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Form 990-PF

Department of the Treasury  
Internal Revenue Service

## Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

|  |   |  |
|--|---|--|
| Name of foundation<br><b>THE AARON AND CECILE GOLDMAN<br/>FAMILY FOUNDATION</b>  |   | A Employer identification number<br><b>52-6037949</b>  |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>4201 CONNECTICUT AVENUE, NW</b>  | Room/suite<br><b>600</b>  | B Telephone number<br><b>202-332-6600</b>  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>WASHINGTON, DC 20008</b>  |   | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply:<br><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |   | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation  |   | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16)<br><b>\$ 3,827,735.</b>  | J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input checked="" type="checkbox"/> Other (specify) <b>MODIFIED COST</b><br>(Part I, column (d) must be on cash basis) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>   |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received   |  |                                    |                           | N/A                     |   |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B  |  |                                    |                           |                         |   |
| 3 Interest on savings and temporary cash investments   |  | 35.                                | 35.                       |                         | STATEMENT 1   |
| 4 Dividends and interest from securities   |  | 92,460.                            | 92,460.                   |                         | STATEMENT 2   |
| 5a Gross rents   |  |                                    |                           |                         |   |
| b Net rental income or (loss)  |  |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10   |  | 275,503.                           |                           |                         |   |
| b Gross sales price for all assets on line 6a  |  | 2,430,042.                         |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)   |  |                                    | 275,503.                  |                         |   |
| 8 Net short-term capital gain  |  |                                    |                           |                         |   |
| 9 Income modifications   |  |                                    |                           |                         |   |
| 10a Gross sales less returns and allowances  |  |                                    |                           |                         |   |
| b Less: Cost of goods sold   |  |                                    |                           |                         |   |
| c Gross profit or (loss)   |  |                                    |                           |                         |   |
| 11 Other income  |  | 1,202.                             | 1,202.                    |                         | STATEMENT 3   |
| 12 Total. Add lines 1 through 11   |  | 369,200.                           | 369,200.                  |                         |   |
| 13 Compensation of officers, directors, trustees, etc.   |  | 0.                                 | 0.                        |                         | 0.  |
| 14 Other employee salaries and wages   |  |                                    |                           |                         |   |
| 15 Pension plans, employee benefits  |  |                                    |                           |                         |   |
| 16a Legal fees   |  |                                    |                           |                         |   |
| b Accounting fees  |  | 14,750.                            | 0.                        |                         | 14,750.   |
| c Other professional fees  |  | 18,000.                            | 0.                        |                         | 18,000.   |
| 17 Interest  |  |                                    |                           |                         |   |
| 18 Taxes   |  | 14.                                | 14.                       |                         | 0.  |
| 19 Depreciation and depletion  |  |                                    |                           |                         |   |
| 20 Occupancy   |  |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings   |  |                                    |                           |                         |   |
| 22 Printing and publications   |  |                                    |                           |                         |   |
| 23 Other expenses  |  | 27,595.                            | 27,126.                   |                         | 469.  |
| 24 Total operating and administrative expenses. Add lines 13 through 23  |  | 60,359.                            | 27,140.                   |                         | 33,219.   |
| 25 Contributions, gifts, grants paid   |  | 163,631.                           |                           |                         | 163,631.  |
| 26 Total expenses and disbursements. Add lines 24 and 25   |  | 223,990.                           | 27,140.                   |                         | 196,850.  |
| 27 Subtract line 26 from line 12:  |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements  |  | 145,210.                           |                           |                         |   |
| b Net investment income (if negative, enter -0-)   |  |                                    | 342,060.                  |                         |   |
| c Adjusted net income (if negative, enter -0-)   |  |                                    |                           | N/A                     |   |

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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**THE AARON AND CECILE GOLDMAN  
FAMILY FOUNDATION**

Form 990-PF (2013)

52-6037949 Page 2

| Part II Balance Sheets      |  | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End of year    |                       |
|-----------------------------|--|---|-------------------|----------------|-----------------------|
|                             |  |   | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1  | Cash - non-interest-bearing   |                   |                |                       |
|                             | 2  | Savings and temporary cash investments  | 31,632.           | 88,508.        | 88,508.               |
|                             | 3  | Accounts receivable ▶   |                   |                |                       |
|                             |  | Less: allowance for doubtful accounts ▶   |                   |                |                       |
|                             | 4  | Pledges receivable ▶  |                   |                |                       |
|                             |  | Less: allowance for doubtful accounts ▶   |                   |                |                       |
|                             | 5  | Grants receivable   |                   |                |                       |
|                             | 6  | Receivables due from officers, directors, trustees, and other disqualified persons              |                   |                |                       |
|                             | 7  | Other notes and loans receivable ▶  |                   |                |                       |
|                             |  | Less: allowance for doubtful accounts ▶   |                   |                |                       |
|                             | 8  | Inventories for sale or use   |                   |                |                       |
|                             | 9  | Prepaid expenses and deferred charges   |                   |                |                       |
|                             | 10a  | Investments - U.S. and state government obligations   |                   |                |                       |
|                             | b  | Investments - corporate stock STMT 8  | 1,683,616.        | 0.             | 0.                    |
|                             | c  | Investments - corporate bonds   |                   |                |                       |
|                             | 11   | Investments - land, buildings, and equipment basis ▶  |                   |                |                       |
|                             | Less: accumulated depreciation ▶   |   |                   |                |                       |
| 12                          | Investments - mortgage loans   |   |                   |                |                       |
| 13                          | Investments - other STMT 9   | 1,355,930.  | 3,714,227.        | 3,714,227.     |                       |
| 14                          | Land, buildings, and equipment: basis ▶  |   |                   |                |                       |
|                             | Less: accumulated depreciation ▶   |   |                   |                |                       |
| 15                          | Other assets (describe ▶ STATEMENT 10)   | 497,669.  | 25,000.           | 25,000.        |                       |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1) | 3,568,847.  | 3,827,735.        | 3,827,735.     |                       |
| Liabilities                 | 17   | Accounts payable and accrued expenses   |                   |                |                       |
|                             | 18   | Grants payable  |                   |                |                       |
|                             | 19   | Deferred revenue  |                   |                |                       |
|                             | 20   | Loans from officers, directors, trustees, and other disqualified persons                        |                   |                |                       |
|                             | 21   | Mortgages and other notes payable   |                   |                |                       |
|                             | 22   | Other liabilities (describe ▶)  |                   |                |                       |
|                             | 23   | <b>Total liabilities</b> (add lines 17 through 22)  | 0.                | 0.             |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> <b>X</b>          |   |                   |                |                       |
|                             | and complete lines 24 through 26 and lines 30 and 31.  |   |                   |                |                       |
|                             | 24   | Unrestricted  | 3,568,847.        | 3,827,735.     |                       |
|                             | 25   | Temporarily restricted  |                   |                |                       |
|                             | 26   | Permanently restricted  |                   |                |                       |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>                       |   |                   |                |                       |
|                             | and complete lines 27 through 31.  |   |                   |                |                       |
|                             | 27   | Capital stock, trust principal, or current funds  |                   |                |                       |
|                             | 28   | Paid-in or capital surplus, or land, bldg., and equipment fund                                  |                   |                |                       |
|                             | 29   | Retained earnings, accumulated income, endowment, or other funds                                |                   |                |                       |
| 30                          | <b>Total net assets or fund balances</b>   | 3,568,847.  | 3,827,735.        |                |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b>  | 3,568,847.  | 3,827,735.        |                |                       |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|   |   |   |            |
|---|---|---|------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 3,568,847. |
| 2 | Enter amount from Part I, line 27a  | 2 | 145,210.   |
| 3 | Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN ON INVESTMENTS</b>  | 3 | 113,678.   |
| 4 | Add lines 1, 2, and 3   | 4 | 3,827,735. |
| 5 | Decreases not included in line 2 (itemize) ▶  | 5 | 0.         |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30  | 6 | 3,827,735. |

