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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation RICHARD W. GOLDMAN FAMILY FOUNDATION		A Employer identification number 45-1261400
Number and street (or P O box number if mail is not delivered to street address) 1201 CONNECTICUT AVENUE N.W., #300		B Telephone number (see instructions) (202) 595-1020
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20036		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 77,112,810.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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)	956,573.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	993,537.	993,537.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	121,122.			
b	Gross sales price for all assets on line 6a 4,020,820.				
7	Capital gain-net income (from Part IV, line 2)		121,122.		
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) (attach schedule)	-2,494.	6.		
11	Other income (attach schedule) ATCH 1				
12	Total. Add lines 1 through 11	2,068,738.	1,114,665.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 2	10,112.	5,056.		5,056.
b	Accounting fees (attach schedule) ATCH 3	27,420.	13,710.		13,710.
c	Other professional fees (attach schedule) [4]	475,493.	327,967.		147,526.
17	Interest				
18	Taxes (attach schedule) (see instructions) [5]	25,520.	10,605.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	138,847.	135,089.		3,758.
24	Total operating and administrative expenses. Add lines 13 through 23.	677,392.	492,427.		170,050.
25	Contributions, gifts, grants paid	3,560,000.			3,560,000.
26	Total expenses and disbursements. Add lines 24 and 25	4,237,392.	492,427.	0	3,730,050.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-2,168,654.			
b	Net investment income (if negative, enter -0-)		622,238.		
c	Adjusted net income (if negative, enter -0-)				

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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	5,470,866.	2,165,207.	2,165,207.
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) ▶ *		*	ATCH 7
	Less allowance for doubtful accounts ▶	1,530,000.		
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) [8]	4,109,346.	4,020,832.	4,099,375.
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule) ATCH 9	6,180,979.	6,641,395.	6,478,237.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 10	48,194,240.	50,488,228.	64,172,848.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 11)	111,158.	112,273.	197,143.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	65,596,589.	63,427,935.	77,112,810.

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 ▶)			
23	Total liabilities (add lines 17 through 22)	0	0	

Net Assets or Fund Balances

	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> 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	65,596,589.	63,427,935.	
30	Total net assets or fund balances (see instructions)	65,596,589.	63,427,935.	
31	Total liabilities and net assets/fund balances (see instructions)	65,596,589.	63,427,935.	

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	65,596,589.
2	Enter amount from Part I, line 27a	2	-2,168,654.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	63,427,935.
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	63,427,935.

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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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
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	121,122.	
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))
2013	2,927,500.	70,735,490.	0.041387
2012	1,367,054.	62,503,583.	0.021872
2011	40,515.	40,792,361.	0.000993
2010			
2009			
2 Total of line 1, column (d)			0.064252
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			0.021417
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			75,747,673.
5 Multiply line 4 by line 3			1,622,288.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6,222.
7 Add lines 5 and 6			1,628,510.
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			3,730,050.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	6,222.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	6,222.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,222.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	6,915.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	16,915.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,693.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 10,693. Refunded <input type="checkbox"/>	11		

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
b 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
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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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?		
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) <input checked="" type="checkbox"/> DE, DC, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2014 or the taxable year beginning in 2014 (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

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>N/A</u>	13	X	
14	The books are in care of <u>JIRO ISHIKAWA, SEILER LLP</u> Telephone no <u>650-365-4646</u> Located at <u>3 LAGOON DRIVE, STE 400, REDWOOD CITY, CA</u> ZIP+4 <u>94065-5157</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <u></u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 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 2014)	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 2014?	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 4945(d)(4)(A)? (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 ☒ 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)? ☐ Yes ☒ No
- 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? ☒ 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
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- 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
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

X

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 13		0	0	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
NONE				

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 14		443,908.
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 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	►

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	71,533,082.
b	Average of monthly cash balances	1b	4,137,882.
c	Fair market value of all other assets (see instructions)	1c	1,230,227.
d	Total (add lines 1a, b, and c)	1d	76,901,191.
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	76,901,191.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,153,518.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	75,747,673.
6	Minimum investment return. Enter 5% of line 5	6	3,787,384.

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	3,787,384.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	6,222.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,222.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,781,162.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,781,162.
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	3,781,162.

