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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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 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 ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 73,713,084.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ____________________
(Part I, column (d) must be on cash basis)

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	46,831,092.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	415,203.	415,203.		
	4	Dividends and interest from securities	853,894.	853,894.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	691,349.			
	b	Gross sales price for all assets on line 6a 34,436,404.				
	7	Capital gain net income (from Part IV, line 2)		4,221,728.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	47,880.	47,880.		ATCH 1
	12	**Total.** Add lines 1 through 11	48,839,418.	5,538,705.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages	87,238.			87,238.
	15	Pension plans, employee benefits	7,589.			7,589.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 2	33,697.	16,848.		16,849.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) **	110,427.	24,515.		6,912.
	19	Depreciation (attach schedule) and depletion	791.			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	98,454.	48,830.		49,624.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	338,196.	90,193.		168,212.
	25	Contributions, gifts, grants paid	7,613,399.			7,613,399.
	26	**Total expenses and disbursements.** Add lines 24 and 25	7,951,595.	90,193.	0	7,781,611.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	40,887,823.			
	b	**Net investment income** (if negative, enter -0-)		5,448,512.		
	c	**Adjusted net income** (if negative, enter -0-).				

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For Paperwork Reduction Act Notice, see instructions. JSA ** ATCH 3

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	8,002,882.	1,528,330.	1,528,330.
	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) ▶ *		* 19,720,000.	ATCH 5
		Less allowance for doubtful accounts ▶		19,720,000.	19,720,000.
	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	29,292,264.	56,935,676.	52,461,686.
	14	Land, buildings, and equipment basis ▶ 3,958.			
		Less accumulated depreciation (attach schedule) ▶ 3,131.	1,618.	827.	
	15	Other assets (describe ▶ ATCH 7)	3,314.	3,068.	3,068.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	37,300,078.	78,187,901.	73,713,084.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	37,300,078.	78,187,901.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	37,300,078.	78,187,901.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	37,300,078.	78,187,901.	

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	37,300,078.
2	Enter amount from Part I, line 27a	2	40,887,823.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	78,187,901.
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	78,187,901.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	4,221,728.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,979,422.	26,866,420.	0.073676
2009	3,987,657.	19,871,041.	0.200677
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

2	**Total** of line 1, column (d)	2	0.746223
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	0.149245
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	50,548,229.
5	Multiply line 4 by line 3	5	7,544,070.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	54,485.
7	Add lines 5 and 6	7	7,598,555.
8	Enter qualifying distributions from Part XII, line 4	8	7,781,611.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ **(attach copy of letter if necessary - see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b . . .	1	54,485.
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	54,485.
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	54,485.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . . 6a 91,122.		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments. Add lines 6a through 6d . . .	7	91,122.
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	36,637.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 36,637. **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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV* . . .	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . .	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) ATTACHMENT 14	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ JMGOLDMANFOUNDATION.ORG

14 The books are in care of ▶ JANET LINDSAY Telephone no ▶ 925 978-0320

Located at ▶ 10400 DEER VALLEY ROAD BRENTWOOD, CA ZIP + 4 ▶ 94513-4933

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

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

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		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
ATTACHMENT 9		87,238.	0	7,589.

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0

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 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes				
a	Average monthly fair market value of securities			1a	37,374,745.
b	Average of monthly cash balances			1b	4,083,254.
c	Fair market value of all other assets (see instructions)			1c	9,860,000.
d	**Total** (add lines 1a, b, and c)			1d	51,317,999.
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	51,317,999.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	769,770.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	50,548,229.
6	**Minimum investment return.** Enter 5% of line 5			6	2,527,411.

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	2,527,411.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	54,485.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	54,485.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,472,926.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,472,926.
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	2,472,926.

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	7,781,611.
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	7,781,611.
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	54,485.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,727,126.

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					2,472,926.
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	1,890,092.				
b	From 2007	2,475,713.				
c	From 2008	1,609,514.				
d	From 2009	3,003,921.				
e	From 2010	647,016.				
f	**Total** of lines 3a through e		9,626,256.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 7,781,611.					
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					2,472,926.
e	Remaining amount distributed out of corpus		5,308,685.			
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		14,934,941.			
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					
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)		1,890,092.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		13,044,849.			
10	Analysis of line 9:					
a	Excess from 2007	2,475,713.				
b	Excess from 2008	1,609,514.				
c	Excess from 2009	3,003,921.				
d	Excess from 2010	647,016.				
e	Excess from 2011	5,308,685.				

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

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

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

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

1 Information Regarding Foundation Managers:

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

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 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

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 11

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 12				
Total . . . . ▶ 3a				7,613,399.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	415,203.	
4 Dividends and interest from securities			14	853,894.	
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	691,349.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 13				47,880.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,008,326.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 2,008,326.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ ✓ 11/15/12 ▶ ✓ Executive Director

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEBRA K. MCCALL		11/14/12		P00998198

Firm's name ▶ SEILER LLP Firm's EIN ▶ 94-1624276

Firm's address ▶ THREE LAGOON DRIVE, STE 400
REDWOOD CITY, CA 94065 Phone no 650-365-4646

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
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, 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)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization JOHN AND MARCIA GOLDMAN FOUNDATION	**Employer identification number** 94-3274370

