOBAL INC.	3,534	$	53,540.10
NEWMARKET CORP	596	$	240,503.88
OLD DOMINION FGHT LINES INC	4,732	$	367,392.48
OLIN CORP.	6,098	$	138,851.46
ORBITAL SCIENCES CORP	3,249	$	87,365.61
PRICESMART INC	1,814	$	165,473.08
SERVICE CORP INTERNATL	9,961	$	226,114 70
STURM, RUGER & COMPANY INC	1,700	$	58,871.00
TEMPUR SEALY INTERNATIONAL	2,687	$	147,543.17
TEJON RANCH CO	2,070	$	60,982.20
TENET HEALTHCARE CORP	3,767	$	190,873 89
TREDEGAR CORPORATION	3,210	$	72,192 90
WHITE MTNS INS GROUP LTD	166	$	104,598.26
WORLD FUEL SERVICES CORP	1,339	$	62,839.27
CORRECTIONS CORP OF AMERICA	4,685	$	170,252.90
FIRST INDUSTRIAL REALTY TRUST	7,545	$	155,125 20
WTS/TEJON RANCH CO	370	$	670.81
RITCHIE BROS. AUCTIONEERS INC	2,164	$	58,189.96
		$	**4,156,790.88**
Acct #178-0			
GOLDMAN SACHS BANK DEPOSIT		$	248,229.69
AMAZON .COM INC	800	$	248,280.00
AMERICAN INTL GROUP INC	6,025	$	337,460 25
APPLE INC.	2,975	$	328,380 50
APPLIED MATERIALS INC	7,100	$	176,932.00
BLACKROCK, INC	650	$	232,414.00
CARMAX, INC	4,525	$	301,274.50
CBRE GROUP INC	6,275	$	214,918.75
FAMILY DOLLAR STORES INC	2,350	$	186,143 50
FRANKLIN RESOURCES	4,600	$	254,702 00
GENERAL MOTORS COMPANY	10,375	$	362,191.25
GLENCORE XSTRATA PLC	28,600	$	263,978 00
INTEL CORPORATION	10,200	$	370,158.00
JPMORGAN CHASE & CO	5,500	$	344,190.00
NATIONAL OILWELL VARCO, INC	2,900	$	190,037.00

PENN NATIONAL GAMING INC	3,200	$	43,936.00
RALPH LAUREN CORP.	1,625	$	300,885 00
TIFFANY & CO	1,025	$	109,531 50
VISA INC	950	$	249,090.00
WELLS FARGO & CO	5,975	$	327,549.50
STARWOOD HOTELS & RESORTS	2,500	$	202,675.00
AON PLC	3,125	$	296,343 75
		$	**5,589,300.19**
Acct #180-6			
CASH		$	73,228.88
GOLDMAN SACHS BANK DEPOSIT		$	289,746 91
3M COMPANY	475	$	78,052.00
ALTERA CORP	2,300	$	84,962 00
AMAZON .COM INC	200	$	62,070 00
ANADARKO PETROLEUM CORP.	700	$	57,750 00
BERKSHIRE HATHAWAY INC	2,475	$	371,621 25
CITIGROUP INC	5,875	$	317,896.25
COCA-COLA COMPANY	4,850	$	204,767 00
COMCAST CORPORATION CL A	2,100	$	120,886.50
CONSTELLATION BRANDS INC	1,700	$	166,889 00
DISH NETWORK CORP	1,900	$	138,491 00
ECOLAB INC	2,200	$	229,944.00
JPMORGAN CHASE & CO	975	$	106,132.00
GOOGLE, INC. CLASS A	200	$	105,280 00
GOOGLE, INC CLASS C	200	$	61,015.50
LOEWS CORPORATION	2,625	$	110,302.50
MICROSOFT CORPORATION	7,300	$	339,085.00
MONDELEZ INTERNATIONAL INC	4,836	$	175,667.70
MORGAN STANLEY	5,375	$	208,550.00
NOBLE ENERGY INC	3,175	$	150,590.25
ORACLE CORPORATION	9,200	$	413,724 00
PEPSICO INC	2,026	$	191,578 56
PRAXAIR, INC	1,375	$	178,145 00
THERMO FISHER SCIENTIFIC INC	1,425	$	178,538 25
TWENTY-FIRST CENTURY FOX, INC	7,575	$	279,441.75
UNITEDHEALTH GROUP INC	2,700	$	272,943 00
VALEANT PHARMACUETICALS INTL	875	$	117,898.00
W.R BERKLEY CORPORATION	2,300	$	128,820 00
WAL MART STORES INC	1,500	$	322,422 00
AON PLC	3,400	$	299,522 00
LIBERTY GLOBAL PLC	6,200	$	148,667.40
NESTLE SA SPONSORED ADR	2,025	$	125,221 25
		$	**6,109,848.95**
TOTAL 2014 END OF THE YEAR FMV		**$**	**26,271,088.54**

LESLEY WALDHEIM CHARITABLE FDN EAGLE:DYN
Holdings

Period Ended December 31, 2014

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
EAGLE DYNAMIC EQUITY								
U S DOLLAR	73,228.88	1.0000	73,228.88		73,228 88			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	289,746 91	1.0000	289,746 91	1.0000	289,746 91		0.0925	268 15

