Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation | OMB No 1545-0052 **2009**

Department of the Treasury Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: JOHN AND MARCIA GOLDMAN FOUNDATION

A Employer identification number: 94-3274370

Number and street (or P O box number if mail is not delivered to street address): 10400 DEER VALLEY ROAD | Room/suite

B Telephone number (see page 10 of the instructions): (925) 978-0320

City or town, state, and ZIP code: BRENTWOOD, CA 94513

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 27,478,411.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)	5,924,072.	ATCH 1		
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,880.	8,880.		ATCH 2
	4 Dividends and interest from securities	512,954.	512,954.		ATCH 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-4,831.			
	b Gross sales price for all assets on line 6a 400,000.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	22,236.	-709.		ATCH 4
	12 **Total.** Add lines 1 through 11	6,463,311.	521,125.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages	83,977.			
	15 Pension plans, employee benefits	6,619.			
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 5	22,041.	11,021.	0.	11,021.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)**	41,531.	7,015.		6,571.
	19 Depreciation (attach schedule) and depletion	735.			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	25,968.	12,278.		13,690.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	180,871.	30,314.	0.	31,282.
	25 Contributions, gifts, grants paid	3,961,283.			3,961,283.
	26 Total expenses and disbursements Add lines 24 and 25	4,142,154.	30,314.	0.	3,992,565.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,321,157.			
	b **Net investment income** (if negative, enter -0-)		490,811.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

RECEIVED NOV 0 8 2010 OGDEN, UT IRS-OSC

SCANNED NOV 0 9 2010

3/16 12

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	5,468,715.	6,008,101.	6,008,101.
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 page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 8	24,240,418.	26,009,534.	21,467,112.
14	Land, buildings, and equipment basis ▶ 4,086. Less accumulated depreciation (attach schedule) ▶ 2,307.	2,514.	1,779.	
15	Other assets (describe ▶ ATCH 9)	4,808.	3,198.	3,198.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	29,716,455.	32,022,612.	27,478,411.
Liabilities 17	Accounts payable and accrued expenses	15,000.		
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)	15,000.		
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	29,701,455.	32,022,612.	
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 page 17 of the instructions)	29,701,455.	32,022,612.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	29,716,455.	32,022,612.	

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	29,701,455.
2	Enter amount from Part I, line 27a	2	2,321,157.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	32,022,612.
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	32,022,612.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	400,000		404,831	-4,831
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-4,831.
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? .... ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	2,658,929.	21,400,748.	0.124245
2007	3,460,829.	22,510,972.	0.153740
2006	2,380,720.	12,279,002.	0.193885
2005	1,747,410.	7,532,484.	0.231983
2004	1,199,570.	5,543,497.	0.216392

2 **Total** of line 1, column (d)	2	0.920245
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	0.184049
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	19,871,041.
5 Multiply line 4 by line 3	5	3,657,245.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,908.
7 Add lines 5 and 6	7	3,662,153.
8 Enter qualifying distributions from Part XII, line 4	8	3,992,565.

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 on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of ruling 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	4,908.
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	4,908.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,908.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 27,945.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	27,945.
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	23,037.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 23,037. **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 page 19 of the instructions for 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	N/A	
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 page 19 of the instructions) ▶ CALIFORNIA			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ JANET LINDSAY Telephone no ▶ 925 978-0320

Located at ▶ 10400 DEER VALLEY ROAD BRENTWOOD, CA ZIP + 4 ▶ 94513

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here N/A ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ▶	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?		5b		X
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? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	☒ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870*		6b		X
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		X

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 page 22 of the 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
ATTACHMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
ATTACHMENT 11		83,977.	0.	6,619.

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 page 23 of the 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 ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

JSA
9E1465 1 000
7FS13P M200 8/12/2010 12:56:44 PM V 09-7.1 13251

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	
b	Average of monthly cash balances	1b	2,112,428.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	18,061,218.
d	**Total** (add lines 1a, b, and c)	1d	20,173,646.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	20,173,646.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	302,605.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,871,041.
6	**Minimum investment return.** Enter 5% of line 5	6	993,552.

Part XI **Distributable Amount** (see page 25 of the 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	993,552.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,908.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,908.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	988,644.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	988,644.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	988,644.

Part XII **Qualifying Distributions**(see page 25 of the 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	3,992,565.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,992,565.
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 page 26 of the instructions)	5	4,908.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,987,657.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					988,644.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years 20 07 ,20 06 ,20 05			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004	920,243.				
b From 2005	1,376,482.				
c From 2006	1,890,092.				
d From 2007	2,475,713.				
e From 2008	1,609,514.				
f Total of lines 3a through e		8,272,044.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 3,992,565.					
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2009 distributable amount					988,644.
e Remaining amount distributed out of corpus		3,003,921.			
5 Excess distributions carryover applied to 2009 *(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		11,275,965.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
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 page 27 of the instructions			0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		920,243.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		10,355,722.			
10 Analysis of line 9					
a Excess from 2005	1,376,482.				
b Excess from 2006	1,890,092.				
c Excess from 2007	2,475,713.				
d Excess from 2008	1,609,514.				
e Excess from 2009	3,003,921.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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))

JOHN D. AND MARCIA L. GOLDMAN

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ATTACHMENT 12

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

NO PRESCRIBED FORM

c Any submission deadlines:

NONE

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

ATTACHMENT 13

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				
ATTACHMENT 14				
Total . . . . . . ▶ 3a				3,961,283.
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 page 28 of the 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	8,880.	
4 Dividends and interest from securities			14	512,954.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-4,831.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 15				22,236.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				539,239.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 539,239.

