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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2012

Open to Public
Inspection

A For the 2012 calendar year, or tax year beginning JUL 1, 2012 and ending JUN 30, 2013

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE GOLDMAN SACHS CHARITABLE GIFT FUND Doing Business As GOLDMAN SACHS GIVES Number and street (or P.O. box if mail is not delivered to street address) 200 WEST STREET, 29TH FLOOR	D Employer identification number Room/suite 11-3813663
	City, town, or post office, state, and ZIP code NEW YORK, NY 10282	E Telephone number (212) 902-4223
	F Name and address of principal officer LOUISA G. RITTER SAME AS C ABOVE	G Gross receipts \$ 567,506,513.

I Tax-exempt status: 501(c)(3) 501(c)() (insert no.) 4947(a)(1) or 527

J Website: ► [HTTP://WWW.GOLDMANSACHS.COM/CITIZENSHIP/](http://WWW.GOLDMANSACHS.COM/CITIZENSHIP/)

K Form of organization: Corporation Trust Association Other ► **L Year of formation:** 2007 **M State of legal domicile:** DE

H(a) Is this a group return for affiliates? Yes No

H(b) Are all affiliates included? Yes No

If "No," attach a list (see instructions)

H(c) Group exemption number ►

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities SEE SCHEDULE O	
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	
	3 Number of voting members of the governing body (Part VI, line 1a)	3 5
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 5
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 0
	6 Total number of volunteers (estimate if necessary)	6 36
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 0
b Net unrelated business taxable income from Form 990-T, line 34	7b 0	
RECEIVED MAR 21 2014 MAP 17 2014 LOGDEN U	8 Contributions and grants (Part VIII, line 1h)	Prior Year 73,966,616. Current Year 166,462,275.
	9 Program service revenue (Part VIII, line 2g)	0. 0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,024,863. 10,293,466.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0. 0.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	76,991,479. 176,755,741.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	152,533,014. 155,459,166.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0. 0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
	b Total fundraising expenses (Part IX, column (D), line 25) ► 0.	1,336,121. 1,119,341.
	17 Other expenses (Part IX, column (A), lines 1a-11d, 11f-24e)	153,869,135. 156,578,507.
	18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	-76,877,656. 20,177,234.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	Beginning of Current Year 397,803,194. End of Year 420,286,596.
	20 Total assets (Part X, line 16)	2,020,860. 5,975,086.
	21 Total liabilities (Part X, line 26)	395,782,334. 414,311,510.
	22 Net assets or fund balances. Subtract line 21 from line 20	

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Emmett C. St. John 3/7/14

Sign Here	Signature of officer EMMETT C. ST. JOHN, TREASURER/CFO	Date
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name GARRETT M. HIGGINS Preparer's signature <i>G. M. Higgins CPA</i> Date 3.5.14 Check <input type="checkbox"/> if self-employed PTIN P00543209
	Firm's name O'CONNOR DAVIES, LLP Firm's EIN 27-1728945
	Firm's address 665 FIFTH AVENUE Phone no. (212) 286-2600 NEW YORK, NY 10022

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

232001 12-10-12 LHA For Paperwork Reduction Act Notice, see the separate instructions.

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9-18-80 25

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III

- 1** Briefly describe the organization's mission
SEE SCHEDULE O
-
-
-

- 2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
 If "Yes," describe these new services on Schedule O
- 3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
 If "Yes," describe these changes on Schedule O.
- 4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses
 Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses \$ 155,697,127. including grants of \$ 155,459,166.) (Revenue \$ _____)
SEE SCHEDULE O

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

- 4d** Other program services (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 155,697,127.

Part IV Checklist of Required Schedules

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?
If "Yes," complete Schedule A
- 2 Is the organization required to complete Schedule B, *Schedule of Contributors*?
- 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II
- 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III
- 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I
- 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III
- 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV
- 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V
- 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable
 - a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI
 - b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII
 - c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII
 - d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX
 - e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
 - f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X
- 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII
- 12b Was the organization included in consolidated, independent audited financial statements for the tax year?
If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional
- 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 14a Did the organization maintain an office, employees, or agents outside of the United States?
 - b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV
- 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV
- 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV
- 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I
- 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II
- 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III
- 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H
 - b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	X	
2	X	
3		X
4		X
5		X
6	X	
7		X
8		X
9		X
10		X
11a		X
11b		X
11c		X
11d		X
11e		X
11f	X	
12a		X
12b	X	
13		X
14a	X	
14b		X
15	X	
16		X
17		X
18		X
19		X
20a		X
20b		

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25	24a X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a X	
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b X	
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26 X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27 X	
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a X	
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29 X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30 X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31 X	
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32 X	
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33 X	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34 X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35a X 35b X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36 X	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37 X	
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38 X	

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V

	Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	7
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	x
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	x
b If "Yes," enter the name of the foreign country ► <u>UNITED KINGDOM, LUXEMBOURG, IRELAND</u> See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	x
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	x
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	x
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).	7a	x
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	x
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d If "Yes," indicate the number of Forms 8282 filed during the year	7e	x
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	x
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	x
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	x
9 Sponsoring organizations maintaining donor advised funds.	9b	x
10 Section 501(c)(7) organizations. Enter	10a	
a Initiation fees and capital contributions included on Part VIII, line 12	10b	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	11a	
11 Section 501(c)(12) organizations. Enter	11b	
a Gross income from members or shareholders	12a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	12b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	13a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	13b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13c	
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	14a	x
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	14b	
c Enter the amount of reserves on hand		
14a Did the organization receive any payments for indoor tanning services during the tax year?		
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	5	
1b		5	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	x
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	x
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	x
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	x
6	Did the organization have members or stockholders?	6	x
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	x
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	x
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:	8a	x
a	The governing body?	8b	x
b	Each committee with authority to act on behalf of the governing body?		
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	x

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No	
10a	Did the organization have local chapters, branches, or affiliates?	10a	x
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	x
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	x
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990	12a	x
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12b	x
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12c	x
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	13	x
13	Did the organization have a written whistleblower policy?	14	x
14	Did the organization have a written document retention and destruction policy?		
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	x
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)	15b	x
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	x
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ► <u>SEE SCHEDULE O</u>
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available Check all that apply <input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► _____ <u>EMMETT C. ST. JOHN, TREASURER/CFO - (212) 902-4223</u> <u>200 WEST STREET, 29TH FLOOR, NEW YORK, NY 10282</u>

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors
 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any See instructions for definition of "key employee"

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers; key employees, highest compensated employees; and former such persons

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) JOHN F.W. ROGERS <u>CHAIRMAN/DIRECTOR</u>	0.80								
	1.00	X		X			0.	0.	0.
(2) PETER M. FAHEY <u>DIRECTOR</u>	0.50								
	1.20	X					0.	0.	0.
(3) ROBERT J. KATZ <u>DIRECTOR</u>	0.50								
	1.20	X					0.	0.	0.
(4) LAWTON FITT <u>DIRECTOR</u>	0.50								
	1.00	X					0.	0.	0.
(5) MUNEER A. SATTER <u>VICE CHAIR/DIRECTOR</u>	0.50								
	1.00	X		X			0.	0.	0.
(6) BENJAMIN J. RADER <u>GENERAL COUNSEL & ASST. SECRETARY</u>	5.00								
	7.00				X		0.	0.	0.
(7) NANCY D. BROWNE <u>VICE PRESIDENT</u>	5.00								
	6.00				X		0.	0.	0.
(8) STEVE M. BUNSON <u>VICE PRESIDENT</u>	0.30								
				X			0.	0.	0.
(9) MICHAEL J. CIVITELLA <u>VICE PRESIDENT</u>	1.00								
				X			0.	0.	0.
(10) BEVERLY L. O'TOOLE <u>SECRETARY</u>	1.00								
	1.00				X		0.	0.	0.
(11) KENNETH R. SHEINMAN <u>ASSISTANT TREASURER</u>	1.00								
				X			0.	0.	0.
(12) EMMETT C. ST. JOHN <u>TREASURER/CFO</u>	7.00								
	11.00				X		0.	0.	0.
(13) EILEEN M. DILLON <u>VICE PRESIDENT</u>	1.00								
	0.50				X		0.	0.	0.
(14) LOUISA G. RITTER <u>PRESIDENT</u>	28.00								
	12.00				X		0.	0.	0.
(15) ANNE H. BLACK <u>VICE PRESIDENT & COO</u>	28.00								
	12.00				X		0.	0.	0.
(16) MATTHEW M. LOCURTO <u>CONTROLLER THRU 6/12/2013</u>	3.00								
	35.00				X		0.	0.	0.
(17) JOSEPH SNODGRASS <u>VICE PRESIDENT</u>	2.00								
	14.00				X		0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	X

Section B. Independent Contractors

- 1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
PATTERSON BELKNAP WEBB & TYLER LLP 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	LEGAL SERVICES	275,040.
STELLAR FINANCIAL SOLUTIONS, LLC 600 MAIN STREET, STRoudSBURG, PA 18360	INFORMATION TECHNOLOGY	226,307.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION, ALEXANDRIA, VA 22314	GRANT ADMINISTRATION	222,696.
PRICEWATERHOUSECOOPERS LLP PO BOX 7247-8001, PHILADELPHIA, PA	AUDIT SERVICES	122,053.
BATES WELLS & BRAITHWAITE LONDON LLP 2-6 CANNON STREET, LONDON, UNITED KINGDOM	LEGAL SERVICES	107,231.
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 5

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
(Contributions, Gifts, Grants and Other Similar Amounts)						
1 a	Federated campaigns	1a				
b	Membership dues	1b				
c	Fundraising events	1c				
d	Related organizations	1d				
e	Government grants (contributions)	1e				
f	All other contributions, gifts, grants, and similar amounts not included above	1f	166,462,275.			
g	Noncash contributions included in lines 1a-1f \$		22,293,473.			
h	Total. Add lines 1a-1f		166,462,275.			
Program Service Revenue		Business Code				
2 a						
b						
c						
d						
e						
f	All other program service revenue					
g	Total. Add lines 2a-2f					
3	Investment income (including dividends, interest, and other similar amounts)					
4	Income from investment of tax-exempt bond proceeds		3,053,805.		3,053,805.	
5	Royalties					
6 a	Gross rents	(i) Real	(ii) Personal			
b	Less. rental expenses					
c	Rental income or (loss)					
d	Net rental income or (loss)					
7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b	Less cost or other basis and sales expenses	397,990,433.				
c	Gain or (loss)	390,750,772.				
d	Net gain or (loss)	7,239,661.				
8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b	Less direct expenses	b				
c	Net income or (loss) from fundraising events					
9 a	Gross income from gaming activities See Part IV, line 19	a				
b	Less direct expenses	b				
c	Net income or (loss) from gaming activities					
10 a	Gross sales of inventory, less returns and allowances	a				
b	Less cost of goods sold	b				
c	Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d					
12	Total revenue See instructions.		176,755,741	0	0	10,293,466

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	147,556,199.	147,556,199.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	7,902,967.	7,902,967.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal	205,895.	12,226.	193,669.	
c Accounting	246,124.		246,124.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology	240,898.		240,898.	
15 Royalties				
16 Occupancy				
17 Travel	46,765.		46,765.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	73,904.		73,904.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a GRANTS ADMINISTRATION	210,733.	210,733.		
b TRANSACTION FEES	76,349.		76,349.	
c MISCELLANEOUS EXPENSES	18,673.	15,002.	3,671.	
d _____				
e All other expenses _____				
25 Total functional expenses Add lines 1 through 24e	156,578,507.	155,697,127.	881,380.	0.
26 Joint costs Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ► if following SOP 98-2 (ASC 958-720)

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	981,960.	2	571,304.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr) Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b		10c
	11 Investments - publicly traded securities	392,415,586.	11	417,509,050.
	12 Investments - other securities See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
Liabilities	15 Other assets See Part IV, line 11	4,405,648.	15	2,206,242.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	397,803,194.	16	420,286,596.
	17 Accounts payable and accrued expenses	324,408.	17	223,753.
	18 Grants payable		18	5,751,333.
	19 Deferred revenue		19	
Net Assets or Fund Balances	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			
	26 Total liabilities. Add lines 17 through 25	1,696,452.	25	0.
		2,020,860.	26	5,975,086.
	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	395,782,334.	27	414,311,510.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	395,782,334.	33	414,311,510.
	34 Total liabilities and net assets/fund balances	397,803,194.	34	420,286,596.

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	176,755,741.
2 Total expenses (must equal Part IX, column (A), line 25)	2	156,578,507.
3 Revenue less expenses. Subtract line 2 from line 1	3	20,177,234.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	395,782,334.
5 Net unrealized gains (losses) on investments	5	-2,492,817.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	844,759.
10 Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	414,311,510.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	x
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	x
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	x
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3a	x
	3b	

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

Employer identification number

11-3813663

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).

2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).