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
3M COMPANY CMN (MMM)	475 00	164.3200	78,052.00	78.5800	37,325.50	40,726.50	2.4951	1,947.50
ALTERA CORP CMN (ALTR)	2,300 00	36.9400	84,962 00	35.5254	81,708 49	3,253.51	1.9491	1,656.00
AMAZON.COM INC CMN (AMZN)	200.00	310.3500	62,070.00	299.3525	59,870.50	2,199.50		
ANADARKO PETROLEUM CORP CMN (APC)	700.00	82.5000	57,750.00	78.4860	54,940.20	2,809.80	1.3091	756.00
BERKSHIRE HATHAWAY INC. CLASS B (BRKB)	2,475.00	150.1500	371,621.25	86.1068	213,114.37	158,506.88		
CITIGROUP INC CMN (C)	5,875.00	54 1100	317,896 25	48.2079	283,221 14	34,675.11		
COCA-COLA COMPANY (THE) CMN (KO)	4,850.00	42.2200	204,767.00	38.7320	187,850.27	16,916.73	2.8896	5,917.00
COMCAST CORPORATION CMN CLASS A NON VOTING (CMCSK)	2,100.00	57.5650	120,886.50	33.5339	70,421.19	50,465.31	1.5635	1,890.00
CONSTELLATION BRANDS INC CMN CLASS A (STZ)	1,700.00	98 1700	166,889.00	43.6555	74,214 35	92,674.65		
DISH NETWORK CORPORATION CMN CLASS A (DISH)	1,900.00	72.8900	138,491.00	38.8728	73,858.27	64,632.73		
ECOLAB INC CMN (ECL)	2,200.00	104.5200	229,944.00	64.4343	141,755.53	88,188.47	1.2629	2,904.00
			726.00					
GOOGLE INC. CMN CLASS A (GOOGL)	200 00	530.6600	106,132 00	335.9692	67,193.84	38,938 16		
GOOGLE INC. CMN CLASS C (GOOG)	200.00	526.4000	105,280.00	334.8958	66,979.16	38,300.84		
JPMORGAN CHASE & CO CMN (JPM)	975.00	62.5800	61,015.50	60.7272	59,209.02	1,806.48	2.5567	1,560.00
LOEWS CORPORATION CMN (L)	2,625.00	42.0200	110,302 50	40 9749	107,559.10	2,743.40	0.5950	656.25
MICROSOFT CORPORATION CMN (MSFT)	7,300.00	46.4500	339,085.00	30.0366	219,267.14	119,817.86	2.6695	9,052.00
MONDELEZ INTERNATIONAL, INC. CMN (MDLZ)	4,836.00	36.3250	175,667.70	15.0353	72,710.68	102,957.02	1.4315	2,514.72
			725 40					
MORGAN STANLEY CMN (MS)	5,375.00	38.8000	208,550 00	24.1590	129,854.84	78,695.16	1.0309	2,150 00

[14]This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

Not a Deposit Not FDIC Insured May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit)

Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificates of Deposit and Term Deposits offered by Goldman Sachs Bank USA, Member FDIC

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
EAGLE DYNAMIC EQUITY								
NOBLE ENERGY INC CMN (NBL)	3,175.00	47.4300	150,590.25	46.0575	146,232.53	4,357.72	1.5180	2,286.00
ORACLE CORPORATION CMN (ORCL)	9,200.00	44 9700	413,724.00	32 5468	299,430 98	114,293.02	1.0674	4,416 00
PEPSICO INC CMN (PEP)	2,026 00	94.5600	191,578 56	48.3500	97,957.10	93,621 46	2.7707	5,308 12
			1,327.03					
PRAXAIR, INC CMN SERIES (PX)	1,375.00	129.5600	178,145.00	107.3315	147,580.83	30,564.17	2.0068	3,575.00
THERMO FISHER SCIENTIFIC INC CMN (TMO)	1,425.00	125.2900	178,538.25	58 1426	82,853.17	95,685.08	0 4789	855.00
			213 75					
TWENTY-FIRST CENTURY FOX, INC. CMN CLASS B (FOX)	7,575 00	36.8900	279,441 75	31 9166	241,768 44	37,673.31		
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	2,700.00	101.0900	272,943.00	53.6331	144,809.35	128,133.65	1.4838	4,050.00
W.R. BERKLEY CORPORATION CMN (WRB)	2,300.00	51.2600	117,898.00	37.4045	86,030.45	31,867.55	0.8584	1,012.00
WAL MART STORES INC CMN (WMT)	1,500 00	85 8800	128,820 00	73.1383	109,707 51	19,112.49	2.2357	2,880.00
			720 00					
AON PLC CMN (AON)	3,400.00	94.8300	322,422.00	51.6816	175,717.28	146,704.72		
LIBERTY GLOBAL, PLC. CMN CLASS C (LBTYK)	6,200.00	48.3100	299,522.00	26.3783	163,545.40	135,976.60		
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY)	2,025.00	73.4160	148,667 40	61.8050	125,155.15	23,512 25	2 7613	4,105 19
VALEANT PHARMACEUTICALS INTL CMN (VRX)	875 00	143.1100	125,221.25	130.1509	113,882.00	11,339.25		
TOTAL EAGLE DYNAMIC EQUITY			6,109,848.95		4,298,699.57	1,811,149.38	1.5971	59,758.93
			3,712 18					

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**6,113,561.13**	**4,298,699.57**	**1,811,149.38**	**59,758.93**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