(See worksheet in line 13 instructions on page 28 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 page 29 of the instructions)
	NOT APPLICABLE

JSA
9E1492 1 000
7FS13P M200 8/12/2010 12:56:44 PM V 09-7.1 13251

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

[signature] 11/3/10 PRESIDENT

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature [signature]	Date 10-20-10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00082231
Firm's name (or yours if self-employed), address, and ZIP code	SEILER LLP THREE LAGOON DRIVE, STE 400 REDWOOD CITY, CA 94065		EIN ▶ 94-1624276 Phone no 650-365-4646

JSA
9E1493 1 000

7FS13P M200 8/12/2010 12:56:44 PM V 09-7.1 13251

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization: JOHN AND MARCIA GOLDMAN FOUNDATION

Employer identification number: 94-3274370

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization JOHN AND MARCIA GOLDMAN FOUNDATION

Employer identification number 94-3274370

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN D GOLDMAN 1997 CHARITABLE LEAD TR PO BOX 804298 CHICAGO, IL 60680	$ 5,924,072.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

JOHN AND MARCIA GOLDMAN FOUNDATION 94-3274370

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		DODGE & COX BALANCED FUND PROPERTY TYPE: SECURITIES				P	01/01/2008	12/14/2009
400,000.		404,831.					-4,831.	
TOTAL GAIN (LOSS)							-4,831.	

JSA
9E1730 1 000
7FS13P M200 8/12/2010 12:56:44 PM V 09-7.1 13251

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
JOHN D GOLDMAN 1997 CHARITABLE LEAD TR PO BOX 804298 CHICAGO, IL 60680	12/28/2009	5,924,072.
TOTAL CONTRIBUTION AMOUNTS		5,924,072.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO BANK, N.A.	138.	138.
WELLS FARGO BANK, N.A.	14.	14.
WELLS FARGO BANK, N.A.	727.	727.
WELLS FARGO BANK, N.A.	8,001.	8,001.
TOTAL	8,880.	8,880.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EUROPACIFIC GROWTH FUND	15,427.	15,427.
WELLS FARGO BANK, N.A.	51,378.	51,378.
WELLS FARGO BANK, N.A.	291,917.	291,917.
DODGE AND COX BALANCED FUND	154,217.	154,217.
LEGACY VENTURE V, LLC	15.	15.
TOTAL	512,954.	512,954.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR EXCISE TAX OVERPAYMENT	22,945.	
LEGACY VENTURE V, LLC-OTHER INCOME	-709.	-709.
TOTALS	22,236.	-709.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		22,041.	11,021.		11,021.
	TOTALS	22,041.	11,021.	0.	11,021.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	27,945.		
PAYROLL TAXES	6,571.		6,571.
FOREIGN TAXES	7,015.	7,015.	
TOTALS	41,531.	7,015.	6,571.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CA REGISTRATION & FILING FEES	395.		395.
AUTOMOBILE EXPENSE	4,209.		4,209.
OFFICE EXPENSE	2,137.		2,137.
TELEPHONE	1,800.		1,800.
PAYROLL PROCESSING FEES	1,259.		1,259.
CUSTODY FEES	4,155.	2,078.	2,077.
POSTAGE	278.		278.
COMPUTER EXPENSE	770.		770.
COMPUTER SUPPORT	765.		765.
LEGACY VENTURE V, LLC	6,556.	6,556.	
GOLDMAN CHARITABLE FUNDS I, GP	3,644.	3,644.	
TOTALS	25,968.	12,278.	13,690.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DODGE & COX BALANCED FUND	15,244,003.	12,136,918.
DODGE & COX INCOME FUND	1,895,305.	1,948,776.
DODGE & COX INT'L STOCK FUND	5,493,520.	4,091,363.
WF ADV CAPITAL GROWTH FUND	1,302,060.	1,078,333.
EUROPACIFIC GROWTH FUND	750,323.	826,749.
LEGACY VENTURE V, LLC	45,323.	51,355.
GOLDMAN CHARITABLE FUNDS I, GP	49,690.	55,776.
BAIRD SHORT TERM BOND FUND	1,229,310.	1,277,842.
TOTALS	26,009,534.	21,467,112.

JOHN AND MARCIA GOLDMAN FOUNDATION 94-3274370

FORM 990PF, PART II - OTHER ASSETS ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ORGANIZATION COSTS	3,068.	3,068.
DUE FROM WELLS FARGO	130.	130.
TOTALS	3,198.	3,198.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN D. GOLDMAN C/O MONTE VISTA MANAGEMENT COMPANY P.O. BOX 29904 SAN FRANCISCO, CA 94129	PRESIDENT 5.00	0.	0.	0.
MARCIA L. GOLDMAN C/O MONTE VISTA MANAGEMENT COMPANY P.O. BOX 29904 SAN FRANCISCO, CA 94129	SECRETARY 5.00	0.	0.	0.
AARON D. GOLDMAN C/O MONTE VISTA MANAGEMENT COMPANY P.O. BOX 29904 SAN FRANCISCO, CA 94129	DIRECTOR 1.00	0.	0.	0.
JESSICA L. GOLDMAN C/O MONTE VISTA MANAGEMENT COMPANY P.O. BOX 29904 SAN FRANCISCO, CA 94129	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JANET LINDSAY 10400 DEER VALLEY ROAD BRENTWOOD, CA 94513	EXECUTIVE DIRECTOR 40.00	83,977.	0.	6,619.
	TOTAL COMPENSATION	83,977.	0.	6,619.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JOHN D GOLDMAN
10400 DEER VALLEY ROAD
BRENTWOOD, CA 94513
925 978-0320

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

CHARITIES MUST QUALIFY UNDER THE PROVISIONS OF INTERNAL REVENUE CODE SECTION 501(C)(3)

