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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

03/14, 2011, and ending

12/31, 2011

Name of foundation RICHARD W. GOLDMAN FAMILY FOUNDATION		A Employer identification number 45-1261400
Number and street (or P O box number if mail is not delivered to street address) C/O COVINGTON & BURLING LLP 1201 PENNSYLVANIA AVENUE N.W.	Room/suite	B Telephone number (see instructions) (202) 662-5490
City or town, state, and ZIP code WASHINGTON, DC 20004		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization. <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 61,321,995.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		63,606,081.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		953,805.	953,805.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		18,546,236.			
b Gross sales price for all assets on line 6a		49,262,227.			
7 Capital gain net income (from Part IV, line 2)			18,546,236.		
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)		-50,813.	-46,037.		ATCH 1
12 Total. Add lines 1 through 11		83,055,309.	19,454,004.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 2		40,515.			40,515.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule) *		6,227.	6,227.		
17 Interest					
18 Taxes (attach schedule) (see instructions) *		33,184.	33,184.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		79,926.	39,411.		40,515.
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements. Add lines 24 and 25		79,926.	39,411.	0	40,515.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		82,975,383.			
b Net investment income (if negative, enter -0-)			19,414,593.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

*ATCH 3 JSA ** ATCH 4

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Part II Balance Sheets		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	0	11,081,591.	11,081,591.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		* 3,060,000.	ATCH 5
		Less: allowance for doubtful accounts ▶	0	3,060,000.	3,117,641.
	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 6	0	48,421,599.	44,750,917.	
14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ ATCH 7)		2,371,846.	2,371,846.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	0	64,935,036.	61,321,995.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	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 . .	0	64,935,036.	
	30	Total net assets or fund balances (see instructions)	0	64,935,036.	
31	Total liabilities and net assets/fund balances (see instructions)	0	64,935,036.		

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	0
2	Enter amount from Part I, line 27a	2	82,975,383.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	82,975,383.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 8	5	18,040,347.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	64,935,036.

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 49,262,227.		30,715,991.	18,546,236.		
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	18,546,236.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

NOT AVAILABLE FOR INITIAL YEAR RETURNS

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010			
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	388,292.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	388,292.
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	388,292.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	400,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	400,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	11,708.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 11,708. Refunded ▶	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		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)? 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DELAWARE		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> JIRO ISHIKAWA, SEILER LLP Telephone no <input type="checkbox"/> 650-365-4646			
	Located at <input type="checkbox"/> 3 LAGOON DRIVE, STE 400, REDWOOD CITY, CA ZIP + 4 <input type="checkbox"/> 94065-5157			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>			X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2011? <input type="checkbox"/>	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 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 2011.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2011? <input type="checkbox"/>	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		0	0	0

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	32,085,375.
b	Average of monthly cash balances	1b	6,613,110.
c	Fair market value of all other assets (see instructions)	1c	2,715,079.
d	Total (add lines 1a, b, and c)	1d	41,413,564.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	41,413,564.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	621,203.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,792,361.
6	Minimum investment return. Enter 5% of line 5	6	1,632,809.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,632,809.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	388,292.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	388,292.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,244,517.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,244,517.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,244,517.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	40,515.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	40,515.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	40,515.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,244,517.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 40,515.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				40,515.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1,204,002.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008		
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

ATTACHMENT 10

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

WRITTEN REQUEST

c Any submission deadlines:

N/A

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

N/A

Part XV **Supplementary Information** (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

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

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

OMB No 1545-0047

2011

Name of the organization

RICHARD W. GOLDMAN FAMILY FOUNDATION

Employer identification number

45-1261400

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

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

Special Rules

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

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

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, 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 **RICHARD W. GOLDMAN FAMILY FOUNDATION**Employer identification number
45-1261400**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF RICHARD N GOLDMAN 455 MARKET STREET, STE 1690 SAN FRANCISCO, CA 94105-2444	\$ 9,354,980.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ESTATE OF RICHARD N GOLDMAN 455 MARKET STREET, STE 1690 SAN FRANCISCO, CA 94105-2444	\$ 3,060,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	ESTATE OF RICHARD N GOLDMAN 455 MARKET STREET, STE 1690 SAN FRANCISCO, CA 94105-2444	\$ 48,816,681.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	RICHARD N GOLDMAN ADMINISTRATIVE TRUST 455 MARKET STREET, STE 1690 SAN FRANCISCO, CA 94105-2444	\$ 2,374,420.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization RICHARD W. GOLDMAN FAMILY FOUNDATION