**THE AARON AND CECILE GOLDMAN  
FAMILY FOUNDATION**

Form 990-PF (2013)

**52-6037949** Page 3

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.) | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>   |  |                                      |                                  |
| <b>b CAPITAL GAINS DIVIDENDS</b>   |  |                                      |                                  |
| c  |  |                                      |                                  |
| d  |  |                                      |                                  |
| e  |  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 2,422,244.          |  | 2,154,539.                                      | 267,705.                                     |
| b 7,798.              |  |   | 7,798.                                       |
| c                     |  |   |  |
| d                     |  |   |  |
| e                     |  |   |  |

  

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a                         |                                      |   | 267,705.  |
| b                         |                                      |   | 7,798.  |
| c                         |                                      |   |   |
| d                         |                                      |   |   |
| e                         |                                      |   |   |

  

|  |   |          |
|--|---|----------|
| 2 Capital gain net income or (net capital loss) <span style="float:right;">{ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 }</span>         | 2 | 275,503. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | 3 | N/A      |

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

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

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

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

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2012   | 207,785.                                 | 3,253,199.                                   | .063871   |
| 2011   | 196,927.                                 | 3,562,612.                                   | .055276   |
| 2010   | 208,757.                                 | 3,531,834.                                   | .059107   |
| 2009   | 178,260.                                 | 3,765,475.                                   | .047341   |
| 2008   | 295,549.                                 | 4,094,017.                                   | .072190   |

  

|   |   |            |
|---|---|------------|
| 2 Total of line 1, column (d)   | 2 | .297785    |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years  | 3 | .059557    |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5  | 4 | 3,536,839. |
| 5 Multiply line 4 by line 3   | 5 | 210,644.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)  | 6 | 3,421.     |
| 7 Add lines 5 and 6   | 7 | 214,065.   |
| 8 Enter qualifying distributions from Part XII, line 4<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.<br>See the Part VI instructions. | 8 | 196,850.   |

**THE AARON AND CECILE GOLDMAN  
FAMILY FOUNDATION**

Form 990-PF (2013)

52-6037949 Page 4

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

|  |    |        |        |
|--|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    |        |        |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b  |    | 1      | 6,841. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).   |    |        |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  |    | 2      | 0.     |
| 3 Add lines 1 and 2  |    | 3      | 6,841. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  |    | 4      | 0.     |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-  |    | 5      | 6,841. |
| 6 Credits/Payments:  |    |        |        |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013  | 6a | 5,032. |        |
| b Exempt foreign organizations - tax withheld at source  | 6b |        |        |
| c Tax paid with application for extension of time to file (Form 8868)  | 6c | 3,510. |        |
| d Backup withholding erroneously withheld  | 6d |        |        |
| 7 Total credits and payments. Add lines 6a through 6d  | 7  | 8,542. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached  | 8  |        |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  |        |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | 10 | 1,701. |        |
| 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 1,701. Refunded <input type="checkbox"/>   | 11 | 0.     |        |

**Part VII-A Statements Regarding Activities**

|  |    |     |    |
|--|----|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  |    | Yes | No |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |    |     | X  |
| 1c Did the foundation file Form 1120-POL for this year?  |    |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.  |    |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.   |    |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities  | 2  |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes   | 3  |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?   | 4a | X   |    |
| b If "Yes," has it filed a tax return on Form 990-T for this year?   | 4b | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T  | 5  |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?       | 6  | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV   | 7  | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DC  |    |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation  | 8b |     | X  |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV   | 9  |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  | 10 |     | X  |

Form 990-PF (2013)

**THE AARON AND CECILE GOLDMAN  
FAMILY FOUNDATION**

Form 990-PF (2013)

52-6037949

Page 6

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

|   |    |     |         |
|---|----|-----|---------|
| 11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)   | 11 |     | X       |
| 12. Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  | 12 |     | X       |
| 13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► N/A  | 13 | X   |         |
| 14. The books are in care of ► <b>THE ORGANIZATION</b> Telephone no. ► <b>202-332-6600</b><br>Located at ► <b>4201 CONNECTICUT AVENUE, NW, WASHINGTON, DC</b> ZIP+4 ► <b>20008</b>  |    |     |         |
| 15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year  | 15 | N/A |         |
| 16. At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No<br>X |