LESLEY WALDHEIM CHARIABLE FDN HARRIS
Holdings

Period Ended December 31, 2014

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
HARRIS ASSOCIATES DYNAMIC EQUITY								
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	248,229.69	1.0000	248,229.69	1.0000	248,229.69		0.0922	228.99
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
AMAZON.COM INC CMN (AMZN)	800.00	310.3500	248,280.00	305.4586	244,366.84	3,913.16		
AMERICAN INTL GROUP, INC. CMN (AIG)	6,025.00	56.0100	337,460.25	35.9218	216,428.88	121,031 37	0.8927	3,012.50
APPLE, INC. CMN (AAPL)	2,975.00	110.3800	328,380.50	76.1268	226,477 14	101,903 36	1.7032	5,593.00
APPLIED MATERIALS INC CMN (AMAT)	7,100.00	24.9200	176,932.00	11.5904	82,291.84	94,640.16	1.6051	2,840.00
BLACKROCK, INC. CMN (BLK)	650.00	357.5600	232,414.00	259.5297	168,694.31	63,719.69	2.1591	5,018.00
CARMAX, INC. CMN (KMX)	4,525.00	66.5800	301,274.50	39.7913	180,055.82	121,218 68		
CBRE GROUP INC CMN (CBG)	6,275.00	34.2500	214,918.75	27 7825	174,335 36	40,583 39		
FAMILY DOLLAR STORES INC CMN (FDO)	2,350.00	79.2100	186,143.50	58.5526	137,598.60	48,544.90	1.5655	2,914 00
FRANKLIN RESOURCES INC CMN (BEN)	4,600.00	55.3700	254,702.00 2,990.00	42 2301	194,258.33	60,443.67	1.0836	2,760.00
GENERAL MOTORS COMPANY CMN (GM)	10,375.00	34 9100	362,191 25	30 4565	315,986.53	46,204.72	3.4374	12,450.00
GLENCORE XSTRATA PLC ADR CMN (GLNCY)	28,600.00	9.2300	263,978.00	11.6990	334,591.69	(70,613.69)	3.3369	8,808.80
INTEL CORPORATION CMN (INTC)	10,200.00	36.2900	370,158.00	24.5295	250,201.17	119,956.83	2.4800	9,180.00
JPMORGAN CHASE & CO CMN (JPM)	5,500.00	62.5800	344,190.00	38.4220	211,321 09	132,868.91	2.5567	8,800.00
NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN (NOV)	2,900.00	65 5300	190,037.00	66.2337	192,077 82	(2,040.82)	2 8079	5,336.00
PENN NATIONAL GAMING INC CMN (PENN)	3,200.00	13.7300	43,936 00	8.8814	28,420.55	15,515.45		
RALPH LAUREN CORP CMN CLASS A (RL)	1,625.00	185.1600	300,885 00 731 25	154 8817	251,682 76	49,202 24		
TIFFANY & CO CMN (TIF)	1,025.00	106 8600	109,531.50 389 50	63.2880	64,870.20	44,661.30	1.4224	1,558.00
VISA INC. CMN CLASS A (V)	950.00	262.2000	249,090.00	129.7121	123,226.50	125,863.50	0.7323	1,824.00
WELLS FARGO & CO (NEW) CMN (WFC)	5,975.00	54.8200	327,549.50	34 4269	205,700.59	121,848.91	2.5538	8,365 00
STARWOOD HOTELS & RESORTS CMN (HOT)	2,500.00	81.0700	202,675.00	57.4430	143,607.61	59,067.39	1.7269	3,500.00

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PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
HARRIS ASSOCIATES DYNAMIC EQUITY								
AON PLC CMN (AON)	3,125.00	94.8300	296,343.75	80.6727	252,102 23	44,241.52		
TOTAL HARRIS ASSOCIATES: DYNAMIC EQUITY			5,589,300 19		4,246,525.55	1,342,774.64	1.9645	82,188 29
			4,110 75					

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**5,593,410.94**	**4,246,525:55**	**1,342,774.64**	**82,188.29**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
GSAM· EQUITY INCOME STRATEGY								
U S DOLLAR	969.10	1.0000	969.10		969.10			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	88,540.47	1.0000	88,540.47	1 0000	88,540.47		0.0925	81.92
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
APPLE, INC. CMN (AAPL)	1,890.00	110.3800	208,618.20	77.8098	147,060.44	61,557.76	1.7032	3,553.20
AT&T INC CMN (T)	4,162 00	33.5900	139,801 58	37 4625	155,919.01	(16,117.43)	5.5969	7,824 56
BOEING COMPANY CMN (BA)	1,312 00	129.9800	170,533.76	72.5763	95,220.06	75,313.70	2.8004	4,775.68
CISCO SYSTEMS, INC. CMN (CSCO)	5,364.00	27.8150	149,199.66	25.2771	135,586.33	13,613.33	2.7323	4,076.64
CONAGRA INC CMN (CAG)	5,181.00	36.2800	187,966.68	29.9588	155,216 60	32,750.08	2.7563	5,181 00
E.I DU PONT DE NEMOURS AND CO CMN (DD)	2,195 00	73 9400	162,298 30	0.0100	21 95	162,276.35	2.5426	4,126 60
EXXON MOBIL CORPORATION CMN (XOM)	1,526.00	92.4500	141,078.70	12.5255	19,113.93	121,964.77	2.9854	4,211.76
FIRSTENERGY CORP CMN (FE)	5,326.00	38.9900	207,660.74	37.9028	201,870.06	5,790.68	3.6933	7,669.44
GAP INC CMN (GPS)	3,053 00	42.1100	128,561.83	39 9167	121,865.79	6,696 04	2.0898	2,686 64
GENERAL ELECTRIC CO CMN (GE)	10,963 00	25.2700	277,035.01	10.6629	116,897 70	160,137.31	3.6407	10,085.96
			2,521.49					
GENERAL MOTORS COMPANY CMN (GM)	3,751.00	34.9100	130,947.41	34.0303	127,647.50	3,299.91	3.4374	4,501.20
HONEYWELL INTL INC CMN (HON)	1,269.00	99.9200	126,798.48	59.3128	75,267.92	51,530.56	2.0717	2,626.83
INTEL CORPORATION CMN (INTC)	4,222 00	36 2900	153,216 38	25 1000	105,972.19	47,244.19	2.4800	3,799 80
JPMORGAN CHASE & CO CMN (JPM)	4,619.00	62.5800	289,057 02	38.2573	176,710.44	112,346.58	2.5567	7,390.40
L BRANDS, INC. CMN (LB)	2,320.00	86.5500	200,796.00	56 8428	131,875.35	68,920.65	1.5713	3,155.20
LAS VEGAS SANDS CORP. CMN (LVS)	1,525 00	58 1600	88,694 00	59 9056	91,356 07	(2,662 07)	3.4388	3,050.00
MERCK & CO , INC. CMN (MRK)	4,273.00	56.7900	242,663 67	43 6299	186,430.55	56,233.12	3.1696	7,691 40
			1,922.85					
MICROSOFT CORPORATION CMN (MSFT)	5,486 00	46.4500	254,824.70	32 8154	180,025.25	74,799.45	2.6695	6,802.64