Employer identification number

45-1261400

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PROMISSORY NOTES	\$ 3,060,000.	VARIOUS
3	SEE ATTACHMENT A	\$ 48,816,681.	VARIOUS
4	RICHARD N GOLDMAN DISTRIBUTING LLC 16% PARTNERSHIP INTEREST	\$ 2,374,420.	VARIOUS
		\$	
		\$	
		\$	

SCHEDULE B (FORM 990-PF), PART II, NONCASH PROPERTY

#SHS	DESCRIPTION	DATE	HIGH	LOW	MEAN	DIV & ITN ACCRUALS	TOTAL
7,100	ALLEGHENY TECHNOLOGIES INC (01741R102)	4/20/2011	70.22	68.98	69.60		494,160.00
10,200	ALLEGHENY TECHNOLOGIES INC (01741R102)	4/20/2011	70.22	68.98	69.60		709,920.00
14,900	BROADCOM CORP (111320107)	4/20/2011	39.88	39.19	39.54		589,071.50
12,400	CANADIAN NAT RES LTD (136385101)	4/20/2011	46.55	45.92	46.24		573,314.00
8,000	CERNER CORP (156782104)	4/20/2011	114.578	111.66	113.12		904,952.00
9,200	DANAHER CORP DEL (235851102)	4/20/2011	53.7	53.115	53.41		491,349.00
	Div: 0.02 Ex: 03/23/2011 Rec: 03/25/2011 Pay: 04/29/2011					184.00	
5,400	EOG RES INC (26875P101)	4/20/2011	112.01	110.45	111.23		600,642.00
	Div: 0.16 Ex: 04/13/2011 Rec: 04/15/2011 Pay: 04/29/2011					864.00	
6,400	EXXON MOBIL CORP (30231G102)	4/20/2011	85.68	84.87	85.28		545,760.00
8,000	FEDEX CORP (31428X106)	4/20/2011	94.19	92.36	93.28		746,200.00
2,500	FIRST SOLAR INC (336433107)	4/20/2011	139.57	133.88	136.73		341,812.50
9,800	HALLIBURTON CO (406216101)	4/20/2011	49.94	49.37	49.66		486,619.00
13,200	ILLINOIS TOOL WKS INC (452308109)	4/20/2011	54.04	53.39	53.72		709,038.00
3,900	INTERNATIONAL BUSINESS MACHS (459200101)	4/20/2011	165.89	162.19	164.04		639,756.00
14,888	JPMORGAN CHASE & CO (46625H100)	4/20/2011	44.97	43.94	44.46		661,846.04
	Div: 0.25 Ex: 04/04/2011 Rec: 04/06/2011 Pay: 04/30/2011					3,722.00	
20,800	LOWES COS INC (548661107)	4/20/2011	27.33	26.64	26.99		561,288.00
	Div: 0.11 Ex: 04/18/2011 Rec: 04/20/2011 Pay: 05/04/2011					2,288.00	
5,700	NOBLE ENERGY INC (655044105)						

SCHEDULE B (FORM 990-PF), PART II, NONCASH PROPERTY

#SHS	DESCRIPTION	DATE	HIGH	LOW	MEAN	DIV & ITN ACCRUALS	TOTAL
		4/20/2011	96.26	94.93			
13,900	ORACLE CORP (68389X105)				95.60		544,891.50
		4/20/2011	34.3705	33.83			
	Div: 0.06 Ex: 04/11/2011 Rec: 04/13/2011 Pay: 05/04/2011				34.10	834.00	473,993.48
7,300	POLYCOM INC (73172K104)						
		4/20/2011	50.2	49.33			
					49.77		363,284.50
10,000	SCHLUMBERGER LTD (806857108)						
		4/20/2011	88.08	87.1			
					87.59		875,900.00
7,100	SHIRE PLC (82481R106)						
		4/20/2011	93.16	91.95			
					92.56		657,140.50
7,300	SUNCOR ENERGY INC NEW (867224107)						
		4/20/2011	44.79	44.17			
					44.48		324,704.00
10,204	UNION PAC CORP (907818108)						
		4/20/2011	99.18	92.8			
					95.99		979,481.96
12,500	BAKER HUGHES INC (057224107)						
		4/20/2011	74.2	72.74			
					73.47		918,375.00
8,000	CAPITAL ONE FINL CORP (14040H105)						
		4/20/2011	50.88	50.19			
					50.54		404,280.00
4,000	CATERPILLAR INC DEL (149123101)						
		4/20/2011	108.5	107.36			
					107.93		433,480.00
	Div: 0.440000 Ex: 04/20/2011 Rec: 04/25/2011 Pay: 05/20/2011				0.44		
37,500	COMCAST CORP NEW (20030N101)				108.37		
		4/20/2011	24.91	24.54			
					24.73		927,187.50
	Div: 0.1125 Ex: 04/04/2011 Rec: 04/06/2011 Pay: 04/27/2011					4,218.75	
22,500	COMCAST CORP NEW (20030N101)						
		4/20/2011	24.91	24.54			
					24.73		556,312.50
	Div: 0.1125 Ex: 04/04/2011 Rec: 04/06/2011 Pay: 04/27/2011					2,531.25	
7,200	CONOCOPHILLIPS (20825C104)						
		4/20/2011	80.16	79.27			
					79.72		573,948.00
10,800	CONOCOPHILLIPS (20825C104)						
		4/20/2011	80.16	79.27			
					79.72		860,922.00
12,000	CONOCOPHILLIPS (20825C104)						
		4/20/2011	80.16	79.27			
					79.72		956,580.00
6,934	EXXON MOBIL CORP (30231G102)						
		4/20/2011	85.68	84.87			

