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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation GOLDMAN ENVIRONMENTAL FOUNDATION		A Employer identification number 94-3094857
Number and street (or P O box number if mail is not delivered to street address) 160 PACIFIC AVENUE	Room/suite 200	B Telephone number 415-249-5800
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94111		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 125,159,565.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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 ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		53.	53.		STATEMENT 1
4 Dividends and interest from securities		1,295,595.	1,295,595.		STATEMENT 2
5a Gross rents		113,139.	113,139.		STATEMENT 3
b Net rental income or (loss) 113,139.					
6a Net gain or (loss) from sale of assets not on line 10		3,515,950.			STATEMENT 4
b Gross sales price for all assets on line 6a 39,091,474.					
7 Capital gain net income (from Part IV, line 2)			4,065,984.		
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		826.	-19,832.		STATEMENT 5
12 Total. Add lines 1 through 11		4,925,563.	5,454,939.		
13 Compensation of officers, directors, trustees, etc		224,098.	0.		224,098.
14 Other employee salaries and wages		630,621.	0.		630,621.
15 Pension plans, employee benefits		183,039.	0.		183,039.
16a Legal fees STMT 6		11,156.	0.		11,156.
b Accounting fees STMT 7		65,646.	32,823.		32,823.
c Other professional fees STMT 8		325,721.	319,871.		5,850.
17 Interest					
18 Taxes STMT 9		377,111.	1,395.		67,633.
19 Depreciation and depletion		166,060.	0.		
20 Occupancy		312,039.	46,806.		265,233.
21 Travel, conferences, and meetings		35,160.	0.		35,160.
22 Printing and publications		6,251.	155.		6,096.
23 Other expenses STMT 10		2,036,839.	21,864.		2,014,975.
24 Total operating and administrative expenses. Add lines 13 through 23		4,373,741.	422,914.		3,476,684.
25 Contributions, gifts, grants paid		1,050,000.			900,000.
26 Total expenses and disbursements. Add lines 24 and 25		5,423,741.	422,914.		4,376,684.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-498,178.			
b Net investment income (if negative, enter -0-)			5,032,025.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		0.		
	2 Savings and temporary cash investments		113,743.	271,194.	271,194.
	3 Accounts receivable ▶ 159,201.				
	Less: allowance for doubtful accounts ▶		327,112.	159,201.	159,201.
	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		118,942.	252,142.	252,142.
	10a Investments - U.S. and state government obligations STMT 11		12,340,374.	8,645,257.	8,645,257.
	b Investments - corporate stock STMT 12		59,282,113.	50,503,843.	50,503,843.
	c Investments - corporate bonds STMT 13		3,335,646.	24,283,708.	24,283,708.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 14			35,374,910.	40,416,598.	40,416,598.
14 Land, buildings, and equipment: basis ▶ 1,207,908.					
Less: accumulated depreciation STMT 15 ▶ 580,286.			624,922.	627,622.	627,622.
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			111,517,762.	125,159,565.	125,159,565.
17 Accounts payable and accrued expenses			205,142.	232,405.	
18 Grants payable			900,000.	1,050,000.	
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ STATEMENT 16)		1,937,112.	503,646.	
23 Total liabilities (add lines 17 through 22)		3,042,254.	1,786,051.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ X				
	24 Unrestricted		108,475,508.	123,373,514.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances		108,475,508.	123,373,514.		
31 Total liabilities and net assets/fund balances		111,517,762.	125,159,565.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	108,475,508.
2 Enter amount from Part I, line 27a	2	-498,178.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	15,396,184.
4 Add lines 1, 2, and 3	4	123,373,514.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	123,373,514.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	01/01/13	12/31/13
b PASS-THROUGH CAPITAL GAIN/(LOSS)	P	01/01/13	12/31/13
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 38,546,951.		35,025,490.	3,521,461.
b 544,523.			544,523.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			3,521,461.
b			544,523.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,065,984.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,835,358.	109,259,593.	.035103
2011	3,787,304.	78,718,003.	.048112
2010	3,527,933.	53,563,618.	.065864
2009	3,879,807.	46,991,978.	.082563
2008	3,653,640.	60,247,504.	.060644

2 Total of line 1, column (d)	2	.292286
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	.058457
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	117,145,108.
5 Multiply line 4 by line 3	5	6,847,952.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	50,320.
7 Add lines 5 and 6	7	6,898,272.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	4,376,684.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	100,641.
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	100,641.
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	100,641.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	276,449.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	276,449.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	175,808.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 175,808. Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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? Website address ► <u>HTTP : / / WWW . GOLDMANPRIZE . ORG</u>	13	X	
14	The books are in care of ► <u>MELISSA ECKERT, ADMINISTRATOR</u> Telephone no. ► <u>415-249-5800</u> Located at ► <u>160 PACIFIC AVENUE, SUITE 200, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94111</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	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? 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
				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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A	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? ☐ N/A	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? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	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. ☐ N/A		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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) N/A	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

