Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation JOHN AND MARCIA GOLDMAN FOUNDATION		**A** Employer identification number 94-3274370
Number and street (or P O box number if mail is not delivered to street address) 101 SECOND STREET	Room/suite 1625	**B** Telephone number (see instructions) (415) 744-8787
City or town, state, and ZIP code SAN FRANCISCO, CA 94105		**C** If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 175,967,147.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	93,049,720.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,926.	2,926.		
	4 Dividends and interest from securities	2,536,604.	2,536,604.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	544,288.			
	b Gross sales price for all assets on line 6a 63,272,012.				
	7 Capital gain net income (from Part IV, line 2)		1,974,137.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	494,976.	490,652.		
	12 **Total.** Add lines 1 through 11	96,628,514.	5,004,319.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	78,000.	3,900.		74,100.
	14 Other employee salaries and wages	93,817.			93,817.
	15 Pension plans, employee benefits	8,014.			8,014.
	16a Legal fees (attach schedule) ATCH 2	11,398.			11,398.
	b Accounting fees (attach schedule) ATCH 3	43,874.	21,937.		21,937.
	c Other professional fees (attach schedule) *	440,742.	371,242.		69,500.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	112,502.	76,529.		13,738.
	19 Depreciation (attach schedule) and depletion	791.			
	20 Occupancy	33,708.			33,708.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	80,638.	60,659.		26,329.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	903,484.	534,267.		352,541.
	25 Contributions, gifts, grants paid	7,151,624.			7,151,624.
	26 **Total expenses and disbursements** Add lines 24 and 25	8,055,108.	534,267.		7,504,165.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	88,573,406.			
	b **Net investment income** (if negative, enter -0-)		4,470,052.		
	c **Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	1,528,330.	11,728,081.	11,728,081.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ *		* 19,720,000.	ATCH 7
	Less allowance for doubtful accounts ▶	19,720,000.	19,720,000.	19,720,000.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) **		5,682,924.	5,702,901.
b	Investments - corporate stock (attach schedule) ATCH 9		33,452,755.	36,610,392.
c	Investments - corporate bonds (attach schedule) ATCH 10		7,967,051.	8,073,033.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 11	56,935,676.	91,301,741.	94,075,501.
14	Land, buildings, and equipment basis ▶ 3,958.			
	Less accumulated depreciation (attach schedule) ▶ 3,923.	827.	35.	35.
15	Other assets (describe ▶ ATCH 12)	3,068.	57,204.	57,204.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	78,187,901.	169,909,791.	175,967,147.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ ATCH 13)		3,148,484.	
23	**Total liabilities** (add lines 17 through 22)	0	3,148,484.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	78,187,901.	166,761,307.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	78,187,901.	166,761,307.	
31	**Total liabilities and net assets/fund balances** (see instructions)	78,187,901.	169,909,791.	

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	78,187,901.
2	Enter amount from Part I, line 27a	2	88,573,406.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	166,761,307.
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	166,761,307.

**ATCH 8

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,974,137.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	13,443,909.	139,684,890.	0.096245
2010	11,861,820.	115,666,422.	0.102552
2009	16,503,142.	104,477,087.	0.157959
2008	15,393,805.	132,685,736.	0.116017
2007	13,688,358.	157,796,101.	0.086747

2	**Total** of line 1, column (d)	2	0.559520
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	0.111904
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	142,325,243.
5	Multiply line 4 by line 3	5	15,926,764.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	44,701.
7	Add lines 5 and 6	7	15,971,465.
8	Enter qualifying distributions from Part XII, line 4	8	7,504,165.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	89,401.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	89,401.
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	89,401.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 58,637.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 56,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	114,637.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	5.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	25,231.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 25,231. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CALIFORNIA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* ATTACHMENT 22	10	X	

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

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

Website address ▶ JMGOLDMANFOUNDATION.ORG

14 The books are in care of ▶ MARIA KONG Telephone no ▶ 415-744-8787

Located at ▶ 101 SECOND STREET SAN FRANCISCO, CA ZIP+4 ▶ 94105

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ ATCH 15			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		78,000.	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 17		89,250.	0	8,014.

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

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
ATCH 18		69,500.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	118,750,610.
b	Average of monthly cash balances	1b	6,022,022.
c	Fair market value of all other assets (see instructions)	1c	19,720,000.
d	**Total** (add lines 1a, b, and c)	1d	144,492,632.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	144,492,632.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,167,389.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	142,325,243.
6	**Minimum investment return.** Enter 5% of line 5	6	7,116,262.

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

1	Minimum investment return from Part X, line 6			1	7,116,262.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	89,401.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	89,401.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	7,026,861.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	7,026,861.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	7,026,861.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	7,504,165.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,504,165.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,504,165.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				7,026,861.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 ...... 2,475,713.				
b From 2008 ...... 8,833,398.				
c From 2009 ...... 11,332,117.				
d From 2010 ...... 6,169,034.				
e From 2011 ...... 6,649,336.				
f **Total** of lines 3a through e	35,459,598.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 7,504,165.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				7,026,861.
e Remaining amount distributed out of corpus	477,304.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	35,936,902.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,475,713.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	33,461,189.			
10 Analysis of line 9				
a Excess from 2008 ... 8,833,398.				
b Excess from 2009 ... 11,332,117.				
c Excess from 2010 ... 6,169,034.				
d Excess from 2011 ... 6,649,336.				
e Excess from 2012 ... 477,304.				

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

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

JOHN D. AND MARCIA L. GOLDMAN

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

N/A

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

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

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

ATCH 19

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

NO PRESCRIBED FORM

c Any submission deadlines:

NONE

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

ATCH 20

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 21				
Total . . . . ▶ 3a				7,151,624.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,926.	
4 Dividends and interest from securities			14	2,536,604.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900099	7,632.	18	487,344.	
8 Gain or (loss) from sales of assets other than inventory			18	544,288.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		7,632.		3,571,162.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 3,578,794.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/13/13 Title: Executive Director + Assistant Secretary

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEBRA K. MCCALL	[signature]	11/13/13		P00998198

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

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

JSA
2E1493 1 000
7FS13P M200 11/8/2013 6:43:56 PM V 12-7F 13251

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
JOHN AND MARCIA GOLDMAN FOUNDATION

Employer identification number
94-3274370

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization JOHN AND MARCIA GOLDMAN FOUNDATION

Employer identification number 94-3274370

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN D GOLDMAN 1997 CHARITABLE LEAD TR PO BOX 804298 CHICAGO, IL 60680	$ 8,719,050.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	RICHARD AND RHODA GOLDMAN FUND 160 PACIFIC AVE SAN FRANCISCO, CA 94111	$ 69,332,648.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	RICHARD AND RHODA GOLDMAN FUND 160 PACIFIC AVE SAN FRANCISCO, CA 94111	$ 14,998,022.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization JOHN AND MARCIA GOLDMAN FOUNDATION

Employer identification number 94-3274370

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PUBLICLY TRADED SECURITIES AND INTEREST IN PRIVATE EQUITY PARTNERSHIPS	$ 69,332,648.	
		$	
		$	
		$	
		$	
		$	