SCHEDULE B (FORM 990-PF), PART II, NONCASH PROPERTY

#SHS	DESCRIPTION	DATE	HIGH	LOW	MEAN	DIV & ITN ACCRUALS	TOTAL
30,050	GENERAL ELECTRIC CO (369604103)	4/20/2011	20.54	20.28	85.28		591,296.85
	Div: 0.14 Ex: 02/24/2011 Rec: 02/28/2011 Pay: 04/25/2011				20.41	4,207.00	613,320.50
18,400	GENERAL ELECTRIC CO (369604103)	4/20/2011	20.54	20.28	20.41		375,544.00
	Div: 0.14 Ex: 02/24/2011 Rec: 02/28/2011 Pay: 04/25/2011					2,576.00	
4,571	MOTOROLA SOLUTIONS INC (620076307)	4/20/2011	44.37	43.75	44.06		201,398.26
2,143	MOTOROLA SOLUTIONS INC (620076307)	4/20/2011	44.37	43.75	44.06		94,420.58
2,143	MOTOROLA SOLUTIONS INC (620076307)	4/20/2011	44.37	43.75	44.06		94,420.58
2,857	MOTOROLA SOLUTIONS INC (620076307)	4/20/2011	44.37	43.75	44.06		125,879.42
30,000	NEWS CORP (65248E104)	4/20/2011	17.44	17.08	17.26		517,800.00
25,000	PFIZER INC (717081103)	4/20/2011	20.88	20.38	20.63		515,750.00
5,000	SCHLUMBERGER LTD (806857108)	4/20/2011	88.08	87.1	87.59		437,950.00
7,500	SCHLUMBERGER LTD (806857108)	4/20/2011	88.08	87.1	87.59		656,925.00
5,000	SCHLUMBERGER LTD (806857108)	4/20/2011	88.08	87.1	87.59		437,950.00
8,000	WELLPOINT INC (94973V107)	4/20/2011	69.96	69.24	69.60		556,800.00
18,000	WELLS FARGO & CO NEW (949746101)	4/20/2011	29.43	28.21	28.82		518,760.00
9,825	AGILENT TECHNOLOGIES INC (00846U101)	4/20/2011	48.83	47.41	48.12		472,779.00
3,080	AGILENT TECHNOLOGIES INC (00846U101)	4/20/2011	48.83	47.41	48.12		148,209.60
37,555	CROWN HOLDINGS INC (228368106)	4/20/2011	40	37.02	38.51		1,446,243.05
7,090	GEN-PROBE INC NEW (36866T103)						

SCHEDULE B (FORM 990-PF), PART II, NONCASH PROPERTY

#SHS	DESCRIPTION	DATE	HIGH	LOW	MEAN	DIV & ITN ACCRUALS	TOTAL
		4/20/2011	69.98	69.16	69.57		493,251.30
26,235	HEALTHSOUTH CORP (421924309)	4/20/2011	24.19	23.66	23.93		627,672.38
5,966	VALEANT PHARMACEUTICALS INTL I (91911K102)	4/20/2011	53.9	52.2	53.05		316,496.30
25,821	VALEANT PHARMACEUTICALS INTL I (91911K102)	4/20/2011	53.9	52.2	53.05		1,369,804.05
3,695	VALEANT PHARMACEUTICALS INTL I (91911K102)	4/20/2011	53.9	52.2	53.05		196,019.75
4,185	VALEANT PHARMACEUTICALS INTL I (91911K102)	4/20/2011	53.9	52.2	53.05		222,014.25
19,815	WILLIAMS COS INC DEL (969457100)	4/20/2011	31.79	31.16	31.48		623,677.13
133,325	WELLS FARGO & CO NEW (949746101)	4/20/2011	29.43	28.21	28.82		3,842,426.50
32,210	GENERAL ELECTRIC CO (369604103)	4/20/2011	20.54	20.28	20.41		657,406.10
	Div: 0.14 Ex: 02/24/2011 Rec: 02/28/2011 Pay: 04/25/2011					4,509.40	
30,500	GENERAL ELECTRIC CO (369604103)	4/20/2011	20.54	20.28	20.41		622,505.00
	Div: 0.14 Ex: 02/24/2011 Rec: 02/28/2011 Pay: 04/25/2011					4,270.00	
14,916	JPMORGAN CHASE & CO (46625H100)	4/20/2011	44.97	43.94	44.46		663,090.78
	Div: 0.25 Ex: 04/04/2011 Rec: 04/06/2011 Pay: 04/30/2011					3,729.00	
10,600	SCHLUMBERGER LTD (806857108)	4/20/2011	88.08	87.1	87.59		928,454.00
1	MOTOROLA SOLUTIONS INC (620076307)	4/25/2011	44.5	43.86	44.18		44.18
3,175	JACOBS ENGR GROUP INC DEL (469814107)	4/29/2011	49.79	48.77	49.28		156,464.00
17,600	LOWES COS INC (548661107)	4/29/2011	26.7	26.14	26.42		464,992.00
	Div: 0.11 Ex: 04/18/2011 Rec: 04/20/2011 Pay: 05/04/2011					1,936.00	

