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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation GOLDMAN ENVIRONMENTAL FOUNDATION		A Employer identification number 94-3094857
Number and street (or P.O. box number if mail is not delivered to street address) 160 PACIFIC AVENUE	Room/suite 200	B Telephone number 415-249-5800
City or town, state, and ZIP code SAN FRANCISCO, CA 94111		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 111,517,762. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____		

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		48.	48.		STATEMENT 1
4 Dividends and interest from securities		3,240,523.	3,240,523.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,386,475.			
b Gross sales price for all assets on line 6a 53,461,245.					
7 Capital gain net income (from Part IV, line 2)			5,502,998.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) 1 2013					
11 Other income		1,063.	<16,526.>		STATEMENT 3
12 Total: Add lines 1 through 11		8,628,109.	8,727,043.		
13 Compensation of officers, directors, trustees, etc.		205,199.	0.		205,199.
14 Other employee salaries and wages		516,210.	0.		516,210.
15 Pension plans, employee benefits		146,742.	0.		146,742.
16a Legal fees STMT 4		14,330.	0.		14,330.
b Accounting fees STMT 5		50,295.	25,148.		25,147.
c Other professional fees STMT 6		326,736.	318,882.		7,854.
17 Interest					
18 Taxes STMT 7		266,785.	0.		47,572.
19 Depreciation and depletion		127,531.	0.		
20 Occupancy		217,109.	32,791.		185,818.
21 Travel, conferences, and meetings		127,265.	0.		127,265.
22 Printing and publications		5,778.	164.		5,614.
23 Other expenses STMT 8		1,668,701.	15,094.		1,653,607.
24 Total operating and administrative expenses. Add lines 13 through 23		3,672,681.	392,079.		2,935,358.
25 Contributions, gifts, grants paid		900,000.			900,000.
26 Total expenses and disbursements. Add lines 24 and 25		4,572,681.	392,079.		3,835,358.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		4,055,428.			
b Net investment income (if negative, enter -0-)			8,334,964.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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2012.05000 GOLDMAN ENVIRONMENTAL FOUND 298071

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		104,707.	113,743.	113,743.
	3	Accounts receivable ▶ 327,112.		381,323.	327,112.	327,112.
		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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		89,774.	118,942.	118,942.
	10a	Investments - U.S. and state government obligations STMT 9		18,534,642.	12,340,374.	12,340,374.
	b	Investments - corporate stock STMT 10		54,534,798.	59,282,113.	59,282,113.
	c	Investments - corporate bonds STMT 11		1,787,786.	3,335,646.	3,335,646.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 12		26,116,303.	35,374,910.	35,374,910.	
14	Land, buildings, and equipment basis ▶ 1,133,109.					
	Less: accumulated depreciation STMT 13 ▶		508,187.	624,922.	624,922.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		102,226,074.	111,517,762.	111,517,762.	
Liabilities	17	Accounts payable and accrued expenses		156,916.	205,142.	
	18	Grants payable		900,000.	900,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 14)		1,350,807.	1,937,112.	
23	Total liabilities (add lines 17 through 22)		2,407,723.	3,042,254.		
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		99,818,351.	108,475,508.	
	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		99,818,351.	108,475,508.		
31	Total liabilities and net assets/fund balances		102,226,074.	111,517,762.		

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	99,818,351.
2	Enter amount from Part I, line 27a	2	4,055,428.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	4,601,729.
4	Add lines 1, 2, and 3	4	108,475,508.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	108,475,508.

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 PUBLICLY TRADED SECURITIES				
b PASS-THROUGH CAPITAL GAIN		P	VARIOUS	VARIOUS
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 53,461,245.		48,074,770.	5,386,475.	
b 116,523.			116,523.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			5,386,475.	
b			116,523.	
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 5,502,998.
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). If (loss), enter -0- in Part I, line 8		{		3 N/A

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))
2011	3,787,304.	78,718,003.	.048112
2010	3,527,933.	53,563,618.	.065864
2009	3,879,807.	46,991,978.	.082563
2008	3,653,640.	60,247,504.	.060644
2007	2,835,524.	68,888,811.	.041161
2 Total of line 1, column (d)			2 .298344
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 .059669
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 109,259,593.
5 Multiply line 4 by line 3			5 6,519,411.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 83,350.
7 Add lines 5 and 6			7 6,602,761.
8 Enter qualifying distributions from Part XII, line 4			8 3,835,358.

