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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**

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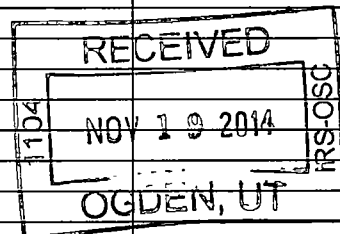
For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation JOHN AND MARCIA GOLDMAN FOUNDATION		A Employer identification number 94-3274370
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (415) 744-8787
101 SECOND STREET	1625	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94105		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) ▶ \$ 229,331,100.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		28,576,460.			
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,843.	1,843.		
4 Dividends and interest from securities		2,821,470.	2,821,470.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		7,376,993.			
b Gross sales price for all assets on line 6a 79,311,091.					
7 Capital gain net income (from Part IV, line 2)			8,663,113.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 1		730,768.	712,290.		
12 Total. Add lines 1 through 11		39,507,534.	12,198,716.		
13 Compensation of officers, directors, trustees, etc.		260,000.	13,000.		247,000.
14 Other employee salaries and wages		289,864.			289,864.
15 Pension plans, employee benefits		77,858.			77,858.
16a Legal fees (attach schedule) ATCH 2		8,212.			8,212.
b Accounting fees (attach schedule) ATCH 3		92,158.	61,478.		30,680.
c Other professional fees (attach schedule) *		716,277.	601,977.		114,300.
17 Interest ATCH 5		96,774.	96,774.		
18 Taxes (attach schedule) (see instructions) ATCH 6		295,125.	84,508.		33,196.
19 Depreciation (attach schedule) and depletion		28,133.			
20 Occupancy		135,235.			135,235.
21 Travel, conferences, and meetings		3,283.			3,283.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 7		252,651.	133,048.		119,603.
24 Total operating and administrative expenses. Add lines 13 through 23		2,255,570.	990,785.		1,059,231.
25 Contributions, gifts, grants paid		8,507,170.			8,507,170.
26 Total expenses and disbursements. Add lines 24 and 25		10,762,740.	990,785.	0	9,566,401.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		28,744,794.			
b Net investment income (if negative, enter -0-)			11,207,931.		
c Adjusted net income (if negative, enter -0-)					

618
5

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	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	11,728,081.	7,415,671.	7,415,671.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ * Less allowance for doubtful accounts ▶	19,720,000.	* 9,860,000. 9,860,000.	ATCH 8 9,860,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 9		25,000.	25,000.
	10 a	Investments - U S and state government obligations (attach schedule). **	5,682,924.	5,375,124.	5,265,112.
	b	Investments - corporate stock (attach schedule) ATCH 11	33,452,755.	51,194,353.	65,531,678.
	c	Investments - corporate bonds (attach schedule) ATCH 12	7,967,051.	5,282,824.	5,173,370.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 13	91,301,741.	116,733,636.	135,870,195.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	215,105. 28,099.	35. 187,006.	187,006.
15	Other assets (describe ▶ ATCH 14)	57,204.	3,068.	3,068.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	169,909,791.	196,076,682.	229,331,100.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 15)	3,148,484.	570,581.	
23	Total liabilities (add lines 17 through 22)	3,148,484.	570,581.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here. ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	166,761,307.	195,506,101.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ☐ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
30	Total net assets or fund balances (see instructions)	166,761,307.	195,506,101.		
31	Total liabilities and net assets/fund balances (see instructions)	169,909,791.	196,076,682.		

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	166,761,307.
2	Enter amount from Part I, line 27a	2	28,744,794.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	195,506,101.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	195,506,101.

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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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	8,663,113.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	7,504,165.	142,325,243.	0.052725
2011	13,443,909.	139,684,890.	0.096245
2010	11,861,820.	115,666,422.	0.102552
2009	16,503,142.	104,477,087.	0.157959
2008	15,393,805.	132,685,736.	0.116017
2 Total of line 1, column (d)			0.525498
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			0.105100
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			188,014,795.
5 Multiply line 4 by line 3			19,760,355.
6 Enter 1% of net investment income (1% of Part I, line 27b)			112,079.
7 Add lines 5 and 6			19,872,434.
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			9,566,401.

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

1 a 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)		1	224,159.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	224,159.
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	224,159.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	145,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	220,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	365,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	418.	
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	140,423.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 140,423. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CALIFORNIA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	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?	13	X	
Website address JMGOLDMANFOUNDATION.ORG				
14	The books are in care of MARIA KONG Telephone no 415-744-8787			
Located at 101 SECOND STREET SAN FRANCISCO, CA ZIP+4 94105				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year.	15		
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 X	No
ATCH 16				

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 ☐	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? ☐ Yes ☒ No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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)	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)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 88707a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 17		260,000.	31,907.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 18		284,129.	47,794.	0

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

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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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 19		226,954.
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NOT APPLICABLE

2

3

4

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

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

Amount

1 NOT APPLICABLE

2

All other program-related investments See instructions

3 NONE

Total. Add lines 1 through 3 ►

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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	164,685,154.
b	Average of monthly cash balances	1b	7,989,733.
c	Fair market value of all other assets (see instructions)	1c	18,203,077.
d	Total (add lines 1a, b, and c)	1d	190,877,964.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	190,877,964.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,863,169.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	188,014,795.
6	Minimum investment return. Enter 5% of line 5	6	9,400,740.

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	9,400,740.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	224,159.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	224,159.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	9,176,581.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	9,176,581.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	9,176,581.

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	9,566,401.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	9,566,401.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,566,401.

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

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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				9,176,581.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 8,833,398.				
b From 2009 11,332,117.				
c From 2010 6,169,034.				
d From 2011 6,649,336.				
e From 2012 1,916,290.				
f Total of lines 3a through e	34,900,175.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>9,566,401.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				9,176,581.
e Remaining amount distributed out of corpus	389,820.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	35,289,995.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	8,833,398.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	26,456,597.			
10 Analysis of line 9				
a Excess from 2009 11,332,117.				
b Excess from 2010 6,169,034.				
c Excess from 2011 6,649,336.				
d Excess from 2012 1,916,290.				
e Excess from 2013 389,820.				

Form 990-PF (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
a Paid during the year				
ATCH 22				
Total			3a	8,507,170.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

[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

**Sign
Here**

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

Signature of officer or trustee

11/10/14
Date

Assistant Secretary &
Executive Director

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

DEBRA K MCCALL

Preparer's signature

John McCall

Date _____

11/12/14

Check ☐ if self-employed

PTIN

P00998198

Firm's name ► SEILER LLP

Firm's address ► THREE LAGOON DRIVE, STE 400
REDWOOD CITY, CA

Firm's EIN ▶ 94-1624276

Phone no 650-365-4646

Form **990-PF** (2013)

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

OMB No 1545-0047

2013▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990**Name of the organization**

JOHN AND MARCIA GOLDMAN FOUNDATION

Employer identification number

94-3274370

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization **JOHN AND MARCIA GOLDMAN FOUNDATION**Employer identification number
94-3274370**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN D GOLDMAN 1997 CHARITABLE LEAD TR PO BOX 804298 CHICAGO, IL 60680	\$ 28,576,460.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number	94-3274370
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[illegible]