SCHEDULE B (FORM 990-PF), PART II, NONCASH PROPERTY

#SHS	DESCRIPTION	DATE	HIGH	LOW	MEAN	DIV & ITN ACCRUALS	TOTAL
23,900	SCHWAB CHARLES CORP NEW (808513105)	4/29/2011	18.6	18.25	18.43		440,357.50
5,000	CAPITAL ONE FINL CORP (14040H105)	4/29/2011	55.44	54.59	55.02		275,075.00
2,800	ACCENTURE PLC IRELAND (G1151C101)	8/23/2011	50.47	48.53	49.50		138,600.00
17,000	CISCO SYS INC (17275R102)	8/23/2011	15.44	15.01	15.23		258,825.00
1,100	COLGATE PALMOLIVE CO (194162103)	8/23/2011	87.01	85.15	86.08		94,688.00
2,300	COLGATE PALMOLIVE CO (194162103)	8/23/2011	87.01	85.15	86.08		197,984.00
900	DANAHER CORP DEL (235851102)	8/23/2011	41.77	39.89	40.83		36,747.00
700	ENERGIZER HLDGS INC (29266R108)	8/23/2011	73.53	69.46	71.50		50,046.50
1,700	ENERGIZER HLDGS INC (29266R108)	8/23/2011	73.53	69.46	71.50		121,541.50
500	ENERGIZER HLDGS INC (29266R108)	8/23/2011	73.53	69.46	71.50		35,747.50
1,200	ISRAEL CHEMICALS LTD (465036200)	8/23/2011	14.55	13.95	14.25		17,100.00
1,100	MICROCHIP TECHNOLOGY INC (595017104)	8/23/2011	31.72	30.23	30.98		34,072.50
Div: 0.347 Ex: 08/16/2011 Rec: 08/18/2011 Pay: 09/01/2011						381.70	
2,000	NIELSEN HOLDINGS N V (N63218106)	8/23/2011	27.87	26.71	27.29		54,580.00
1,400	NIELSEN HOLDINGS N V (N63218106)	8/23/2011	27.87	26.71	27.29		38,206.00
3,800	NIELSEN HOLDINGS N V (N63218106)	8/23/2011	27.87	26.71	27.29		103,702.00
1,400	NIELSEN HOLDINGS N V (N63218106)	8/23/2011	27.87	26.71	27.29		38,206.00
700	NIELSEN HOLDINGS N V (N63218106)	8/23/2011	27.87	26.71	27.29		19,103.00