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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

X

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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
SEE STATEMENT 17		247,836.	47,283.	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
LEILANI ALO - 160 PACIFIC AVE., STE. 200, SAN FRANCISCO, CA 94111	INTERIM DEPUTY			
JI EUN PARK - 160 PACIFIC AVE., STE. 200, SAN FRANCISCO, CA 94111	COMMUNICATIONS OFFICER	122,065.	38,604.	0.
RYAN MACK - 160 PACIFIC AVE., STE. 200, SAN FRANCISCO, CA 94111	PROGRAM OFFICER	86,606.	29,656.	0.
		76,341.	12,504.	0.

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

0

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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
MILL VALLEY FILM GROUP - 31 EAST PIER, KAPPAS MARINA, SAUSALITO, CA 94965	VIDEO & TV PRODUCTION	400,371.
ALLISON & PARTNERS, LLC - 505 SANSOME STREET, 7TH FLOOR, SAN FRANCISCO, CA 94111	PUBLIC RELATIONS	225,424.
ENGINE COMPANY #1 451 PACIFIC AVENUE, SAN FRANCISCO, CA 94133	ADVERTISING	180,555.
RUSSELL REYNOLDS ASSOCIATES, INC. - CHURCH STREET STATION, PO BOX 6427, NEW YORK, NY	EXECUTIVE RECRUITMENT	96,418.
MCCALL ASSOCIATES 350 FLORIDA STREET, SAN FRANCISCO, CA 94110	CATERING	95,795.
Total number of others receiving over \$50,000 for professional services		8

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.

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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	69,615,311.
b	Average of monthly cash balances	1b	2,781,192.
c	Fair market value of all other assets	1c	46,532,541.
d	Total (add lines 1a, b, and c)	1d	118,929,044.
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	118,929,044.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,783,936.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	117,145,108.
6	Minimum investment return. Enter 5% of line 5	6	5,857,255.

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	5,857,255.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	100,641.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	6,456.
c	Add lines 2a and 2b	2c	107,097.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,750,158.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,750,158.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,750,158.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,376,684.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,376,684.
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	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,376,684.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,750,158.
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				
b From 2009	1,081,160.			
c From 2010	877,520.			
d From 2011	173,418.			
e From 2012				
f Total of lines 3a through e	2,132,098.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 4,376,684.				
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				4,376,684.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,373,474.			1,373,474.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	758,624.			
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	758,624.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	585,206.			
c Excess from 2011	173,418.			
d Excess from 2012				
e Excess from 2013				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
GRANTS TO PRIZE WINNING INDIVIDUALS - SEE STATEMENT A 160 PACIFIC AVE., STE 200 SAN FRANCISCO, CA 94111	NONE		GENERAL SUPPORT FOR ENVIRONMENTAL ACHIEVEMENT	900,000.
Total			3a	900,000.
<i>b Approved for future payment</i>				
GRANTS PAYABLE TO PRIZE WINNING INDIVIDUALS - SEE STATEMENT B 160 PACIFIC AVE., STE 200 SAN FRANCISCO, CA 94111	NONE		GENERAL SUPPORT FOR ENVIRONMENTAL ACHIEVEMENT	1,050,000.
Total			3b	1,050,000.

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|--|-------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here

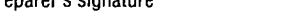






Signature of officer or trustee _____ Date _____ Title _____

May the IRS discuss this return with the preparer shown below (see instr. 7)?
☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	MAGA E. KISRIV		OCT 08 2004		P01008919
	Firm's name ▶ HOOD & STRONG LLP			Firm's EIN ▶ 94-1254756	
	Firm's address ▶ 100 FIRST STREET, 14TH FLOOR SAN FRANCISCO, CA 94105			Phone no 415.781.0793	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST ON CHECKING ACCOUNT	53.	53.	
TOTAL TO PART I, LINE 3	53.	53.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS/INTEREST SECURITIES	1,295,595.	0.	1,295,595.	1,295,595.	
TO PART I, LINE 4	1,295,595.	0.	1,295,595.	1,295,595.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
SUBLEASED REAL PROPERTY	1	113,139.
TOTAL TO FORM 990-PF, PART I, LINE 5A		113,139.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 4

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES						01/01/13 12/31/13
	38,546,951.	35,025,490.	0.	0.	3,521,461.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PASS-THROUGH CAPITAL GAIN/(LOSS)				PURCHASED		01/01/13 12/31/13
	544,523.	544,523.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ASSET DISPOSAL				PURCHASED		01/01/13 12/31/13
	0.	5,511.	0.	0.	-5,511.	