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PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GSAM. EQUITY INCOME STRATEGY								
NAVIENT CORPORATION CMN (NAVI)	7,939.00	21.6100	171,561.79	17 6411	140,052.94	31,508.85	2.7765	4,763 40
NEW YORK COMMUNITY BANCORP INC CMN (NYCB)	5,099.00	16 0000	81,584.00	16.3212	83,222 05	(1,638.05)	6.2500	5,099 00
P G & E CORPORATION CMN (PCG)	2,083.00	53.2400	110,898 92	46 9028	97,698 62	13,200.30	3.4185	3,791 06
			947.77					
PFIZER INC. CMN (PFE)	9,854 00	31.1500	306,952.10	23.3382	229,975.02	76,977.08	3.5955	11,036.48
PHILIP MORRIS INTL INC CMN (PM)	1,348.00	81.4500	109,794.60	24.2875	32,739.52	77,055.08	4.9110	5,392.00
			1,348 00					
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	2,354.00	91.0900	214,425.86	3.5592	8,378 25	206,047.61	2.8262	6,060 14
PRUDENTIAL FINANCIAL INC CMN (PRU)	1,186.00	90.4600	107,285.56	55 0254	65,260.13	42,025.43	2.5647	2,751.52
QUALCOMM INC CMN (QCOM)	2,351.00	74.3300	174,749.83	61.6395	144,914.37	29,835.46	2.2602	3,949.68
THE TRAVELERS COMPANIES, INC CMN (TRV)	1,762.00	105.8500	186,507.70	65.4346	115,295.68	71,212.02	2.0784	3,876 40
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK (UPS)	1,840 00	111.1700	204,552.80	98.8701	181,920.91	22,631.89	2.4107	4,931.20
VERIZON COMMUNICATIONS INC. CMN (VZ)	3,766 00	46.7800	176,173.48	47.6470	179,438 51	(3,265.03)	4 7029	8,285.20
WAL MART STORES INC CMN (WMT)	3,054 00	85 8800	262,277.52	77.1519	235,621.77	26,655.75	2.2357	5,863 68
			1,465.92					
TOTAL SA SPONSORED ADR CMN (TOT)	3,690.00	51.2000	188,928.00	49.9708	184,392.29	4,535.71	5.2100	9,843 12
			1,945.13					
VODAFONE GROUP PLC ADR CMN (VOD)	5,626.00	34.1700	192,240.42	45 4434	255,664 57	(63,424.15)		
			3,091.17					
TOTAL GSAM· EQUITY INCOME STRATEGY			5,837,194.27		4,268,141.34	1,569,052.93	2.9932	168,933.75
			13,242.33					

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**5,850,436.60**	**4,268,141.34**	**1,569,052.93**	**168,933.75**

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PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
THE LONDON COMPANY· SMALL CAP CORE								
U S DOLLAR	896.49	1.0000	896.49		896.49			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	173,825.98	1.0000	173,825.98	1.0000	173,825.98		0.0933	162 18