Name of organization JOHN AND MARCIA GOLDMAN FOUNDATION

Employer identification number

94-3274370

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions) ► \$ _____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					53,883.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,317,752.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					494,522.	
79311091.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 72514135.				D	6,796,956.	
TOTAL GAIN (LOSS)							<u>8,663,113.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON NOTES RECEIVABLE	544,299.	544,299.
OTHER PASSTHROUGH INCOME - CAPITAL GROUP	11,672.	11,672.
OTHER PASSTHROUGH INCOME - SSGA	72,984.	72,984.
OTHER PASSTHROUGH INCOME - AURORA	91,965.	77,956.
OTHER PASSTHROUGH LOSS - LEGACY VENTURES	-2,838.	-2,838.
CASH TRANSLATION LOSSES	-14,729.	-14,729.
FORWARD FX CONTRACTS - REALIZED GAIN	10,324.	10,324.
NONDIVIDEND DISTRIBUTIONS	4,469.	
SEC 1231 GAIN FROM PSHIPS	1,185.	1,185.
OTHER INCOME	11,437.	11,437.
TOTALS	<u>730,768.</u>	<u>712,290.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	8,212.			8,212.
TOTALS	<u>8,212.</u>			<u>8,212.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	92,158.	61,478.		30,680.
TOTALS	<u>92,158.</u>	<u>61,478.</u>		<u>30,680.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
HUMAN RESOURCE SERVICES	5,756.		5,756.
CUSTODY/ INVESTMENT MGMT FEE	350,230.	350,230.	
2% PORT DEDUCTIONS FROM PSHIPS	239,247.	239,247.	
GRANT MAKING CONSULTANTS	29,000.		29,000.
INVESTMENT ADVISORY CONSULTANT	12,500.	12,500.	
OTHER CONTRACT LABOR	79,544.		79,544.
TOTALS	<u>716,277.</u>	<u>601,977.</u>	<u>114,300.</u>

ATTACHMENT 5FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INV INT EXPENSE FROM PSHIPS	96,774.	96,774.
TOTALS	<u>96,774.</u>	<u>96,774.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	32,886.		32,886.
FOREIGN TAXES	84,508.	84,508.	
STATE UBIT	610.		
STATE FILING FEES	310.		310.
FEDERAL EXCISE TAXES	176,811.		
TOTALS	<u>295,125.</u>	<u>84,508.</u>	<u>33,196.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
AUTOMOBILE EXPENSE	3,297.		3,297.
OFFICE EXPENSE	24,154.		24,154.
TELEPHONE	2,604.		2,604.
PAYROLL PROCESSING FEES	1,858.		1,858.
POSTAGE	1,592.		1,592.
OTHER PARTNERSHIP EXPENSE	133,048.	133,048.	
INTERNET EXPENSE	920.		920.
COMPUTER SUPPORT	38,630.		38,630.
INSURANCE	14,003.		14,003.
WEBSITE & LOGO DESIGN	1,350.		1,350.
EVENTS	14,570.		14,570.
MOVING	3,087.		3,087.
D & O INSURANCE	7,449.		7,449.
FURNITURE NOT CAPITALIZED	726.		726.
CHARITABLE EXPS FROM PSHIPS	1,736.		1,736.
MEMBERSHIPS	1,432.		1,432.
FRINGE BENEFITS	2,195.		2,195.
TOTALS	252,651.	133,048.	119,603.

ATTACHMENT 8FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

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

BEGINNING BALANCE DUE 8,120,000.

ENDING BALANCE DUE 8,120,000.

ENDING FAIR MARKET VALUE 8,120,000.

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

BEGINNING BALANCE DUE 8,120,000.

ATTACHMENT 8 (CONT'D)

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

BEGINNING BALANCE DUE 1,740,000.

ENDING BALANCE DUE 1,740,000.

ENDING FAIR MARKET VALUE 1,740,000.

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

BEGINNING BALANCE DUE 1,740,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 19,720,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 9,860,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 9,860,000.

ATTACHMENT 9FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITY DEPOSIT	25,000.	25,000.
TOTALS	<u>25,000.</u>	<u>25,000.</u>

John & Marcia Goldman Foundation
Form 990PF, Part II - Line 10a, US and State Government Obligations
As of December 31, 2013

94-3274370

Attachment 10

US Government Obligations	Book Value	Market Value
U S TREASURY NOTES	\$ 234,780	\$ 235,037
0.250% Due 01-31-14		
U S TREASURY NOTES	443,447	436,410
1 250% Due 04-15-14		
U S TREASURY NOTES	355,877	355,998
0.500% Due 10-15-14		
U S TREASURY NOTES	215,195	215,445
0.375% Due 03-15-15		
U S TREASURY NOTES	363,175	364,857
0 250% Due 08-15-15		
U S TREASURY NOTES	405,585	405,237
0 375% Due 11-15-15		
U S TREASURY NOTES	254,473	254,432
0 250% Due 12-15-15		
U S TREASURY NOTES	193,047	193,796
0.250% Due 05-15-16		
U S TREASURY NOTES	520,292	519,828
1 000% Due 08-31-16		
U S TREASURY NOTES	49,156	47,570
2.750% Due 11-30-16		
U S TREASURY NOTES	712,985	701,371
0 875% Due 01-31-18		
U S TREASURY NOTES	152,132	151,609
1.000% Due 05-31-18		
U S TREASURY NOTES	279,859	277,485
1 375% Due 07-31-18		
U S TREASURY NOTES	268,957	264,706
1 250% Due 10-31-18		
U S TREASURY NOTES	180,398	178,058
3 625% Due 02-15-21		
U S TREASURY BOND	211,606	192,680
6 250% Due 08-15-23		
U S TREASURY BOND	110,508	99,586
6 375% Due 08-15-27		
U S TREASURY BOND	162,736	144,645
4.500% Due 02-15-36		
U S TREASURY BOND	157,120	138,594
4 500% Due 05-15-38		
U S TREASURY BOND	45,872	37,248
4.250% Due 11-15-40		
U S TREASURY BOND	38,463	31,625
2.750% Due 11-15-42		
U S TREASURY BOND	19,461	18,888
TAX TO BOOK BASIS ADJ AND PENDING TRADES		8
GRAND TOTAL	\$ 5,375,124	\$ 5,265,113

Corporate Stocks

	Book Value	Market Value
21st CENTURY FOX CL A	\$ 311,717	\$ 405,168
ABBOTT LABORATORIES	55,402	75,088
ABBVIE INC	30,660	34,326
ABIOMED	69,519	86,851
ACADIA HEALTHCARE	60,582	80,982
ACCENTURE PLC IRELAND ADR	28,195	41,110
ACE LTD	54,614	72,471
ACTUANT CL A NEW	88,429	102,592
ADOBE SYSTEMS	108,251	155,628
ADVISORY BOARD	90,336	117,471
AEGON NV ADR	186,699	213,423
AEROPOSTALE	89,496	66,230
AIA GROUP LIMITED	280,338	452,527
AIR PRODUCTS & CHEMICALS	42,799	82,047
AJINOMOTO COMPANY	83,410	101,365
ALEXION PHARMACEUTICALS	54,265	222,875
ALLEGHENY TECHNOLOGIES	49,537	57,008
ALLERGAN INC	24,589	56,429
AMAZON.COM	111,667	492,506
AMCOR LTD	145,419	155,991
AMERICAN EQUITY INVT LIFE HLDGS	59,381	124,355
AMERICAN INTERNATIONAL GROUP	94,568	171,477
AMERICAN TOWER CORP	54,473	109,034
ANIXTER INTERNATIONAL	68,067	89,391
ANNIES INC	76,720	79,538
AOL INC	70,292	91,655
AON PLC	12,270	20,972
APACHE CORP	433,315	429,700
APPLE	31,136	81,361
ARC DOCUMENT SOLUTIONS	59,239	69,459
ARGO GROUP INTL HLDGS	131,381	157,369
ARM HOLDINGS PLC ADR	175,890	234,013
ASML HOLDING NV (WCM)	102,988	254,302
ASML HOLDINGS NV (NT Rev Post-Split Shs)	231,991	414,869
ASPEN INSURANCE HLDGS LTD	115,406	143,841
ASPEN TECHNOLOGY	38,867	53,002
ASSA ABLOY	226,231	481,400
ATHENAHEALTH	51,355	94,150
AUTOMATIC DATA PROCESSING	36,496	40,405
AVAGO TECHNOLOGIES LTD	30,394	34,371
AXIS CAPITAL HOLDINGS	99,022	152,224
BAIDU.COM INC ADR	250,857	426,912
BAKER HUGHES	609,787	672,348
TAX TO BOOK BASIS ADJ AND PENDING TRADES	83,560	118,203
BANK NEW YORK MELLON	385,236	445,520
BANK OF AMERICA CORP	600,278	603,851
BANK OF CHINA LTD	64,355	82,236
BARCLAYS	228,032	249,306
BAYER AG NPV	255,902	431,280