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	450,000.
STANFORD HOSPITAL & CLINICS 2700 SAND HILL ROAD MENLO PARK, CA 94025	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	100,000
OPTION INSTITUTE 2080 S UNDERMOUNTAIN ROAD SHEFFIELD, MA 01257	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
SWARTHMORE COLLEGE 500 COLLEGE AVENUE SWARTHMORE, PA 19081-1397	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	50,000.
BUILDING FUTURES NOW 840 PARMA WAY LOS ALTOS, CA 94302	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
CAMPUS FOR JEWISH LIFE 3921 FABIAN WAY PALO ALTO, CA 94303	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	200,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONTEMPORARY JEWISH MUSEUM 736 MISSION STREET SAN FRANCISCO, CA 94103	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
EASTSIDE COLLEGE PREPARATORY SCHOOL INC 1041 MYRTLE STREET EAST PALO ALTO, CA 94303	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	26,000.
MAYBECK FOUNDATION 3200 WASHINGTON STREET SAN FRANCISCO, CA 94115	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	5,000
PACIFIC AUTISM CENTER FOR EDUCATION 1880 PRUNERIDGE AVENUE SANTA CLARA, CA 95050	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	200,000.
PROJECT GREAT OUTDOORS P O BOX 1385 SACRAMENTO, CA 95812	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	3,120.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE, GOLDEN GATE PARK SAN FRANCISCO, CA 94118	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACLU NORTHERN CALIFORNIA 39 DRUMM STREET SAN FRANCISCO, CA 94111	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	100,000
AMERICAN CONSERVATORY THEATRE 30 GRANT AVENUE, 6TH FLOOR SAN FRANCISCO, CA 94108	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	100,000
ARTHRITIS FOUNDATION OF NORTHERN CALIFORNIA 657 MISSION STREET, SUITE 603 SAN FRANCISCO, CA 94105	NONE PUBLIC	GENGERAL CHARITABLE PURPOSE	250,000.
BOYS AND GIRLS CLUBS OF SAN FRANCISCO 55 HAWTHORNE STREET, SUITE 600 SAN FRANCISCO, CA 94105	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	1,600.
BOYS AND GIRLS CLUBS OF THE PENINSULA 401 PIERCE ROAD MENLO PARK, CA 94025	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	40,000
BUILD 1600 ADAMS DRIVE MENLO PARK, CA 94025	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	15,000.

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CEDAR FUND 504 RIGHTFUL CENTER, 12 TAK HING STREET KOWLOON, HONGKONG,	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	56,126.
COMMUNITY SCHOOL OF MUSIC & ARTS 230 SAN ANTONIO CIRCLE MOUNTAIN VIEW, CA 94040	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	9,500.
DRAGON PRODUCTIONS THEATRE COMPANY 535 ALMA STREET PALO ALTO, CA 94301	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	3,000.
FACE AIDS P O BOX 46 PALO ALTO, CA 94302	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	150,000.
FOR YOUTH BY YOUTH 321 BELL STREET EAST PALO ALTO, CA 94303	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	25,000.
JEWISH COMMUNITY FEDERATION 121 STEUART STREET SAN FRANCISCO, CA 94105	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	280,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JOHN W. GARDNER CENTER 505 LASUEN MALL STANFORD, CA 94305	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	15,000.
LEAGUE OF AMERICAN ORCHESTRAS 33 WEST 60TH STREET, 5TH FLOOR NEW YORK, NY 10023	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	49,437
OBERLIN DANCE COLLECTIVE ODC 351 SHOTWELL STREET SAN FRANCISCO, CA 94110	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	50,000
PENINSULA JEWISH COMMUNITY CENTER 800 FOSTER CITY BLVD. FOSTER CITY, CA 94404	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	15,000.
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL SAN FRANCISCO, CA 94102	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	200,000.
SANTA CLARA UNIVERSITY 500 EL CAMINO REAL SANTA CLARA, CA 95053	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	60,000.

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SILICON VALLEY SOCIAL VENTURE FUND (SV2) P O. BOX 1792 LOS ALTOS, CA 94023	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	12,500
STANFORD SCHOOL OF MEDICINE 326 GALVEZ STREET STANFORD, CA 94305	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	50,000.
TEAM-UP FOR YOUTH 310 EIGHTH STREET, SUITE 300 OAKLAND, CA 94607	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	25,000.
YOUTH AND FAMILY ENRICHMENT SERVICES 610 ELM STREET, SUITE 212 SAN CARLOS, CA 94070	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	20,000.
JEWISH COMMUNITY FEDERATION ENDOWMENT FUND 121 STEUART STREET SAN FRANCISCO, CA 94105	NONE PUBLIC	GENERAL CHARITABLE PURPOSE	1,000,000
		TOTAL CONTRIBUTIONS PAID	3,961,283

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

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
LEGACY VENTURE V, LLC.-OTHER INCOME			01	-709.	
PRIOR YEAR FEDERAL EXCISE TAX OVERPAYMENT			01	22,945.	
TOTALS				22,236.	

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
DELL COMPUTER	07/01/2004	809.	100 000			809	729	809	SL		5 000				80
COMPUTER SOFTWARE	12/31/2007	3,277	100 000			3,277	843	1,498	SL		5 000				655
Less Retired Assets															
Subtotals		4,086				4,086	1,572	2,307							735

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS		4,086				4,086	1,572.	2,307							735

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
9X9024 1 000

AFFIDAVIT

The undersigned, to assist grantmaking foundations in the United States of America determine whether the CEDAR FUND is the equivalent of a public charity described in section 509(a)(1), (2) or (3) of the United States Internal Revenue Code or a private operating foundation described in section 4942(j)(3) of the Code, makes the following statement:

(1) I am the Chief Executive of CEDAR FUND, the grantee organization and duly authorized to make this affidavit on its behalf.

(2) The grantee organization was created in Hong Kong by incorporation under the Companies Ordinance of the Laws of Hong Kong in 1991, and is operated exclusively for [check applicable box or boxes]:

[x] charitable

[x] religious

[ ] scientific

[ ] literary

[x] educational

[ ] fostering national or international amateur sports competition, or

[ ] prevention of cruelty to children or animals purposes under the laws of [the country in which the grantee organization was formed].

(3) The activities of the grantee organization have included receiving grants and donations and using the money from those grants and donations in supporting relief and development works on the poor and needy in different parts in Asia and Africa as well some education and promotion of CEDAR's missions and the same activities and operation will continue. CEDAR Fund will also focus on issues of environmental protection.

(4) Copies of the charter, bylaws, and other documents pursuant to which the grantee organization is governed are attached. It is exhibited hereto and marked "CNC-1" copies of the Memorandum and Articles of Association of CEDAR FUND together with a copy letter from the Inland Revenue Department of Hong Kong dated 26th May 1995 confirming its status as a charitable institution and enjoying exemption from all taxes.