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

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

|   |    | Yes | No |
|---|----|-----|----|
| 1a. During the year did the foundation (either directly or indirectly):   |    |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>   |    |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>   |    |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float:right"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span>   |    |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float:right"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span>   |    |     |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>  |    |     |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>  |    |     |    |
| b. If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>  | 1b |     | X  |
| c. Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?  | 1c |     | X  |
| 2. Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):   |    |     |    |
| a. At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br>If "Yes," list the years ►   |    |     |    |
| b. Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <span style="float:right">N/A</span>   | 2b |     |    |
| c. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>►  |    |     |    |
| 3a. Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>   |    |     |    |
| b. If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) <span style="float:right">N/A</span> | 3b |     |    |
| 4a. Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?   | 4a |     | X  |
| b. Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?  | 4b |     | X  |

Form 990-PF (2013)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address                  | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------|---|---|---|---------------------------------------|
| PHYLLIS G. MARGOLIUS DECEASED 2-20-14 | TRUSTEE   |   |   |                                       |
| 4201 CONNECTICUT AVE., NW, #600       |   |   |   |                                       |
| WASHINGTON, DC 20008                  | 0.50  | 0.  | 0.  | 0.                                    |
| MICHAEL D. GOLDMAN                    | TRUSTEE   |   |   |                                       |
| 4201 CONNECTICUT AVE., NW, #600       |   |   |   |                                       |
| WASHINGTON, DC 20008                  | 0.50  | 0.  | 0.  | 0.                                    |
|                                       |   |   |   |                                       |
|                                       |   |   |   |                                       |
|                                       |   |   |   |                                       |
|                                       |   |   |   |                                       |
|                                       |   |   |   |                                       |

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

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

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

0

Form 990-PF (2013)

THE AARON AND CECILE GOLDMAN  
FAMILY FOUNDATION

Form 990-PF (2013)

52-6037949 Page 7

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services 0

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

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

|       | Expenses |
|-------|----------|
| 1 N/A |          |
|       |          |
| 2     |          |
|       |          |
| 3     |          |
|       |          |
| 4     |          |
|       |          |

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

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

|  | Amount |
|--|--------|
| 1 N/A  |        |
|  |        |
| 2  |        |
|  |        |
| All other program-related investments. See instructions. |        |
| 3  |        |
|  |        |

**Total.** Add lines 1 through 3 0.

Form 990-PF (2013)



**THE AARON AND CECILE GOLDMAN  
FAMILY FOUNDATION**

Form 990-PF (2013)

52-6037949 Page 8

**Part X**

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

|   |   |    |            |
|---|---|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |            |
| a | Average monthly fair market value of securities   | 1a | 3,495,823. |
| b | Average of monthly cash balances  | 1b | 53,579.    |
| c | Fair market value of all other assets   | 1c | 41,298.    |
| d | <b>Total</b> (add lines 1a, b, and c)   | 1d | 3,590,700. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.         |
| 2 | Acquisition indebtedness applicable to line 1 assets  | 2  | 0.         |
| 3 | Subtract line 2 from line 1d  | 3  | 3,590,700. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 53,861.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 3,536,839. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5  | 6  | 176,842.   |

**Part XI**

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

|    |   |    |          |
|----|---|----|----------|
| 1  | Minimum investment return from Part X, line 6   | 1  | 176,842. |
| 2a | Tax on investment income for 2013 from Part VI, line 5  | 2a | 6,841.   |
| b  | Income tax for 2013. (This does not include the tax from Part VI.)  | 2b |          |
| c  | Add lines 2a and 2b   | 2c | 6,841.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 170,001. |
| 4  | Recoveries of amounts treated as qualifying distributions   | 4  | 0.       |
| 5  | Add lines 3 and 4   | 5  | 170,001. |
| 6  | Deduction from distributable amount (see instructions)  | 6  | 0.       |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 170,001. |

**Part XII**

**Qualifying Distributions** (see instructions)

|   |   |    |          |
|---|---|----|----------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  |    |          |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | 1a | 196,850. |
| b | Program-related investments - total from Part IX-B  | 1b | 0.       |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |          |
| 3 | Amounts set aside for specific charitable projects that satisfy the:  |    |          |
| a | Suitability test (prior IRS approval required)  | 3a |          |
| b | Cash distribution test (attach the required schedule)   | 3b |          |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | 4  | 196,850. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 0.       |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | 6  | 196,850. |

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

Form 990-PF (2013)

**THE AARON AND CECILE GOLDMAN  
FAMILY FOUNDATION**

Form 990-PF (2013)

52-6037949 Page 9

**Part XIII Undistributed Income** (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7   |               |                            |             | 170,001.    |
| 2 Undistributed income, if any, as of the end of 2013  |               |                            |             |             |
| a Enter amount for 2012 only   |               |                            | 0.          |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2013:   |               |                            |             |             |
| a From 2008  | 90,848.       |                            |             |             |
| b From 2009  |               |                            |             |             |
| c From 2010  | 33,059.       |                            |             |             |
| d From 2011  | 20,856.       |                            |             |             |
| e From 2012  | 49,169.       |                            |             |             |
| f Total of lines 3a through e  | 193,932.      |                            |             |             |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ► \$  | 196,850.      |                            |             |             |
| a Applied to 2012, but not more than line 2a   |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| d Applied to 2013 distributable amount   |               |                            |             | 170,001.    |
| e Remaining amount distributed out of corpus   | 26,849.       |                            |             |             |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )  | 0.            |                            |             | 0.          |
| 6 Enter the net total of each column as indicated below:   | 220,781.      |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  |               |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |             |
| e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014   |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)   | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7   | 90,848.       |                            |             |             |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  | 129,933.      |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2009   |               |                            |             |             |
| b Excess from 2010   | 33,059.       |                            |             |             |
| c Excess from 2011   | 20,856.       |                            |             |             |
| d Excess from 2012   | 49,169.       |                            |             |             |
| e Excess from 2013   | 26,849.       |                            |             |             |