Corporate Stocks

	Book Value	Market Value
BAYERSCHE MOTOREN WERKE	154,581	241,904
BB&T CORP	206,926	260,307
BBCN BANCORP	71,001	119,863
BE AEROSPACE	52,194	67,448
BEAM INC	54,324	68,060
BECTON DICKINSON	90,818	129,826
BG GROUP	14,334	23,553
BHP BILLITON LTD	118,018	145,773
BIOGEN IDEC	150,258	233,591
BIOMARIN PHARMACEUTICAL	63,186	103,648
BLACKROCK INC	37,573	63,294
BNP PARIBAS	171,878	257,601
BOEING COMPANY	44,193	76,025
BOSTON SCIENTIFIC	107,305	119,791
BRADY CORP CL A	87,445	93,996
BRISTOL MYERS SQUIBB	90,678	159,450
BRITISH PETROLEUM PLC ADR	221,430	230,703
BROADCOM CORP	33,846	35,580
BUFFALO WILD WINGS	33,795	58,438
CADENCE DESIGN SYSTEMS	47,776	55,603
CAPITAL ONE FINANCIAL	721,369	841,331
CARDIOVASCULAR SYSTEMS	34,616	37,205
CARMAX	68,044	81,486
CARNIVAL CORP	61,037	80,019
CATERPILLAR	52,879	53,033
CELANESE CORP	265,176	278,320
CENTENE	104,519	144,958
CERNER	134,098	250,941
CHARLES SCHWAB CORP	614,434	752,466
CHART INDUSTRIES	18,643	44,951
CHARTER COMMUNICATIONS NEW	20,627	23,933
CHEMED CORP NEW	70,742	75,854
CHIPOTLE MEXICAN GRILL	145,800	282,373
CHUYS HOLDINGS	59,141	75,138
CIGNA CORPORATION	249,546	293,058
CITIGROUP	93,135	171,963
CME GROUP	64,325	89,052
COACH INC	256,283	280,650
COCA-COLA AMATIL	243,219	189,465
COLUMBUS MCKINNON	62,781	67,714
COMCAST CORP NEW CL A	638,114	935,266
COMERICA	76,498	85,572
COMPUTER SCIENCE CORP	116,650	135,006
CON-WAY INC	86,846	98,918
CORNERSTONE ONDEMAND	28,351	63,795
CORNING INC	183,686	213,840
COSTAR GROUP	38,572	89,152
CVENT INC	53,407	57,642
CYNOSURE INC	30,881	33,617

John & Marcia Goldman Foundation
Form 990PF, Part II - Line 10b, Corporate Stock
As of December 31, 2013

94-3274370

Attachment 11

Corporate Stocks

	<u>Book Value</u>	<u>Market Value</u>
DAIMLER AG	193,412	233,411
DAIMLER AG ADR	30,421	36,836
DANA HOLDINGS	135,858	137,438
DANAHER	42,573	105,610
DARDEN RESTAURANTS	19,969	21,748
DBS GROUP HOLDINGS	224,612	333,887
DELPHI AUTOMOTIVE PLC	97,210	195,423
DEMANDWARE INC	79,953	107,080
DENSO	59,909	95,048
DEXCOM	22,471	56,408
DIAGEO	155,697	287,061
DIAGEO PLC ADR	15,365	19,863
DIAMONDROCK HOSPITALITY	69,022	95,080
DIODES	87,850	99,541
DISH NETWORK CORP CL A	161,777	204,631
DOMTAR CORP NEW	33,119	37,736
EATON CORP PLC ORD	85,540	123,923
EBAY	209,647	244,260
eHEALTH	51,824	55,277
EMC CORP	24,276	25,150
EMERSON ELECTRIC	25,091	51,442
ENBRIDGE	107,468	109,200
ENCORE CAPITAL GROUP	76,748	94,539
ENDOLOGIX	66,034	86,729
ENGILITY HOLDINGS	57,587	75,484
ENI SPA ADR	192,485	197,597
ENSCO PLC CL A	53,785	51,462
ENTERGY CORP	108,946	99,650
ENVESTNET	38,436	50,133
EOG RESOURCES	15,599	40,449
EPAM SYSTEMS	69,700	82,703
ESSILOR INTERNATIONAL	70,485	156,218
EXPRESS SCRIPTS HOLDINGS	246,617	289,108
FACEBOOK	190,254	336,159
FAIRWAY GROUP HOLDINGS	57,497	39,955
FANUC LTD	186,454	384,615
FEDEX CORP NEW	398,123	512,828
FINANCIAL ENGINES	48,343	165,293
FIRST MIDWEST BANCORP	45,998	52,152
FIRST QUANTUM MINERALS LTD	120,566	128,999
FLUIDIGM	40,997	51,770
FMC TECHNOLOGIES	80,303	164,461
FOREST LABS CL A	69,950	90,045
FRANKLIN RESOURCES	101,729	147,211
GEMALTO	226,739	324,134
GENERAL ELECTRIC	527,372	602,729
GENERAL MOTORS	118,775	135,893
GENPACT LIMITED	19,205	22,044
GIGAMON INC	53,515	39,031

Corporate Stocks

	Book Value	Market Value
GILEAD SCIENCES	65,298	212,825
GLAXOSMITHKLINE PLC ADR	458,427	479,763
GOLDMAN SACHS GROUP	522,928	675,006
GOOGLE	522,210	1,025,450
GRAND CANYON EDUCATION	31,258	81,052
GRIFFON CORP	79,438	94,676
GROUPE DANONE SA	300,411	333,364
GUIDEWIRE SOFTWARE	72,567	127,435
H & E EQUIPMENT SERVICES	33,238	97,601
HALLIBURTON	77,198	116,674
HAMAMATSU PHOTONIC KK	287,818	316,060
HARTE-HANKS (NEW)	95,772	76,378
HDFC BANK LTD ADR	34,524	34,440
HENNES & MAURITZ	23,264	34,035
HERMAN MILLER	52,891	66,420
HEWLETT PACKARD	764,973	889,540
HEXCEL NEW	78,731	104,262
HITACHI	159,903	204,481
HOME DEPOT	52,445	128,944
HSBC HOLDINGS	241,195	315,043
HSBC HOLDINGS ADR	141,995	132,974
IDEX CORP	9,701	14,770
IMPERVA	40,216	57,467
INDITEX	108,226	251,580
INFOBLOX INC	44,592	65,809
ING US INC	68,125	114,238
INGRAM MICRO	105,718	128,678
INSIGHT ENTERPRISES	78,385	98,221
INSULET CORP	91,452	111,486
INTEL CORP	110,111	120,065
INTREXON	47,459	52,717
INTUITIVE SURGICAL	83,588	149,791
INVESCO LTD	101,019	149,240
IRON MOUNTAIN	48,507	58,363
IRONWOOD PHARMACEUTICALS CL A	19,265	14,513
JABIL CIRCUIT	50,318	43,600
JACK HENRY & ASSOCIATES	58,284	102,670
JPMORGAN CHASE & CO	276,798	389,828
KAWASAKI HEAVY INDUSTRIES	50,533	62,937
KEYENCE	173,993	396,461
KONINKLIJKE DSM NV	223,890	299,774
KONINKLIJKE PHILIPS ELEC ADR	105,892	130,060
KUBOTA CORP	62,407	66,181
L OREAL	97,183	215,204
L-3 COMMUNICATIONS	80,055	117,546
LABORATORY AMERICAN HOLDINGS	115,942	118,781
L'AIR LIQUIDE (L)	63,848	210,497
LAS VEGAS SANDS CORP	43,736	212,949
LIBERTY MEDIA HLDG INTERACTIVE SER A	102,295	162,394