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	JOHN D GOLDMAN 1997 CHARITABLE LEAD TR PO BOX 804298 CHICAGO, IL 60680	$ 457,279.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	RICHARD N. GOLDMAN ADMINISTRATIVE TRUST 455 MARKET ST, STE 1690 SAN FRANCISCO, CA 94105-2444	$ 39,271,933.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	RICHARD N. GOLDMAN ADMINISTRATIVE TRUST 455 MARKET ST, STE 1690 SAN FRANCISCO, CA 94105-2444	$ 17,395.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	JOHN D GOLDMAN 1997 CHARITABLE LEAD TR PO BOX 804298 CHICAGO, IL 60680	$ 7,084,485.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization JOHN AND MARCIA GOLDMAN FOUNDATION

Employer identification number 94-3274370

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 PUBLICLY TRADED SECURITIES	$ 39,271,933.	06/30/2011
4	PUBLICLY TRADED SECURITIES	$ 7,084,485.	06/30/2011
		$	
		$	
		$	
		$	

Name of organization JOHN AND MARCIA GOLDMAN FOUNDATION

Employer identification number 94-3274370

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

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Form **8082**

(Rev December 2011)
Department of the Treasury
Internal Revenue Service

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs.)

▶ See separate instructions.

OMB No 1545-0790

Attachment Sequence No **84**

Name(s) shown on return: JOHN AND MARCIA GOLDMAN FOUNDATION

Identifying number: 94-3274370

Part I General Information

1 Check boxes that apply (a) ☒ Notice of inconsistent treatment (b) ☐ Administrative adjustment request (AAR)

2 Identify type of pass-through entity:

(a) ☒ Partnership (b) ☐ S corporation (c) ☐ Estate (d) ☐ Trust (e) ☐ REMIC

3 Employer identification number of pass-through entity
73-1599053

4 Name, address, and ZIP code of pass-through entity
MAGELLAN MIDSTREAM PARTNERS, L.P.
P.O. BOX 22186 MAIL DROP 28
TULSA, OK 74121-2186

5 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

6 Tax year of pass-through entity
01/01/2011 to 12/31/2011

7 Your tax year
01/01/2011 to 12/31/2011

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply): Amount of item	(b) Treatment of item	(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
8 LINE 1-ORDINARY BUSINESS INCOME (LOSS)	X		10,144	0	10,144
9 LINE6A - ORDINARY DIVIDENDS	X		5	0	5
10 LINE 17A - AMIT ITEMS	X		79		79
11 LINE 19A - DISTRIBUTIONS	X		28,409	0	28,409

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

THE K-1 FROM MAGELLAN MIDSTREAM PARTNERS, L.P. WAS ISSUED IN ERROR TO THE FOUNDATION.

For Paperwork Reduction Act Notice, see separate instructions.

JSA
1X5350 2 000

Form **8082**

(Rev December 2011)
Department of the Treasury
Internal Revenue Service

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs.)

▶ See separate instructions.

OMB No 1545-0790

Attachment Sequence No **84**

Name(s) shown on return: JOHN AND MARCIA GOLDMAN FOUNDATION

Identifying number: 94-3274370

Part I General Information

1 Check boxes that apply. (a) ☒ Notice of inconsistent treatment (b) ☐ Administrative adjustment request (AAR)

2 Identify type of pass-through entity

(a) ☒ Partnership (b) ☐ S corporation (c) ☐ Estate (d) ☐ Trust (e) ☐ REMIC

3 Employer identification number of pass-through entity
73-1599053

4 Name, address, and ZIP code of pass-through entity
MAGELLAN MIDSTREAM PARTNERS, L.P.
P.O. BOX 22186 MAIL DROP 28
TULSA, OK 74121-2186

5 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

6 Tax year of pass-through entity
01/01/2011 to 12/31/2011

7 Your tax year
01/01/2011 to 12/31/2011

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

	(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
		Amount of item	Treatment of item			
8	20A - INVESTMENT INCOME	X		5	0	5
9	20V - UNRELATED BUSINESS TAXABLE INC.	X		10,144	0	10,144
10						
11						

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

THE K-1 FROM MAGELLAN MIDSTREAM PARTNERS, L.P. WAS ISSUED IN ERROR TO THE FOUNDATION.

For Paperwork Reduction Act Notice, see separate instructions.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS						
							130,878.	
		PUBLICLY TRADED SECURITIES				D		
		PROPERTY TYPE: SECURITIES						
34436404.		30345554.					4,090,850.	
TOTAL GAIN(LOSS)							4,221,728.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LEGACY VENTURE V, LLC-OTHER INCOME	5,807.	5,807.
GOLDMAN CHARITABLE FUNDS I, LP	2,231.	2,231.
CASH TRANSLATION GAINS	24,449.	24,449.
OTHER PASS-THROUGH INCOME	15,393.	15,393.
TOTALS	47,880.	47,880.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		33,697.	16,848.		16,849.
	TOTALS	33,697.	16,848.		16,849.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES		6,912.		6,912.
FOREIGN TAXES		24,515.	24,515.	
ESTIMATED TAXES		79,000.		
	TOTALS	110,427.	24,515.	6,912.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
AUTOMOBILE EXPENSE	4,100.		4,100.
OFFICE EXPENSE	13,456.		13,456.
TELEPHONE	2,389.		2,389.
PAYROLL PROCESSING FEES	1,598.		1,598.
CUSTODY FEES	27,966.	27,966.	
POSTAGE	226.		226.
LEGACY VENTURE V, LLC	13,119.	13,119.	
INTERNET EXPENSE	855.		855.
CONTRACT LABOR	27,000.		27,000.
JP MORGAN DIGITAL GROWTH FUND	7,656.	7,656.	
CAPITAL GUARDIAN	89.	89.	
TOTALS	98,454.	48,830.	49,624.

