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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 01-01-2012 , and ending 12-31-2012

Name of foundation LISA AND DOUGLAS GOLDMAN FUND		A Employer identification number 94-3167546	
Number and street (or P O box number if mail is not delivered to street address) 1 Montgomery Street		B Telephone number (see instructions) (415) 771-1717	
City or town, state, and ZIP code SAN FRANCISCO, CA 94104		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 186,570,345	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	92,710,888			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,097,334	3,097,334		
	4 Dividends and interest from securities.	392,550	392,550		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,294,409			
	b Gross sales price for all assets on line 6a _____ 11,231,916				
	7 Capital gain net income (from Part IV , line 2)		1,294,409		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	107			
	12 Total. Add lines 1 through 11	97,495,288	4,784,293		
	13 Compensation of officers, directors, trustees, etc	200,260	10,013		190,247
	14 Other employee salaries and wages	359,603	17,980		341,623
	15 Pension plans, employee benefits	72,098	3,605		68,493
	16a Legal fees (attach schedule)	3,176	159		3,017
	b Accounting fees (attach schedule)	41,888	2,095		39,793
	c Other professional fees (attach schedule)	29,648			29,648
	17 Interest	22,808	22,808		
	18 Taxes (attach schedule) (see instructions)	353,331	353,331		
	19 Depreciation (attach schedule) and depletion	12,981			
	20 Occupancy	82,477	4,124		78,353
	21 Travel, conferences, and meetings	15,811			15,811
	22 Printing and publications				
	23 Other expenses (attach schedule)	552,682	417,474		135,208
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	1,746,763	831,589		902,193
	25 Contributions, gifts, grants paid	8,088,040			8,088,040
	26 Total expenses and disbursements. Add lines 24 and 25	9,834,803	831,589		8,990,233
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	87,660,485			
	b Net investment income (if negative, enter -0-)		3,952,704		
	c Adjusted net income (if negative, enter -0-)				

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	272,346	247,751	247,751
	3	Accounts receivable ▶ <u>35,269</u>			
		Less allowance for doubtful accounts ▶ _____	36,560	35,269	35,269
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	10,413	25,830	25,830
	10a	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 ▶ _____			
Liabilities		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	72,778,970	159,262,518	166,508,975
	14	Land, buildings, and equipment basis ▶ <u>93,692</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>61,172</u>	27,465	32,520	32,520
	15	Other assets (describe ▶ _____)	19,720,000	19,720,000	19,720,000
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	92,845,754	179,323,888	186,570,345
	17	Accounts payable and accrued expenses	3,460	13,799	
	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 ▶ _____)	3,632,955	-7,246,457	
	23	Total liabilities (add lines 17 through 22)	3,636,415	-7,232,658	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	68,426,661	165,154,714	
	25	Temporarily restricted	20,782,678	21,401,832	
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	89,209,339	186,556,546	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	92,845,754	179,323,888	

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	89,209,339
2	Enter amount from Part I, line 27a	2	87,660,485
3	Other increases not included in line 2 (itemize) ▶ _____	3	9,686,722
4	Add lines 1, 2, and 3	4	186,556,546
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	186,556,546

2	Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px; margin: 0 5px;"> <div style="border-bottom: 1px solid black; height: 1.2em; width: 100%;"></div> <div style="border-bottom: 1px solid black; height: 1.2em; width: 100%;"></div> </div> <div style="font-size: 0.8em; margin: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	2	1,294,409
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px; margin: 0 5px;"> <div style="border-bottom: 1px solid black; height: 1.2em; width: 100%;"></div> <div style="border-bottom: 1px solid black; height: 1.2em; width: 100%;"></div> </div> <div style="font-size: 0.8em; margin: 0 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> </div>	3	

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	4,282,000	59,322,516	0.07218
2010	3,091,548	32,159,141	0.09613
2009	2,765,753	25,608,900	0.10800
2008	3,212,444	29,446,568	0.10909
2007	2,038,494	27,257,342	0.07479

