Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, 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

Room/suite:

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 ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 71,264,061.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	911,266.	911,266.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,556,787.			
	b	Gross sales price for all assets on line 6a 20,533,935.				
	7	Capital gain net income (from Part IV, line 2)		4,556,787.		
	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)				
	11	Other income (attach schedule) ATCH 1	65,260.			
	12	**Total.** Add lines 1 through 11	5,533,313.	5,468,053.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)ATCH 2	14,870.	7,435.		7,435.
	c	Other professional fees (attach schedule) [3]	514,402.	350,402.		164,000.
	17	Interest ATCH 4	15,391.	15,391.		
	18	Taxes (attach schedule) (see instructions)[5]	111,717.	16,099.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)ATCH 6	351,691.	339,464.		12,227.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,008,071.	728,791.		183,662.
	25	Contributions, gifts, grants paid	3,575,000.			3,575,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,583,071.	728,791.	0.	3,758,662.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	950,242.			
	b	**Net investment income** (if negative, enter -0-)		4,739,262.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2016)

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	1,821,128.	3,470,249.	3,470,249.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)[7.]	4,057,663.	4,352,066.	4,294,080.
	b	Investments - corporate stock (attach schedule) ATCH 8		11,006,177.	11,935,139.
	c	Investments - corporate bonds (attach schedule) ATCH 9	6,616,680.	5,851,894.	5,605,201.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	50,197,966.	39,038,110.	45,953,686.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 11)	80,523.	5,706.	5,706.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	62,773,960.	63,724,202.	71,264,061.
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 ▶ ☐ 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, 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	62,773,960.	63,724,202.	
	30	**Total net assets or fund balances** (see instructions)	62,773,960.	63,724,202.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	62,773,960.	63,724,202.	

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	62,773,960.
2	Enter amount from Part I, line 27a	2	950,242.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	63,724,202.
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	63,724,202.

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)
1 a	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) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	4,556,787.
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))
2015	3,697,606.	75,858,482.	0.048743
2014	3,723,828.	75,747,673.	0.049161
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

2	**Total** of line 1, column (d)	2	0.162156
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.032431
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	70,189,478.
5	Multiply line 4 by line 3	5	2,276,315.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	47,393.
7	Add lines 5 and 6	7	2,323,708.
8	Enter qualifying distributions from Part XII, line 4	8	3,758,662.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	47,393.
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	47,393.
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	47,393.
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	65,618.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	65,618.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	18,225.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 18,225. **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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?	1c		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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • 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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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) ATCH 12	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.RWGFF.ORG

14 The books are in care of ▶ JIRO ISHIKAWA, SEILER LLP Telephone no ▶ 650-365-4646

Located at ▶ 3 LAGOON DRIVE, STE 400, REDWOOD CITY, CA ZIP+4 ▶ 94065-5157

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

			Yes	No
16	At any time during calendar year 2016, 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No

If "Yes," list the years ▶ ____, ____, ____, ____

			Yes	No
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

			Yes	No
b	If "Yes," did it have excess business holdings in 2016 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 2016)*	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 2016?	4b		X

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)? . . . . **5b** | Yes: | No: X

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? . . . . **6b** | Yes: | No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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 . . . . ▶

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		514,402.

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	51,843,208.
b	Average of monthly cash balances	1b	3,470,249.
c	Fair market value of all other assets (see instructions)	1c	15,944,896.
d	**Total** (add lines 1a, b, and c)	1d	71,258,353.
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	71,258,353.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,068,875.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	70,189,478.
6	**Minimum investment return.** Enter 5% of line 5	6	3,509,474.

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	3,509,474.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	47,393.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	47,393.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,462,081.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,462,081.
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	3,462,081.