ATTACHMENT 5

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

BORROWER: MONTE VISTA OPPORTUNITY FUND I, L.P.
ORIGINAL AMOUNT: 17,500,000.
INTEREST RATE: 2.060000
DATE OF NOTE: 01/05/2009

ENDING BALANCE DUE .... 8,120,000.

ENDING FAIR MARKET VALUE .... 8,120,000.

BORROWER: MONTE VISTA OPPORTUNITY FUND I, L.P.
ORIGINAL AMOUNT: 17,500,000.
INTEREST RATE: 2.150000
DATE OF NOTE: 04/06/2009

ENDING BALANCE DUE .... 8,120,000.

ENDING FAIR MARKET VALUE .... 8,120,000.

BORROWER:	MONTE VISTA REAL ESTATE FUND I, LLC
ORIGINAL AMOUNT:	3,750,000.
INTEREST RATE:	2.060000
DATE OF NOTE:	01/05/2009

ENDING BALANCE DUE .... 1,740,000.

ENDING FAIR MARKET VALUE .... 1,740,000.

BORROWER:	MONTE VISTA REAL ESTATE FUND I, LLC
ORIGINAL AMOUNT:	3,750,000.
INTEREST RATE:	2.150000
DATE OF NOTE:	04/06/2009

ENDING BALANCE DUE .... 1,740,000.

ENDING FAIR MARKET VALUE .... 1,740,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 19,720,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 19,720,000.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DODGE & COX BALANCED FUND	15,037,950.	12,665,389.
DODGE & COX INCOME FUND	2,050,832.	2,154,848.
DODGE & COX INT'L STOCK FUND	6,858,771.	4,871,780.
WF ADV CAPITAL GROWTH FUND	3,902,061.	3,773,670.
EUROPACIFIC GROWTH FUND	1,805,629.	1,687,363.
LEGACY VENTURE V, LLC	209,517.	262,626.
GOLDMAN CHARITABLE FUNDS I, GP	176,654.	203,628.
BAIRD SHORT TERM BOND FUND	9,853,898.	9,753,379.
EMERGING MARKETS GROWTH FUND	271,925.	227,802.
NEXT CENTURY GROWTH FUND	1,170,120.	1,152,683.
NORTHERN TRUST CG	5,276,159.	5,466,276.
CG ALL COUNTRY WORLD EQ TXT	4,228,691.	4,163,880.
COLUMBIA ACORN FUND - CLASS Z	2,069,993.	2,035,396.
DODGE & COX GLOBAL STOCK FUND	3,190,352.	3,078,301.
JP MORGAN DIGITAL GROWTH FUND	833,124.	964,665.
TOTALS	56,935,676.	52,461,686.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

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

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
JOHN D. GOLDMAN C/O MONTE VISTA MANAGEMENT COMPANY P.O. BOX 29904 SAN FRANCISCO, CA 94129	PRESIDENT	0	0	0
MARCIA L. GOLDMAN C/O MONTE VISTA MANAGEMENT COMPANY P.O. BOX 29904 SAN FRANCISCO, CA 94129	SECRETARY & TREASURER	0	0	0
AARON D. GOLDMAN C/O MONTE VISTA MANAGEMENT COMPANY P.O. BOX 29904 SAN FRANCISCO, CA 94129	DIRECTOR	0	0	0
JESSICA L. GOLDMAN C/O MONTE VISTA MANAGEMENT COMPANY P.O. BOX 29904 SAN FRANCISCO, CA 94129	DIRECTOR	0	0	0
	GRAND TOTALS			

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		EXPENSE ACCT AND OTHER ALLOWANCES
JANET LINDSAY 10400 DEER VALLEY ROAD BRENTWOOD, CA 94513-4933	EXECUTIVE DIRECTOR 40.00	87,238.	0	7,589.
	TOTAL COMPENSATION	87,238.		7,589.