Name of organization JOHN AND MARCIA GOLDMAN FOUNDATION

Employer identification number 94-3274370

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

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

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-24,651.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					473,295.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					297,710.	
		PUBLICLY TRADED SECURITIES						
62525658.		61297875.					1,227,783.	
TOTAL GAIN(LOSS)							1,974,137.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON NOTES RECEIVABLE	415,106.	415,106.
OTHER PASSTHROUGH INCOME - CAPITAL GROUP	80,845.	80,845.
OTHER PASSTHROUGH INCOME - SSGA	29,317.	29,317.
CASH TRANSLATION	-8,732.	-8,732.
FORWARD FX CONTRACTS - REALIZED GAIN	4,156.	4,156.
NON DIVIDEND DISTRIBUTION	4,360.	
OTHER INCOME	-36.	
OTHER PASSTHROUGH LOSS - AURORA	-30,040.	-30,040.
TOTALS	494,976.	490,652.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	11,398.			11,398.
TOTALS	11,398.			11,398.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	43,874.	21,937.		21,937.
TOTALS	43,874.	21,937.		21,937.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CONTRACT LABOR	69,500.		69,500.
CUSTODY/ INVESTMENT MGMT FEE	371,242.	371,242.	
TOTALS	440,742.	371,242.	69,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	13,738.		13,738.
FOREIGN TAXES	76,529.	76,529.	
ESTIMATED TAXES	22,000.		
STATE FILING FEES	235.		
TOTALS	112,502.	76,529.	13,738.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
AUTOMOBILE EXPENSE	4,892.		4,892.
OFFICE EXPENSE	2,352.		2,352.
TELEPHONE	3,330.		3,330.
PAYROLL PROCESSING FEES	1,970.		1,970.
POSTAGE	240.		240.
OTHER PARTNERSHIP EXPENSE	60,659.	60,659.	
INTERNET EXPENSE	770.		770.
COMPUTER SUPPORT	75.		75.
INSURANCE	6,350.		6,350.
TOTALS	80,638.	60,659.	26,329.

ATTACHMENT 7

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

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

BEGINNING BALANCE DUE .... 8,120,000.

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

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

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

BEGINNING BALANCE DUE .... 8,120,000.

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

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

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

BEGINNING BALANCE DUE	1,740,000.
ENDING BALANCE DUE	1,740,000.
ENDING FAIR MARKET VALUE	1,740,000.

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

BEGINNING BALANCE DUE	1,740,000.
ENDING BALANCE DUE	1,740,000.
ENDING FAIR MARKET VALUE	1,740,000.

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

John & Marcia Goldman Foundation 94-3274370
Form 990PF, Part II - Line 10a, US and State Government Obligations
As of December 31, 2012 Attachment 8

US Government Obligations	Book Value	Market Value
U S TREASURY NOTES 0 625% Due 04-30-13	567,694	565,993
U S TREASURY NOTES 2 750% Due 10-31-13	416,060	413,590
U S TREASURY NOTES 0 250% Due 01-31-14	454,575	455,284
U S TREASURY NOTES 1 250% Due 04-15-14	596,359	592,724
U S TREASURY NOTES 0.500% Due 10-15-14	385,874	386,744
U S TREASURY NOTES 0.500% Due 10-15-14	35,151	35,159
U S TREASURY NOTES 0.375% Due 03-15-15	180,179	180,366
U S TREASURY NOTES 0 375% Due 03-15-15	10,003	10,020
U S TREASURY NOTES 0 375% Due 03-15-15	25,013	25,051
U S TREASURY NOTES 0 250% Due 08-15-15	363,175	364,344
U S TREASURY NOTES 0 375% Due 11-15-15	405,585	405,380
U S TREASURY NOTES 2 750% Due 11-30-16	49,156	48,881
U S TREASURY NOTES 0 500% Due 07-31-17	54,209	54,669
U S TREASURY NOTES 0 500% Due 07-31-17	14,784	14,910
U S TREASURY NOTES 0 500% Due 07-31-17	44,677	44,729
U S TREASURY NOTES 0.500% Due 07-31-17	74,118	74,549
U S TREASURY NOTES 0 500% Due 07-31-17	128,888	129,218
U S TREASURY NOTES 0.500% Due 07-31-17	64,784	64,609
U S TREASURY NOTES 0.500% Due 07-31-17	69,781	69,579
U S TREASURY NOTES 1.875% Due 10-31-17	421,993	427,813
U S TREASURY NOTES 2.250% Due 07-31-18	26,467	26,928
U S TREASURY NOTES 1.375% Due 02-28-19	51,471	51,238
U S TREASURY NOTES 3 625% Due 02-15-21	17,732	17,607
U S TREASURY NOTES 3.625% Due 02-15-21	172,001	170,205
U S TREASURY NOTES 3 625% Due 02-15-21	105,880	105,645

John & Marcia Goldman Foundation
Form 990PF, Part II - Line 10a, US and State Government Obligations
As of December 31, 2012

94-3274370

Attachment 8

US Government Obligations	Book Value	Market Value
U S TREASURY NOTES 1 625% Due 11-15-22	10,022	9,891
U S TREASURY NOTES 1.625% Due 11-15-22	60,084	59,344
U S TREASURY BOND 6 250% Due 08-15-23	253,927	258,075
U S TREASURY BOND 6 375% Due 08-15-27	110,508	113,637
U S TREASURY BOND 4.500% Due 02-15-36	168,877	177,673
U S TREASURY BOND 4.500% Due 02-15-36	31,387	32,902
U S TREASURY BOND 4 500% Due 05-15-38	157,120	165,234
U S TREASURY BOND 4 250% Due 11-15-40	19,572	19,153
U S TREASURY BOND 4.250% Due 11-15-40	26,300	25,538
U S TREASURY BOND 2 750% Due 08-15-42	49,844	48,281
U S TREASURY BOND 2.750% Due 08-15-42	14,869	14,484
U S TREASURY BOND 2 750% Due 08-15-42	44,803	43,454
	5,682,924	5,702,901

John & Marcia Goldman Foundation 94-3274370
Form 990PF, Part II - Line 10b, Corporate Stock
As of December 31, 2012 Attachment 9