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	3,730,050.
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	3,730,050.
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	6,222.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,723,828.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				3,781,162.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			3,513,816.	
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>3,730,050.</u>				
a Applied to 2013, but not more than line 2a			3,513,816.	
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 2014 distributable amount				216,234.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (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				
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				3,564,928.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

NOT APPLICABLE

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(l)(3) or		4942(l)(5)
---------------	--	------------

4942(1)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- b** 85% of line 2a

- C** Qualifying distributions from Part XII, line 4 for each year listed . . .

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

- a** "Assets" alternative test - enter

- (1) Value of all assets
(2) Value of assets qualifying
under section
4942(j)(3)(B)(i)

- b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

- C** "Support" alternative test - enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization.

- (4) Gross investment income .

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

ATCH 15

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

WRITTEN REQUEST

- c Any submission deadlines**

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i>					
ATCH 16					
Total				► 3a	3,560,000.
b <i>Approved for future payment</i>					
Total				► 3b	

Enter gross amounts unless otherwise indicated

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

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

**Sign
Here**

Under penalties of perjury, 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

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	
----------------------------	--

BRIAN J DINSMORE

Preparer's signature _____

Date

1174-15

Check ☐ if self-employed

PTIN

P00082831

Firm's name	▶ SEILER LLP
-------------	--------------

Firm's address ▶ THREE LAGOON DR STE 400

REDWOOD CITY, CA

94065

Firm's EIN ▶ 94-1624276

Phone no 650-365-4646

Form **990-PF** (2014)

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)	
4,020,820.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 4,084,626.				P	VARIOUS -63,806.	VARIOUS
		RICHARD N GOLDMAN DISTRIBUTING LLC					VARIOUS 11,456.	VARIOUS
		BBR ACTIVE EQUITY - LONG ONLY (QP), LP					VARIOUS 173,472.	VARIOUS
TOTAL GAIN(LOSS)							<u>121,122.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RICHARD N GOLDMAN DISTRIBUTING LLC	-9,409.	6.
EXCISE TAX REFUND	6,915.	
TOTALS	-2,494.	6.

ATTACHMENT 2

FORM 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>
COVINGTON & BURLING LLP	10,112.	5,056.		5,056.
TOTALS	<u>10,112.</u>	<u>5,056.</u>		<u>5,056.</u>

ATTACHMENT 3

FORM 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>
SEILER LLP-TAX PREPARATION FEE	27,420.	13,710.		13,710.
TOTALS	<u>27,420.</u>	<u>13,710.</u>		<u>13,710.</u>

ATTACHMENT 4

FORM 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>
BBR PARTNERS LLC-MANAGEMENT FEES	296,382.	296,382.	
ARABELLA ADVISORS-MANAGEMENT FEES	147,526.		147,526.
CHARLES SCHWAB-MANAGEMENT FEES	31,585.	31,585.	
TOTALS	<u>475,493.</u>	<u>327,967.</u>	<u>147,526.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAXES	8,000.	
EXCISE TAX O/P APPLIED	6,915.	
FOREIGN TAX - PSHIP	10,605.	10,605.
TOTALS	<u>25,520.</u>	<u>10,605.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE EXPENSE	2,250.		2,250.
STATE FILING FEE	783.		783.
RICHARD N GOLDMAN DISTRIBUTING	2,183.	2,183.	
BBR ACIVE EQUITY - LONG ONLY	132,906.	132,906.	
ADMINISTRATIVE EXPENSES	725.		725.
TOTALS	<u>138,847.</u>	<u>135,089.</u>	<u>3,758.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: MONTE VISTA OPPORTUNITY FUND I, L.P.
ORIGINAL AMOUNT: 1,260,000.
INTEREST RATE: 2.060000
DATE OF NOTE: 01/05/2009
MATURITY DATE: 01/04/2018
REPAYMENT TERMS: PRINCIPLE DUE ON MATURITY & INTEREST DUE ANNUALLY
SECURITY PROVIDED: NONE

BEGINNING BALANCE DUE 1,260,000.

ENDING BALANCE DUE _____

ENDING FAIR MARKET VALUE _____

BORROWER: MOTTE VISTA REAL ESTATE FUND I, LLC
ORIGINAL AMOUNT: 270,000.
INTEREST RATE: 2.060000
DATE OF NOTE: 01/05/2009
MATURITY DATE: 01/04/2018
REPAYMENT TERMS: PRINCIPLE DUE ON MATURITY & INTEREST DUE ANNUALLY
SECURITY PROVIDED: NONE

BEGINNING BALANCE DUE 270,000.