NET GAIN OR LOSS FROM SALE OF ASSETS	3,515,950.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	3,515,950.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PASS-THROUGH	0.	-19,832.	
OTHER	826.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	826.	-19,832.	

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,156.	0.		11,156.
TO FM 990-PF, PG 1, LN 16A	11,156.	0.		11,156.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	65,646.	32,823.		32,823.
TO FORM 990-PF, PG 1, LN 16B	65,646.	32,823.		32,823.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	5,850.	0.		5,850.
INVESTMENT MANAGEMENT FEES	319,871.	319,871.		0.
TO FORM 990-PF, PG 1, LN 16C	325,721.	319,871.		5,850.

FORM 990-PF	TAXES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	59,728.	0.		59,728.
EXCISE TAX	308,083.	0.		0.
PROPERTY TAX	9,300.	1,395.		7,905.
TO FORM 990-PF, PG 1, LN 18	377,111.	1,395.		67,633.

FORM 990-PF	OTHER EXPENSES	STATEMENT	10
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER SERVICES	59,251.	8,888.		50,363.
SUPPLIES	42,085.	6,313.		35,772.
POSTAGE AND DELIVERY	2,884.	432.		2,452.
INSURANCE	18,659.	2,799.		15,860.
ADVERTISING	198,329.	0.		198,329.
AWARDS CEREMONIES	439,633.	0.		439,633.
PHOTOGRAPHY	5,510.	0.		5,510.
PUBLIC RELATIONS	323,217.	0.		323,217.
TV DEVELOPMENT/PROGRAMS	48,098.	0.		48,098.
TRANSLATION	4,079.	0.		4,079.
VIDEO PRODUCTION AWARDS	339,273.	0.		339,273.
HONORARIA	207,000.	0.		207,000.
25TH ANNIVERSARY EXPENSES	72,220.	0.		72,220.
TRAVEL/LODGING/WINNERS/JUROR	102,993.	0.		102,993.
TELEPHONE	14,266.	2,140.		12,126.
BUILDING MAINTENANCE	8,611.	1,292.		7,319.
RECRUITMENT EXPENSE	121,766.	0.		121,766.
SUBTENANT LEASE EXPENSE	3,306.	0.		3,306.
MOVING EXPENSE	25,659.	0.		25,659.
TO FORM 990-PF, PG 1, LN 23	2,036,839.	21,864.		2,014,975.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 11
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOV'T OBLIGATIONS - SEE STATEMENT C	X		8,645,257.	8,645,257.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,645,257.	8,645,257.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,645,257.	8,645,257.

FORM 990-PF	CORPORATE STOCK	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - EQUITIES - SEE STATEMENT C EQUITIES	26,016,708. 24,487,135.	26,016,708. 24,487,135.
TOTAL TO FORM 990-PF, PART II, LINE 10B	50,503,843.	50,503,843.

FORM 990-PF	CORPORATE BONDS	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS - SEE STATEMENT C	24,283,708.	24,283,708.
TOTAL TO FORM 990-PF, PART II, LINE 10C	24,283,708.	24,283,708.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY MARKET FUNDS	FMV	3,206,073.	3,206,073.
ALTERNATIVE INVESTMENT FUNDS	FMV	37,210,525.	37,210,525.
TOTAL TO FORM 990-PF, PART II, LINE 13		40,416,598.	40,416,598.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 15

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTERS & PERIPHERALS	165,697.	108,038.	57,659.
OFFICE FURNITURE & EQUIPMENT	183,122.	144,795.	38,327.
LEASEHOLD IMPROVEMENTS	859,089.	327,453.	531,636.
TOTAL TO FM 990-PF, PART II, LN 14	1,207,908.	580,286.	627,622.

FORM 990-PF OTHER LIABILITIES STATEMENT 16

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED RENT	148,500.	118,800.
AMOUNTS DUE ON PURCHASE OF INVESTMENTS	1,716,637.	4,948.
EXCISE TAXES PAYABLE	71,975.	379,898.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,937,112.	503,646.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 17
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DOUGLAS GOLDMAN 160 PACIFIC AVE., SUITE 200 SAN FRANCISCO, CA 94111	PRESIDENT 5.00	0.	0.	0.
JOHN GOLDMAN 160 PACIFIC AVE., SUITE 200 SAN FRANCISCO, CA 94111	TREASURER 2.00	0.	0.	0.
SUSAN GELMAN 160 PACIFIC AVE., SUITE 200 SAN FRANCISCO, CA 94111	SECRETARY 2.00	0.	0.	0.
DAVID GORDON 160 PACIFIC AVE., SUITE 200 SAN FRANCISCO, CA 94111	ASSISTANT SECRETARY/TREASURER 37.50	57,692.	0.	0.
LORRAINE ROMINGER 160 PACIFIC AVE., SUITE 200 SAN FRANCISCO, CA 94111	INTERIM EXEC. DIR., ASST. SECRETARY 37.50	190,144.	47,283.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		247,836.	47,283.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 18
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EXECUTIVE DIRECTOR
160 PACIFIC AVE., STE. 200
SAN FRANCISCO, CA 94111

