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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year **2012**, or tax year beginning **2012**, and ending **2012**

The David B. Gold Foundation
44 Montgomery Street #3750
San Francisco, CA 94104

- A** Employer identification number
94-3169439
- B** Telephone number (see the instructions)
415-288-9530
- C** If exemption application is pending, check here
- D** 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation
- E** If private foundation status was terminated under section 507(b)(1)(A), check here
- F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

- G** Check all that apply:
- | | |
|---|--|
| <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 type="checkbox"/> Address change | <input type="checkbox"/> Name change |

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

- I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ **95,576,376.**
- J** Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(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 (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	7,339.	7,339.	N/A	
4 Dividends and interest from securities	2,416,379.	2,416,379.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	1,372,699.			
b Gross sales price for all assets on line 6a	14,618,836.			
7 Capital gain net income (from Part IV, line 2)		1,325,944.		
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/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	714,064.	671,739.		
12 Total. Add lines 1 through 11	4,510,481.	4,421,401.		
13 Compensation of officers, directors, trustees, etc.	353,768.			353,768.
14 Other employee salaries and wages	114,576.			114,576.
15 Pension plans, employee benefits	92,778.			92,778.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	27,318.			27,318.
c Other prof fees (attach sch) See St 3	271,297.	271,297.		
17 Interest	146,543.	146,543.		
18 Taxes (attach schedule)(see instrs) See Stm 4	50,067.	49,890.		177.
19 Depreciation (attach sch) and depletion				
20 Occupancy	75,649.			75,649.
21 Travel, conferences, and meetings	765.			765.
22 Printing and publications	538.			538.
23 Other expenses (attach schedule) See Statement 5	461,433.	421,235.		40,198.
24 Total operating and administrative expenses. Add lines 13 through 23	1,594,732.	888,965.		705,767.
25 Contributions, gifts, grants paid Part XV	3,442,500.			3,442,500.
26 Total expenses and disbursements. Add lines 24 and 25	5,037,232.	888,965.		4,148,267.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-526,751.			
b Net investment income (if negative, enter -0-)		3,532,436.		
c Adjusted net income (if negative, enter -0-)				

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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		72,650.	131,693.	131,693.	
	2	Savings and temporary cash investments		2,940,119.	4,347,041.	4,347,067.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach sch)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments – U.S. and state government obligations (attach schedule)	Statement 6		5,733,090.	5,843,371.	5,909,999.
	b	Investments – corporate stock (attach schedule)	Statement 7		19,811,753.	17,937,018.	25,015,472.
	c	Investments – corporate bonds (attach schedule)	Statement 8		15,228,486.	15,886,664.	17,740,281.
	11	Investments – land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)						
12	Investments – mortgage loans						
13	Investments – other (attach schedule)	Statement 9		33,868,280.	33,521,357.	42,164,313.	
14	Land, buildings, and equipment: basis	48,631.					
	Less: accumulated depreciation (attach schedule)	See Stmt 10		48,631.			
15	Other assets (describe)	See Statement 11		8,715.	267,551.	267,551.	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)			77,663,093.	77,934,695.	95,576,376.	
LIABILITIES	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)			0.	0.	
NET ASSET/LIABILITY	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			<input checked="" type="checkbox"/>			
	24	Unrestricted		77,663,093.	77,934,695.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			<input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)			77,663,093.	77,934,695.		
31	Total liabilities and net assets/fund balances (see instructions)			77,663,093.	77,934,695.		

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	77,663,093.
2	Enter amount from Part I, line 27a	2	-526,751.
3	Other increases not included in line 2 (itemize) See Statement 12	3	798,353.
4	Add lines 1, 2, and 3	4	77,934,695.
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	77,934,695.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)	
1 a See Statement 13					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2	1,325,944.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		[If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]		3	5,220.

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 (column (b) divided by column (c))
2011	4,725,806.	94,016,326.	0.050266
2010	430,229.	92,139,233.	0.004669
2009	9,058,964.	94,913,111.	0.095445
2008	5,067,916.	83,427,759.	0.060746
2007	5,446,870.	102,070,803.	0.053364
2 Total of line 1, column (d)			2 0.264490
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 0.052898
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 92,918,563.
5 Multiply line 4 by line 3			5 4,915,206.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 35,324.
7 Add lines 5 and 6			7 4,950,530.
8 Enter qualifying distributions from Part XII, line 4			8 4,148,267.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
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	70,649.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	70,649.
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	70,649.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	64,542.	
b Exempt foreign organizations – tax withheld at source.	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	50,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	114,542.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	61.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	43,832.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 43,832. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>DE 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.goldfoundation.org</u>	X		
14	The books are in care of <u>Cheryl Bridgeforth</u> Telephone no <u>415-288-9530</u> Located at <u>44 Montgomery St, Ste 3750 San Francisco, CA</u> ZIP + 4 <u>94104</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		N/A	
		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?		Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country			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
1 a 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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)?

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?

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5 b	N/A	
6 b		X
7 b		

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 Statement 14		265,000.	88,768.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 15		54,900.	8,235.	0.

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Loomis Sayles & Company One Financial Center Boston, MA 02111-2621	Investment Advisory	50,667.
McDonald Capital Investors 4 Orinda Way, Suite 120-D Orinda, CA 94563	Investment Advisory	58,962.
Shapiro Capital Management 3060 Peachtree Road, N.W. Atlanta, GA 30305	Investment Advisory	57,514.
STW Fixed Income Management 6185 Carpinteria Avenue Carpinteria, CA 93013	Investment Advisory	50,349.
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 (see instructions)

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	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

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	1 a	94,224,794.
b	Average of monthly cash balances	1 b	108,772.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	94,333,566.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	.0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	94,333,566.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,415,003.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	92,918,563.
6	Minimum investment return. Enter 5% of line 5	6	4,645,928.

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	4,645,928.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	70,649.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	70,649.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,575,279.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,575,279.
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	4,575,279.

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	1 a	4,148,267.
b	Program-related investments - total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,148,267.
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	4,148,267.

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				4,575,279.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	329,212.			
d From 2010	70,374.			
e From 2011	108,264.			
f Total of lines 3a through e	507,850.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 4,148,267.				
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				4,148,267.
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).)	427,012.			427,012.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	80,838.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	80,838.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	80,838.			
e Excess from 2012				

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

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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.

None

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:

See Statement 16

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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 <i>Paid during the year</i> See Statement 17	N/A	509 (a) (1)	Charitable	3,442,500.
Total				3 a 3,442,500.
b Approved for future payment				
Total				3 b

The David B. Gold Foundation

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income - Investment Psp	\$ 715,656.	\$ 674,108.	
Litigation Settlement	777.		
Other Investment Income	-2,369.	-2,369.	
Total	\$ 714,064.	\$ 671,739.	0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Svcs	\$ 3,953.			\$ 3,953.
Auditing Svcs	17,000.			17,000.
Tax Preparation	6,365.			6,365.
Total	\$ 27,318.	\$ 0.		\$ 27,318.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisor Fees	\$ 271,297.	\$ 271,297.		
Total	\$ 271,297.	\$ 271,297.		\$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax on Dividends	\$ 49,890.	\$ 49,890.		
Property Tax	177.			\$ 177.
Total	\$ 50,067.	\$ 49,890.		\$ 177.

The David B. Gold Foundation

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Custodial Fees	\$ 29,402.	\$ 29,402.		
Dues/Memberships	4,945.			\$ 4,945.
Filing Fees	601.			601.
Invstmnt Prtnrshp Exps.	391,490.	391,490.		
Maint & Repairs	24,977.			24,977.
Misc.	194.			194.
Office Related Exp	1,378.			1,378.
Office Supplies	3,302.			3,302.
Postage	580.			580.
Processing Fee on ADR	343.	343.		
Telephone	4,221.			4,221.
Total	\$ 461,433.	\$ 421,235.		\$ 40,198.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>		<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Treasury Bonds	See Statement 20	Cost	\$ 5,110,776.	\$ 5,062,333.
Government Bonds	See Statement 20	Cost	406,802.	429,072.
			<u>\$ 5,517,578.</u>	<u>\$ 5,491,405.</u>
<u>State/Municipal Obligations</u>		<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Municipal Bonds	See Statement 20	Cost	325,793.	418,594.
			<u>\$ 325,793.</u>	<u>\$ 418,594.</u>
		Total	<u>\$ 5,843,371.</u>	<u>\$ 5,909,999.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>		<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Common Stock	See Statement 20	Cost	\$ 17,787,018.	\$ 25,007,972.
Preferred Stock	See Statement 20	Cost	150,000.	7,500.
		Total	<u>\$ 17,937,018.</u>	<u>\$ 25,015,472.</u>

The David B. Gold Foundation

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Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>		<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds	See Statement 20	Cost	\$ 13,118,183.	\$ 14,860,250.
Foreign Bonds	See Statement 20	Cost	2,768,481.	2,880,031.
		Total	<u>\$ 15,886,664.</u>	<u>\$ 17,740,281.</u>

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>		<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Limited Partnerships	See Statement 20	Cost	\$ 2,797,502.	\$ 2,239,727.
Hedged Funds	See Statement 20	Cost	5,008,767.	6,180,674.
Real Estate Investments	See Statement 20	Cost	933,350.	1,886,520.
Private Equity	See Statement 20	Cost	859,124.	182,632.
Private Notes	See Statement 20	Cost	355,556.	400,000.
		Total Other Investments	<u>\$ 9,954,299.</u>	<u>\$ 10,889,553.</u>

Other Publicly Traded Securities

International Funds	See Statement 20	Cost	14,951,027.	19,325,095.
Mutual Funds	See Statement 20	Cost	3,969,315.	5,451,048.
Index Funds	See Statement 20	Cost	3,890,607.	5,720,846.
Warrants and Rights	See Statement 20	Cost	0.	9.
American Deposit Rcpts	See Statement 20	Cost	756,109.	777,762.
		Total Other Publicly Traded Securities	<u>\$ 23,567,058.</u>	<u>\$ 31,274,760.</u>
		Total	<u>\$ 33,521,357.</u>	<u>\$ 42,164,313.</u>

Statement 10
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 3,407.	\$ 3,407.	\$ 0.	\$ 0.
Machinery and Equipment	45,224.	45,224.	0.	0.
Total	<u>\$ 48,631.</u>	<u>\$ 48,631.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 11
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Deposit	\$ 8,169.	\$ 8,169.
Distributions Receivable	36,359.	36,359.
Dividends Receivable	217,661.	217,661.
Purchased Interest	5,362.	5,362.
Total	\$ 267,551.	\$ 267,551.

Statement 12
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	\$ 798,353.
Total	\$ 798,353.