(5) The laws and customs applicable to the grantee organization do not permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than pursuant to the conduct of the grantee organization's charitable activities, or as payment of reasonable compensation for services rendered or as payment representing the fair market value of property which the grantee organization has purchased.

(6) The grantee organization has no shareholders or members who have a proprietary interest in the income or assets of the organization.

(7) In the event that the grantee organization were to be liquidated or dissolved, under the laws and customs applicable, or under the governing instruments, all its assets would be

distributed to another not-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality. Such provisions in controlling the distribution of the organization's assets on liquidation are contained in clause 7 of the Memorandum of Association of CEDAR FUND.

(8) The laws and customs applicable to the grantee organization do not permit the organization, other than as an insubstantial part of its activities, (A) to engage in activities that are not for religious, charitable, scientific, literary, or educational purposes; or (B) to attempt to influence legislation, by propaganda or otherwise.

(9) The laws and customs applicable to the grantee organization do not permit the organization directly or indirectly to participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

(10) The grantee organization is not controlled by or operated in connection with any organization other than as follows [describe]: None.

(11) The following is required only if the grantee organization's status under sections 501(c)(3) and 4947(a)(1), 509(a)(1), (2), or (3) or section 4942(j)(3) of the Code depends on its financial support.) A schedule of support for the four most recently completed taxable years is attached showing (for each year and in total)

(A) Gifts, grants, and contributions received;
(B) Membership fees received;
(C) Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is not a business unrelated to the organization's exempt purposes;
(D) Gross income from interest, dividends, rents, and royalties;
(E) Net income from business activities that are unrelated to the organization's exempt purposes;
(F) The value of services or facilities furnished by a governmental unit without charge;
(G) The total of lines (A) through (F);
(H) Line (G) minus line (C);
(I) Two percent of line (H);
(J) A schedule of contributions for each donor whose support for the four-year period was greater than the amount on line (I) (a major donor), and showing the amount by which each major donor's total contributions exceeded the amount on line (I) (excess contributions);
(K) The sum of all major donors' excess contributions;
(L) The four-year total for line (H) minus the four-year totals of lines (D), (E), and (K) (the amount of public support);
(M) Line (L) divided by the four-year total for line (H) (the percentage of the organization's support that is public support).

The requested information is contained in the Paragraph 11 Table and Schedule J annexed.

Name: Dr. CHAN Nim Chung

Title: Chief Executive of CEDAR Fund

Date: 30th August 2010

Paragraph 11 Table

		2005-06	2006-07	2007-08	2008-09	*4 years' Sum*
A.	Gifts, grants and contributions received.	11,076,819	11,720,596	19,350,763	12,288,058	N.A.
B.	Membership fees received.	Nil	Nil	Nil	Nil	N.A.
C.	Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is not a business unrelated to the organization's exempt purposes.	Nil	Nil	2,748,000	787,000	N.A.
D.	Gross income from interest, dividends, rents and royalties.	402,008	382,255	245,310	174,051	HKD1,203,624
E.	Net income from business activities that are unrelated to the organization's exempt purposes.	Nil	Nil	Nil	Nil	Nil
F.	The value of services or facilities furnished by a governmental unit without charge.	Nil	Nil	Nil	Nil	N.A.
G.	The total of lines (A) through (F).	11,478,827	12,102,851	22,344,073	13,249,109	N.A.
H.	Line (G) minus line (C).	11,478,827	12,102,851	19,596,073	12,462,109	HKD55,639,860
I.	Two percent of line (H).	229,577	242,057	391,921	249,242	HKD1,112,797
J.	Schedule of major donors and their excess contributions.	See Schedule J a ttached	See Schedule J attach ed	See Schedule J atta ched	See Schedule J atta ched	N.A.
K.	Sum of all major donors' excess contributions.	2,879,842	4,389,608	3,218,492	1,934,484	12,422,426
L.	The four-year total for line (H) minus the four year totals of lines (D), (E), and (K) (amount of public support).	N.A.	N.A.	N.A.	N.A.	42,013,810
M.	Line L divided by the four-year total for line (H) (percentage of the organization's support that is public support).	N.A.	N.A.	N.A.	N.A.	75.5%

Schedule J

Contributions for each donor whose support for the four-year period was greater than the amount on line (I) (a major donor), and showing the amount by which each major donor's total contributions exceeded the amount on line (I) (excess contributions)

	List of major donors	Excess contributions
2005-06	● WYL*	HKD240,000.00
	● T T K Y Church	HKD759,450.00
	● CCD	HKD307,000.00
	● TF UK	HKD473,430.00
	● WRC	HKD815,922.00
	● SBH*	HKD284,040.00
2006-07	● MGCFC	HKD240,000.00
	● TF UK	HKD978,560.00
	● TF NZ	HKD1,200,313.00
	● WRC	HKD278,990.00
	● The MT	HKD476,494.00
	● MT	HKD431,474
	● OASMCT	HKD450,000.00
	● CCIL	HKD333,777.00
2007-08	● MYS*	HKD960,000.00
	● LPKLI *	HKD430,000.00
	● TF UK	HKD443,475.00
	● TF NZ	HKD985,072.00
	● The MT	HKD399,945.00
2008-09	● WDE Church	HKD340,908.00
	● WRC	HKD843,598.00
	● OASMCT	HKD300,000.00
	● CCIL	HKD449,978.00

*individual donors.

Exhibit

This is the exhibit marked "CNC-1" as referred to in the my Affidavit dated the 30th August 2010.

Nature of document	No. of pages (inclusive of this page
Memorandum and Articles of Association of CEDAR FUND together with a copy letter from the Inland Revenue Department of Hong Kong dated 26/05/1995.	25

Dr. CHAN Nim Chung.