Corporate Stocks	Book Value	Market Value
ABBOTT LABORATORIES	$ 58,492	$ 74,277
ABIOMED	69,127	39,747
ACCENTURE PLC IRELAND ADR	28,195	33,250
ACE LTD	34,447	39,900
ACTUANT CL A NEW	69,477	70,473
ADOBE SYSTEMS	48,437	64,018
ADVISORY BOARD	82,818	81,134
AEGON NV ADR	52,694	40,012
AEROPOSTALE	50,542	46,719
AFLAC INC	19,497	24,754
AGILENT TECHNOLOGIES	3,391	6,837
AIA GROUP LIMITED	244,298	323,932
AIR PRODUCTS & CHEMCIALS	42,799	61,671
AJINOMOTO COMPANY	129,602	145,411
AKRON INC (old)	85,907	101,082
ALEXION PHARMACEUTICALS	58,751	171,076
ALLEGHENY TECHNOLOGIES	33,417	30,360
ALLERGAN INC	174,408	295,004
ALLSTATE CORP	96,985	110,468
AMAZON COM	135,371	395,120
AMDOCS LIMITED	14,992	16,995
AMERICAN EQUITY INVT LIFE HLDGS	35,752	52,283
AMERICAN INTERNATIONAL GROUP	94,568	118,573
AMERICAN REPROGRAPHICS	47,831	16,256
AMERICAN TOWER CORP	30,777	82,370
ANDRITZ AG	97,092	194,033
ANIXTER INTERNATIONAL	49,286	54,703
ANNIES INC	32,337	27,212
AOL INC	11,727	17,588
AON PLC	12,270	13,903
APOLLO GROUP	136,753	72,509
APPLE	70,464	465,759
ARGO GROUP INTL HLDGS	88,494	73,898
ASML HOLDING NV (WCM)	101,680	174,754
ASML HOLDINGS NV (NT Rev Post-Split Shs)	74,878	154,411
ASPEN INSURANCE HLDGS LTD	49,866	58,771
ASSA ABLOY	247,000	386,298
ATHENAHEALTH	51,355	51,303
AUSTRALIA & NEW ZEALND BANK GP	26,994	72,923
AXIS CAPITAL HOLDINGS	115,310	131,632
BAKER HUGHES	197,685	182,432
BANCO BRADESCO SA ADR	18,489	18,239
BANK NEW YORK MELLON	102,159	102,826
BANK OF AMERICA CORP	275,592	190,623
BANK OF CHINA LTD	85,902	110,980
BARCLAYS	52,674	60,567
BARRICK GOLD	77,681	53,330
BARRICK GOLD (USA)	16,633	24,507
BAYER AG NPV	197,115	241,404
BAYERSCHE MOTOREN WERKE	113,718	155,476

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Corporate Stocks	Book Value	Market Value
BB&T CORP	90,371	111,346
BBCN BANCORP	45,484	65,949
BE AEROSPACE	57,063	67,974
BEAM INC	54,324	61,090
BECTON DICKINSON	114,159	115,330
BG GROUP	137,026	164,516
BHP BILLITON LTD	82,279	140,126
BIOMARIN PHARMACEUTICAL	71,635	82,410
BLACKROCK INC	37,573	41,342
BMC SOFTWARE	17,924	30,380
BNP PARIBAS	125,950	141,483
BOEING COMPANY	11,361	17,484
BOSTON SCIENTIFIC	71,879	38,196
BRADY CORP CL A	75,269	83,133
BRISTOL MYERS SQUIBB	90,678	97,770
BRITISH PETROLEUM PLC ADR	196,875	174,305
BROADCOM CORP	39,428	50,944
BUFFALO WILD WINGS	72,685	68,669
CADENCE DESIGN SYSTEMS	15,256	21,157
CAE INC	177,450	159,793
CAE INC (USA)	17,974	16,930
CAPITAL ONE FINANCIAL	132,153	175,644
CARMAX	13,757	23,763
CARNIVAL CORP	67,040	80,600
CARNIVAL PLC	66,549	80,492
CATERPILLAR	52,879	52,315
CELANESE CORP	53,060	54,861
CENOVUS ENERGY	125,246	157,139
CENOVUS ENERGY (USA)	74,563	72,648
CENTENE	74,232	73,144
CEPHEID	36,800	34,182
CERNER	162,602	215,285
CHARLES SCHWAB CORP	120,680	115,828
CHART INDUSTRIES	38,507	66,403
CHINA SHENHUA ENERGY	105,034	131,405
CHIPOTLE MEXICAN GRILL	138,881	156,167
CHUYS HOLDINGS	8,516	8,310
CIE FINANCIE RICHEMONT	222,734	359,750
CIGNA CORPORATION	26,878	26,730
CIRCOR INTERNATIONAL	34,395	46,518
CITIGROUP	93,135	130,548
CME GROUP	64,325	57,556
COACH INC	170,862	170,693
COBALT INTERNATIONAL ENERGY	21,255	17,192
COCA-COLA AMATIL	86,289	84,648
COMCAST CORP NEW CL A	170,164	315,786
COMPUTER SCIENCE CORP	47,461	46,698
COMPUWARE	10,618	16,305
CONCUR TECHNOLOGIES	18,024	62,186
CON-WAY INC	62,914	60,258

Corporate Stocks	Book Value	Market Value
CORNERSTONE ONDEMAND	55,090	79,052
CORNING INC	27,575	27,764
COSTAR GROUP	91,155	107,244
CURTISS WRIGHT	54,127	57,978
CYNOSURE INC	27,495	32,115
DANA HOLDINGS	43,924	49,952
DANAHER	42,573	76,471
DARDEN RESTAURANTS	39,968	36,056
DBS GROUP HOLDINGS	182,786	258,336
DELL INC	99,014	86,774
DELPHI AUTOMOTIVE PLC	106,422	145,350
DENSO	59,909	61,891
DEVRY INC	37,782	29,069
DEXCOM	32,981	34,610
DIAGEO	155,697	251,727
DIAGEO PLC ADR	6,471	8,744
DIAMONDROCK HOSPITALITY	36,362	48,348
DIODES	50,361	55,954
DISH NETWORK CORP CL A	20,485	30,321
DRIL-QUIP	25,093	29,220
EATON CORP PLC ORD	78,014	81,463
EBAY	46,428	117,346
ECOLAB	11,757	26,963
EMERSON ELECTRIC	31,731	49,412
ENCANA	132,687	129,329
ENCANA	33,404	32,268
ENDOLOGIX	95,550	108,309
ENGILITY HOLDINGS	22,237	28,216
ENI SPA ADR	192,485	200,246
ENSCO PLC CL A	40,722	41,496
ENTERGY CORP	108,946	100,406
EOG RESOURCES	20,263	38,170
ESSILOR INTERNATIONAL	81,818	177,999
EXPRESS SCRIPTS HOLDINGS	66,173	73,764
F5 NETWORKS	146,262	138,439
FACEBOOK	163,054	137,093
FANUC LTD	122,012	313,005
FARO TECHNOLOGIES	44,520	29,400
FEDEX CORP NEW	93,812	116,209
FINANCIAL ENGINES	56,066	78,616
FIRST AMERICAN FINANCIAL	7,288	11,443
FIRSTGROUP PLC	62,344	40,823
FIVE BELOW INC	27,544	35,212
FMC TECHNOLOGIES	51,561	112,514
FORTUNE BRANDS & HOME SECURITY	24,304	46,022
FRANCESCA'S HOLDINGS	71,657	68,405
FRANKLIN RESOURCES	101,729	106,845
FUGRO NV	201,656	212,535
GEMALTO	126,201	159,310
GENERAL ELECTRIC	175,634	157,488