ATTACHMENT 10

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

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

ATTACHMENT 11

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 12

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	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	50,000.
AMERICAN CONSERVATORY THEATRE 30 GRANT AVENUE, 6TH FLOOR SAN FRANCISCO, CA 94108	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	150,000.
AMERICAN FRIENDS OF THE ISRAEL PHILHARMONIC 122 EAST 42ND STREET, SUITE 4507 NEW YORK, NY 10168	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
BUILDING FUTURES NOW 840 PARMA WAY LOS ALTOS, CA 94302	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
CAMPUS FOR JEWISH LIFE 3921 FABIAN WAY PALO ALTO, CA 94303	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	250,000.
CATTICUS CORPORATION 2600 TENTH STREET, STE 319 BERKELEY, CA 94710	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	25,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S HEALTH COUNCIL, INC./BAAC 650 CLARK WAY PALO ALTO, CA 94304	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	35,000.
CONTEMPORARY JEWISH MUSEUM 736 MISSION STREET SAN FRANCISCO, CA 94103	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
DOCTORS WITHOUT BORDERS USA 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	20,000.
EACH ONE REACH ONE 146 SOUTH SPRUCE STREET SOUTH SAN FRANCISCO, CA 94080	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	15,000.
EASTSIDE COLLEGE PREPARATORY SCHOOL 1041 MYRTLE STREET EAST PALO ALTO, CA 94303	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	50,000.
EXPLORATORIUM 3601 LYON STREET SAN FRANCISCO, CA 94123	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	125,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRESH LIFELINES FOR YOUTH 120 W. MISSION STREET SAN JOSE, CA 95110	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	50,000.
INTERNATIONAL MEDICAL CORPS 1919 SANTA MONICA BLVD., STE 400 SANTA MONICA, CA 90404	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	25,000.
INTERNATIONAL RESCUE COMMITTEE P.O. BOX 96651 WASHINGTON, DC 20090	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	20,000.
JEWISH COMMUNITY FEDERATION 121 STEUART STREET SAN FRANCISCO, CA 94105	N/A PUBLIC	GENERAL CHARITABL PURPOSE	1,510,000.
JEWISH VOCATIONAL SERVICE 225 BUSH STREET, SUITE 400 SAN FRANCISCO, CA 94104	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	30,000.
JOBTRAIN 1200 O'BRIEN DRIVE MENLO PARK, CA 94104	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	35,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE JOHN F. KENNEDY CENTER FOR THE PERFORMING ARTS P.O. BOX 101510 ARLINGTON, VA 22210	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	25,000.
JOHN W. GARDNER CENTER STANFORD UNIVERSITY 505 LASUEN MALL STANFORD, CA 94305	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	24,486.
LELAND STANFORD JUNIOR UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305-6105	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	1,200,000.
LIVE IN PEACE/YOUTH COMMUNITY SERVICE 321 BELL STREET EAST PALO ALTO, CA 94303	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	25,000.
LUCILE PACKARD FOUNDATION FOR CHILDREN'S HEALTH 400 HAMILTON AVENUE, STE 340 PALO ALTO, CA 94301	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
MAYBECK FOUNDATION 3200 WASHINGTON STREET SAN FRANCISCO, CA 94115	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	5,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATUREBRIDGE 28 GEARY STREET, SUITE 650 SAN FRANCISCO, CA 94108	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	15,000.
NEW WORLD SYMPHONY, INC. 500 17TH STREET MIAMI BEACH, FL 33139-1862	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	125,000.
OAKLAND SCHOOL FOR THE ARTS C/O VENTURE SPARK 2269 CHESTNUT STREET SAN FRANCISCO, CA 94123	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	30,000.
OBERLIN DANCE COLLECTIVE ODC 351 SHOTWELL STREET SAN FRANCISCO, CA 94110	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
OPTION INSTITUTE 2080 S. UNDERMOUNTAIN ROAD SHEFFIELD, MA 01257	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	45,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PACIFIC AUTISM CENTER OF EDUCATION (PACE SCHOOL) 1880 PRUNERIDGE AVENUE SANTA CLARA, CA 95050	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	200,000.
PENINSULA FAMILY SERVICE 24 SECOND STREET SAN MATEO, CA 94401	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	17,500.
RAVENSWOOD FAMILY HEALTH CENTER 1798A BAY ROAD EAST PALO ALTO, CA 94303	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL SAN FRANCISCO, CA 94102-4585	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	1,850,000.
SAVE THE BAY 350 FRANK OGAWA PLAZA OAKLAND, CA 94612	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	10,000.
SEQUOIA YMCA 1445 HUDSON STREET REDWOOD CITY, CA 94061	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	10,000.

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

ATTACHMENT 12 (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	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	12,500.
SPARK/RESONATE, INC. 251 RHODE ISLAND STREET, SUITE 205 SAN FRANCISCO, CA 94103	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	5,000.
STANFORD PACS 562 SALVATIERRA WALK STANFORD, CA 94305	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	25,000.
STANFORD HOSPITAL & CLINICS 2700 SAND HILL ROAD MENLO PARK, CA 94025	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
STANFORD SCHOOL OF MEDICINE WOMEN'S HEALTH AT STANFORD 900 WELCH ROAD, SUITE 20 PALO ALTO, CA 94304	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	50,000.
SUMMIT PREPARATORY CHARTER HIGH SCHOOL 890 BROADWAY STREET REDWOOD CITY, CA 94063	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	23,350.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SWARTHMORE COLLEGE 500 COLLEGE AVENUE SWARTHMORE, PA 19081-1397	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
SWITCHBACK FILMS/AFTERIMAGE PUBLIC MEDIA 1416 KAINES AVENUE BERKELEY, CA 94702	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	150,000.
TAPROOT FOUNDATION 466 GEARY STREET, SUITE 200 SAN FRANCISCO, CA 94102	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	75,000.
THEATREWORKS P.O. BOX 50458 PALO ALTO, CA 94303	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	100,000.
VIDA VERDE NATURE EDUCATION 1043 TUNITAS CREEK ROAD HALF MOON BAY, CA 94019	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	25,000.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE GOLDEN GATE PARK SAN FRANCISCO, CA 94118	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	50,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEAGUE AMERICAN ORCHESTRAS 33 WEST 60TH STREET, 5TH FLOOR NEW YORK, NY 10023	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	200,563.
TEAM-UP FOR YOUTH 310 EIGHTH STREET, SUITE 300 OAKLAND, CA 94607	N/A PUBLIC	GENERAL CHARITABLE PURPOSE	25,000.
		TOTAL CONTRIBUTIONS PAID	7,613,399.