ENDING BALANCE DUE _____

ENDING FAIR MARKET VALUE _____

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 1,530,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE _____

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE _____

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
991,915 FV FANNIE MAE POOL 5%	109,472.	112,216.
75,000 FV FHLMC 3.5% 11/2042	66,704.	65,009.
200,000 FV FHLMC 3.5% 04/2042	159,626.	157,648.
165,000 FV FNMA PL 3.5% 04/204	139,834.	138,306.
475,000 FV FNMA PL 4% 12/2041	169,741.	172,128.
500,000 FV FNMA PL 4.5% 05/203	170,072.	174,044.
175,000 FV FNMA PL 4.5% 08/204	69,616.	70,985.
330,000 FV FNMA PL 4.5% 10/204	207,008.	210,717.
345,000 FV FNMA PL 5% 09/2039	115,671.	118,094.
400,000 FV FNMA PL 5.5% 04/203	36,192.	37,202.
140,000 FV FNMA PL 3.5% 01/204	135,714.	132,660.
1,750,000 FV GNMA 6% 01/2034	103,300.	104,256.
165,000 FV FHLMC 3.5% 05/2042	150,840.	148,660.
190,000 FV GNMA PASS 4% 09/43	168,063.	169,420.
230,000 FV GNMA PASS 3% 04/28	193,392.	190,114.
40,000 FV FHLMC 3.3% 04/23	39,229.	42,038.
80,000 FV FHLMC 3.32% 02/23	78,790.	84,275.
100,000 FV FHLMC 4% 10/01/43	94,692.	96,446.
135,000 FV FHLMC 4% 02/01/44	136,681.	140,036.
180,000 FV FNMA PL 4.5% 08/44	189,084.	189,291.
100,000 FV FNMA PL 4% 12/01/44	106,825.	107,021.
390,000 FV US TREASU NT 1.375%	381,322.	384,394.
120,000 FV US TREASU NT 3.125%	126,443.	128,681.
85,000 FV US TREASURY NT 1% 08	83,124.	82,663.
50,000 FV US TREASURY 5.25% 02	61,624.	67,266.
515,000 FV US TREASURY 3.125%	515,126.	556,120.
185,000 FV US TREASURY NT 2.5%	185,538.	190,463.
US OBLIGATIONS TOTAL	3,993,723.	4,070,153.
20,000 FV NJ TURN 7.102% 1/41	27,109.	29,222.
STATE OBLIGATIONS TOTAL	27,109.	29,222.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING</u>	<u>ENDING</u>
	<u>BOOK VALUE</u>	<u>FMV</u>

US AND STATE OBLIGATIONS TOTAL

4,020,832.