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Corporate Stocks	Book Value	Market Value
GENPACT LIMITED	19,205	18,600
GENWORTH FINANCIAL	23,953	15,028
GEOSPACE TECHNOLOGIES	20,783	24,439
GILEAD SCIENCES	76,929	122,368
GLAXOSMITHKLINE PLC ADR	134,006	118,934
GOLDMAN SACHS GROUP	211,993	240,195
GOOGLE	323,400	565,052
GRAND CANYON EDUCATION	47,942	69,096
GRIFFON CORP	65,150	67,774
GROUPE DANONE SA	166,272	178,699
GUIDEWIRE SOFTWARE	87,276	102,742
H & E EQUIPMENT SERVICES	58,970	60,370
HALLIBURTON	44,620	52,000
HAMAMATSU PHOTONIC KK	164,028	162,378
HARSCO CORP	44,824	47,000
HARTE-HANKS (NEW)	98,983	53,543
HENNES & MAURITZ	132,787	146,113
HERMAN MILLER	35,979	40,163
HEWLETT PACKARD	562,998	298,780
HEXCEL NEW	31,994	35,641
HITACHI	251,855	256,474
HOME DEPOT	52,445	96,857
HONG KONG & CHINA GAS	103,418	212,435
HSBC HOLDINGS	329,880	425,178
HSBC HOLDINGS ADR	48,064	37,786
HUNTINGTON INGALLS INDUSTRIES	31,761	47,674
IBM	34,068	87,921
ICICI BANK LTD ADR	107,669	125,379
IMPERVA	56,323	63,501
INDITEX	27,530	128,103
INGRAM MICRO	66,982	71,995
INMET MINNING CORP	107,564	145,686
INSIGHT ENTERPRISES	54,683	58,363
INTERCONTINENTAL EXCHANGE	55,149	114,524
INTUITIVE SURGICAL	15,536	102,978
INVESCO LTD	101,019	106,969
IPG PHOTONICS	55,606	63,051
IRON MOUNTAIN	48,507	59,709
iSHARES S&p US PFS STOCK FUND (ETF)	129,148	130,746
J.C PENNEY	36,319	27,594
JABIL CIRCUIT	46,700	44,367
JACK HENRY & ASSOCIATES	58,284	68,077
JAKKS PACIFIC	37,461	26,467
JGC CORP	41,338	123,796
JPMORGAN CHASE & CO	168,169	205,164
KEYENCE	192,395	283,243
KINDER MORGAN INC	27,320	28,264
KLA-TENCOR CORP	24,628	33,432
KONINKLIJKE DSM NV	137,899	153,399
KONINKLIJKE PHILIPS ELEC ADR	31,189	40,288

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Corporate Stocks	Book Value	Market Value
L OREAL	100,908	176,056
L-3 COMMUNICATIONS	109,688	109,184
LABORATORY AMERICAN HOLDINGS	61,071	60,634
L'AIR LIQUIDE (L)	41,428	186,216
LAS VEGAS SANDS CORP	43,736	124,632
LIBERTY GLOBAL SER A	11,330	18,897
LIBERTY GLOBAL SER C	7,065	11,750
LIBERTY MEDIA HLDG INTERACTIVE SER A	20,441	49,849
LINDE AG	93,957	148,969
LVMH MOET-HENNESSY LOUIS VUITTON	113,924	166,341
MARSH & MCLENNAN	38,168	45,983
MASCO CORP	59,989	86,066
MASTEC INC	30,538	32,359
MATTHEWS INTERNATIONAL	31,613	33,705
MAXIM INTEGRATED PRODUCTS	17,165	38,191
MCGRAW-HILL	24,920	36,410
MEDIDATA SOLUTIONS	32,982	31,548
MEDTRONICS	31,889	34,129
MERCK & CO	99,106	148,694
MERITAGE HOMES CORP	86,541	102,040
METLIFE	137,605	141,642
MICROSOFT	246,321	262,221
MILLENNIAL MEDIA	93,156	65,532
MITSUBISHI	52,492	41,906
MOLEX CL A	35,484	31,248
MOLSON COORS BREWING	79,186	78,092
MONSTER WORLDWIDE (old ticker)	49,494	32,737
MORGAN STANLEY	92,597	75,046
MOSAIC COMPANY	43,139	45,304
MUELLER WATER PRODUCTS CL A	30,765	45,581
MURATA MANUFACTURING	185,181	216,099
NATIONAL GRID TRANSCO PLC ADR	16,418	17,232
NATIONAL OILWELL VARCO	55,222	125,354
NATIONAL PENN BANCSHARES	35,483	53,432
NATL GRID TRANSCO	89,529	123,392
NESTLE SA	111,598	245,862
NESTLE SA ADR	59,051	185,735
NETAPP	52,657	53,680
NETSUITE	58,218	121,813
NEWCREST MINING	33,708	42,209
NEWELL RUBBERMAID	69,731	73,491
NEWS CORP	46,702	108,979
NIELSEN HOLDINGS NV	42,017	47,873
NIKE CL B	94,527	169,764
NOBLE ENERGY	50,482	63,588
NOKIA CORP ADR	27,195	11,850
NORFOLK SOUTHERN CORP	59,466	61,840
NORTHROP GRUMMAN	69,498	97,383
NOVARTIS AG	129,459	162,117
NOVARTIS AG ADR	129,564	162,365

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Corporate Stocks	Book Value	Market Value
NOVO-NORDISK AS ADR	12,023	27,256
NOVO-NORDISK AS SER B	96,536	216,853
NUCOR CORP	16,847	22,281
OI SA ADR	3,668	2,825
OI SA ADR REP PFD	96,827	77,557
OLD DOMINION FREIGHT LINE	63,151	95,367
OMNICOM GROUP	106,683	138,539
ORACLE	181,038	222,411
OSI SYSTEMS	72,452	64,552
PANASONIC CORP ADR	45,765	26,908
PEPSICO	28,716	36,542
PERNOD-RICARD	309,276	361,060
PFIZER	118,885	144,486
PHH CORP	63,124	62,199
PIKE ELECTRIC	40,216	22,414
PNC FINANCIAL SERVICES	56,246	84,550
PORTFOLIO RECOVERY ASSOCIATES	41,350	59,628
PPG INDUSTRIES	30,242	54,140
PRAXAIR	133,018	150,494
PREMIER FARNELL PLC	79,081	57,323
PRICELINE COM	120,377	161,301
PRIMERICA	38,124	48,256
PROTECTIVE LIFE CORP	30,805	41,441
QUALCOMM	130,848	232,552
RBC BEARINGS	62,338	67,294
RECKITT BENCK GROUP	47,776	94,517
REGENERON PHARMACEUTICALS	53,185	124,026
RENT-A-CENTER	13,468	37,796
REPUBLIC SERVICES	25,242	25,429
ROCHE HOLDINGS AG	192,520	225,741
ROCHE HOLDINGS LTD ADR	87,749	101,000
RUCKUS WIRELESS	21,071	31,362
SALESFORCE.COM	92,442	361,415
SALIX PHARMACEUTICALS	24,209	32,789
SAMPO OYJ	243,368	263,554
SAMSUNG ELECTRONICS LTD 1/2 NVTG PRF	152,017	326,007
SANOFI ADR	117,496	142,235
SAP AG NPV	52,020	113,939
SCHLUMBERGER LTD	282,986	364,417
SCHNEIDER ELECTRIC	192,368	230,815
SCRIPPS NETWORKS INTERACTIVE	29,371	40,544
SEADRILL LTD	262,996	294,982
SEATTLE GENETICS	49,110	56,446
SERVICENOW	61,712	68,198
SES FDR SA	236,200	267,072
SHIRE PLC	5,472	14,263
SIGNET JEWELERS LTD	19,852	26,700
SINGAPORE TELECOMM (POST REORG)	79,043	81,048
SKECHERS USA	24,833	31,099
SMC CORP	139,982	215,949