SCHEDULE B (FORM 990-PF), PART II, NONCASH PROPERTY

#SHS	DESCRIPTION	DATE	HIGH	LOW	MEAN	DIV & ITN ACCRUALS	TOTAL
100	NIELSEN HOLDINGS N V (N63218106)	8/23/2011	27.87	26.71	27.29		2,729.00
400	NIELSEN HOLDINGS N V (N63218106)	8/23/2011	27.87	26.71	27.29		10,916.00
500	NIELSEN HOLDINGS N V (N63218106)	8/23/2011	27.87	26.71	27.29		13,645.00
100	NIELSEN HOLDINGS N V (N63218106)	8/23/2011	27.87	26.71	27.29		2,729.00
600	NIELSEN HOLDINGS N V (N63218106)	8/23/2011	27.87	26.71	27.29		16,374.00
2,400	NIKE INC (654106103)	8/23/2011	83.625	79.1	81.36		195,270.00
2,300	TARGET CORP (87612E106)	8/23/2011	50.69	49.9	50.30		115,678.50
	Div: 0.3 Ex: 08/16/2011 Rec: 08/18/2011 Pay: 09/10/2011					690.00	
200	UNITED TECHNOLOGIES CORP (913017109)	8/23/2011	69.93	67.82	68.88		13,775.00
	Div: 0.48 Ex: 08/17/2011 Rec: 08/19/2011 Pay: 09/10/2011					96.00	
700	UNITED TECHNOLOGIES CORP (913017109)	8/23/2011	69.93	67.82	68.88		48,212.50
	Div: 0.48 Ex: 08/17/2011 Rec: 08/19/2011 Pay: 09/10/2011					336.00	
200	UNITED TECHNOLOGIES CORP (913017109)	8/23/2011	69.93	67.82	68.88		13,775.00
	Div: 0.48 Ex: 08/17/2011 Rec: 08/19/2011 Pay: 09/10/2011					96.00	
400	3M CO (88579Y101)	8/23/2011	79.81	76.8734	78.34		31,336.68
	Div: 0.55 Ex: 08/17/2011 Rec: 08/19/2011 Pay: 09/12/2011					220.00	
4,000	AMGEN INC (031162100)	8/23/2011	53.62	52.22	52.92		211,680.00
	Div: 0.28 Ex: 08/16/2011 Rec: 08/18/2011 Pay: 09/08/2011					1,120.00	
15,000	BOSTON SCIENTIFIC CORP (101137107)	8/23/2011	6.34	6.06	6.20		93,000.00
5,000	EBAY INC (278642103)	8/23/2011	28.95	27.17	28.06		140,300.00

SCHEDULE B (FORM 990-PF), PART II, NONCASH PROPERTY

#SHS	DESCRIPTION	DATE	HIGH	LOW	MEAN	DIV & ITN ACCRUALS	TOTAL
12,500	GLAXOSMITHKLINE PLC (37733W105)	8/23/2011	43.33	42.38			
	Div: 0.52109 Ex: 08/03/2011 Rec: 08/05/2011 Pay: 10/06/2011				42.86	6,513.63	535,687.50
450	LIBERTY INTERACTIVE CORP (53071M104)	8/23/2011	14.6	13.84			
					14.22		6,399.00
425	LIBERTY INTERACTIVE CORP (53071M104)	8/23/2011	14.6	13.84			
					14.22		6,043.50
6,200	MERCK & CO INC NEW (58933Y105)	8/23/2011	32.21	31.36			
					31.79		197,067.00
10,000	NEWS CORP (65248E104)	8/23/2011	16.41	15.55			
					15.98		159,800.00
7,500	ROCHE HLDG LTD (771195104)	8/23/2011	42.95	41.94			
					42.45		318,337.50
1,499	SANOFI (80105N105)	8/23/2011	36.67	35.64			
					36.16		54,196.35
3,620	FIRST REP BK SAN FRANCISCO CAL (33616C100)	8/23/2011	24.58	23.42			
					24.00		86,880.00
265	JOHNSON & JOHNSON (478160104)	8/23/2011	64.99	63.42			
					64.21		17,014.33
1,360	JOHNSON & JOHNSON (478160104)	8/23/2011	64.99	63.42			
					64.21		87,318.80
11,395	MONDELEZ INTL INC (50075N104)	8/23/2011	34.09	33.34			
					33.72		384,182.43
10,985	MONDELEZ INTL INC (50075N104)	8/23/2011	34.09	33.34			
					33.72		370,359.28
7,610	MARKS & SPENCER GROUP PLC (570912105)	8/23/2011	10.9	10.68			
					10.79		82,111.90
8,320	MARKS & SPENCER GROUP PLC (570912105)	8/23/2011	10.9	10.68			
					10.79		89,772.80
4,560	MARKS & SPENCER GROUP PLC (570912105)	8/23/2011	10.9	10.68			
					10.79		49,202.40
3,195	MARKS & SPENCER GROUP PLC (570912105)	8/23/2011	10.9	10.68			
					10.79		34,474.05
2,265	MARKS & SPENCER GROUP PLC (570912105)	8/23/2011	10.9	10.68			
					10.79		24,439.35
2,470	REGAL ENTMT GROUP (758766109)						