<u>Corporate Stocks</u>	<u>Book Value</u>	<u>Market Value</u>
LIGAND PHARMACEUTICALS	39,686	51,285
LINKEDIN CORP	163,358	155,033
LLOYDS TSB GROUP	217,288	260,506
LUMBER LIQUIDATORS	45,211	67,187
LVMH MOET-HENNESSY LOUIS VUITTON	115,285	145,259
MARKETO INC	95,093	100,497
MARKS & SPENCER GROUP	48,837	47,289
MARSH & MCLENNAN	38,168	64,512
MARUBENI	108,486	107,892
MASCO CORP	49,825	100,552
MASONITE INTERNATIONAL NEW	163,700	199,500
MASTEC INC	78,062	86,839
MATTHEWS INTERNATIONAL	73,617	89,481
MAXIM INTEGRATED PRODUCTS	89,495	97,657
MCGRAW-HILL	88,728	122,461
MEDIDATA SOLUTIONS	40,650	106,482
MEDTRONICS	105,918	122,355
MEGGITT	154,784	167,221
MERCK & CO	515,948	627,227
METLIFE	250,945	347,784
MICROSOFT	787,921	911,795
MONSTER WORLDWIDE	82,345	93,225
MORGAN STANLEY	92,597	123,088
MOSAIC NEW	46,943	40,180
MUELLER WATER PRODUCTS CL A	50,502	72,383
MURATA MANUFACTURING	177,971	328,795
MURPHY USA	140,249	131,953
NATIONAL GRID TRANSCO PLC ADR	16,418	19,596
NATIONAL OILWELL VARCO	108,970	194,849
NATIONAL PENN BANCSHARES	67,245	99,228
NATL GRID TRANSCO	141,165	198,353
NESTLE SA	135,182	300,893
NESTLE SA ADR	59,051	209,732
NETAPP	207,599	226,270
NEWELL RUBBERMAID	76,467	116,676
NEWS CORP NEW CL A	24,823	36,545
NIELSEN HOLDINGS NV	82,804	126,886
NIKE CL B	127,534	273,274
NIMBLE STORAGE	33,508	57,576
NISSAN MOTORS	138,362	111,020
NOBLE ENERGY	56,306	91,949
NOKIA CORP ADR	212,139	243,300
NOODLES & CO	30,120	33,477
NORFOLK SOUTHERN CORP	73,574	111,396
NOVARTIS AG	205,251	294,055
NOVARTIS AG ADR	519,985	612,094
NOVO-NORDISK AS ADR	12,023	30,855
NOVO-NORDISK AS SER B	283,375	458,620
NPS PHARMACEUTICALS	53,149	99,338

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Corporate Stocks

	<u>Book Value</u>	<u>Market Value</u>
NUCOR CORP	16,847	27,544
NVR INC	45,464	51,301
OLD DOMINION FREIGHT LINE	69,198	133,080
OMNICOM GROUP	95,306	176,480
ON SEMICONDUCTOR	22,977	24,877
OPENTABLE	35,522	44,844
ORACLE	198,280	271,646
ORORA LTD	16,224	17,152
PACIRA PHARMACEUTICALS	44,254	46,394
PANASONIC CORP ADR	56,896	80,839
PARKER-HANNIFIN	96,501	128,640
PEPSICO	23,260	35,996
PERNOD-RICARD	415,164	460,426
PFIZER	479,481	534,830
PHH CORP	97,600	100,054
PIPER JAFFRAY	68,228	74,552
PNC FINANCIAL SERVICES	56,246	112,491
PORTFOLIO RECOVERY ASSOCIATES	78,284	129,141
PRICELINE.COM	158,896	366,156
PRIMERICA	48,324	74,663
PROCTER & GAMBLE	39,529	40,705
PROGRESSIVE CORP OHIO	5,817	11,808
PROOFPOINT INC	46,610	51,447
PROTECTIVE LIFE CORP	14,896	22,848
PROTO LABS	108,117	109,617
PRUDENTIAL PLC	60,686	79,898
QUALCOMM	26,222	59,400
RALLY SOFTWARE DEVELOPMENT	47,438	34,465
RECKITT BENCKISER GROUP	47,776	118,997
REGENERON PHARMACEUTICALS	115,841	194,319
RENT-A-CENTER	102,745	115,857
RICHEMONT(CIE FIN) SER A	222,734	460,500
ROCHE HOLDINGS AG	385,824	541,636
ROCHE HOLDINGS LTD ADR	363,398	421,200
ROCKET FUEL INC	48,511	50,606
ROSS STORES	70,540	73,057
RTI INTERNATIONAL METALS	23,255	23,263
RYMAN HOSPITALITY PROPERTIES	595	710
RYOHIN KEIKAKU CO	121,540	151,449
SALESFORCE COM	86,102	441,520
SAMPO OYJ	243,368	404,247
SAMSUNG ELECTRONICS GDR 1/2 NVTG PFD	106,491	249,470
SANOFI ADR	500,886	560,326
SAP AG NPV	158,403	226,756
SCHLUMBERGER LTD	731,132	917,680
SCHNEIDER ELECTRIC	211,439	292,401
SCHNITZER STEEL INDUSTRIES	85,804	96,377
SCRIPPS NETWORKS INTERACTIVE	29,371	60,487
SEADRILL LTD	292,824	339,025

Corporate Stocks

	Book Value	Market Value
SEATTLE GENETICS	49,110	97,052
SERVICENOW	55,010	102,498
SES FDR SA	404,621	487,450
SHUTTERSTOCK	47,373	66,820
SIEMENS AG ADR	20,809	27,702
SIGNET JEWELERS LTD	29,232	51,155
SINGAPORE TELECOMM (POST REORG)	79,043	86,963
SIRIUS XM HOLDINGS	29,217	32,457
SMC CORP	139,982	302,555
SOFTBANK	146,129	691,499
SOUTHWESTERN ENERGY	182,616	194,684
SPLUNK	161,826	282,852
SPRINT CORP	97,398	162,132
SPS COMMERCE	32,909	42,510
STANDARD CHARTERED	273,036	315,215
STAPLES INC	132,779	147,380
STARBUCKS CORP	57,634	150,901
STATE STREET CORP	62,481	108,250
STEEL EXCEL	23,277	24,493
STONERIDGE INC	9,987	10,200
STRATASYS LTD	27,073	51,051
SUMITOMO MITSUI FINANCIAL	218,853	262,994
SUMITOMO MITSUI TRUST HOLDINGS	185,306	200,295
SUN TRUST BANKS	131,417	165,645
SVENSKA HANDELBANKEN	68,813	94,663
SWISSCOM AG	60,349	96,896
SYMANTEC	439,420	471,600
SYNGEMTA AG	284,105	397,396
SYNOPSYS	156,396	184,593
SYNOVUS FINANCIAL	54,923	65,520
SYSMEX	36,343	59,084
TABLEAU SOFTWARE	25,423	38,877
TARGET CORP	30,400	37,962
TCF FINANCIAL	101,167	115,781
TE CONNECTIVITY LTD	319,931	470,695
TESLA MOTORS	232,073	206,773
TETRA TECHNOLOGY NEW	128,781	137,801
TEXAS INSTRUMENTS	67,395	83,429
THE ADT CORPORATION	198,997	202,350
THE JONES GROUP	73,382	88,070
TIFFANY & COMPANY	47,168	86,564
TILE SHOP HOLDINGS	65,417	46,115
TIME WARNER CABLE	365,326	507,583
TIME WARNER INC	517,583	612,908
TOWERS WATSON & CO	18,707	22,332
TREND MICRO	209,678	252,091
TRULIA	31,243	34,565
TRW AUTOMOTIVE HLDGS	103,598	107,866
TULLOW OIL	91,890	80,717