4,099,375.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
40,000 FV ACE INA HLDG INC 8.8	57,216.	59,694.
60,000 FV AFLAC INC 8.500% 05/	81,101.	75,077.
70,000 FV ALLSTATE CORP 7.450%	89,265.	84,963.
50,000 FV ALTRIA GP INC 9.250%	67,941.	64,250.
100,000 FV AMER EXP CO 6.150%	117,830.	111,395.
55,000 FV AMER EXP CO 8.125%	70,060.	67,908.
50,000 FV AMERITECH CAP 6.550%	56,365.	60,569.
50,000 FV AMGEN INC 4.100% 06/	54,502.	53,622.
35,000 FV APPLE INC 3.850% DUE	35,333.	35,024.
100,000 FV AT&T INC 2.5% DUE	101,365.	100,637.
120,000 FV BANK AMER CORP 4.5%	124,085.	121,107.
175,000 FV BANK OF NOVA SCOTIA	180,516.	175,272.
100,000 FV BB&T CORP 4.9% 6/17	109,815.	107,844.
35,000 FV BECTON DICKINSON CO	44,146.	43,402.
120,000 FV BERKSHIRE HATHA 4.2	133,705.	131,887.
75,000 FV BP CAPITAL MKT P 4.5	84,460.	80,709.
90,000 FV BP CAPITAL MKT 3.875	93,883.	90,558.
50,000 FV BOEING CO 7.250% 06/	65,301.	66,434.
50,000 FV BRISTOL MYERS 6.800%	68,578.	67,112.
20,000 FV BURLINGTON NORTHN 6.	25,060.	26,146.
15,000 FV BURLINGTON NORTHN 3.	15,126.	14,990.
100,000 FV CAMDEN PROPERTY 5%	102,760.	101,772.
50,000 FV CAPITAL ONE 7.375% 0	50,708.	50,148.
85,000 FV CAPITAL ONE 5.250% 0	92,792.	91,525.
25,000 FV CATERPILLAR INC 3.75	26,164.	26,512.
90,000 FV CATERPILLAR INC 7.90	123,308.	109,833.
45,000 FV CHUBB CORP 6.800% 11	59,068.	62,164.
150,000 FV CITIGROUP INC 6.125	171,064.	167,144.
35,000 FV CME GP INC 3.000% 09	35,077.	35,601.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
175,000 FV CS 1ST BOSTON 5.23%	131,528.	120,529.
75,000 FV COLGATE PALMOLI 3.15	80,886.	76,205.
100,000 FV COMCAST CORP 6.500%	114,355.	100,159.
105,000 FV COMMONWEALTH EDIS 3	109,614.	109,444.
45,000 FV CONOCO INC 6.950% 04	65,117.	65,273.
100,000 FV DU PONT E I DE 6.00	124,764.	113,801.
80,000 FV EMERSON EL 4.875% 10	94,559.	89,374.
85,000 FV EOG RES INC 5.625% 0	102,689.	95,928.
41,000 FV EQUITABLE COS 7.0% 0	44,284.	51,509.
60,000 FV FEDEX CORP 8.000% 01	80,038.	73,047.
90,000 FV FIFTH THIRD BANCO 2.	90,245.	89,988.
50,000 FV GENERAL ELEC 6.75% 0	60,742.	68,099.
100,000 FV GS GP INC 5.125% 01	104,408.	100,109.
85,000 FV GS GRP INC 6.00% 06/	89,699.	97,930.
35,000 FV HALLIBURTON CO 6.700	47,627.	45,259.
55,000 FV HARTFORD FINL SVCS6.	60,163.	62,197.
45,000 FV HOME DEPOT INC 4.4%	51,335.	49,852.
50,000 FV IBM CORP 7.000% 10/3	69,201.	66,013.
150,000 FV JPMORGAN 5.372% 12/	153,594.	140,095.
80,000 FV JPMORGAN CHASE 4.25%	82,695.	85,953.
60,000 FV KEYCORP 5.1% 03/24/2	68,024.	67,820.
160,000 FV LB/UBS CMBS 4.568%	18,705.	18,199.
100,000 FV LB-UBS COML MTG 5.1	102,982.	100,194.
35,000 FV LINCOLN NATL COR 8.7	45,720.	43,936.
55,000 FV LINCOLN NATL 7.0% 03	64,861.	62,794.
40,000 FV LOCKHEED MARTIN 4.85	42,397.	45,007.
55,000 FV MERRILL LYNCH CO 6.8	60,090.	63,178.
60,000 FV MARKEL CORP 5.35%	67,139.	67,449.
55,000 FV METLIFE INC 7.717% 0	70,308.	66,800.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
150,000 FV MORGAN STAN 6.0% 04	158,690.	152,387.
75,000 FV NBCUNIVERSAL 3.65% 0	78,221.	75,769.
35,000 FV NEWS AMER HLDGS 8.5%	44,803.	46,556.
100,000 FV OCCIDENTAL PETRO 4.	111,807.	104,481.
125,000 FV ORACLE CORP 2.375%	127,254.	127,139.
70,000 FV ORACLE CORP 2.25% 19	69,906.	70,374.
35,000 FV PARKER/HANNIF CO 6.2	44,766.	47,101.
105,000 FV PNC FUNDING COR 3.6	107,904.	105,307.
50,000 FV PEPSI BOTTLING 7% 29	67,410.	68,988.
30,000 FV PROCTER & GAMBLE 8.0	44,548.	42,519.
50,000 FV ROYAL BANK OF CA 0.8	50,155.	50,121.
80,000 FV SCHWAB CHARLES 4.45%	88,469.	87,886.
75,000 FV SIMON PPTY 6.125% 05	92,135.	85,355.
35,000 FV SNAP ON INC 6.125% 0	43,083.	41,550.
45,000 FV THERMO FISHER 3.6% 0	64,034.	61,886.
100,000 FV TRAVELERS COS INC 5	120,874.	111,717.
30,000 FV TIME WARNER INC 6.25	37,013.	37,707.
50,000 FV UNITED TECH COR 4.87	50,809.	50,742.
31,000 FV UNITED TECH CORP STE	40,323.	40,183.
40,000 FV UNITED PARCEL 8.375%	59,732.	59,763.
40,000 FV VERIZON GLOBAL 7.75%	55,779.	55,459.
30,000 FV VIRGINIA ELEC 8.875%	50,218.	50,433.
150,000 FV WACHOVIA BANK 4.935	61,912.	56,641.
20,000 FV WELLS FARGO 4.6% 04/	22,959.	22,227.
100,000 FV WELLS FARGO 5.125%	110,800.	106,670.
150,000 FV WELLS FARGO 3.625%	155,564.	151,293.
35,000 FV WISCONSIN PWR 6.375%	47,864.	48,543.
TOTALS	<u><u>6,641,395.</u></u>	<u><u>6,478,237.</u></u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
96,256 SHS SPDR S&P500 ETF TR	13,161,939.	19,784,458.
RICHARD N GOLDMAN DISTRIBUTING LLC	17,600.	17,600.
BBR ABSOLUTE RETURN LTD	8,650,000.	9,250,627.
BBR EQUITY LONG/SHORT LTD	18,500,000.	23,820,506.
BBR ACTIVE EQUITY LONG ONLY	10,158,689.	11,299,657.
TOTALS	<u>50,488,228.</u>	<u>64,172,848.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PURCHASED INTEREST	3,030.	87,900.
DIVIDEND RECEIVABLE	109,243.	109,243.
TOTALS	<u>112,273.</u>	<u>197,143.</u>