Statement 13
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	Sale of Publicly Traded Securities	Purchased	Various	Various	15102116.		13246137.	1855979.				\$ 1855979.
2	Capital Gains from Investment Pshps	Purchased	Various	Various	-533,883.		0.	-533,883.				-533,883.
3	ST Cap Gain from Partnership - UBI	Purchased	Various	Various	5,220.		0.	5,220.				5,220.
4	LT Cap Gain from Partnership- UBI	Purchased	Various	Various	41,535.		0.	41,535.				41,535.
5	ST/LT Cap Gain fr Pshp reported on 990-T	Purchased	Various	Various	0.		46,755.	-46,755.				-46,755.
6	Capital Gain Distributions	Purchased	Various	Various	3,848.		0.	3,848.				3,848.
											Total	\$ 1325944.

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Statement 14
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP & DC</u>	<u>Expense Account/Other</u>
Barbara Gold Lurie 44 Montgomery St., Suite 3750 San Francisco, CA 94104	President 2.00	\$ 15,000.	\$ 0.	\$ 0.
Elaine E. Gold 44 Montgomery St., Suite 3750 San Francisco, CA 94104	Director & ED 32.00	130,000.	38,164.	0.
Steven A. Gold 44 Montgomery St., Suite 3750 San Francisco, CA 94104	Treasurer & CFO 30.00	90,000.	50,604.	0.
Diane Gold Bubier 44 Montgomery St., Suite 3750 San Francisco, CA 94104	Secretary 2.00	15,000.	0.	0.
Emily Gold 44 Montgomery St., Suite 3750 San Francisco, CA 94104	Director 2.00	15,000.	0.	0.
Total		<u>\$ 265,000.</u>	<u>\$ 88,768.</u>	<u>\$ 0.</u>

Statement 15
Form 990-PF, Part VIII, Line 2
Compensation of Five Highest-Paid Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP & DC</u>	<u>Expense Account/Other</u>
Cheryl Bridgeforth 44 Montgomery Street, Suite 3750 San Francisco, CA 94104	Controller 20.00	54,900.	8,235.	0.
Total		<u>\$ 54,900.</u>	<u>\$ 8,235.</u>	<u>\$ 0.</u>

Statement 16
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	See Statement 18
Name:	See Statement 18
Care Of:	See Statement 18
Street Address:	44 Montgomery St, Ste 3750
City, State, Zip Code:	San Francisco, CA 94104
Telephone:	415-288-9530
E-Mail Address:	
Form and Content:	See Statement 18
Submission Deadlines:	See Statement 18

Statement 16 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Restrictions on Awards: See Statement 18

The David B. Gold Foundation
Grants List
1/1/2012 through 12/31/2012

2012

97-3169439

Name	Name Address	Memo	Amount
Physicians for Reproductive Choice&Health	55 West 39th St , 10th Floor New York NY 10018	Grant Advancing Reproductive HealthCare	25,000 00
Homeless Childrens Network	3265 17th Street, Ste #404 San Francisco, CA 94110	Grant Parent Education Initiative	20,000 00
St Paul Academy & Summit School	1712 Randolph Avenue St Paul, MN 55105-2194	Grant General Support	5,000 00
Meals on Wheels of San Francisco	1375 Fairfax Avenue San Francisco, CA 94124	Grant Meal Prog for Isolated SF Seniors	10,000 00
California Youth Connections	604 Mission Street, 9th Floor San Francisco, CA 94105	Grant Making a Difference in My Community	5,000 00
People for Parks	PO Box 24901 Minneapolis, MN 55424	Grant General Support	5,000 00
San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	Grant Neighborhood Grocery Network	40 000 00
BayKeeper	785 Market Street, Suite 850 San Francisco, CA 94103	Grant General Operating Support	15,000 00
Slide Ranch	2025 Shoreline Highway Muir Beach, CA 94965	Slide Ranch School & Community Program	5 000 00
Mid-Peninsula Boys & Girls Club Inc	200 North Quebec Street San Mateo, CA 94401	Grant Making Every Day Count	25,000 00
AIDS/LifeCycle	File#7421502 PO Box 60000 San Francisco CA 94160	Grant General Support	2,000 00
Center for Biological Diversity Inc	P O Box 710 Tucson, AZ 85702	Grant The Climate Law Institute	20,000 00
Legal Services for Children, Inc	1254 Market Street, 3rd Floor San Francisco, CA 94102	Grant Capacity Bldg Fully Integrated	5,000 00
The Foundation for Reed Schools	277 A Karen Way Tiburon, CA 94920	Grant General Support	10,000 00
Foundation For Students Rising Above	PO Box 29174 San Francisco, CA 94129	Grant General Support	1 000 00
Star Academy	4470 Redwood Highway San Rafael CA 94903	Grant General Support	1,000 00
Richmond District Neighborhood Center	741 30th Avenue San Francisco, CA 94121	Richmond District After School Collaborative	7 000 00
The Project On Government Oversight Inc	1100 G Street, NW Suite 500 Washington, DC 20005	Grant General Support	20,000 00
Stanford University Board of Trustees	485 Lasuen Mall, Stanford University	Grants Schools Program	20,000 00
American Heart Assoc -Greater Bay Area	426 17th St Ste 300 Oakland, CA 94612	Grant General Support	1,500 00
Shelter Network of San Mateo County	1450 Chapin Ave , 2nd Floor Burlingame, CA 94010	Grant Shelter Network Children's Program	10 000 00
Chabot Space & Science Center Foundation	10000 Skyline Blvd Oakland, CA 94619	Grant Science Education Pipeline	20 000 00
Women's Foundation of California	340 Pine Street #302 San Francisco, CA 94104	Grant Women's Policy Institute	5,000 00
Sonoma Valley Mentoring Alliance Inc	916 First Street West Sonoma, CA 95476	Grant SV "Stand By Me" Mentoring Alliance	7,500 00
Girl Scouts of Northern CA	7700 Edgewater Drive, Suite 340 Oakland, CA 94621	Bldg Girls of Courage Confidence & Character	15,000 00
Alameda Boys and Girls Club Inc	1900 3rd Street Alameda CA 94501	Grant Power Hour	15,000 00
Children's Hospital & Research Center	747 52nd Street Oakland CA 94609	Grant Preventing Child Abuse-Early Intervention	10,000 00
UC Santa Cruz Foundation	1156 High Street Santa Cruz, CA 95064	UC Santa Cruz Smith Renaissance Society	25,000 00
On Lok Day Services	225 30th Street San Francisco CA 94131	30th Street Senior Center's Nutrition Program	5,000 00
Meals on Wheels of San Francisco	1375 Fairfax Avenue San Francisco, CA 94124	Grant General Support	3,000 00
Center for Reproductive Rights	120 Wall Street 14th Floor New York, NY 10005	Grant U S Legal Program	75,000 00
SF Court Appointed Special Advocates	100 Bush Street Suite 650 San Francisco, CA 94104	SFCASA Volunteer Advocacy & Mentoring	25,000 00
MacPhail Center for Music	501 2nd Street South Minneapolis, MN 55401	Grant General Support	25,000 00
The Alameda County Community Food Bank	7900 Edgewater Drive Oakland, CA 94621	Grant General Support	30,000 00
Novato Youth Center	680 Wilson Avenue Novato, CA 94947	Grant 1-UP-4 College	5,000 00
Food Runners	2579 Washington Street San Francisco, CA 94115	Grant Distributing Perishable/Prepared Food	5 000 00
Occidental Arts and Ecology Center	15290 Coleman Valley Road Occidental, CA 95465	Grant School Garden Teacher Program	10 000 00
Gutmacher Institute Inc	125 Maiden Lane, 7th Floor New York, NY 10038	General Support of the Gutmacher Institute	45,000 00
Bay Area Legal Aid	1735 Telegraph Avenue Oakland CA 94612	Alameda Cty Domestic Violence Legal Svs Project	60,000 00
Meritus College Fund	PO Box 29024 San Francisco, CA 94129	Grant Connections Program	5,000 00
Reading Partners	106 Linden St , # 202 Oakland, CA 94607	Reading Partners San Francisco & East Bay	15,000 00
Center for Food Safety	660 Pennsylvania Ave Suite 302 Washington, DC 20003	Grant California Food & Agriculture Initiative	150,000 00
Bay Area Legal Aid	1735 Telegraph Avenue Oakland, CA 94612	Alameda Cty Homeless Youth Demonstration Project	30 000 00
Ibis Reproductive Inc	17 Dunster Street, Suite 201 Cambridge, MA 02138	Grant TEACH Advocacy Project	30 000 00
Earth Island Institute	300 Broadway, Suite 28 San Francisco, CA 94133	Grant Environmental Education Prog in Schools	5,000 00
2nd Harvest FoodBank	750 Curtner Avenue San Jose, CA 95125	Grant Improving Nutrition in Daly City	50,000 00
Jamestown Community Center	3382 26th Street San Francisco, CA 94110	Grant Jamestown Community Center	20,000 00
Conservation Corps	60 Plato Blvd E, Ste 210, St Paul MN 55107	Grant Youth Outdoors	5,000 00
La Clinica De La Raza Inc	1515 Fruitvale Ave , Oakland CA 94601	Grant School Based Health/Reproductive Services	10,000 00
First Place for Youth	426 17th St Suite 100 Oakland, CA 94612	Grant The Healthy Transitions Project	75,000 00
The Advocates for Human Rights	330 Second Avenue S # 800 Minneapolis MN 55401	Grant General Support	5,000 00
National Council of Jewish Women	300 S Highway 100, Ste 500 St Louis Park, MN 55416	Grant General Support	500 00
Youth Radio	1701 Broadway Oakland, CA 94612	Grant Digital Media Workforce Program	5,000 00
Center for Youth Wellness	3450 Third St #2A, San Francisco, CA 94124	Grant CAC+CYW Partnership	30,000 00
Childrens Creativity Museum	221 Fourth St , San Francisco, CA 94103	Grant C I T Y Teen Program	10,000 00
Science Museum of Minnesota	120 West Kellogg Blvd St Paul, MN 55102	Grant Kitty Andersen Youth Science Center	5,000 00
Center for Victims of Torture	717 East River Road Minneapolis, MN 55455	Grant General Support	5,000 00
Jewish Vocational & Career Counseling Ser	225 Bush St , Suite 400 San Francisco, CA 94104	Grant Transition Services Program	20,000 00
St Croix River Fund	516 Second Street, Ste 214, Hudson, WI 54106	Grant St Croix River Fund	5,000 00
3rd Street Youth Center	5190 Third Street San Francisco, CA 94124	Grant Teen Pregnancy Prevention Program	15,000 00
The San Francisco Particular Council of Regents, of the Univ of CA Santa Cruz	1237 Van Ness Ave Ste #200 San Francisco, CA 94109	Grant Domestic Violence Survivors Children's Prog	10,000 00
The Forgotten International	1156 High Street Santa Cruz, CA 95064	Grant Bldg Future for Jewish Studies/UC Santa Cruz	150,000 00
Slide Ranch	PO Box 192066 San Francisco, CA 94119	Grant Forgotten International	2,500 00
	2025 Shoreline Highway Muir Beach, CA 94965	Grant General Support	0 00