SCHEDULE B (FORM 990-PF), PART II, NONCASH PROPERTY

#SHS	DESCRIPTION	DATE	HIGH	LOW	MEAN	DIV & ITN ACCRUALS	TOTAL
		8/23/2011	12.8796	12.5			
4,105	REGAL ENTMT GROUP (758766109)				12.69		31,343.81
		8/23/2011	12.8796	12.5			
2,420	REGAL ENTMT GROUP (758766109)				12.69		52,091.63
		8/23/2011	12.8796	12.5			
1,870	REGAL ENTMT GROUP (758766109)				12.69		30,709.32
		8/23/2011	12.8796	12.5			
2,035	REGAL ENTMT GROUP (758766109)				12.69		23,729.93
		8/23/2011	12.8796	12.5			
9,030	REGAL ENTMT GROUP (758766109)				12.69		25,823.74
		8/23/2011	12.8796	12.5			
4,220	REGAL ENTMT GROUP (758766109)				12.69		114,588.89
		8/23/2011	12.8796	12.5			
5,885	REGAL ENTMT GROUP (758766109)				12.69		53,550.96
		8/23/2011	12.8796	12.5			
2,830	REGAL ENTMT GROUP (758766109)				12.69		74,679.47
		8/23/2011	12.8796	12.5			
7,035	REGAL ENTMT GROUP (758766109)				12.69		35,912.13
		8/23/2011	12.8796	12.5			
4,960	REGAL ENTMT GROUP (758766109)				12.69		89,272.74
		8/23/2011	12.8796	12.5			
2,570	REGAL ENTMT GROUP (758766109)				12.69		62,941.41
		8/23/2011	12.8796	12.5			
1,465	REGAL ENTMT GROUP (758766109)				12.69		32,612.79
		8/23/2011	12.8796	12.5			
4,930	TRANSATLANTIC HLDGS INC (893521104)				12.69		18,590.56
		8/23/2011	50	49.25			
1,380	TRANSATLANTIC HLDGS INC (893521104)				49.63		244,651.25
		8/23/2011	50	49.25			
1,015	TRANSATLANTIC HLDGS INC (893521104)				49.63		68,482.50
		8/23/2011	50	49.25			
265	TRANSATLANTIC HLDGS INC (893521104)				49.63		50,369.38
		8/23/2011	50	49.25			
2,515	TRANSATLANTIC HLDGS INC (893521104)				49.63		13,150.63
		8/23/2011	50	49.25			
2,035	MARKS & SPENCER GROUP PLC (570912105)				49.63		124,806.88

SCHEDULE B (FORM 990-PF), PART II, NONCASH PROPERTY

#SHS	DESCRIPTION	DATE	HIGH	LOW	MEAN	DIV & ITN ACCRUALS	TOTAL
		8/23/2011	10.9	10.68	10.79		21,957.65
4,805	MARKS & SPENCER GROUP PLC (570912105)	8/23/2011	10.9	10.68	10.79		51,845.95
2,068	PFIZER INC (717081103)	8/23/2011	18.295	17.67	17.98		37,187.81
	Div: 0.2 Ex: 08/03/2011 Rec: 08/05/2011 Pay: 09/06/2011					413.60	
8,830	MARKS & SPENCER GROUP PLC (570912105)	8/23/2011	10.9	10.68	10.79		95,275.70
300	ACCENTURE PLC IRELAND (G1151C101)	8/23/2011	50.47	48.53	49.50		14,850.00
2,208	TIME WARNER INC (887317303)	9/1/2011	32.07	31.2	31.64		69,850.08
	Div: 0.235 Ex: 08/29/2011 Rec: 08/31/2011 Pay: 09/15/2011					518.88	
1,900	ICICI BK LTD (2569286)	8/24/2011	37.25	36.19	36.72		69,768.00
1,400	ISRAEL CHEMICALS LTD (B3DW7Q8)	8/24/2011	14.3	13.95	14.13		19,775.00
30	TAIWAN SEMICONDUCTOR MFG LTD (2113382)	8/24/2011	11.8	11.53	11.67		344.12
91,200	AIA GROUP LTD (B4TX8S1)	8/24/2011	3.32897	3.252	3.29		300,092.36
	Div: 0.0141112 Ex: 08/11/2011 Rec: 08/12/2011 Pay: 09/02/2011					1,286.95	
8,000	AJINOMOTO CO INC (6010906)	8/24/2011	12.04537	11.86286	11.95		95,632.90
1,000	AMERICA MOVIL SAB DE CV (2722670)	8/24/2011	24.27	23.71	23.99		23,990.00
2,100	AUTONOMY CORP (0118271)	8/24/2011	41.14848	40.85316	41.00		86,101.72
37,530	BANK OF CHINA (BJ) (B154564)	8/24/2011	0.39768	0.38485	0.39		14,684.23
2,400	CANON INC (6172323)	8/24/2011	47.45144	46.53891	47.00		112,788.42
	Div: 0.782167 Ex: 06/28/2011 Rec: 06/30/2011 Pay: 08/26/2011					1,877.20	
24,000	CHINA O/SEAS LAND (6192150)						