2	Total of line 1, column (d).	2	0 46020
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 09204
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	159,952,107
5	Multiply line 4 by line 3.	5	14,721,832
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	39,527
7	Add lines 5 and 6.	7	14,761,359
8	Enter qualifying distributions from Part XII, line 4.	8	9,426,649
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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	79,054	
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	79,054	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	79,054	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	250,000		
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	250,000	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	355	
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	170,591	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	170,591	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) CA _____			
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	Yes	
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	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶http //ldgfund org/				
14	The books are in care of ▶Nancy KamiTelephone no ▶(415) 771-1717 Located at ▶1 Montgomery Street 3440 SAN FRANCISCO CAZIP +4 ▶94104			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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?	16		No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		No
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

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

No

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

7a

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

☐ Yes ☒ No

b

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

7b

No

Part VIII

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

1

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

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

2

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

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

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

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Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	142,082,617
b	Average of monthly cash balances.	1b	420,601
c	Fair market value of all other assets (see instructions).	1c	19,884,708
d	Total (add lines 1a, b, and c).	1d	162,387,926
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	
3	Subtract line 2 from line 1d.	3	162,387,926
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,435,819
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	159,952,107
6	Minimum investment return. Enter 5% of line 5.	6	7,997,605

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	7,997,605
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	79,054
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	79,054
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	7,918,551
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	7,918,551
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	7,918,551

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	8,990,233
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	436,416
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	9,426,649
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,426,649
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				7,918,551
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	734,841			
b From 2008.	1,754,576			
c From 2009.	1,490,428			
d From 2010.	1,493,295			
e From 2011.	1,508,823			
f Total of lines 3a through e.	6,981,963			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 9,426,649				
a Applied to 2011, 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).	0			
d Applied to 2012 distributable amount.				7,918,551
e Remaining amount distributed out of corpus	1,508,098			
5 Excess distributions carryover applied to 2012 (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	8,490,061			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
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) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	734,841			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	7,755,220			
10 Analysis of line 9				
a Excess from 2008. . . .	1,754,576			
b Excess from 2009. . . .	1,490,428			
c Excess from 2010. . . .	1,493,295			
d Excess from 2011. . . .	1,508,823			
e Excess from 2012. . . .	1,508,098			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

See Additional Data Table

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

2

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

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

a

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

DOUGLAS E GOLDMAN
ONE DANIEL BURNHAM CT STE 330C
SAN FRANCISCO, CA 941095460
(415) 771-1717

b

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

After reviewing the Funds current priorities and limitations, interested applicants should submit an initial letter of inquiry for review. Applicants who receive a favorable response to their initial inquiry will be invited to submit a formal proposal with supporting materials. We encourage applicants who have questions regarding the appropriateness of a project to contact the Fund directly.

c

Any submission deadlines

There are no deadlines for submission, applications all year

d

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<div>a Paid during the year</div> See Additional Data TableSee Additional Data Table				
<div>Total</div>			<div>3a</div>	8,088,040
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	

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	3,097,334	
4	Dividends and interest from securities.			14	392,550	
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					1,294,409
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a Refunds _____					107
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).				3,489,884	1,294,516
13	Total. Add line 12, columns (b), (d), and (e).					4,784,400

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Part XVII

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

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.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d

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

(a)

Line No

(b)

Amount involved

(c)

Name of noncharitable exempt organization

(d)

Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule

(a)

Name of organization

(b)

Type of organization

(c)

Description of relationship

Sign Here

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

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

Preparer's Signature

Date

Check if self-employed

PTIN

Firm's name

Firm's EIN

Firm's address

Phone no

Form 990-PF (2012)

Form 990PF Part VIII Line 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
Matthew W Goldman	Board Member 0 50	0		
ONE DANIEL BURNHAM COURT 330 SAN FRANCISCO,CA 941095460				
Jason E Goldman	Board Member 0 50	0		
ONE DANIEL BURNHAM COURT 330 SAN FRANCISCO,CA 941095460				
Derek T Knudsen	Treasurer 0 50	0		
ONE DANIEL BURNHAM COURT 330 SAN FRANCISCO,CA 941095460				
Lisa M Goldman	Secretary 0 40	0		
ONE DANIEL BURNHAM COURT 330 SAN FRANCISCO,CA 941095460				
Douglas E Goldman	President 1 60	0		
ONE DANIEL BURNHAM COURT 330 SAN FRANCISCO,CA 941095460				
NANCY KAMI	Exec Director 40 00	200,260		
ONE DANIEL BURNHAM COURT 330 SAN FRANCISCO,CA 941095460				

Form 990PF Part XV Line 1a - 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).