TELEPHONE NUMBER

(415) 249-5800

FORM AND CONTENT OF APPLICATIONS

EACH SPRING THE GOLDMAN ENVIRONMENTAL FOUNDATION RECEIVES NOMINATIONS FROM A PRE-SELECTED GROUP OF ENVIRONMENTAL EXPERTS FROM AROUND THE WORLD. NOMINATORS INCLUDE:

-A DIVERSE GROUP OF ORGANIZATIONS WORKING ON ENVIRONMENTAL ISSUES
WORLD-WIDE

-A CONFIDENTIAL PANEL OF OVER 150 ENVIRONMENTAL EXPERTS FROM MORE THAN 70 NATIONS, INCLUDING CITIZEN ACTIVISTS, DISTINGUISHED ENVIRONMENTALISTS WORKING IN THE FIELD, AND PROMINENT POLICYMAKERS.

ANY SUBMISSION DEADLINES

THE WINNERS ARE CHOSEN AT THE END OF THE YEAR AND ARE AWARDED IN APRIL.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE GOLDMAN ENVIRONMENTAL PRIZE STAFF AND JURY GIVE PARTICULAR CONSIDERATION TO ISSUES OR GEOGRAPHIC AREAS NOT YET RECOGNIZED BY THE GLOBAL COMMUNITY OR THE PRIZE. THE GOLDMAN ENVIRONMENTAL PRIZE DOES NOT ACCEPT UNSOLICITED NOMINATIONS.

Goldman Environmental Foundation
160 Pacific Avenue, Suite 200
San Francisco, CA 94111

FYE 12/31/13
TIN: 94-3094857

Prize Awards For 2013 Winners

Name	Address	Amount
Azzam Alwash*	Lower Floor, House 25, Street 27, Ashti District 104 Suli, KRG – Iraq	\$150,000
Aleta Ba'un**	Jl Manggis No 5, RT 03 RW 08, Soe 85552, Kel. Nono Honis, Kec Molo Utara, Kab Timor Tengah Selatan, Nusa Tenggara Timur, Indonesia	\$150,000
Jonathan Deal***	16 Sparrowhawk Crescent, Durbanville, 7550, Cape Town, South Africa	\$150,000
Rossano Ercolini	Via Pianacce 28, 55010 Camigliano (LUCCA), Italy	\$150,000
Nohra Padilla****	Calle 6G Sur No 4B-27 Este Barrio Vitelma, Bogota, Columbia	\$150,000
Kimberly Wasserman*****	3535 South Winchester Ave , Chicago, IL 60609	\$150,000
Total		\$900,000

* At the request of Azzam Alwash, \$150,000 was paid to Nature Iraq Foundation, Inc , a 501c3 organization based in Arcata, CA

** At the request of Aleta Ba'un, \$150,000 was paid to the Samdhana Institute, a charitable organization based in Indonesia

*** At the request of Jonathan Deal, \$150,000 was paid to Treasure the Karoo Action Group, a charitable organization located in South Africa

**** At the request of Nohra Padilla, \$150,000 was paid to the Asoc. Coop de Recicladores de Bogota, a charitable organization based in Columbia

***** At the request of Kimberly Wasserman, \$45,000 was paid to the Little Village Environmental Justice Organization, a 501c3 organization based in Chicago, IL

Please note: GEF distributed \$900,000 in Prize Award funds for the 2013 Prize. However, the Prize amount was raised to \$175,000 per award for 2014 (a total of \$1,050,000). As the award winners are chosen in November of the current calendar/fiscal year for awarding of the Prize in April of the following year, an additional \$150,000 was accrued to the FY2013 books to account for the award increase.

Goldman Environmental Foundation
160 Pacific Avenue, Suite 200
San Francisco, CA 94111

FYE 12/31/13
TIN: 94-3094857

Prize Awards Approved for Future Payments

Ramesh Agrawal	\$175,000
Ruth Buendia	\$175,000
Desmond D'Sa	\$175,000
Suren Gazaryan	\$175,000
Rudi Putra	\$175,000
Helen Slottje	\$175,000
Total	<u>\$1,050,000</u>

Please note: Prize award amounts were increased in 2014 from \$150,000 to \$175,000.