4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)

6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)

8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)

9 An organization that normally receives. (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See section 509(a)(4).

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h

a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	17,046,959.	417,636,739.	275,210,431.	73,966,616.	166,462,275.	950,323,020.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	17,046,959.	417,636,739.	275,210,431.	73,966,616.	166,462,275.	950,323,020.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						843,738,484.
6 Public support. Subtract line 5 from line 4						106,584,536.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	17,046,959.	417,636,739.	275,210,431.	73,966,616.	166,462,275.	950,323,020.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	983,470.	513,431.	1,208,270.	2,276,798.	3,053,805.	8,035,774.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						958,358,794.
12 Gross receipts from related activities, etc. (see instructions)					12	

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ►

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	11.12	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	15.89	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>			

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

b **33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12. Also complete this part for any additional information (See instructions)

PART II, SECTION C, LINE 17A, FACTS AND CIRCUMSTANCES TEST:

THE GOLDMAN SACHS CHARITABLE GIFT FUND ("GOLDMAN SACHS GIVES") SATISFIED

THE PUBLIC SUPPORT TEST FOR THE 2012 YEAR, SPECIFICALLY, GOLDMAN SACHS

GIVES SATISFIED THE 10% FACTS AND CIRCUMSTANCES TEST SET FORTH IN TREASURY

REGULATIONS SECTION 1.170A-9(F)(3), GOLDMAN SACHS GIVES RECEIVED 11%

PUBLIC SUPPORT BASED ON SUPPORT RECEIVED DURING THE 2008 - 2012 TAX YEARS,

IS ORGANIZED AND OPERATED TO ATTRACT NEW AND ADDITIONAL SUPPORT ON A

CONTINUOUS BASIS, AND HAS A STRATEGIC FUNDRAISING PLAN THAT IS INTENDED TO

ATTRACT SUPPORT FROM THE DONORS THAT IT TARGETS, AS A NEW ORGANIZATION,

GOLDMAN SACHS GIVES HAS LIMITED ITS SOLICITATION TO PARTNERS AND FORMER

PARTNERS OF GOLDMAN SACHS. THROUGHOUT THIS TAX YEAR, GOLDMAN SACHS GIVES

MAINTAINED A CONTINUOUS AND ON-GOING BONA FIDE PROGRAM TO SOLICIT

CONTRIBUTIONS FROM THE PARTNERS AND FORMER PARTNERS OF GOLDMAN SACHS,

INCLUDING ORAL AND WRITTEN SOLICITATION OF NEW GOLDMAN SACHS PARTNERS AT

ORIENTATION MEETINGS, DIRECT SOLICITATION EFFORTS TO ENCOURAGE

CONTRIBUTIONS, BROAD SOLICITATION MAILING TO CURRENT AND RETIRED PARTNERS

OF THE FIRM, INCLUSION OF SOLICITATION IN THE QUARTERLY GS GIVES

NEWSLETTER, AND EMAILS PERIODICALLY ENCOURAGING CONTRIBUTIONS GENERALLY OR

IN SUPPORT OF SPECIFIC GOLDMAN SACHS GIVES CHARITABLE INITIATIVES. GOLDMAN

SACHS GIVES HAS BEEN SUCCESSFUL IN RAISING FUNDS FROM ITS TARGETED DONOR

POOL AND HAD 69 INDIVIDUAL DONORS DURING THE 2012 TAX YEAR, AS A RESULT OF

THESE INCREASED EFFORTS TO SOLICIT PUBLIC SUPPORT, CONTRIBUTIONS FROM

CURRENT AND FORMER PARTNERS IN THE RECENT FISCAL YEAR MORE THAN QUADRUPLED

IN 2012 (\$36.7M IN 2012 COMPARED TO \$8.7M IN 2011). AS IT GROWS

INSTITUTIONALLY, GOLDMAN SACHS GIVES IS CONSIDERING WHETHER TO EXPAND ITS

TARGETED DONOR AUDIENCE FROM APPROXIMATELY 680 PARTNERS AND RETIRED

PARTNERS OF GOLDMAN SACHS TO INCLUDE OTHER GS EMPLOYEES AND FORMER

EMPLOYEES. IN 2012, GOLDMAN SACHS GIVES PROVIDED GRANTS TO APPROXIMATELY

Part IV

Supplemental Information. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12. Also complete this part for any additional information (See instructions)

1,800 CHARITIES TOTALING \$155,459,166.

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
 ► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2012Open to Public
Inspection

Name of the organization

THE GOLDMAN SACHS CHARITABLE GIFT FUND

Employer identification number

11-3813663

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	359	
2 Aggregate contributions to (during year)	166,415,512.	
3 Aggregate grants from (during year)	155,459,166.	
4 Aggregate value at end of year	419,650,554.	

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No
- 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

- 1 Purpose(s) of conservation easements held by the organization (check all that apply)

- Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

- a Total number of conservation easements
 b Total acreage restricted by conservation easements
 c Number of conservation easements on a certified historic structure included in (a)
 d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

- 4 Number of states where property subject to conservation easement is located ► _____

- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

- (i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____
 (ii) Assets included in Form 990, Part X ► \$ _____

- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

- a Revenues included in Form 990, Part VIII, line 1 ► \$ _____
 b Assets included in Form 990, Part X ► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets(continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items
(check all that apply)

- a Public exhibition
- b Scholarly research
- c Preservation for future generations

d Loan or exchange programs

e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

Yes

No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

Yes

No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

Yes

No

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► _____ %

b Permanent endowment ► _____ %

c Temporarily restricted endowment ► _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization

by

- (i) unrelated organizations
- (ii) related organizations

Yes	No
3a(i)	
3a(ii)	
3b	

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ► 0

Schedule D (Form 990) 2012

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ►

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ►

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►

Part X Other Liabilities. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1 Total revenue, gains, and other support per audited financial statements	1	202,674,424.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a Net unrealized gains on investments	2a	-2,492,817.
b Donated services and use of facilities	2b	2,250,363.
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIII)	2d	26,161,137.
e Add lines 2a through 2d	2e	25,918,683.
3 Subtract line 2e from line 1	3	176,755,741.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII)	4b	
c Add lines 4a and 4b	4c	0.
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	176,755,741.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1 Total expenses and losses per audited financial statements	1	182,345,274.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25		
a Donated services and use of facilities	2a	2,250,363.
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIII)	2d	24,361,163.
e Add lines 2a through 2d	2e	26,611,526.
3 Subtract line 2e from line 1	3	155,733,748.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII)	4b	844,759.
c Add lines 4a and 4b	4c	844,759.
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	156,578,507.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4; Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

PART X, LINE 2: THE GOLDMAN SACHS CHARITABLE GIFT FUND ("GOLDMAN SACHS

GIVES") IS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE

INTERNAL REVENUE CODE. THE GOLDMAN SACHS CHARITABLE GIFT FUND (UK) IS A

DISREGARDED ENTITY AND THEREFORE ITS ACTIVITIES ARE CONSOLIDATED WITH THE

US FUND FOR FEDERAL INCOME TAX REPORTING PURPOSES. GOLDMAN SACHS GIVES

(UK) IS A UK REGISTERED CHARITY. IT IS NOT A DISREGARDED ENTITY FOR US

FEDERAL INCOME TAX PURPOSES. THE UK FUND AND GOLDMAN SACHS GIVES (UK) ARE

EACH SUBJECT TO SEPARATE UK TAX REPORTING REQUIREMENTS. THE FUND HAS

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

REVIEWED ITS TAX POSITIONS FOR ALL OPEN TAX YEARS (THE FISCAL YEAR ENDED JUNE 30, 2013 AND PRIOR THREE YEARS), AND HAS CONCLUDED THAT NO PROVISION FOR INCOME TAX IS REQUIRED IN THE FUND'S CONSOLIDATED FINANCIAL STATEMENTS. SUCH OPEN TAX YEARS REMAIN SUBJECT TO EXAMINATION AND ADJUSTMENT BY TAX AUTHORITIES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:**ELIMINATION OF THE REVENUES OF GOLDMAN SACHS GIVES (UK)**

("GSG UK") 26,161,137.

PART XII, LINE 2D - OTHER ADJUSTMENTS:**ELIMINATION OF THE EXPENSES OF GOLDMAN SACHS GIVES (UK)**

("GSG UK") 24,361,163.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

REFUND OF GRANT EXPENSE 844,759.

SCHEDULE D, PART XI, LINE 2D

THE AMOUNT REPORTED REPRESENTS THE ELIMINATION OF THE REVENUES OF GOLDMAN SACHS GIVES (UK) ("GSG UK"). GSG UK IS INCLUDED IN THE AUDITED FINANCIAL STATEMENTS OF THE GOLDMAN SACHS CHARITABLE GIFT FUND ("GOLDMAN SACHS GIVES") BUT SHOULD NOT BE REPORTED ON THE GOLDMAN SACHS GIVES FORM 990.

IN ORDER FOR GOLDMAN SACHS GIVES TO RECONCILE THEIR REVENUES AS REPORTED IN THEIR AUDITED FINANCIAL STATEMENT TO THE FORM 990, THE GSG UK REVENUES FOR THE YEAR MUST BE ELIMINATED. THE ACTIVITIES OF GSG UK ARE REPORTED ON FORM 5471 AS AN ATTACHMENT TO THE FORM 990.

Part XIII Supplemental Information (continued)SCHEDULE D, PART XII, LINE 2D

THE ACTIVITY OF GOLDMAN SACHS GIVES (UK) IS INCLUDED IN THE GOLDMAN SACHS

CHARITABLE GIFT FUND AUDITED FINANCIAL STATEMENTS. THE ACTIVITIES OF

GOLDMAN SACHS GIVES (UK) ARE NOT REPORTED ON THE FORM 990 BECAUSE IT IS A

SEPARATE CHARITY ORGANIZED IN THE UNITED KINGDOM AND IS NOT CONSIDERED A

DISREGARDED ENTITY UNDER THE INTERNAL REVENUE CODE. THE ACTIVITIES OF

GOLDMAN SACHS GIVES (UK) ARE REPORTED ON FORM 5471 AS AN ATTACHMENT TO

THIS RETURN.

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE GOLDMAN SACHS CHARITABLE GIFT FUND

Employer identification number

11-3813663

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States
- 3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
EAST ASIA AND THE PACIFIC	1	0	GRANTMAKING		2,788,067.
EUROPE (INCLUDING ICELAND & GREENLAND)	1	0	GRANTMAKING		2,041,180.
NORTH AMERICA - CANADA AND MEXICO, BUT NOT THE UNITED STATES	0	0	GRANTMAKING		2,782,981.
SOUTH ASIA	0	0	GRANTMAKING		126,739.
SOUTH AMERICA	0	0	GRANTMAKING		75,000.
MIDDLE EAST AND NORTH AFRICA	0	0	GRANTMAKING		51,000.
SUB-SAHARAN AFRICA	0	0	GRANTMAKING		35,000.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	GRANTMAKING		3,000.
3 a Sub-total	2	0			7,902,967.
b Total from continuation sheets to Part I	0	0			217,164,525.
c Totals (add lines 3a and 3b)	2	0			225,067,492.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2012

232071
12-10-12

Part I Continuation of Activities per Region. (Schedule F (Form 990), Part I, line 3)

232181
05-01-12

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND PACIFIC	CHARITABLE PROJECT	1,667,000	WIRE	0		
	NORTH AMERICA - CANADA AND MEXICO, BUT NOT THE UNITED STATES			875,000	WIRE	0		
	NORTH AMERICA - CANADA AND MEXICO, BUT NOT THE UNITED STATES		CHARITABLE PROJECT	600,000	WIRE	0		
	EAST ASIA AND PACIFIC			600,000	WIRE	0		
	NORTH AMERICA - CANADA AND MEXICO, BUT NOT THE UNITED STATES		CHARITABLE PROJECT	515,000	CHECK & WIRE	0		
	NORTH AMERICA - CANADA AND MEXICO, BUT NOT THE UNITED STATES		CHARITABLE PROJECT	350,000	WIRE	0		
	EUROPE (INCLUDING ICELAND AND GREENLAND)			200,000	WIRE	0		
	EUROPE (INCLUDING ICELAND AND GREENLAND)		CHARITABLE PROJECT	161,000	WIRE	0		
2	Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter							86
3	Enter total number of other organizations or entities							

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		150,000	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		120,000	WIRE	0.		
		SOUTH ASIA	CHARITABLE PROJECT		109,000	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		105,000	WIRE	0.		
		NORTH AMERICA - CANADA AND MEXICO , BUT NOT THE UNITED STATES	CHARITABLE PROJECT		100,000	WIRE	0.		
		NORTH AMERICA - CANADA AND MEXICO , BUT NOT THE UNITED STATES	CHARITABLE PROJECT		100,000	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		85,000	CHECK	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		80,000	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		80,000	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		76,000.	WIRE	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		75,000.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		70,000.	WIRE	0.		
	EAST ASIA AND PACIFIC	CHARITABLE PROJECT		70,000.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		70,000.	CHECK	0.		
	EAST ASIA AND PACIFIC	CHARITABLE PROJECT		66,500.	WIRE	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		65,000.	WIRE	0.		
	SOUTH AMERICA	CHARITABLE PROJECT		55,000.	WIRE	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		55,000.	WIRE	0.		