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CEDAR FUND
(施達基金會)

Incorporated the 11th day of July 1991.
(as amended by Special Resolutions on 10 July 1998)

MAURICE LEE, TSANG, NG-QUINN & TANG
SOLICITORS,
HONG KONG

No. 317194
編號

[COPY]

COMPANIES ORDINANCE
(CHAPTER 32)
香 港 法 例 第 32 章
公 司 條 例

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
公 司 更 改 名 稱
註 冊 證 書

I hereby certify that
本 人 謹 此 證 明

CEDAR FUND LIMITED
(施達基金有限公司)

having by special resolution changed its name, is now incorporated under the name of
經 通 過 特 別 決 議 ， 已 將 其 名 稱 更 改 ， 該 公 司 的 註 冊 名 稱 現 為

CEDAR FUND
(施達基金會)

Issued by the undersigned on 7 August 1998.
本 證 書 於 一 九 九 八 年 八 月 七 日 簽 發 。

(Sd.) MISS F. LAM
for *Registrar of Companies*
Hong Kong
香港公司註冊處處長
(公司註冊主任林詠芝代行)

No. 317194

(COPY)

CERTIFICATE OF INCORPORATION

I hereby certify that

CEDAR FUND LIMITED
(施達基金有限公司)

is this day incorporated in Hong Kong under the Companies Ordinance, and that this company is limited.

GIVEN under my hand this Eleventh day of July One Thousand Nine Hundred and Ninety-one.

(Sd.) KWOK WAI HUNG
p. Registrar General
(Registrar of Companies)
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited By Guarantee
And Not Having A Share Capital

MEMORANDUM OF ASSOCIATION

OF

CEDAR FUND

(施達基金會)

(as amended by Special Resolutions on 10 July 1998)

---

1. The name of the company is "CEDAR FUND (施達基金會)" (hereinafter referred to as the "Company")

2. The Registered Office of the Company will be situate in Hong Kong

3. The objects for which the Company is established are:-

   (a) To relieve poverty, suffering and distress and prevent disease and ill health among the peoples of the World, and to promote Christian education and evangelism.

   And as to both the objectives set out above in this sub-clause by working in partnership with or through fellow Christians who share the conviction that true meaning in life and fulfilment for life can only be found through a faith and trust in Jesus Christ such objectives to be pursued in accordance with the following principles:-

   (i) The Bible is the authoritative Word of God and is the guiding rule of all Christian belief and behaviour,

   (ii) The supervision of any project supported by the Company must be in the hands of a Christian or Christians who accept paragraph (i) who want to introduce the people they serve to that fullness of life which comes through faith in Jesus Christ alone,

   (iii) The Basis of Faith set out in Clause 10 of this Memorandum of Association

   (b) To proclaim and teach the Gospel of Jesus Christ in accordance with the Word of God.

(c) To plan and implement strategy of evangelism and making known the teaching of the Lord Jesus Christ by such means as the Company considers appropriate.

(d) To carry out, establish, construct, maintain, improve, manage and superintend, or to assist in the carrying out, establishment, construction, maintenance, improvement, management, or superintendence of churches, chapels, hospitals, schools, colleges, kindergarten, child care and youth and old people centres and other centres for Christian and charitable purposes or social welfare activities

(e) To establish and maintain a non-profit making school or schools.

(f) To establish and maintain centres or homes for children, elderly, widows or orphans in accordance with the objectives of the Company set out in sub-clause (a) above.

(g) To establish, undertake, superintend, administer, contribute to, amalgamate with, or otherwise assist any charitable institutions or undertakings with similar objects of the Company and which prohibits the distribution of their income and property to an extent at least as great as is imposed in Clause 4 hereof.

(h) To promote, support, contribute to or otherwise assist any Christian activities or acts of charity in furtherance of the object of the Company.

(i) To organise and promote exhibitions, displays, conferences, courses, study groups, vocational training and advertising of all kinds in furtherance of the objectives of the Company set out in sub-clause (a) above

(j) To publish, print or produce Christian literature, book, pamphlet and other materials in the furtherance of the object of the Company and to establish and manage reading room, or book-room or bookshop for the purpose of furtherance of the objects of the Company.

(k) To hire and employ all classes of persons (including members of the Company) considered necessary for the purposes of carrying out the work of the Company and to pay to them and to other persons in return for services rendered to the Company, salaries, wages, rent free housing or housing allowance, gratuities, provident fund and pensions.

(l) To grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees of the Company their widows, children and other dependants.

(m) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Company, and to construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Company.

(n) In furtherance of the objects, to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.

(o) In furtherance of the objects, to grant, sell , convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, buildings, messuages, tenements, mortgages, debentures, funds, shares, or securities which are for the time being vested in or belonging to the Company upon such terms as the Company may deem fit

(p) To execute and undertake any charitable trusts which may lawfully be undertaken by the Company

(q) In furtherance of the objects, to borrow and raise money in such manner as the Company shall think fit and in particular by mortgages or debentures charged on any or all of the property both present and future of the Company.

(r) In furtherance of the objects, to invest the money of the Company not immediately required for its purposes in or upon such investments, securities, loans or other forms of real or personal property as the Company may think fit.

(s) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

(t) To draw, make, accept, indorse, discount, execute and issue promissory notes, drafts, bills of exchange, cheques and other negotiable or transferable instruments.

(u) To receive donations, subscriptions, legacies and gifts of all kinds for the promotion of its objects, and to apply the same and all profits and income derived therefrom and from any other sources of income for the objects of the Company, and to apply capital as well as income in forwarding the same.

(v) To accept and receive offerings, donations and gifts (of whatever nature or kind) and bequests to the Company.

(w) To refrain from having any affiliation with any political body or party.

(x) To carry on and do any of the above matters and things either alone or in conjunction with others in any part of the world

(y) To do all such other lawful things as are incidental or conducive to the attainment of all or any of the objects set out above.
Provided that:-

   (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4. (a) The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association.

(b) Subject to (d) and (e) below, no portion of the income and property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Company.

(c) No member of the Board of Directors or governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth (except as provided in (e) below) shall be given by the Company to any member of the Board of Directors or governing body.