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND

THE FOUNDATION MADE GRANTS OF \$700,000 TO THE SCHWAB CHARITABLE FUND AND \$350,000 TO THE MORGAN STANLEY GLOBAL IMPACT FUNDING TRUST, INC WHICH HAVE BEEN TREATED AS QUALIFYING DISTRIBUTIONS. THE CHARITABLE FUNDS MAKE GRANTS TO 501(C)(3) ORGANIZATIONS FOR USES CONSISTENT WITH THE FOUNDATION'S MISSION STATEMENT AND PURPOSE.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALICE R. GOLDMAN 1201 CONNECTICUT AVENUE N.W. #300 WASHINGTON, DC 20036	PRESIDENT 1.00	0	0	0
DANIEL S. GOLDMAN 1201 CONNECTICUT AVENUE N.W. #300 WASHINGTON, DC 20036	SECRETARY 1.00	0	0	0
WILLIAM S. GOLDMAN 1201 CONNECTICUT AVENUE N.W. #300 WASHINGTON, DC 20036	TREASURER 1.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BBR PARTNERS LLC TWO GRAND CENTRAL TOWER, 140 E 45TH ST NEW YORK, NY 10017 INVESTMENT FEES		296,382.
ARABELLA ADVISORS, LLC 1201 CONNECTICUT AVENUE N.W. #300 WASHINGTON, DC 20036 GRANT MAKING AND OTHER PHILANTHROPIC CONSULTING		147,526.
TOTAL COMPENSATION		<u>443,908.</u>

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

ALICE R. GOLDMAN
1201 CONNECTICUT AVENUE NW, STE 300
WASHINGTON, DC 20036

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SCHWAB CHARITABLE FUND DANIEL AND CORINNE GOLDMAN CHARITABLE FUND 211 MAIN STREET SAN FRANCISCO, CA 94105	NONE PC	TO SUPPORT GENERAL OPERATIONS	350,000.
MORGAN STANLEY GLOBAL IMPACT FUNDING TRUST INC CONNECTICUT STREET FOUNDATION 2000 WESTCHESTER AVENUE, NO 2FL PURCHASE, NY 10577	NONE PC	TO SUPPORT GENERAL OPERATIONS	350,000.
SCHWAB CHARITABLE FUND ALICE AND BEN REITER CHARITABLE FUND 211 MAIN STREET SAN FRANCISCO, CA 94105	NONE PC	TO SUPPORT GENERAL OPERATIONS	350,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE NW NO 300 WASHINGTON, DC 20036	NONE PC	TO START UP AND PROVIDE SUPPORT OVER TWO YEARS TO A MEMBERSHIP ASSOCIATION FOR STATE DIRECTORS OF HOME VISITING PROGRAMS	660,000.
AVANCE INC 118 NORTH MEDINA SAN ANTONIO, TX 78207	NONE PC	TO SUPPORT GENERAL OPERATION	100,000.
THIRD SECTOR NEW ENGLAND INC LINCOLN PLAZA, 89 SOUTH STREET, SUITE 700 BOSTON, MA 02111	NONE PC	TO INCREASE BUILD'S CAPACITY TO ADDRESS RACIAL AND EQUITY DISPARITIES IN EARLY CHILDHOOD	100,000.