1 (a) Name of organization	1 (b) IRS code section and EIN (if applicable)	1 (c) Region	1 (d) Purpose of grant	1 (e) Amount of cash grant	1 (f) Manner of cash disbursement	1 (g) Amount of non-cash assistance	1 (h) Description of non-cash assistance	1 (i) Method of valuation (book, FMV, appraisal, other)
	NORTH AMERICA - CANADA AND MEXICO, BUT NOT THE UNITED STATES	CHARITABLE PROJECT		50,000.	CHECK	0.		
	EAST ASIA AND PACIFIC	CHARITABLE PROJECT		50,000.	WIRE	0.		
	EAST ASIA AND PACIFIC	CHARITABLE PROJECT		50,000.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		50,000.	WIRE	0.		
	NORTH AMERICA - CANADA AND MEXICO, BUT NOT THE UNITED STATES	CHARITABLE PROJECT		50,000.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		50,000.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		41,000.	CHECK	0.		
	NORTH AMERICA - CANADA AND MEXICO, BUT NOT THE UNITED STATES	CHARITABLE PROJECT		41,000.	WIRE	0.		
				40,000.	CHECK	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
	EAST ASIA AND PACIFIC		EAST ASIA AND PACIFIC CHARITABLE PROJECT		40,000	CHECK	0		
	SUB-SAHARAN AFRICA		SUB-SAHARAN AFRICA CHARITABLE PROJECT		35,000	WIRE	0		
	EUROPE (INCLUDING ICELAND AND GREENLAND)		EUROPE (INCLUDING ICELAND AND GREENLAND) CHARITABLE PROJECT		30,000	WIRE	0		
	MIDDLE EAST AND NORTH AFRICA		MIDDLE EAST AND NORTH AFRICA CHARITABLE PROJECT		26,000	WIRE	0		
	MIDDLE EAST AND NORTH AFRICA		MIDDLE EAST AND NORTH AFRICA CHARITABLE PROJECT		25,000	WIRE	0		
	EUROPE (INCLUDING ICELAND AND GREENLAND)		EUROPE (INCLUDING ICELAND AND GREENLAND) CHARITABLE PROJECT		25,000	WIRE	0		
	EUROPE (INCLUDING ICELAND AND GREENLAND)		EUROPE (INCLUDING ICELAND AND GREENLAND) CHARITABLE PROJECT		25,000	CHECK	0		
	EAST ASIA AND PACIFIC		EAST ASIA AND PACIFIC CHARITABLE PROJECT		25,000	CHECK	0		
	NORTH AMERICA - CANADA AND MEXICO , BUT NOT THE UNITED STATES		NORTH AMERICA - CANADA AND MEXICO , BUT NOT THE UNITED STATES CHARITABLE PROJECT		25,000	CHECK	0		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)						
1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement
					(g) Amount of non-cash assistance	(h) Description of non-cash assistance
		EAST ASIA AND PACIFIC	CHARITABLE PROJECT	25,000.	CHECK	0.
		EAST ASIA AND PACIFIC	CHARITABLE PROJECT	25,000.	CHECK	0.
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT	22,500.	CHECK	0.
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT	21,000.	CHECK	0.
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT	20,000.	WIRE	0.
		EAST ASIA AND PACIFIC	CHARITABLE PROJECT	20,000.	WIRE	0.
		EAST ASIA AND PACIFIC	CHARITABLE PROJECT	20,000.	WIRE	0.
		EAST ASIA AND PACIFIC	CHARITABLE PROJECT	20,000.	WIRE	0.

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
	EAST ASIA AND PACIFIC	CHARITABLE PROJECT		19,500.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		18,100.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		18,000.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		16,000.	CHECK	0.		
	NORTH AMERICA - CANADA AND MEXICO , BUT NOT THE UNITED STATES	CHARITABLE PROJECT		15,000.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		15,000.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		15,000.	WIRE	0.		
	NORTH AMERICA - CANADA AND MEXICO , BUT NOT THE UNITED STATES	CHARITABLE PROJECT		15,000.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		12,000.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		11,000.	CHECK	0.		
	EAST ASIA AND PACIFIC	CHARITABLE PROJECT		10,400.	CHECK	0.		
	EAST ASIA AND PACIFIC	CHARITABLE PROJECT		10,000.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		10,000.	CHECK	0.		
	EAST ASIA AND PACIFIC	CHARITABLE PROJECT		10,000.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		10,000.	WIRE	0.		
	SOUTH ASIA	CHARITABLE PROJECT		10,000.	CHECK	0.		
	EAST ASIA AND PACIFIC	CHARITABLE PROJECT		10,000.	CHECK	0.		
	EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT		10,000.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)						
1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement
					(g) Amount of non-cash assistance	(h) Description of non-cash assistance
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT	10,000	CHECK	0.
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT	10,000	CHECK	0.
		EAST ASIA AND PACIFIC	CHARITABLE PROJECT	10,000	CHECK	0.
		NORTH AMERICA - CANADA AND MEXICO, BUT NOT THE UNITED STATES	CHARITABLE PROJECT	10,000	CHECK	0.
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT	10,000	CHECK	0.
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT	10,000	CHECK	0.
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT	9,850	CHECK	0.
		EUROPE (INCLUDING ICELAND AND GREENLAND)	CHARITABLE PROJECT	9,700	WIRE	0.
		EAST ASIA AND PACIFIC	CHARITABLE PROJECT	8,000	CHECK	0.

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Part III Grants and Other

Assistance to Individuals Outside

Compliance to Individuals Outside the United States. Com

Part IV, line 16

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471) Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621) Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships (see Instructions for Form 8865) Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) Yes No

Schedule F (Form 990) 2012

Schedule F Expenditure Responsibility Report

<u>Grant Recipient</u>	<u>Grant Purpose</u>	<u>Recipient Address</u>	<u>Grant Date Received</u>	<u>Date(s) Report(s) Received</u>	<u>Original Grant Amount</u>	<u>Total Unexpended Balance</u>
Year ending 6/30/2008						
The Bursar, Exeter College	Support for the Exeter College Library	Turf Street Oxford OX1 3DP UNITED KINGDOM	5/30/2008	8/9/2011 09/16/2012	40,000	40,000
Year ending 6/30/2010						
Coram Fields and the Hamsworth Memorial Playground	To support the salaries for staff at the Youth Center for a two-year period	93 Guilford Street, London, WC1N 1DN UNITED KINGDOM	5/24/2010	7/25/2011 06/07/2012	250,000	-
Year ending 6/30/2011						
Cambridge Foundation	To support advance research in mathematics	Cambridge University Development Office 1 Quayside Bridge Street, Cambridge, CB5 8AB UNITED KINGDOM	7/20/2010	9/23/2011 09/26/12	215,000	210,792
The Womens Foundation	To support research costs to produce The Status of Women and Girls in Hong Kong 2010 report	1203 Cheungs Building ,1-3 Wing Lok Street, Sheung Wan HONG KONG	10/18/2010	4/11/2011 2/27/2012	10,000	-
The Womens Foundation	To support research costs to produce The Status of Women and Girls in Hong Kong 2010 report	1203 Cheungs Building 1-3 Wing Lok Street, Sheung Wan HONG KONG	10/18/2010	4/11/2011 2/27/2012	10,000	-
The Womens Foundation	To support research costs to produce The Status of Women and Girls in Hong Kong 2010 report	1203 Cheungs Building ,1-3 Wing Lok Street, Sheung Wan HONG KONG	10/18/2010	4/11/2011 2/27/2012	10,000	-
The Womens Foundation	To support research costs to produce The Status of Women and Girls in Hong Kong 2010 report	1203 Cheungs Building ,1-3 Wing Lok Street, Sheung Wan HONG KONG	10/18/2010	4/11/2011 2/27/2012	10,000	-
The Womens Foundation	To support research costs to produce The Status of Women and Girls in Hong Kong 2010 report	1203 Cheungs Building ,1-3 Wing Lok Street, Sheung Wan HONG KONG	10/18/2010	4/11/2011 2/27/2012	10,000	-
The Womens Foundation	To support research costs to produce The Status of Women and Girls in Hong Kong 2010 report	1203 Cheungs Building ,1-3 Wing Lok Street, Sheung Wan HONG KONG	10/18/2010	4/11/2011 2/27/2012	10,000	-
The Womens Foundation	To support research costs to produce The Status of Women and Girls in Hong Kong 2010 report	1203 Cheungs Building ,1-3 Wing Lok Street, Sheung Wan HONG KONG	10/18/2010	4/11/2011 2/27/2012	10,000	-
The Womens Foundation	To support research costs to produce The Status of Women and Girls in Hong Kong 2010 report	1203 Cheungs Building ,1-3 Wing Lok Street, Sheung Wan HONG KONG	10/18/2010	4/11/2011 2/27/2012	10,000	-
The Wells Cathedral School Foundation	To support costs associated with administering the Bursary Fund	Wells Cathedral School 15 The Liberty , Wells, BA5 2ST UNITED KINGDOM	12/3/2010	3/17/2011 2/27/2012	15,000	15,000
Association Saint Joseph	To support the Lts Halle Sons Sainte (LHSS) space	12 Rue Saint Jean Baptiste, Banyuls sur Mer, 66650 FRANCE	12/9/2010	3/11/2011 1/19/2012	25,000	-
The Joshua Hellmann Foundation for Orphan Disease	To support symposia and lectures, social worker, and healthcare coordinator	8/F, Two Exchange Square 8 Connaught Place ,Central, HONG KONG	1/13/2011	5/3/2012 02/25/2013	73,000	-
The Womens Foundation	To support research costs to produce The Status of Women and Girls in Hong Kong 2010 report	1203 Cheungs Building ,1-3 Wing Lok Street, Sheung Wan HONG KONG	1/18/2011	2/27/2012 02/25/2013	5,000	4,606
Wu Zhi Qiao (Bridge to China) Charitable Foundation Limited	To support student volunteer team programs, training/exchange programmes in Hong Kong & China	c/o School of Architecture 5th Wong Foo Yuan Building The Chinese University of Hong Kong, Shatin, HONG KONG	1/25/2011	2/14/2012 02/28/2013	80,000	-
redress Limited	In support of the Hong Kong Community Food Bank	c/o ADM Capital Foundation Suite 2406 9 Queens Road, Central ,Hong Kong, HONG KONG	2/25/2011	2/14/2012 09/23/2013	10,000	-
The Womens Foundation	To support research costs to produce The Status of Women and Girls in Hong Kong 2010 report	1203 Cheungs Building ,1-3 Wing Lok Street, Sheung Wan HONG KONG	3/7/2011	2/27/2012 02/25/2013	5,000	-
Partner India	To support poverty and distress relief initiatives	13 Partridge Close Arkley, EN5 2DT UNITED KINGDOM	4/1/2011	12/08/2011 9/7/2012	438,473	139,236
redress Limited	In support of the Hong Kong Community Food Bank	c/o ADM Capital Foundation Suite 2406 9 Queens Road, Central ,Hong Kong, HONG KONG	4/7/2011	2/14/2012 09/23/2013	50,000	-

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE GOLDMAN SACHS CHARITABLE GIFT FUND

Employer identification number

11-3813663

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	72	22,293,473.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

0

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for
at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for
the entire holding period?

	Yes	No
30a		X

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

31	X
----	---

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash
contributions?

32a	X
-----	---

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked,
describe in Part II

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information

SCHEDULE M, PART I, COLUMN (B): THE ORGANIZATION IS REPORTING IN PART

I, COLUMN B, THE NUMBER OF CONTRIBUTIONS,

SCHEDULE M, LINE 32B: THE GOLDMAN SACHS CHARITABLE GIFT FUND ("GOLDMAN

SACHS GIVES") HAS AGREEMENTS WITH FIDELITY INVESTMENTS, GOLDMAN SACHS

AND CO., GOLDMAN SACHS INTERNATIONAL, STELLAR FINANCIAL SOLUTIONS, LLC

AND AYCO COMPANY TO PROCESS AND SELL ANY PUBLICLY TRADED SECURITIES

THAT WERE DONATED TO GS GIVES.

SCHEDULE M, PART I, LINE 31:

NON-CASH CONTRIBUTIONS

THE GOLDMAN SACHS CHARITABLE GIFT FUND'S ("GOLDMAN SACHS GIVES") POLICY

IS TO ONLY ACCEPT DONATIONS OF CASH AND PUBLICLY TRADED SECURITIES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE GOLDMAN SACHS CHARITABLE GIFT FUND

Employer identification number

11-3813663

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THE GOLDMAN SACHS CHARITABLE GIFT FUND ("GOLDMAN SACHS GIVES") IS A

DONOR ADVISED FUND AVAILABLE TO PARTNERS AND FORMER PARTNERS OF GOLDMAN

SACHS, GOLDMAN SACHS GIVES MAINTAINS DONOR ADVISED ACCOUNTS FROM WHICH

DONORS AND DONOR ADVISORS CAN RECOMMEND GRANTS TO QUALIFIED CHARITABLE

ORGANIZATIONS, GOLDMAN SACHS GIVES IS PRIMARILY FOCUSED ON CREATING

IMPACT IN FOUR STRATEGIC AREAS - INCREASING EDUCATIONAL OPPORTUNITIES,

BUILDING AND STABILIZING COMMUNITIES, HONORING SERVICE AND VETERANS AND

CREATING JOBS AND ECONOMIC GROWTH.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THE GOLDMAN SACHS CHARITABLE GIFT FUND ("GOLDMAN SACHS GIVES") IS A

DONOR ADVISED FUND AVAILABLE TO PARTNERS AND FORMER PARTNERS OF GOLDMAN

SACHS, GOLDMAN SACHS GIVES MAINTAINS DONOR ADVISED ACCOUNTS FROM WHICH

DONORS AND DONOR ADVISORS CAN RECOMMEND GRANTS TO QUALIFIED CHARITABLE

ORGANIZATIONS, GOLDMAN SACHS GIVES IS PRIMARILY FOCUSED ON CREATING

IMPACT IN FOUR STRATEGIC AREAS - INCREASING EDUCATIONAL OPPORTUNITIES,

BUILDING AND STABILIZING COMMUNITIES, HONORING SERVICE AND VETERANS,

AND CREATING JOBS AND ECONOMIC GROWTH.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

THE GOLDMAN SACHS CHARITABLE GIFT FUND ("GOLDMAN SACHS GIVES")