(d) Nothing herein shall prevent the payment, in good faith, by the Company of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company not being a member of the Board of Directors or governing body of the Company, in return for any services actually rendered to the Company.

(e) Nothing herein shall prevent the payment, in good faith, by the Company -

(i) to any member of its Board of Directors or governing body of out-of-pocket expenses;

(ii) of interest on money lent by any member of the Company or its Board of Directors or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(iii) of reasonable and proper rent for premises demised or let by any member of the Company or of the Board of Directors or governing body;

of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Company or of its Board of Directors or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than one-hundredth part of its votes.

5. The liability of the members is limited.

6 Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he or she ceased to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the sum of HK$100.00

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company, and with Basis of Faith as set out in Clause 10 hereof, if possible, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company before the time of dissolution, or in default thereof by such judge of the High Court of the Hong Kong Special Administrative Region as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some other charitable objects

8. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Company for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the Balance Sheet ascertained by one or more authorized auditor or auditors.

9. The powers set forth in the Seventh Schedule to the Companies Ordinance shall not be applied to the Company, except so far as expressly incorporated herein.

10. Basis of Faith

   (a) The sovereignty and grace of God the Father, God the Son and God the Holy Spirit in creation, providence, revelation, redemption and final judgement.

   (b) The divine inspiration of Holy Scripture and its consequent entire trustworthiness and supreme authority in all matters of faith and conduct.

   (c) The universal sinfulness and guilt of fallen man, making him subject to God's wrath and condemnation.

   (d) The substitutionary sacrifice of the incarnate Son of God as the sole and all-sufficient ground of redemption from the guilt and power of sin, and from its eternal consequences.

(e) The justification of the sinner solely by the grace of God through faith in Christ crucified and risen from the dead.

(f) The illuminating, regenerating, indwelling and sanctifying work of God the Holy Spirit

(g) The priesthood of all believers, who form the universal Church, the Body of which Christ is the Head, and which is committed by His command to the proclamation of the Gospel throughout the world

(h) The expectation of the personal, visible return of the Lord Jesus Christ, in power and glory.

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association

Names, Addresses and Descriptions of Subscribers
(sd.) BARBARA CHRISTINE CHAN BARBARA CHRISTINE CHAN (陳素嫻) Flat 19b, Ming Wai Garden, 43 Repulse Bay Road, Hong Kong Solicitor (sd) CHAN, HAY HIM CHAN, HAY HIM (陳喜謙) 58 High West, 142 Pokfulam Road, Hong Kong. Pastor (sd.) CHEUNG, MO OI JAMES CHEUNG, MO OI JAMES (張慕皚) 206 Argyle Street, Kowloon. Pastor (sd.) CHOI YUEN WAN CHOI YUEN WAN (蔡元雲) 191, Woo Sung Street, Kowloon. Medical Doctor

Names, Addresses and Descriptions of Subscribers
(sd.) CHU LEUNG KEE, LAWRENCE CHU LEUNG KEE, LAWRENCE (朱亮基) N-12 Pak Tak Yuen, 2 Lok Kwai Path, Fotan, Shatin, New Territories Principal College Lecturer (sd.) HSUEH HUNG KI, THEODORE HSUEH HUNG KI, THEODORE (薛孔奇) 4 Verbena Road, Apartment 3A, Yau Yat Chuen, Kowloon Manager (sd) LO KA-MAN LO KA-MAN (盧家駿) 232 Fa Yuen Street, 1/F A, Kowloon. Manager (sd.) OLIVER HAY MARK OLIVER HAY MARK (麥希捷) 1A Cox's Road 2A Highview, Kowloon. Solicitor

Dated the 4th day of June, 1991.
WITNESS to the above signatures:-

(sd.) HELEN H. L. TANG
Solicitor,
1804-5 Wing On House,
71 Des Voeux Road Central,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited By Guarantee
And Not Having A Share Capital

ARTICLES OF ASSOCIATION

OF

CEDAR FUND
(施達基金會)

Preliminary

1. In these Articles -

"The Ordinance" means the Companies Ordinance (Chapter 32) of the Laws of Hong Kong and any modification and amendment thereof, or Ordinance substituted therefor.

"The Company" means "CEDAR FUND (施達基金會)".

Words importing the singular number shall include the plural and vice versa.

Words importing the masculine gender shall include the feminine gender.

Words importing persons shall include corporation.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Objects

2. The Company is established for the purpose set out in the Memorandum of Association.

Members

3. The number of members with which the Company proposes to be registered is 100, but the Directors may from time to time register an increase of members.

4. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.

5. When any person desires to be admitted to membership of the Company he must sign and deliver to the Company an application for admission framed in such terms as the Directors shall require and such application shall carry the signed recommendation of two members.

6. No person shall be admitted a member of the Company unless:-

   (a) He accepts and acknowledges the Truth of the Basis of Faith set out in Clause 10 in the Memorandum of Association,

   (b) He is a member of a church,

   (c) He supports the Principles of the Company, and

   (d) He signifies such acceptance, acknowledgement and support of (a), (b) and (c) above in writing to the satisfaction of the Directors

   The Directors shall have full discretion in the admission of any person to membership.

7. The rights and privileges of each and every member shall be personal and shall not be transferable by his own act or by operation of law.

8. Any member may apply to withdraw his membership from the Company by giving one month's notice in writing to the Honorary Secretary of the Board of Directors of his intention so to do, and upon the expiration of the notice the Board of Directors may, unless with good and valid reasons to the contrary, approve his application and he shall cease to be a member of the Company from a date specified by the Board of Directors.

9. A member may be removed from membership of the Company from a date specified by the Board of Directors if he (i) is no longer able to subscribe to the truth of the Basis of Faith in Clause 10 of the Memorandum of Association; or (ii) is no longer prepared to support the Principles and objects of the Company; or (iii) has ceased to be a member of a church.

   PROVIDED ALWAYS that before any person is removed from the Register of Members, he shall be given an opportunity to attend before an extraordinary general meeting of the Company to show cause why he should not be removed from the Register of Members.

General Meetings

10. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and at such place as the Directors may from time to time determine. Such meetings shall be called Annual General Meetings.