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	3,758,662.
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	3,758,662.
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	47,393.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,711,269.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					3,462,081.
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only				3,598,096.	
b Total for prior years 20 14 ,20 13 ,20 12					
3 Excess distributions carryover, if any, to 2016					
a From 2011					
b From 2012					
c From 2013					
d From 2014					
e From 2015					
f **Total** of lines 3a through e		0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 3,758,662.					
a Applied to 2015, but not more than line 2a				3,598,096.	
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 2016 distributable amount					160,566.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2016 *(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 2015 Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					3,301,515.
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 2011 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2012					
b Excess from 2013					
c Excess from 2014					
d Excess from 2015					
e Excess from 2016					

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 2016, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a 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

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

c Any submission deadlines

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

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 15				
Total . . . . ▶ **3a**				3,575,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	911,266.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,556,787.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 16				65,260.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				5,533,313.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 5,533,313.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

		Yes	No
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	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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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 | 11/8/17 Date | ▶ President 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL S GOLDSTEIN		11-6-17		P01252695

Firm's name ▶ SEILER LLP
Firm's EIN ▶ 94-1624276
Firm's address ▶ THREE LAGOON DR STE 400
REDWOOD CITY, CA 94065
Phone no 650-365-4646

Form **990-PF** (2016)

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND	30,618.
BBR ACTIVE EQUITY - LONG (QP), LP	16.
BBR ABSOLUTE RETURN LONG DURATION, LP	3,583.
BBR PRIVATE INVESTMENT FUND-SERIES H, LP	6,938.
BBR REAL ASSETS FUND III, LP	23,905.
OTHER INCOME	200.
TOTALS	65,260.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SEILER LLP-TAX PREPARATION FEE	14,870.	7,435.		7,435.
TOTALS	14,870.	7,435.		7,435.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BBR PARTNERS LLC-MANAGEMENT FEES	291,023.	291,023.	
ARABELLA ADVISORS-MANAGEMENT FEES	164,000.		164,000.
CHARLES SCHWAB-MANAGEMENT FEES	59,379.	59,379.	
TOTALS	514,402.	350,402.	164,000.

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE	15,391.	15,391.
TOTALS	15,391.	15,391.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAXES	65,000.	
EXCISE TAX O/P APPLIED	30,618.	
FOREIGN TAX - PSHIP	16,099.	16,099.
TOTALS	111,717.	16,099.

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.
WEBSITE FEES	4,664.		4,664.
SOFTWARE LICENSES	2,300.		2,300.
MEMBERSHIP DUES	750.		750.
REGISTRATION	801.		801.
BOARD MEETINGS	1,376.		1,376.
TRAVEL EXPENSE	86.		86.
RICHARD N GOLDMAN DISTRIBUTING	1,354.	1,354.	
BBR ACTIVE EQUITY-LONG (QP) LP	157,814.	157,814.	
BBR ABSOLUTE RETURN LONG DURATION LP	15,240.	15,240.	
BBR PRIVATE INVESTMENT FUND - SERIES H LP	100,212.	100,212.	
BBR REAL ASSETS FUND III LP	64,844.	64,844.	
TOTALS	351,691.	339,464.	12,227.

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

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
90,000 FV COMM 2012-CCRE2 MORT	91,896.	92,746.
75,000 FV GS MTG SECS TR 2012-	74,871.	75,566.
160,000 FV LB-UBS CMBS 2004-C1	8,338.	7,922.
40,000 FV FHLMC MULTIFAMILY ST	39,229.	41,822.
80,000 FV FHLMC MULTIFAMILY ST	78,790.	83,697.
245,000 FV FHLMC PC GOLD PC	227,733.	224,099.
195,000 FV FHLMC PC GOLD CI	173,757.	170,679.
200,000 FV FHLMC PC GOLD PC	110,281.	107,748.
75,000 FV FHLMC PC GOLD PC 3	47,707.	46,036.
100,000 FV FHLMC PC GOLD PC 3	71,581.	71,782.
991,915 FV FANNIE MAE POOL 5.	62,824.	63,606.
165,000 FV FNMA PASS-THRU	155,691.	151,880.
225,000 FV FNMA PASS-THRU	208,964.	207,473.
150,000 FV FNMA PASS-THRU	141,296.	138,563.
140,000 FV FNMA PASS-THRU LNG	104,791.	100,842.
165,000 FV FNMA PASS-THRU LNG	101,839.	99,072.
475,000 FV FNMA PASS-THRU LN	109,579.	109,518.
175,000 FV FNMA PASS-THRU LNG	32,131.	32,510.
330,000 FV FNMA PASS-THRU LN	130,755.	132,007.
345,000 FV FNMA PASS-THRU LNG	69,971.	70,344.
400,000 FV FNMA PASS-THRU LON	20,837.	21,357.
635,000 FV UNITED STATES TREAS	664,964.	643,433.
65,000 FV UNITED STATES TREAS	64,598.	64,756.
90,000 FV UNITED STATES TREAS	87,625.	87,061.
615,000 FV UNITED STATES TREAS	646,873.	634,603.
200,000 FV CHASE ISSUANCE TRUS	200,442.	200,176.
100,000 FV FNMA PASS-THRU LNG	61,704.	60,788.
235,000 FV GNMA PASS-THRU M	214,617.	210,159.
230,000 FV GNMA PASS-THRU M	125,711.	122,078.
130,000 FV GNMA PASS-THRU M S	88,253.	87,134.
155,000 FV GNMA PASS-THRU M	107,309.	106,683.
US OBLIGATIONS TOTAL	4,324,957.	4,266,140.