**THE AARON AND CECILE GOLDMAN  
FAMILY FOUNDATION**

Form 990-PF (2013)

52-6037949 Page 10

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

N/A

**1** a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

|  | Tax year | Prior 3 years |          |          | (e) Total |
|--|----------|---------------|----------|----------|-----------|
|  | (a) 2013 | (b) 2012      | (c) 2011 | (d) 2010 |           |
| <b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed                     |          |               |          |          |           |
| <b>b</b> 85% of line 2a  |          |               |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed   |          |               |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities   |          |               |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c                                   |          |               |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon:  |          |               |          |          |           |
| <b>a</b> "Assets" alternative test - enter:  |          |               |          |          |           |
| <b>(1)</b> Value of all assets   |          |               |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)   |          |               |          |          |           |
| <b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |          |               |          |          |           |
| <b>c</b> "Support" alternative test - enter:   |          |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |          |               |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |          |               |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization   |          |               |          |          |           |
| <b>(4)</b> Gross investment income   |          |               |          |          |           |

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines:

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

THE AARON AND CECILE GOLDMAN  
FAMILY FOUNDATION

Form 990-PF (2013)

52-6037949 Page 11

**Part XV** Supplementary Information (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|--|--|--------------------------------------|-------------------------------------|----------|
| <i>a</i> Paid during the year                    |  |                                      |                                     |          |
| SEE ATTACHED SCHEDULE                            | NONE   | PUBLIC                               | CHARITABLE AND<br>EDUCATIONAL       | 163,631. |
|  |  |                                      |                                     |          |
|  |  |                                      |                                     |          |
|  |  |                                      |                                     |          |
|  |  |                                      |                                     |          |
|  |  |                                      |                                     |          |
| <b>Total</b>                                     |  |                                      | <b>3a</b>                           | 163,631. |
| <i>b</i> Approved for future payment             |  |                                      |                                     |          |
| NONE   |  |                                      |                                     |          |
|  |  |                                      |                                     |          |
|  |  |                                      |                                     |          |
|  |  |                                      |                                     |          |
| <b>Total</b>                                     |  |                                      | <b>3b</b>                           | 0.       |

Enter gross amounts unless otherwise indicated.



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

| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| EAGLE BANK              | 35.                         | 35.                             |                               |
| TOTAL TO PART I, LINE 3 | 35.                         | 35.                             |                               |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                                  | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| BERNSTEIN<br>PARTNERSHIP<br>INVESTMENTS | 97,881.         | 7,251.                        | 90,630.                     | 90,630.                           |                               |
|   | 2,377.          | 547.                          | 1,830.                      | 1,830.                            |                               |
| TO PART I, LINE 4                       | 100,258.        | 7,798.                        | 92,460.                     | 92,460.                           |                               |

## FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| SANDALWOOD LIQUIDATING PARTNERSHIP    | 1,202.                      | 1,202.                            |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 1,202.                      | 1,202.                            |                               |

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 14,750.                      | 0.                                |                               | 14,750.                       |
| TO FORM 990-PF, PG 1, LN 16B | 14,750.                      | 0.                                |                               | 14,750.                       |

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|             |                         |           |   |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 5 |
|-------------|-------------------------|-----------|---|

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| MANAGEMENT FEE               | 18,000.                      | 0.                                |                               | 18,000.                       |
| TO FORM 990-PF, PG 1, LN 16C | 18,000.                      | 0.                                |                               | 18,000.                       |

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|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 6 |
|-------------|-------|-----------|---|

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| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES PAID          | 14.                          | 14.                               |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 14.                          | 14.                               |                               | 0.                            |

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|             |                |           |   |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 7 |
|-------------|----------------|-----------|---|

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| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| BANK AND INVESTMENT FEES    | 27,126.                      | 27,126.                           |                               | 0.                            |
| ADMINISTRATION FEE          | 469.                         | 0.                                |                               | 469.                          |
| TO FORM 990-PF, PG 1, LN 23 | 27,595.                      | 27,126.                           |                               | 469.                          |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 8 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                             | BOOK VALUE | FAIR MARKET<br>VALUE |
|---|------------|----------------------|
| CORPORATE STOCKS                        | 0.         | 0.                   |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 0.         | 0.                   |

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FORM 990-PF OTHER INVESTMENTS STATEMENT 9

| DESCRIPTION                                | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|------------|-------------------|
| SANDALWOOD LIQUIDATING SPV LLC             | FMV              | 39,023.    | 39,023.           |
| CANADIAN NATIONAL RAILWAYS                 | FMV              | 0.         | 0.                |
| BERNSTEIN INTERMEDIATE DURATION            | FMV              | 695,140.   | 695,140.          |
| BERNSTEIN EMERGING MARKETS                 | FMV              | 103,989.   | 103,989.          |
| BERNSTEIN STRATEGIC EQUITIES               | FMV              | 1,234,095. | 1,234,095.        |
| BERNSTEIN INTERNATIONAL EQUITY ETFs        | FMV              | 374,495.   | 374,495.          |
| BERNSTEIN REAL ASSET STRATEGY              | FMV              | 144,940.   | 144,940.          |
| BERNSTEIN DYNAMIC ASSET ALLOCATION OVERLAY | FMV              | 1,122,545. | 1,122,545.        |
| TOTAL TO FORM 990-PF, PART II, LINE 13     |                  | 3,714,227. | 3,714,227.        |

FORM 990-PF OTHER ASSETS STATEMENT 10

| DESCRIPTION                      | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|----------------------------|------------------------|-------------------|
| BERNSTEIN REDEMPTION RECEIVABLE  | 472,669.                   | 0.                     | 0.                |
| TZEDEC ECONOMIC DEVELOPMENT FUND | 25,000.                    | 25,000.                | 25,000.           |
| TO FORM 990-PF, PART II, LINE 15 | 497,669.                   | 25,000.                | 25,000.           |

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 11

## EXPLANATION

THE DISTRICT OF COLUMBIA HAS SENT OUT A FORMAL NOTICE INSTRUCTING EXEMPT ORGANIZATIONS TO NOT FILE THESE FORMS WITH THEIR OFFICE.