ACCOMPLISHES ITS CHARITABLE PURPOSES BY RECEIVING CHARITABLE

CONTRIBUTIONS AND MAKING GRANTS EXCLUSIVELY FOR RELIGIOUS, CHARITABLE,

SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES, PRIMARILY TO

ORGANIZATIONS DESCRIBED IN SECTION 170(B)(1)(A) OF THE INTERNAL REVENUE

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

232211
01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization

THE GOLDMAN SACHS CHARITABLE GIFT FUND

Employer identification number

11-3813663

CODE OF 1986, AS AMENDED (THE "CODE"), THE ORGANIZATION OPERATES AS A"SPONSORING ORGANIZATION" WITHIN THE MEANING OF CODE SECTION 4966 ANDMAINTAINS DONOR ADVISED FUNDS, FOR THE FISCAL YEAR ENDING JUNE 30,2013, THE ORGANIZATION MADE APPROXIMATELY 4,500 GRANTS TOTALING\$155,459,166; APPROXIMATELY \$40 MILLION WAS MADE EXCLUSIVELY FOR NEEDBASE SCHOLARSHIPS, FINANCIAL AID AND OTHER EDUCATIONAL PROGRAMS,FORM 990, PART VI, SECTION A, LINE 2: THE FOLLOWING DIRECTORS ANDOFFICERS HAVE A BUSINESS RELATIONSHIP WITH EACH OTHER BECAUSE THEY AREOFFICERS IN THE SAME BUSINESS OR INVESTMENT ENTITY OR BECAUSE THEY AREEMPLOYED BY A COMPANY WHERE A GOLDMAN SACHS CHARITABLE GIFT FUND OFFICER ORDIRECTOR IS AN OFFICER OR DIRECTOR:

- JOHN F. W. ROGERS

- BEVERLY L. O'TOOLE

- MUNEER A. SATTER

- BENJAMIN J. RADER

- EILEEN M. DILLON

- NANCY D. BROWNE

- STEVE M. BUNSON

- MICHAEL J. CIVITELLA

- KENNETH R. SHEINMAN

FORM 990, PART VI, SECTION A, LINE 8B: THERE ARE NO COMMITTEES IN PLACEWITH THE ABILITY TO ACT ON BEHALF OF THE BOARD.FORM 990, PART VI, SECTION B, LINE 11: THE GOLDMAN SACHS CHARITABLE GIFTFUND ("GOLDMAN SACH GIVES") FORM 990 IS PREPARED BY THE OUTSIDE232212
01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization

THE GOLDMAN SACHS CHARITABLE GIFT FUND

Employer identification number

11-3813663

ACCOUNTANTS, AND REVIEWED BY GOLDMAN SACHS GIVES OUTSIDE COUNSEL, INADDITION, THE RETURN IS REVIEWED BY CERTAIN OFFICERS OF GOLDMAN SACHSGIVES, INCLUDING SEVERAL INDIVIDUALS WITH EXPERTISE IN US TAX LAW ANDCOMPLIANCE, AND IS DISTRIBUTED TO THE FULL BOARD OF DIRECTORS OF GOLDMANSACHS GIVES PRIOR TO FILING.FORM 990, PART VI, SECTION B, LINE 12C: THE GOLDMAN SACHS CHARITABLE GIFTFUND ("GOLDMAN SACHS GIVES") CONFLICT OF INTEREST POLICY IS DISTRIBUTED TOTHE OFFICERS AND DIRECTORS ANNUALLY ALONG WITH A QUESTIONNAIRE THAT ISCOMPLETED BY ALL OFFICERS AND DIRECTORS, IN WHICH THEY ARE ASKED SPECIFICQUESTIONS AND REQUIRED TO DISCLOSE INFORMATION REGARDING ACTUAL ORPOTENTIAL CONFLICTS OF INTEREST BETWEEN GOLDMAN SACHS GIVES AND THEMSELVESOR CERTAIN RELATED PERSONS (AS DEFINED IN THE INSTRUCTIONS TO THE FORM990). THESE QUESTIONNAIRES ARE COLLECTED AND REVIEWED ANNUALLY TO ENSURECOMPLIANCE WITH GOLDMAN SACHS GIVES CONFLICT OF INTEREST POLICY. THEPOLICY ALSO REQUIRES ANY DIRECTOR OR OFFICER TO PROMPTLY DISCLOSE ANYCONFLICTS OF INTEREST. INTERESTED DIRECTORS AND OFFICERS ARE REQUIRED TORECUSE THEMSELVES FROM ANY DECISION ON MATTERS IN WHICH THEY HAVE ANINTEREST.FORM 990, PART VI, SECTION B, LINE 15: FORM 990, PART VI, SECTION B, LINES15A AND 15BTHE GOLDMAN SACHS CHARITABLE GIFT FUND DOES NOT HAVE ANY EMPLOYEES AND DOESNOT PAY COMPENSATION TO ITS OFFICERS OR DIRECTORS.FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:CA CT GA HI IL MA NJ NY PA UT WI AZ FL
232212
01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization

THE GOLDMAN SACHS CHARITABLE GIFT FUND

Employer identification number

11-3813663

FORM 990, PART VI, SECTION C, LINE 19: THE GOLDMAN SACHS CHARITABLE GIFTFUND ("GOLDMAN SACHS GIVES") MAKES THE DOCUMENTS LISTED IN PART VI, LINE 19AVAILABLE TO THE PUBLIC UPON REQUEST. THE FINANCIAL STATEMENTS ANDGOVERNING DOCUMENTS ARE ALSO AVAILABLE THROUGH PUBLICLY ACCESSIBLE STATEFILINGS. THE FORM 990 IS AVAILABLE ON GUIDESTAR.ORG AND OTHER SIMILARTYPES OF WEBSITES.FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:REFUND OF GRANT 844,759.FORM 990, PART XII, LINE 2C:RATHER THAN DELEGATE THIS RESPONSIBILITY TO A COMMITTEE, THE FULL BOARDOF DIRECTORS OF THE GOLDMAN SACHS CHARITABLE GIFT FUND ASSUMESRESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS,AS WELL AS SELECTION OF AN INDEPENDENT ACCOUNTANT. THIS PROCESS HASNOT CHANGED FROM PRIOR YEAR REPORTING.FORM 990, PART VI, SECTION B, LINE 10A:THE GOLDMAN SACHS CHARITABLE GIFT FUND ("GOLDMAN SACHS GIVES") IS THESOLE MEMBER OF TWO REGISTERED UK CHARITIES, THE GOLDMAN SACHSCHARITABLE GIFT FUND (UK) AND GOLDMAN SACHS GIVES (UK).

Related Organizations and Unrelated Partnerships

- Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
- Attach to Form 990.
- See separate instructions.

Name of the organization

THE GOLDMAN SACHS CHARITABLE GIFT FUND

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part V, line 3.)

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part III

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year)

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-V?

- a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)

- f Dividends from related organization(s)
- g Sale of assets to related organization(s)
- h Purchase of assets from related organization(s)
- i Exchange of assets with related organization(s)
- j Lease of facilities, equipment, or other assets to related organization(s)

- k Lease of facilities, equipment, or other assets from related organization(s)
- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)

- p Reimbursement paid to related organization(s) for expenses
- q Reimbursement paid by related organization(s) for expenses

- r Other transfer of cash or property to related organization(s)
- s Other transfer of cash or property from related organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, Line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

SCHEDULE R, PART II

GOLDMAN SACHS GIVES (UK) IS A CHARITY INCORPORATED UNDER THE COMPANIES

ACT OF 1985 AS A PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A

SHARE CAPITAL, FORMED IN THE UNITED KINGDOM ON APRIL 11, 2008. THE

GOLDMAN SACHS CHARITABLE GIFT FUND ("GOLDMAN SACHS GIVES") IS THE SOLE

MEMBER OF GOLDMAN SACHS GIVES (UK). THEREFORE, THE GOLDMAN SACHS

CHARITABLE GIFT FUND CONTROLS GOLDMAN SACHS GIVES (UK) FOR PURPOSES OF

THE INFORMATION RETURN OF US PERSONS WITH RESPECT TO CERTAIN FOREIGN

CORPORATIONS.

Grant Recipient	Grant Purpose	Recipient Address	Grant Date	Date(s) Report(s) Received	Original Grant Amount	Total Unexpended Balance
Adaptive Sports Foundation	In support of the Summer, Winter and Soldier On Programs	PO Box 3732 , Knowlton J0E 1V0 CANADA	4/22/2011	7/20/2011 7/18/2012 07/16/2013	50,000	-
PROVAAT	In support of lake and pond cleaning project in Bangladesh	Cheung Kong Center 2 Queens Road Central ,Hong Kong, HONG KONG	6/27/2011	4/23/2012 05/26/2013	25,000	-
PROVAAT	In support of lake and pond cleaning project in Bangladesh	Cheung Kong Center 2 Queens Road Central ,Hong Kong, HONG KONG	6/27/2011	4/23/2012 06/26/2013	25,000	-
Company B Ltd	Freight costs associated with the Book of Everything tour to be performed in New York in 2012	db/a Belvoir 18 Belvoir Street , Surry Hills, NSW 2010 AUSTRALIA	6/28/2011	1/17/2012 12/19/2012	10,000	-
Year ending 6/30/2012						
La Scuola Italiana a Londra reBress Limited	In support of the Music program In support of the Hong Kong Food Bank	154 Holland Park Avenue ,London, W11 4UH UNITED KINGDOM cio ADM Capital Foundation Suite 2406 9 Queens Road, Central ,Hong Kong, HONG KONG	7/5/2011 7/11/2011	3/24/2012 02/15/2013 2/14/2012 09/27/2013	17,000 25,000	3,369 -
Uganda Charity Trust Fund	Career Week program and career guidance for Uganda students	One Cabot Square Canary Wharf ,London, E14 4QJ UNITED KINGDOM	8/2/2011	2/28/2012 11/08/2013	5,000	-
Friends of Greenmead	In support of the Outdoor Play Spaces Project	Greenmead Primary School St Margaret's Crescent ,Putney, SW15 6HL UNITED KINGDOM	8/4/2011	3/13/2012 01/24/2013	40,000	167
PROVAAT	Lake and pond cleaning project in Bangladesh	3 Cadogan Gate ,London, SW1X 0AS UNITED KINGDOM	8/8/2011	4/23/2012 06/26/2013	50,000	10,000
International Rescue Committee UK	In support of the Emergency Response Team	11 Gower Street ,London, WC1E 6BH UNITED KINGDOM	9/8/2011	12/1/2012	20,000	-
Carams Fields and the Harmsworth Memorial Playground	In support of the Sports Coaching Training Program at the 93 Guilford Street ,London, WC1N 1DN UNITED KINGDOM Youth Centre	9/8/2011	6/7/2012 05/30/2013	100,000	52,961	
Mother's Choice Limited	In support of the Foster Care Training Program and the Child Development Program	42B Kennedy Road Mid Levels ,HONG KONG	9/13/2011	6/20/2012 11/30/2012	25,000	2,620
The Child Development Centre Watchdog Limited	In support of the Parent Training Programme In support of the Speech Therapy Programme for Children with Special Educational Needs	41 Mount Kellett Road ,The Peak ,HONG KONG G/F East Wing 12 Borrett Road ,Midlevels , HONG KONG	9/15/2011 9/20/2011	6/14/2012 06/02/2013 5/30/2012 04/29/2013	13,000 50,000	1,057 -
Wu Zhi Qiao (Bridge to China) Charitable Foundation Limited	In support of the Wu Zhi Qiao Research and Development Centre in Xian	5th Wang Foo Yuan Building The Chinese University of Hong Kong ,Shatin, HONG KONG	10/4/2011	2/14/2012 02/22/2013	50,000	-
Asociacion Mexicana de Ayuda a Ninos con Cancer, I.A.P	To provide support for basic necessities for patients. Asociacion transportation	Magistreno National 100 ,Tlalpan, 14000 MEXICO	10/12/2011	2/27/2012 04/05/2013	125,000	-
The Gorilla Organization	In support of the Radio Cosmos Notre Monde project in Democratic Republic of the Congo	110 Gloucester Avenue ,London, NW1 8HX UNITED KINGDOM	10/20/2011	2/24/2012 04/22/2013	1,000	-
The Childrens Bookbank and Literacy Foundation ARK Animal Refuge Kansai	In support of the Books Beyond Berkeley Street project In support of the Cat House at the Osaka shelter	350 Berkeley Street ,Toronto, M5A 2X5 CANADA 595 Noma Ohara Nose-cho ,Toyono-gun, 563-0131 JAPAN	10/20/2011 10/25/2011	2/22/2012 01/17/2013 5/15/2012 05/06/2013	5,000 50,000	-
Outset Contemporary Art Fund	In support of an experimental film project and public art exhibition	8 Wadham Gardens ,London, NW3 3DP UNITED KINGDOM	10/28/2011	10/18/2012	10,000	-
The McCord Museum of Canadian History	In support of the Conference Series	690 rue Sherbrooke Ouest ,Montreal, H3A 1E9 CANADA	11/14/2011	5/17/2012 06/07/2013	35,000	20,300
Pureun Citizen Community	In support of the Modoo Cultural Library	2F, 335-5, Imun 2-dong ,Dongdaemun-gu, 130-831 KOREA, REPUBLIC	11/14/2011	5/23/2012 09/17/2013	36,000	2,560
The Community Chest of Hong Kong	In support of the Tai Yuen After-School Care Service Centre	Unit 1805, Harcourt House 39 Gloucester Road ,Wanchai, HONG KONG	11/21/2011	5/21/2012 06/13/2013	5,000	-
Child Bereavement Chanty	In support of Bereavement Support efforts	The Saunderton Estate Wycombe Road ,Saunderton, HP14 4BF UNITED KINGDOM	11/21/2011	11/13/2012	10,000	-
Child Bereavement Chanty	In support of Bereavement Support training sessions	The Saunderton Estate Wycombe Road ,Saunderton, HP14 4BF UNITED KINGDOM	11/21/2011	11/20/2012	12,000	430
DebRA	In support of Bone Marrow Transplantation research	13 Wellington Business Park Dukes Ride ,Crowthorne, RG45 6 LS UNITED KINGDOM	12/5/2011	3/1/2012 05/28/2013	15,000	15,000
DebRA	In support of Bone Marrow Transplantation research	13 Wellington Business Park Dukes Ride ,Crowthorne, RG45 6 LS UNITED KINGDOM	12/5/2011	3/1/2012 03/28/2013	25,000	14,434
DebRA	In support of Bone Marrow Transplantation research	13 Wellington Business Park Dukes Ride ,Crowthorne, RG45 6 LS UNITED KINGDOM	12/5/2011	3/1/2012 03/28/2013	50,000	-