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	166,699.
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	0.
3 Add lines 1 and 2		3	166,699.
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	166,699.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 443,148.		
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	443,148.
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	276,449.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 276,449. Refunded ☐		11	0.

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://WWW.GOLDMANPRIZE.ORG</u>	13	X	
14	The books are in care of ► <u>MELISSA ECKERT, ADMINISTRATOR</u> Telephone no. ► <u>415-249-5800</u> Located at ► <u>160 PACIFIC AVENUE, SUITE 200, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94111</u>			
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	N/A	
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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.) N/A	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 2012 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 2012.) N/A	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 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
SEE STATEMENT 15		160,748.	44,452.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
MELINA SELVERSTON-SCHER - 160 PACIFIC AVE., STE. 200, SAN LEILANI ALO - 160 PACIFIC AVE., STE. 200, SAN FRANCISCO, CA 94111	PROGRAM OFFICER 37.50	98,045.	42,302.	0.
JJ EUN PARK - 160 PACIFIC AVE., STE. 200, SAN FRANCISCO, CA 94111	INTERIM DEPUTY 37.50	103,106.	37,011.	0.
SAMANTHA AGUILAR - 160 PACIFIC AVE., STE. 200, SAN FRANCISCO, CA 94111	COMMUNICATIONS OFFICER 37.50	85,502.	15,722.	0.
	PROGRAM ASSOCIATE 37.50	51,229.	16,654.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MILL VALLEY FILM GROUP - 31 EAST PIER, KAPPAS MARINA, SAUSALITO, CA 94965	VIDEO & TV PRODUCTION	401,728.
ALLISON & PARTNERS, LLC - 505 SANSOME STREET, 7TH FLOOR, SAN FRANCISCO, CA 94111	PUBLIC RELATIONS	249,317.
ENGINE COMPANY #1 451 PACIFIC AVENUE, SAN FRANCISCO, CA 94133	ADVERTISING	130,555.
MCCALL ASSOCIATES 350 FLORIDA STREET, SAN FRANCISCO, CA 94110	CATERING	98,918.
HOLZMUELLER CORPORATION 1000 25TH ST., SAN FRANCISCO, CA 94107	PRODUCTION SERVICES	95,322.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	62,584,869.
b	Average of monthly cash balances	1b	7,895,036.
c	Fair market value of all other assets	1c	40,443,540.
d	Total (add lines 1a, b, and c)	1d	110,923,445.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	110,923,445.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,663,852.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	109,259,593.
6	Minimum investment return. Enter 5% of line 5	6	5,462,980.

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	5,462,980.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	166,699.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	166,699.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,296,281.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,296,281.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,296,281.

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	3,835,358.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	3,835,358.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,835,358.

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.

Form 990-PF (2012)

Part XIII - Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				5,296,281.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	328,561.			
b From 2008	667,266.			
c From 2009	1,546,256.			
d From 2010	877,520.			
e From 2011	173,418.			
f Total of lines 3a through e	3,593,021.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 3,835,358.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				3,835,358.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	1,460,923.			1,460,923.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,132,098.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,132,098.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	1,081,160.			
c Excess from 2010	877,520.			
d Excess from 2011	173,418.			
e Excess from 2012				

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				
GRANTS TO PRIZE WINNING INDIVIDUALS - SEE STATEMENT A 160 PACIFIC AVE., STE 200 SAN FRANCISCO, CA 94111	NONE		GENERAL	900,000.
Total			3a	900,000.
b Approved for future payment				
GRANTS PAYABLE TO PRIZE WINNING INDIVIDUALS - SEE STATEMENT B 160 PACIFIC AVE., STE 200 SAN FRANCISCO, CA 94111	NONE		GENERAL	900,000.
Total			3b	900,000.

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)(3) 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. | | |

[illegible]

- 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
N/A		

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.