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ADVENT SOFTWARE INC CMN (ADVS)	2,734.00	30.6400	83,769.76 355.42	16.5754	45,317.07	38,452.69	1.6971	1,421.68
ALBEMARLE CORP CMN (ALB)	2,568.00	60.1300	154,413.84 706.20	59.2527	152,160.92	2,252.92	1.8294	2,824 80
ALEXANDER & BALDWIN, INC. CMN (ALEX)	2,755.00	39.2600	108,161.30	31.0893	85,651.05	22,510.25	0.5094	551 00
ALLIANT TECHSYSTEMS INC CMN (ATK)	915.00	116.2500	106,368.75	97.8931	89,572.15	16,796.60	1.1011	1,171.20
AMERICAN EAGLE OUTFITTERS INC (NEW) (AEO)	3,345 00	13.8800	46,428 60	22 1544	74,106.53	(27,677.93)	3.6023	1,672 50
ATWOOD OCEANICS INC CMN (ATW)	3,599.00	28.3700	102,103.63	46.1267	166,010.11	(63,906.48)	3.5249	3,599 00
CABELA'S INCORPORATED CMN CLASS A (CAB)	2,970.00	52.7100	156,548 70	49.9358	148,309.22	8,239.48		
DANA HOLDING CORPORATION CMN (DAN)	5,474.00	21 7400	119,004 76	24.3577	133,334.29	(14,329.53)	0.9200	1,094.80
DECKERS OUTDOORS CORP CMN (DECK)	1,770 00	91.0400	161,140 80	65 4172	115,788.52	45,352 28		
EATON VANCE CORP (NON-VTG) CMN (EV)	2,260.00	40.9300	92,501.80	28.2123	63,759.80	28,742.00	2.4432	2,260.00
EXELIS INC. CMN (XLS)	7,692.00	17.5300	134,840.76	17.8757	137,499.85	(2,659.09)	2.3571	3,178.33
KAMAN CORP CMN (KAMN)	1,576 00	40.0900	63,181 84 252.16	34 8617	54,941 99	8,239 85	1.5964	1,008.64
MATSON, INC. CMN (MATX)	3,028.00	34 5200	104,526.56	25.2567	76,477.40	28,049.16	1.9699	2,059.04
MBIA INC CMN (MBI)	8,786.00	9.5400	83,818.44	10.2569	90,117.11	(6,298.67)		
MONTPELIER RE HOLDINGS LTD. CMN (MRH)	2,900.00	35.8200	103,878 00 580 00	21.9370	63,617.19	40,260.81	2.2334	2,320.00
MRC GLOBAL INC. CMN (MRC)	3,534.00	15.1500	53,540.10	31.9375	112,867.23	(59,327.13)		

[14]This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

Not a Deposit Not FDIC Insured May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit)

Brokerage and securities services provided by Goldman, Sachs & Co Bank Deposit Account, Certificates of Deposit and Term Deposits offered by Goldman Sachs Bank USA, Member FDIC

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
THE LONDON COMPANY- SMALL CAP CORE								
NEWMARKET CORP CMN (NEU)	596 00	403.5300	240,503.88 834.40	253.6395	151,169.14	89,334.74	1.3878	3,337.60
OLD DOMINION FGHT LINES INC CMN (ODFL)	4,732 00	77 6400	367,392.48	30 4374	144,029.72	223,362.76		
OLIN CORP NEW $1 PAR CMN (OLN)	6,098.00	22.7700	138,851 46	27.3997	167,083.27	(28,231.81)	3.5134	4,878.40
ORBITAL SCIENCES CORP CMN (ORB)	3,249.00	26.8900	87,365.61	29.4146	95,568.04	(8,202.43)		
PRICESMART INC CMN (PSMT)	1,814.00	91.2200	165,473.08	74.2805	134,744 86	30,728.22	0.7674	1,269.80
SERVICE CORP INTERNATL CMN (SCI)	9,961 00	22 7000	226,114 70	13 2945	132,426.37	93,688 33	1.5859	3,585.96
STURM, RUGER & COMPANY INC. CMN (RGR)	1,700.00	34.6300	58,871.00	52.5755	89,378.38	(30,507.38)	4.6780	2,754.00
TEJON RANCH CO CMN (TRC)	2,070.00	29.4600	60,982.20	28.6859	59,379.76	1,602.44		
TEMPUR SEALY INTERNATIONAL INC CMN (TPX)	2,687 00	54 9100	147,543 17	43.9169	118,004.79	29,538 38		
TENET HEALTHCARE CORP CMN (THC)	3,767.00	50.6700	190,873.89	21.2708	80,127.19	110,746.70		
TREDEGAR CORPORATION CMN (TG)	3,210.00	22.4900	72,192.90 288.90	15.6693	50,298.49	21,894.41	1.6007	1,155.60
WHITE MTNS INS GROUP LTD CMN (WTM)	166 00	630.1100	104,598 26	519 1163	86,173.31	18,424.95	0 1587	166.00
WORLD FUEL SERVICES CORP CMN (INT)	1,339 00	46.9300	62,839 27 50.21	37.4886	50,197.27	12,642 00	0.3196	200.85
CORRECTIONS CORP OF AMERICA CMN (CXW)	4,685.00	36.3400	170,252.90 2,389.35	33 4221	156,582.35	13,670.55	5.6136	9,557 40
FIRST INDUSTRIAL REALTY TRUST CMN (FR)	7,545 00	20 5600	155,125 20 773.36	14 1081	106,445 85	48,679 35	1.9942	3,093.45
WTS/TEJON RANCH CO. 40.0000 EXP08/31/2016 (TRCWS)	370 00	1.8130	670.81			670.81		
RITCHIE BROS. AUCTIONEERS INC CMN (RBA)	2,164.00	26.8900	58,189 96	18.7762	40,631.68	17,558.28	2.0826	1,211.84
TOTAL THE LONDON COMPANY SMALL CAP CORE			4,156,790.88 6,230.00		3,446,493.37	710,297.51	1.9162	54,534.07

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**4,163,020.88**	**3,446,493.37**	**710,297.51**	**54,534.07**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

LESLEY A WALDHEIM CHARITABLE FOUNDATION

Holdings

Period Ended December 31, 2014

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	537,031.86	1.0000	537,031.86	1.0000	537,031.86	0.00	0.0924	496.48

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FLOATING RATE FUND								
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	122,820.463	9.8400	1,208,553.36	10.0680	1,236,561.43	(28,008.07) 58,553.36		45,443 57

