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CHANGE OF ACCOUNTING PERIOD
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

DEC 1, 2012

, and ending

DEC 31, 2012

Name of foundation

THE GOLDRICH FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

5150 OVERLAND AVENUE

City or town, state, and ZIP code

CULVER CITY, CA 90230

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 foundationI Fair market value of all assets at end of year
(from Part II, col (c), line 16)J Accounting method. Cash Accrual
 Other (specify) _____

► \$ 93,621,936. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	5,000,000.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	601.	601.		STATEMENT 1
4	Dividends and interest from securities	539,582.	539,582.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a	1,185,667.			
7	Capital gain net income (from Part IV, line 2)			0.	
8	Net short-term capital gain				
9	Income modifications				
	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total Add lines 1 through 11	5,500,488.	540,183.		
13	Compensation of officers, directors, trustees, etc		0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	156.	0.	156.	
c	Other professional fees				
17	Interest				
18	Taxes	3,219.	3,219.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	226.	226.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	3,601.	3,445.		156.
25	Contributions, gifts, grants paid	4,450,315.			4,450,315.
26	Total expenses and disbursements. Add lines 24 and 25	4,453,916.	3,445.		4,450,471.
27	Subtract line 26 from line 12:	1,046,572.			
b	Excess of revenue over expenses and disbursements				
c	Net investment income (if negative, enter -0-)		536,738.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments		2,469,879.	2,249,185.
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			
7	Other notes and loans receivable ► 665,695.	0.	591,829.	665,695.
	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	STMT 6	5,324,465.	5,790,887.
b	Investments - corporate stock	STMT 7	15,227,775.	15,749,270.
c	Investments - corporate bonds	STMT 8	4,854,316.	4,674,100.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 9	56,452,535.	56,838,234.
14	Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers)		84,920,799.	85,967,371.
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			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.
29	Retained earnings, accumulated income, endowment, or other funds	84,920,799.	85,967,371.	
30	Total net assets or fund balances	84,920,799.	85,967,371.	
31	Total liabilities and net assets/fund balances	84,920,799.	85,967,371.	

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	84,920,799.
2	Enter amount from Part I, line 27a	2	1,046,572.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	85,967,371.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	85,967,371.

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					
b	SEE ATTACHED STATEMENT				
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	1,185,667.	1,225,362.			<39,695.>
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					<39,695.>
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		<39,695.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	4,159,501.	89,034,314.	.046718
2010	3,509,887.	84,531,808.	.041521
2009	3,052,018.	75,714,243.	.040310
2008	3,115,509.	63,039,889.	.049421
2007	2,808,909.	62,217,376.	.045147

2 Total of line 1, column (d)

2 .223117

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 .044623

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 91,304,690.

5 Multiply line 4 by line 3

5 4,074,289.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 5,367.

7 Add lines 5 and 6

7 4,079,656.

8 Enter qualifying distributions from Part XII, line 4

8 4,450,471.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
1b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b
1c	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-)
3	Add lines 1 and 2
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-
6	Credits/Payments
6a	2012 estimated tax payments and 2011 overpayment credited to 2012
6b	Exempt foreign organizations - tax withheld at source
6c	Tax paid with application for extension of time to file (Form 8868)
6d	Backup withholding erroneously withheld
7	Total credits and payments. Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 47,834. Refunded ► 11 0.

Part VII-A **Statements Regarding Activities**

	Yes	No
1a	<input checked="" type="checkbox"/>	
1b	<input checked="" type="checkbox"/>	
1c	<input checked="" type="checkbox"/>	
2	<input checked="" type="checkbox"/>	
3	<input checked="" type="checkbox"/>	
4a	<input checked="" type="checkbox"/>	
4b		
5	<input checked="" type="checkbox"/>	
6	<input checked="" type="checkbox"/>	
7	<input checked="" type="checkbox"/>	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA	
8b	<input checked="" type="checkbox"/>	
9	<input checked="" type="checkbox"/>	
10	<input checked="" type="checkbox"/>	