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

ATTACHMENT 7 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
20,000 FV NJ TURN 7.102% 1/41	27,109.	27,940.
STATE OBLIGATIONS TOTAL	27,109.	27,940.
US AND STATE OBLIGATIONS TOTAL	4,352,066.	4,294,080.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
765 SH ABBOTT LABS	31,728.	29,384.
321 SH ACCENTURE PLC	37,034.	37,599.
465 SH ADOBE SYS INC COM	43,368.	47,872.
38 SH ADVANCE AUTO PARTS INC C	6,184.	6,426.
621 SH AETNA INC	71,513.	77,010.
2,043 SH AFLAC INC COM	129,253.	142,193.
942 SH AKAMAI TECHNOLOGIES COM	51,850.	62,812.
486 SH ALASKA AIR GROUP INC CO	40,013.	43,123.
168 SH ALIGN TECHNOLOGY INC	12,163.	16,150.
225 SH ALLERGAN PLC	61,634.	47,252.
2,012 SH ALLSTATE CORP COM	135,938.	149,129.
177 SH ALPHABET INC CL A	135,611.	140,264.
195 SH ALPHABET INC CL C	145,527.	150,505.
257 SH AMAZON COM INC COM	152,414.	192,716.
393 SH AMERICAN EXPRESS CO COM	23,755.	29,113.
148 SH AMERICAN INTL GROUP INC	7,902.	9,666.
788 SH AMERICAN TOWER REIT INC	80,378.	83,276.
3,269 SH AMERICAN WTR WKS INC	245,890.	236,545.
209 SH AMERISOURCEBERGEN CORP	18,080.	16,342.
690 SH AMGEN INC	102,944.	100,885.
518 SH ANADARKO PETE CORP COM	23,890.	36,120.
290 SH ANTHEM INC	40,624.	41,693.
136 SH APACHE CORP COM	6,593.	8,632.
4,313 SH APPLE INC	464,589.	499,532.
1,093 SH APPLIED MATLS INC COM	22,566.	35,271.
4,960 SH AT&T INC	196,168.	210,949.
188 SH AUTODESK INC COM	10,966.	13,914.
854 SH AUTOMATIC DATA PROCESSI	76,334.	87,774.
16 SH AUTOZONE INC COM	12,825.	12,637.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
4,174 SH BANK AMER CORP	55,726.	92,245.
240 SH BANK OF NEW YORK MELLON	8,893.	11,371.
270 SH BIOGEN IDEC INC COM	68,487.	76,567.
142 SH BIOMARIN PHARMACEUTICA	11,096.	11,763.
103 SH BLACKROCK INC COM	34,977.	39,196.
234 SH BLOCK H & R INC COM	6,256.	5,380.
481 SH BORG WARNER INC COM	18,055.	18,971.
985 SH BRISTOL MYERS SQUIBB CO	63,311.	57,563.
201 SH CA INC	6,211.	6,386.
2,368 SH CADENCE DESIGN SYS IN	58,801.	59,721.
2,355 SH CALPINE CORP COM	34,306.	26,918.
489 SH CAPITAL ONE FINL CORP C	33,554.	42,660.
849 SH CARDINAL HEALTH INC COM	69,423.	61,102.
263 SH CBOE HLDGS INC COM	17,133.	19,433.
816 SH CELGENE CORP	81,539.	94,452.
393 SH CHENIERE ENERGY INC COM	14,505.	16,282.
1,491 SH CHESAPEAKE ENERGY COR	6,026.	10,467.
1,349 SH CHEVRON TEXACO CORP	128,346.	158,777.
117 SH CIGNA CORP COM	16,150.	15,607.
5,183 SH CISCO SYS INC	145,878.	156,630.
1,257 SH CITIGROUP INC	52,238.	74,703.
1,414 SH CITRIX SYS INC COM	123,592.	126,284.
213 SH COACH INC COM	8,420.	7,459.
1,424 SH COCA-COLA EUROPEAN PA	54,995.	44,714.
1,828 SH COCA COLA CO	84,929.	75,789.
330 SH COGNIZANT TECH SOLUTNS	20,362.	18,490.
2,352 SH COMCAST CORP NEW CL A	142,581.	162,406.
458 SH CONCHO RES INC COM	47,430.	60,731.
857 SH CONOCOPHILLIPS COM	33,925.	42,970.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
622 SH CONSOLIDATED EDISON COM	47,575.	45,829.
1,337 SH CORPORATE OFFICE PPTY	34,736.	41,741.