Grant Recipient	Grant Purpose	Recipient Address	Grant Date	Date(s) Report(s) Received	Original Grant Amount	Total Unexpended Balance
DabRA	In support of Bone Marrow Transplantation research	13 Wellington Business Park Dukes Ride Crowthorne RG45 6 LS UNITED KINGDOM	12/5/2011	3/1/2012 03/28/2013	81,800	81,800
Minam Hyman Memorial Trust	In support of Specular Microscope training programs	10 Holyoake Walk ,London, N2 0JX UNITED KINGDOM	12/6/2011	0/2/22/2013	5,000	-
Diocesan Girls School Education Foundation Limited	In support of the school complex redevelopment	1 Jordan Road ,Kowloon, HONG KONG	12/6/2011	11/13/2012	150,000	-
Autism Resource Centre (Singapore)	In support of the Post-18 Services Program	5 Ang Mo Kio Avenue 10 ,Singapore, 569739 SINGAPORE	12/6/2011	5/31/2012 05/29/2013	50,000	35,542
Forward Haiti VZW	In support of the Notre Dame de la Medaille Miraculeuse orphanage in Haiti	Astridplien 44 ,Knokke-Heist, 8301 BELGIUM	12/14/2011	0/1/30/2013	25,000	1,120
Autism Resource Centre (Singapore)	In support of the Post-18 Services Program	5 Ang Mo Kio Avenue 10 ,Singapore, 569739 SINGAPORE	12/14/2011	5/31/2012 05/29/2013	50,000	50,000
IndoChina Starfish Foundation	In support of Community Research and Development efforts	61 West Common Harpenden ,Herts, AL5 2LD UNITED KINGDOM	12/15/2011	5/8/2012 05/31/2013	10,000	-
Fondation du Centre Hospitalier Universitaire de Quebec	In support of the training and installation costs associated with the new robotic surgical device	10, rue des Espinay Local E1-152 ,Quebec, G1L 3L5 CANADA	12/15/2011	5/16/2012 04/29/2013	50,000	-
Keeping Kids Company	In support of staff costs associated with providing support and therapeutic programs for vulnerable and high-risk youth	1 Kenbury Street ,London, SE5 9BS UNITED KINGDOM	12/15/2011	0/9/13/2013	100,000	-
The Hong Kong Academy for Performing Arts	In support of the Community Arts Projects and A&E Education Program	1 Gloucester Road ,Wanchai, HONG KONG	12/19/2011	8/31/2012 08/29/2013	10,000	-
The Hong Kong Academy for Performing Arts	In support of the Community Arts Projects and A&E Education Program	1 Gloucester Road ,Wanchai, HONG KONG	12/19/2011	8/31/2012 08/29/2013	25,000	-
The Hong Kong Academy for Performing Arts	In support of the Community Arts Projects and A&E Education Program	1 Gloucester Road ,Wanchai, HONG KONG	12/19/2011	8/31/2012 08/29/2013	25,000	-
The Save the Children Fund	In support of the Occupied Palestinian Territory Educational Project	1 St Johns Lane ,London, EC1M 4AR UNITED KINGDOM	12/27/2011	0/3/25/2013	200,000	123,272
UNICEF UK	In support of the training efforts of UNICEF's earthquake and tsunami emergency relief in Japan	30A Great Sutton Street ,London, EC1V 0DU UNITED KINGDOM	1/12/2012	0/4/10/2013	13,000	-
UNICEF UK	In support of the training efforts of UNICEF's earthquake and tsunami emergency relief in Japan	30A Great Sutton Street ,London, EC1V 0DU UNITED KINGDOM	1/12/2012	0/4/10/2013	19,400	-
Nanyang Primary School	In support of Programme Wings	52 Kings Road ,Singapore, 266097 SINGAPORE	1/13/2012	0/2/20/2013	78,740	73,458
The Kynges College of Our Ladye of Elion	In support of a recurring visiting artist programme	Elton College ,Windsor, SL4 8DW UNITED KINGDOM	1/17/2012	0/5/08/2013	30,000	30,000
Beside Windesore Habad Children Aid Society	In support of the costs associated with Habad Children Aid Society's annual fundraiser	95 High Street ,Edgeware, HA8 7DB UNITED KINGDOM	1/24/2012	10/03/2012	5,000	-
Macmillan Cancer Support	In support of cancer care efforts for patients	Donations 89 Albert Embankment 11th Floor ,London, SE1 7UQ UNITED KINGDOM	1/24/2012	0/7/23/2013	31,318	-
Kaya Bora Community Alliance Network Society	In support of the Women Health Education Program and the Sex & Gender Based Violence Prevention Program	2101-1003 Pacific Street ,Vancouver, V6E 4P2 CANADA	1/24/2012	9/28/2012	40,000	28,739
DabRA	In support of Bone Marrow Transplantation research	13 Wellington Business Park Dukes Ride ,Crowthorne, RG45 6 LS UNITED KINGDOM	1/24/2012	0/3/28/2013	50,000	50,000
Policy Exchange	In support of the Policies and Procedures for Appointments to Public Bodies project	Clutha House 10 Storeys Gate ,London, SW1P 3AY UNITED KINGDOM	1/26/2012	1/13/2012	40,000	14,600
The Old Vic Theatre Trust 2000	In support of the Old Vic New Voices program	The Cut ,London, SE1 8NB UNITED KINGDOM	1/30/2012	1/0/18/2012	7,825	-
The Community Chest of Hong Kong	In support of the Christian and Missionary Alliance Church Union Hong Kong Limited's Early Intervention and Family Support Programme	Little Bridge House Redlands Road Fremington ,Barnstaple, EX31 2PZ UNITED KINGDOM	1/30/2012	0/3/06/2013	70,000	-
Childrens Hospice South West	In support of the salary costs for the Little Harbour Head of Care	One Cabot Square Canary Wharf ,London, E14 4QJ UNITED KINGDOM	2/6/2012	2/28/2012 11/08/2013	1,000	-
Uganda Charity Trust Fund	In support of the Career Week program and career guidance for Uganda students	Star House 104-108 Grafton Road Kenilworth ,London, NW5 4BA UNITED KINGDOM	2/15/2012	0/2/26/2013	5,000	-
Anne Frank Trust UK	In support of the Anne Frank Prison Project	Star House 104-108 Grafton Road Kenilworth ,London, NW5 4BA UNITED KINGDOM	2/15/2012	0/2/26/2013	15,822	-

Grant Recipient	Grant Purpose	Recipient Address	Grant Date	Date(s) Report(s) Received	Original Grant Amount	Total Unexpended Balance
The C Group Supporting the RMS	In support of the Outdoor Adventure Therapy Program	Headquarters Commando Training Centre Royal Marines Lympstone .Exmouth, EX8 5AR UNITED KINGDOM	2/24/2012	7/5/2012 10/14/2013	5,000	-
The C Group Supporting the RMS	In support of the Outdoor Adventure Therapy Program	Headquarters Commando Training Centre Royal Marines Lympstone .Exmouth, EX8 5AR UNITED KINGDOM	2/24/2012	7/5/2012 10/14/2013	5,000	-
The C Group Supporting the RMS	In support of the Outdoor Adventure Therapy Program	Headquarters Commando Training Centre Royal Marines Lympstone .Exmouth, EX8 5AR UNITED KINGDOM	2/24/2012	7/5/2012 10/14/2013	40,000	-
Hong Kong Society for the Protection of The C Group Supporting the RMS	In support of the Power of Art Program	387 Portland Street, Mongkok, Kowloon HONG KONG	3/1/2012	5/31/2012 06/11/2013	5,000	-
Portuguese-Israeliische Gemeente, Ansiedelam	In support of the Outdoor Adventure Therapy Program	Headquarters Commando Training Centre Royal Marines Lympstone .Exmouth, EX8 5AR UNITED KINGDOM	3/2/2012	7/5/2012 10/14/2013	5,000	-
KV Institute for Contemporary Art - Kunst Werke Berlin e V	In support of the education project	Postbus 16748 Mr. Vissersplein 2 Amsterdam, 1011 RD NETHERLANDS	3/2/2012	05/03/2013	20,250	-
The C Group Supporting the RMS	In support of the Ernst Schering Foundation Art Award 2011 Exhibition	Augustistrasse 69 Berlin, D-10117 GERMANY	3/8/2012	02/27/2013	20,000	5,629
The Lyra Nisoul Foundation for Childrens Brain Cancer Research	In support of Diffuse Intrinsic Pontine Glioma research efforts	97 Oakley Street London, SW3 5NR UNITED KINGDOM	3/12/2012	01/17/2013	10,000	-
Presidents Club Charitable Trust	In support of fundraising program event	c/o Weston Kay Chartered Accountants 73/75 Mortimer Street, London, W1W 7SQ UNITED KINGDOM	3/12/2012	01/10/2013	19,600	-
Evergreen	In support of the Green Design Exhibit/web-based platform	Centre for Green Cities Evergreen Brick Works 550 Bayview Avenue, Suite 300 Toronto, M4W 3X8 CANADA	3/20/2012	02/28/2013	100,000	-
Michael Pinball Clemons Foundation	In support of the Adopt a Village development program	Unit 1602 39 Harbour Square ,Toronto, M5J 2H2 CANADA	3/26/2012	03/22/2013	7,000	-
ROSANNA Passang 2000	In support of the Rose magazine production	29 Rue de Tivoli ,Bordeaux, 33000 FRANCE	3/26/2012	02/26/2013	80,000	-
The Outward Bound Trust of Hong Kong Ltd	In support of the homeless day center	Carlisle Place, London, SW1P 1NL UNITED KINGDOM	4/6/2012	09/25/2013	5,000	-
The Chicken Soup Shelter	In support of efforts to feed needy families	20 Darenth Road ,London, N16 6EJ UNITED KINGDOM	4/9/2012	07/12/2013	1,600	-
The Chicken Soup Shelter	In support of efforts to feed needy families	20 Darenth Road ,London, N16 6EJ UNITED KINGDOM	4/9/2012	07/12/2013	5,000	-
Future Hope India	In support of efforts to provide basic necessities to needy children in India	1/8, Rowland Road ,Kolkata, 700020 INDIA	4/11/2012	05/13/2013	160,000	-
Beijing Cultural Development Center for Rural Women	In support of the Literacy Program in Gansu Province	301, Building 1, Jiali Mansion 180, Beryuanlu Chaoyang District, Beijing, 100101 CHINA	4/24/2012	02/28/2013	12,500	-
The Jewish Museum London	In support of The Outreach Programme	129-131 Albert Street ,London, NW1 7NB UNITED KINGDOM	4/25/2012	04/25/2013	5,000	-
Chabad Lubavitch UK	In support of the Lubavitch Boys School	107-115 Stamford Hill ,London, N16 5RP UNITED KINGDOM	4/25/2012	07/1/2013	10,000	-
Huron University College Foundation	In support of the community-based learning program	1349 Western Road ,London, N6G 1H3 CANADA	4/25/2012	02/01/2013	30,000	-
Uganda Charity Trust Fund	In support of the Careers and Employability Programme in One Cabot Square Canary Wharf ,London, E14 4QJ UNITED KINGDOM	5/1/2012	11/08/2013	5,000	-	
China Children and Teenagers Fund	In support of the Duancun School	Jiangjiuomennei Street, No 15, Beijing, 100730 CHINA	5/1/2012	04/25/2013	25,000	-
China Children and Teenagers Fund	In support of the Duancun School	Jiangjiuomennei Street, No 15, Beijing, 100730 CHINA	5/1/2012	04/25/2013	50,000	25,025
WeShare Education & Charity Fund	In support of the Community Care Center	10F, No. 8, Guiqian Road,Zhongzheng District, 100 TAIWAN	5/4/2012	02/27/2013	100,000	53,040
The Society for the Promotion of Hospice Care	In support of hiking fundraising event	G/F, 16 Ngai Man Street ,Shau Kei Wan, HONG KONG	5/9/2012	05/31/2013	10,000	-
Funcafe	In support of La Reforma San Marcos Nutrition and Reproductive Sexual Health Project	5a Calle O-50, Zona 14 Edificio Anacafe, Nivel 3 ,Guatemala City, 01014 GUATEMALA	5/9/2012	01/21/2013	15,000	1,186
Guy Mascolo Football Charity	In support of The Social Inclusion Project, The In School Coaching Program and Street FC	The Library Space 108 Battersea Park Road ,London, SW11 4LY UNITED KINGDOM	5/9/2012	10/26/2012	40,000	-
Hong Kong Juvenile Diabetes Association	In support of the Experimental Learning Camp, Educational Communications Project, Members Educational Sharing Event, Family Juvenile Diabetes Conference, and Members Educational & Fun Activities	Unit E 8/F Harvest Moon House 337-339 Nathan Road ,Kowloon, HONG KONG	5/9/2012	06/14/2013	50,000	20,063
Pathways to Education Canada	In support of The Cynthia Lee Gray Centre for Pathways to Education Program	Suite 800 6 Adelaide Street East, Toronto, M5C 1H6 CANADA	5/9/2012	05/31/2013	160,460	-