N/A

If "Yes," attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

If "Yes," attach a detailed description of the activities

If "Yes," attach a conformed copy of the changes

If "Yes," attach the statement required by General Instruction T

If "Yes," attach explanation

If "Yes," complete Part II, col (c), and Part XV

If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <u>JONA GOLDRICH C/O GOLDRICH & KEST</u> Telephone no. ► <u>310-204-2050</u> Located at ► <u>5150 OVERLAND AVENUE, CULVER CITY, CA</u> ZIP+4 ► <u>90230</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	<input checked="" type="checkbox"/> N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	<input type="checkbox"/> 1b
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?		<input checked="" type="checkbox"/> 1c
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? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	<input type="checkbox"/> 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?	<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)	N/A	<input type="checkbox"/> 3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<input checked="" type="checkbox"/> 4a
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?		<input checked="" type="checkbox"/> 4b

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))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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)?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here			<input checked="" type="checkbox"/>			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A		<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>						
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
<i>If "Yes" to 6b, file Form 8870</i>						
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			N/A			
				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.

(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 10		0.	0.	0.

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

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

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. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ►

0

Part IX-A **Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

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

Amount

1	N/A	
2		

All other program-related investments. See instructions.

3		
Total. Add lines 1 through 3	►	0.

Form 990-PF (2012)

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	89,669,890.
b	Average of monthly cash balances	1b	2,359,532.
c	Fair market value of all other assets	1c	665,695.
d	Total (add lines 1a, b, and c)	1d	92,695,117.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	92,695,117.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,390,427.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	91,304,690.
6	Minimum investment return Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	387,771.

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	387,771.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,367.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,367.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	382,404.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	382,404.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	382,404.

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	4,450,471.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,450,471.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,367.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	4,445,104.

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				382,404.
2 Undistributed income, if any, as of the end of 2012			4,327,659.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 4,450,471.			4,327,659.	
a Applied to 2011, but not more than line 2a				
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			122,812.	
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				259,592.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
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 ►

4942(j)(3) or 4942(j)(5)

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
2 a 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).)

JONA GOLDRICH

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:

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

c Any submission deadlines

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

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				
AMERICAN FRIENDS OF MAGEN DAVID ADOM 5535 BALBOA BLVD. SUITE 114 ENCINO, CA 91316	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	9,000.
ABRAHAM JOSHUA HESCHEL DAY SCHOOL 17701 DEVONSHIRE STREET NORTHRIDGE, CA 91325	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	90,000.
ALLIED JEWISH FEDERATION OF COLORADO 300 S. DAHLIA ST. SUITE 300 DENVER, CO 80246	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	30,000.
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY 39 BROADWAY, 15TH FLOOR NEW YORK, NY 10006	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,800.
ASPEN JEWISH CONGREGATION 77 MEADOWOOD DRIVE ASPEN, CO 81611	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	18,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 4,450 315.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities			14	601.	
5 Net rental income or (loss) from real estate:			14	539,582.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	<39,695.>	
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)		0.		500,488.	0.
13 Total Add line 12, columns (b), (d), and (e)			13		500,488.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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****THE GOLDRICH FAMILY FOUNDATION****Employer identification number****95-4155986****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)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE GOLDRICH FAMILY FOUNDATION

Employer identification number

95-4155986

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	JONA AND DORETTA GOLDRICH 5150 OVERLAND AVE CULVER CITY, CA 90230	\$ 5,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE GOLDRICH FAMILY FOUNDATION**95-4155986****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
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

THE GOLDRICH FAMILY FOUNDATION

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) ► \$ _____

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
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE GOLDRICH FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
95-4155986 PAGE 1 OF 1

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 ANHEUSER BUSCH 4.125% NOTES DUE 01/15/15	P	09/20/10	12/17/12
b CHEVRON CORP 3.95 CALLED DUE 03/03/14	P	06/15/11	12/28/12
c DR PEPPER SNAPP 2.35 MATURED DUE 12/21/12	P	07/20/11	12/21/12
d FED FARM CR BK 5.375 CALLED DUE 12/13/22	P	12/29/10	12/13/12
e GOLDMAN SACHS FLT	P	08/16/10	12/04/12
f ISHARES MSCI BRAZIL INDXBRAZIL FREE INDEX FUND	P	12/27/10	12/27/12
g LOWES COMPANIES	P	01/14/11	12/21/12
h POTASH CORP SASK INC F	P	06/28/11	12/21/12
i TEVA PHARM INDS LTD	P	12/21/10	12/21/12
j VF CORPORATION	P	12/17/09	12/21/12
k VF CORPORATION	P	12/17/09	12/27/12
l CAPITAL GAINS DIVIDENDS			
m			
n			
o			