42 SH COSTCO WHSL CORP NEW COM	6,530.	6,725.
2,855 SH CSX CORP COM	74,003.	102,580.
1,795 SH CVS HEALTH CORP	184,143.	141,643.
410 SH DARDEN RESTAURANTS INC	27,355.	29,815.
137 SH DELL TECHNOLOGIES INC	6,466.	7,531.
255 SH DEVON ENERGY CORP NEW C	6,644.	11,646.
408 SH DIGITAL RLTY TR INC COM	41,896.	40,090.
438 SH DISCOVER FINANCIAL SERV	21,981.	31,575.
525 SH DONALDSON INC COM	16,849.	22,092.
539 SH DR PEPPER SNAPPLE GROUP	48,583.	48,871.
430 SH DUPONT	27,310.	31,562.
253 SH E*TRADE FINANCIAL CORP	6,180.	8,766.
976 SH EATON CORP PLC	59,153.	65,480.
806 SH EBAY INC COM	19,371.	23,930.
352 SH ELI LILLY & CO	25,310.	25,890.
1,306 SH EMERSON ELEC CO COM	71,063.	72,809.
616 SH ENDO INTERNATIONAL PLC	18,019.	10,145.
1,278 SH ENSCO PLC	10,090.	12,422.
865 SH EOG RES INC COM	65,176.	87,451.
284 SH EQT CORP	18,797.	18,574.
805 SH EXPRESS SCRIPTS HLDG CO	55,452.	55,376.
271 SH F M C CORP COM NEW	11,121.	15,328.
1,026 SH FACEBOOK INC	119,212.	118,041.
95 SH FIDELITY NATIONAL INFORM	5,969.	7,186.
568 SH FIRST SOLAR INC COM	32,422.	18,227.
402 SH FISERV INC	40,884.	42,724.
5,086 SH FRONTIER COMMUNICATIO	26,092.	17,191.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
5,464 SH GENERAL ELECTRIC CO	172,433.	172,662.
110 SH GOLDMAN SACHS GROUP INC	16,814.	26,339.
485 SH GRAPHIC PACKAGING HLDG	6,302.	6,053.
520 SH HARTFORD FINL SVCS COM	23,959.	24,778.
321 SH HCA HOLDINGS INC	24,859.	23,760.
656 SH HCP INC COM	20,748.	19,496.
525 SH HENRY JACK & ASSOC INC	44,342.	46,609.
1,023 SH HOME DEPOT INC	135,692.	137,164.
824 SH HORMEL FOODS CORP COM	36,622.	28,683.
413 SH HUMANA INC COM	77,066.	84,264.
41 SH IDACORP INC COM	3,069.	3,302.
226 SH IDEXX LABS INC COM	17,647.	26,503.
3,947 SH INTEL CORP	127,866.	143,158.
511 SH INTERNATIONAL BUSINESS	76,484.	84,821.
903 SH INTERPUBLIC GROUP COS C	20,361.	21,139.
732 SH INTERSIL CORP CL A	13,781.	16,324.
201 SH INTUIT COM	20,661.	23,037.
11 SH INTUITIVE SURGICAL INC C	6,635.	6,976.
591 SH JETBLUE AWYS CORP COM	10,894.	13,250.
1,711 SH JP MORGAN CHASE & CO	100,678.	147,642.
660 SH KB HOME COM	9,076.	10,435.
2,179 SH KEYCORP NEW COM	23,948.	39,810.
467 SH KILROY RLTY CORP COM	29,199.	34,194.
332 SH KIMBERLY CLARK CORP COM	44,870.	37,888.
501 SH KINDER MORGAN INC	8,871.	10,376.
361 SH KLA-TENCOR CORP COM	26,083.	28,403.
449 SH KROGER CO COM	17,092.	15,495.
1,527 SH LIBERTY PROPERTY TRUS	50,306.	60,317.
1,504 SH LKQ CORP COM	46,411.	46,098.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
777 SH LOWES COMPANIES INC	58,878.	55,260.
73 SH LYONDELLBASELL INDUSTR S	6,207.	6,262.
406 SH MACY'S INC	18,020.	14,539.
695 SH MASTERCARD INC CL A	64,549.	71,759.
436 SH MATTEL INC COM	13,777.	12,012.
488 SH MCCORMICK & CO INC COM	48,818.	45,545.
564 SH MCDONALDS CORP COM	70,145.	68,650.
306 SH MCKESSON CORP COM	48,581.	42,978.
939 SH MERCK & CO., INC.	50,106.	55,279.
780 SH METLIFE INC COM	33,950.	42,034.
1,520 SH MGM MIRAGE COM	32,484.	43,822.
5,660 SH MICROSOFT CORP	309,983.	351,712.
210 SH MOLSON COORS BREWING CO	20,113.	20,435.