Sign Here *Rohane L. Wenger* 11/14/13 *Deputy Director*

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 1)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	MAGA E. KISRIV		NOV 13 2018		P01008919
	Firm's name ▶ HOOD & STRONG LLP				Firm's EIN ▶ 94-1254756
	Firm's address ▶ 100 FIRST STREET, 14TH FLOOR SAN FRANCISCO, CA 94105				Phone no. 415.781.0793

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST ON CHECKING ACCOUNT	48.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	48.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS/INTEREST SECURITIES	3,240,523.	0.	3,240,523.
TOTAL TO FM 990-PF, PART I, LN 4	3,240,523.	0.	3,240,523.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PASS-THROUGH	0.	<16,526.>	
OTHER	1,063.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,063.	<16,526.>	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	14,330.	0.		14,330.
TO FM 990-PF, PG 1, LN 16A	14,330.	0.		14,330.

FORM 990-PF	ACCOUNTING FEES		STATEMENT		5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	50,295.	25,148.		25,147.	
TO FORM 990-PF, PG 1, LN 16B	50,295.	25,148.		25,147.	

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT		6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING FEES	7,854.	0.		7,854.	
INVESTMENT MANAGEMENT FEES	318,882.	318,882.		0.	
TO FORM 990-PF, PG 1, LN 16C	326,736.	318,882.		7,854.	

FORM 990-PF	TAXES		STATEMENT		7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	47,572.	0.		47,572.	
EXCISE TAX	219,213.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	266,785.	0.		47,572.	

FORM 990-PF	OTHER EXPENSES		STATEMENT		8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMPUTER SERVICES	52,191.	7,829.		44,362.	
SUPPLIES	24,261.	3,639.		20,622.	
POSTAGE AND DELIVERY	5,990.	899.		5,091.	
INSURANCE	18,178.	2,727.		15,451.	
ADVERTISING	218,467.	0.		218,467.	

GOLDMAN ENVIRONMENTAL FOUNDATION

94-3094857

AWARDS CEREMONIES	409,699.	0.	409,699.
PHOTOGRAPHY	5,165.	0.	5,165.
PUBLIC RELATIONS	332,712.	0.	332,712.
TV DEVELOPMENT/PROGRAMS	58,880.	0.	58,880.
TRANSLATION	5,218.	0.	5,218.
VIDEOS	335,940.	0.	335,940.
HONORARIA	202,000.	0.	202,000.
TO FORM 990-PF, PG 1, LN 23	1,668,701.	15,094.	1,653,607.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOV'T OBLIGATIONS - SEE STATEMENT C	X		12,340,374.	12,340,374.
TOTAL U.S. GOVERNMENT OBLIGATIONS			12,340,374.	12,340,374.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			12,340,374.	12,340,374.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - EQUITIES - SEE STATEMENT C EQUITIES	38,654,997. 20,627,116.	38,654,997. 20,627,116.
TOTAL TO FORM 990-PF, PART II, LINE 10B	59,282,113.	59,282,113.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS - SEE STATEMENT C	3,335,646.	3,335,646.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,335,646.	3,335,646.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY MARKET FUNDS	FMV	2,808,456.	2,808,456.
ALTERNATIVE INVESTMENT FUNDS	FMV	32,566,454.	32,566,454.
TOTAL TO FORM 990-PF, PART II, LINE 13		35,374,910.	35,374,910.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 13
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTERS & PERIPHERALS	235,183.	176,061.	59,122.
OFFICE FURNITURE & EQUIPMENT	188,997.	137,582.	51,415.
LEASEHOLD IMPROVEMENTS	708,929.	194,544.	514,385.
TOTAL TO FM 990-PF, PART II, LN 14	1,133,109.	508,187.	624,922.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED RENT	178,200.	148,500.
AMOUNTS DUE ON PURCHASE OF INVESTMENTS	1,171,110.	1,716,637.
EXCISE TAXES PAYABLE	1,497.	71,975.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,350,807.	1,937,112.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DOUGLAS GOLDMAN 160 PACIFIC AVE., SUITE 200 SAN FRANCISCO, CA 94111	PRESIDENT 5.00	0.	0.	0.
JOHN GOLDMAN 160 PACIFIC AVE., SUITE 200 SAN FRANCISCO, CA 94111	TREASURER 2.00	0.	0.	0.
SUSAN GELMAN 160 PACIFIC AVE., SUITE 200 SAN FRANCISCO, CA 94111	SECRETARY 2.00	0.	0.	0.
AMY LYONS 160 PACIFIC AVE., SUITE 200 SAN FRANCISCO, CA 94111	ASSISTANT SECRETARY/TREASU 37.50	0.	0.	0.
LORRAINE ROMINGER 160 PACIFIC AVE., SUITE 200 SAN FRANCISCO, CA 94111	INTERIM EXEC. DIR., ASST. SEC/TREAS 37.52	160,748.	44,452.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		160,748.	44,452.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EXECUTIVE DIRECTOR
160 PACIFIC AVE., STE. 200
SAN FRANCISCO, CA 94111