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Inish Cultural Centre Hammersmith Ltd	In support of Culture Camps for Children	3 Blacks Road Hammersmith London, W6 9DT UNITED KINGDOM	5/11/2012			5,000
Hope and Homes for Children	In support of the Demstitutionalisation team in Rwanda and the UK	East Cliffe ,Salisbury, SP3 4LZ UNITED KINGDOM	5/11/2012	02/07/2013	26,904	-
The Princes Teaching Institute	In support of the Summer School Lecture Series	40 Grosvenor Gardens ,London, SW1W 0EB UNITED KINGDOM	5/15/2012	11/20/2012	4,500	-
Mind (The National Association for Mental Health)	In support of the Mind Infoline	15-19 Broadway ,Stratford, E15 4BQ UNITED KINGDOM	5/17/2012	07/19/2013	1,000	-
The Save the Children Fund	In support of the Bangladesh Capital Appeal	1 St Johns Lane ,London, EC1M 4AR UNITED KINGDOM	5/22/2012	02/28/2013	1,000	-
The Basil Charless Educational Foundation, Inc	In support of Parenting Classes, Institutional Training Pre-School, School Feeding Program and Summer Camp	Rose Hill Primary School The Oval ,Rose Hill ,Oxford, OX4 4SF UNITED KINGDOM	5/24/2012	04/09/2013 06/29/2013	15,000	-
The Art Room (Oxford)	In support of providing art sessions at the Robert Blair Primary School	Rose Hill Primary School The Oval ,Rose Hill ,Oxford, OX4 4SF UNITED KINGDOM	5/24/2012	10/02/2012 10/08/2012	16,000	16,000
Kaya Bora Community Alliance Network Society	In support of the Womens Health Education Program and the Sex & Gender Based Violence Prevention Program	2101-1003 Pacific Street ,Vancouver, V6E 4P2 CANADA	5/24/2012	9/28/2012 09/28/2012	20,000	17,935
The Wells Cathedral School Foundation	To support costs associated with administering the Bursary Fund	Wells Cathedral School 15 The Liberty ,Wells, BA5 2ST UNITED KINGDOM	6/7/2012	9/28/2012 09/28/2013	5,000	5,000
China Children and Teenagers Fund Friendship Works	In support of the Duancun School	Jiangguomenni Street, No 15 ,Beijing, 100730 CHINA	6/7/2012	04/25/2013	10,000	-
St Marks Hospital Foundation	To support the recruitment, screening and training of adult volunteers	Studio 442, Highgate Studios 53-79 Highgate Road ,London, NW5 1TL UNITED KINGDOM	6/11/2012	05/30/2013	50,000	-
The National Autistic Society	In support of the FLEX program	St Marks Hospital Watford Road ,Harrow, HA1 3UJ UNITED KINGDOM	6/14/2012	10/31/2013	3,250	-
The Childrens Wish Foundation of Canada	In support of the Prospects program	391-393 City Road ,London, EC1V 1NG UNITED KINGDOM	6/20/2012	05/29/2013	7,650	-
The National Autistic Society	In support of the Prospects program	Ontario Chapter 7-725 Westney Road South ,Ajax, L1S 7J7 CANADA	6/20/2012	08/27/2013	10,000	-
The National Society for the Prevention of Cruelty to Children	In support of telephone helpline training costs	391-393 City Road ,London, EC1V 1NG UNITED KINGDOM	6/20/2012	05/29/2013	10,000	-
The National Society for the Prevention of Cruelty to Children	In support of telephone helpline training costs	Weston House 42 Curtain Road ,London, EC2A 3NH UNITED KINGDOM	6/27/2012	05/31/2013	5,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	50,000	-
Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	60,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	75,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	100,000	-
Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	25,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	50,000	-
Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	25,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	15,000	-
Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	20,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	20,000	-
Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	20,000	-

<u>Grant Recipient</u>	<u>Grant Purpose</u>	<u>Recipient Address</u>	<u>Grant Date</u>	<u>Date(s) Report(s) Received</u>	<u>Original Grant Amount</u>	<u>Total Unexpended Balance</u>
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	25,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	5,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	10,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	10,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	10,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	10,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	10,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	10,000	-
International Federation of Red Cross and Red Crescent Societies	In support of disaster relief efforts of the Japanese Red Cross Society	PO Box 372 ,CH-1211, SWITZERLAND	11/2/2011	02/15/2013	10,000	-
iPartner India	In support of the Prajwala Home for Child Victims of Trafficking	13 Partridge Close ,Arkley, EN5 2DT UNITED KINGDOM	6/28/2012	09/04/2013	25,000	14,402
Year ending 6/30/2013						
King's College London	In support of the Peanut Allergy Sensitisation study at the Pediatric Allergy Department	Fundraising and Supporter Development King's College London & King's Health Partners James Clerk Maxwell Building, 57 Waterloo Road London, SE1 8WA UNITED KINGDOM	7/23/2012		50,000	50,000
Best Beginnings	In support of project management and written content costs associated with the development of Phase 1 of the mobile phone apps project	12 Vale Royal ,London, NW9 9AP UNITED KINGDOM	8/1/2012		30,000	30,000
L'Arche	In support of the salary costs of a training manager at L'Arche Lambeth	15 Norwood High Street ,London, SE27 9JU UNITED KINGDOM	9/11/2012		5,000	5,000
Toronto Foundation for Student Success	In support of the Feeding Hungry Minds Project	2 Trelawny Drive, 4th Floor ,Toronto, M6M 4A8 CANADA	12/6/2012		600,000	600,000
Imperial College of Science, Technology and Medicine	In support of the Reach Out Lab	SALC Mezzanine, Level 5 Sheffield Building South Kensington Campus Exhibition Road ,London, SW7 2AZ UNITED KINGDOM	1/24/2013		3,988	3,988
King's College London	In support of the Peanut Allergy Sensitisation study at the Pediatric Allergy Department	Fundraising and Supporter Development King's College London & King's Health Partners James Clerk Maxwell Building, 57 Waterloo Road ,London, SE1 8WA UNITED KINGDOM	5/1/2013		25,000	25,000
King's College London	In support of the Peanut Allergy Sensitisation study at the Pediatric Allergy Department	Fundraising and Supporter Development King's College London & King's Health Partners James Clerk Maxwell Building, 57 Waterloo Road ,London, SE1 8WA UNITED KINGDOM	5/1/2013		10,000	10,000
University of Bristol	In support of the collaboration between the University and Campaigns and Alumni Relations Senate House 3 Tyndall Avenue ,Bristol, BS8 1TH	5/22/2013	09/25/2013		76,000	76,000
The Wells Cathedral School Foundation	To support costs associated with administering the Bursary Fund	Wells Cathedral School 15 The Liberty ,Wells, BA5 2ST UNITED KINGDOM	5/23/2013		5,000	5,000
St Stephen's College Preparatory School	In support of the Heritage Trail Enhancement Works	30 Wong Ma Kok Road ,Stanley, HONG KONG	8/8/2012		70,000	70,000
The CARN Trust (Child Aid In Rural Nepal)	In support of project management, technical expertise and labor costs for the new school construction project in Baglung, Nepal	Monmouth Court Southampton Road ,Ringwood, BH24 1HE UNITED KINGDOM	10/18/2012		8,000	8,000
The Federation of London Youth Clubs	In support of the We Are Ready sports program	47-49 Pittfield Street ,London, N1 6DA UNITED KINGDOM	10/18/2012		3,200	3,200
Outset Contemporary Art Fund	In support of the RCA/Outset Visual Cultures Lecture Series	8 Wacham Gardens ,London, NW3 3DP UNITED KINGDOM	11/15/2012		9,700	9,700

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Guy Mascolo Football Charity	In support of the Goal Getter Project, The In-School Coaching Program Street FC, and Girls Training Centre	The Library Space 108 Battersea Park Road London, SW11 4LY UNITED KINGDOM	4/10/2013		120,000	120,000
Glendower School Trust Limited	In support of administration of the bursary scheme, art classes for local primary school and transportation for local students to swimming lessons	Glendower Preparatory School 87 Queen's Gate ,South Kensington, SW7 5JX UNITED KINGDOM	5/6/2013		25,000	25,000
The Royal Opera House Foundation	In support of the education and outreach programs of the Royal Opera House	Covent Garden London WC2E 9DD UNITED KINGDOM	5/22/2013		7,615	7,615
The Old Vic Theatre Trust 2000	In support of the Community Company outreach efforts	The Cut , London, SE1 8NB UNITED KINGDOM	6/14/2013		7,800	7,800
Policy Exchange Limited	In support of research on the Juridification of the British Armed Forces and the Role of the UK's Electoral Commission and its effectiveness	Clutha House 10 Storey's Gate ,London, SW1P 3AY UNITED KINGDOM	7/13/2012	11/3/2012	150,000	131,011
Vaney Village	In support of camp staff salary costs	3701 Danforth Avenue Scarborough, M1N 2G2 CANADA	9/25/2012		2,000	2,000
Feeding Hong Kong Limited	In support of the Food Sourcing program	Unit 806, Block A1 Yau Tong Industrial City 17-25 Ko Fai Road ,Yau Tong, HONG KONG	10/26/2012		10,000	10,000
The Friends of Alpington VA School	In support of the fees associated with the planning, surveying and architects for the capital project	Field House ,Alpington, NR14 7NQ UNITED KINGDOM	2/6/2013		55,000	55,000
International Rescue Committee UK	In support of Syria relief efforts	3 Bloomsbury Place ,London, WC1A 2QL UNITED KINGDOM	2/28/2013		20,000	20,000
International Rescue Committee UK	In support of Syria relief efforts	3 Bloomsbury Place ,London, WC1A 2QL UNITED KINGDOM	2/28/2013		10,000	10,000
International Rescue Committee UK	In support of Syria relief efforts	3 Bloomsbury Place ,London, WC1A 2QL UNITED KINGDOM	2/28/2013		5,000	5,000
International Rescue Committee UK	In support of Syria relief efforts	3 Bloomsbury Place ,London, WC1A 2QL UNITED KINGDOM	2/28/2013		5,000	5,000
International Rescue Committee UK	In support of Syria relief efforts	3 Bloomsbury Place ,London, WC1A 2QL UNITED KINGDOM	2/28/2013		5,000	5,000
International Rescue Committee UK	In support of Syria relief efforts	3 Bloomsbury Place ,London, WC1A 2QL UNITED KINGDOM	2/28/2013		5,000	5,000
International Rescue Committee UK	In support of Syria relief efforts	3 Bloomsbury Place ,London, WC1A 2QL UNITED KINGDOM	2/28/2013		5,000	5,000
President's Club Charitable Trust	In support of the annual fundraising program event	c/o Weston Kay Chartered Accountants 7375 Mortimer Street ,London, W1W 7SQ UNITED KINGDOM	12/20/2012		21,000	21,000
Abbey Road Baptist Church	In support of efforts to feed the needy	16A Abbey Road St John's Wood ,London, NW8 9BD UNITED KINGDOM	7/20/2012	09/30/2013	5,000	5,000
Yuan Art Museum	In support of the To Be With You program and the Star Band program	No 112 Lizexyun Guangshun North Street ,Wangjing Chaoyang District, 100102 CHINA	8/2/2012		25,000	25,000
The William Wilberforce Trust	In support of teacher training for children affected by conflict in Uganda	Holy Trinity Brompton Brompton Road ,London, SW7 1JA UNITED KINGDOM	8/14/2012	02/20/2013	10,000	-
UNICEF UK	In support of patient care	30A Great Sutton Street ,London, EC1V 0DU UNITED KINGDOM	9/12/2012	03/05/2013	5,000	-
Children's Cancer Center of Lebanon	In support of training and educational workshops and courses	American University of Beirut Medical Center Building 56 - 5th Floor Clementeau Street ,Beirut, LEBANON	9/25/2012	05/20/2013	25,000	-
Fundacion Provincial Deportiva Victor Sastré	In support of The Walrus Magazine production	Calle Jose Mano Jimenez Chava 13 ,El Barraco, 05110 SPAIN	9/25/2012	02/12/2013	10,000	10,000
The Walrus Foundation	In support of the costs associated with staff training, workshops and professional development expenses related to updating the property monitoring program	19 Duncan Street Suite 101 ,Toronto, M5H 3H1 CANADA	10/2/2012	02/05/2013	10,000	-
The Muskoka Heritage Trust	In support of the Rose magazine production	11-B Taylor Road Box 482 ,Bracebridge, P1L 1T8 CANADA	10/2/2012	02/25/2013	5,000	4,241
PROVAT	In support of the Underprivileged Adolescent Training Program in Bangladesh covering teacher trainer wages, food and housing costs for participants	29 Rue de Tivoli ,Bordeaux, 33000 FRANCE	10/4/2012	02/26/2013	70,000	-
Michael Pinball Clemons Foundation	In support of the salary costs of the Program Director/Community Development Manager	3 Cadogan Gate ,London, SW1X 0AS UNITED KINGDOM	10/15/2012	06/26/2013	75,000	75,000
		Unit 1602 99 Harbour Square ,Toronto, M5J 2H2 CANADA	10/15/2012	03/22/2013	40,000	30,478