SCHEDULE B (FORM 990-PF), PART II, NONCASH PROPERTY

#SHS	DESCRIPTION	DATE	HIGH	LOW	MEAN	DIV & ITN ACCRUALS	TOTAL
		8/24/2011	1 98584	1.90887			
2,084	COCA-COLA AMATIL (6123451)				1.95		46,736.45
		8/24/2011	12.36097	12.11962			
	Div: 0.23085 Ex: 08/12/2011 Rec: 08/18/2011 Pay: 10/04/2011				12.24	481.09	25,508.77
2,878	DANONE (B1Y9TB3)						
		8/24/2011	68.09139	66.58498			
					67.34		193,799.31
327	DBS GROUP HLDGS (6175203)						
		8/24/2011	11.1443	10.7128			
	Div: 0.232346 Ex: 08/08/2011 Rec: 08/11/2011 Pay: 09/30/2011				10.93	75.98	3,573.64
9,000	FIRSTGROUP (0345217)						
		8/24/2011	5.74733	5.61936			
					5.68		51,150.12
7,400	GKN (3064650)						
		8/24/2011	3.03002	2.881			
	Div: 0.0328138 Ex: 08/10/2011 Rec: 08/12/2011 Pay: 09/26/2011				2.96	242.82	21,870.80
35,000	HITACHI (6429104)						
		8/24/2011	5.21444	5.03194			
					5.12		179,311.69
137	HOLCIM (7110753)						
		8/24/2011	59.46321	56.38861			
					57.93		7,935.85
3,493	HONGKONG&CHINA GAS (6436557)						
		8/24/2011	2.30398	2.26037			
					2.28		7,971.63
3,400	KURITA WATER INDS (6497963)						
		8/24/2011	25.86364	24.97719			
					25.42		86,429.41
1,465	L'OREAL (4057808)						
		8/24/2011	114 91999	111.3594			
					113.14		165,749.65
20,200	LI & FUNG (6286257)						
		8/24/2011	1.74466	1.66769			
					1.71		34,464.80
4,300	NATIONAL GRID (B08SNH3)						
		8/24/2011	10.05742	9.73749			
					9.90		42,559.06
2,400	RECKITT BENCK GRP (B24CGK7)						
		8/24/2011	54.19196	53.24036			
	Div: 0.902379 Ex: 08/03/2011 Rec: 08/05/2011 Pay: 09/29/2011				53.72	2,165.71	128,918.79
899	ROCHE HLDGS AG (7110388)						
		8/24/2011	172.00101	166.7087			
					169.35		152,250.00
12	SYNGENTA (4356646)						
		8/24/2011	306.70363	293.7248			

SCHEDULE B (FORM 990-PF), PART II, NONCASH PROPERTY

#SHS	DESCRIPTION	DATE	HIGH	LOW	MEAN	DIV & ITN ACCRUALS	TOTAL
1,000	SYSMEX CORP (6883807)	8/24/2011	36.21431	35.39304	300.21		3,602.57
800	TERUMO CORP (6885074)	8/24/2011	52.92661	51.16673	35.80		35,803.68
1,900	TREND MICRO INC (6125286)	8/24/2011	31.57346	30.64789	52.05		41,637.34
					31.11		59,110.29
81,861	EMERGING MKTS GROWTH FD INC (2316341)						681,904.71
37,780	DODGE & COX INTL STOCK FUND	5/5/2011	37.63	37.63	37.63		1,421,678.71
TOTAL							<u>48,816,681.14</u>

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RICHARD N GOLDMAN DISTRIBUTING LLC	-4,776.	
CURRENCY EXCHANGE LOSS	-46,037.	-46,037.
TOTALS	-50,813.	-46,037.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
COVINGTON & BURLING LLP	40,515.			40,515.
TOTALS	<u>40,515.</u>			<u>40,515.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WFB - INVESTMENT FEES RICHARD N GOLDMAN DISTRIBUTING	5,350. 877.	5,350. 877.
TOTALS	<u>6,227.</u>	<u>6,227.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	33,184.	33,184.
TOTALS	<u>33,184.</u>	<u>33,184.</u>

ATTACHMENT 5FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: MOTNTE VISTA OPPORTUNITY FUND I, L.P.
ORIGINAL AMOUNT: 1,260,000.
INTEREST RATE: 2.060000
DATE OF NOTE: 01/05/2009
MATURITY DATE: 01/04/2018
REPAYMENT TERMS: PRINCIPLE DUE ON MATURRITY & INTEREST DUE ANNUALLY
SECURITY PROVIDED: NONE

BEGINNING BALANCE DUE

ENDING BALANCE DUE 1,260,000.

ENDING FAIR MARKET VALUE 1,285,956.