The David B. Gold Foundation
Grants List
1/1/2012 through 12/31/2012

2012

97-3169439

Name	Name Address	Memo	Amount
San Leandro Boys Club Inc	401 Marina Boulevard PO Box 234 San Leandro CA 94577	Grant Summer Science & Literacy Program	20,000 00
Slide Ranch	2025 Shoreline Highway Muir Beach, CA 94965	Grant General Support	5,000 00
San Francisco Parks Trust Inc	PO Box 170160 San Francisco, CA 94117-0160	Grant GearUp for Chinese & Sunset Rec Center	20,000 00
Temple Israel	2324 Emerson Avenue South Minneapolis, MN 55405	Grant General Support	1,000 00
Hewes Middle School	13232 Hewes Avenue North Tustin CA 92705	Grant Art /Music/Science Programs	10,000 00
Arroyo Elementary School	11112 Coronel Road Santa Ana, CA 92705	Grant General Support	7,500 00
Swim for Life Foundation	101 West Main St , Suite 4 Tustin, CA 92780	Grant General Support	7,500 00
South Coast Repertory	PO Box 2197 Costa Mesa, CA 92628	Grant Education & Outreach Programs	5,000 00
St Paul's Episcopal Pre-School	1221 Wass Street Tustin, CA 92705	Grant General Support	2,500 00
Pacific Symphony	3631 South Harbor Blvd Suite 100 Santa Ana, CA 92704	Grant Youth Education & Outreach Programs	2,500 00
Boys & Girls Club of Tustin	580 W 6th Street Tustin, CA 92780	Grant General Support	2,500 00
Friends of the Tustin Library	345 East Main Street Tustin, CA 92780	Grant Youth and Senior Outreach Projects	2,500 00
San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	Grant Neighborhood Grocery Network	40,000 00
Physicians for Reproductive Choice&Health	55 West 39th St , 10th Floor New York NY 10018	Grant Safeguarding Reproductive Health	20,000 00
Earth Justice	50 California Street, Ste 500 San Francisco, CA 94111	Grant Safeguarding Our Health	300,000 00
Pesticide Action Network of North America	1611 Telegraph Ave Suite 1200 Oakland CA 94612	Grant Protecting Environmental Health/Green Food	100,000 00
Boys & Girls Club of San Francisco	55 Hawthorne Street, Ste 600 San Francisco, CA 94105	Grant Services Director	200 000 00
The Legal Aid Society-Employment Law Ctr	180 Montgomery St , Ste #600 San Francisco, CA 94104	Grant Project SURVIVE	20,000 00
NatureBridge	28 Geary St Suite 650 San Francisco, CA 94108	Grant Science/Outdoors for Underserved Youth	50,000 00
Summer Search	500 Sansome Street Suite 350 San Francisco, CA 94111	Grant Summer Search Bay Area Four-Part Program	30,000 00
Youth Law Center	200 Pine Street Suite 300 San Francisco CA 94104	Grant General Support	60,000 00
The Trust for Public Land	2610 University Avenue Suite 300 St Paul, MN 55114	Grant General Support	5,000 00
Corner Stone Community Development Corp	1395 Bancroft Avenue San Leandro, CA 94577	Grant The Children's Program	20,000 00
BigBrothers &BigSisters GreaterTwinCities	2550 University Ave W Suite 410N St Paul, MN 55114	Grant Big Brothers/Big Sisters Mentoring Program	15,000 00
San Francisco School Alliance	114 Sansome St, Suite 800 San Francisco, CA 94104	Grant Green Schools Corps Expansion Project	100,000 00
Jumpstart For Young Children Inc	65 Battery Street, 2nd Floor San Francisco CA 94111	Grant Jumpstart San Francisco Bay Area	25,000 00
Portola Family Connection Center	2565 San Bruno Ave San Francisco, CA 94134	Grant Family Connections Literacy Programming	20,000 00
Legal Services for Children, Inc	1254 Market Street, 3rd Floor San Francisco, CA 94102	Grant Guardianship Project	60,000 00
Brady Center To Prevent Gun Violence	1225 Eye Street, N W , Suite 1100 Washington, DC 20005	Defending Sensible Gun Laws/Legal & Constitutional	75,000 00
Childrens Council of San Francisco	445 Church Street San Francisco, CA 94114	Provider Support Svc Child Care Training	25,000 00
Ocean Conservancy Inc	1300 19th St NW, Suite 800 Washington, DC 20036	Enhancing Stewardship of Northern CA's Marine Protected Areas	30,000 00
Neighborhood Involvement Program Inc	2431 Hennepin Ave So Minneapolis, MN 55405	Grant Neighborhood Involvement Program Inc	20,000 00
East Bay Agency For Children	303 Van Buren Avenue Oakland, CA 94610	Grant Child Assault Prevention Training Center	20,000 00
Redwood Empire Food Bank	3320 Industrial Drive Santa Rose, CA 95403	Grant General Support	15,000 00
Heart & Hands	2608 Blaisdell Ave South Minneapolis, MN 55408	Grant General Support	1 000 00
Court Appointed Special Advocates	Sonoma County Inc PO Box 1418 Kenwood, CA 95452	Grant Foster Youth Transitioning Into Adulthood	40,000 00
Young Mens Christian Assoc of S F	631 Howard Sreet, #500 San Francisco, CA 94105	Grant Gold Family Healthy Families Initiative	125,000 00
Challenge Success	PO Box 20053 Stanford, CA 94309	Grant Challenge Success School Program Implementation Evaluator	50,000 00
Each One Reach One	146 South Spruce Ave South San Francisco, CA 94080	Grant ADAPT - A Dream and A Plan for Tomorrow	10,000 00
Larkin Street Youth Center	1138 Sutter St San Francisco, CA 94109	Housing & Support Services For Homeless Youth	200,000 00
Union of Concerned Scientists	Two Brattle Square Cambridge, MA 02138	Grant UCS Food and Environment Program	100,000 00
The Foundation for Reed Schools	277 A Karen Way Tiburon, CA 94920	Grant General Support	7,500 00
Friends of the San Francisco Public Libra	710 Van Ness Ave SF CA 94102	Grant General Support	2,500 00
The Foundation for Reed Schools	277 A Karen Way Tiburon, CA 94920	Grant General Support	7,500 00
American Jewish Joint Distrib Committee	PO Box 4124 New York, NY 10163	Grant Support for Programs in Latin America	5,000 00
San Francisco Senior Center	890 Beach Street San Francisco, CA 94109	Grant General Support	2,000 00
Sierra Club	85 2nd Street, 2nd Floor San Francisco, CA 94105	Grant Sierra Club's Environmental Law Program	100,000 00
Real Options for City Kids	590 Leland Ave San Francisco, CA 94134	Grant R O C K	20,000 00
Brighter Beginnings	2648 International Blvd Oakland, CA 94601	Grant Be Wise Peer Leadership Program	15,000 00
La Casa De Las Madres	1663 Mission Street Suite 225 San Francisco, CA 94103	Emergency Domestic Violence Shelter Program	20,000 00
Trust for Public Land	101 Montgomery St , Suite 900 San Francisco, CA 94104	Grant Park for People Program in the Twin Cities	50,000 00
Jewish Family & Children Svcs - East Bay	2484 Shattuck Ave, Suite 210 Berkeley, CA 94704	Grant Family Support Services	40,000 00
MacPhail Center for Music	501 2nd Street South Minneapolis MN 55401	Grant Learning with Music Program	15,000 00
Californian for Pesticide Reform	1611 Telegraph Ave , Ste 1200 Oakland CA 94612	Grant Protecting Children's Health	0 00
			3,442,500 00

The David B. Gold Foundation

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Statement 18

Form 990-PF, Part XV, Line 2a
Information Regarding Contribution, Grant, Gift Loan, Scholarship, etc Programs

Eligibility

Geographic Scope: The Foundation funds organizations that have an impact in the San Francisco Bay Area with an emphasis on Alameda and San Francisco counties and in the Twin Cities of Minneapolis/St. Paul in Minnesota. On occasion, the Foundation funds national projects that are particularly relevant to the Foundation's mission.

Limitations: The Foundation only accepts proposals that fall into our stated program areas and geographic regions. The Foundation does not award grants to individuals (including projects for research, attending conferences, scholarships, musical works, or film). An applying organization must have 501(c)(3) status under the Internal Revenue Code. That is, it must be incorporated as a nonprofit corporation that is not a private foundation pursuant to the 1969 Tax Reform Act. Except for those organizations that fall within the Foundation's Jewish Culture program area, the Foundation does not award grants to sectarian organizations. Applicants must have evidence of current tax-exempt status from the Internal Revenue Service under Section 501(c)(3) or have a fiscal sponsor with such status. Each organization may submit for consideration only one application per its fiscal year.

Grant Range and Duration: Grant size varies according to the type of project and the needs of the organization. If the Foundation selects an applicant for funding, it typically awards a single annual contribution for first-time applicants. If an applicant is a previous grant recipient, the Foundation may consider a request for multi-year funding in the future. No application from an organization previously funded will be reviewed until the Foundation receives a full report on the previous grant.

Program Areas

Children, Youth, and Families: The Foundation supports programs that promote the well-being of young people (birth to age 21) and provide them with opportunities to be responsible and caring people. The Foundation focuses on the following goals in its Children, Youth, and Families program areas:

Focus: Support Early Childhood Development Programs

We support programs that advocate for and/or demonstrate best practices in the field of early childhood development.

Focus: Promote Enrichment Programs for School Age Youth

We support enrichment programs that promote the well-being of youth, including healthy living, academic enrichment, literacy, life skills, environmental education, sports, and recreational opportunities.

Focus: Reduce Domestic Violence

We support direct service and advocacy programs that work to prevent domestic violence and teen dating violence. We fund intervention programs including domestic violence shelters and services for child witnesses of domestic violence.

Focus: Improve the Welfare of Children

We support programs that focus on the welfare of foster youth, homeless youth, and runaway youth by providing advocacy, family support, housing, mental health services, job skills development, mentoring programs, or access to high quality education.

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Focus: Help Prevent Teen Parenthood

We support direct service and advocacy programs that encourage delaying parenthood until adulthood by providing comprehensive reproductive health education and services to young people.

Environment: The Foundation is committed to protecting natural resources, improving the quality of the environment, and promoting environmental stewardship. The Foundation supports programs that work to reduce toxic emissions and waste, preserve open space, and educate the community about conservation and other environmental issues.

Focus: Reduce Toxic Emissions

We support organizations with a demonstrated record of effectiveness in working to strengthen environmental laws that reduce toxic emissions into the air, on the ground, and in water.

Focus: Preserve Open Space

We support programs that acquire undeveloped land for future use as public space.

Focus: Promote Sustainable Energy Policy

We support programs that advocate for a sustainable energy future, including reducing dependency on fossil fuels and encouraging use of alternative sustainable energy sources.