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	Book Value	Market Value
TUTOR PERINI CORP	76,039	115,299
TYCO INTERNATIONAL	127,907	164,160
UBS AG (USA)	124,474	148,841
ULTA SALON COSMETICS & FRAGRANCE	143,499	159,258
ULTIMATE SOFTWARE GROUP	25,646	108,939
UNILEVER PLC	289,550	291,868
UNILEVER PLC ADR	112,304	123,600
UNION PACIFIC CORP	8,320	44,688
UNITED HEALTH GROUP	182,492	215,810
UNITED TECHNOLOGIES	46,181	102,420
UNTIED STATIONERS	14,383	21,798
VCA ANTECH	89,367	116,032
VEEVA SYSTEMS	36,882	37,557
VERIZON COMMUNICATIONS	42,988	41,769
VERSIGN	64,444	83,692
VINCE HOLDING CORP	39,361	43,827
VISA INC	160,915	578,968
VODAFONE GROUP PLC ADR	92,411	116,593
VULCAN MATERIALS	103,574	118,840
WAGEWORKS INC	45,710	51,772
WAL-MART STORES	286,895	317,357
WASTE CONNECTIONS	35,749	39,267
WEATHERFORD INTL LTD	153,191	154,900
WEBSTER FINACIAL CORP	51,525	113,807
WELLCARE HEALTH PLANS	135,348	153,163
WELLS FARGO & CO	707,578	730,804
WHITBREAD	39,162	88,964
WILLIS GROUP HOLDINGS LTD	89,867	104,183
WSFS FINANCIAL	34,872	52,333
WYNN MACAU LTD	184,093	281,064
XEROX CORP	96,430	121,274
ZODIAC AEROSPACE	26,799	29,628
TAX TO BOOK BASIS ADJ AND PENDING TRADES	3,391,544	(22,869)
GRAND TOTAL	\$ 51,194,353	\$ 65,531,678

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Attachment 12

Corporate Bonds

	<u>Book Value</u>	<u>Market Value</u>
XEROX	\$ 39,802	\$ 35,938
8.250% Due 05-15-14		
QWEST CORP	22,429	20,993
7 500% Due 10-01-14		
TELEFONOS DE MEXICO SA	54,870	52,100
5 500% Due 01-27-15		
KEY BANK NA	64,392	63,822
4 950% Due 09-15-15		
NATIONWIDE FINANCIAL SVCS	70,437	68,742
5.100% Due 10-01-15		
MORGAN STANLEY	68,146	67,659
3 450% Due 11-02-15		
CITIGROUP	63,877	64,117
4 587% Due 12-15-15		
TYSON FOODS	57,501	55,813
6 600% Due 04-01-16		
METLIFE	35,620	34,111
6 750% Due 06-01-16		
BANK OF AMERICA	29,513	31,893
3.750% Due 07-12-16		
BANK AMERICA FUNDING CORP	54,146	56,454
6 500% Due 08-01-16		
SABMILLER HOLDINGS	50,999	51,199
2 450% Due 01-15-17		
GENERAL ELECTRIC CAPITAL	57,834	56,880
5 625% Due 09-15-17		
BEAR STEARNS COS	40,378	40,620
6.400% Due 10-02-17		
UNITED HEALTH GROUP	54,934	54,306
1.400% Due 10-15-17		
AUTODESK	69,289	69,246
1.950% Due 12-15-17		
BEAR STEARNS COS	60,515	59,868
7.250% Due 02-01-18		
NATIONAL CITY BK INDIANAPOLIS	67,233	63,608
4.250% Due 07-01-18		
CELGENE CORP	74,844	74,588
2.300% Due 08-15-18		
ROYAL BANK OF CANADA	64,951	64,663
2.000% Due 10-01-18		
ALTERA CORP	34,814	34,704
2.500% Due 11-15-18		
KINDER MORGAN ENERGY	64,908	64,279
TAX TO BOOK BASIS ADJ AND PENDING TRADES		
WEATHERFORD INTL	53,028	51,394
9 625% Due 03-01-19		
WOODSIDE FINANCIAL LTD	25,578	25,321
8.750% Due 03-01-19		

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	<u>Book Value</u>	<u>Market Value</u>
RAYMOND JAMES FINANCIAL	59,523	62,880
8 600% Due 08-15-19		
PENTAIR FINANCE SA	39,906	38,021
2.650% Due 12-01-19		
MACQUARIE GROUP LTD	68,815	77,318
6.000% Due 01-14-20		
MOODYS CORP	58,345	58,275
5 500% Due 09-01-20		
GENERAL ELECTRIC CAPITAL	99,184	102,960
4 375% Due 09-16-20		
HEALTH CARE REIT	62,636	63,442
4.950% Due 01-15-21		
GAP INC	56,756	55,249
5 950% Due 04-12-21		
COVENTRY HEALTH CARE	66,445	66,757
5 450% Due 06-15-21		
FORD MOTOR CREDIT CO LLC	59,780	62,354
5 875% Due 08-02-21		
OHIO POWER COMPANY	64,628	61,364
5 375% Due 10-01-21		
CARGILL	59,903	58,347
3 250% Due 11-15-21		
LINCOLN NATIONAL	45,000	45,856
4 200% Due 03-15-22		
NETAPP INC	29,762	27,023
3.250% Due 12-15-22		
NBC UNIVERSAL MEDIA LLC	59,890	55,547
2 875% Due 01-15-23		
THERMO FISHER SCIENTIFIC	24,788	23,265
3.150% Due 01-15-23		
MORGAN STANLEY	59,859	58,384
3 750% Due 02-25-23		
CITIGROUP	44,756	41,931
3 500% Due 05-15-23		
EMC CORP MASS	59,981	57,648
3 375% Due 06-01-23		
COX COMMUNICATIONS	61,155	56,800
2.950% Due 06-30-23		
INTERNATIONAL GAME TECHNOLOGY	59,752	61,775
5 350% Due 10-15-23		
MOSAIC CO NEW	64,864	64,194
4 250% Due 11-15-23		
VIACOM	72,668	68,430
7.875% Due 07-31-30		
BRITISH TELECOM PLC	61,065	59,690
8 625% Due 12-15-30		
ONEOK PARTNERS LP	68,450	62,589
6 850% Due 10-15-37		

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Corporate Bonds

	<u>Book Value</u>	<u>Market Value</u>
FLORIDA POWER & LIGHT	71,924	64,450
5.950% Due 02-01-38		
NEWS AMERERICA	69,452	70,476
7 850% Due 03-01-39		
DUKE ENERGY CAROLINAS LLC	61,899	54,286
5 300% Due 02-15-40		
DELHAIZE GROUP SA	65,211	66,368
5 700% Due 10-01-40		
MATTEL	33,990	32,765
6 200% Due 10-01-40		
PETROBRAS INTL FINANCE	56,796	46,522
6.750% Due 01-27-41		
REPUBLIC SERVICES	58,768	53,511
5.700% Due 05-15-41		
BHP BILLITON FIN USA LTD	64,392	57,758
4 125% Due 02-24-42		
ENTERPRISES PRODUCTION OPS LLC	44,761	39,749
4.450% Due 02-15-43		
TRINITY ACQUISITION PLC	59,763	60,654
6 125% Due 08-15-43		
VERIZON COMMUNICATIONS	68,559	76,047
6 550% Due 09-15-43		
NOBLE ENERGY	44,743	44,963
5 250% Due 11-15-43		
INVESCO FINANCE PLC	44,234	45,398
5.375% Due 11-30-43		
FNMA PASS-THRU	97,955	94,783
3 690% Due 06-01-17		
FNMA PASS-THRU	39,854	39,475
2.800% Due 03-01-18		
FNMA PASS-THRU	53,407	52,417
4.681% Due 12-01-19		
FNMA PASS-THRU	56,004	54,357
3.470% Due 11-01-20		
FNMA PASS-THRU	56,198	54,525
3.480% Due 11-01-20		
FNMA PASS-THRU	53,072	51,736
3 686% Due 01-01-21		
FNMA PASS-THRU	51,036	48,817
3 230% Due 01-01-22		
FNMA PASS-THRU	65,449	62,900
3 040% Due 05-01-22		
FNMA PASS-THRU	49,067	48,854
5.000% Due 02-01-23		
FNMA REMIC TRUST	20,196	19,941
6.000% Due 10-25-33		
FNMA PASS-THRU LNG 30 YR	168,412	168,408
5.500% Due 04-01-37		