Lisa M Goldman
Douglas E Goldman

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SF Planning Urban Research Assoc 654 Mission Street San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
Religious Coalition-Reproductive Ch 1413 K Street NW 14th Floor Washington, DC 20005	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
Public Interest Projects Inc 45 W 36th St 6th Floor New York, NY 10018	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
Jewish Partisan Education Fdn Inc 2107 Van Ness Ave 302 San Francisco, CA 94109	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	3,000
Jewish Funders Network 150 W 30th Street 900 New York, NY 10001	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
JCC of Greater Washington 6125 Montrose Road Rockville, MD 20852	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
Grants Managers Network Inc 1666 K STREET NW SUITE 440 Washington, DC 20006	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
Funders Network on Population 1215 Veirs Mill Road Rockville, MD 20851	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,800
Creative Arts Charter School 1601 Turk Street San Francisco, CA 94115	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,500
Chevra Kadisha-Sinai Memorial Chape 1501 Divisadero Street San Francisco, CA 94115	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
California School of Mechanical Art 755 Ocean Avenue San Francisco, CA 94112	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Brandeis Hillel Day School 180 N San Pedro Road San Rafael, CA 94903	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Bentley School 1 Hiller Drive Oakland, CA 94618	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,250
USF Men's Tennis 2130 Fulton Street San Francisco, CA 94112	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
Zero1-The Art Technology Network 439 S 1st Street San Jose, CA 95113	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	175,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YMCA of San Francisco 333 Eucalyptus Drive San Francisco, CA 94132	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
Women's Heart Ctr at Cedars-Sinai C 8700 Beverly Blvd Los Angeles, CA 90048	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
USC Shoah Foundation Institute 650 W 35th Street Suite 114 Los Angeles, CA 90089	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	10,000
USC Roski School 850 W 37th Street Los Angeles, CA 90089	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	15,000
Urban Adamah 1050 Parker Street Berkeley, CA 94710	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	53,000
Transform California 436 14th Street Suite 600 Oakland, CA 94612	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	60,000
The First Tee 99 Harding Road San Francisco, CA 94132	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	30,000
The Bay Institute of San Francisco 695 De Long Avenue Ste 100 San Francisco, CA 94945	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	35,000
The Bar Association of San Francisco 301 Battery Street Fl 3 San Francisco, CA 94111	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	20,000
The American Ireland Fund 211 Congress Street Boston, MA 02110	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	10,000
Tawonga Jewish Community Corporatio 131 Steuart Street Ste 460 San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	90,000
Slingshot Fund 220 Second Avenue S Unit 92 Seattle, WA 98104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	16,500
Siskiyou Land Conservancy PO Box 4209 Arcata, CA 95518	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
SF America's Cup Organizing Committ Pier 23 Suite 100 San Francisco, CA 94111	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	100,000
Search for the Cause 2330 Marinship Way 370 Sausalito, CA 94965	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Schools Mentoring Resource Team 1663 Mission Street 400 San Francisco,CA 94103	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
San Francisco Womens Centers 3543 18th Street 8 San Francisco,CA 94110	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	6,000
San Francisco Unified School Distri 555 Franklin Street San Francisco,CA 94102	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	22,500
Rose Fdn for Communities Environmen 1970 Broadway 600 Oakland,CA 94612	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	40,000
Reef Check Foundation PO Box 1057 Pacific Palisades,CA 90272	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	50,000
Reach Out and Read Inc 56 Roland Street Suite 100D Boston,MA 02129	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	28,000
PROVIDE PO Box 410164 Cambridge,MA 02141	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	50,000
Project Vote Inc 805 15th Street NW Suite 250 Washington,DC 20005	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	125,000
Product Policy Project Inc PO Box 48433 Athens,GA 30604	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	50,000
Point Reyes Bird Observatory 3820 Cypress Drive 11 Petaluma,CA 94954	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	15,000
Oceana 1350 Connecticut Ave NW 5th Fl Washington,DC 20036	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	75,000