Democratic Values: The Foundation supports programs that foster a respect for basic democratic principles, including integrity in government, separation of church and state, protection of civil liberties, and the right to privacy.

Jewish Culture: The Foundation supports programs that foster an understanding and appreciation of Jewish culture.

Miscellaneous: While the Foundation accepts online inquiries only in the above-mentioned program areas, at its own discretion the Foundation may award grants outside of these parameters.

Statement 19

Form 990-PF, Part VIII, Line 1
Compensation of Officers, Directors, Trustees and Key Employees

Elaine E. Gold is compensated for her duties as the Executive Director of the Foundation, not as Director of the Board.

Steven A. Gold is compensated for his duties as the Chief Financial Officer of the Foundation, not as an Officer or Director of the Board.

Payment for such services that are reasonable and necessary to carry out the exempt purposes of the Foundation, as they are in this case, is excluded from the self dealing rules under Reg. §53.4941(d)-3(c).

David B. Gold Foundation
Schedule of Assets as of 12/31/2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value
INTERNATIONAL INDEX FUNDS						
05/03/2005	16,100 00	MSCI EAFE INDEX FUND	62 42	1,004,952 13	56 86	915,446 00
01/31/1999	341,346 93	EURO PACIFIC GROWTH FUND	31 06	10,601,671 76	41 22	14,070 320 33
03/04/1996	272,228 88	HARDING LOEVNER	12 29	3,344,403 02	15 94	4,339,328 36
		TOTAL INTERNATIONAL FUNDS		14,951,026.91		19,325,094 69
COMMON STOCK						
11/20/2012	500 00	3D SYSTEMS CORP	41 36	20,679 85	53 35	26,675 00
12/20/2002	3,600 00	3M COMPANY	67 08	241,504 00	92 85	334 260 00
08/06/2008	6,000 00	ABB LTD	23 25	139,487 00	20 79	124,740 00
06/22/2010	2,000 00	ABBOTT LABS	48 69	97,380 00	65 50	131,000 00
03/13/2012	1,500 00	AKAMAI TECHNOLOGIES INC	37 30	55,946 70	40 91	61,365 00
10/11/1995	1,125 00	AMC NETWORKS INC	12 67	14,253 71	49 50	55 687 50
12/11/2009	2,400 00	AMEREN CORP	26 50	63,598 41	30 72	73,728 00
12/20/2002	4 575 00	AMERIVEST PPTYS INC REIT	6 18	28,273 50	0 40	1,830 00
02/26/2010	2,900 00	ANALOG DEVICES INC	29 27	84,883 00	42 06	121,974 00
04/28/2005	5,000 00	APTARGROUP INC	27 02	135,105 87	47 72	238 600 00
03/13/2012	1,500 00	ARCOS DORADOS HLDGS A	19 37	29,055 00	11 96	17,940 00
12/30/2010	14,000 00	BABCOCK & WILCOX CO	26 33	368,687 13	26 20	366 800 00
03/23/2010	900 00	BARD CR INC	81 53	73,378 60	97 74	87,966 00
04/29/2010	10,100 00	BARRETT BILL CORP	32 23	325 481 81	17 79	179,679 00
01/24/2012	1,200 00	BAYTEX ENERGY CORP	53 62	64,349 10	43 24	51,888 00
10/16/2008	1,500 00	BECTON DICKINSON	67 94	101 909 39	78 19	117,285 00
03/18/2005	10,600 00	BED BATH & BEYOND INC	35 61	377,427 27	55 91	592 646 00
03/01/2000	8,000 00	BENIS INC	17 41	139,253 69	33 46	267,680 00
12/05/2011	2,740 00	BIG LOTS INC	37 03	101,449 87	28 46	77,980 40
10/11/1995	4,500 00	CABLEVISION NY GROUP CL A	11 04	49,684 10	14 94	67,230 00
11/08/2006	4,100 00	CABOT MICROELECTRONICS CORP	31 67	129,842 08	35 51	145,591 00
03/17/2011	18,900 00	CALGON CARBON CORP	14 58	275,580 90	14 18	268,002 00
05/09/2002	4,000 00	CANADIAN NATIONAL RAILWAY CO	16 27	65,092 94	91 01	364,040 00
09/17/1999	7,750 00	CARDINAL HEALTH INC	28 97	224,526 26	41 18	319,145 00
11/22/1999	3,000 00	CATERPILLAR INC	21 36	64 088 75	89 61	268,825 50
03/09/2012	500 00	CDN IMPERIAL BK OF COMMERCE	75 72	37,862 50	80 61	40,305 00
03/10/2003	2,500 00	CENOVUS ENERGY	7 99	19,976 05	33 54	83 850 00
04/12/2004	2,700 00	CENTURYLINK (CENTURYTEL) INC	29 12	78,617 81	39 12	105 624 00
05/25/2005	14 000 00	CHECKPOINT SYS INC	18 74	262,308 52	10 74	150,360 00
09/09/2011	6,000 00	CIRCOR INTL INC	29 71	178,289 44	39 59	237,540 00
08/05/1999	7,000 00	CISCO SYS INC	25 51	178,584 22	19 65	137 545 80
01/25/2012	600 00	CITRIX SYS INC	67 97	40,783 82	65 62	39,372 00
04/08/1996	1,700 00	CLOROX CO	20 38	34 641 12	73 22	124 474 00
01/25/2012	600 00	COACH INC	69 46	41 676 44	55 51	33,306 00
10/08/2007	12,850 00	COMCAST CORP NEW CL A	22 08	283 715 70	37 36	480 076 00
11/12/2009	3,350 00	COMMERCIAL METALS CO	15 46	51,783 46	14 86	49 781 00
10/21/1999	2,524 00	CONOCOPHILLIPS	18 27	46,101 37	57 99	146,366 76
08/08/2000	5,500 00	CVS CORP	15 48	85 113 32	48 35	265,925 00
01/14/2010	2 200 00	DARDEN RESTAURANTS INC	35 33	77,731 28	45 07	99,154 00
12/20/2002	59 00	DAYTONABRANDS INC	0 01	0 88	0 00	0 02
09/19/2008	6,500 00	DUKE-WEEKS REALTY CORP	15 72	102,188 98	13 87	90,155 00
06/07/2010	10 350 00	ECOLAB INC	48 21	498,964 41	71 90	744 165 00
12/01/2003	3,600 00	EDWARDS LIFESCIENCES CORP	15 62	56,222 28	90 17	324,612 00
06/18/1996	2,000 00	EMC CORP MASS	2 41	4,814 09	25 30	50,600 00
04/01/1999	3,500 00	EMERSON ELEC CO	27 25	95 383 25	52 96	185 360 00
03/10/2003	5,000 00	ENCANA CORP	8 66	43,297 91	19 76	98,800 00
05/13/2009	1,800 00	ENSCO PLC SHS CLASS A	33 87	60,968 46	59 28	106,704 00
01/20/2012	30,300 00	EXELIS INC	10 82	327,909 48	11 27	341,481 00
08/04/2011	15,600 00	EXPEDITORS INTL WASH INC	39 84	621,462 02	39 55	616,980 00
08/31/2005	46 00	EXTERRAN HOLDINGS INC	46 49	2,138 65	21 92	1,008 32
04/24/2001	3,000 00	EXXON MOBIL CORP	47 67	143 005 00	86 55	259,650 00
03/14/2012	5,800 00	FEDERATED INVESTMENTS INC CL B	21 61	125,338 00	20 23	117,334 00
05/03/2011	11,300 00	FIFTH THIRD BANCORP	12 87	145,425 00	15 20	171,760 00
03/22/2001	1,500 00	FUELCELL ENERGY INC	23 05	34,569 25	0 92	1,375 50
10/23/2008	4,000 00	GENUINE PARTS CO	33 58	134,322 91	63 58	254,320 00
06/22/2010	150 00	GOOGLE INC	531 11	79 666 49	707 38	106,107 00
11/18/2008	7,400 00	HANESBRANDS INC	10 19	75,421 26	35 82	265,068 00
12/26/2008	2,100 00	HARRIS CORP DEL	34 80	73,087 74	48 96	102,816 00
03/02/2004	3,000 00	HAWKINS INC	12 14	36,427 20	38 64	115,920 00
12/08/2009	5,400 00	HOSPITALITY PPTYS TR	21 34	115,255 80	23 42	126,468 00
12/20/2002	19,476 00	HOST MARRIOTT CORP NEW	8 77	170,810 17	15 67	305,188 92
02/24/2010	9,000 00	HUGOTON RYLTY TR	19 00	171,021 10	7 31	65,790 00
01/25/2012	500 00	IDEXX LABS INC	87 12	43,558 90	92 80	46,400 00
01/27/2012	800 00	IMPERIAL OIL LTD	47 28	37,823 20	43 00	34,400 00