1,590 SH MONDELEZ INTERNATIONA	63,273.	70,485.
282 SH MONSANTO CO NEW COM	25,537.	29,669.
1,679 SH MORGAN STANLEY	41,513.	70,938.
155 SH MYLAN NV	7,291.	5,913.
208 SH NASDAQ STOCK MARKET COM	13,600.	13,961.
290 SH NATIONAL OILWELL VARCO	9,059.	10,858.
70 SH NETFLIX COM INC COM	6,828.	8,666.
738 SH NEWMONT MINING CORP COM	19,896.	25,144.
1,142 SH NIKE INC CL B	70,351.	58,048.
227 SH NOBLE ENRGY INC COM	6,822.	8,640.
532 SH NORDSTROM INC COM	30,507.	25,499.
518 SH NORFOLK SOUTHERN CORP C	43,090.	55,980.
321 SH NVIDIA CORP COM	11,297.	34,264.
847 SH OCCIDENTAL PETE CP DEL	57,425.	60,332.
288 SH ONEOK INC NEW COM	8,203.	16,534.
554 SH OPKO HEALTH INC COM	6,096.	5,152.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
2,396 SH ORACLE CORP	97,571.	92,126.
211 SH OWENS & MINOR INC NEW C	8,517.	7,446.
429 SH OWENS CORNING NEW COM	20,392.	22,119.
1,632 SH PATTERSON UTI ENERGY	27,745.	43,933.
535 SH PENTAIR PLC	28,506.	29,997.
1,009 SH PEPSICO INC	102,377.	105,572.
2,618 SH PG&E CORP COM	154,885.	159,096.
485 SH PNC FINL SVCS GROUP COM	40,992.	56,726.
35 SH PRICELINE COM INC COM NE	45,807.	51,312.
1,925 SH PROCTER & GAMBLE CO	159,544.	161,854.
660 SH PROGRESSIVE CORP OHIO C	23,052.	23,430.
1,481 SH PRUDENTIAL FINL INC C	106,062.	154,113.
74 SH PUBLIC STORAGE INC COM	20,303.	16,539.
213 SH PVH CORP	20,839.	19,221.
131 SH QUALITY CARE PROPERTIES	4,041.	2,031.
322 SH QUEST DIAGNOSTICS INC C	24,281.	29,592.
66 SH REGENERON PHARMA INC COM	24,328.	24,228.
132 SH RENAISSANCE RE HLDGS CO	15,737.	17,981.
1,025 SH REPUBLIC SVCS INC COM	49,932.	58,476.
213 SH RESMED INC COM	11,992.	13,217.
1,241 SH ROCKWELL AUTOMATION C	139,831.	166,790.
99 SH ROYAL CARIBBEAN CRUISE C	7,530.	8,122.
306 SH S&P GLOBAL INC.	30,360.	32,907.
487 SH SALESFORCE COM INC COM	35,281.	33,340.
48 SH SCHEIN HENRY INC COM	8,236.	7,282.
450 SH SCHWAB CHARLES CP NEW C	12,604.	17,762.
96 SH SCRIPPS NETWORKS INTERAC	6,234.	6,852.
386 SH SEATTLE GENETICS INC	13,085.	20,369.
1,619 SH SEMPRA ENERGY COM	168,522.	162,936.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
270 SH SHERWIN WILLIAMS CO COM	78,763.	72,560.
52 SH SIMON PPTY GROUP NEW COM	10,742.	9,239.
1,010 SH SOUTHWEST AIRLS CO CO	44,943.	50,338.
1,577 SH SPECTRA ENERGY CORP	47,502.	64,799.
553 SH STARBUCKS CORP COM	33,003.	30,703.
1,103 SH STATE STR CORP COM	64,578.	85,725.
503 SH STEEL DYNAMICS INC COM	11,313.	17,897.
198 SH STRYKER CORP COM	21,151.	23,722.
3,769 SH SUNPOWER CORP COM CL	55,090.	24,913.
238 SH SUNTRUST BKS INC COM	8,619.	13,054.
1,105 SH SUPERVALU INC COM	6,154.	5,160.
1,112 SH SYMANTEC CORP COM	20,531.	26,566.
800 SH SYSCO CORP COM	37,231.	44,296.
585 SH TARGET CORP	48,565.	42,255.
1,272 SH TENET HEALTHCARE CORP	37,685.	18,876.
184 SH TESLA MOTORS INC	42,400.	39,319.
57 SH THERMO FISHER SCIENTIFIC	7,994.	8,043.
855 SH TIME WARNER INC COM	61,910.	82,533.
447 SH TJX COS INC NEW COM	35,147.	33,583.
251 SH TRAVELERS COS INC	29,242.	30,727.
630 SH UNION PAC CORP COM	50,228.	65,318.