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

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
LEGACY VENTURE V, LLC.-OTHER INCOME			01	5,807.	
GOLDMAN CHARITABLE FUNDS I, LP			01	2,231.	
CASH TRANSLATION GAINS			01	24,449.	
OTHER PASS-THROUGH INCOME			01	15,393.	
TOTALS				47,880.	

JOHN AND MARCIA GOLDMAN FOUNDATION

94-3274370

ATTACHMENT 14

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND

THE FOUNDATION MADE A GRANT TO THE JEWISH COMMUNITY FEDERATION PHILANPHROPIC FUND OF $1,000,000 WHICH HAS BEEN TREATED AS A QUALIFYING DISTRIBUTION. THE PHILANPHROPIC FUND MAKES GRANTS TO 501(c)(3) ORGANIZATIONS FOR USES CONSISTENT WITH THE FOUNDATION'S MISSION STATEMENT AND PURPOSE.

THE JOHN AND MARCIA GOLDMAN FOUNDATION

RESTATED

BYLAWS

ARTICLE I

OFFICES

Section 1. Principal Office

The principal office of the Corporation for the transaction of its business ("Principal Office") shall be located at 10400 Deer Valley Road, Brentwood, CA 94513, or at such other place as the Board of Directors of the Corporation (the "Board") may designate from time to time.

Section 2. Additional Offices

The Corporation may also have offices at such other places, within or outside California, where it is qualified to do business, as its business may require and as the Board may designate from time to time.

ARTICLE II

DESIGNATOR

Section 1. No Members

This corporation shall have no members.

Section 2. Designator and Successors

A. Designator

The Designator referred to in these Bylaws is John D. Goldman. The Designator shall serve until his death, resignation, or determination of incapacity as defined in Section 3 below (each such event, a "Triggering Event").

B. Successor Designator

Upon the occurrence of a Triggering Event with regard to a Designator, a Successor Designator shall succeed to all of the rights and duties of that Designator by operation of these Bylaws, as follows the Designator shall be succeeded as Designator by Marcia Goldman or, if Marcia Goldman is not then living, is incapacitated as described in Section 4 below, or is not willing to serve as Designator, by Aaron Goldman.

All references in these Bylaws to "Designator" shall refer to the Designator then in office.

C. Role of Board

After the death, incapacity, or resignation of the last person named in these Bylaws as a Designator or a Successor Designator, all rights reserved to the Designator under these Bylaws shall be exercised by the Board.

Section 3. Actions of Designator

All actions of the Designator shall be evidenced by a writing, signed by the Designator, and delivered to an officer of this corporation, which shall be filed by the Secretary with the proceedings of the Board.

Section 4. Incapacity

A Designator's incapacity for purposes of these Bylaws shall be deemed to exist when it has been declared by a court of competent jurisdiction, or when a conservator for such Designator has been appointed, or upon execution of certificates by two physicians licensed to practice in the State of California or wherever such Designator may then reside, which states the doctor's opinion that such Designator is, by reason of advanced age, infirmity, mental or physical illness, or other disability, unable adequately to provide for his or her personal needs or to manage his or her financial affairs. One physician shall be the Designator's personal physician or such physician's designee. The effective date of such incapacity shall be the date of the decree adjudicating the incapacity, the date of the decree appointing the conservator, or the date of the later of the two doctors' certificates, as the case may be.

Section 5. Waiver of Privilege

The Designator, and each Successor Designator named in Section 1 above, by signing below, hereby voluntarily waives any physician-patient privilege that may exist in his or her favor, and authorizes physicians to examine him or her and to disclose his or her physical or mental condition in order to determine his or her incapacity or capacity for purposes of these Bylaws.

Dated: May 3, 2011 John

Dated: May 3, 2011

Dated: August 26, 2011

ARTICLE III

DIRECTORS

Section 1. Number

The number of directors of the Corporation ("Directors") shall not be less than two (2) nor more than five (5), the exact number to be determined from time to time by Board resolution.

Section 2. Powers

A. General Corporate Powers

Subject to the California Nonprofit Corporation Law and any other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

B. Specific Powers

Without prejudice to the general powers set forth in Section 2.A. of this Article, but subject to the same limitations, the Directors shall have the power to:

(i) appoint and remove, at the pleasure of the Board, all the Corporation's officers, agents and employees, prescribe powers and duties for them that are consistent with law, the Articles of Incorporation of the Corporation (the "Articles"), and these Bylaws, fix their compensation, and require from them security for faithful performance of their duties;

(ii) change the address of the Principal Office; subject to the restrictions set forth in Article I above, cause the Corporation to be qualified to conduct its activities in any State, territory, independency, or country, within or outside California; and designate any place within or outside California for holding any meeting;

(iii) adopt, use and alter the form of a corporate seal;

(iv) borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

(v) exercise such other powers as are normally exercised by a California nonprofit public benefit corporation; and

(vi) unless otherwise determined by a court of competent jurisdiction, determine the organization or organizations to which the assets of the Corporation shall be distributed upon dissolution, subject to the limitations set forth in the Articles.