David B. Gold Foundation
Schedule of Assets as of 12/31/2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value
03/06/1997	16,920 00	INTEL CORP	20 73	350,700 83	20 62	348,890 40
10/06/1993	3,500 00	INTNL FLAVORS & FRAGRANCES	32 40	113,406 75	66 54	232,890 00
12/20/2002	3,500 00	INTL BUSINESS MACHINES CORP	100 47	351,647 02	191 55	670,425 00
05/16/2012	11,600 00	JOHN BEAN TECH CORP COM	15 74	182,557 32	17 77	206,132 00
08/08/1988	2,000 00	JOHNSON & JOHNSON	11 28	22,565 00	70 10	140,200 00
12/20/2002	551 00	JPS INDUSTRIES, INC	3 26	1,796 26	6 50	3,581 50
02/26/2010	12,800 00	KAR AUCTION SERVICES INC	14 16	181,291 43	20 24	259,072 00
09/22/2010	1,500 00	KIMBERLY CLARK CORP	66 76	100,140 00	84 43	126,645 00
06/17/1999	14,000 00	KOPIN CORP	6 07	85 027 62	3 33	46,620 00
06/28/2011	9,100 00	LENDER PROCESSING SVCS	18 21	165,736 18	24 62	224,042 00
11/20/2007	36,500 00	LIVE NATION ENTERTAINMENT	8 14	297,287 45	9 31	339,815 00
11/20/2012	500 00	LPG PHOTONICS CORP	57 17	28,585 00	66 65	33 325 00
12/20/2002	630 00	LTV CORPORATION	0 00	2 84	0 00	0 94
12/20/2002	928 00	MACYS INC	14 11	13,094 08	39 02	36,210 56
10/11/1995	1,125 00	MADISON SQUARE GARDEN COM	9 84	11,074 78	44 35	49,893 75
05/10/2007	4,000 00	MCCORMICK CO INC	36 36	145,440 00	63 53	254,120 00
01/27/2012	1,000 00	MCDONALDS CORPORATION	94 44	94 442 14	88 21	88,210 00
12/20/2002	7,200 00	MEDTRONIC INC	46 30	333,360 00	41 02	295,344 00
05/14/2012	200 00	METTLER-TOLEDO INTNL INC	166 15	33,230 00	193 30	38,660 00
12/20/2002	10 00	MGC DIAGNOSTICS CORP	1 32	13 20	5 90	59 00
08/23/1993	28,900 00	MICROSOFT CORP	23 03	665,489 43	26 71	771 910 33
10/12/2005	5,000 00	NESTLE S A	35 53	177,660 00	65 17	325,850 00
03/16/2001	20,200 00	NIKE INC	11 92	240,854 33	51 60	1 042,320 00
06/22/2004	3,100 00	NORTHERN TR CORP	44 01	136,420 25	50 16	155,496 00
02/13/2008	10,600 00	OLD REP INTL CORP	13 27	140,680 86	10 65	112,890 00
03/02/2004	8,000 00	ORACLE CORP	15 43	123,419 00	33 32	266,560 00
10/09/2002	22,550 00	PAYCHEX INC	29 91	674,503 13	31 10	701 305 00
06/30/2009	2,150 00	PEABODY ENGR CORP	33 67	72,395 65	26 61	57,211 50
11/09/2010	13,700 00	PENSKE AUTO GROUP	15 66	214,565 29	30 09	412,233 00
05/04/1983	3,500 00	PEPSICO INC	29 14	101,989 95	68 43	239,505 00
08/09/2011	14,100 00	PERKINELMER INC	21 95	309,479 64	31 74	447,534 00
12/20/2002	2,800 00	PFIZER INC	29 29	82,000 00	25 08	70,222 04
07/13/2010	5,200 00	PPL CORPORATION	26 30	136,786 00	28 63	148,876 00
06/02/2006	17,500 00	PRESIDIO BANK	10 00	175,000 00	7 27	127,225 00
03/21/2000	3,500 00	PROCTER & GAMBLE	29 15	102,008 38	67 89	237,615 00
11/24/1999	34,475 00	PROGRESSIVE CORP OHIO	10 95	377,363 88	21 10	727 422 50
09/30/2011	3 272 00	PUBLIC STORAGE INC	117 15	383 314 80	144 96	474,309 12
05/16/2012	3,700 00	RALCORP HLDGS INC	68 78	254,479 96	89 65	331,705 00
10/03/2008	3,700 00	RAYMOND JAMES FINL INC	31 33	115,919 50	38 53	142,561 00
08/31/2010	1,500 00	REINSURANCE GROUP AMER INC	43 54	65,310 00	53 52	80,280 00
10/21/2011	3,789 00	RESPONSYS INC	1 87	7,085 43	5 96	22,582 44
01/24/2012	7,000 00	ROGERS SUGAR INC	5 58	39,074 21	6 02	42,111 08
09/22/2010	2,500 00	ROSETTA RESOURCES INC	28 06	70,149 90	45 32	113,300 00
08/21/2008	8,100 00	SANDRIDGE ENERGY INC	12 45	100,875 97	6 35	51 435 00
08/06/2008	4,000 00	SANOFI-AVENTIS ADR	35 42	141,693 00	47 38	189,520 00
06/02/2004	3,600 00	SEI INVESTMENT CO	15 06	54,215 24	23 34	84,024 00
11/16/2012	1,500 00	SONOCO PRODUCTS CO	29 31	43 971 90	29 73	44,595 00
12/20/2002	8,000 00	ST JUDE MED INC	17 65	141,240 00	36 14	289,120 00
08/05/1999	3,000 00	STANLEY BLACK & DECKER INC	28 35	85,036 25	73 97	221,910 00
10/21/2003	1,558 00	TEARLAB CORPORATION	16 69	25,995 32	4 10	6,387 80
07/08/2002	2,000 00	TECO ENERGY INC	24 10	48,200 00	16 76	33 520 00
01/27/2012	800 00	THERMO FISHER SCIENTIFIC INC	52 71	42,166 64	63 78	51,024 00
08/21/2009	4,300 00	TIDEWATER INC	40 43	173,827 91	44 68	192,124 00
03/28/1985	3,034 00	UNILEVER N V NEW YORK	28 05	85,117 67	38 30	116,202 20
04/24/2007	2 750 00	UNITED PARCEL SERVICE	69 99	192,472 03	73 73	202,757 50
12/20/2002	73 00	UNUMPROVIDENT CORP	17 00	1,241 00	20 82	1,519 86
11/09/2010	17,500 00	VCA ANTECH INC	21 82	381,824 29	21 05	368,375 00
07/18/2001	2,900 00	WATERS CORP	32 75	94,980 48	87 12	252,648 00
04/01/1999	6,000 00	WEINGARTEN RLTY INVS	18 23	109,386 25	26 77	160,620 00
04/08/1996	23,825 00	WELLS FARGO & CO	18 20	433,533 94	34 18	814,338 50
05/16/2012	15,350 00	WPX ENERGY	15 72	241,285 04	14 88	228,408 00
08/10/2007	9,300 00	ZEBRA TECHNOLOGIES CORP	34 99	325 421 35	39 31	365,583 00
		TOTAL COMMON STOCK		17,787,018 18		25,007,971.74
PREFERRED STOCK						
05/11/2007	333,333 00	SIGNA LINK	0 45	150,000 00	0 02	7,500 00
		TOTAL PREFERRED STOCK		150,000.00		7,500 00
AMERICAN DEPOSITORY RECEIPTS						
09/30/1991	292 00	ALCATEL-LUCENT SPONSORED ADR	132 76	38,765 41	1 39	405 88
06/22/2010	4,000 00	FRESENIUS MED CARE SPNSRD ADR	27 40	109,593 35	34 30	137,200 00

David B. Gold Foundation
Schedule of Assets as of 12/31/2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	
03/09/2012	1,500 00	GDF SUEZ SPNS ADR	25 98	38 970 00	21 04	31,560 00	
03/12/2012	1,000 00	LVMH MOET HENNESSY LOU ADR	34 94	34,940 00	37 69	37,690 00	
04/16/2008	2,000 00	NOVARTIS AG SPNSRD ADR	47 17	94,340 00	63 30	126,600 00	
01/27/2012	500 00	NOVO-NORDISKA S SPNSRD AD	128 72	64,362 15	163 21	81,605 00	
11/21/2007	4 000 00	NOVOZYMES A/S B DDK2	17 30	69,217 00	28 13	112,526 73	
03/12/2012	1,000 00	OLAM INTL LTD ADR	36 42	36,420 00	24 90	24,900 00	
05/10/2007	5,000 00	PETROLEO BRASILEIRO	30 05	150,274 90	19 47	97,350 00	
01/27/2012	800 00	SIEMENS A G ADR	97 49	77,991 80	109 47	87,576 00	
01/27/2012	700 00	SOCIEDAD QUIMICA MINERA DE	58 91	41,234 50	57 64	40,348 00	
		TOTAL AMERICAN DEPOSITORY RECEIPTS		756,109.11		777,761 61	
MUTUAL FUNDS							
12/16/2002	65,694 78	AMER FDS FUNDAMENTAL INVESTORS	25 49	1,674,834 43	40 78	2,679,032 92	
12/20/2002	112,976 69	MONTAG & CALDWELL GROWTH FD	20 04	2,264,324 69	23 84	2,693,364 26	
12/20/2002	2,783 13	MUNDER NET NET FUND	10 84	30,156 22	28 26	78,651 14	
		TOTAL MUTUAL FUNDS		3,969,315.34		5,451,048 32	
INDEX FUNDS							
07/19/2002	14,231 00	ISHARES TRUST RUSSELL 3000 INDEX FD	49 18	699,880 58	84 68	1,205,081 08	
12/20/2002	5,500 00	POWERSHARES QQQ ETF	25 06	137,830 00	65 13	358,215 55	
12/20/2002	5,810 00	S&P 500 DEPOSITORY RECEIPT	89 16	518,019 60	142 41	827,402 10	
04/05/2000	5,517 68	VANGUARD 500 INDEX FUND	131 22	724,002 14	131 37	724,857 36	
06/24/1997	41,735 93	VANGUARD TOTAL STK MKT PORTFOLIO	22 09	921,779 06	35 64	1,487,468 65	
02/25/2000	24 369 34	VNGRD EXT MARKET INDEX FD	36 48	889,095 31	45 87	1,117,821 40	
		TOTAL INDEX FUNDS		3,890,606 69		5,720,846 14	
CORPORATE BONDS							
09/26/2002	100,000 00	AT&T CORP SR NTS	8 000% Due 11-15-31	93 00	93,000 00	151 33	151,332 00
11/07/2002	55,000 00	AOL TIME WARNER BDS	7 700% Due 05-01-32	96 31	52,971 05	139 82	76,899 90
12/20/2002	50 000 00	MOTELS AMER SR SNT	0 000% Due 04-15-14	54 00	27,000 00	100 00	50 000 00
05/05/2003	170,000 00	SPRINT CAP CORP COMP GUAR	6 875% Due 11-15-28	96 32	163,740 75	104 00	176,800 00
03/29/2005	45,000 00	GEORGIA PAC CORP NTS	7 750% Due 11-15-29	109 36	49,210 70	136 76	61,540 65
04/06/2005	80,000 00	XTO ENERGY INC NTS	5 300% Due 06-30-15	99 68	79,746 40	111 48	89,187 20
06/28/2005	115,000 00	US WEST COMMUNICATIONS	7 250% Due 09-15-25	94 50	108,175 00	115 87	133,252 80
01/05/2006	45,000 00	WELLPOINT INC NTS	5 850% Due 01-15-36	99 47	44,760 15	118 05	53,122 95
05/12/2006	110,000 00	EMBARQ CORP NTS	7 995% Due 06-01-36	102 10	112,314 40	110 45	121,497 20
06/15/2006	35,000 00	XEROX CORP SR NTS	6 400% Due 03-15-16	94 32	32,907 50	112 69	39,440 45
06/28/2006	60,000 00	SOUTHERN NAT GAS NTS	7 350% Due 02-15-31	95 43	57,257 25	133 19	79,915 20
12/01/2006	90,000 00	ROYAL CARIBBEAN	7 500% Due 10-15-27	99 27	89,339 70	113 00	101,700 00
06/18/2007	313,107 00	CONTINENTAL AIRLINES INC	5 983% Due 04-19-22	96 92	303,418 64	111 37	348,707 42
06/19/2007	223,635 00	UNITED AIR LINES NTS	6 636% Due 07-26-22	100 00	223,635 21	107 50	240,407 85
08/02/2007	70,000 00	PIONEER NAT RES CO	5 875% Due 07-15-16	86 99	60,889 55	113 39	79,372 30
08/02/2007	20,000 00	GEORGIA PAC CORP	8 875% Due 05-15-31	97 44	19,487 50	149 94	29,987 80
08/03/2007	35 000 00	CITIZENS COMMUNICATIONS SR	7 875% Due 01-15-27	88 29	30,900 00	101 50	35,525 00
08/07/2007	5,000 00	GEORGIA PAC CORP	7 250% Due 11-15-29	87 75	4,387 50	130 93	6,546 55
08/09/2007	15,000 00	SUPERVALU INC	7 500% Due 11-05-14	98 75	14,812 50	97 00	14,550 00
08/14/2007	30,000 00	GENERAL MOTORS ACCEPTANCES	6 750% Due 12-01-14	86 50	25,950 00	107 97	32,391 90
08/15/2007	10,000 00	PIONEER NAT RES NT	7 200% Due 01-15-28	86 69	8,668 75	127 43	12,743 50
08/16/2007	20,000 00	GENL MTRS ACCEPT CORP	8 000% Due 11-01-31	86 75	17,350 00	126 25	25,250 00
08/29/2007	10,000 00	GEORGIA PAC CORP	7 700% Due 06-15-15	96 37	9,637 50	115 38	11,538 00
08/30/2007	120,000 00	REALTY INCOME NT	6 750% Due 08-15-19	99 83	119,792 40	123 79	148,549 20
09/11/2007	25,000 00	BEAR STEARNS CO NTS	5 300% Due 10-30-15	92 70	23,174 25	110 82	27,704 75
09/13/2007	25,000 00	MERRILL LYNCH & CO	6 400% Due 08-28-17	102 21	25,551 75	117 44	29,359 00
10/10/2007	15,000 00	PIONEER NAT RES CO	6 875% Due 05-01-18	94 37	14,156 25	121 66	18,248 85
11/20/2007	200,000 00	TRANS CDA PIPELINES	6 200% Due 10-15-37	120 19	240,376 50	132 03	264,056 00
11/28/2007	355,000 00	MANUF & TRADERS TR	6 625% Due 12-04-17	99 78	354,204 80	120 96	429,404 45
12/18/2007	276,000 00	CITIGROUP INC SR NTS	5 875% Due 05-29-37	92 02	253,975 20	120 34	332,130 12
01/14/2008	245,000 00	TARGET CORP BDS	6 000% Due 01-15-18	99 19	243,025 30	122 96	301,249 55
02/28/2008	116,000 00	ARCHER DANIELS NOTES	5 450% Due 03-15-18	100 00	115,997 68	119 71	138,861 28
02/28/2008	200 000 00	DISCOVER CARD MASTER TRUST	5 650% Due 03-16-20	98 86	197,718 75	121 01	242,022 00
05/01/2008	295,000 00	DOW CHEM CO NT	5 700% Due 05-15-18	97 60	287,921 35	118 93	350,834 65
06/24/2008	365,000 00	RIO TINTO FIN NTS	6 500% Due 07-15-18	99 13	361,828 15	124 81	455,563 80
10/21/2008	6,000 00	PEPSI CO INC	7 900% Due 11-01-18	99 76	5,985 48	134 94	8,096 70
01/13/2009	25,000 00	BOTTLING GRP SR NTS	5 125% Due 01-15-19	99 40	24,849 75	118 08	29,519 00
01/28/2009	100,000 00	BA CREDIT CARD TRUST 2007-A11 F/R	0 296% Due 12-15-19	64 87	64,871 09	99 30	99,301 00
02/11/2009	219,000 00	METLIFE INC NT	7 717% Due 02-15-19	95 05	208,153 99	131 10	287,111 19
03/02/2009	45,000 00	ONEOK PARTNERS LP	6 650% Due 10-01-36	75 17	33,825 60	124 00	55,799 55
05/12/2009	15,000 00	EQT CORP	8 125% Due 06-01-19	99 67	14,950 20	123 78	18,567 45
05/18/2009	283,000 00	AFLAC INC NTS	8 500% Due 05-15-19	104 69	296,266 32	136 19	385,426 19
05/28/2009	265,000 00	BANK AMER FUNDING CORP SR NT	7 625% Due 06-01-19	108 03	286,276 90	127 96	339,086 05