**Account No.\*** 888-69459      **Period Ending** 12/31/2013      **Last Statement** 11/29/2013

\* Comprised of the following sub-accounts:  
039-75572 039-75819 039-96306 039-96307

**AARON AND CECILE GOLDMAN  
FOUNDATION  
MICHAEL GOLDMAN &  
PHYLLIS MARGOLIUS, TTEE  
4201 CONNECTICUT AVE., NW S 600  
WASHINGTON DC 20008-1158**

**Bernstein Advisor:** Joe Brodecki (202) 261-6730  
**Advisor Associate(s):** Hank Panseau (202) 261-6757  
Sidney Voorhees (202) 261-6738  
**Fax Number:** (202) 261-6767

MEMBER, NEW YORK STOCK EXCHANGE, INC.



**ACCOUNT SUMMARY**

|                                  | Opening Balance  | %            | Closing Balance      | %            |
|----------------------------------|------------------|--------------|----------------------|--------------|
| Cash                             | 71,738           | 1.9          | 65,629               | 1.8          |
| Intermediate Duration            | 699,171          | 18.9         | 695,140              | 18.6         |
| Strategic Equities               | 1,198,462        | 32.4         | 1,234,095            | 33.0         |
| International Equity ETFs        | 369,463          | 10.0         | 374,495              | 10.0         |
| Emerging Markets Fund            | 104,714          | 2.8          | 103,989              | 2.8          |
| Real Asset Strategy              | 143,136          | 3.9          | 144,940              | 3.9          |
| Dynamic Asset Allocation Overlay | 1,106,720        | 30.0         | 1,122,545            | 30.0         |
| <b>Total Account Value</b>       | <b>3,693,403</b> | <b>100.0</b> | <b>WTB 3,740,834</b> | <b>100.0</b> |

**INCOME SUMMARY**

|                                    | Current Month | Year To Date  |
|------------------------------------|---------------|---------------|
| Credit Interest                    | 9             | 62            |
| Taxable Bond Fund Dividends        | 3,337         | 31,827        |
| Equity Dividends                   | 8,658         | 36,050        |
| Dynamic Asset Allocation Dividends | 22,189        | 22,189        |
| <b>Total Income</b>                | <b>34,192</b> | <b>90,128</b> |

**PORTFOLIO SUMMARY**

| Quantity                     | Description                               | Price   | Market Value  | Estimated Annual Income Rate | Amount |
|------------------------------|---|---------|---------------|------------------------------|--------|
| <b>Cash</b>                  | Closing Cash Balance                      |         | 65,629        | 0.08%                        | 53     |
| <b>Fixed Income Taxable</b>  |   |         |               |                              |        |
| <b>Intermediate Duration</b> |   |         |               |                              |        |
| 52,031 260                   | BERNSTEIN INTERMEDIATE DURATION PORTFOLIO | 13.350  | 694,617 523AI | \$0.43                       | 22,530 |
| <b>U.S. Equity</b>           |   |         |               |                              |        |
| <b>Strategic Equities</b>    |   |         |               |                              |        |
| 30                           | AFFILIATED MANAGERS GROUP INC             | 216 880 | 6,506         | \$0.00                       | 0      |

|                      |                      |                       |
|----------------------|----------------------|-----------------------|
| <b>Account No. *</b> | <b>Period Ending</b> | <b>Last Statement</b> |
| 888-69459            | 12/31/2013           | 11/29/2013            |

**AARON AND CECILE GOLDMAN**

\* Comprised of the following sub-accounts:  
039-75572 039-75819 039-96306 039-96307