National Christian Leadership Confe PO Box Anoka,MN 55303	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	15,000
Mural Music Arts Project 2043 Euclid Avenue East Palo Alto,CA 94303	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
Lawyers Committee-Civil Rights Unde 131 Steuart Street Suite 400 San Francisco,CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	125,000
KIPP Bay Area Schools 1404 Franklin Street 500 Oakland,CA 94612	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Jewish Community Relations Council 121 Steuart Street 301 San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	312,000
Ignite 1 Montgomery Street 3440 San Francisco, CA 94104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	15,000
Hope Lab Foundation 1991 Broadway Street 136 Redwood City, CA 94063	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	50,000
Hazon 121 Steuart Street Suite 100 San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	70,000
Green America 1612 K Street NW Suite 600 Washington, DC 20006	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	50,000
Education Pioneers Inc 1625 Clay Street 300 Oakland, CA 94612	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
Dogwood Alliance Inc PO Box 7645 Asheville, NC 28802	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	30,000
Convergence 8 California Street San Francisco, CA 94111	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	50,000
Community Funds Inc 909 Third Avenue New York, NY 10022	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
Community Foundation of New Jersey 35 Knox Hill Road Morristown, NJ 07963	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
City Arts and Lectures Inc 1955 Sutter Street San Francisco, CA 94115	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	50,000
Challenge Success PO Box 20053 Stanford, CA 94309	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
Center for Reproductive Rights 120 Wall Street New York, NY 10005	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	100,000
Center for Community Change 1536 U Street NW Washington, DC 20009	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,000
California Pacific Medical Center F 1625 Van Ness Avenue San Francisco, CA 94109	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Boys and Girls Club of San Francisc 55 Hawthorne St 600 San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	6,000
Bnai Brith Youth Organization Inc 2020 K St NW 7th Floor Washington, DC 20006	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
Americans United for Sep Church Sta 1301 K Street NW Suite 850E Washington, DC 20005	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	52,500
American Friends of Israel Union-En 4182 Beck Avenue Studio City, CA 91604	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,000
American Conservatory Theatre Fdn 30 Grant Avenue 7th Floor San Francisco, CA 94108	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
Alzheimer's Disease Related Disorde 225 N Michigan Ave Fl 17 Chicago, IL 60601	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	31,100
American-Israeli Cooperative Enterp 2810 Blaine Drive Chevy Chase, MD 20815	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	80,000
Environmental Grantmakers Associati 475 Riverside Drive 960 New York, NY 10115	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,000
Council on Foundations 2121 Crystal Drive Suite 700 Arlington, VA 22202	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	6,000
UCSF Foundation UCSF Box 0248 San Francisco, CA 94143	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	17,500
SF Jewish Community Center 3200 California Street San Francisco, CA 94118	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	135,000
Raising A Reader 2440 WEI Camino Real Suite 300 Mountain View, CA 94040	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
Peer Health Exchange 426 17th Street Oakland, CA 94612	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	50,000
KaBOOM 4301 Connecticut Ave NW Washington, DC 20008	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	35,000
Immune Deficiency Foundation 40 West Chesapeake Avenue Suite 308 Towson, MD 21204	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Carpe Diem West 325 Pine Street Sausalito, CA 94965	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
California Water Impact Network 808 Romero Canyon Rd Santa Barbara, CA 93108	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	20,000
Basel Action Network 206 First Ave S Suite 410 Seattle, WA 98104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	50,000
American Friends Israel Philharmoni 122 East 42nd Street Suite 4507 New York, NY 10168	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,000
AfterImage Public Media 221 11th Street San Francisco, CA 94103	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	75,000
USC Marshall School of Business 1975 Zonal Avenue Los Angeles, CA 90089	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	17,500
Upstart Bay Area 332 Pine Street San Francisco, CA 94104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	100,000
Students Rising Above PO Box 29174 San Francisco, CA 94129	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	15,000