BORROWER: MOTNTE VISTA OPPORTUNITY FUND I, L.P.
ORIGINAL AMOUNT: 1,260,000.
INTEREST RATE: 2.150000
DATE OF NOTE: 04/06/2009
MATURITY DATE: 04/05/2018
REPAYMENT TERMS: PRINCIPLE DUE ON MATURRITY & INTEREST DUE ANNUALLY
SECURITY PROVIDED: NONE

BEGINNING BALANCE DUE

ENDING BALANCE DUE 1,260,000.

ENDING FAIR MARKET VALUE 1,280,318.

ATTACHMENT 5 (CONT'D)

BORROWER: MOTNTE VISTA REAL ESTATE FUND I, LLC
ORIGINAL AMOUNT: 270,000.
INTEREST RATE: 2.060000
DATE OF NOTE: 01/05/2009
MATURITY DATE: 01/04/2018
REPAYMENT TERMS: PRINCIPLE DUE ON MATURRITY & INTEREST DUE ANNUALLY
SECURITY PROVIDED: NONE

BEGINNING BALANCE DUE

ENDING BALANCE DUE 270,000.

ENDING FAIR MARKET VALUE 275,562.

BORROWER: MOTNTE VISTA REAL ESTATE FUND I, LLC
ORIGINAL AMOUNT: 270,000.
INTEREST RATE: 2.150000
DATE OF NOTE: 04/06/2009
MATURITY DATE: 04/05/2018
REPAYMENT TERMS: PRINCIPLE DUE ON MATURRITY & INTEREST DUE ANNUALLY
SECURITY PROVIDED: NONE

BEGINNING BALANCE DUE

ENDING BALANCE DUE 270,000.

ENDING FAIR MARKET VALUE 275,805.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 3,060,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 3,117,641.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1,444,849 SHS VANGUARD ST BOND	15,307,860.	15,329,850.
340,393 SHS VANGUARD INTL ETY	16,422,034.	13,496,582.
511,055 SHS VANGUARD STK MKT	16,691,705.	15,924,485.
TOTALS	<u>48,421,599.</u>	<u>44,750,917.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM BROKERS	1,689.	1,689.
RICHARD N GOLDMAN DISTRIBUTING LLC	2,370,157.	2,370,157.
TOTALS	<u>2,371,846.</u>	<u>2,371,846.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ADJUSTMENT TO BASIS OF DONATED ASSETS

18,040,347.

TOTAL

18,040,347.

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALICE R. GOLDMAN C/O COVINGTON & BURLING LLP 1201 PENNSYLVANIA AVENUE N.W. WASHINGTON, DC 20004	PRESIDENT 1.00	0	0	0
DANIEL S. GOLDMAN C/O COVINGTON & BURLING LLP 1201 PENNSYLVANIA AVENUE N.W. WASHINGTON, DC 20004	SECRETARY 1.00	0	0	0
WILLIAM S. GOLDMAN C/O COVINGTON & BURLING LLP 1201 PENNSYLVANIA AVENUE N.W. WASHINGTON, DC 20004	TREASURER 1.00	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 10

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

ALICE R. GOLDMAN
C/O COVINGTON & BURLING LLP
WASHINGTON, DC 20004

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

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
RICHARD N GOLDMAN DISTRIBUTING LLC CURRENCY EXCHANGE LOSS			01	-4,776.	
			01	-46,037.	
TOTALS				<u>-50,813.</u>	

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)	
49262227.		PUBLICLY TRADED SECURITIES - LONG TERM PROPERTY TYPE: SECURITIES 30776334.				D	VARIOUS 18485893.	VARIOUS
		LONG TERM CAPITAL GAIN DISTRIBUTION PROPERTY TYPE: SECURITIES				D	VARIOUS 58,966.	VARIOUS
		RICHARD N GOLDMAN DISTIBUTION LLC - LT PROPERTY TYPE: SECURITIES				D	VARIOUS 1,377.	VARIOUS
TOTAL GAIN(LOSS)					<u>18546236.</u>	

Form **8868**

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

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

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

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions.

Name of exempt organization or other filer, see instructions.

RICHARD W. GOLDMAN FAMILY FOUNDATION

Employer identification number (EIN) or

☒ 45-1261400

Number, street, and room or suite no. If a P.O. box, see instructions.

C/O COVINGTON & BURLING LLP

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

WASHINGTON, DC 20004

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

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

- The books are in the care of ► JIRO ISHIKAWA, SEILER LLP

Telephone No. ► 650 365-4646

FAX No. ► 650 368-4055

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year 20 ____ or► ☒ tax year beginning 03/14, 2011, and ending 12/31, 2011.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	400,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	400,000.

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

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

Form **8868** (Rev. 1-2012)