153 SH UNITED CONTINENTAL HOLD	8,971.	11,151.
491 SH UNITED HEALTH GROUP INC	63,758.	78,580.
1,254 SH UNITED PARCEL SERVICE	133,055.	143,759.
224 SH UNITED RENTALS INC COM	13,952.	23,650.
116 SH UNITED THERAPEUTIC DEL	12,711.	16,638.
2,164 SH US BANCORP - NEW	87,376.	111,165.
96 SH V F CORP COM	6,245.	5,122.
118 SH VALERO ENERGY CORP NEW	7,717.	8,062.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
181 SH VERISIGN INC COM	16,154.	13,769.
4,914 SH VERIZON COMMUNICATION	265,346.	262,309.
286 SH VERTEX PHARMACEUTICALS	22,637.	21,070.
2,018 SH VISA INC COM CL A	152,340.	157,444.
238 SH VMWARE INC-CLASS A	15,161.	18,738.
1,582 SH WAL MART STORES INC	107,592.	109,348.
75 SH WALGREENS BOOTS ALLIANCE	6,231.	6,207.
1,739 SH WALT DISNEY CO	170,715.	181,239.
520 SH WEC ENERGY GROUP INC	30,920.	30,498.
4,402 SH WELLS FARGO & CO NEW	211,260.	242,594.
479 SH WGL HLDGS INC COM	34,969.	36,538.
1,029 SH WILLIAMS COS INC DEL	16,111.	32,043.
752 SH XILINX INC COM	35,556.	45,398.
743 SH XL GROUP LTD.	27,384.	27,684.
363 SH YAHOO INC COM	13,194.	14,037.
123 SH ZIMMER BIOMET HOLDINGS	13,016.	12,694.
TOTALS	11,006,177.	11,935,139.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
35,000 FV 21ST CENTURY FOX AME	44,803.	45,558.
15,000 FV ACE INA HLDG INC 8.8	21,456.	21,352.
70,000 FV ALLSTATE CORP 7.450%	89,265.	78,708.
60,000 FV ALTRIA GROUP INC 4.7	68,087.	65,370.
50,000 FV ALTRIA GROUP INC 9.2	67,941.	58,852.
100,000 FV AMERICAN EXPRESS CO	117,830.	102,985.
55,000 FV AMERICAN EXPRESS CO	70,060.	62,537.
50,000 FV AMERITECH CAPITAL FU	56,365.	56,599.
50,000 FV AMGEN INC 4.100% DUE	54,502.	52,753.
15,000 FV AMGEN INC 5.650% DUE	16,316.	16,701.
40,000 FV ANHEUSER BUSCH COS I	53,408.	50,566.
10,000 FV ANHEUSER BUSCH INBEV	10,528.	10,802.
35,000 FV APACHE CORP 5.100% D	34,231.	36,636.
135,000 FV BANK OF NOVA SCOTIA	135,132.	134,954.
100,000 FV BB&T CORP 4.900% DU	109,815.	101,604.
100,000 FV BB&T CORPORATION 1.	100,574.	100,118.
35,000 FV BECTON DICKINSON & C	44,146.	40,783.
50,000 FV BOEING CO 7.250% DUE	65,301.	64,666.
50,000 FV BOSTON PPTYS LTD PAR	50,296.	49,391.
75,000 FV BP CAP MKTS PLC 4.50	84,461.	80,253.
50,000 FV BRISTOL MYERS SQUIBB	68,578.	64,823.
75,000 FV BURLINGTON NORTHN SA	78,806.	76,796.
20,000 FV BURLINGTON NORTHN SA	25,060.	25,590.
85,000 FV CAPITAL ONE FINL COR	92,793.	85,422.
25,000 FV CATERPILLAR FINL SVC	26,164.	26,238.
90,000 FV CATERPILLAR INC DEL	123,308.	100,416.
45,000 FV CHUBB CORP 6.800% DU	59,068.	56,519.
20,000 FV CISCO SYS INC 3.000%	20,796.	20,358.
110,000 FV CITIBANK CREDIT CAR	110,063.	110,026.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
150,000 FV CITIGROUP INC 6.125	171,064.	155,763.
110,000 FV CME GROUP INC 3.000	115,232.	112,405.
140,000 FV COMCAST CORP NEW 5.	156,876.	152,635.
105,000 FV COMMONWEALTH EDISON	109,614.	108,873.
25,000 FV CONSOLIDATED EDISON	29,166.	29,417.
70,000 FV CVS HEALTH CORP 3.50	72,743.	71,795.
25,000 FV DEERE & CO. 8.100% D	35,484.	36,180.
100,000 FV DU PONT E I DE NEMO	124,764.	105,997.