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
NON-US EQUITY STRUCTURED PRODUCTS								
THE GOLDMAN SACHS GROUP, INC. LINKED TO MSCI EAFE UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 07/06/2015 (MXEAE177)	500.00	1,041.0370	520,518.50	1,000.0000	500,000 00	20,518.50		
THE GOLDMAN SACHS GROUP, INC. LINKED TO EURO STOXX 50 PR UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 03/24/2016 (SX5EEL56)	500.00	915.3080	457,654.00	1,000 0000	500,000.00	(42,346 00)		
TOTAL NON-US EQUITY STRUCTURED PRODUCTS			978,172 50		1,000,000.00	(21,827.50)		

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**2,723,757.72**	**2,773,593.29**	**(49,835.57)**	**45,940.05**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

Not a Deposit Not FDIC Insured May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit)

Brokerage and securities services provided by Goldman, Sachs & Co Bank Deposit Account, Certificates of Deposit and Term Deposits offered by Goldman Sachs Bank USA, Member FDIC

LESLEY WALDHEIM CHARITABLE FDN ADVISORY
Holdings

Period Ended December 31, 2014

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Contributions/ Distributions To Date	Net Contribution To Date	Economic Gain (Loss)
NON-US EQUITY						
ARTISAN DYNAMIC EQUITY (NON-US EQUITY) [SERIES]						
ARTISAN DYNAMIC EQUITY(NON-US EQUITY) OFFSHORE L.P. (GMSAA2AC)	7,953.93	233.1170	1,854,196.53	1,000,000.00 0.00		854,196.53

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**1,854,196.53**	**1,000,000.00**	**854,196.53**	

The calculations noted above (other than contributions and distributions since the last capital statement) are taken from the applicable partnership capital value statement as provided by the fund administrator A partnership capital value statement is available upon request from your Private Wealth Advisor Tax information regarding these investments, including allocations of income and realized and unrealized gains and losses will be available through a Schedule K-1 which will be mailed to you after year end Please be advised that the delivery of K-1s is subject to the reporting of the particular underlying partnerships and that the delivery of particular K-1s may be delayed, requiring you to file an extension Your private equity assets are held away from Goldman Sachs and are not covered by the Securities Investor Protection Corporation ("SIPC") or any supplemental insurance provided by Goldman Sachs for its clients holdings Please contact your Private Wealth Advisor if you have any questions

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

LESLEY A. WALDHEIM FOUNDATION
2014 BEGINNING OF YEAR BOOK VALUE-GOLDMAN SACHS

Description	Quantity		Value
Acct #028-3			
GOLDMAN SACHS BANK DEPOSIT		$	704,772 47
GOLDMAN SACHS HIGH YIELD FLOATING RATE FUND, INSTITUTIONAL SHARES	118,261.513	$	1,191,127 40
THE GOLDMAN SACHS GROUP INC LINKED TO RUSSELL 2000, NOTE DUE 2/4/14	250	$	250,000 00
THE GOLDMAN SACHS GROUP INC LINKED TO MSCI EAFE, NOTE DUE 7/6/15	500	$	500,000.00
JPMORGAN CHASE & CO LINKED TO EURO STOXX 50 SMEX	500,000	$	500,000.00
CREDIT SUISSE AG LKD TO EURO STOXX 50	500,000	$	500,000 00
		$	**3,645,899.87**
Acct#090-9			
ARTISAN. DYNAMIC EQUITY(NON-US EQUITY) OFFSHORE L.P.	7,953.93	$	1,000,000 00
		$	**1,000,000.00**
Acct#074-3			
		$	-
Acct #956-0			
CASH		$	2,695 10
GOLDMAN SACHS BANK DEPOSIT		$	111,150.36
APPLE, INC.	290	$	158,729 86
AT&T INC	5,402	$	202,158 61
BOEING COMPANY	1,668	$	121,768 37
BP, PLC SPONSORED ADR	4,117	$	178,991.73
E.I. DU PONT DE NEMOURS AND CO	2,369	$	23.69
EXXON MOBIL CORPORATION	1,646	$	19,140 79
FIRSTENERGY CORP.	5,720	$	216,803.74
GENERAL ELECTRIC CO	10,659	$	90,424 80
HONEYWELL INTL INC	1,370	$	81,211 90
HSBC HOLDINGS PLC SPONSORED ADR CMN	1,839	$	82,006.53
JPMORGAN CHASE & CO	4,979	$	190,118.30
LOWES COMPANIES INC	2,468	$	71,655 67
MCDONALDS CORP	1,274	$	113,860 20
MERCK & CO	6,182	$	270,422.66
MICROSOFT CORPORATION	4,873	$	156,851 82
NOVARTIS AG SPONSORED ADR	2,827	$	219,151 13
PEPSICO INC	2,883	$	136,505 74
PFIZER INC	5,434	$	95,176 51
PG&E CORPORATION	2,083	$	97,698.62
PHILIP MORRIS INTL	1,455	$	35,338 28
PROCTER & GAMBLE COMPANY	2,540	$	9,040 25
PRUDENTIAL FINANCIAL INC	1,280	$	70,297.86
QUALCOMM INC	2,537	$	156,325 73
THE TRAVELERS COMPANIES, INC	3,571	$	231,053 06
TOTAL SA, SPONSORED ADR	3,962	$	197,942 64