Section 3. Duties

It shall be the duty of the Directors to:

A. perform any and all duties imposed on them collectively or individually by law, the Articles, or these Bylaws;

B. appoint, remove, employ, discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees;

C. supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;

D. meet at such times and places as required by these Bylaws;

E. serve on committees of the Board, as established from time to time, to supervise officers or employees or to gather information for presentations to the Board; and

F. register their addresses with the Secretary of the Corporation (the "Secretary") and notify the Secretary of such addresses so that notices of meetings delivered to them at such addresses shall be valid.

Section 4. Designation and Term of Office

The Directors shall be designated by the Designator from time to time, subject to the power of the Board to fix the number of Directors as provided in Section 2 above. The effective date of any such designation shall be as provided therein. Directors may be designated for any term prescribed in the written designation; if no such term is prescribed, a designated Director shall serve until he or she resigns or is removed.

Section 5. Compensation

Directors may be paid reasonable compensation, as fixed from time to time by the Board, for their services as Directors, and, upon authorization of the Board, may be paid their actual and necessary expenses incurred in attending Board meetings. In addition, Directors may be allowed reasonable advancement of or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors shall not be compensated for rendering services to the Corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under Section 6 of this Article.

Section 6. Restriction regarding Interested Directors

Notwithstanding any other provision of these Bylaws, no more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons." For purposes of this Section, "interested person" means either:

A. Any person currently being compensated by the Corporation for services rendered to the Corporation within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor, or otherwise, excluding any reimbursement paid to a Director for expenses in accordance with Section 5 of this Article; or

B. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any person described in Section 6.A of this Article.

Section 7. Conflict of Interest

A Director shall excuse himself or herself from any vote upon any matter in which that Director has a material financial interest; provided, however, that any Director may, in his or her individual capacity:

A. make contributions to the Corporation; or

B. make distributions of assets of the Corporation to any other charitable organization which employs such Director, provided such Director's compensation as such employee is not directly dependent upon such distributions; or

C. vote to approve the reimbursement of expenses for, or fix the reasonable compensation of, any Director or officer, including himself or herself, in accordance with Section 5235 of the California Nonprofit Corporation Law.

Section 8. Place of Meetings

Meetings shall be held at the Principal Office unless otherwise determined by the Board or at such place within or outside California as is designated by the Board. Directors may participate in and act at any annual, regular or special meeting of the Board through the use of a conference telephone, electronic video screen communication, or other communications equipment, provided that each person participating in the meeting can communicate with all other participants concurrently.

Section 9. Regular and Annual Meetings; Election of Directors

The annual Board meeting shall be held following the end of each fiscal year of the Corporation on a date and at a time that the Board designates. Regular meetings shall be held at least quarterly on dates designated by the Board. Successor Directors shall be elected by the Board at every third annual meeting. Each Director shall cast one vote.

Section 10. Special Meetings

Special meetings of the Board may be called by the President or the Secretary. Such meetings shall be held at the place, within or outside California, designated by the person or persons calling the meeting, and in the absence of such designation, at the Principal Office.

Section 11. Notice of Meetings

Meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice message system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. If sent by mail, telegram, or electronic means, the notice shall be deemed to be delivered upon its deposit in the mail, its delivery to the telegraph company, or its electronic transmission. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the adjourned meeting is held within twenty-four (24) hours after the original meeting. Notice of any adjourned regular or special meeting shall be given to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) after the original meeting.

Section 12. Contents of Notice

All notices of meetings shall specify the place, day and hour of the meeting. The purpose of annual or regular meetings need not be specified in the notice, except as required by law. The purpose of the meeting and the business to be transacted at a special meeting shall be specified in the notice of any special meeting, but such notice shall not prevent the Board from acting upon matters not specified in the notice.

Section 13. Waiver of Notice: Consent to Holding Meetings

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided that a quorum, as defined in Section 14 of this Article, is present; and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14. Quorum for Meetings

A quorum shall consist of a majority of Directors then in office. Except as otherwise provided in these Bylaws, in the Articles, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Board shall entertain at such meeting is a motion to adjourn, although business matters may be discussed and recommendations adopted for submission to the Board at such time that a quorum is present. When a meeting is adjourned for lack of a quorum, notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting shall be given as provided in Section 11 of this Article. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to transact business notwithstanding the loss of a quorum due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles, or these Bylaws.

Section 15. Majority Action as Board Action

Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the action or decision of the Board, unless the Articles, these Bylaws, or the California Nonprofit Corporation Law requires a greater percentage or different voting rules for approval of a matter by the Board.

Section 16. Conduct of Meetings

A. Meetings of the Board shall be presided over by the President or, in the absence of the President, by a Director chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that in the Secretary's absence, the presiding officer shall appoint another person to act as secretary of the meeting.

B. Meetings shall be governed by rules developed by the Board from time to time, provided the rules do not conflict with these Bylaws, the Articles, or applicable law.

Section 17. Action by Unanimous Written Consent without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, provided that all Directors individually or collectively consent in writing to action. For purposes of this Section only, "all Directors" shall not include any "interested directors" as defined in Section 5233 of the California Nonprofit Corporation Law. Such written consent(s) shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document that relates to such action shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws authorize the action. Such statement shall be prima facie evidence of such authority.