Nat'l Coalition for Marine Conserva PO Box 269 Buzzards Bay, MA 02532	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	15,000
Guttmacher Institute 1301 Connecticut Avenue NW 700 Washington, DC 20036	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	75,000
Golden Gate National Parks Conserva Building 201 Fort Mason San Francisco, CA 94123	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	75,000
Earth Island Institute 2150 Allston Way Suite 460 Berkeley, CA 94704	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	15,000
Community Initiatives 354 Pine St 700 San Francisco, CA 94104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	70,000
Cancer Prevention Institute - Calif 2201 Walnut Ave Suite 300 Fremont, CA 94538	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Volunteers in Medicine - San Franci 465 California Street San Francisco, CA 94104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	12,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
USC College of Letters Arts Science 1975 Zonal Avenue Los Angeles, CA 90089	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,000
USC Athletics 1975 Zonal Avenue Los Angeles, CA 90089	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	27,500
Tides Foundation 1014 Torney Avenue San Francisco, CA 94129	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	38,210
Stanford University 450 Serra Mall Stanford, CA 94305	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	11,000
Sierra Nevada Alliance PO Box 7989 South Lake Tahoe, CA 96158	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	50,000
Reading Partners 106 Linden St 202 Oakland, CA 94607	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	20,000
Project Vote Smart One Common Ground Philipsburg, MT 59858	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	15,000
PEF Israel Endowment Funds Inc 317 Madison Avenue 607 New York, NY 10017	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	100,000
My New Red Shoes 111 Anza Blvd Suite 110 Burlingame, CA 94010	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	10,000
Little Kids Rock Inc 116 Greenwood Ave Montclair, NJ 07042	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	50,000
Jamestown Community Center 3382 26th Street San Francisco, CA 94110	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	15,000
Global Green USA 301 Battery Street San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	30,000
Enterprise for High School Students FL 6 200 Pine Street San Francisco, CA 94104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,250
Community Health Charities of Calif 1331 Garden Highway Sacramento, CA 95833	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,000
ASAPSFSA 114 Sansome Street 800 San Franciscso, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Others 1 Montgomery Street San Francisco, CA 94104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,100
Breast Cancer Action 55 New Montgomery Street 323 San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	30,000
Theta Delta XI 2440 Bancroft Way 4200 Berkeley, CA 94720	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,000
The Birthright Israel Foundation PO Box 1784 New York, NY 10156	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,000
Social Environmental Entrepreneurs 11948 West Washington Blvd Ste 201 Los Angeles, CA 90066	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	45,000
San Francisco School Alliance 114 Sansome St 800 San Francisco, CA 94104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	50,000
National Pro-Am 45 Cherry Valley Avenue 2nd Floor West Hempstead, NY 11552	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
University of Southern California University Park Campus Los Angeles, CA 90089	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	274,000
Jewish Home Senior Living Foundatio 302 Silver Avenue San Francisco, CA 94112	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	75,500
Jewish Community Federation 121 Steuart Street San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	137,000
Physicians For Reproductive Choice 55 West 39th Street 10th Fl New York, NY 10018	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	20,000
San Francisco Museum of Modern Art 151 Third Street San Francisco, CA 94103	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
As You Sow 311 California Street Suite 5 San Francisco, CA 94104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
Youth Tennis Advantage 610 - 16th Street 415 Oakland, CA 94612	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Yosemite Conservancy 155 Montgomery Street 1104 San Francisco, CA 94104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
WildCare 76 Albert Park Lane San Rafael, CA 94915	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Western Jewish History Center 2911 Russell Street Berkeley, CA 94705	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
United Way of the Bay Area 50 California Street 200 San Francisco, CA 94111	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	10,000
UC Regents 1111 Franklin St 12th Floor Oakland, CA 94607	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	35,000