**PORTFOLIO SUMMARY**

| Quantity  | Description   | Price     | Market Value | Estimated Annual Income |        |
|-----------|---|-----------|--------------|-------------------------|--------|
|           |   |           |              | Rate                    | Amount |
| 125       | ALLERGAN INC  | 111.080   | 13,885       | \$0.20                  | 25     |
| 1,368 329 | ALLIANCEBERNSTEIN DISCOVERY<br>VALUE FUND ADVISOR CL      | 21.720    | 29,720       | \$0.00                  | 0      |
| 3,099 747 | ALLIANCEBERNSTEIN DISCOVERY<br>GROWTH FUND INC ADVISOR CL | 9.830     | 30,471       | \$0.00                  | 0      |
| 175       | ALTRIA GROUP INC  | 38 390    | 6,718        | \$1 92                  | 336    |
| 30        | AMAZON.COM INC  | 398 790   | 11,964       | \$0 00                  | 0      |
| 325       | AMDOCS LIMITED  | 41.240    | 13,403       | \$0.52                  | 169    |
| 175       | AMERICAN EXPRESS COMPANY                                  | 90 730    | 15,878       | \$0.92                  | 161    |
| 375       | AMERICAN INTERNATIONAL GROUP                              | 51.050    | 19,144       | \$0.40                  | 150    |
| 150       | AMERICAN TOWER CORPORATION                                | 79 820    | 11,973       | \$1.16                  | 174    |
| 150       | ANSYS INC   | 87 200    | 13,080       | \$0.00                  | 0      |
| 135       | AON PLC   | 83 890    | 11,325       | \$0 70                  | 95     |
| 55        | APPLE INC   | 561.110   | 30,861       | \$12 20                 | 671    |
| 50        | ASSURANT INC  | 66 370    | 3,319        | \$1 00                  | 50     |
| 125       | AT&T INC  | 35 160    | 4,395        | \$1 84                  | 230    |
| 1,200     | BANK OF AMERICA CORP                                      | 15 570    | 18,684       | \$0 04                  | 48     |
| 100       | BECTON DICKINSON & CO                                     | 110 490   | 11,049       | \$2 18                  | 218    |
| 50        | BERKSHIRE HATHAWAY INC DEL                                | 118 560   | 5,928        | \$0 00                  | 0      |
| 55        | BIOGEN IDEC INC   | 279 750   | 15,386       | \$0.00                  | 0      |
| 100       | BOEING CO   | 136.490   | 13,649       | \$2.92                  | 292    |
| 175       | CAPITAL ONE FINANCIAL CORP                                | 76.610    | 13,407       | \$1.20                  | 210    |
| 245       | CBS CORP  | 63 740    | 15,616       | \$0 48                  | 118    |
| 50        | CELGENE CORP  | 168.960   | 8,448        | \$0.00                  | 0      |
| 75        | CHEVRON CORPORATION                                       | 124 910   | 9,368        | \$4 00                  | 300    |
| 12        | CHIPOTLE MEXICAN GRILL INC                                | 532.780   | 6,393        | \$0.00                  | 0      |
| 100       | CHUBB CORP  | 96.630    | 9,663        | \$1.76                  | 176    |
| 200       | CIT GROUP INC   | 52.130    | 10,426       | \$0.40                  | 80     |
| 390       | CITIGROUP INC   | 52.110    | 20,323       | \$0.04                  | 16     |
| 170       | COGNIZANT TECHNOLOGY SOLUTIONS                            | 100 980   | 17,167       | \$0.00                  | 0      |
| 250       | COMCAST CORP  | 51.965    | 12,991       | \$0.78                  | 195    |
| 400       | CONAGRA FOODS INC   | 33.700    | 13,480       | \$1.00                  | 400    |
| 125       | COSTCO WHOLESALE CORP-NEW                                 | 119.010   | 14,876       | \$1.24                  | 155    |
| 150       | CVS CAREMARK CORPORATION                                  | 71 570    | 10,736       | \$1.10                  | 165    |
| 285       | DANAHER CORP  | 77.200    | 22,002       | \$0 10                  | 29     |
| 100       | EATON CORPORATION PLC                                     | 76.120    | 7,612        | \$1.68                  | 168    |
| 175       | EBAY INC  | 54.890    | 9,606        | \$0.00                  | 0      |
| 425       | ELECTRONIC ARTS INC                                       | 22 940    | 9,750        | \$0.00                  | 0      |
| 70        | EVEREST RE GROUP LTD                                      | 155 870   | 10,911       | \$3.00                  | 210    |
| 50        | FEDEX CORP  | 143 770   | 7,189        | \$0.60                  | 30     |
| 205       | FIDELITY NATIONAL INFORMATION                             | 53.680    | 11,004       | \$0 88                  | 180    |
| 850       | FORD MOTOR CO   | 15 430    | 13,116       | \$0.40                  | 340    |
| 250       | GANNETT CO INC  | 29.580    | 7,395        | \$0 80                  | 200    |
| 175       | GENERAL MOTORS COMPANY                                    | 40.870    | 7,152        | \$0 00                  | 0      |
| 550       | GENWORTH FINANCIAL INC                                    | 15.530    | 8,542        | \$0 00                  | 0      |
| 150       | GILEAD SCIENCES INC                                       | 75 150    | 11,273       | \$0.00                  | 0      |
| 21        | GOOGLE INC  | 1,120 710 | 23,535       | \$0 00                  | 0      |
| 275       | HALLIBURTON COMPANY                                       | 50.750    | 13,956       | \$0 60                  | 165    |
| 100       | HASBRO INC  | 55.010    | 5,501        | \$1.60                  | 160    |
| 100       | HEALTH NET INC  | 29.670    | 2,967        | \$0.00                  | 0      |
| 200       | HESS CORPORATION  | 83.000    | 16,600       | \$1.00                  | 200    |