TELEPHONE NUMBER

(415) 249-5800

FORM AND CONTENT OF APPLICATIONS

EACH SPRING THE GOLDMAN ENVIRONMENTAL FOUNDATION RECEIVES NOMINATIONS FROM A PRE-SELECTED GROUP OF ENVIRONMENTAL EXPERTS FROM AROUND THE WORLD. NOMINATORS INCLUDE:

-A DIVERSE GROUP OF ORGANIZATIONS WORKING ON ENVIRONMENTAL ISSUES
WORLD-WIDE

-A CONFIDENTIAL PANEL OF OVER 150 ENVIRONMENTAL EXPERTS FROM MORE THAN 70 NATIONS, INCLUDING CITIZEN ACTIVISTS, DISTINGUISHED ENVIRONMENTALISTS WORKING IN THE FIELD, AND PROMINENT POLICYMAKERS.

ANY SUBMISSION DEADLINES

THE WINNERS ARE CHOSEN AT THE END OF THE YEAR AND ARE AWARDED IN APRIL.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE GOLDMAN ENVIRONMENTAL PRIZE STAFF AND JURY GIVE PARTICULAR CONSIDERATION TO ISSUES OR GEOGRAPHIC AREAS NOT YET RECOGNIZED BY THE GLOBAL COMMUNITY OR THE PRIZE. THE GOLDMAN ENVIRONMENTAL PRIZE DOES NOT ACCEPT UNSOLICITED NOMINATIONS.

GOLDMAN ENVIRONMENTAL FOUNDATION
94-3094857
YEAR ENDED DECEMBER 31, 2012

Schedule of Grants to Individuals Paid During the Year

<u>Recipient's Name and Address</u>	<u>Amount</u>
Ikal Angelei* P.O. Box 565-30500 Lodwar, Kenya	\$150,000
Caroline Cannon** 253 Sisuaq St. Point Hope, AK 99766	\$150,000
Evgenia Chirikova Kosmonavta Volkova Str., 27 Apartment No. 39, 125299 Moscow, Russia	\$150,000
Edwin Gariguez*** Bishop's Residence, Salong Calapan City, Oriental Mindoro Philippines	\$150,000
Sofia Gatica Pasaje Max Planck 7818 Barrio Ituzaingo (5123) Cordoba, Argentina	\$150,000
Jun Ma Institute of Public and Environmental Affairs Room 601, Gate 3, Building 9, Xing Fu Jia Yuan Guangqumennei Avenue Beijing, China, 100062	\$150,000
Total	\$900,000

*At the request of Ikal Angelei, \$25,000.00 was paid to Friends of Lake Turkana, a charitable organization based in Kenya.

**At the request of Caroline Cannon, \$27,865.00 was paid to Native Village of Point Hope, a charitable organization based in the United States.

***At the request of Edwin Gariguez, \$100,000.00 was paid to CDCP Caritas Filipinas Foundation, a charitable organization based in the Philippines.

STATEMENT A

GOLDMAN ENVIRONMENTAL FOUNDATION
94-3094857
YEAR ENDED DECEMBER 31, 2012

Grants and Contributions Approved for Future Payments

<u>Recipient's Name</u>	<u>Amount</u>
Azzam Alwash	\$150,000
Altea Ba'un	\$150,000
Jonathan Deal	\$150,000
Rossano Ercolini	\$150,000
Nohra Padilla	\$150,000
Kimberly Wasserman	\$150,000
Total	<u>\$900,000</u>

STATEMENT B

GOLDMAN ENVIRONMENTAL FOUNDATION

94-3094857

YEAR ENDED DECEMBER 31, 2012

Schedule of Securities

U.S. Obligations	Par Value	Book Value	Fair Market Value
Bond Funds	85,230	860,838	858,266
Federal National Mtg Assn	1,822,738	1,924,236	1,968,139
Federal Home Loan Mtg Corp	545,406	582,875	583,406
Government National Mtg Assn	269,479	292,504	294,433
U.S. Treasury Bonds & Notes	7,802,181	8,538,329	8,929,700
		12,198,782	12,633,944