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Corporate Stocks	Book Value	Market Value
SOFTBANK	185,977	363,153
SONOVA HOLDINGS AG	16,747	19,386
SOURCEFIRE	23,095	32,204
SOUTHWESTERN ENERGY	94,641	83,525
SPLUNK	106,047	103,427
SPRINT NEXTEL CORP	153,056	128,136
SPS COMMERCE	12,204	12,784
STANDARD CHARTERED	131,665	212,138
STANLEY BLACK & DECKER	37,206	49,264
STAPLES INC	184,409	143,640
STARBUCKS CORP	79,640	148,820
STATE STREET CORP	98,942	109,298
STEEL EXCEL	15,698	14,097
SUN TRUST BANKS	28,425	42,525
SVENSKA HANDELBANKEN	58,807	66,518
SWIRE PROPERTIES	114,748	116,062
SWISSCOM AG	60,349	78,730
SYMANTEC	59,395	70,538
SYNGEMTA AG	196,165	311,190
SYNOPSYS	26,736	36,616
SYNOVUS FINANCIAL	23,298	26,215
SYNTEL INC	9,762	11,147
SYSMEX	86,582	132,984
TANGOE	47,886	30,743
TARGET CORP	63,394	73,963
TCF FINANCIAL	67,526	59,839
TE CONNECTIVITY LTD	148,877	237,234
TELUS CORP NON VOTING	32,631	55,215
TEXAS CAPITAL BANCSHARES	94,350	87,758
THE ADT CORPORATION	11,357	22,083
THE FRESH MARKET	63,359	69,538
THE JONES GROUP	49,430	56,539
THE PROGRESSIVE CORP	31,311	38,676
THE RYLAND GROUP	85,846	97,236
THOR INDUSTRIES	19,622	25,265
TIFFANY & COMPANY	49,637	62,099
TIME WARNER CABLE	48,151	120,807
TIME WARNER INC	113,066	145,451
TREND MICRO	87,262	92,966
TUMI HOLDINGS	66,419	62,487
TUTOR PERINI CORP	49,052	41,566
TYCO INTERNATIONAL	17,366	27,788
UBS AG (USA)	124,474	121,702
ULTIMATE SOFTWARE GROUP	36,659	103,096
UNILEVER PLC ADR	35,745	42,592
UNION PACIFIC CORP	9,884	39,728
UNITED HEALTH GROUP	15,728	30,700
UNITED PARCEL SERVICES	3,400	4,203
UNITED TECHNOLOGIES	46,181	73,809
UNTIED STATIONERS	61,093	73,601

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Corporate Stocks	Book Value	Market Value
VALASSIS COMMUNICATIONS	104,110	100,542
VCA ANTECH	65,037	73,675
VISA INC	176,315	447,161
VOCERA COMMUNICATIONS	36,781	32,254
VODAFONE GROUP PLC ADR	37,962	47,005
VULCAN MATERIALS	41,328	44,243
WABASH NATIONAL	52,592	45,011
WAL-MART STORES	53,690	70,482
WALT DISNEY	17,677	38,239
WEBSTER FINACIAL CORP	16,886	52,403
WELLS FARGO & CO	230,012	170,968
WHITBREAD	39,162	56,959
WOLTERS KLUWERS CVA	61,047	66,471
WSFS FINANCIAL	23,104	22,181
XEROX CORP	40,906	51,593
TAX TO BOOK BASIS ADJ AND PENDING TRADES	4,944,269	(11,693)
Grand Total	**$ 33,452,755**	**$ 36,610,392**

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Corporate Bonds	Book Value	Market Value
AMERICAN EXPRESS CREDIT CORP 7.300% Due 08-20-13	$ 54,462	$ 52,148
XEROX 8 250% Due 05-15-14	39,802	38,178
QWEST CORP 7.500% Due 10-01-14	22,429	21,890
TELEFONOS DE MEXICO SA 5 500% Due 01-27-15	54,870	54,321
KEY BANK NA 4 950% Due 09-15-15	64,392	65,371
CITIGROUP 4.587% Due 12-15-15	63,877	65,505
LANDWIRTSCHAFTLICHE RENTENBANK 2 500% Due 02-15-16	63,069	63,522
METLIFE 6 750% Due 06-01-16	35,620	35,530
BANK OF AMERICA 3.750% Due 07-12-16	29,513	32,068
BANK AMERICIA FUNDING CORP 6.500% Due 08-01-16	54,146	57,738
SABMILLER HOLDINGS 2.450% Due 01-15-17	50,999	52,120
BEAR STEARNS COS 6.400% Due 10-02-17	40,378	42,035
UNITED HEALTH GROUP 1.400% Due 10-15-17	54,934	55,086
FMS WERTMANAGEMENT MUENCHEN 1 000% Due 11-21-17	79,985	79,896
AUTODESK 1 950% Due 12-15-17	69,290	69,652
VIVENDA SA 3.450% Due 01-12-18	14,984	15,490
VIVENDA SA 3 450% Due 01-12-18	39,894	41,307
BEAR STEARNS COS 7.250% Due 02-01-18	60,516	62,652
GENERAL ELECTRIC CAPITAL 5 625% Due 05-01-18	51,567	53,439
WEATHERFORD INTL 9.625% Due 03-01-19	53,028	52,185
WOODSIDE FINANCIAL LTD 8.750% Due 03-01-19	25,578	26,297
CAPITAL ONE BANK 8.800% Due 07-15-19	54,846	60,934
RAYMOND JAMES FINANCIAL 8 600% Due 08-15-19	59,523	63,332
PENTAIR FINANCE SA 2.650% Due 12-01-19	39,906	39,582
MACQUARIE GROUP LTD 6.000% Due 01-14-20	68,815	75,746
EXPORT IMPORT BANK KOREA 5 125% Due 06-29-20	53,367	57,455

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CITIGROUP 5.375% Due 08-09-20	59,369	64,815
NEWELL RUBBERMAID 4.700% Due 08-15-20	66,582	66,269
MOODYS CORP 5.500% Due 09-01-20	58,345	61,332
GENERAL ELECTRIC CAPITAL 4 375% Due 09-16-20	99,184	106,024
HEALTH CARE REIT 4 950% Due 01-15-21	62,636	65,624
COVENTRY HEALTH CARE 5.450% Due 06-15-21	66,445	71,313
OHIO POWER COMPANY 5 375% Due 10-01-21	64,628	66,646
CARGILL 3 250% Due 11-15-21	59,903	62,125
DIRECT TV HOLDINGS FINANCE 3.800% Due 03-05-22	64,973	67,058
LINCOLN NATIONAL 4 200% Due 03-15-22	45,000	48,278
MOTOROLA SOLUTIONS 3.750% Due 05-15-22	44,837	45,977
HEWLETT PACKARD 4 050% Due 09-15-22	19,954	19,612
HEWLETT PACKARD 4.050% Due 09-15-22	10,034	9,806
HEWLETT PACKARD 4.050% Due 09-15-22	25,098	24,515
NETAPP INC 3.250% Due 12-15-22	29,762	29,533
NBC UNIVERSAL MEDIA LLC 2.875% Due 01-15-23	59,890	60,255
MACYS RETAIL HOLDINGS 2.891% Due 02-15-23	49,931	48,962
VIACOM 7 875% Due 07-31-30	72,668	75,941
BRITISH TELECOM PLC 8.625% Due 12-15-30	61,065	63,547
ONEOK PARTNERS LP 6.850% Due 10-15-37	68,450	70,064
FLORIDA POWER & LIGHT 5 950% Due 02-01-38	71,924	73,211
NEWS AMERERICA 7.850% Due 03-01-39	69,452	77,075
DUKE ENERGY CAROLINAS LLC 5 300% Due 02-15-40	61,899	60,004
HASBRO 6 350% Due 03-15-40	27,440	30,875
DELHAIZE GROUP SA 5 700% Due 10-01-40	65,211	65,613
MATTEL 6 200% Due 10-01-40	33,990	36,858
PETROBRAS INTL FINANCE	56,797	63,354