VIACOM INC CL B	3,032	$	151,528.78
XILINX INC	3,147	$	109,191.41
VODAFONE GROUP PLC	9,211	$	266,785.22
		$	**3,844,049.36**
Acct #176-4			
CASH		$	943 67
GOLDMAN SACHS BANK DEPOSIT		$	65,399.00
ADVENT SOFTWARE INC	2,734	$	64,392 09
ALBEMARLE CORP	2,935	$	174,229.80
ALEXANDER & BALDWIN	2,755	$	85,651 05
ALLIANT TECHSYSTEMS INC.	850	$	81,144 25
AMERICAN EAGLE OUTFITTERS INC	3,345	$	74,106 53
ATWOOD OCEANICS INC	3,083	$	144,001.32
CABELA'S INC	2,970	$	148,309.22
COLUMBIA SPORTSWEAR COMPANY	1,266	$	67,221 06
DECKERS OUTDOORS CORP.	1,884	$	119,942.08
EATON VANCE CORP	5,134	$	142,432.22
KAMAN CORP	1,576	$	54,941 99
MARTIN MARIETTA MATERIALS INC	616	$	49,518 06
MATSON INC	3,028	$	76,477 40
MBIA INC	8,786	$	90,117.11
MICREL INC	4,135	$	43,277.18
MONTPELIER RE HOLDINGS LTD	2,900	$	63,617.19
MRC GLOBAL INC.	4,559	$	145,451.06
NEWMARKET CORP	596	$	151,169.14
OLD DOMINION FGHT LINES INC	4,827	$	146,870.15
OLIN CORP	5,702	$	157,045.62
PRICESMART INC	1,814	$	134,744 86
SERVICE CORP INTERNATL	9,961	$	132,426 37
STURM, RUGER & COMPANY INC	1,700	$	89,378 38
TEMPUR SEALY INTERNATIONAL	2,687	$	118,004 79
TEJON RANCH CO	2,508	$	71,687.03
TENET HEALTHCARE CORP	3,767	$	80,127 19
TREDEGAR CORPORATION	3,210	$	50,298 49
VALUECLICK INC ORD	2,943	$	48,500 94
WHITE MTNS INS GROUP LTD	166	$	86,173 31
WORLD FUEL SERVICES CORP	1,339	$	50,197.27
CORRECTIONS CORP OF AMERICA	4,685	$	158,878 29
FIRST INDUSTRIAL REALTY TRUST	7,545	$	106,445 85
WTS/TEJON RANCH CO	370	$	-
RITCHIE BROS AUCTIONEERS INC	2,164	$	40,631.68
		$	**3,313,751.64**
Acct #178-0			
GOLDMAN SACHS BANK DEPOSIT		$	372,487 84
AMERICAN INTL GROUP INC	5,400	$	186,718.98
APPLIED MATERIALS INC	14,500	$	169,959 00
BLACKROCK, INC.	650	$	168,694.31
CARMAX, INC	1,400	$	45,436 44
DELPHI AUTOMOTIVE	3,750	$	114,855 58
DRESSER-RAND GROUP	2,300	$	117,077.05
FAMILY DOLLAR STORES INC.	2,800	$	163,850.65
FRANKLIN RESOURCES	4,600	$	194,258 33
GAMING & LEISURE PROP, INC.	3,200	$	97,307 93
GENERAL MOTORS COMPANY	6,900	$	203,262.56

ILLINOIS TOOL WORKS	2,100	$	124,968 83
INTEL CORPORATION	10,200	$	250,201.17
JPMORGAN CHASE & CO	5,500	$	211,321 09
NATIONAL OILWELL VARCO, INC	2,900	$	213,676 75
ORACLE CORPORATION	7,000	$	225,418.10
PENN NATIONAL GAMING INC	3,200	$	28,420 55
TIFFANY & CO	1,600	$	100,698 45
TRIUMPH GROUP INC	2,200	$	160,315 61
VISA INC	950	$	123,226 50
WELLS FARGO & CO	7,000	$	240,331.96
STARWOOD HOTELS & RESORTS	2,500	$	143,607 61
AON PLC	2,800	$	226,199 76
		$	**3,882,295.05**
Acct #180-6			
GOLDMAN SACHS BANK DEPOSIT		$	20,773 98
3M COMPANY	475	$	37,325 50
ALTERA CORP	2,300	$	81,708.49
ANADARKO PETROLEUM CORP	700	$	54,940.20
BERKSHIRE HATHAWAY INC	3,400	$	291,414 51
COCA-COLA COMPANY	4,850	$	187,850 27
COMCAST CORPORATION CL A	3,850	$	129,400 22
CONSTELLATION BRANDS INC	2,000	$	87,311 00
DISH NETWORK CORP	1,900	$	73,858.27
ECOLAB INC	2,600	$	167,412 57
FIDELITY NATL INFO SVCS INC	2,625	$	83,507 44
GOOGLE, INC.	200	$	134,173 00
LOEWS CORPORATION	3,600	$	147,037.14
MICROSOFT CORPORATION	7,300	$	219,267 14
MONDELEZ INTERNATIONAL INC	4,836	$	72,710.68
MORGAN STANLEY	11,000	$	163,325.51
NEWS CORPORATION	1,512	$	16,614 81
NOBLE ENERGY INC	4,500	$	205,792 80
ORACLE CORPORATION	9,200	$	299,430.98
PEPSICO INC	2,026	$	97,957.10
PRAXAIR, INC	1,375	$	147,580 83
THERMO FISHER SCIENTIFIC INC	1,425	$	82,853.17
TWENTY-FIRST CENTURY FOX, INC	6,050	$	128,492 69
UNITEDHEALTH GROUP INC	2,700	$	144,809 35
W.R. BERKLEY CORPORATION	2,300	$	86,030 45
WAL MART STORES INC	2,450	$	180,326 33
AON PLC	4,100	$	211,605 02
LIBERTY GLOBAL PLC	3,100	$	163,545.40
NESTLE SA SPONSORED ADR	2,025	$	125,155.15
		$	**3,842,210.00**