David B. Gold Foundation
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Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	
06/04/2009	45,000 00	CITIGROUP INC NTS	6 875% Due 06-01-25	83 00	37,350 00	127 95	57,577 95
06/04/2009	35,000 00	VALERO ENERGY CORP NOTE	6 625% Due 06-15-37	84 92	29,651 65	123 20	43,121 40
06/15/2009	28,000 00	POTASH CORP NT	6 500% Due 05-15-19	105 77	29,615 88	125 17	35,047 32
06/18/2009	250,000 00	CAPITAL ONE BANK BDS	8 800% Due 07-15-19	99 96	249,905 00	135 41	338,525 00
06/22/2009	165,000 00	TELEFONICA EMISSIONES	4 949% Due 01-15-15	100 00	165,000 00	104 75	172,837 50
08/05/2009	30,000 00	CITIGROUP INC	8 125% Due 07-15-39	106 68	32,002 60	149 71	44,913 60
09/23/2009	200,000 00	UNITED HEALTH GROUP	4 875% Due 03-15-15	102 73	205,456 00	108 98	217,960 00
01/08/2010	200,000 00	UNITED HEALTH GROUP NT	4 875% Due 04-01-13	106 59	213,188 00	101 05	202,102 00
01/15/2010	170,000 00	COMET 2007-A7	5 750% Due 07-15-20	112 21	190,758 59	121 60	206,726 80
01/19/2010	35,000 00	SIMON PROPERTY GROUP LP	6 750% Due 02-01-40	99 44	34,803 30	135 52	47,430 60
02/04/2010	50,000 00	KRAFT FOODS INC NT	6 500% Due 02-09-40	99 04	49,518 00	134 33	67,167 50
02/05/2010	75,000 00	JP MORGAN CHASE	6 000% Due 01-15-18	108 18	81,132 00	119 72	89,789 25
02/17/2010	25,000 00	VIACOM INC	5 500% Due 05-15-33	83 24	20,810 90	109 38	27,345 75
03/05/2010	5,000 00	MASCO CORP SR NT	7 125% Due 03-15-20	100 00	4,999 90	116 34	5,817 15
03/30/2010	20,000 00	CBS CORP NEW	5 750% Due 04-15-20	99 88	19,975 40	119 78	23,955 20
04/09/2010	273,000 00	GENERAL ELECTRIC CAPITAL CORP	6 875% Due 01-10-39	110 95	302,892 21	135 93	371,088 90
04/20/2010	15,000 00	CF INDS INC SR NOTES	6 875% Due 05-01-18	100 00	15,000 00	122 16	18,324 15
05/13/2010	15,000 00	OMNICARE INC	7 750% Due 06-01-20	100 00	15,000 00	111 00	16,650 00
06/16/2010	20,000 00	PRUDENTIAL FINANCIAL INC	6 625% Due 06-21-40	99 92	19,984 40	125 64	25,127 80
06/17/2010	450,000 00	GE CAPITAL CREDIT CARD	2 210% Due 06-15-13	99 99	449,950 37	100 82	453,708 00
07/27/2010	210,000 00	AT&T SR NTS	2 500% Due 08-15-15	99 69	209,357 40	104 26	218,941 80
08/10/2010	30,000 00	DIRECT TV HOLDINGS NT	6 000% Due 08-15-40	98 66	29,597 70	110 96	33,287 40
08/16/2010	273,000 00	MOODY'S CORP NTS	5 500% Due 09-01-20	99 37	271,291 02	111 51	304,427 76
08/17/2010	29,672 00	FORD CR AUTO TR TALF	6 070% Due 05-15-14	109 98	32,634 03	100 60	29,850 43
10/07/2010	55,000 00	WEYERHAEUSER CO	7 375% Due 03-15-32	100 99	55,545 05	126 01	69,304 40
10/14/2010	50,000 00	FORD MTR CO	7 450% Due 07-16-31	109 42	54,712 50	127 00	63,500 00
11/10/2010	250,000 00	TIME WARNER CABLE NT	6 750% Due 07-01-18	121 03	302,563 00	124 92	312,295 00
01/13/2011	280,000 00	HSBC BK USA MTN	4 875% Due 08-24-20	97 99	274,377 60	111 44	312,043 20
01/25/2011	25,000 00	DANA HOLDING CORP	6 750% Due 02-15-21	100 00	25,000 00	107 50	26,875 00
02/15/2011	100,000 00	AMERICAN EXPRESS	5 125% Due 08-25-14	107 53	107,532 00	107 13	107,134 00
02/28/2011	210,000 00	BB&T CORP NTS	3 200% Due 03-15-16	99 86	209,708 10	106 43	223,513 50
03/07/2011	75,000 00	DIRECTV HOLDINGS LLC	5 000% Due 03-01-21	99 56	74,669 25	112 18	84,133 50
03/24/2011	175,000 00	VERIZON COMM NTS	3 000% Due 04-01-16	100 01	175,015 75	106 48	186,341 75
04/25/2011	5,000 00	GEORGIA PAC CORP	7 375% Due 12-01-25	107 75	5,387 50	136 26	6,812 90
04/27/2011	220,000 00	ALLEGHENY TECH NTS	5 950% Due 01-15-21	106 90	235,188 80	110 78	243,709 40
05/04/2011	300,000 00	ALCOA INC NT	6 750% Due 07-15-18	114 26	342,774 00	114 24	342,726 00
07/14/2011	50,000 00	CAPITAL ONE NOTES	12 125% Due 07-15-14	99 94	49,972 50	101 80	50,899 00
08/31/2011	84,000 00	PRUDENTIAL FINL MTN	6 000% Due 12-01-17	112 16	94,213 56	119 99	100,789 92
09/13/2011	318,000 00	HEWLETT PACKARD CO NT	3 000% Due 09-15-16	100 93	320,953 12	100 64	320,035 20
09/14/2011	40,000 00	PNC FUNDING CORP	2 700% Due 09-19-16	99 88	39,951 60	105 65	42,260 80
09/14/2011	25,000 00	TEXTRON INC NTS	5 950% Due 09-21-21	99 69	24,923 75	116 25	29,063 75
09/14/2011	80,000 00	INTEL CORP SR NT	3 300% Due 10-01-21	99 76	79,809 60	106 04	84,828 80
10/05/2011	75,000 00	DEERE JOHN CAP MTNS	3 150% Due 10-15-21	99 55	74,661 75	105 45	79,088 25
10/14/2011	50,000 00	CITIGROUP INC SR NT	5 375% Due 08-09-20	103 35	51,677 25	117 84	58,922 50
10/14/2011	75,000 00	GOLDMAN SACHS GROUP	5 250% Due 07-27-21	97 08	72,811 00	114 00	85,498 50
10/17/2011	70,000 00	WELLS FARGO NTS	4 600% Due 04-01-21	107 34	75,136 25	115 02	80,516 80
11/07/2011	75,000 00	AMGEN INC SR NTS	3 875% Due 11-15-21	99 72	74,790 00	109 82	82,363 50
11/10/2011	55,000 00	BALTIMORE GAS & ELEC	3 500% Due 11-15-21	99 45	54,696 95	107 12	58,914 35
12/05/2011	392,000 00	WELLS FARGO CO MTN	2 625% Due 12-15-16	99 74	390,996 48	105 54	413,705 04
01/04/2012	55,000 00	B OF A NA NTS	5 625% Due 07-01-20	94 94	52,215 35	118 56	65,209 65
01/11/2012	25,000 00	CCO HLDGS LLC NTS	6 625% Due 01-31-22	99 50	24,875 00	109 25	27,312 50
02/02/2012	75,000 00	BANK OF AMERICA CORP SR NTS	5 875% Due 02-07-42	98 93	74,196 75	124 76	93,569 25
04/05/2012	55,000 00	WORLD FIN NETWORK CCMT	3 454% Due 01-15-23	100 00	54,998 67	108 26	59,543 55
04/16/2012	75,000 00	LOWES COS INC NT	1 625% Due 04-15-17	99 91	74,935 50	102 33	76,748 25
04/17/2012	45,000 00	MASCO CORP NTS	7 750% Due 08-01-29	103 25	46,462 50	111 22	50,049 00
05/07/2012	40,000 00	DEVON ENERGY CORP	1 875% Due 05-15-17	99 75	39,901 20	101 94	40,777 20
05/08/2012	15,000 00	BERKSHIRE HATH FIN	3 000% Due 05-15-22	99 23	14,884 65	104 18	15,627 75
05/21/2012	50,000 00	ENERGIZER HLDG NTS	4 700% Due 05-24-22	99 72	49,858 00	107 08	53,541 00
05/24/2012	61,000 00	UNITED TECH CORP	1 800% Due 06-01-17	99 91	60,947 54	102 94	62,790 96
05/24/2012	55,000 00	UNITED TECH CORP	3 100% Due 06-01-22	99 92	54,957 65	105 90	58,244 45
06/06/2012	15,000 00	TYSON FOODS SR NT	4 500% Due 06-15-22	99 46	14,918 70	108 25	16,237 80
08/08/2012	80,000 00	KINDER MORGAN PTRNR	3 450% Due 02-15-23	99 60	79,678 40	102 99	82,392 00
08/15/2012	105,000 00	CATERPILLAR INC DEL	2 600% Due 06-26-22	101 66	106,740 15	100 85	105,896 70
08/15/2012	15,000 00	MOODY'S CORP SR NT	4 500% Due 09-01-22	99 22	14,882 70	106 91	16,037 25
08/16/2012	383,000 00	JP MORGAN CHASE	1 445% Due 03-20-15	100 66	385,539 29	101 12	387,278 11
08/16/2012	80,000 00	INTL LEASE FIN CORP	5 875% Due 08-15-22	100 00	80,000 00	105 92	84,736 80
09/04/2012	60,000 00	GENERAL ELEC CAP CORP	3 150% Due 09-07-22	99 85	59,913 00	102 17	61,301 40
09/05/2012	35,000 00	PRINCIPAL FINANCIAL	3 300% Due 09-15-22	99 64	34,872 60	101 44	35,505 05
09/10/2012	123,000 00	WALGREEN CO	0 797% Due 03-13-14	100 00	123,000 00	100 14	123,168 51
09/27/2012	35,000 00	WATSON PHARMACEUTICALS	3 250% Due 10-01-22	99 16	34,707 75	102 08	35,729 75
09/28/2012	55,000 00	NBC UNIVERSAL MEDIA LLC	2 875% Due 01-15-23	99 82	54,899 35	100 43	55,234 30