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Corporate Bonds

	<u>Book Value</u>	<u>Market Value</u>
FHLMC REMIC SERIES 3659	28,093	28,066
5 000% Due 10-15-31		
FHLMC REMIC	63,660	63,796
2 500% Due 08-15-40		
GNMA REMIC TRUST 2006-55	5,961	5,459
5 297% Due 11-16-35		
GNMA PASS-THRU M SINGLE FAMILY	46,857	46,435
5.000% Due 07-20-40		
GNMA PASS-THRU M SINGLE FAMILY	113,094	107,347
4 000% Due 06-20-42		
ALLY AUTO RECEIVABLES TRUST 2012	1,861	1,857
0 700% Due 01-15-15		
NISSAN AUTO LEASE	99,989	99,997
0.450% Due 09-15-15		
GE EQUIP TRANS LLC	33,757	33,744
0 500% Due 11-24-15		
FORD CREDIT AUTO LEASE 2013-B	59,996	60,024
0 590% Due 01-15-16		
WORLD OMNI AUTO LEASE 2013-A	64,995	65,064
0 730% Due 05-16-16		
LB-UBS CMBS 2006-C1	83,691	80,103
5 156% Due 02-15-31		
CREDIT SUISSE VR	82,715	79,339
5.828% Due 06-25-38		
MORGAN STANLEY CAP 2004-HQ4	57,338	54,620
4 970% Due 04-14-40		
BEAR STEARNS CMBS 2005-PWR7	38,202	36,246
5 116% Due 02-11-41		
BEAR STEARNS CMBS 2005	56,035	53,092
5 297% Due 10-12-42		
COMMERCIAL 2005-C6	38,888	36,808
5 116% Due 06-12-44		
JPMBB COMMERCIAL MTG SER 2013-C12	40,400	38,146
3 363% Due 07-17-45		
CITIGROUP COMMERCIAL	46,348	46,759
4 371% Due 09-10-46		
MORGAN STANLEY-BANK AMERICA 2013-C12 A4	56,646	56,544
4.259% Due 10-15-46		
GS MORTGAGE SECURITIES	66,947	66,633
4 271% Due 11-10-46		
MORGAN STANLEY CAP	55,031	52,445
4.890% Due 06-12-47		
TAX TO BOOK BASIS ADJ AND PENDING TRADES	(771)	(732)
GRAND TOTAL	\$ 5,282,824	\$ 5,173,369

Other Investments (Mutual Funds, Ltd Partnerships, Notes Receivable)

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Other Investments	Book Value	Market Value
BAIRD SHORT-TERM BOND FUND INSTL CL	\$ 3,178,217	\$ 3,178,472
COLUMBIA ACORN FUND CL Z	1,063,963	1,390,130
DODGE & COX GLOBAL STOCK FUND	3,181,735	4,321,925
CG ALL COUNTRY WORLD EQUITY CTF	3,064,797	4,003,528
BAIRD SHORT-TERM BOND FUND INSTL CL	3,164,451	3,164,691
COLUMBIA ACORN FUND CL Z	1,059,333	1,384,080
DODGE & COX GLOBAL STOCK FUND	3,069,028	4,162,319
CG ALL COUNTRY WORLD EQUITY CTF	3,051,785	3,985,929
DODGE & COX INCOME FUND #147	8,452,948	8,554,511
DODGE & COX INTERNATIONAL STOCK FD #1048	17,402,220	21,999,499
BAIRD SHORT-TERM BOND FUND INSTL CL	8,422,449	8,381,634
DPT LARGE CAP GROWTH PORTFOLIO FUND 0192	16,959,712	20,110,165
SSgA S&P 500 TOBACCO FREE CTF (CMD9)	14,419,398	21,030,512
CAPITAL INTL EMERGING MKTS GWTH FUND	2,718,368	2,558,951
AURORA LIMITED PARTNERSHIP (JMGF)	6,186,667	9,341,543
LEGACY VENTURE V LLC (QP)	1,317,091	1,338,864
KHOSLA VENTURE PARTNERS III LP (JMGF-NEW)	855,416	855,416
LIGHTSPEED VENTURE PARTNERS VI LP (JMGF)	450,547	335,708
NEA PARTNERS VI LP (JMGF)	0	2,960
US VENTURE PARTNERS IV (JMGF)	17,536	6,582
WPG VA V LIQUIDATING TRUST (JMGF)	408,077	165,959
JP MORGAN DIGITAL GROWTH FUND	1,060,623	1,060,623
OZ OVERSEAS FUND II LTD DD/65	8,639,296	8,639,296
AXIOM SECURITIES LLC	10,388	10,388
EVERGREEN PARTNERS	78,422	78,422
FRANCISCO PARTNERS, LP	393,135	393,135
HIG BRIGHTPOINT CAPITAL PARTNERS	41,923	41,923
JW CHILDS III	449,642	449,642
JW CHILDS AIV ONE	114,210	114,210
OCM OPPORTUNITIES FUND	2,957	2,957
STEVENSON ST ASP IV LP	319,095	319,095
STEVENSON ST BSP II LP	2,630	2,630
STEVENSON ST LLC II (APOLLO)	15,368	15,368
STEVENSON ST MATPAT II LP	22,471	22,471
STEVENSON ST NWP II LP	265,362	265,362
STEVENSON ST POUSCHINE COOK	682,222	682,222
TAILWIND	30,706	30,706
USVP VI	3,445	3,445
USVP VII	33,064	33,064
USVP VIII	199,381	199,381
VANTAGEPOINT VP III	141,591	141,591
VANTAGEPOINT VP IV	1,023,752	1,023,752
TAX TO BOOK BASIS ADJ AND PENDING TRADES	4,760,215	2,067,134
Grand Total	\$ 116,733,636	\$ 135,870,195

ATTACHMENT 14FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORGANIZATION COSTS		
RECEIVABLE-SALE OF INVESTMENTS	3,068.	3,068.
PREPAYMENT ON OFFICE FURNITURE		
TOTALS	<u>3,068.</u>	<u>3,068.</u>

ATTACHMENT 15FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
AMOUNTS DUE ON PURCHASE OF INV	553,165.
FSA LIABILITIES	5,889.
RETIREMENT PLAN CONTRIBUTIONS	11,527.
TOTALS	<u>570,581.</u>

JOHN AND MARCIA GOLDMAN FOUNDATION

94-3274370

ATTACHMENT 16

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

UNITED KINGDOM
CANADA

JOHN AND MARCIA GOLDMAN FOUNDATION

94-3274370

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
JOHN D. GOLDMAN 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	PRESIDENT 2.00		
MARCIA L. GOLDMAN 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	SECRETARY & TREASURER 2.00		
AARON D. GOLDMAN 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	DIRECTOR 1.00		
JESSICA L. GOLDMAN FOUNG 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	DIRECTOR 1.00		
AMY LYONS 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	EXECUTIVE DIRECTOR 37.50	260,000.	31,907.
ALEJANDRO W. FOUNG 101 SECOND STREET 1625 SAN FRANCISCO, CA 94105	DIRECTOR 1.00		
GRAND TOTALS		<u>260,000.</u>	<u>31,907.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
JANET LINDSAY 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	DIR OF YOUTH PROGRAM 37.50	106,211.	14,586. 0
MARIA KONG 101 SECOND ST SUITE 1625 SAN FRANCISCO, CA 94105	DIR OF GRANTS & OPS 37.50	77,580.	21,826. 0
SOPHIA COLAMARINO 2924 STEINER ST SAN FRANCISCO, CA 94123	DIR, SCI & HEALTH 37.50	100,338.	11,382. 0
	TOTAL COMPENSATION	<u>284,129.</u>	<u>47,794.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
TRAYNOR GROUP 1323 SOLANO AVE, SUITE 205 ALBANY, CA 94706 INTERNAL ACCOUNTING SERVICES		51,329.
DEBORAH FRIEDEN 654 ARIMO AVE OAKLAND, CA 94610-1106 CONSULTANT FOR THE YOUTH ARTS & MUSIC CENTER PROJECT		50,000.
PRINCIPAL BUILDERS 616 MINNA STREET SAN FRANCISCO, CA 94103 BUILD OUT OF OFFICE SPACE		125,625.
	TOTAL COMPENSATION	<u>226,954.</u>