ATTACHMENT 16

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALLIANCE FOR EARLY SUCCESS FKA BIRTH TO FIVE POLICY ALLIANCE P.O. BOX 6756 LEAWOOD, KS 66206	NONE PC	TO SUPPORT GENERAL OPERATIONS FOR STATE ADVOCACY	75,000.
CENTER FOR THE STUDY OF SOCIAL POLICY 1575 EYE STREET NW, SUITE 500 WASHINGTON, DC 20005	NONE PC	TO SUPPORT GENERAL OPERATIONS	75,000.
CHILD CARE AWARE OF AMERICA NATIONAL ASSOCIATION OF CHILD CARE RESOURCE AND REFERRAL AGENCIES, 1515 N COURTHOUSE ROAD, 11FL ARLINGTON, VA 22201	NONE PC	TO SUPPORT CHILD CARE AWARE'S STRATEGIC PLANNING PROCESS	75,000.
CHILD TRENDS 7315 WISCONSIN AVENUE, SUITE 1200W BETHESDA, MD 20814	NONE PC	TO SUPPORT GENERAL OPERATIONS OF THE EARLY CHILDHOOD DATA COLLABORATIVE	50,000.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104	NONE PC	TO SUPPORT GENERAL OPERATIONS OF EARLY EDGE CALIFORNIA	100,000.
JUMPSTART FOR YOUNG CHILDREN INC 308 CONGRESS STREET, 6TH FLOOR BOSTON, MA 02210	NONE PC	TO SUPPORT GENERAL OPERATIONS	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL ASSOCIATION FOR THE EDUCATION OF YOUNG CHILDREN 1313 L STREET NW, SUITE 500 WASHINGTON, DC 20005	NONE PC	TO RECRUIT AND RETAIN EARLY CHILDHOOD EDUCATORS	100,000.
OUNCE OF PREVENTION FUND 33 WEST MONROE, SUITE 2400 CHICAGO, IL 60603	NONE PC	TO SUPPORT GENERAL OPERATIONS FOR EARLY LEARNING PROGRAMS AND FEDERAL ADVOCACY EFFORTS	350,000.
THE PARENT-CHILD HOME PROGRAM, INC 1415 KELLUM PLACE, SUITE 101 GARDEN CITY, NY 11530	NONE PC	TO SUPPORT GENERAL OPERATIONS FOR EXPANSION	200,000.
CORPORATION FOR ENTERPRISE DEVELOPMENT 1200 G STREET, NW, SUITE 400 WASHINGTON, DC 20005	NONE PC	TO SUPPORT GENERAL OPERATIONS TO ADVANCE ECONOMIC OPPORTUNITY FOR LOW-INCOME AMERICANS	400,000.
SHINE EARLY LEARNING 63 WEST 125TH STREET, 6TH FLOOR NEW YORK, NY 10027	NONE NC	TO SUPPORT IMPROVED CHILD ASSESSMENT	125,000.
TOTAL CONTRIBUTIONS PAID			<u>3,560,000.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
RICHARD N GOLDMAN DISTRIBUTING LLC EXCISE TAX REFUND			01	-9,409.	
			01	6,915.	
TOTALS				-2,494.	

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

OMB No 1545-0047

2014

▶ 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

RICHARD W. GOLDMAN FAMILY FOUNDATION

Employer identification number

45-1261400

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 **RICHARD W. GOLDMAN FAMILY FOUNDATION**Employer identification number
45-1261400**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	RICHARD N GOLDMAN ADMINISTRATIVE TRUST 455 MARKET STREET, STE 1690 SAN FRANCISCO, CA 94105-2444	\$ 956,573.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **RICHARD W. GOLDMAN FAMILY FOUNDATION**

Employer identification number

45-1261400

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----