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Date	Quantity	Security		Unit Cost	Total Cost	Price	Market Value
10/16/2012	55,000 00	HCA INC	5 875% Due 05-01-23	100 00	55,000 00	103 50	56,925 00
10/23/2012	50,000 00	PLAINS EXPLORATION PRO	6 875% Due 02-15-23	100 00	50,000 00	114 25	57,125 00
10/25/2012	45,000 00	FORD MTR CO DEL	6 625% Due 10-01-28	113 25	50,962 50	115 49	51,968 70
11/15/2012	80,000 00	NATIONAL OILWELL VARCO	2 600% Due 12-01-22	99 64	79,712 00	101 40	81,123 20
11/27/2012	250,000 00	INTL PAPER CO	7 300% Due 11-15-39	139 47	348,665 00	135 56	338,890 00
11/28/2012	91,000 00	COSTCO WHOLESALE CORP	0 650% Due 12-07-15	99 88	90,891 71	100 05	91,050 05
12/04/2012	45,000 00	ROWAN COMPANIES INC	4 875% Due 06-01-22	109 01	49,053 60	108 61	48,873 15
12/11/2012	20,000 00	MOLSON COORS BREWING CO	5 000% Due 05-01-42	112 13	22,426 40	112 07	22,413 20
12/17/2012	55,000 00	PRECISION CASTPARTS CORP	2 500% Due 01-15-23	99 42	54,683 75	100 64	55,352 55
		TOTAL CORPORATE BONDS			13,118,183 18		14,860,249 85
FOREIGN BONDS							
01/22/2004	135,000 00	EMPRESA NACIONAL NT	8 350% Due 08-01-13	115 68	156,162 20	103 83	140,175 90
02/07/2007	18,000 00	MEXICAN BONOS M10	0 614% Due 12-17-15	920 90	165,762 38	834 96	150,292 93
04/23/2007	80,000 00	BELL CANADA M-17	5 782% Due 03-16-35	82 16	65,699 24	121 81	97,445 42
05/15/2007	55,000 00	BELL CD MTN	4 740% Due 02-15-17	80 38	44,210 33	110 49	60,771 22
05/25/2007	25,000 00	BELL CDA MTN	6 920% Due 02-23-32	91 81	22,952 91	133 54	33,384 55
06/01/2007	10,000 00	TALISMAN ENERGY	6 250% Due 02-01-38	93 76	9,375 75	119 79	11,978 80
03/09/2010	70,000 00	TRANSALTA CORP SR NT	6 500% Due 03-15-40	99 05	69,333 40	103 58	72,590 50
03/30/2010	200,000 00	BARCLAYS BANK PLC	3 900% Due 04-07-15	99 99	199,990 00	106 05	212,096 00
08/02/2010	45,000 00	ARCELOR MITTAL SA LUXEMBOURG	7 500% Due 10-15-39	104 84	47,179 35	94 00	42,300 00
09/13/2010	158,000 00	ROYAL BANK SCOTLAND	3 950% Due 09-21-15	99 79	157,672 94	106 18	167,770 72
09/28/2010	80,000 00	BP CAPITAL MARKETS PLC	4 500% Due 01-10-20	99 45	79,560 80	115 25	92,196 80
03/08/2011	45,000 00	ENSCO PLC NTS	4 700% Due 03-15-21	98 02	44,111 25	112 54	50,641 20
07/07/2011	115,000 00	TORONTO DOMINION BANK	2 500% Due 07-14-16	100 41	115,472 85	105 20	120,985 75
01/11/2012	159,000 00	COOPERATIEVE CENTRALE RAIFFE	3 375% Due 01-19-17	101 02	160,617 27	107 43	170,812 11
02/21/2012	10,000 00	METHANEX CORP	5 250% Due 03-01-22	99 61	9,961 50	110 91	11,091 20
02/22/2012	271,000 00	EUROPEAN INVESTMENT BANK	1 125% Due 04-15-15	99 97	270,926 83	101 69	275,579 90
02/23/2012	5,000 00	ARCELOR MITTAL SA LUX	6 750% Due 02-25-22	99 28	4,964 20	104 95	5,247 60
03/13/2012	50,000 00	VODAFONE GRP PLC	1 625% Due 03-20-17	99 45	49,723 50	101 47	50,734 00
03/28/2012	5,000 00	TOTAL CAPITAL NT	4 450% Due 06-24-15	107 89	5,394 65	115 83	5,791 65
03/28/2012	10,000 00	TOTAL CAPITAL NTS	2 875% Due 02-17-22	96 42	9,642 00	104 38	10,438 20
03/30/2012	136,000 00	PHILLIPS ELEC NV NT	5 750% Due 03-11-18	117 28	159,503 52	120 48	163,856 88
05/11/2012	30,000 00	DELHAIZE GRP SA	5 700% Due 10-01-40	90 82	27,247 20	93 73	28,119 90
05/15/2012	55,000 00	TALISMAN ENERGY INC	5 500% Due 05-15-42	98 14	53,978 65	110 21	60,618 25
05/22/2012	43,000 00	COVIDIEN INTL FINANCE	1 350% Due 05-29-15	99 97	42,986 24	101 35	43,581 79
07/17/2012	5,000 00	TELEFONICA EMISIONES SA	5 462% Due 02-16-21	91 25	4,562 50	106 62	5,331 25
09/04/2012	55,000 00	WPP FINANCE	3 625% Due 09-07-22	99 16	54,539 65	99 47	54,706 85
09/11/2012	78,000 00	ROYAL BANK SCOTLAND PLC	2 550% Due 09-18-15	99 94	77,955 54	102 34	79,825 98
10/11/2012	13,000 00	TELEFONICA EMISIONES	5 877% Due 07-15-19	104 75	13,617 50	109 25	14,202 50
10/19/2012	150,000 00	Na Development Bank	2 400% Due 10-26-22	99 66	149,484 00	100 86	151,285 50
11/01/2012	175,000 00	BP CAPITAL MARKETS PLC	2 500% Due 11-06-22	99 31	173,789 00	99 08	173,395 25
11/14/2012	164,000 00	STATOIL ASA	2 450% Due 01-17-23	99 68	163,468 64	99 77	163,616 24
11/27/2012	122,000 00	ROYAL BANK SCOTLAND GRP PLC	6 400% Due 10-21-19	117 84	143,770 90	118 16	144,160 08
12/12/2012	15,000 00	METHANEX CORP	3 250% Due 12-15-19	99 10	14,864 70	100 58	15,087 30
		TOTAL FOREIGN BONDS			2,768,481 39		2,880,031 22
MUNICIPAL BONDS							
10/23/2012	75,000 00	California ST Build America Bonds	6 650% Due 03-01-22	124 60	93,451 50	125 41	94,054 50
04/22/2009	115,000 00	CALIF ST GO BDS TAXABLE VAR PUR	7 500% Due 04-01-34	100 73	115,845 25	138 71	159,516 50
04/22/2009	115,000 00	CALIF ST GO	7 550% Due 04-01-39	101 30	116,496 73	143 50	165,022 70
		TOTAL MUNICIPAL BONDS			325,793 48		418,593 70
GOVERNMENT BONDS							
01/19/1994	4,461 00	GOVT NATL MTG ASSOC	7 000% Due 01-15-24	101 56	4,530 62	117 36	5,235 04
07/20/1995	952 00	GOVT NATL MTG ASSOC	9 000% Due 05-15-25	105 78	1,007 15	121 96	1,161 10
02/08/1996	9,665 00	GOVT NATL MTG ASSOC	7 000% Due 02-15-26	101 23	9,784 05	118 63	11,465 03
01/26/1999	21,077 00	GOVT NATL MORTGAGE	6 500% Due 01-15-29	101 11	21,310 75	117 92	24,853 12
12/07/1999	17,964 00	GOVT NATL MORT ASSOC	6 000% Due 03-15-29	100 31	18,005 72	113 13	20,323 39
04/14/1999	7,759 00	GOVT NATL MORTG ASSOC	6 000% Due 04-15-29	97 75	7,584 05	111 95	8,685 54
10/22/1999	13,013 00	GOVT NATL MORT ASS	6 500% Due 07-15-29	100 13	13,028 23	116 04	15,100 84
12/13/2012	9,986 00	FHLMC GOLD PARTN CERT	2 500% Due 12-01-27	104 33	10,418 67	104 55	10,441 02
12/13/2012	74,956 00	FHLMC GOLD PARTN CERT	2 500% Due 12-01-27	104 31	78,188 22	104 55	78,367 74
02/01/2006	121,751 00	FEDERAL NAT HOME LOAN ASSN	5 000% Due 11-01-35	100 06	121,881 95	107 98	131,468 28
05/24/2011	55,484 00	FEDERAL NATL MTG ASSOC	5 500% Due 01-01-38	108 61	60,261 28	109 40	60,701 62
07/10/2012	28,459 00	FEDERAL NATL MTG ASSOC	3 500% Due 05-01-42	106 09	30,193 38	106 92	30,427 95
07/10/2012	28,846 00	FEDERAL NATL MTG ASSOC	3 500% Due 07-01-42	106 11	30,607 88	106 92	30,841 14
		TOTAL GOVERNMENT BONDS			406,801.95		429,071 81
TREASURY BONDS							