Corporate and Other Bonds	Par Value	Book Value	Fair Market Value
AMERICAN EXPRESS CREDIT CORP	40,000	44,666	41,718
AMGEN	25,000	28,133	28,134
AUTODESK	50,000	49,493	49,752
BANK AMERICA FUNDING CORP	45,000	47,857	51,964
BANK OF AMERICA	30,000	29,946	32,068
BEAR STEARNS COS	45,000	46,262	54,045
BEAR STEARNS COS	70,000	79,148	87,713
BERKELEY W R	45,000	40,041	52,660
BHP BILLITON FIN USA LTD	50,000	50,313	53,084
BP CAPITAL MARKETS PLC	25,000	28,201	28,987
CAPITAL ONE BANK	45,000	55,350	60,934
CENTERPOINT ENERGY HOUSTON ELEC	50,000	52,164	50,534
CITIGROUP	40,000	42,593	47,138
CITIGROUP	45,000	47,442	49,129
CLOROX COMPANY	50,000	50,956	54,450
COMCAST NEW	35,000	38,361	42,177
CONOCOPHILLIPS	40,000	48,042	56,726
DUKE ENERGY CAROLINAS LLC	35,000	43,329	42,003
ENTERPRISES PRODUCTION OPS LLC	35,000	34,958	35,438
FLORIDA POWER & LIGHT	40,000	51,502	53,245
FMS WERTMANAGEMENT MUENCHEN	55,000	54,990	54,929
GENERAL ELECTRIC CAPITAL	30,000	31,422	35,511
GENERAL ELECTRIC CAPITAL	70,000	71,864	78,123
HASBRO	15,000	15,075	18,525
HCP INC	40,000	39,809	42,214
HEWLETT PACKARD	45,000	44,994	44,127
KEY BANK NA	50,000	48,185	54,476
KONINKLIJKE PHILIPS ELECTRS NV	45,000	48,773	48,645
LANDWIRTSCHAFTLICHE RENTENBANK	45,000	44,852	47,642
LINCOLN NATIONAL	35,000	35,358	37,549
MATTEL	20,000	19,884	24,572
METLIFE	55,000	59,600	65,139
MOODYS CORP	35,000	34,410	39,029
MOTOROLA SOLUTIONS	25,000	25,117	25,543
NBC UNIVERSAL MEDIA LLC	40,000	40,007	40,170
NETAPP INC	25,000	24,802	24,611
NOBLE HOLDINGS LTD	45,000	45,631	47,983

STATEMENT C

GOLDMAN ENVIRONMENTAL FOUNDATION

94-3094857

YEAR ENDED DECEMBER 31, 2012

Schedule of Securities

Corporate and Other Bonds (cont.)	Par Value	Book Value	Fair Market Value
NOVARTIS CAPITAL CORP	70,000	73,863	81,648
OHIO POWER COMPANY	55,000	57,625	66,646
ONEOK PARTNERS LP	45,000	51,155	57,325
PENTAIR FINANCE SA	30,000	29,930	29,687
PETROBRAS INTL FINANCE	35,000	39,718	44,348
PREFERRED TERM SECS XIII	219,610	219,610	82,354
PRUDENTIAL FINANCIAL	30,000	32,345	38,096
RAYMOND JAMES FINANCIAL	40,000	45,366	50,665
TELEFONOS DE MEXICO SA	50,000	53,682	54,321
TRANSCANADA CORP	55,000	71,385	82,740
UNITED HEALTH GROUP	40,000	39,952	40,063
VIACOM	60,000	77,678	82,845
WEATHERFORD INTL	35,000	41,518	45,662
WISCONSIN ELECTRIC POWER	20,000	19,985	20,296
ALLY AUTO RECEIVABLES TRUST 2012	55,000	55,105	55,095
BEAR STEARNS CMBS 2005	35,000	39,223	38,831
BEAR STEARNS CMBS 2005-PWR7	25,000	27,287	27,156
CITIBANK CREDIT CARD MASTER TR 2002-A7	100,000	99,999	108,976
COMMERCIAL 2005-C6	40,000	44,459	44,141
DISCOVER CARD MASTER	65,000	64,937	66,578
LB-UBS CMBS 2006-C1	55,000	36,794	61,404
MORGAN STANLEY CAP	30,000	33,019	32,799
MORGAN STANLEY CAP 2004-HQ4	15,000	15,907	15,792
MORGAN STANLEY CAP 2004-TOP15	50,000	41,949	52,820
MORGAN STANLEY CAP 2006-HQ8	25,000	26,924	27,955
NISSAN AUTO RECEIVABLES 2011	30,101	30,148	30,147
		2,963,090	3,039,071