Grant Recipient	Grant Purpose	Recipient Address	Grant Date	Date(s) Report(s) Received	Original Grant Amount	Total Unexpended Balance
Irish Wheelchair Association	In support of the costs of the 1-day personal development Roscommon ROC Cursive Holiday Centre ,Donamon, IRELAND course for members		10/18/2012	02/11/2013	1,000	-
Walking with the Wounded	In support of Lifeworks residential re-training programme	Stoddy Hall Barns Stoddy Melton Constable NR24 2ED UNITED KINGDOM	10/26/2012	02/25/2013	10,000	-
União Brasileiro-Israelita do Bem Estar Social - UNIBES	In support of the Strengthening the Community Program	Rua Rodolfo Miranda 287/293 .Bom Retiro, 01121-010 BRAZIL	11/7/2012	02/28/2013	5,000	2,915
True Patriot Love Foundation for Support of Military Families	In support of the True Patriot Love Expedition-1 Island Peak	130 Bloor Street West, Suite 905 ,Toronto, M5S 1N5 CANADA	11/15/2012	02/21/2013	5,000	-
The Children's BookBank and Literacy Foundation	In support of the Books Beyond Berkeley Street project	350 Berkeley Street ,Toronto, M5A 2X5 CANADA	11/20/2012	01/17/2013	5,000	2,000
Juvenile Diabetes Research Foundation Canada	In support of the Bag of Hope outreach program	Suite 800 2556 Victoria Park Avenue ,Toronto, M2J 5A9 CANADA	11/26/2012	10/01/2013	100,000	100,000
Lebanese Association of SOS Children's Villages	In support of the food supplies associated with houses 1B PO Box 55-242 ,Sin El Fil, Beirut LEBANON 3, 5 and 7		12/13/2012		26,000	26,000
Force Femmes	In support of the salary/costs of two coordinators for the interviews and training workshops	14-16 Boulevard de Douaumont ,Paris, 75107 FRANCE	12/17/2012		50,000	50,000
Instituto PROF	In support of the Life Share and Video Community Art projects	Rua Ernest Renan, 261 ,Paraisópolis, 05659-020 BRAZIL	12/18/2012		5,000	5,000
Beautiful Mind Charity	In support of the Music Camp	#902 Seoul Center Building 116 Sogong-ro ,Jung-gu, 100-070 KOREA, REPUBLIC	12/27/2012		50,000	50,000
Keeping Kids Company	In support of the setup costs associated with the art exhibition, including marketing materials, labor costs for framing artwork venue costs, etc	1 Kenbury Street ,London, SE5 9BS UNITED KINGDOM	1/23/2013		45,000	45,000
Keeping Kids Company	In support of the setup costs associated with the art exhibition, including marketing materials, labor costs for framing artwork, venue costs etc	1 Kenbury Street ,London, SE5 9BS UNITED KINGDOM	1/24/2013		60,000	60,000
Camp Awakening Incorporated	In support of the Canoe-Tripping Program	Suite 204 150 Eglington Avenue East ,Toronto, M4P 1E8 CANADA	1/29/2013		5,000	5,000
The Business Humanitarian Forum Association	In support of the 'Best Practice for Corporate Community Engagement' conference	7-9 chemin de Balexert ,Chatelaine, 1219 SWITZERLAND	2/6/2013		5,000	5,000
Uganda Charity Trust Fund	In support of the Higher Education and Skills Training programme	c/o The Queen's Club Palliser Road ,London, W14 9EQ UNITED KINGDOM	2/12/2013		2,000	2,000
Opportunity International United Kingdom	In support of the Banking on Education programme	Angel Court 81 St Clements ,Oxford, OX4 1AW UNITED KINGDOM	2/27/2013		80,000	80,000
Myeloma UK	In support of DNA sequencing procedures at the Institute of Cancer Research	Broughton House 31 Dunedin Street ,Edinburgh, EH7 4JG UNITED KINGDOM	2/27/2013		7,927	7,927
Instituto A Casa do Jardim	In support of the Eco Life Ambiental program and tutoring sessions to help children with reading and writing skills	Rua Jequain, 571 Bairro Campestre ,Santo Andre, 09090-080 BRAZIL	3/4/2013		10,000	10,000
The Welfare Association	In support of efforts to feed Palestinian refugee children	Tower House 226 Cromwell Road ,London, SW5 0SW UNITED KINGDOM	3/19/2013		5,000	5,000
The Save the Children Fund	In support of the Bangladesh Build it for Babies appeal	1 St John's Lane ,Farnham, EC1M 4AR UNITED KINGDOM	4/16/2013		5,000	5,000
ROSE	In support of the Rose magazine production	29 Rue de Tivoli ,Bordeaux, 33000 FRANCE	5/6/2013		80,000	80,000
Corporacion General Gustavo Matamoros D'Costa	In support of the Rehabilitation Through Sports program	Callie 98 No 68 D-05 ,Bogota, COLOMBIA	5/6/2013		5,000	5,000
Instituto A Casa do Jardim	In support of the computer skills therapy for children/teenagers of domestic violence and abuse, and graffiti and drawing programmatic activities	Rua Jequain, 571 Bairro Campestre ,Santo Andre, 09090-080 BRAZIL	5/13/2013		45,000	45,000
Action Cambodge Handicap	In support of group home programming and care for disabled people in Cambodia	394 Chemin Soussoumer ,Saint Antoine, 84800 FRANCE	5/28/2013		1,000	1,000
Anne Frank Trust UK	In support of the education workshops	Star House 104-108 Grafton Road Kentish Town ,London, NW5 4BA UNITED KINGDOM	5/29/2013		16,000	16,000
Save the Children Hong Kong Limited	In support of the Cholera Response project	Rm 1106, Leighton Centre 77 Leighton Road ,Causeway Bay , HONG KONG	6/3/2013		19,500	19,500

Grant Recipient	Grant Purpose	Recipient Address	Grant Date	Date(s) Report(s) Received	Original Grant Amount	Total Unexpended Balance
Catholic Trust for England and Wales Sailors' Society	In support of the internship program	39 Eccleston Square ,London, SW1V 1BX UNITED KINGDOM	6/11/2013		20,000	20,000
Fundacion Enseña Chile	In support of the Jakarta Project	350 Shirley Road ,Southampton, SO15 3HY UNITED KINGDOM	6/14/2013		10,000	10,000
Hane Institute	In support of the Annual Meeting	Banderia 236, 19-A, Piso 2 ,Santiago, CHILE	6/14/2013		5,000	5,000
The Jane Goodall Institute (Hong Kong) Limited	In support of the Roots & Shoots Environmental Leadership Training Program	535 Yeonseo-ro ,Eunpyeong-gu, 122-200 KOREA, REPUBLIC	11/20/2012	04/16/2013	20,000	-
Creating Schools Charitable Trust	In support of teaching and training activities at the Vélez Secondary School and surrounding areas	1805 Whealock House 20 Peader Street ,Central, HONG KONG	11/27/2012	04/24/2013	10,000	10,000
Creating Schools Charitable Trust	In support of the Community Economic Development project and teaching and training activities at the Vélez Secondary School and surrounding areas	59 Henwood Road ,Morningside, 4001 SOUTH AFRICA	3/15/2013		10,000	10,000
The Friends of the French Institute	In support of the Piano Festival	59 Henwood Road ,Morningside, 4001 SOUTH AFRICA	4/18/2013		25,000	25,000
Mother's Choice Limited	In support of the Child Care Home Expansion Project	23 Cromwell Road ,London, SW7 2EL United Kingdom	8/11/2012	06/05/2013	10,000	-
Mother's Choice Limited	In support of the Child Care Home Expansion Project	42B Kennedy Road ,Mid Levels, HONG KONG	6/27/2012	05/31/2013	12,000	-
Cancer Research UK	In support of radiotherapy cancer research	42B Kennedy Road ,Mid Levels HONG KONG	6/27/2012	05/31/2013	50,000	-
The National Autistic Society	In support of the Prospects program	Angel Building 407 St John Street ,London, EC1V 4AD UNITED KINGDOM	6/28/2012	05/31/2013	1,000	-
The Child Development Centre	In support of the Social Smarties and Social Buddies Programmes	391-393 City Road ,London, EC1V 1NG UNITED KINGDOM	7/13/2012	05/29/2013	5,000	-
SickKids Charitable Giving Fund	In support of research efforts	41 Mount Keltie Road ,The Peak HONG KONG	8/2/2012	06/02/2013	6,667	-
The Artangel Trust	In support of local community outreach efforts related to the Lindsay Seers exhibit	525 University Avenue, 14th Floor ,Toronto, M5G 2L3 CANADA	8/2/2012	09/24/2013	5,000	-
Friendship Works	Towards the salary of one caseworker	31 Eye Street ,London, EC1R 5EW UNITED KINGDOM	8/14/2012	04/22/2013	50,000	-
Mother's Choice Limited	Towards the salary of one caseworker	Studio 442, Highgate Studios 53-79 Highgate Road ,London, NW5 1TL UNITED KINGDOM	8/30/2012	05/30/2013	10,000	-
Friendship Works	Towards the salary of one caseworker	Studio 442, Highgate Studios 53-79 Highgate Road ,London, NW5 1TL UNITED KINGDOM	8/30/2012	05/30/2013	2,500	-
Mother's Choice Limited	In support of the Child Care Home expansion project	42B Kennedy Road ,Mid Levels, HONG KONG	9/11/2012	05/31/2013	4,500	-
Eastside Young Leaders' Academy	In support of the Education Programme	PO Box 23703 ,London, E7 0YR UNITED KINGDOM	9/11/2012	05/08/2013	4,000	-
Greenhouse Schools Project Limited	In support of coaching and mentoring programmatic activities	Unit 2D Woodstock Studios 36 Woodstock Grove ,London, W12 8LE UNITED KINGDOM	9/11/2012	06/13/2013	1,000	-
The Teresa Group - Child and Family Aid	In support of the Leap for Success Tutor/Mentor Program	124 Merion Street, Suite 104 ,Toronto, M4S 2Z2 CANADA	9/17/2012	05/30/2013	50,000	12,225
Friendship Works	Towards the salary of one caseworker	Studio 442, Highgate Studios 53-79 Highgate Road ,London, NW5 1TL UNITED KINGDOM	9/25/2012	05/30/2013	10,000	-
Prostate Cancer UK	In support of the Value-Based Pricing project	First Floor Cambridge House 100 Cambridge Grove ,Hammersmith, W6 0LE UNITED KINGDOM	10/4/2012	08/15/2013	10,000	-
The Akshaya Patra Foundation UK	In support of feeding needy children in Ahmedabad India	Broadgate West Phase II, 11th Floor 1 Snowden Street ,London, EC2A 2DQ UNITED KINGDOM	10/25/2012	08/19/2013	4,000	4,000
CHANA Charitable Trust	In support of the salary costs for counsellors working with couples experiencing issues with fertility	23 Ravenshurst Avenue ,London NW4 4EE UNITED KINGDOM	11/15/2012	05/08/2013	18,100	-
Autism Resource Centre (Singapore)	In support of the Employability and Employment Centre Program at the Pathlight School	5 Ang Mo Kio Avenue 10 ,Singapore, 569739 SINGAPORE	11/27/2012	05/29/2013	50,000	50,000
Starlight Children's Foundation	In support of the Wish Graning program	Macmillan House Paddington Station ,London, W2 1HD UNITED KINGDOM	12/6/2012	05/31/2013	5,000	-
Starlight Children's Foundation	In support of the Wish Graning program	Macmillan House Paddington Station ,London, W2 1HD UNITED KINGDOM	12/6/2012	05/31/2013	4,850	-
Japan Philanthropic Association	In support of Japan tsunami-relief programs	244 Shin-Otemachi Building 2-2-1, Otemachi ,Chiyoda-ku, 100-0004 JAPAN	12/17/2012	08/15/2013	10,000	-
InoUni	In support of the salary costs of the Education Workers	IntuUniversity Head Office 95 Sirdar Road ,London, W11 4EQ UNITED KINGDOM	12/18/2012	04/22/2013	1,500	-