UC Berkeley Foundation 1 Alumni House Berkeley, CA 94720	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES (various programs)	1,566,280
US Holocaust Memorial Council PO Box 90988 Washington, DC 20090	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
US Committee for UNICEF 331 East 38th Street New York, NY 10016	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
Trust for Public Land 116 New Montgomery Street San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
Town School for Boys 2750 Jackson Street San Francisco, CA 94115	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	171,000
Stern Grove Festival Association 44 Page Street Suite 600 San Francisco, CA 94102	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	245,100
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36101	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
San Francisco Zoological Society One Zoo Road San Francisco, CA 94131	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
San Francisco Symphony Davies Symphony Hall San Francisco, CA 94102	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	51,750
San Francisco Suicide Prevention PO Box 191350 San Francisco, CA 94119	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
San Francisco Parks Trust 501 Stanyan Street San Francisco, CA 94117	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
San Francisco Opera 301 Van Ness Avenue San Francisco, CA 94103	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
San Francisco Museum of Modern 151 Third Street San Francisco, CA 94103	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,000
San Francisco Jewish Film Festival 145 Ninth Street Suite 200 San Francisco, CA 94103	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
San Francisco Food Bank 900 Pennsylvania Avenue San Francisco, CA 94107	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	20,000
San Francisco Education Fund 47 Kearny Street Suite 200 San Francisco, CA 94108	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
San Francisco Ballet 455 Franklin Street San Francisco, CA 94102	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
Saint Anthony Foundation 121 Golden Gate Avenue San Francisco, CA 94139	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
SF General Hospital Foundation 2789 25th Street Suite 2028 San Francisco, CA 94110	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	67,500
SF Chronicle Season of Sharing Fund PO Box 44740 San Francisco, CA 94144	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
Ronald McDonald House SF 1640 Scott Street San Francisco, CA 94115	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Religious Action Center 2027 Massachusetts Avenue NW Washington, DC 20036	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Rebuilding Together Pier 28 San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
Reading Is Fundamental Inc 1825 Connecticut Avenue NW Washington, DC 20009	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
Randall Museum Friends 199 Museum Way San Francisco, CA 94114	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Rainforest Action Network 221Pine Street Suite 500 San Francisco,CA 94104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Push-2-Excel Inc 2269 Chestnut Street 473 San Francisco,CA 94123	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
Project Open Hand 730 Polk Street San Francisco,CA 94109	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Planned Parenthood Shasta Pacific 815 Eddy Street Suite 300 San Francisco,CA 94109	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
Oakland Museum of California Founda 1000 Oak Street Oakland,CA 94607	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	41,000
Northern California Grantmakers 625 Market Street 15th Floor San Francisco,CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	4,500
Northern California Golf Associatio PO Box 1157 Pebble Beach,CA 93953	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	10,000
New Israel Fund 785 Market Street 14th Floor San Francisco,CA 94103	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	70,000
Nature Conservancy of California 201 Mission Street 4th Floor San Francisco,CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
Natural Resources Defense Council 111 Sutter Street 20th Floor San Francisco,CA 94104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	3,000
NARAL Pro-Choice America Foundation 1156 15th Street NW Suite 700 Washington,DC 20005	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	55,000
Menlo School 50 Valparaiso Avenue Atherton,CA 94027	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	6,000
Medical Students For Choice PO Box 70190 Oakland,CA 94612	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Meals on Wheels of San Francisco 1375 Fairfax Avenue San Francisco,CA 94124	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
Mayo Foundation 200 First Street SW Rochester,MN 55590	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Martin de Porres House of Hospital 225 Potrero Avenue San Francisco, CA 94103	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
Little Brothers-Friends of the Elde 1150 Bush Street 3rd Floor San Francisco, CA 94109	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Larkin Street Youth Center 1044 Larkin Street San Francisco, CA 94109	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	75,000