GOLDMAN ENVIRONMENTAL FOUNDATION
94-3094857
YEAR ENDED DECEMBER 31, 2013

Schedule of Securities

U.S. Obligations	Par Value	Book Value	Fair Market Value
Federal National Mtg Assn	472,332	494,552	510,916
Federal Home Loan Mtg Corp	113,390	121,386	122,260
Government National Mtg Assn	62,605	67,776	66,851
U.S. Treasury Bonds & Notes	8,234,907	8,855,982	8,620,470
		9,539,696	9,320,497

Corporate and Other Bonds	Par Value	Book Value	Fair Market Value
AGILENT TECHNOLOGIES	45,000	49,579	48,515
ALTERA CORP	25,000	24,867	24,788
AUTODESK	50,000	49,493	49,462
BANK AMERICA FUNDING CORP	45,000	47,857	50,809
BANK OF AMERICA	30,000	29,963	31,894
BEAR STEARNS COS	45,000	46,262	52,225
BEAR STEARNS COS	70,000	79,148	83,816
BERKELY W R	45,000	40,041	49,729
BHP BILLITON FIN USA LTD	50,000	50,313	44,429
BP CAPITAL MARKETS PLC	25,000	28,201	27,866
CELGENE CORP	55,000	54,886	54,698
CITIGROUP	40,000	42,593	45,506
CITIGROUP	45,000	47,442	48,088
CLOROX COMPANY	50,000	50,956	50,317
COMCAST NEW	35,000	38,361	40,145
CONOCOPHILLIPS	40,000	48,042	50,161
DUKE ENERGY CAROLINAS LLC	35,000	43,329	38,000
EMC CORP MASS	45,000	44,984	43,236
ENTERPRISES PRODUCTION OPS LLC	35,000	34,958	30,916
FLORIDA POWER & LIGHT	40,000	51,502	46,873
GENERAL ELECTRIC CAPITAL	30,000	31,422	34,355
GENERAL ELECTRIC CAPITAL	70,000	71,864	75,865
INVESCO FINANCE PLC	35,000	34,404	35,310
KEY BANK NA	50,000	48,185	53,185
KINDER MORGAN ENERGY	50,000	49,929	49,446
KONINKLIJKE PHILIPS ELECTRS NV	45,000	48,773	45,024
LINCOLN NATIONAL	35,000	35,358	35,666
MATTEL	20,000	19,884	21,843
METLIFE	55,000	59,600	62,537
MOODYS CORP	35,000	34,410	37,084
MORGAN STANLEY	50,000	49,882	48,653
MORGAN STANLEY	45,000	47,178	46,841
MOSAIC CO NEW	50,000	49,895	49,380
NATIONAL CITY BK INDIANAPOLIS	45,000	50,425	47,706
NATIONWIDE FINANCIAL SVCS	45,000	48,764	47,591
NBC UNIVERSAL MEDIA LLC	40,000	40,007	37,031
NETAPP INC	25,000	24,820	22,519

GOLDMAN ENVIRONMENTAL FOUNDATION

94-3094857

YEAR ENDED DECEMBER 31, 2013

Schedule of Securities

Corporate and Other Bonds (cont.)	Par Value	Book Value	Fair Market Value
NOBLE ENERGY	30,000	29,829	29,975
NOVARTIS CAPITAL CORP	70,000	73,863	76,239
OHIO POWER COMPANY	55,000	57,625	61,364
ONEOK PARTNERS LP	45,000	51,155	51,209
PENTAIR FINANCE SA	30,000	29,930	28,515
PETROBRAS INTL FINANCE	35,000	39,718	32,565
PRUDENTIAL FINANCIAL	30,000	32,345	36,831
RAYMOND JAMES FINANCIAL	40,000	45,366	50,304
ROYAL BANK OF CANADA	45,000	44,966	44,766
TELEFONOS DE MEXICO SA	50,000	53,682	52,100
THERMO FISHER SCIENTIFIC	15,000	14,876	13,959
TRANSCANADA CORP	55,000	71,385	73,411
UNITED HEALTH GROUP	40,000	39,952	39,495
VERIZON COMMUNICATIONS	50,000	52,924	58,498
VIACOM	60,000	77,678	74,651
WEATHERFORD INTL	35,000	41,518	44,970
ALLY AUTO RECEIVABLES TRUST 2012	1,277	1,279	1,277
BEAR STEARNS CMBS 2005	35,000	39,223	37,164
BEAR STEARNS CMBS 2005-PWR7	25,000	27,287	25,890
CITIBANK CREDIT CARD MASTER TR 2002-A7	100,000	99,999	105,385
CITIGROUP COMMERCIAL	35,000	36,048	36,368
COMMERCIAL 2005-C6	40,000	44,459	42,066
FORD CREDIT AUTO LEASE 2013-B	45,000	44,997	45,018
GE EQUIP TRANS LLC	24,113	24,112	24,103
GS MORTGAGE SECURITIES	45,000	46,348	46,130
JPMBB COMMERCIAL MTG SER 2013-C12	30,000	30,300	28,610
LB-UBS CMBS 2006-C1	55,000	36,794	58,742
MORGAN STANLEY CAP	30,000	33,019	31,467
MORGAN STANLEY CAP 2004-HQ4	12,452	13,205	12,605
MORGAN STANLEY CAP 2004-TOP15	39,948	33,516	40,463
MORGAN STANLEY CAP 2006-HQ8	25,000	26,924	26,692
MORGAN STANLEY-BANK AMERICA 2013-C12 A4	40,000	41,197	41,123
NISSAN AUTO LEASE	70,000	69,993	69,998
WORLD OMNI AUTO LEASE 2013-A	45,000	44,997	45,044
		3,098,083	3,148,506