Section 18. Vacancies, Resignation and Removal

A. Vacancies

A vacancy shall be deemed to exist on the Board in the event that the actual number of Directors is less than the authorized number for any reason. Vacancies may be filled by the Designator for the unexpired portion of the term whenever the number of authorized Directors is increased.

B. Removal

The Designator may remove any Director at any time, with or without cause. Any removal by the Board shall be effective only with the consent of the Designator.

C. Resignation

Any Director may resign effective upon giving written notice to the President or Secretary, unless the notice specifies a later effective date for such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

D. Successors

A person elected to fill a vacancy as provided in this Section shall hold office until the term he or she is filling expires, and his or her successor is elected and qualified, or until his or her death, resignation, or removal from office.

Section 19. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 20. Indemnification by Corporation of Directors, Officers, Employees and Other Agents

The Corporation shall indemnify any past or current Director, officer, employee or other agent of the Corporation who is or was a party or is threatened to be made a party to any civil, criminal, administrative or investigative proceeding based on his service as a Director, officer, employee or agent of the Corporation, against all expenses, attorneys' fees, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings to the greatest extent allowed by Section 5238 of the California Nonprofit Corporation Law, as amended from time to time. Upon application by such person, the Corporation shall advance expenses incurred for such person's defense prior to the final disposition in such proceedings to the greatest extent allowed by, and in accordance with Section 5238(f) of the California Nonprofit Corporation Law, as amended from time to time.

Section 21. Insurance for Corporate Agents

To the full extent permitted by law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 5238 of the California Nonprofit Corporate Law, as amended from time to time.

ARTICLE IV

OFFICERS

Section 1. Designation of Officers

The officers of this Corporation shall be a President, Secretary and Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor Treasurer may serve as President.

Section 2. Qualification, Election and Term of Office

Any person may serve as an officer of the Corporation, except that the President and Treasurer shall be Board members. Officers shall serve a three (3)-year term and shall be elected by the Board at every third annual meeting. Any officer who is also required to be a Board member shall, whenever possible, be appointed to both three (3)-year terms concurrently. Each officer shall hold office until his or her successor is elected and qualified, or until he or she resigns, is removed, or is otherwise disqualified to serve.

Section 3. Subordinate Officers

The Board may appoint such other officers or agents as it deems desirable. Such officers shall serve such terms, have such authority, and perform such duties as the Board prescribes from time to time.

Section 4. Removal and Resignation

Any officer may be removed by the Board, with or without cause, at any time. Any officer may resign at any time by giving written notice to the President or Secretary. The resignation shall take effect on the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. This Section shall be superseded by any conflicting terms of a contract that is approved or ratified by the Board relating to the employment of any officer of the Corporation.

Section 5. Vacancies

The Board shall fill any vacancy caused by the death, resignation, removal, or disqualification of any officer. In the event of a vacancy in any office other than that of President, the vacancy may be filled temporarily by appointment by the President until the Board fills the vacancy. Any vacancy in the President's office shall be filled by the Board. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled, in the Board's discretion.

Section 6. Duties of the President

The President shall preside at Board Meetings; sign all material contracts on the Corporation's behalf, except as otherwise authorized by the Board; conduct the affairs of the Corporation in a manner consistent with Board policies and directives; supervise and maintain the books of account and financial records of the Corporation under the Treasurer's supervision; and perform such other duties as prescribed from time to time by the Board.

Section 7. Duties of Secretary

The Secretary shall act as Secretary of the Board; give or cause to be given notice of all Board meetings; supervise the custody of all records and reports; and be responsible for keeping and reporting adequate records of all Board meetings. Upon request, the Secretary shall exhibit at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minutes of Board meetings. The Secretary shall also be the custodian of the corporate seal and perform such other duties as the Board may assign to him or her.

Section 8. Duties of Treasurer

Subject to Article VI of these Bylaws, the Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall deposit, or cause to be deposited, all funds and other valuable effects in the name and to the credit of the Corporation, in such banks of deposit as the Board designates The Treasurer shall dispose of the Corporation's funds as ordered by the Board, taking proper vouchers for such disbursements. Upon request, the Treasurer shall render to the Board an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation, including reports on the performance of investment managers and other fiscal agents of the Corporation. The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. Upon request, he or she shall exhibit at all reasonable times the books of account and financial records to any Director or his or her agent or attorney. The Treasurer shall also perform such other duties as the Board may assign to him or her.

Section 9. Compensation

The salaries of the officers, if any, shall be fixed from time to time by Board resolution. No officer shall be prevented from receiving such salary because he or she is also a Director, provided, however, that any compensation paid to a Director in his or her capacity as an officer of the Corporation shall only be allowed if permitted under Section 6 of Article III. Any salaries received by officers of the Corporation shall be reasonable and given in return for services actually rendered to the Corporation which relate to the performance of the Corporation's charitable purposes.