(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 267,138.		258,835.	8,303.
b 26,025.		25,853.	172.
c 50,000.		50,000.	0.
d 250,000.		265,488.	<15,488.>
e 237,490.		250,018.	<12,528.>
f 66,423.		72,116.	<5,693.>
g 34,930.		25,024.	9,906.
h 103,974.		143,160.	<39,186.>
i 94,694.		116,713.	<22,019.>
j 22,429.		10,893.	11,536.
k 14,964.		7,262.	7,702.
l 17,600.			17,600.
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8,303.
b			172.
c			0.
d			<15,488.>
e			<12,528.>
f			<5,693.>
g			9,906.
h			<39,186.>
i			<22,019.>
j			11,536.
k			7,702.
l			17,600.
m			
n			
o			

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	<39,695.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8		3	N/A

THE GOLDRICH FAMILY FOUNDATION

95-4155986

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ASPEN TREE P.O. BOX 8064 ASPEN, CO 81612	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	290.
BEIT T'SHUVAH 8831 VENICE BLVD. LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	105,000.
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD. ROOM 2416 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	20,000.
CENTRAL FUND OF ISRAEL (PANIM EL PANIM) 980 AVENUE OF THE AMERICAS NEW YORK, NY 10018	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	10,000.
GLOBAL KINDNESS 9224 ALCOTT STREET LOS ANGELES, CA 90035	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000.
HAPPY TRAILS FOR KIDS P.O. BOX 49866 LOS ANGELES, CA 90049	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	100.
HIKE FOR HOPE 936 W FRANCIS STREET ASPEN, CO 81611	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	500.
JEWISH COMMUNITY FOUNDATION 6505 WILSHIRE BLVD., SUITE 1200 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	3,660,000.
JEWISH WORLD WATCH 17514 VENTURA BLVD., SUITE 206 ENCINO, CA 91316	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	6,800.
JEWISH FEDERATION OF LOS ANGELES PO BOX 54269 TERMINAL ANNEX LOS ANGELES, CA 90054-0269	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	150,000.
Total from continuation sheets				4,301,515.

THE GOLDRICH FAMILY FOUNDATION

95-4155986

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MARCH OF THE LIVING 3415 S. SEPULVEDA BLVD, SUITE 640 LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	5,000.
MEDIA CENTRAL 10024 SKOKIE BLVD, SUITE 201 SKOKIE, IL 60077	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	10,000.
MOUNTAIN RESCUE OF ASPEN 630 WEST MAIN STREET ASPEN, CO 81611	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50,200.
NEW COMMUNITY JEWISH HIGH SCHOOL 7353 VALLEY CIRCLE BLVD. WEST HILLS, CA 91304	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50,000.
SHEBA MEDICAL CENTER 2566 OVERLAND AVE., SUITE 670 LOS ANGELES, CA 90064	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	15,000.
SHAARE ZEDEK MEDICAL CENTER 9911 WEST PICO BLVD, SUITE 640 LOS ANGELES, CA 90035	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	15,300.
SOL THEATRE P.O. BOX 861 CARBONDALE, CA 81623	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	125.
STEPHEN S WISE TEMPLE 15500 STEPHEN S. WISE DR LOS ANGELES, CA 90077	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	50,000.
THE ARCHER SCHOOL FOR GIRLS 11725 SUNSET BLVD LOS ANGELES, CA 90049	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	75,000.
THE WASHINGTON INSTITUTE FOR NEAR EAST POLICY 1828 "L" STREET, N.W. #1050 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	5,000.
Total from continuation sheets				

THE GOLDRICH FAMILY FOUNDATION

95-4155986

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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