Stocks	Number of Shares	Book Value	Fair Market Value
3M COMPANY	3,410	297,718	478,253
ABBOTT LABORATORIES	5,120	153,372	196,250
ABBVIE INC	4,530	144,585	239,229
ABIOMED	1,757	36,700	46,982
ACADIA HEALTHCARE	919	33,023	43,496
ACE LTD	4,115	300,764	426,026
ACTUANT CL A NEW	1,425	39,317	52,212
ADVISORY BOARD	998	48,852	63,543

GOLDMAN ENVIRONMENTAL FOUNDATION

94-3094857

YEAR ENDED DECEMBER 31, 2013

Schedule of Securities

<u>Stocks (cont.)</u>	<u>Number of Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
AEROPOSTALE	4,075	57,437	37,042
AMBEV SA ADR	46,650	379,656	342,878
AMERICAN EQUITY INVT LIFE HLDGS	2,353	20,523	62,072
ANIXTER INTERNATIONAL	505	31,776	45,369
ANNIES INC	996	41,138	42,868
APPLE	1,248	271,373	700,265
ARC DOCUMENT SOLUTIONS	3,850	22,051	31,647
ARGO GROUP INTL HLDGS	1,664	53,521	77,359
ASPEN INSURANCE HLDGS LTD	1,730	50,991	71,466
ASPEN TECHNOLOGY	684	20,957	28,591
AT&T INC	9,785	308,886	344,041
ATMOS ENERGY CORP	7,240	230,305	328,841
AUST & NEW ZEALAND BKG GRP ADR	9,800	229,225	282,730
AUTOMATIC DATA PROCESSING	5,255	293,794	424,657
BANCORPSOUTH	2,350	37,591	59,737
BASF AKTIENGESELLSCHAFT ADR	3,675	286,210	396,128
BBCN BANCORP	3,775	30,128	62,627
BHP BILLITON LTD ADR	6,105	414,471	416,361
BLACKROCK INC	1,355	271,921	428,817
BRADY CORP CL A	1,525	43,106	47,168
BUFFALO WILD WINGS	215	16,822	31,648
CAPITAL INTL EMERGING MKTS GWTH FUND	271,983	2,086,808	2,113,305
CARDIOVASCULAR SYSTEMS	583	18,599	19,991
CENTENE	789	35,210	46,512
CG NON-US EQTY FUND-TAX EXEMPT TRUSTS	493,599	16,078,870	18,169,375
CHART INDUSTRIES	254	9,446	24,293
CHEMED CORP NEW	450	32,230	34,479
CHUYS HOLDINGS	1,128	32,400	40,631
COCA COLA COMPANY	8,620	318,569	356,092
COLUMBUS MCKINNON	1,245	30,187	33,789
CON-WAY INC	1,235	34,527	49,042
CORNERSTONE ONDEMAND	647	17,017	34,511
COSTAR GROUP	261	21,039	48,175
CPFL ENERGIA SA ADR	17,355	469,069	277,854
CVENT INC	838	28,766	30,495
CYNOSURE INC	717	17,581	19,130
DANA HOLDINGS	3,575	58,862	70,142
DEMANDWARE INC	895	42,850	57,387
DEXCOM	859	12,270	30,417
DIAGEO PLC ADR	2,960	289,009	391,963
DIAMONDROCK HOSPITALITY	3,947	27,763	45,588
DIODES	2,125	42,321	50,065
E I DU PONT DE NEMOURS	6,130	314,863	398,266
EATON CORP PLC ORD	5,887	307,607	448,118
eHEALTH	618	26,941	28,731
EMERSON ELECTRIC	6,825	343,426	478,979
ENCORE CAPITAL GROUP	1,018	41,148	51,165
ENDOLOGIX	2,690	33,990	46,914
ENGILITY HOLDINGS	980	19,038	32,732