Laguna Honda Hospital Volunteers 375 Laguna Honda Blvd San Francisco, CA 94116	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
La Casa de las Madres 1850 Mission Street Suite B San Francisco, CA 94103	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
KQED Inc 2601 Mariposa Street San Francisco, CA 94110	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	47,000
Jumpstart California 919 18th Street NW Suite 300 Washington, DC 20006	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	25,000
Judah L Magnes Museum 2911 Russell Street Berkeley, CA 94705	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
Jewish Vocational Service 225 Bush Street Suite 400 San Francisco, CA 94104	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	7,000
Jewish Family Children's Services 2150 Post Street San Francisco, CA 94115	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
Hearing and Speech Center Northern 49 Powell Street Suite 400 San Francisco, CA 94102	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
Hamlin School 2120 Broadway San Francisco, CA 94115	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	6,200
Hamilton Family Center 1631 Hayes Street San Francisco, CA 94117	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
Habitat for Humanity San Francisco 78 Ocean Avenue San Francisco, CA 94112	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Glide Foundation--Food Meals 330 Ellis Street San Francisco, CA 94102	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GirlVentures 3543 18th Street 18 San Francisco, CA 94110	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	65,000
Friends of the Urban Forest PO Box 29456 San Francisco, CA 94129	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,500
Friends of the SF Public Library 100 Larkin Street 6th Floor San Francisco, CA 94102	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	4,500
Friends of Bancroft Library Univ of California at Berkeley Berkeley, CA 94720	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Foundation Center - San Francisco 312 Sutter Street Suite 606 San Francisco, CA 94108	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	31,000
Fine Arts Museums of San Francisco 233 Post Street 5th Floor San Francisco, CA 94108	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	15,000
Environmental Traveling Companions Fort Mason Center Building C San Francisco, CA 94123	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Environmental Defense Fund 5655 College Avenue Suite 304 Oakland, CA 94618	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
Earthjustice Legal Defense Fund 426 17th Street 6th Floor Oakland, CA 94612	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,000
Delta Gamma Foundation 3250 Riverside Drive Columbus, OH 43221	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	27,000
Crohn's Colitis Foundation 111 New Montgomery Street 208 San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	150,000
Coro Foundation 601 Montgomery Street San Francisco, CA 94111	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Congregation Emanu-El 2 Lake Street San Francisco, CA 94118	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	145,000
Common Cause Education Fund 1250 Connecticut Avenue NW Washington, DC 20036	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	125,000
Children's Book Project 290A Napoleon Street San Francisco, CA 94124	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Central City Hospitality House 290 Turk Street San Francisco, CA 94102	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
California Academy of Sciences 875 Howard Street San Francisco, CA 94103	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	101,000
Bureau of Jewish Education 639 14th Avenue at Balboa San Francisco, CA 94118	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	67,000
Berkeley Hillel 2736 Bancroft Way Berkeley, CA 94704	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	5,000
Bay Area Discovery Museum 557 McReynolds Road Sausalito, CA 94965	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Association of Small Foundations 33 Wild Berry Lane Underhill, VT 05489	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
Asian Art Museum Foundation 200 Larkin Street San Francisco, CA 94102	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	27,500
Arthritis Foundation 657 Mission Street Suite 603 San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	1,000
American Red Cross Bay Area 85 Second Street Suite 700 San Francisco, CA 94105	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	2,500
American Jewish World Service 45 West 36th Street New York, NY 10018	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	10,000
American Friends Israel Museum 500 Fifth Avenue 2540 New York, NY 10110	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	11,000
American Friends Tel-Aviv Univ 9911 WEST PICO BLVD 1010 LOS ANGELES, CA 90035	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	129,000
ACLU Foundation of Northern Ca 1663 MISSION STREET 460 SAN FRANCISCO, CA 94103	Unrelated 3rd Party	501c3	GENERAL CHARITABLE PURPOSES	136,000
Total  3a				8,088,040