SOURCE	AMOUNT
ISRAEL DISCOUNT BANK	575.
UNION BANK OF CALIFORNIA	26.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	601.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB #3102-3209	97,990.	84.	97,906.
CREDIT SUISSE #216-570986	31,564.	0.	31,564.
LUMINOUS CAPITAL (FIDELITY #674-072516)	423,622.	17,516.	406,106.
LUMINOUS CAPITAL (FIDELITY #674-433403)	2,027.	0.	2,027.
YESHIVA GEDOLA OF LOS ANGELES	1,979.	0.	1,979.
TOTAL TO FM 990-PF, PART I, LN 4	557,182.	17,600.	539,582.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	156.	0.		156.
TO FM 990-PF, PG 1, LN 16A	156.	0.		156.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAX	3,219.	3,219.		0.
TO FORM 990-PF, PG 1, LN 18	3,219.	3,219.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	200.	200.		0.
OTHER EXPENSES	26.	26.		0.
TO FORM 990-PF, PG 1, LN 23	226.	226.		0.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN U.S. GOVERNMENT	X		3,442,619.	3,538,875.
INVESTMENT IN STATE AND MUNICIPAL BONDS		X	2,348,268.	2,478,004.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,442,619.	3,538,875.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,348,268.	2,478,004.
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,790,887.	6,016,879.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE STOCKS	15,749,270.	17,576,690.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,749,270.	17,576,690.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE BONDS	4,674,100.	5,013,608.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,674,100.	5,013,608.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN MUTUAL FUNDS	COST	42,592,347.	44,331,490.
INVESTMENT IN ALTERNATIVE INVESTMENTS	COST	14,245,887.	17,768,389.
TOTAL TO FORM 990-PF, PART II, LINE 13		56,838,234.	62,099,879.

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JONA GOLDRICH 5150 OVERLAND AVENUE CULVER CITY, CA 90230	PRESIDENT 2.00	0.	0.	0.
ANDREA GOLDRICH CAYTON 5150 OVERLAND AVENUE CULVER CITY, CA 90230	SECRETARY 2.00	0.	0.	0.
MELINDA GOLDRICH 5150 OVERLAND AVENUE CULVER CITY, CA 90230	TREASURER 2.00	0.	0.	0.
DORETTA GOLDRICH 5150 OVERLAND AVENUE CULVER CITY, CA 90230	DIRECTOR 2.00	0.	0.	0.
BARRY CAYTON 5150 OVERLAND AVENUE CULVER CITY, CA 90230	DIRECTOR 2.00	0.	0.	0.
DAVID ROCHKIND 5150 OVERLAND AVENUE CULVER CITY, CA 90230	CFO 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

The Goldrich Family Foundation:

**Change in Bylaws – Election to change fiscal year to
calendar year**

**ACTION BY UNANIMOUS CONSENT IN WRITING
OF THE BOARD OF DIRECTORS OF
THE GOLDRICH FAMILY FOUNDATION**

The undersigned, being all of the Directors of THE GOLDRICH FAMILY FOUNDATION, a California nonprofit public benefit corporation (the "Corporation"), in accordance with the authority contained in Section 5211(b) of the California Corporations Code and Section 18 of Article VI of the Corporation's restated bylaws, do hereby unanimously consent to the following action of the Corporation, to be effective as of July 31, 2012.

Change of Fiscal Year

WHEREAS, the Corporation has operated on a fiscal year ending on the last day of November since its inception; and

WHEREAS, Section 3 of Article X of the Corporation's restated bylaws provide that the Corporation's fiscal year shall end on the last day of November in each year, unless the Board of Directors (the "Board") shall provide to the contrary by resolution; and

WHEREAS, the Board has determined that due to economic and administrative considerations, it is in the best interests of the Corporations to adopt a new fiscal year ending the last day of December in each year.

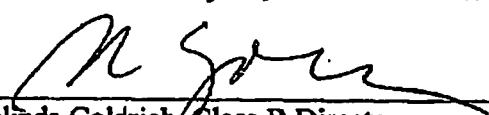
NOW, THEREFORE, BE IT RESOLVED, that the Corporation will adopt a new fiscal year ending the last day of December in each year beginning with a short year beginning December 1, 2012 and ending December 31, 2012. The Corporation will direct its accountants to file all necessary and appropriate state and federal tax returns and related documents to provide for the transition from a fiscal year ending on the last day of November each year to a fiscal year ending on the last day of December each year.