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Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	
05/02/2011	670,000 00	US TREASURY NTS	0 625% Due 04-30-13	100 29	671,951 47	100 18	671 179 20
06/15/2012	600,000 00	US TREASURY NTS	0 375% Due 07-31-13	100 14	600,867 19	100 14	600,846 00
08/18/2009	885,000 00	US TREASURY NTS	4 250% Due 08-15-13	109 75	971 285 78	102 53	907,363 95
01/30/2012	300,000 00	US TREASURY NTS	0 750% Due 08-15-13	100 86	302,567 41	100 37	301,125 00
10/22/2012	320 000 00	US TREASURY NOTE	0 250% Due 09-30-14	99 87	319,587 50	100 02	320,073 60
09/29/2010	245,000 00	US TREAS NTS	4 000% Due 02-15-15	112 57	275,798 09	107 84	264,211 80
03/03/2011	315,000 00	US TREAS NTS	4 500% Due 02-15-16	110 71	348,728 20	112 71	355,039 65
07/12/2011	200,000 00	US TREASURY NOTES	2 000% Due 04-30-16	102 82	205,641 30	105 21	210,422 00
11/24/2009	40,000 00	US TREASURY NOTES	3 875% Due 05-15-18	105 17	42,068 75	116 21	46,484 40
01/26/2012	422,000 00	US TREASURY NTS	2 000% Due 11-15-21	100 45	423,888 14	103 79	437,989 58
12/05/2012	150,000 00	US TREASURY NOTE	2 000% Due 02-15-22	104 78	157,166 62	103 41	155,121 00
07/11/2012	633,000 00	US TREASURY NTS	1 750% Due 05-15-22	101 03	639,546 16	100 87	638,488 11
09/14/2012	155,000 00	US TREASURY NT	1 625% Due 08-15-22	97 86	151,679 69	99 34	153,983 20
TOTAL TREASURY BONDS					5,110,776.30		5,062,333 49
LP - REAL ESTATE INVESTMENTS							
05/28/2002	194,172 00	FIDELITY CAP II, LLC			121,311 00		72,576 00
09/25/2003	239,611 00	FIDELITY CAP III LLC			(8,798 00)		340 00
06/13/2005	200,000 00	FIDELITY CAP IV, LLC			31,210 43		157,098 00
12/15/2006	372 625 00	FIDELITY CAP V			259,836 02		459,248 00
12/24/2008	316,191 00	FIDELITY CAP VI LLC			199,656 41		342 750 70
11/28/2006	379,478 00	MCDOWELL MFP II			103,362 48		230,883 00
11/13/2007	283,632 00	MCDOWELL MFP III			135,321 30		347,911 48
06/23/2005	410,059 00	MCDOWELL MFP LLC			91,450 69		275,713 00
TOTAL LP - REAL ESTATE INVESTMENTS					933,350 33		1,886,520.18
LIMITED PARTNERSHIPS							
11/08/2004	3 00	CATALINA PROPERTIES			285,490 00		73,125 00
03/12/2007	291 016 00	COMPASS EQUITY ADVISORS			253,414 11		223,041 00
06/15/2012	1,480 00	CRI HOTEL			19,467 74		3,315 00
12/31/1996	1 00	DANCO			293,791 86		287,894 00
07/30/1997	250,000 00	ENTREPRENEUR FUND			56,671 77		43,039 00
09/30/1999	112,000 00	ENTREPRENEUR FUND II			9,603 30		9,777 00
08/16/2007	3 00	FCAP-ALLEN TECH III			108,427 00		108,427 00
04/22/2005	9 00	FCAP-BENITEK			125,000 00		125,000 00
04/27/2009	4 00	FCAP-BENITEK INVESTORS II			100,000 00		100,000 00
12/24/2007	7 00	FCAP-PINT SIZE			175,000 36		175,000 00
12/22/2004	1 00	FUND CAPITAL			(3,778 27)		10,000 00
12/16/2008	1 00	MORAGA GOLD			857,809 87		532,151 17
09/30/2003	450 00	MP SPECIAL FUND 7			71,500 50		51,300 00
03/18/2004	125,000 00	NOAH PRECISION			211,071 71		125,423 00
12/06/2010	3 00	POST STREET-2 RENAISSANCE			13,471 00		22,372 00
02/21/2008	20,000 00	PULSE HEALTH			809 00		120,000 00
06/29/2006	9 00	SHBOOM-INNER CIRCLE V			39 450 99		39,450 99
05/11/2012	1,900 00	ENTERPRISE PRODS PARTNERS			90,443 05		95,152 00
05/11/2012	2,000 00	WESTERN GAS PARTNERS LP			89,857 80		95,260 00
TOTAL LIMITED PARTNERSHIPS					2,797,501 79		2,239,727.16
HEDGED FUND							
12/04/1995	2,289,128 00	THE ACCESS FUND			5,008,767 00		6,180,674 35
TOTAL HEDGED FUNDS					5,008,767 00		6,180,674 35
PRIVATE EQUITY							
03/12/2007	67,000 00	AVANTIS MEDICAL			100,500 00		670 00
01/14/2010	11,739 00	BABITECH			0 00		0 00
12/20/2002	1 00	CPRX CORPORATION			388,393 00		60,000 00
01/16/2007	100,000 00	DOCUMENT COMMAND INC			100,000 00		1,000 00
08/31/2011	10,386 00	HOT CHOICE SYSTEMS INC			1 00		103 86
11/24/2003	105,805 00	NAPO PHARMACEUTICALS			52,634 00		58,192 75
07/31/2008	5,779 00	NESTWORTH INC			100,018 74		49,988 35
07/15/2005	90,139 00	REDZONE ROBOTICS INC			117 576 75		12,619 46
08/31/2011	5,802 00	SOLX INC			1 00		58 02
TOTAL PRIVATE EQUITY					859,124 49		182,632 44
PRIVATE NOTES							
10/27/2006	355,556 00	CHILENO BAY DEV			355,555 56		399,999 50
TOTAL PRIVATE NOTES					355,555 56		399,999 50
WARRANTS AND RIGHTS							

2012

94-3169439

David B. Gold Foundation
Schedule of Assets as of 12/31/2012

<u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>
07/03/2012	17 00	EASTMAN CHEM CO WT		<u>0 00</u>	0 55	<u>9 35</u>
		TOTAL WARRANTS AND RIGHTS		<u>0 00</u>		<u>9 35</u>
CASH AND EQUIVALENTS						
		FIDELITY INSTITUTIONAL MONEY MKT		<u>4,347,041 00</u>		<u>4,347,067 39</u>
		TOTAL CASH AND EQUIVALENTS		<u>4,347,041.00</u>		<u>4,347,067.39</u>
		TOTAL OTHER ASSETS		<u>\$ 77,535,452.70</u>		<u>\$ 95,177,132 94</u>

Depreciation and Amortization (Including Information on Listed Property)

Department of the Treasury Internal Revenue Service (99)

See separate instructions. Attach to your tax return.

Attachment Sequence No 179

Name(s) shown on return

The David B. Gold Foundation

Identifying number

94-3169439

Business or activity to which this form relates

Form 990/990-PF

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

Table with 13 rows for Part I, including fields for maximum amount, total cost, threshold cost, reduction in limitation, and dollar limitation.

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

Table with 3 rows for Part II, including fields for special depreciation allowance, property subject to election, and other depreciation.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

Table with 2 rows for Section A, including fields for MACRS deductions and election to group assets.

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

Table with 7 columns (a-g) and 9 rows for Section B, detailing property classification, month placed in service, basis, recovery period, convention, method, and depreciation deduction.

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

Table with 6 columns and 3 rows for Section C, detailing class life, recovery period, convention, and depreciation deduction.

Part IV Summary (See instructions)

Table with 3 rows for Part IV, including fields for listed property amount, total amount, and portion of basis attributable to section 263A costs.

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **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.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	The David B. Gold Foundation	94-3169439
	Number, street, and room or suite number. If a P O box, see instructions	Social security number (SSN)
	44 Montgomery Street #3750	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	San Francisco, CA 94104	

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-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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

● The books are in the care of ▶ Cheryl Bridgeforth -----

Telephone No. ▶ 415-288-9530 ----- FAX No. ▶ -----

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 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 _____, 20____, and ending _____, 20____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 114,542.
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	\$ 114,542.
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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. **X**
- 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 extended 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
	The David B. Gold Foundation Number, street, and room or suite number. If a P.O. box, see instructions 44 Montgomery Street #3750 City, town or post office, state, and ZIP code. For a foreign address, see instructions. San Francisco, CA 94104	94-3169439 Social security number (SSN)

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 (section 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.

- The books are in care of ▶ Cheryl Bridgeforth
 Telephone No. ▶ 415-288-9530 FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box.
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN). If this is for the whole group, check this box . . ▶ . If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15 , 20 13
- 5 For calendar year 2012 , or other tax year beginning _____ , 20 _____ , and ending _____ , 20 _____
- 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 Organization requires additional time to gather the information necessary 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	8 a	\$	0.
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	8 b	\$	64,542.
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	8 c	\$	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 ▶ Xisa Menezes Title ▶ CPA Date ▶ 8/9/13

BAA Form 8868 (Rev 1-2013)

FIFZ0502L 01/21/13