80,000 FV EMERSON ELEC CO 4.87	94,559.	86,178.
35,000 FV ENTERPRISE PRODS OPE	30,386.	36,733.
85,000 FV EOG RES INC 5.625% D	102,689.	91,800.
41,000 FV EQUITABLE COS INC 7.	44,284.	49,157.
70,000 FV EXXON MOBIL CORP 1.8	70,513.	70,190.
60,000 FV FEDEX CORP 8.000% DU	80,038.	67,065.
90,000 FV FIFTH THIRD BANCORP	90,245.	90,467.
70,000 FV FRANKLIN RES INC 2.8	72,158.	67,891.
100,000 FV GENERAL DYNAMICS CO	95,139.	98,299.
85,000 FV GOLDMAN SACHS GRP IN	89,699.	94,212.
35,000 FV HALLIBURTON CO 6.700	47,627.	43,476.
55,000 FV HARTFORD FINL SVCS G	60,163.	57,666.
45,000 FV HOME DEPOT INC 4.400	51,335.	48,787.
50,000 FV IBM CORP 7.000% DUE	69,201.	63,834.
80,000 FV JPMORGAN CHASE & CO	82,695.	84,469.
40,000 FV JPMORGAN CHASE & CO	42,793.	42,638.
55,000 FV LINCOLN NATL CORP IN	64,861.	58,279.
35,000 FV LINCOLN NATL CORP IN	45,720.	40,227.
40,000 FV LOCKHEED MARTIN CORP	42,397.	43,854.
85,000 FV MARKEL CORP 5.350% D	94,936.	92,545.
55,000 FV MERRILL LYNCH CO INC	60,090.	58,403.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
55,000 FV METLIFE INC 7.717% D	70,308.	61,525.
115,000 FV MORGAN STANLEY 5.50	128,469.	127,412.
80,000 FV OCCIDENTAL PETE CORP	77,665.	79,109.
70,000 FV ORACLE CORP 2.250% D	69,906.	70,689.
125,000 FV ORACLE CORP 2.375%	127,254.	126,645.
35,000 FV PARKER-HANNIFIN CORP	44,766.	44,601.
50,000 FV PEPSI BOTTLING GROUP	67,410.	68,038.
35,000 FV PHILLIPS 66 5.875% D	38,832.	41,293.
90,000 FV PNC FUNDING CORP 3.3	92,254.	92,440.
30,000 FV PROCTER & GAMBLE CO	44,548.	40,583.
25,000 FV PROGRESSIVE CORP OHI	27,357.	26,365.
50,000 FV PROGRESSIVE CORP OHI	67,568.	64,098.
70,000 FV SIMON PPTY GROUP LP	67,066.	68,882.
35,000 FV SNAP ON INC 6.125% D	43,083.	40,435.
25,000 FV SPECTRA ENERGY PARTN	29,883.	28,272.
60,000 FV THERMO FISHER SCIENT	64,034.	61,893.
30,000 FV TIME WARNER COMPANIE	37,013.	36,665.
45,000 FV TOSCO CORP 8.125% DU	65,117.	61,563.
100,000 FV TRAVELERS COS INC 5	120,874.	104,187.
25,000 FV UNITED TECHNOLOGIES	32,491.	30,501.
31,000 FV UNITED TECHNOLOGIES	40,323.	36,628.
40,000 FV VERIZON GLOBAL FDG C	55,779.	53,576.
35,000 FV VIRGINIA ELEC & PWR	36,615.	36,028.
30,000 FV VIRGINIA ELEC & PWR	50,218.	47,955.
110,000 FV WELLS FARGO & CO 4.	124,046.	118,112.
35,000 FV WISCONSIN PWR & LT C	47,864.	45,476.
35,000 FV GOLDMAN SACHS GROUP	35,527.	35,619.
TOTALS	5,851,894.	5,605,201.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
RICHARD N GOLDMAN DISTRIBUTING LLC	39,446.	65,038.
BBR ABSOLUTE RETURN LTD	7,610,000.	8,054,621.
BBR EQUITY LONG/SHORT LTD	16,850,000.	21,754,169.
BBR ACTIVE EQUITY LONG ONLY (QP) LP	10,988,995.	12,419,858.
61,454 SHS SPDR S&P500 ERF TR		
BBR ABSOLUTE RETURN LONG DURATION, LP	1,040,061.	1,040,000.
BBR PRIVATE INVESTMENT FUND - SERIES H, LP	1,317,076.	1,400,000.
BBR REAL ASSETS FUND III, LP	992,532.	1,020,000.
OTHER ASSETS	200,000.	200,000.
TOTALS	39,038,110.	45,953,686.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PURCHASED INTEREST	5,706.	5,706.
TOTALS	5,706.	5,706.