**AARON AND CECILE GOLDMAN**

**Account No.\***      **Period Ending**      **Last Statement**  
888-69459      12/31/2013      11/29/2013

**\* Comprised of the following sub-accounts:**  
039-75572 039-75819 039-96306 039-96307

**PORTFOLIO SUMMARY**

| Quantity | Description                    | Price     | Market Value | Estimated Annual Income |        |
|----------|--------------------------------|-----------|--------------|-------------------------|--------|
|          |                                |           |              | Rate                    | Amount |
| 695      | HEWLETT PACKARD CO             | 27 980    | 19,446       | \$0 58                  | 404    |
| 225      | HOME DEPOT INC                 | 82 340    | 18,527       | \$1 56                  | 351    |
| 160      | ILLINOIS TOOL WORKS INC        | 84 080    | 13,453       | \$1 68                  | 269    |
| 75       | INTERCONTINENTALEXCHANGE GROUP | 224 920   | 16,869       | \$2 60                  | 195    |
| 50       | INTERNATIONAL BUSINESS         | 187.570   | 9,379        | \$3.80                  | 190    |
| 190      | JOHNSON & JOHNSON              | 91 590    | 17,402       | \$2 64                  | 502    |
| 150      | JPMORGAN CHASE & CO            | 58 480    | 8,772        | \$1.52                  | 228    |
| 225      | KINDER MORGAN INC              | 36.000    | 8,100        | \$1.64                  | 369    |
| 405      | KROGER CO                      | 39 530    | 16,010       | \$0.66                  | 267    |
| 50       | LIBERTY MEDIA CORP DELAWARE    | 146.450   | 7,323        | \$0 00                  | 0      |
| 275      | LINCOLN NATIONAL CORP-IND      | 51 620    | 14,196       | \$0.64                  | 176    |
| 20       | LINKEDIN CORPORATION           | 216.830   | 4,337        | \$0 00                  | 0      |
| 150      | LYONDELLBASELL INDUSTRIES      | 80 280    | 12,042       | \$2.40                  | 360    |
| 150      | MACYS INC                      | 53.400    | 8,010        | \$1 00                  | 150    |
| 150      | MARATHON PETE CORP             | 91 730    | 13,760       | \$1 68                  | 252    |
| 75       | MCDONALDS CORP                 | 97 030    | 7,277        | \$3 24                  | 243    |
| 175      | MEAD JOHNSON NUTRITION         | 83 760    | 14,658       | \$1 36                  | 238    |
| 225      | MEDTRONIC INC                  | 57.390    | 12,913       | \$1.12                  | 252    |
| 85       | MERCK & CO INC                 | 50 050    | 4,254        | \$1 76                  | 150    |
| 250      | MICROSOFT CORP                 | 37 430    | 9,358        | \$1 12                  | 280    |
| 75       | MONSANTO CO                    | 116 550   | 8,741        | \$1.72                  | 129    |
| 100      | NIKE INC-CL B                  | 78.640    | 7,864        | \$0 96                  | 96     |
| 150      | NOBLE ENERGY INC               | 68 110    | 10,217       | \$0 56                  | 84     |
| 170      | OCCIDENTAL PETE CORP           | 95.100    | 16,167       | \$2.56                  | 435    |
| 100      | PARKER HANNIFIN CORP           | 128.640   | 12,864       | \$1.80                  | 180    |
| 75       | PARTNERRE LTD                  | 105.430   | 7,907        | \$2 56                  | 192    |
| 150      | PATTERSON COMPANIES INC        | 41 200    | 6,180        | \$0 64                  | 96     |
| 50       | PEPSICO INC                    | 82 940    | 4,147        | \$2 27                  | 114    |
| 1,050    | PFIZER INC                     | 30 630    | 32,162       | \$1 04                  | 1,092  |
| 130      | PHILIP MORRIS INTERNATIONAL    | 87 130    | 11,327       | \$3.76                  | 489    |
| 50       | POLARIS INDUSTRIES INC         | 145 640   | 7,282        | \$1 68                  | 84     |
| 45       | PRECISION CASTPARTS CORP       | 269 300   | 12,119       | \$0.12                  | 5      |
| 11       | PRICELINE COM INC COM NEW      | 1,162.400 | 12,786       | \$0 00                  | 0      |
| 400      | PULTEGROUP INC                 | 20.370    | 8,148        | \$0.20                  | 80     |
| 75       | RAYTHEON CO                    | 90 700    | 6,803        | \$2 20                  | 165    |
| 200      | REGAL ENTERTAINMENT GROUP      | 19 450    | 3,890        | \$0.84                  | 168    |
| 100      | REYNOLDS AMERICAN INC          | 49 990    | 4,999        | \$2 52                  | 252    |
| 50       | SHERWIN WILLIAMS CO            | 183.500   | 9,175        | \$2 00                  | 100    |
| 135      | STARBUCKS CORP                 | 78 390    | 10,583       | \$1.04                  | 140    |
| 175      | TIME WARNER INC                | 69 720    | 12,201       | \$1.15                  | 201    |
| 285      | TJX COMPANIES INC NEW          | 63 730    | 18,163       | \$0 58                  | 165    |
| 100      | UNION PACIFIC CORP             | 168 000   | 16,800       | \$3.16                  | 316    |
| 250      | VALERO ENERGY CORP NEW         | 50.400    | 12,600       | \$0 90                  | 225    |
| 75       | VERISK ANALYTICS INC           | 65 720    | 4,929        | \$0.00                  | 0      |
| 200      | VERIZON COMMUNICATIONS         | 49.140    | 9,828        | \$2 12                  | 424    |
| 35       | VERTEX PHARMACEUTICALS INC     | 74.300    | 2,601        | \$0 00                  | 0      |
| 150      | VIACOM INC                     | 87.340    | 13,101       | \$1 20                  | 180    |
| 70       | VISA INC                       | 222 680   | 15,588       | \$1 60                  | 112    |
| 50       | W W GRAINGER INC               | 255.420   | 12,771       | \$3.72                  | 186    |
| 150      | WAL-MART STORES INC            | 78 690    | 11,804       | \$1.88                  | 282    |
| 150      | WALT DISNEY CO                 | 76.400    | 11,460       | \$0.86                  | 129    |

**AARON AND CECILE GOLDMAN**

**Account No.\*** 888-69459 **Period Ending** 12/31/2013 **Last Statement** 11/29/2013

\* Comprised of the following sub-accounts:  
039-75572 039-75819 039-96306 039-96307

**PORTFOLIO SUMMARY**

| Quantity                                | Description                                      | Price  | Market Value        | Estimated Annual Income Rate | Amount        |
|---|--|--------|---------------------|------------------------------|---------------|
| 510                                     | WELLS FARGO & CO                                 | 45.400 | 23,154              | \$1.20                       | 612           |
|   | <b>Total Accrued Dividend</b>                    |        | <b>1,305</b>        |                              |               |
|   | <b>Total Strategic Equities</b>                  |        | <b>1,234,095</b>    | <b>1.44%</b>                 | <b>17,725</b> |
| <b>International Equity</b>             |  |        |                     |                              |               |
| <b>International Equity ETFs</b>        |  |        |                     |                              |               |
| 8,985                                   | VANGUARD TAX MANAGED FUNDS                       | 41 680 | 374,495             | \$1 08                       | 9,731         |
|   | VANGUARD FTSE DEVELOPED MARKETS ETF              |        |                     |                              |               |
| <b>Emerging Market</b>                  |  |        |                     |                              |               |
| <b>Emerging Markets Fund</b>            |  |        |                     |                              |               |
| 3,802 142                               | BERNSTEIN EMERGING MARKETS PORTFOLIO             | 27 350 | 103,989             | \$0 30                       | 1,129         |
| <b>Real Asset Securities</b>            |  |        |                     |                              |               |
| <b>Real Asset Strategy</b>              |  |        |                     |                              |               |
| 13,407 930                              | ALLIANCEBERNSTEIN BD FD REAL ASSET STRATEGY CL 1 | 10.810 | 144,940             | \$0 17                       | 2,306         |
| <b>Dynamic Asset Allocation Overlay</b> |  |        |                     |                              |               |
| 77,530 566                              | OVERLAY A PORTFOLIO CLASS 1                      | 12 490 | 968,357             | \$0.17                       | 13,103        |
| 14,797 267                              | OVERLAY B PORTFOLIO CLASS 1                      | 10 420 | 154,188             | \$0.30                       | 4,469         |
|   | <b>Total Dynamic Asset Allocation Overlay</b>    |        | <b>1,122,545</b>    | <b>1.57%</b>                 | <b>17,572</b> |
|   | <b>Total Portfolio Value</b>                     |        | <b>TR 3,740,834</b> | <b>1.90%</b>                 | <b>71,046</b> |