6.750% Due 01-27-41		
REPUBLIC SERVICES	58,768	59,793
5 700% Due 05-15-41		
AMGEN	39,263	39,388
5 150% Due 11-15-41		
BHP BILLITON FIN USA LTD	64,392	69,009
4.125% Due 02-24-42		
NOBLE HOLDINGS LTD	59,949	63,977
5.250% Due 03-15-42		
ENTERPRISES PRODUCTION OPS LLC	44,762	45,563
4 450% Due 02-15-43		
FNMA PASS-THRU	99,326	98,849
3 690% Due 06-01-17		
FNMA PASS-THRU	40,706	41,678
2.800% Due 03-01-18		
FNMA PASS-THRU	54,202	57,190
4 681% Due 12-01-19		
FNMA PASS-THRU	56,975	58,733
3 470% Due 11-01-20		
FNMA PASS-THRU	57,117	58,879
3 480% Due 11-01-20		
FNMA PASS-THRU	53,466	55,655
3 686% Due 01-01-21		
FNMA PASS-THRU	36,074	37,478
3 230% Due 01-01-22		
FNMA PASS-THRU	66,478	69,058
3 040% Due 05-01-22		
FNMA PASS-THRU	88,000	87,849
5 000% Due 02-01-23		
FNMA TBA 15 YR	63,666	63,647
3 500% Due 01-01-25		
FNMA TBA 15 YR	37,138	37,127
3 500% Due 01-01-25		
FNMA TBA 15 YR	112,362	112,432
4 000% Due 12-13-25		
FNMA TBA 15 YR	100,166	100,270
3 000% Due 01-15-28		
FNMA TBA	136,909	136,524
6 000% Due 01-15-33		
FNMA TBA 30 YR	539,375	540,098
4 500% Due 01-15-34		
FNMA TBA 30 YR	455,372	454,913
5 000% Due 01-15-34		
FNMA PASS-THRU LNG 30 YR	338,772	335,292
5 500% Due 04-01-37		
FNMA TBA 30 YR	128,644	128,625
4 000% Due 04-01-39		
FNMA TBA 30 YR	477,054	476,984
4 000% Due 04-01-39		
FNMA TBA 15 YR	123,616	123,697
4 000% Due 11-15-39		
FNMA TBA 30 YR	193,990	193,845
3 000% Due 01-15-43		

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FHLMC REMIC 2 500% Due 08-15-40	84,002	83,257
FHLMC GOLD TBA 30 YR 3 500% Due 01-15-43	233,922	233,939
FHLMC GOLD TBA 30 YR 3.500% Due 01-15-43	271,097	271,157
GNMA REMIC TRUST 2006-55 5 297% Due 11-16-35	71,195	67,748
GNMA II JUMBO TBA 30 YR 4.500% Due 01-01-39	240,419	240,866
GNMA PASS-THRU M SINGLE FAMILY 5 000% Due 07-20-40	63,710	63,882
GNMA PASS-THRU M SINGLE FAMILY 4 000% Due 06-20-42	149,489	148,420
NISSAN AUTO RECEIVABLES 2011 0 740% Due 09-15-14	45,222	45,220
ALLY AUTO RECEIVABLES TRUST 2012 0.700% Due 01-15-15	80,153	80,138
LB-UBS CMBS 2006-C1 5 156% Due 02-15-31	66,956	66,986
LB-UBS CMBS 2006-C1 5.156% Due 02-15-31	11,157	11,164
LB-UBS CMBS 2006-C1 5 156% Due 02-15-31	5,577	5,582
CREDIT SUISSE VR 5.828% Due 06-25-38	79,417	79,463
CREDIT SUISSE VR 5.828% Due 06-25-38	5,718	5,676
MORGAN STANLEY CAP 2004-HQ4 4 970% Due 04-14-40	31,917	31,585
MORGAN STANLEY CAP 2004-HQ4 4.970% Due 04-14-40	15,942	15,792
MORGAN STANLEY CAP 2004-HQ4 4.970% Due 04-14-40	21,209	21,056
BEAR STEARNS CMBS 2005-PWR7 5 116% Due 02-11-41	38,202	38,018
BEAR STEARNS CMBS 2005 5.297% Due 10-12-42	5,600	5,547
BEAR STEARNS CMBS 2005 5.297% Due 10-12-42	50,435	49,926
COMMERCIAL 2005-C6 5 116% Due 06-12-44	38,888	38,624
MORGAN STANLEY CAP 4 890% Due 06-12-47	5,503	5,466
MORGAN STANLEY CAP 4 890% Due 06-12-47	49,528	48,806
	$ 7,967,051	$ 8,073,033

John & Marcia Goldman Foundation 94-3274370
Form 990PF, Part II - Line 13
Other Investments (Mutual Funds, Ltd Partnerships, Notes Receivable)
As of December 31, 2012 Attachment 11

Other Investments	Book Value	Market Value
AURORA LIMITED PARTNERSHIP (JMGF)	$ 8,364,303	$ 8,470,356
BAIRD SHORT-TERM BOND FUND INSTL CL	6,220,756	6,260,168
CAPITAL INTL EMERGING MKTS GWTH FUND	1,996,258	1,956,990
CG ALL COUNTRY WORLD EQUITY CTF	5,577,944	6,359,557
COLUMBIA ACORN FUND CL Z	1,957,207	2,119,292
DODGE & COX BALANCED FUND #146	7,814,809	7,413,540
DODGE & COX BALANCED FUND #146 - CLT	5,469,897	5,358,721
DODGE & COX GLOBAL STOCK FUND	6,041,218	6,518,313
DODGE & COX INCOME FUND #147	393,664	432,929
DODGE & COX INCOME FUND #147-CLT	1,736,634	1,893,070
DODGE & COX INTERNATIONAL STK FD #1048-CLT	2,679,599	2,201,475
DODGE & COX INTERNATIONAL STOCK FD #1048	11,873,184	13,174,540
DPT LARGE CAP GROWTH PORTFOLIO FUND 0192	4,560,540	4,794,673
JP MORGAN DIGITAL GROWTH FUND	991,192	1,063,052
KHOSLA VENTURE PARTNERS III LP (JMGF-NEW)	939,711	1,271,373
LEGACY VENTURE V LLC (QP)(GF-JMGF)	1,428,050	1,485,981
LIGHTSPEED VENTURE PARTNERS VI LP (JMGF)	368,509	359,237
NEA PARTNERS VI LP (JMGF)	2,535	2,454
SSgA S&P 500 TOBACCO FREE CTF (CMD9)	18,393,593	19,354,051
TAX TO BOOK BASIS ADJ AND PENDING TRADES	1,378,174	9,609
US VENTURE PARTNERS IV (JMGF)	(6,245)	3,012
WELLS FARGO ADVANTAGE CAPITAL GROWTH	2,985,118	3,407,149
WPG VA V LIQUIDATING TRUST (JMGF)	135,092	165,959
Grand Total	**$ 91,301,741**	**$ 94,075,501**

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ORGANIZATION COSTS	3,068.	3,068.
RECEIVABLE-SALE OF INVESTMENTS	17,150.	17,150.
PREPAYMENT ON OFFICE FURNITURE	36,986.	36,986.
TOTALS	57,204.	57,204.