GOLDMAN ENVIRONMENTAL FOUNDATION

94-3094857

YEAR ENDED DECEMBER 31, 2013

Schedule of Securities

<u>Stocks (cont.)</u>	<u>Number of Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
ENVESTNET	670	20,762	27,001
EPAM SYSTEMS	1,280	37,614	44,723
FAIRWAY GROUP HOLDINGS	1,188	31,032	21,527
FINANCIAL ENGINES	1,287	27,285	89,421
FIRST MIDWEST BANCORP	1,500	22,499	26,295
FLUIDIGM	727	22,210	27,859
GENUINE PARTS	4,725	297,817	393,073
GIGAMON INC	749	28,837	21,032
GRAND CANYON EDUCATION	1,002	17,075	43,687
GRIFFON CORP	3,739	35,134	49,392
GUIDEWIRE SOFTWARE	1,405	34,103	68,943
H & E EQUIPMENT SERVICES	1,782	18,492	52,801
HARTE-HANKS (NEW)	4,725	44,785	36,950
HERMAN MILLER	1,150	22,332	33,948
HEXCEL NEW	529	12,100	23,641
HSBC HOLDINGS ADR (OLD)	4,724	256,265	260,434
ILLNOIS TOOL WORKS	5,500	305,901	462,440
IMPERVA	644	22,729	30,996
INFOBLOX INC	1,072	24,007	35,397
INGRAM MICRO	2,795	44,695	65,571
INSIGHT ENTERPRISES	2,140	35,447	48,599
INSULET CORP	1,625	49,304	60,288
INTEL CORP	13,500	351,911	350,460
INTREXON	1,183	25,262	28,155
JOHNSON & JOHNSON	3,845	251,309	352,164
JOHNSON CONTROLS	9,719	292,446	498,585
JPMORGAN CHASE & CO	7,119	244,369	416,319
KIMBERLY-CLARK	3,450	256,759	360,387
KRAFT FOODS GROUP	3,680	179,503	198,426
LIGAND PHARMACEUTICALS	526	21,245	27,668
LONGLEAF PARTNERS FUND #133	498,243	15,600,659	16,815,710
LUMBER LIQUIDATORS	352	29,732	36,217
MARKETO INC	1,459	50,917	54,085
MASONITE INTERNATIONAL NEW	1,665	82,664	99,900
MASTEC INC	1,428	42,604	46,724
MATTEL INC	7,395	301,825	351,854
MATTHEWS INTERNATIONAL	1,060	32,836	45,167
MC DONALDS CORP	3,665	356,733	355,615
MEDIDATA SOLUTIONS	950	22,144	57,542
MERCK & CO	7,966	342,538	398,698
MONSTER WORLDWIDE	6,300	47,499	44,919
MUELLER WATER PRODUCTS CL A	4,025	8,233	37,714
MURPHY USA	1,600	70,612	66,496
NATIONAL FUEL GAS	5,970	319,977	426,258
NATIONAL PENN BANCSHARES	4,750	27,959	53,818
NESTLE SA ADR	5,055	309,506	371,997
NEXTERA ENERGY	4,075	259,527	348,902
NIMBLE STORAGE	684	18,033	30,985
NOODLES & CO	503	16,413	18,068