ARTICLE V

COMMITTEES

Section 1. Executive Committee

The Board may, by a majority vote of the Directors then in office, designate two (2) or more of its members (who may also serve as officers of the Corporation) to serve on its Executive Committee. The Board may delegate to such committee any of the powers and authority of the Board except:

A. approving any action which, under law or these Bylaws, requires the approval of the Board or of a majority of the Board;

B. filling vacancies on the Board or on any committee with the authority of the Board;

C. fixing compensation of the Directors for serving on the Board or any committee;

D. amending or repealing these Bylaws or adopting new Bylaws;

E. amending or repealing any resolution of the Board which by its express terms is not so amendable or repealable;

F. appointing committees of the Board or the members thereof;

G. expending corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or

H. approving any transaction to which the Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(b) of the California Nonprofit Corporation Law.

By a majority vote of the Directors then in office, the Board may at any time revoke or modify any or all authority so delegated, increase or decrease but not below two (2) the number of Directors on the Executive Committee, and fill vacancies thereon from among the Directors. The Executive Committee shall keep regular minutes of its meetings, cause them to be filed with the Corporation's records, and report the same to the Board upon its request.

Section 2. Other Committees

The Corporation shall have such other committees as the Board may designate from time. Such committees may consist of non-Directors and shall be advisory only.

Section 3. Meetings and Action of Committees

Meetings and actions of any committee shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws governing Board meetings.

ARTICLE VI

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

Except as otherwise provided in these Bylaws, the Board may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless authorized by resolution of the Board or by Section 2 of this Article, no officer, agent, or employee shall have any authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise determined by Board resolution or required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President or a Director.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in banks, trust companies, or other depositories selected by the Board.

Section 4. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

ARTICLE VII

CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its Principal Office:

A. minutes of all meetings of the Board and Board committees indicating the time and place of such meetings, whether regular or special, how called, the notice given, the names of those present, and the proceedings thereof;

B. adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and

C. a copy of the Articles and Bylaws, as amended to date.

Section 2. Corporate Seal

The Board may adopt, use and alter a corporate seal, which shall be kept at the Principal Office. Failure to affix the seal to a corporate instrument shall not affect the validity of such instrument.

Section 3. Inspection Rights of Directors

Every Director shall have the absolute right at any reasonable time to inspect and copy all of the Corporation's books, records and documents and to inspect the physical properties of the Corporation.

Section 4. Right to Copy and Make Extracts

Any inspection under this Article may be made in person or by agent or attorney. The right to inspection includes the right to copy and make extracts.

Section 5. Annual Report

The Board shall cause an annual report to be furnished to all Directors within one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain the following information in appropriate detail:

A. the Corporation's assets and liabilities, including trust funds, as of the end of the fiscal year;

B. the principal changes in assets and liabilities, including trust funds, during the fiscal year;

C. the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

D. the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and

E. any information required by Section 6 of this Article.

The annual report shall be accompanied by a report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 6. Annual Statement of Specific Transactions

Within one hundred and twenty (120) days after the close of the Corporation's fiscal year, the Corporation shall mail or deliver to all Directors a statement briefly describing the amount and circumstances of any indemnification or transaction in which the Corporation, any parent, or subsidiary was a party, and in which any Director or officer of the Corporation, or any parent or subsidiary thereof, had a direct or indirect material financial interest. Such statement need only be provided with respect to transactions during the previous fiscal year involving more than ten thousand dollars ($10,000); and indemnifications or advances aggregating more than twenty thousand dollars ($20,000) paid during the previous fiscal year to any Director or officer. For purposes of this Section, a mere common directorship with another corporation shall not be deemed a parent-subsidiary relationship.

Any statement required by this Section shall include the names of the interested persons involved in such transactions, each person's relationship to the Corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest; provided, however, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE VIII

AMENDMENTS

Section 1. Amendment of Bylaws

Subject to the California Nonprofit Corporation Law, these Bylaws may be amended or repealed and new Bylaws adopted by Board approval. So long as there is a Designator, no amendment to these Bylaws shall take effect without the written consent of the Designator.

Section 2. Amendment of Articles

Any amendment of the Articles may be adopted by Board approval.

ARTICLE IX

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1. Prohibition

No Director, officer, employee, other person connected with the Corporation, or any private individual, shall:

A. receive any of the Corporation's net earnings; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting its charitable purposes, provided such compensation is otherwise permitted by these Bylaws and is fixed by Board resolution; or

B. be entitled to share in the distribution of any corporate assets on dissolution of the Corporation.

CERTIFICATE OF SECRETARY

I certify that (1) I am the duly elected and acting Secretary of THE JOHN AND MARCIA GOLDMAN FOUNDATION, a California nonprofit public benefit corporation; (2) the above Restated Bylaws are the Restated Bylaws of the Corporation as adopted and approved by the Board on May 3, 2011; and (3) these Restated Bylaws have not been amended or modified since that date.

Executed on May 3, 2011 at Atherton, California.

Marcia Goldman, Secretary

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- 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 JOHN AND MARCIA GOLDMAN FOUNDATION	Employer identification number (EIN) or ☒ 94-3274370
	Number, street, and room or suite no. If a P O. box, see instructions. 10400 DEER VALLEY ROAD	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions BRENTWOOD, CA 94513	

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 ▶ JANET LINDSAY

Telephone No. ▶ 925 978-0320 FAX No. ▶

- 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 11 or

▶ ☐ tax year beginning ______, 20___, and ending ______, 20___.

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**	$ 55,044.
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**	$ 91,122.
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**	$ -36,078.

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.

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