TOTAL 2014 BEGINNING OF THE YEAR BOOK VALUE	**$**	**19,528,205.92**

LESLEY A. WALDHEIM FOUNDATION 2014 MONTHLY AVERAGE BALANCE

	GS	Gain/Loss	Cash	Securities	Cash	Securities	Cash	Securities	Cash	Securities	Cash	Securities	Cash	Securities	Cash	Securities
	Value	YTD	028-3	028-3	090-9	090-9	956-0	956-0	176-4	176-4	178-0	178-0	180-6	180-6		
Jan	26,227,275 67		704,772 47	3,245 598 28		1,845,646 06	113,845 46	5,553,105 46	66,342 67	4,157,405 02	372,487 84	4,646,902 00	20,773 98	5,500,396 43		
Feb	24,366,187 04	414 059 23	247,802 85	3,215,437 11		1 788,751 59	104,051 82	4,957,912 72	57,943 54	3,983,566 87	439,049 56	4,268,794 50	11,065 11	5,291,811 37		
March	25,278,094 51	572,803 98	247,238 09	3,277,858 23		1,875,202 86	114,580 09	5,183,262 15	59,916 82	4,076,513 31	395,777 41	4,512,836 83	34,565 36	5,500,343 36		
Apnl	25,544,526 70	831,281 61	377,381 92	3,156,402 33		1,851,181 99	53,145 66	5,329,933 76	64,651 49	4,147,395 34	383,750 23	4,568,811 39	175,447 55	5,436,425 04		
May	25,500,707 87	843,200 49	372 416 74	3,175,992 27		1,866,294 46	59,722 93	5,397,708 26	57,346 56	4,089,123 95	300,302 48	4,598,768 50	77,862 60	5,505,169 12		
June	25,978,483 18	957,453 10	372,433 96	3,205,424 27		1,929,623 66	59,119 74	5,447,969 39	59,872 95	4,106,938 92	118,598 54	4,942,427 81	69,078 00	5,666,995 94		
July	26 401,783 16	1,150 473 75	259,909 56	3,228,541 11		1,967,715 04	67,921 61	5,481,882 26	147,982 62	4,133,999 64	423,827 74	4 884,040 75	143,255 74	5,662,707 09		
August	25,623,756 26	1 222,685 69	254,656 06	3,176,928 77		1,910,916 01	65,316 50	5,321,559 19	60,244 56	4,006,136 88	254,277 64	4,936,804 25	165,971 36	5,470,945 04		
September	26,391,583 18	1,318,572 37	54,663 19	3,191,443 25		1,920,595 95	96,601 32	5,500,715 15	120,286 11	4,157,936 02	235,608 33	5,211,573 00	172,203 36	5,729,957 50		
October	25,866,005 52	1,368,155 13	54,666 72	3 144,064 52		1,842,512 21	121,128 25	5 453,949 05	127,659 31	4,007,691 71	153,187 71	5,109,706 75	180,726 36	5,670,712 93		
November	25 566,338 47	1,496,898 57	241,207 39	2,503 860 29		1,839,624 93	90 378 93	5,579,813 66	85,609 86	4,038,506 46	359,918 49	4,956,814 25	161,930 00	5,708,674 21		
December	26,449,286 98	865,864 78	241,223 62	2,537,567 81		1,880,866 06	110,165 13	5,773,142 71	70 781 22	4,142,994 13	331,787 16	5,228,873 75	344,536 39	5,787,349 00		
Average Total Portfolio Value	25,766,169 05		285,697 71	3,088,259 85		1,876,577 57	87,998 12	5 415 079 48	81,553 14	4,087 350 69	314,047 76	4,822,196 15	129 784 65	5,577,623 92		
Total Average Value	25,766,169 05															
Total Average Cash Value	899,081 39															
Total Average Securities	24,867,087 66															
Total Distributions	1,520,000 00															
Percentage distributed	5 90%															
Total remaining to be distributed	(231,691 55)															
5% of assets	1,288,308 45															

All values are as of the 1st of the month

LESLEY A WALDHEIM FOUNDATION 2014 DISTRIBUTIONS

Date	Entity	Amount	
1/7/2014	Hot City Theatre	10,000 00	✓
1/7/2014	New Line Theatre	10,000 00	✓
1/7/2014	Washington University (for prevention and treatment of sexual abuse in children)	200,000 00	✓
1/7/2014	Access Academies	100,000 00	✓
1/7/2014	Places for People	100,000 00	✓
1/7/2014	St Louis Symphony	100,000 00	✓
1/7/2014	St Louis Area Food Bank (in memory of John Musser)	100,000 00	✓
1/7/2014	Meals on Wheels	50,000 00	✓
1/7/2014	Opera Theatre of St Louis	50,000 00	✓
1/7/2014	Matthew Dickeys	100,000 00	✓
6/26/2014	Lifelong Learning Institute at Washington University	50,000 00	✓
6/26/2014	KWMU	50,000 00	✓
8/11/2014	Paraquad	200,000 00	✓
10/23/2014	Hot City Theatre	10 000 00	✓
10/23/2014	New Line Theatre	10 000 00	✓
10/23/2014	Access Academies	80,000 00	✓
10/23/2014	Meals on Wheels	100,000 00	✓
10/23/2014	Places for People	100,000 00	✓
10/23/2014	St Louis Area Food Bank (in memory of John Musser)	100,000 00	✓
	TOTAL	1,520,000	