Stocks	Number of Shares	Book Value	Fair Market Value
3M COMPANY	3,410	297,718	316,619
ABBOTT LABORATORIES	4,530	277,916	296,715
ABIOMED	1,686	38,297	22,694
ACE LTD	4,115	300,764	328,377
ACTUANT CL A NEW	2,000	55,571	55,820
ADVISORY BOARD	989	47,234	46,275
AEROPOSTALE	3,625	51,392	47,161
AKRON	4,318	49,788	57,688
AMERICAN EQUITY INVT LIFE HLDGS	3,553	35,117	43,382
AMERICAN REPROGRAPHICS	5,475	34,245	14,016
ANIXTER INTERNATIONAL	705	40,518	45,106
ANNIES INC	465	18,473	15,545
APPLE	1,248	271,373	665,221
ARGO GROUP INTL HLDGS	1,638	58,886	55,020
ASPEN INSURANCE HLDGS LTD	1,525	40,344	48,922
AT&T INC	8,640	267,494	291,254

STATEMENT C

GOLDMAN ENVIRONMENTAL FOUNDATION
94-3094857
YEAR ENDED DECEMBER 31, 2012

Schedule of Securities

<u>Stocks (cont.)</u>	<u>Number of Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
ATMOS ENERGY CORP	8,835	278,524	310,285
AUST & NEW ZEALAND BKG GRP ADR	12,250	286,666	322,910
AUTOMATIC DATA PROCESSING	5,475	304,732	312,130
BASF AKTIENGESELLSCHAFT ADR	3,865	301,939	367,175
BBCN BANCORP	4,450	38,052	51,487
BE AEROSPACE	787	28,296	38,878
BHP BILLITON LTD ADR	4,705	320,689	369,060
BLACKROCK INC	1,705	344,079	352,441
BRADY CORP CL A	2,075	58,827	69,305
BUFFALO WILD WINGS	538	41,917	39,177
CAPITAL INTL EMERGING MKTS GWTH FUND	238,503	1,751,356	1,943,797
CENTENE	447	19,809	18,327
CEPHEID	577	18,143	19,508
CG NON-US EQTY FUND-TAX EXEMPT TRUSTS	507,457	15,393,109	14,635,048
CHART INDUSTRIES	570	21,014	38,002
CHUYS HOLDINGS	184	4,226	4,111
CIRCOR INTERNATIONAL	975	28,892	38,600
COCA COLA COMPANY	8,345	306,846	302,506
COMPANHIA DE BEBIDAS DAS AMER ADR	8,030	326,253	337,180
CONCUR TECHNOLOGIES	527	13,740	35,583
CON-WAY INC	1,985	54,838	55,223
CORNERSTONE ONDEMAND	1,524	32,878	45,004
COSTAR GROUP	685	52,435	61,218
CPFL ENERGIA SA ADR	14,675	414,129	307,588
CURTISS WRIGHT	1,244	38,506	40,841
CYNOSURE INC	762	15,728	18,372
DANA HOLDINGS	2,675	36,856	41,757
DEVRY INC	875	27,533	20,764
DEXCOM	1,450	18,892	19,735
DIAGEO PLC ADR	2,830	273,431	329,921
DIAMONDROCK HOSPITALITY	4,322	30,731	38,898
DIGITAL REALTY TRUST	4,715	360,613	320,101
DIODES	2,700	48,550	46,845
DUKE ENERGY NEW	4,930	308,042	314,534
E I DU PONT DE NEMOURS	6,465	336,886	290,731
EATON CORP PLC ORD	7,050	365,934	382,110
EMERSON ELECTRIC	6,585	327,927	348,742
ENDOLOGIX	4,342	54,724	61,830
ENGILITY HOLDINGS	1,045	15,844	20,127
FARO TECHNOLOGIES	470	25,218	16,770
FINANCIAL ENGINES	1,602	32,741	44,456
FIRST AMERICAN FINANCIAL	400	5,046	9,636
FIVE BELOW INC	623	16,198	19,961
FORTUNE BRANDS & HOME SECURITY	1,300	17,766	37,986
FRANCESCA'S HOLDINGS	1,517	34,769	39,381
GENUINE PARTS	5,205	328,246	330,934
GEOSPACE TECHNOLOGIES	157	11,868	13,953
GRAND CANYON EDUCATION	1,678	27,371	39,383
GRIFFON CORP	4,264	42,778	48,865