GOLDMAN ENVIRONMENTAL FOUNDATION

94-3094857

YEAR ENDED DECEMBER 31, 2013

Schedule of Securities

<u>Stocks (cont.)</u>	<u>Number of Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
NOVARTIS AG ADR	4,930	270,482	396,273
NPS PHARMACEUTICALS	1,764	28,633	53,555
OLD DOMINION FREIGHT LINE	1,358	37,505	72,001
ON SEMICONDUCTOR	1,487	11,328	12,253
OPENTABLE	304	19,121	24,128
PACIRA PHARMACEUTICALS	434	23,784	24,951
PEPSICO	4,525	299,510	375,304
PFIZER	12,670	283,555	388,082
PHH CORP	2,000	30,377	48,700
PIPER JAFFRAY	1,195	42,625	47,262
PORTFOLIO RECOVERY ASSOCIATES	1,322	42,540	69,854
PPG INDUSTRIES	2,405	231,760	456,132
PPL CORP	11,120	308,905	334,601
PRIMERICA	869	18,342	37,289
PROCTER & GAMBLE	4,665	313,319	379,778
PROLOGIS INC	8,525	301,452	314,999
PROOFPOINT INC	835	25,104	27,697
PROTECTIVE LIFE CORP	225	5,910	11,399
PROTO LABS	862	60,444	61,357
QUESTAR	14,942	292,413	343,517
RALLY SOFTWARE DEVELOPMENT	942	25,180	18,322
RAYTHEON	5,370	296,314	487,059
RENT-A-CENTER	1,725	48,404	57,512
ROCKET FUEL INC	443	25,711	27,240
RTI INTERNATIONAL METALS	330	11,289	11,289
SACRED SILKS INC	5,000	1	-
SCHNITZER STEEL INDUSTRIES	1,475	42,385	48,188
SERVICENOW	990	30,563	55,450
SHUTTERSTOCK	394	23,105	32,950
SIEMENS AG ADR	3,365	304,069	466,086
SPLUNK	970	29,032	66,610
SPS COMMERCE	351	17,927	22,920
SSgA S&P 500 TOBACCO FREE CTF (CMD9)	364,743	5,599,298	9,201,002
STEEL EXCEL	252	6,891	7,437
STONERIDGE INC	375	4,677	4,781
STRATASYS LTD	204	14,573	27,479
SYNOVUS FINANCIAL	9,525	22,391	34,290
TABLEAU SOFTWARE	304	13,665	20,955
TAIWAN SEMICONDUCTOR MFG LTD ADR	18,700	278,706	326,128
TCF FINANCIAL	3,675	47,472	59,719
TETRA TECHNOLOGY NEW	2,500	63,531	69,950
THE JONES GROUP	2,800	29,664	41,888
TILE SHOP HOLDINGS	1,376	35,177	24,864
TIME WARNER INC	5,581	204,879	389,107
TORONTO DOMINION BANK (USA)	4,460	372,973	420,310
TRAVELERS COMPANIES	4,343	256,280	393,215
TRULIA	528	16,866	18,623
TUTOR PERINI CORP	2,500	37,975	65,750
ULTIMATE SOFTWARE GROUP	385	13,918	58,990

GOLDMAN ENVIRONMENTAL FOUNDATION
94-3094857
YEAR ENDED DECEMBER 31, 2013

<u>Schedule of Securities</u>			
<u>Stocks (cont.)</u>	<u>Number of Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
UNILEVER PLC ADR	8,355	271,832	344,226
UNITED PARCEL SERVICES	4,236	351,164	445,119
UNITED TECHNOLOGIES	3,874	309,899	440,861
UNTIED STATIONERS	250	6,271	11,473
VCA ANTECH	1,975	40,321	61,936
VEEVA SYSTEMS	631	19,641	20,255
VINCE HOLDING CORP	769	20,965	23,585
WAGEWORKS INC	469	24,553	27,877
WEBSTER FINACIAL CORP	1,925	17,861	60,022
WELLCARE HEALTH PLANS	885	50,497	62,322
WSFS FINANCIAL	300	12,743	23,259
XCEL ENERGY	11,085	295,668	309,715
		57,871,696	70,821,185

THE DIFFERENCE BETWEEN AMOUNTS SHOWN ON FORM 990-PF STATEMENTS 10, 11, AND 12 AND THE AMOUNTS SHOWN ON STATEMENT C IS ATTRIBUTABLE TO UNREALIZED GAINS/LOSSES AND PENDING SALES AND TRADES

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

Part I only ☐

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

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	GOLDMAN ENVIRONMENTAL FOUNDATION	94-3094857
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	Social security number (SSN)
	160 PACIFIC AVENUE, NO. 200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SAN FRANCISCO, CA 94111	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

MELISSA ECKERT, ADMINISTRATOR

- The books are in the care of ► 160 PACIFIC AVENUE, SUITE 200 - SAN FRANCISCO, CA 94111
Telephone No ► 415-249-5800 Fax No ► 415-772-9137

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

1 I request an automatic 3 month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year 2013 or
► ☐ tax year beginning _____, and ending _____.

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	102,000.
b If this application is for Forms 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	\$	276,449.
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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

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

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

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

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.	Employer identification number (EIN) or
	GOLDMAN ENVIRONMENTAL FOUNDATION	94-3094857
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	160 PACIFIC AVENUE, NO. 200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	SAN FRANCISCO, CA 94111	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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.

MELISSA ECKERT, ADMINISTRATOR

• The books are in the care of **160 PACIFIC AVENUE, SUITE 200 - SAN FRANCISCO, CA 94111**

Telephone No **415-249-5800**

Fax No. **415-772-9137**

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

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

5 For calendar year **2013**, or other tax year beginning ☐ , and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

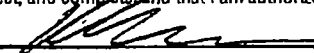
7 State in detail why you need the extension

THE TAXPAYER'S FINANCIAL MATTERS ARE QUITE COMPLEX. ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 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 Forms 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  Title **ACCOUNTANT**

Date **7/21/2014**

Form 8868 (Rev. 1-2014)