11. The Honorary Secretary of the Directors shall give at least 21 day's notice in writing to all members of the Company announcing the date of the Annual General Meetings,.

12 Business of the Annual General Meeting will be:

(a) To confirm minutes of the previous Annual General Meeting and to discuss matters arising therefrom;

(b) To receive and consider the accounts and balance sheets, reports of the Directors and the Auditors, and any other documents required by law to be attached or annexed to the balance sheets, and

(c) To appoint Auditors for the ensuing year and to fix their remuneration

13. An extraordinary General Meeting may be convened:-

(a) By the Directors, or

(b) At the request in writing of at least five Members of the Company

14. The requisition must state the reasons and the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company

15 An Extraordinary General Meeting shall be convened within 21 days upon receipt of the requisition and the Honorary Secretary of the Board of Directors shall notify all members in writing in this connection not later than 21 days before the meeting.

16. The accidental omission to give notice of a meeting or failure to observe the prescribed period for such a notice to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings of any meeting.

Proceedings at General Meetings

17. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and such quorum shall be maintained throughout the meeting; until otherwise determined by the Company in general meeting, the quorum shall be five members.

18. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

19. The Chairman of the Board of Directors or in his absence, the Vice-Chairman shall preside as chairman at every general meeting of the Company. If at any meeting the Chairman or the Vice-Chairman shall not be present within 15 minutes after the time appointed for holding the meeting, one of the Directors shall preside, or if no such Director be present or willing to take the chair, the members present shall choose one of their members to be Chairman.

20. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution

22. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

23. Every member personally present shall have one vote

Directors and Officers

24. Unless otherwise determined by the Company in a general meeting the number of Directors shall not be less than five nor more than ten

25. The first Directors shall be the subscribers to the Memorandum of Association of the Company, and they shall hold office until they resign or cease to be a member of the Company.

26. At the Annual General Meeting in the year 1992, and at the Annual General Meeting in every subsequent year, one-third of the Directors for the time being, or if their number is not three or a multiple of three then the number nearest to but not exceeding one-third, shall retire from office, the Directors to retire in each year being those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

27. A retiring Director shall be eligible for re-election; provided that a director who has been in office for a continuous period of six years, shall not be eligible for re-election.

28. The Company at the Annual General Meeting at which any Director retires in manner aforesaid shall fill up the vacated office, and may fill up any other offices which may then be vacant, by electing the necessary number of persons, unless the Company shall determine to reduce the number of Directors in office. The Company may also at any Extraordinary General Meeting, on notice duly given, fill up any vacancies in the office of Director and the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

29. If at any General Meeting at which an election of Directions ought to take place, the places of the retiring Directors be not filled up, the retiring Directors, or such of them as have not had their places filled up, shall continue in office until the Annual General Meeting in the next year, and so on from time to time until their places have been filled up, unless at any such Meeting it shall be determined to reduce the number of Directors in office.

30. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company to fill a casual vacancy; provided that any director so appointed to fill a casual vacancy shall hold office only until the next annual general meeting

31. The Directors shall elect among themselves annually one Chairman, one Vice-Chairman, one Honorary Secretary and one Honorary Treasurer and other offices as the Directors deem fit, provided that no Director may hold more than one office

32 The Chairman shall preside at all meetings of the Directors and in his absence the Vice-Chairman shall take his place

33. The Honorary Secretary shall keep all records and minutes relating to all Directors meetings.

34. The Honorary Treasurer shall keep an account of all the financial matters of the Company

35. The quorum for meeting of the Directors shall be four.

36. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a Director and no person shall be an officer of the Company as defined in the Ordinance unless he accepts and acknowledges the truth of the Basis of Faith and supports the Principles of the Company and signifies in writing such acceptance acknowledgement and support to the satisfaction of the Directors prior to his appointment or reappointment (as the case may be) as an officer of the Company.

Disqualification of Directors

37. The office of a Director shall be vacated:-

(a) If a receiving order is made against him or he makes any arrangement or composition with his creditors

(b) If he becomes of unsound mind

(c) If he ceases to be a member of the Company

(d) If by notice in writing to the Company he resigns his office

(e) If he ceases to hold office by reason of any order made under the Ordinance or he becomes prohibited by law from being a Director

(f) If he is removed from office by a resolution duly passed by all the other Directors

(g) If he ceases to accept and acknowledge the truth of the Basis of Faith or ceases to support the Principles of the Company

(h) When he has attained the age of 70.

Duties And Powers Of The Directors

38. The Directors shall meet at least twice a year for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Honorary Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors

39. The Directors shall be entrusted with the general management and business of the Company, and shall have full power to do all such acts and things and enter into all such contracts on behalf of the Company as it may consider necessary or desirable including the power to employ or dismiss employees of the Company

40. The Directors in addition to the powers and authorities conferred by these Articles or otherwise expressly conferred upon them may exercise all such powers as are not by the Ordinance or by these Articles, required to be exercised or done by the Company in General Meeting; but subject nevertheless to the provisions of the Ordinance and to these Articles, and to any regulations from time to time made by the Company in General Meeting, provided that no such regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made

41. The Directors shall cause minutes to be made in books provided for the purpose:

(a) of all appointments of officers of the Directors;

(b) of the name of the Directors present at each meeting of the Board of Directors; and

(c) of all resolutions and proceedings at all meetings of the Company and of the Directors.

42. The Directors may delegate any of their powers to committees consisting of a Director or Directors or other persons as they think fit and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meeting and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.

43. All acts bona fide done by any meeting of the Directors or of any committee of the Directors or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director

44 A resolution in writing signed by all the Directors or of any committee of the Directors who are duly entitled to receive notice of a meeting of the Directors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such committee duly convened and constituted.

45. The Directors may act notwithstanding any vacancy in their body, provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

-Executive Committee

46. The Directors shall appoint from amongst the Members of the Company to form an Executive Committee. Unless otherwise determined by the Company in a general meeting the number of members of the Executive Committee shall not be less than three nor more than tem.