STATEMENT C

GOLDMAN ENVIRONMENTAL FOUNDATION

94-3094857

YEAR ENDED DECEMBER 31, 2012

Schedule of Securities

<u>Stocks (cont.)</u>	<u>Number of Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
GUIDEWIRE SOFTWARE	1,947	44,972	57,865
H & E EQUIPMENT SERVICES	2,289	32,783	34,495
HARSCO CORP	1,550	34,505	36,425
HARTE-HANKS (NEW)	7,625	76,375	44,988
HERMAN MILLER	1,600	30,757	34,272
HEXCEL NEW	753	17,060	20,301
HOME DEPOT	5,285	267,632	326,877
HUNTINGTON INGALLS INDUSTRIES	900	25,136	39,006
ILLINOIS TOOL WORKS	5,450	301,689	331,415
IMPERVA	1,160	33,527	36,575
INGRAM MICRO	3,545	55,745	59,981
INSIGHT ENTERPRISES	2,940	47,392	51,068
INTEL CORP	14,635	399,024	301,920
IPG PHOTONICS	539	30,126	35,924
JAKKS PACIFIC	2,197	37,889	27,506
JOHNSON & JOHNSON	4,695	306,865	329,120
JOHNSON CONTROLS	12,240	372,513	375,768
JPMORGAN CHASE & CO	7,655	262,768	336,590
KIMBERLY-CLARK	3,700	275,365	312,391
LONGLEAF PARTNERS FUND #133	517,301	16,186,078	13,651,582
MAS TEC INC	727	17,114	18,124
MATTHEWS INTERNATIONAL	960	29,146	30,816
MCDONALDS CORP	3,445	335,615	303,883
MEDIDATA SOLUTIONS	459	18,828	17,988
MERITAGE HOMES CORP	1,558	50,055	58,191
MILLENNIAL MEDIA	2,991	52,739	37,477
MONDELEZ INTERNATIONAL	11,760	298,973	299,527
MONDRIAN EMERGING MARKETS FUND LP	143,110	3,155,296	3,772,033
MONDRIAN INTERNATIONAL EQUITY FUND LP	487,095	10,814,637	11,794,528
MONDRIAN INTERNATIONAL SMALL CAP EQ FD LP	83,498	1,457,770	1,800,535
MONSTER WORLDWIDE	4,750	39,421	26,695
MUELLER WATER PRODUCTS CL A	11,350	33,654	63,674
NATIONAL FUEL GAS	5,970	319,977	302,619
NATIONAL PENN BANCSHARES	4,750	27,959	44,270
NESTLE SA ADR	4,890	297,946	318,681
NETSUITE	1,035	31,570	69,656
NEXTERA ENERGY	4,555	286,844	315,160
NOVARTIS AG ADR	5,180	284,198	327,894
OLD DOMINION FREIGHT LINE	1,591	35,691	54,539
OSI SYSTEMS	577	41,499	36,951
PEPSICO	4,525	299,510	309,646
PFIZER	12,670	283,555	317,764
PHH CORP	2,275	37,838	51,756
PIKE ELECTRIC	1,960	23,826	18,718
PORTFOLIO RECOVERY ASSOCIATES	320	23,569	34,195
PPG INDUSTRIES	2,765	266,452	374,243
PPL CORP	10,945	302,520	313,355
PRIMERICA	1,344	25,467	40,333
PROCTER & GAMBLE	4,665	313,319	316,707