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization LISA AND DOUGLAS GOLDMAN FUND	Employer identification number 94-3167546
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization LISA AND DOUGLAS GOLDMAN FUND	Employer identification number 94-3167546
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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
<u>2</u>	Estate of Richard Rhoda Goldman One Daniel Burnham Court 330C San Francisco, CA 94109	\$ 84,003,695	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	DOUGLAS GOLDMAN 1997 CHAR TRST One Daniel Burnham Court 330C San Francisco, CA 94109	\$ 8,707,193	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

[illegible]

Name of organization LISA AND DOUGLAS GOLDMAN FUND	Employer identification number 94-3167546
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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
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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TY 2012 Accounting Fees Schedule**Name:** LISA AND DOUGLAS GOLDMAN FUND**EIN:** 94-3167546**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bookkeeping	28,218	1,411	0	26,807
Accounting & Taxes	13,670	684	0	12,986

TY 2012 Investments - Other Schedule

Name: LISA AND DOUGLAS GOLDMAN FUND

EIN: 94-3167546

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Sands Capital Management	AT COST	4,795,345	5,081,991
Wells Fargo Mutual Funds and Equities	AT COST	22,518,124	23,598,675
Weiss Peck & Greer Venture Associates	AT COST	134,527	165,959
U.S. Venture Partners	AT COST	2,991	3,012
State Street Global Advisors	AT COST	18,382,907	19,350,019
New Enterprises Associates VI	AT COST	2,454	2,454
Liquidity Management Agency	AT COST	13,036,404	13,162,381
Lightspeed Venture Partners	AT COST	359,644	373,587
Delaware Investments	AT COST	4,560,540	4,794,673
Aurora Harris	AT COST	8,344,860	8,470,356
Victory Diversified Fund	AT COST	10,985,685	10,901,180
Vanguard Total International Stock Fund	AT COST	9,744,386	9,332,716
Stock Equity Funds	AT COST	86,539	103,075
Silver Creek - Hedge Funds	AT COST	4,185,974	4,115,423
Pzena	AT COST	7,268,934	7,421,102
NT Cag International	AT COST	13,620,602	15,396,087
Next Century Growth	AT COST	2,806,355	2,912,257
Money Market/Cash Funds	AT COST	2,618,428	2,618,428
Legacy Venture V, LLC	AT COST	1,236,120	1,237,230
Koshla Venture Partners	AT COST	870,270	1,271,374
JP Morgan Digital Growth	AT COST	992,619	1,063,052
Dodge & Cox Global Stock	AT COST	12,891,595	13,931,057
Columbia Acorn Fund	AT COST		
Capital Guardian Mutual Funds	AT COST	13,323,685	14,693,282
Baird Short Term Bond	AT COST	6,493,530	6,509,605

TY 2012 Land, Etc. Schedule

Name: LISA AND DOUGLAS GOLDMAN FUND

EIN: 94-3167546

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	93,692	61,172	32,520	32,520

TY 2012 Legal Fees Schedule

Name: LISA AND DOUGLAS GOLDMAN FUND

EIN: 94-3167546

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal & Other Professional Serv	3,176	159	0	3,017

TY 2012 Other Assets Schedule**Name:** LISA AND DOUGLAS GOLDMAN FUND**EIN:** 94-3167546**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Notes Receivable from Richard N Goldman	19,720,000	19,720,000	19,720,000

TY 2012 Other Expenses Schedule**Name:** LISA AND DOUGLAS GOLDMAN FUND**EIN:** 94-3167546**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Supplies and Other	8,316			8,316
Other Investment Expenses	59,682	59,682		
INVESTMENT FEES	353,926	353,926		
INSURANCE	77,315	3,866		73,449
Computer/Equipment/Maintenance	40,625			40,625
Communication	12,818			12,818

TY 2012 Other Income Schedule

Name: LISA AND DOUGLAS GOLDMAN FUND

EIN: 94-3167546

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Refunds	107		

TY 2012 Other Liabilities Schedule**Name:** LISA AND DOUGLAS GOLDMAN FUND**EIN:** 94-3167546**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value
Grants payable	6,000	
INVESTMENT BOOK VALUE IN EXCESS OF FMV	3,626,955	-7,246,457

TY 2012 Other Professional Fees Schedule

Name: LISA AND DOUGLAS GOLDMAN FUND

EIN: 94-3167546

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Outside Services	29,648	0	0	29,648

TY 2012 Taxes Schedule

Name: LISA AND DOUGLAS GOLDMAN FUND

EIN: 94-3167546

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	353,331	353,331		