The secretary of the Corporation is hereby directed to file this written consent and the resolution adopted hereby with the minutes of the proceedings of the Board of Directors.

Jona Goldrich, Class A Director

Doretta S. Goldrich, Designated Class B Director

Andrea Goldrich Cayton, Class B Director



Melinda Goldrich, Class B Director

Barry Cayton, Class B Director

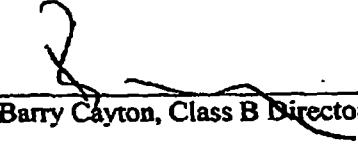
The secretary of the Corporation is hereby directed to file this written consent and the resolution adopted hereby with the minutes of the proceedings of the Board of Directors.

Jona Goldrich, Class A Director

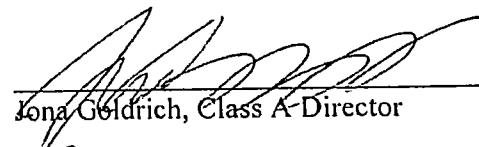
Doretta S. Goldrich, Designated Class B Director


Andrea Goldrich Cayton, Class B Director

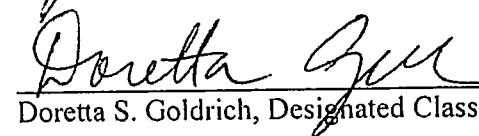
Melinda Goldrich, Class B Director


Barry Cayton, Class B Director

The secretary of the Corporation is hereby directed to file this written consent and the resolution adopted hereby with the minutes of the proceedings of the Board of Directors.



Yona Goldrich, Class A Director



Doretta S. Goldrich, Designated Class B Director

Andrea Goldrich Cayton, Class B Director

Melinda Goldrich, Class B Director

Barry Cayton, Class B Director

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I: Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. THE GOLDRICH FAMILY FOUNDATION	Employer identification number (EIN) or 95-4155986
File by the due date for filing your return. See Instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. C/O NSBN LLP - 9454 WILSHIRE BLVD., 4TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BEVERLY HILLS, CA 90212	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JONA GOLDRICH C/O GOLDRICH & KEST

- The books are in the care of ► **5150 OVERLAND AVENUE - CULVER CITY, CA 90230**

Telephone No. ► **310-204-2050**

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

AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year or

► tax year beginning **DEC 1, 2012**, and ending **DEC 31, 2012**.

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	\$ 103,244.
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	\$ 103,244.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Form 8868 (Rev. 1-2013)

Application for Extension of Time To File an
Exempt Organization Return

24340

► File a separate application for each return.

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

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I: Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See Instructions	THE GOLDRICH FAMILY FOUNDATION	95-4155986
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O NSBN LLP - 9454 WILSHIRE BLVD., 4TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BEVERLY HILLS, CA 90212	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 7**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JONA GOLDRICH C/O GOLDRICH & KEST

- The books are in the care of ► **5150 OVERLAND AVENUE - CULVER CITY, CA 90230**

Telephone No. ► **310-204-2050**

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 **NOVEMBER 15, 2013**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year or

► tax year beginning **DEC 1, 2012**, and ending **DEC 31, 2012**.

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	\$ 1,631.
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	\$ 1,631.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Form 8868 (Rev. 1-2013)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE GOLDRICH FAMILY FOUNDATION	Employer identification number (EIN) or Social security number (SSN) 95-4155986
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O NSBN LLP - 9454 WILSHIRE BLVD., 4TH FLOOR	COPY
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BEVERLY HILLS, CA 90212	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

JONA GOLDRICH C/O GOLDRICH & KEST

- The books are in the care of ► **5150 OVERLAND AVENUE - CULVER CITY, CA 90230**
- Telephone No. ► **310-204-2050** 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 **NOVEMBER 15, 2013**.

5 For calendar year , or other tax year beginning **DEC 1, 2012**, and ending **DEC 31, 2012**.

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

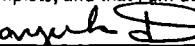
7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO OBTAIN THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 103,244.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 103,244.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ►  Title ► **CPA**

Date ► **7/31/13**

Form 8868 (Rev. 1-2013)