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

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

ATTACHMENT 21

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

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

<u>Name and Address of Grantee</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Date of Grant</u>	<u>Amount</u>
Alliance for Lupus Research 28 West 44th Street, Suite 501 New York, NY 10036	501c(3)	General Support	12/11/13	10,000
American Conservatory Theater 30 Grant Avenue, 7th Floor San Francisco, CA 94108	501c(3)	Carey Perloff's Creative Venture Fund	6/20/13	50,000
American Red Cross 2025 E Street Washington, DC 20006	501c(3)	Oklahoma Tornado Relief	5/31/13	25,000
American Red Cross 2025 E Street Washington, DC 20006	501c(3)	Philippines Typhoon Relief	11/12/13	50,000
Bay Area Autism Consortium 15250 Hesperian Blvd Ste 100 San Leandro, CA 94578-3962	501c(3)	Create the Bay Area Autism Consortium	8/23/13	18,000
Bay Institute Aquarium Foundation The Embarcadero at Beach Street San Francisco, CA 94133	501c(3)	Discover the Bay - Hybrid Ferry Program	12/18/13	75,000
Beyond Barriers Athletic Foundation 50 Woodside Plaza, Suite 426 Redwood City, CA 94061	501c(3)	2013 Annual Grant	8/20/13	10,000
Building Futures Now PO Box 1524 Palo Alto, CA 94302	501c(3)	General Support	5/17/13	50,000
Caminar 2600 S El Camino Real, Suite 200 San Mateo, CA 94403	501c(3)	Young Adult Independent Living Program - Campus Renovations and Equipment	12/5/13	20,000
Camping Unlimited For The Developmentally Disabled 4610 Whitesands Ct El Sobrante, CA 94803-1820	501c(3)	Music Therapy Program	8/6/13	10,000
Center For Food Safety 303 Sacramento Street, 2nd Floor San Francisco, CA 94111	501c(3)	Cool Foods Campaign	8/6/13	10,000
Center For Urban Education About Sustainable Agriculture One Ferry Building, Suite 50 San Francisco, CA 94111-4231	501c(3)	General Support	12/11/13	5,000
Chicago Public Media 848 East Grand Avenue Navy Pier Chicago, IL 60611-3509	501c(3)	This American Life	12/11/13	5,000
Chronicle Season Of Sharing Fund PO Box 44740 San Francisco, CA 94144	501c(3)	Annual Grant 2013	9/5/13	70,000
Classical Public Radio Network 580 California Street, Suite 1775 San Francisco, CA 94104	501c(3)	KDFC For the Music Campaign	7/26/13	25,000
College Track 111 Broadway Ste 101 Oakland, CA 94607	501c(3)	General Support	12/11/13	5,000

<u>Name and Address of Grantee</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Date of Grant</u>	<u>Amount</u>
Community Initiatives 354 Pine St Ste 700 San Francisco, CA 94104-3229	501c(3)	Music Team	11/6/13	2,500
Congregation Emanu-El Two Lake Street San Francisco, CA 94118	501c(3)	Building Fund in honor of Rabbi Pearce	1/28/13	20,000
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103	501c(3)	Beyond Belief Exhibit 100 Years of the Spiritual in Modern Art	1/28/13	25,000
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103	501c(3)	Movie Component of Free First Tuesdays Program	1/28/13	25,000
Creativity Explored 3245 16Th St San Francisco, CA 94103-3323	501c(3)	Restoration of facilities	4/26/13	10,000
Creativity Explored 3245 16Th St San Francisco, CA 94103-3323	501c(3)	General Support	12/11/13	5,000
CurriOdyssey 1651 Coyote Point Dr San Mateo, CA 94401	501c(3)	Annual Gift 2013	9/11/13	5,000
Doctors Without Borders USA 333 Seventh Avenue, 2nd Floor New York, NY 10001	501c(3)	General Support	12/11/13	10,000
Eastside College Preparatory School 1041 Myrtle Street East Palo Alto, CA 94303	501c(3)	Expansion of student residential program	8/7/13	50,000
Eastside College Preparatory School 1041 Myrtle Street East Palo Alto, CA 94303	501c(3)	Annual Gift 2013	9/11/13	5,000
EcoTeach Foundation P O Box 604 Poulsbo, WA 98370	501c(3)	Renovation of the environmental education center in Costa Rica Las Siete Quillas	4/26/13	22,500
Eden Housing 22645 Grand Street Hayward, CA 94541	501c(3)	Digital Connectors Technology Program computer literacy classes for underserved youth	4/19/13	25,000
Exploratorium Pier 15 San Francisco, CA 94111	501c(3)	Capital Campaign	6/20/13	125,000
Fort Mason Center 2 Fort Mason San Francisco, CA 94123-1322	501c(3)	Cnssy Broadcast	8/30/13	25,000
Golden Rule Project 7668 El Camino Real Ste 104-179 La Costa, CA 92009-7932	501c(3)	Peace Scarves Project	5/31/13	15,000
Institute on Aging 3575 Geary Boulevard San Francisco, CA 94118	501c(3)	Renovation of clinical space	4/26/13	100,000

<u>Name and Address of Grantee</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Date of Grant</u>	<u>Amount</u>
Jewish Community Center of San Francisco 3200 California Street San Francisco, CA 94118	501c(3)	Arts and Ideas Program Khaled Hosseini 2012/2013 Season	2/8/13	50,000
Jewish Community Center of San Francisco 3200 California Street San Francisco, CA 94118	501c(3)	Arts and Ideas Program Isabel Allende 2013/2014 Season	9/27/13	50,000
Jewish Community Federation 121 Steuart Street San Francisco, CA 94105	501c(3)	JCF Annual Campaign 2013	11/15/13	250,000
Jewish Community Relations Council 121 Steuart St Ste 301 San Francisco, CA 94105	501c(3)	Jewish Coalition for Literacy's work in San Mateo county	12/5/13	40,000
Jewish Community Relations Council 121 Steuart St Ste 301 San Francisco, CA 94105	501c(3)	Doug Kahn Israel Outreach Travel Fund	12/15/13	125,000
John W Gardner Center Stanford University 505 Lasuen Mall Stanford, CA 94305	501c(3)	Youth Arts & Music Center	8/7/13	150,000
KaBOOM! 4455 Connecticut Avenue NW, Suite B100 Washington, DC 20008	501c(3)	The Imagination Playground playgrounds for underserved inner-city children (continuation grant)	8/6/13	50,000
Kidpower 1618 Sullivan Avenue, # 311 Daly City, CA 94015	501c(3)	Kidpower-in-Action child protection and personal safety program	8/7/13	28,000
KQED 2601 Mariposa Street San Francisco, CA 94110-1426	501c(3)	Annual Grant 2013 for Producer's Circle	9/5/13	25,000
Level Playing Field Institute 2201 Broadway, Suite 101 Oakland, CA 94612	501c(3)	Summer Math and Science Academy (SMASH) at Stanford University and University of California, Berkeley	4/19/13	74,000
Lucile Packard Foundation for Children's Health 400 Hamilton Ave Ste 340 Palo Alto, CA 94301	501c(3)	Expansion of hospital facilities	5/29/13	25,000
Lucile Packard Foundation for Children's Health 400 Hamilton Ave Ste 340 Palo Alto, CA 94301	501c(3)	Early Support Program for Autism	6/20/13	345,000
Lucile Packard Foundation for Children's Health 400 Hamilton Ave Ste 340 Palo Alto, CA 94301	501c(3)	Early Support Program for Autism (Part 2 - Spanish Language Expansion)	12/5/13	20,170
Lupus Foundation of America 2000 L St Nw Ste 410 Washington, DC 20036-4952	501c(3)	General Support	12/11/13	25,000
Menlowe Ballet Po Box 598 Menlo Park, CA 94026-0598	501c(3)	General Support	8/20/13	25,000
Monterey Bay Horsemanship & Therapeutic Center 404 Aptos Ridge Cir Watsonville, CA 95076-8518	501c(3)	Adaptive physical education gymnasium	8/6/13	28,750