**ACCOUNT ACTIVITY**

| Trade Date                           | Quantity | Transaction | Description               | Price/Share | Debit    | Credit           |
|--------------------------------------|----------|-------------|---------------------------|-------------|----------|------------------|
| Settle Date M C                      |          |             |                           | Rate/Share  |          |                  |
| <b>Opening Cash Balance</b>          |          |             |                           |             |          | <b>71,737.62</b> |
| <b>Securities Purchased and Sold</b> |          |             |                           |             |          |                  |
| 11/26/13 8 1                         | 75       | Purchased   | LINCOLN NATIONAL CORP-IND | 50.991      | 3,824.32 |                  |
| 12/02/13                             |          |             | (A)*                      |             |          |                  |
| 11/26/13 8 1                         | -10      | Sold        | BIOGEN IDEC INC           | 289 868     |          | 2,898 68         |
| 12/02/13                             |          |             | (A)*                      |             |          |                  |
| 11/27/13 8 1                         | -5       | Sold        | AMAZON COM INC            | 384.483     |          | 1,922.42         |
| 12/03/13                             |          |             | (A)*                      |             |          |                  |
| 12/03/13 8 1                         | 75       | Purchased   | CVS CAREMARK CORPORATION  | 66.656      | 4,999 19 |                  |
| 12/06/13                             |          |             | (A)*                      |             |          |                  |

\* Please see Transaction notes under Explanations at the end of the statement

**AARON AND CECILE GOLDMAN FAMILY  
FOUNDATION  
FORM 990-PF, PART XV-GRANTS AND  
CONTRIBUTIONS GIVEN  
YEAR ENDED DECEMBER 31, 2013**

|   |             |  |
|---|-------------|--|
| Adoptions Together  | \$4,000 00  | Child Psychotherapy Program  |
| American Friends of the Hebrew University, Inc  | \$3,000 00  | 2nd of 4 annual payments totaling \$12,000   |
| American Friends of Leket Israel  | \$7,500 00  | For programs   |
| Avalon Theatre Project, Inc (The Avalon Theatre)  | \$3,000 00  | 3 <sup>rd</sup> and final annual payment made totaling \$10,000 for give a lift program  |
| Avodah The Jewish Service Corps   | \$5,000 00  | 2 <sup>nd</sup> and final annual payment totaling \$10,000 To be used for DC programming   |
| Brainfood   | \$2,000 00  | For MVPs program and Youth Garden  |
| Bread for the City  | \$5,000 00  | For programs   |
| Chai Lifeline   | \$5,000 00  | Sponsorship of one camper  |
| CHAMAH  | \$5,000 00  | 2nd of 3 annual payments totaling \$15,000   |
| Charles E. Smith Jewish Day School  | \$7,500 00  | 2 <sup>nd</sup> of 3 annual payments (\$5,000 toward lower school writing program and \$2,500 to be added to Janis Goldman Endowment to be used for recognition of teacher excellence) |
| D C Central Kitchen   | \$5,000 00  | For programs   |
| Ethiopian Community Services & Development Council  | \$10,000 00 | For job training and placement programs  |
| Food & Friends  | \$5,000 00  | For programs   |
| Georgetown University   | \$3,500 00  | To help offset the costs of the 2013 spring Goldman Professorship Lecture  |
| Hope House  | \$6,070 00  | To pay for 10 campers for camp this summer   |
| House of Ruth   | \$2,250     | For program support related to decreased governmental support  |
| Israel Sci-Tech Schools Network   | \$5,000 00  | For the Peleot Project   |
| Israel Sport Center for the Disabled  | \$5,000 00  | For the new transportation project   |
| Jewish Community Center of Greater Washington   | \$15,000 00 | Camp Inclusion program   |
| Jewish Community Council of Greater Washington<br>(Jewish Community Relations Council of Greater Washington) - (JCRC) | \$2,500 00  | 2nd of 3 annual payments totaling \$7,500  |
| Jewish Coalition Against Domestic Abuse   | \$1,800 00  | 2nd of 3 annual payments totaling \$5,400  |

|  |                     |  |
|--|---------------------|--|
| The Jewish Federation of Greater Washington (Federation)   | \$1,711 00          | Tentative standing grant to Annual Campaign payable before calendar year end   |
| Judaism and Democracy Action Alliance of North America, Inc (Meitarim - Network for Jewish Democratic Education) | \$5,000 00          | 2nd of 3 annual payments totaling \$15,000   |
| Jewish Foundation for Group Homes, Inc   | \$18,000 00         | For purchase and installation of a new generator at the Silverman/Porten Home and for the establishment of a restricted fund to pay the service contract fee to maintain and repair to generator |
| Kid Smiles of DC   | \$3,000 00          | 2 <sup>nd</sup> and final annual payment totaling \$6,000 for support of one or two uninsured children for dental care in DC during elementary school  |
| N Street Village   | \$5,000 00          | For programs   |
| Neve Eitan in Support of Children of Bereaved Families   | \$5,000 00          | To be paid to PEF Endowment ( for the fund for the benefit of the Melchior children )  |
| Operation Understanding  | \$2,500 00          | One Time Grant to support the Summer Journey Program   |
| RespectAbility   | \$3,600 00          | First of Three annual Payments totaling 10,800 to assist with seed funding   |
| Ronald McDonald House Charities  | \$2,500 00          | To help refurbish the Northern Virginia Ronald McDonald House  |
| Shalom Education Center  | \$3,600 00          | General operations   |
| Sulam  | \$3,600 00          | General Operations and program support   |
| The Reading Connection   | \$2,000 00          | First of Two Annual Payments totaling \$4,000 for literacy programs  |
| <b>Total</b>   | <b>\$163,631.00</b> |  |