ATTACHMENT 13

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
AMOUNTS DUE ON PURCHASE OF INVESTMENTS	3,148,484.
TOTALS	3,148,484.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISE

THE FOUNDATION MADE A GRANT TO THE JEWISH COMMUNITY FEDERATION PHILANTHROPIC FUND OF $1,500,000, WHICH HAS BEEN TREATED AS A QUALIFYING DISTRIBUTION. THE PHILANTHROPIC FUND MAKES GRANTS TO 501(C)(3) ORGANIZATIONS FOR USES CONSISTENT WITH THE FOUNDATION'S MISSION STATEMENT AND PURPOSE.

ATTACHMENT 15

FORM 990PF, PART VII-A, LINE 16 - LIST OF FOREIGN COUNTRIES

UNITED KINGDOM
CANADA

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

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
JOHN D. GOLDMAN 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	PRESIDENT 2.00	0	0	0
MARCIA L. GOLDMAN 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	SECRETARY & TREASURER 2.00	0	0	0
AARON D. GOLDMAN 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0	0	0
JESSICA L. GOLDMAN FOUNG 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0	0	0
AMY LYONS 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	EXECUTIVE DIRECTOR 40.00	78,000.	0	0
ALEJANDRO W. FOUNG 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0	0	0
	GRAND TOTALS	78,000.		

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

ATTACHMENT 17

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		EXPENSE ACCT AND OTHER ALLOWANCES
JANET LINDSAY 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	DIR OF YOUTH PROGRAM 40.00	89,250.	0	8,014.
	TOTAL COMPENSATION	89,250.		8,014.

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

ATTACHMENT 18

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
SOPHIA COLAMARINO 2924 STEINER STREET SAN FRANCISCO, CA 94123 GRANT MAKING CONSULTING SERVICES		69,500.
TOTAL COMPENSATION		69,500.

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

AMY LYONS
101 SECOND ST SUITE 1625
SAN FRANCISCO, CA 94105
415-744-8787

ATTACHMENT 20

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

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

John and Marcia Goldman Foundation
2012 Form 990-PF, Part XV, Line 3
Grants and Contributions Paid During the Year

FEIN 94-3274370
Attachment 21

Name and Address of Grantee	Date of Grant	Foundation status of Recipient	Purpose of Grant	Amount
Jewish National Fund 7120 Hayvenhurst, Suite 200 Van Nuys, CA 91406	11/19/2012	501(c)(3)	Israel Relief Fund	25,000 00
American Conservatory Theatre 30 Grant Avenue, 6th Floor San Francisco, CA 94108	6/11/2012	501(c)(3)	General support	50,000 00
City Arts & Lectures 1955 Sutter Street San Francisco, CA 94115	6/11/2012	501(c)(3)	Nourse Auditorium Restoration Campaign	50,000 00
Exploratorium Piers 15/17 San Francisco, CA 94111-1456	6/11/2012	501(c)(3)	Capital Campaign	125,000 00
New World Symphony 500 17th Street Miami Beach, FL 33139-1862	12/12/2012	501(c)(3)	Campus of the New World Symphony	125,000 00
ODC Dance 351 Shotwell Street San Francisco, CA 94110	12/12/2012	501(c)(3)	Capital Campaign	50,000.00
San Francisco Symphony Davies Symphony Hall San Francisco, CA 94102-4585	12/12/2012	501(c)(3)	2nd Century Campaign	500,000.00
San Francisco Symphony Davies Symphony Hall San Francisco, CA 94102-4585	9/25/2012	501(c)(3)	General support	45,000.00
San Francisco Symphony Davies Symphony Hall San Francisco, CA 94102-4585	12/12/2012	501(c)(3)	West Side Story	100,000 00
San Francisco Symphony Davies Symphony Hall San Francisco, CA 94102-4585	5/14/2012	501(c)(3)	2nd Century Campaign	200,000.00
San Francisco Symphony Davies Symphony Hall San Francisco, CA 94102-4585	3/6/2012	501(c)(3)	American Mavericks Festival	50,000.00
Skirball Cultural Center 2701 North Sepulveda Blvd. Los Angeles, CA 90049-6833	1/23/2012	501(c)(3)	Human history museum of public school students	200,000 00
ZERO1: The Bay Lights Project 152 N 3rd Street, Suite 201 San Jose, CA 95112	5/14/2012	501(c)(3)	75th Anniversary Bay Bridge light sculpture	50,000.00
Arthritis Foundation of Northern California 657 Mission Street, Suite 603 San Francisco, CA 94105	9/25/2012	501(c)(3)	Pediatric Transitions Pilot	50,000.00
Children's Health Council 650 Clark Way Palo Alto, CA 94304	5/14/2012	501(c)(3)	Bay Area Autism Consortium	25,000 00
Leland Stanford Junior University 326 Galvez Street Stanford, CA 94305-6105	12/12/2012	501(c)(3)	Stanford Hospital/Immunity, Transplantation and Infection	200,000.00
Option Institute 2080 S. Undermountain Road Sheffield, MA 01257	1/23/2012	501(c)(3)	Son-Rise autism program	100,000.00

John and Marcia Goldman Foundation
2012 Form 990-PF, Part XV, Line 3
Grants and Contributions Paid During the Year