<u>Name and Address of Grantee</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Date of Grant</u>	<u>Amount</u>
New Seed Foundation 199 Aycrigg Avenue Passaic, NJ 07055	501c(3)	New Seed Network	1/28/13	50,000
North Peninsula Jewish Campus c/o Jewish Community Federation 121 Steuart Street San Francisco, CA 94105	501c(3)	Land Purchase Campaign	11/15/13	100,000
ODC 351 Shotwell Street San Francisco, CA 94110	501c(3)	Annual Gift 2013	9/11/13	10,000
ODC 351 Shotwell Street San Francisco, CA 94110	501c(3)	General Support	12/11/13	5,000
ODC 351 Shotwell Street San Francisco, CA 94110	501c(3)	Capital Campaign to expand and renovate theater and facilities	12/3/13	50,000
Option Institute 2080 S Undermountain Road Sheffield, MA 01257	501c(3)	Family scholarships for the Son-Rise autism program	1/28/13	100,000
Oshman Family JCC 3921 Fabian Way Palo Alto, CA 94303	501c(3)	Capital expenses for the Campus for Jewish Life	11/15/13	175,000
Painted Turtle 1300 4th Street, Suite 300 Santa Monica, CA 90401	501c(3)	Restoration of camp due to fire damage	10/29/13	5,000
Peninsula Family Service 24 Second Street San Mateo, CA 94401	501c(3)	Renovation of Early Learning Center Play Yards	10/16/13	40,000
Project Open Hand 730 Polk Street, #3 San Francisco, CA 94109	501c(3)	General Support	12/11/13	10,000
Ravenswood Education Foundation P O Box 396 Menlo Park, CA 94026	501c(3)	Bring certified music teachers to Ravenswood City School District	4/19/13	60,000
San Francisco America's Cup Organizing Committee Pier 1 The Embarcadero San Francisco, CA 94111	501c(3)	Help city cover cost of hosting 34th America's Cup	5/29/13	200,000
San Francisco Arts Commission 25 Van Ness Avenue, Suite 345 San Francisco, CA 94102	509a(1)	Renovation of Bayview Opera House	11/19/13	50,000
San Francisco Foundation 1 Embarcadero Ctr Ste 1400 San Francisco, CA 94111-3703	501c(3)	HOPE SF	10/9/13	50,000
San Francisco General Hospital Foundation 2789 25th Street, Suite 2028 San Francisco, CA 94110	501c(3)	Heart of Our City Capital Campaign	11/15/13	500,000
San Francisco Museum of Modern Art 151 Third Street San Francisco, CA 94103	501c(3)	Family Free Sundays Endowment Program, specifically designated to reach underserved families	11/15/13	500,000

<u>Name and Address of Grantee</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Date of Grant</u>	<u>Amount</u>
San Francisco Performances 500 Sutter Street, Suite 710 San Francisco, CA 94102	501c(3)	Annual Gift 2013	9/11/13	2,500
San Francisco State University College of Liberal and Creative Arts University Development ADM 153 1600 Holloway Avenue San Francisco, CA 94132	501c(3)	Chair in American Jewish Studies	11/15/13	250,000
San Francisco Symphony Davies Symphony Hall San Francisco, CA 94102-4585	501c(3)	Incubator Fund	3/12/13	1,000,000
San Francisco Symphony Davies Symphony Hall San Francisco, CA 94102-4585	501c(3)	FY2012-2013 annual commitment additional grant for Leadership Circle	8/30/13	25,000
San Francisco Symphony Davies Symphony Hall San Francisco, CA 94102-4585	501c(3)	Second Century Campaign Timpani Chair	11/15/13	500,000
Save The Bay 1330 Broadway, Suite 1800 Oakland, CA 94612	501c(3)	Don't Pave My Bay Campaign	12/3/13	5,000
Second Harvest Food Bank 4001 North First Street San Carlos, CA 94070	501c(3)	Capital campaign for new distribution facility	3/28/13	100,000
Silicon Valley Social Venture Fund 4966 W El Camino Real, Suite 101 Los Altos, CA 94022	501c(3)	Social Venture Fund	5/29/13	12,500
Skirball Cultural Center 2701 North Sepulveda Blvd Los Angeles, CA 90049-6833	501c(3)	Archeological Gallery human history museum for public school students	1/28/13	200,000
St Anthony Foundation 150 Golden Gate Avenue San Francisco, CA 94102	501c(3)	Renovation of dining room	8/12/13	50,000
Stanford Center on Philanthropy and Civil Society 562 Salvatierra Walk Stanford, CA 94305	501c(3)	General Support	1/28/13	50,000
Stanford University Development Services P O Box 20466 Stanford, CA 94309-0466	501c(3)	Director of Men's Swimming Fund	3/29/13	500,000
Stanford University Development Services P O. Box 20466 Stanford, CA 94309-0466	501c(3)	Capital campaign for new hospital	11/15/13	1,000,000
Stanford University Development Services P O Box 20466 Stanford, CA 94309-0466	501c(3)	Haas Center for Public Service	12/11/13	10,000
Stanford University Development Services P O Box 20466 Stanford, CA 94309-0466	501c(3)	Dr Elaine Lambert lupus fellowship	12/5/13	100,000

<u>Name and Address of Grantee</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Date of Grant</u>	<u>Amount</u>
Stanford University Development Services P O Box 20466 Stanford, CA 94309-0466	501c(3)	Kidney Transplantation Support	11/15/13	200,000
Student Conservation Association 1230 Preservation Park Way Oakland, CA 94612	501c(3)	Program vehicle for the Green Life youth education program in San Mateo county	4/19/13	25,000
Tipping Point Community 220 Montgomery Street, Suite 850 San Francisco, CA 94104	501c(3)	General Support	12/11/13	10,000
UCSF Health Psychology Program 3333 California St , Ste 465 San Francisco, CA 94143	501c(3)	Stress resilience intervention for mothers of children with autism	11/7/13	55,500
University of California, San Francisco QB3/Byers Hall, Room 203A, MC 2520 1700 4th Street, San Francisco, CA 94158	501c(3)	Implantable bioartificial kidney project	3/28/13	100,000
United Way of the Bay Area 550 Kearny St Ste 1000 San Francisco, CA 94108	501c(3)	Annual Gift 2013	9/5/13	20,000
University of California Berkeley Gift Administration P O Box 774 Berkeley, CA 94701-0774	501c(3)	Friends of the Magnes The Magnes Leadership Circle	12/18/13	2,500
Urban Adamah 1050 Parker St Berkeley, CA 94710-2521	501c(3)	Capital campaign for land acquisition	10/16/13	50,000
Urban Sprouts 451 Hayes Street, Second Floor San Francisco, CA 94102	501c(3)	General Support	8/6/13	18,000
Via Rehabilitation Services 2851 Park Ave Santa Clara, CA 95050-6006	501c(3)	Relaxation Area for Via West Campus	8/6/13	14,750
Vida Verde Nature Education 3540 La Honda Road San Gregorio, CA 94074	501c(3)	Annual Gift 2013	9/5/13	12,500
Young Audiences of Northern California 125 Stillman Street, Suite A San Francisco, CA 94107	501c(3)	Access For All. arts education program for underserved schools on the Peninsula	8/7/13	20,000
ZERO1 The Bay Lights Project 152 N 3rd Street, Suite 201 San Jose, CA 95112	501c(3)	75th Anniversary Bay Bridge light sculpture	1/9/13	50,000
TOTAL GRANTS PAID DURING THE YEAR				8,507,170