47. The powers and function of the Executive Committee shall be those delegated to it by the Directors and unless varied, modified or removed shall consist of the following:-

    (a) to promote the Principles and Objects of the Company amongst Churches and Christians;

    (b) to organise meetings and seminars, and to issue and publish literature and other material for the promotion of the Principles and Objects of the Company;

    (c) to identify and select projects, churches or organisations to support; and

    (d) to carry out the decisions of the Directors.

48. The members of the Executive Committee shall elect amongst themselves annually a President, Vice-President and such other officers as the Committee deems fit; provided that no member of the Committee may hold more than one office. The President must be a Director of the Company.

49. The Executive Committee may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit and determine, and three members of the Committee in Hong Kong shall be a quorum and questions arising at any meeting shall be decided by a majority vote. In case of an equality of votes the President shall have a second or casting vote.

50. The Executive Committee shall submit a written report of its activities from time to time to the Directors

School Management Committee

51. (i) The Directors shall nominate for each school established or carried on by the Company a management committee whose members may be appointed either for a fixed term or without limitation as to the period for which each of them is to hold office, and such nominees shall make application to the Director of Education for registration as managers under the provisions of the Education Ordinance.

(ii) The Directors may remove or dismiss a member of a management committee from office and any member so removed or dismissed and any member whose term of office has expired and has not been renewed or extended by the Directors shall forthwith tender his resignation in writing to the Director of Education as a registered manager under the Education Ordinance.

(iii) The Directors shall nominate another member to replace a member of a management committee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Director of Education for registration as a manager under the provision of the Education Ordinance.

(vi) A member of a management committee may be but need not necessary be a Director.

52. It shall be the special responsibility of a school management committee to conduct the school in accordance with the Education Ordinance, and in all respects to the satisfaction of the Director of Education

School Supervisors

53. (i) The Directors shall with the agreement of the majority of the members of a school management committee nominate a member of the school management committee to be the supervisor of the school either for a fixed term or without any limitation as to the period for which he is to hold such office and thereupon the school management committee shall recommend such person to the Director of Education for his approval in accordance with the Education Ordinance.

(ii) The Directors may remove or dismiss a supervisor from office and any supervisor so removed or dismissed or whose term of office has expired and has not been renewed or extended by the Directors shall tender forthwith his resignation in writing to the Director of Education as an approved supervisor under the Education Ordinance.

(iii) The Directors with the agreement of the majority of the members of a school management committee shall nominate another supervisor to replace one who has been removed or dismissed or whose term of office has expired and thereupon the school management committee shall recommend such person to the Director of Education for his approval in accordance with the Education Ordinance.

Accounts

54. The Directors shall cause proper books of account to be kept with respect to -

    (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place,

    (b) all sales and purchases of goods, lands, and other things whatsoever by the Company; and

    (c) the assets and liabilities of the Company

55. At the Annual General Meeting in every year the Directors shall lay before the members a proper Income and Expenditure Account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a proper Balance Sheet made up as the same date Every such Balance Sheet shall be accompanied by proper reports of the Directors and Auditors, and copies of such account, Balance Sheet and Report and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 days before the date of the Meeting be sent to the Auditors and to all other persons entitled to received notices of General Meetings.

Audit

56 Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 133, 140, 140A, 140B, and 141 of the Ordinance.

Alterations To Articles

57. No addition, alteration, or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved by the Registrar of Companies in Writing

The Seal & Cheques

58. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Directors, and in the presence of the Chairman or such other member or members of the Directors as the Directors may appoint for the purpose; and the Chairman or such member or members as aforesaid shall sign every instrument to which the seal of the Company is so affixed in his or their presence.

59. Unless otherwise determined by the Director, all cheques, bills of exchange, promissory notes and other negotiable instruments issued or required, to be signed, endorsed or otherwise negotiated by the Company shall be signed by any two Directors appointed for such purpose.

Notices

60. A notice given by the Company to any member shall be deemed duly given if the same is sent by post addressed to such member at his registered address as appearing in the Register of Members.

61 Any member described in the Register of Members by an address not within Hong Kong, who shall from time to time give the company an address within Hong Kong at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Ordinance, only those members who are described in the Register of Members by an address within Hong Kong shall be entitled to receive notices from the Company.

62. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

Winding Up

63. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or the dissolution of the Company shall have effect and be observed as if the same are repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

(sd.) BARBARA CHRISTINE CHAN
BARBARA CHRISTINE CHAN (陳素嫻)
Flat 19b, Ming Wai Garden,
43 Repulse Bay Road,
Hong Kong
Solicitor

(sd.) CHAN, HAY HIM
CHAN, HAY HIM (陳喜謙)
58 High West,
142 Pokfulam Road,
Hong Kong.
Pastor

(sd) CHEUNG, MO OI JAMES
CHEUNG, MO OI JAMES (張慕皚)
206 Argyle Street,
Kowloon.
Pastor

(sd.) CHOI YUEN WAN
CHOI YUEN WAN (蔡元雲)
191, Woo Sung Street,
Kowloon.
Medical Doctor

Names, Addresses and Descriptions of Subscribers
(sd) CHU LEUNG KEE, LAWRENCE CHU LEUNG KEE, LAWRENCE (朱亮基) N-12 Pak Tak Yuen, 2 Lok Kwai Path, Fotan, Shatin, New Territories Principal College Lecturer (sd.) HSUEH HUNG KI, THEODORE HSUEH HUNG KI, THEODORE (薛孔奇) 4 Verbena Road, Apartment 3A, Yau Yat Chuen, Kowloon. Manager (sd.) LO KA-MAN LO KA-MAN (盧家駁) 232 Fa Yuen Street, 1/F A, Kowloon. Manager (sd.) OLIVER HAY MARK OLIVER HAY MARK (麥希捷) 1A Cox's Road 2A Highview, Kowloon. Solicitor

Dated the 4th day of June, 1991.
WITNESS to the above signatures:-

(sd.) HELEN H. L. TANG
Solicitor,
1804-5 Wing On House,
71 Des Voeux Road Central,
Hong Kong.