Grant Recipient	Grant Purpose	Recipient Address	Grant Date	Date(s) Report(s) Received	Orital Grant Amount	Total Unexpended Balance
Greenhouse Schools Project Limited	In support of coaching and mentoring programmatic activities	Unit 2D Woodstock Studios 36 Woodstock Grove .London, W12 8LE UNITED KINGDOM	1/22/2012	06/13/2013	10,000	-
The Community Chest of Hong Kong	In support of the Evangel Children's Home	Unit 1805, Harcourt House 39 Gloucester Road Wan Chai HONG KONG	1/22/2012	04/22/2013	20,000	20,000
The Community Chest of Hong Kong	In support of the Cantas Personal Growth Centre for Men	Unit 1805, Harcourt House 39 Gloucester Road Wan Chai, HONG KONG	1/22/2012	04/22/2013	5,000	5,000
Hong Kong Society for the Protection of Children	In support of the Science Wonderland Activity Day	387 Portland Street ,Mongkok, Kowloon HONG KONG	1/22/2012	06/11/2013	5,000	5,000
Ex-Services Mental Welfare Society	In support of the Well-being and Rehabilitation program at the Tynwhitt House Treatment Centre	d/b/a Combat Stress Tynwhitt House Oaklawn Road ,Leatherhead, KT22 0BX UNITED KINGDOM	1/7/2013	05/29/2013	5,000	-
Ex-Services Mental Welfare Society	In support of the Well-being and Rehabilitation program at the Tynwhitt House Treatment Centre	d/b/a Combat Stress Tynwhitt House Oaklawn Road ,Leatherhead, KT22 0BX UNITED KINGDOM	1/7/2013	05/29/2013	5,000	-
Chelsea and Westminster Health Charity	In support of the Maternity Research Program at the Mother and Baby Centre	4 Verney House 1B Hollywood Road ,London, SW10 9HS UNITED KINGDOM	1/23/2013	05/30/2013	41,000	8,245
Environmental Defence Canada, Inc	In support of the Toxic program and the Just Beautiful program	116 Spadina Avenue Suite 300 ,Toronto, M5V 2K6 CANADA	1/24/2013	08/29/2013	5,000	-
Scotland's Charity Air Ambulance	In support of Helicopter Emergency Medical Services training	The Control Tower Perth Airport ,Perth, PH2 6L UNITED KINGDOM	1/30/2013	08/20/2013	15,000	-
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/12/2013	1/01/2014	1,000	1,000
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/12/2013	1/01/2014	1,000	1,000
Richmond Park Charitable Trust	In support of nature trail maintenance	Hill Place House 55A High Street ,Wimbledon, SW19 5BA UNITED KINGDOM	3/15/2013	08/27/2013	15,000	-
The Hong Kong Philharmonic Society Limited	In support of the venue rental costs for Ileana Chan's fundraising performance	Level 8, Administration Building Hong Kong Cultural Centre ,Tsim Sha Tsui, HONG KONG	3/15/2013	05/29/2013	5,000	-
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/18/2013	50,000	50,000	
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/18/2013	50,000	50,000	
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/18/2013	50,000	50,000	
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/18/2013	50,000	50,000	
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/18/2013	50,000	50,000	
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/18/2013	50,000	50,000	
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/18/2013	50,000	50,000	
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/18/2013	50,000	50,000	
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/18/2013	50,000	50,000	
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/18/2013	50,000	50,000	
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/18/2013	50,000	50,000	
Oxfam India	In support of the Close the Gap Campaign	East Villa, 1st Floor 46/3 Hutchins Road St Thomas Town ,Bangalore, 560034 INDIA	3/18/2013	50,000	50,000	
Goonj	In support of the Cloth for Work initiative	J-93, Santa Vithar ,New Delhi, 110076 INDIA	3/26/2013	10,000	10,000	
The Royal Marsden Cancer Charity	In support of the technician fees associated with the installation of two MRI Scanners at the Royal Marsden Hospital	Fulham Road ,London, SW3 6JJ UNITED KINGDOM	3/26/2013	5,000	5,000	
Po Leung Kuk	In support of the Language Training Programme	66 Leighton Road Causeway Bay, HONG KONG	4/1/2013	20,000	20,000	
Hong Kong Cancer Fund	In support of the CancerLink Service Centre	Suite 2501, Knwick Centre 32 Hollywood Road ,Central, HONG KONG	4/1/2013	8,000	8,000	

Grant Recipient	Grant Purpose	Recipient Address	Grant Date	Date(s) Report(s) Received	Original Grant Amount	Total Unexpended Balance
The Society for the Promotion of Hospice Care	In support of the Bereavement Care Programmes	G/F, 16 Ngoi Man Street Shau Kei Wan, HONG KONG	4/3/2013		10,000	10,000
The Society for the Promotion of Hospice Care	In support of the Bereavement Care Programmes	G/F, 16 Ngoi Man Street Shau Kei Wan, HONG KONG	4/3/2013		5,000	5,000
The Society for the Promotion of Hospice Care	In support of the Bereavement Care Programmes	G/F, 16 Ngoi Man Street Shau Kei Wan, HONG KONG	4/3/2013		5,000	5,000
The Society for the Promotion of Hospice Care	In support of the Bereavement Care Programmes	G/F, 16 Ngoi Man Street Shau Kei Wan HONG KONG	4/3/2013		5,000	5,000
The Board of Trustees of the Tale Gallery	In support of the Community and Access Programmes	Development Office Tate Millbank, London, SW1P 4RG UNITED KINGDOM	5/6/2013		200,000	200,000
Yugnirshi Shriram Sharma Acharya Charitable Trust	In support of the costs associated with providing cataract surgery to the rural poor	16 C Seal Lane ,Kolkata ,700 015 INDIA	5/22/2013		7,739	7,739
The Artangel Trust	In support of the Artist and Artist Assistant fees associated with Daniel Silver's sculptural presentation of The Dog	31 Eye Street ,London, EC1R 5EW UNITED KINGDOM	6/14/2013		20,000	20,000
British Eye Research Foundation	In support of disease research activities	Fight for Sight 9-13 Fenchurch Buildings 5th Floor Fenchurch Street ,London, EC3M 5HR UNITED KINGDOM	6/19/2013		1,000	1,000
Sciences Po Alumni UK Trust	In support of the salary costs associated with the Vincent Wright Chair at Sciences Po	15 Drayton Gardens ,London, SW10 9RY UNITED KINGDOM	8/1/2012	05/31/2013	50,000	-
Holly Lodge Centre	In support of the Centre's educational and environmental programs	Holly Lodge Richmond Park ,Richmond, TW10 5HS UNITED KINGDOM	2/15/2013	06/27/2013	5,000	-
Adaptive Sports Foundation	In support of the Summer Program	550 Knownton Road, Suite #2 PO Box 3732 ,Knowlton, J0E 1V0 CANADA	3/15/2013	07/17/2013	50,000	47,717
The McCord Museum Foundation	In support of the Urban Forest Exhibition	690 Sherbrooke Street West ,Montreal, H3A 1E9 CANADA	3/15/2013	06/17/2013	25,000	24,500
Partner India	In support of the Prawalaya Home for Child Victims of Trafficking in India	13 Partridge Close ,Arkley, EN5 2DT UNITED KINGDOM	6/28/2012	09/04/2013	161,000	104,518
Crohn's and Colitis Foundation of Canada	In support of the Education Symposium for newly-diagnosed patients in Vancouver	60 St Clair Avenue East Suite 600 ,Toronto, M4T 1N5 CANADA	9/13/2012	11/12/2013	1,500	-
Branksome Hall	In support of the administrative costs associated with the Bursary Fund	10 Elm Avenue ,Toronto, M4W 1N4 CANADA	11/7/2012	10/21/2013	15,000	2,098
PIMA Music Foundation Limited	Toward venue rentals, instrument rental fees, technical setup costs and other costs associated with the Unstoppable Hope Nick Vujicic and Friends Asia Outreach Tour 2013	6/F Heely Tower 9 Chatham Road South ,Tsimshatsui, HONG KONG	2/15/2013	08/29/2013	15,000	-
PIMA Music Foundation Limited	Toward venue rentals, instrument rental fees, technical setup costs and other costs associated with the Unstoppable Hope Nick Vujicic and Friends Asia Outreach Tour 2013	6/F Heely Tower 9 Chatham Road South ,Tsimshatsui, HONG KONG	2/15/2013	08/29/2013	15,000	-
Winning Scotland Foundation	In support of the Work Out For Sport programme	6-8 Dewar Place Lane ,Edinburgh, EH2 8EF UNITED KINGDOM	2/15/2013	08/27/2013	12,000	-
PIMA Music Foundation Limited	Toward venue rentals, instrument rental fees, technical setup costs and other costs associated with the Unstoppable Hope Nick Vujicic and Friends Asia Outreach Tour 2013	6/F Heely Tower 9 Chatham Road South ,Tsimshatsui , HONG KONG	2/15/2013	08/29/2013	10,000	-
First Story Limited	In support of the Writer-in-Residence Program	4 More London Riverside ,London, SE1 2AU UNITED KINGDOM	2/2/2013	08/05/2013	20,000	-
Opera Hong Kong Limited	In support of Opera Hong Kong's programs to bring opera to public school children	Rm 1907 ,19F ,Pacific Plaza 410 Des Voeux Road West ,HONG KONG	4/1/2013	08/27/2013	5,000	211
Multiple Sclerosis Limited	In support of the 45 Peer Support Groups and MS Prevention Clinical Trial activities	Studdy MS Centre 80 Betty Cuthbert Drive ,Lidcombe, 2141 AUSTRALIA	4/10/2013	08/19/2013	10,400	-
San Fernando Rose Foundation Limited	In support of the Home of Loving Fathfulness in San Fernando, Philippines	Royal Hong Kong Yacht Club ,Keletti Island ,HONG KONG	4/16/2013	10/23/2013	5,000	-
Concordia Welfare and Education Foundation	In support of the administrative costs associated with the high school scholarship program	Fiat C, 6/F Han Yee Building 21 Hankow Road ,Tsim Sha Tsui, HONG KONG	5/1/2013	08/27/2013	10,000	7,891
China Women's Development Foundation	In support of the Breast Cancer Awareness Program	No 50 Dengshikou Avenue ,Beijing, CHINA	2/20/2013		200,000	200,000

<u>Grant Recipient</u>	<u>Grant Purpose</u>	<u>Recipient Address</u>	<u>Grant Date</u>	<u>Date(s) Report(s) Received</u>	<u>Original Grant Amount</u>	<u>Total Unexpended Balance</u>
Diversion of Funds	To the knowledge of The Goldman Sachs Charitable Gift Fund, no grantee has diverted any portion of the grant funds from the purpose of the grant					

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471) Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621) Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships (see Instructions for Form 8865) Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713) Yes No

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22

Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part II, column (b), and any other additional information

SCHEDULE I, PART I, LINE 2: THE GOLDMAN SACHS CHARITABLE GIFT FUND

("GOLDMAN SACHS GIVES") GENERALLY LIMITS ITS GRANT MAKING IN THE UNITED

STATES TO U.S. CODE SECTION 501(C)(3) ORGANIZATIONS CLASSIFIED AS PUBLIC

CHARITIES. IN ADDITION, GOLDMAN SACHS GIVES FOLLOWS SPECIAL PROCEDURES TO

ENSURE COMPLIANCE WITH TAX LAW GOVERNING GRANTS TO SUPPORTING ORGANIZATIONS

AND PRIVATE OPERATING FOUNDATIONS. IF GOLDMAN SACHS GIVES IS AWARE THAT A

GRANTEE DIVERTED A CHARITABLE GRANT FOR NON-CHARITABLE USE, IT WILL

EVALUATE THE SITUATION AND TAKE APPROPRIATE ACTION.

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds), Part I, line 3, column (f) (accounting method; amounts of investments vs expenditures per region), Part II, line 1 (accounting method), Part III (accounting method), and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

SCHEDULE F, PART I, LINE 2: GENERAL INFORMATION ON ACTIVITIES OUTSIDE THE

UNITED STATES

THE GOLDMAN SACHS CHARITABLE GIFT FUND ("GOLDMAN SACHS GIVES") HAS

WRITTEN AGREEMENTS WITH ALL FOREIGN GRANTEES AND REQUIRES THAT ALL

FOREIGN EXPENDITURE RESPONSIBILITY GRANTEES SUBMIT AFTER THE END OF EACH

FISCAL YEAR IN WHICH THE GRANTEE RECEIVES A PAYMENT OF GRANT FUNDS OR HAS

ANY UNEXPENDED GRANT FUNDS, A FINANCIAL AND NARRATIVE REPORT DETAILING

THE PROGRESS MADE TOWARDS THE GOALS OF THE GRANT AND REPORTING ON THE USE

OF GRANT FUNDS. THESE REPORTS MUST BE SIGNED BY AN OFFICER OF THE

GRANTEE ORGANIZATION. THE REPORTS ARE REVIEWED UPON RECEIPT.

ADDITIONALLY, GOLDMAN SACHS GIVES HAS THE RIGHT TO INSPECT RECORDS OF

RECEIPTS AND EXPENDITURES OF THE GRANT FUNDS UPON REQUEST.

SCHEDULE F, PART I, LINE 3: THE GRANT EXPENSES REPORTED IN PART I, LINE 3

AND PART II ARE ACCOUNTED FOR USING THE ACCRUAL METHOD OF ACCOUNTING IN

CONFORMITY WITH GOLDMAN SACHS GIVES AUDITED FINANCIAL STATEMENTS.

Application for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. THE GOLDMAN SACHS CHARITABLE GIFT FUND	Employer identification number (EIN) or 11-3813663
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 200 WEST STREET, 29TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10282	

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

0 1

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

EMMETT C. ST. JOHN, TREASURER/CFO

- The books are in the care of ► 200 WEST STREET, 29TH FLOOR - NEW YORK, NY 10282

Telephone No ► (212) 357-4282

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
FEBRUARY 15, 2014, 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 JUL 1, 2012, and ending JUN 30, 2013.

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	\$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 0.
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 GOLDMAN SACHS CHARITABLE GIFT FUND	Employer identification number (EIN) or Social security number (SSN) 11-3813663
	Number, street, and room or suite no If a P.O. box, see instructions. 200 WEST STREET, 29TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10282	

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

1

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.

EMMETT C. ST. JOHN TREASURER/CFO

- 4 I request an additional 3-month extension of time until MAY 15, 2014.

5 For calendar year , or other tax year beginning JUL 1, 2012, and ending JUN 30, 2013.

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 _____

INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET
AVAILABLE

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	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
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: Date: July 23, 2018 Title: CPA

Date ► 12 | 3 | 13
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