STATEMENT C

GOLDMAN ENVIRONMENTAL FOUNDATION

94-3094857

YEAR ENDED DECEMBER 31, 2012

Schedule of Securities

<u>Stocks (cont.)</u>	<u>Number of Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
PROLOGIS INC	9,225	326,312	336,620
PROTECTIVE LIFE CORP	1,092	23,287	31,209
QUESTAR	15,840	309,987	312,998
RAYTHEON	5,800	320,351	333,848
RBC BEARINGS	766	35,605	38,354
RENT-A-CENTER	725	10,187	24,911
RUCKUS WIRELESS	796	12,050	17,934
SALIX PHARMACEUTICALS	462	13,553	18,702
SERVICENOW	1,298	36,034	38,979
SIEMENS AG ADR	3,180	295,880	348,115
SKECHERS USA	1,405	18,523	25,993
SOURCEFIRE	389	12,349	18,369
SPLUNK	2,039	60,916	59,172
SPS COMMERCE	167	5,958	6,224
SSgA S&P 500 TOBACCO FREE CTF (CMD9)	398,818	6,075,881	7,585,118
STEEL EXCEL	252	6,891	6,287
SYNOVUS FINANCIAL	8,900	19,389	21,805
SYNTEL INC	118	4,649	6,324
TAIWAN SEMICONDUCTOR MFG CO LTD AD	20,945	313,023	359,416
TANGOE	1,478	25,527	17,544
TCF FINANCIAL	4,250	56,602	51,638
TEXAS CAPITAL BANCSHARES	1,117	53,696	50,064
THE FRESH MARKET	827	34,741	39,770
THE JONES GROUP	4,250	40,253	47,005
THE RYLAND GROUP	1,524	48,963	55,626
THOR INDUSTRIES	550	13,064	20,587
TIME WARNER INC	7,025	257,888	336,006
TORONTO DOMINION BANK (USA)	3,855	323,169	325,092
TRAVELERS COMPANIES	4,585	270,561	329,295
TUMI HOLDINGS	1,707	37,919	35,591
TUTOR PERINI CORP	2,500	37,975	34,250
ULTIMATE SOFTWARE GROUP	621	20,906	58,629
UNILEVER PLC ADR	8,655	281,592	335,122
UNITED TECHNOLOGIES	4,170	334,065	341,982
UNTIED STATIONERS	1,975	50,271	61,205
VALASSIS COMMUNICATIONS	3,175	80,844	81,852
VCA ANTECH	2,900	56,289	61,045
VOCERA COMMUNICATIONS	731	20,982	18,348
VODAFONE GROUP PLC ADR	11,180	306,601	281,624
WABASH NATIONAL	2,857	28,472	25,627
WEBSTER FINANCIAL CORP	1,925	17,861	39,559
WSFS FINANCIAL	675	28,502	28,519
XCEL ENERGY	11,495	304,754	307,031

73,506,503

75,491,785

THE DIFFERENCE BETWEEN AMOUNTS SHOWN ON FORM 990-PF STATEMENTS 10, 11, AND 12 AND THE AMOUNTS SHOWN ON STATEMENT E IS ATTRIBUTABLE TO UNREALIZED GAINS/LOSSES AND PENDING SALES AND TRADES

STATEMENT C

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. GOLDMAN ENVIRONMENTAL FOUNDATION	Employer identification number (EIN) or 94-3094857
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 29924, NO. 200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAN FRANCISCO, CA 94129	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

NINA WASHBURNE, ADMINISTRATOR

- The books are in the care of ► **160 PACIFIC AVENUE, SUITE 200 - SAN FRANCISCO, CA 94111**
Telephone No. ► **415-249-5800** FAX No. ► **415-772-9137**

- 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 **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____.

- 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	\$	157,931.
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	\$	443,530.
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	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	GOLDMAN ENVIRONMENTAL FOUNDATION	94-3094857
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	P.O. BOX 29924, NO. 200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	SAN FRANCISCO, CA 94129	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

NINA WASHBURNE, ADMINISTRATOR

- The books are in the care of **160 PACIFIC AVENUE, SUITE 200 - SAN FRANCISCO, CA 94111**
Telephone No. **415-249-5800** FAX No. **415-772-9137**

- 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.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning ☐ and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

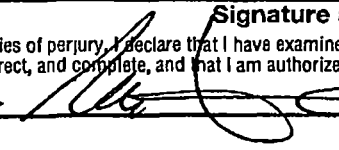
7 State in detail why you need the extension

THE TAXPAYER'S FINANCIAL MATTERS ARE QUITE COMPLEX. ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a 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.	8a	\$	157,931.
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 and any amount paid previously with Form 8868.	8b	\$	443,530.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **RETURN PREPARER**

Date **7/2/13**

Form 8868 (Rev. 1-2013)