FEIN 94-3274370
Attachment 21

Name and Address of Grantee	Date of Grant	Foundation status of Recipient	Purpose of Grant	Amount
Pacific Autism Center of Education (PACE School) 1880 Pruneridge Avenue Santa Clara, CA 95050	3/15/2012	501(c)(3)	Capital Campaign	200,000.00
University of California, San Francisco QB3/Byers Hall, Room 203A, MC 2520 1700 4th Street, San Francisco, CA 94158	3/31/2012	501(c)(3)	Implantable bioartifical kidney project	500,000.00
Stanford Hospital & Clinics 2700 Sand Hill Road Menlo Park, CA 94025	12/12/2012	501(c)(3)	Dr. Elaine Lambert lupus fellowship	100,000 00
Stanford School of Medicine Women's Health at Stanford 900 Welch Road, Suite 20 Palo Alto, CA 94304	6/11/2012	501(c)(3)	Women's Health at Stanford	50,000.00
UCSF Health Psychology Program 3333 California St., Ste 465 San Francisco, CA 94143	9/25/2012	501(c)(3)	Stress resilience intervention	55,500.00
American Red Cross 2025 E Street Washington, DC 20006	11/5/2012	501(c)(3)	Hurricane Sandy Relief Fund	50,000 00
Campus for Jewish Life 3921 Fabian Way Palo Alto, CA 94303	3/15/2012	501(c)(3)	Capital Campaign	50,000 00
Jewish Community Federation 121 Steuart Street San Francisco, CA 94105	3/30/2012	501(c)(3)	Grant to replenish the Philanthropic Fund	500,000.00
Jewish Community Federation 121 Steuart Street San Francisco, CA 94105	9/25/2012	501(c)(3)	Grant to replenish the Philanthropic Fund	1,000,000.00
Jewish Community Federation 121 Steuart Street San Francisco, CA 94105	12/21/2012	501(c)(3)	JCF Annual Campaign 2012	250,000.00
Jewish Community Relations Council 121 Steuart Street, # 301 San Francisco, CA 94105	12/12/2012	501(c)(3)	Doug Kahn Israel Outreach Travel Fund	125,000.00
Jewish Vocational Service 225 Bush Street, Suite 400 San Francisco, CA 94104	3/15/2012	501(c)(3)	General support	30,000.00
Leland Stanford Junior University 326 Galvez Street Stanford, CA 94305-6105	3/15/2012	501(c)(3)	Men's Swimming Fund	500,000 00
New Seed Foundation / One People One Heart 199 Aycrigg Avenue Passaic Park, NJ 07055	1/23/2012	501(c)(3)	New Start Network Project	100,000.00
North Peninsula Jewish Campus c/o Jewish Community Federation 121 Steuart Street San Francisco, CA 94105	12/12/2012	501(c)(3)	Capital Campaign	100,000.00
Oshman Family JCC, Palo Alto 3921 Fabian Way Palo Alto, CA 94303	12/12/2012	501(c)(3)	Campus for Jewish Life	175,000.00

John and Marcia Goldman Foundation
2012 Form 990-PF, Part XV, Line 3
Grants and Contributions Paid During the Year

FEIN 94-3274370
Attachment 21

Name and Address of Grantee	Date of Grant	Foundation status of Recipient	Purpose of Grant	Amount
San Francisco America's Cup Organizing Committee Pier 1 The Embarcadero San Francisco, CA 94111	5/14/2012	501(c)(3)	34th America's Cup Yacht Race	200,000.00
San Francisco State University Department of Jewish Studies 1600 Holloway Avenue San Francisco, CA 94132	12/12/2012	501(c)(3)	Chair in American Jewish Studies	500,000 00
Save The Bay 1330 Broadway, Suite 1800 Oakland, CA 94612	12/12/2012	501(c)(3)	Don't Pave My Bay Campaign	5,000.00
Silicon Valley Social Venture Fund (SV2) P O. Box 1792 Los Altos, CA 94023	6/11/2012	501(c)(3)	SV2: Social Venture Fund	12,500 00
Swarthmore College 500 College Avenue Swarthmore, PA 19081-1397	12/12/2012	501(c)(3)	Endowed Scholarship Fund	50,000 00
Acknowledge Alliance 2483 Old Middlefield Way, Suite 208 Mountain View, CA 94043	3/31/2012	501(c)(3)	Transition Program expansion	10,000.00
Art of Yoga Project 555 Bryant Street, # 232 Palo Alto, CA 94301	3/30/2012	501(c)(3)	Financial literacy pilot for incarcerated girls	20,000 00
Building Futures Now 1848 C Bay Road East Palo Alto, CA 94303	5/14/2012	501(c)(3)	General support	100,000.00
Eastside College Preparatory School 1041 Myrtle Street East Palo Alto, CA 94303	6/11/2012	501(c)(3)	Expansion of student residential program	50,000.00
John W. Gardner Center Stanford University 505 Lasuen Mall Stanford, CA 94305	2/13/2012	501(c)(3)	YAMC Project	56,782.00
John W. Gardner Center Stanford University 505 Lasuen Mall Stanford, CA 94305	9/18/2012	501(c)(3)	YAMC Project	137,192 00
KaBOOM! 4455 Connecticut Avenue NW, Suite B100 Washington, DC 20008	3/31/2012	501(c)(3)	Imagination Playground	50,000.00
Kidpower 1618 Sullivan Avenue, # 311 Daly City, CA 94015	9/25/2012	501(c)(3)	Kidpower-in-Action	25,000.00
Live in Peace 321 Bell Street East Palo Alto, CA 94303	9/25/2012	501(c)(3)	Music Academy	60,000.00
Second Harvest Food Bank 1051 Bing Street San Carlos, CA 94070	3/30/2012	501(c)(3)	Freedom from Hunger Campaign	100,000 00

John and Marcia Goldman Foundation
2012 Form 990-PF, Part XV, Line 3
Grants and Contributions Paid During the Year

FEIN 94-3274370
Attachment 21

Name and Address of Grantee	Date of Grant	Foundation status of Recipient	Purpose of Grant	Amount
Spark 251 Rhode Island Street, Suite 205 San Francisco, CA 94103	3/15/2012	501(c)(3)	Discovery Day	15,000.00
Summit Preparatory Charter High School 890 Broadway Street Redwood City, CA 94063	9/19/2012	501(c)(3)	Project Give	21,150.00
Yosemite Conservancy 101 Montgomery, Suite 1700 San Francisco, CA 94104	3/31/2012	501(c)(3)	Parks in Focus	8,500.00
	TOTAL GRANTS PAID DURING THE YEAR			7,151,624.00

FEDERAL FOOTNOTES

FORM 990-PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTOR

RICHARD AND RHODA GOLDMAN FUND
160 PACIFIC AVE
SAN FRANCISCO, CA 94111

FEDERAL FOOTNOTES

STATEMENT CONCERNING ADJUSTED QUALIFYING DISTRIBUTIONS IN PART V AND EXCESS DISTRIBUTION CARRYOVERS IN PART XIII.

THE FOUNDATION RECEIVED A QUALIFYING CONTRIBUTION EQUAL TO ONE-THIRD OF THE NET ASSETS FROM THE RICHARD AND RHODA GOLDMAN FUND (THE "FUND") UPON LIQUIDATION AND TERMINATION OF THE FUND. BECAUSE THE FOUNDATION WAS EFFECTIVELY CONTROLLED BY A PERSON WHO EFFECTIVELY CONTROLLED THE FUND AT THE TIME OF DISTRIBUTION/CONTRIBUTION, THE FOUNDATION INHERITS ITS ONE-THIRD SHARE OF THE FUND'S QUALIFYING DISTRIBUTIONS CARRYOVERS. THEREFORE, THE ADJUSTED QUALIFYING DISTRIBUTIONS AND NET VALUE OF NON CHARITABLE-USE ASSETS FOR YEARS 2007 AND 2011 IN PART V AND THE EXCESS DISTRIBUTION CARRYOVERS IN PART XIII INCLUDES THE FOUNDATION'S ONE-THIRD SHARE OF THE AMOUNTS FROM THE FUND.