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 CAPITAL GAIN DISTRIBUTIONS					2,538.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
20414144.		15977148.					4,436,996.	
		RICHARD N GOLDMAN DISTRIBUTING LLC PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
1,840.							1,840.	
		BBR ACTIVE EQUITY - LONG (QP), LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
111,447.							111,447.	
		BBR ABSOLUTE RETURN LONG DURATION, LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
2,191.							2,191.	
		BBR PRIVATE INVESTMENT FUND - SERIES H, PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
1,646.							1,646.	
		BBR REAL ASSETS FUND III, LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
129.							129.	
TOTAL GAIN(LOSS)							4,556,787.	

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

THE FOUNDATION MADE GRANTS OF $750,000 TO THE SCHWAB CHARITABLE FUND AND $375,000 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 PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BBR PARTNERS LLC TWO GRAND CENTRAL TOWER, 140 E 45TH ST NEW YORK, NY 10017 INVESTMENT FEES		291,023.
ARABELLA ADVISORS, LLC 1201 CONNECTICUT AVENUE N.W. #300 WASHINGTON, DC 20036 GRANT MAKING AND OTHER PHILANTHROPIC CONSULTING		164,000.
CHARLES SCHWAB & CO., INC 211 MAIN STREET SAN FRANCISCO, CA 94105 INVESTMENT FEES		59,379.
TOTAL COMPENSATION		514,402.

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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SCHWAB CHARITABLE FUND ALICE AND BEN REITER CHARITABLE FUND 211 MAIN STREET SAN FRANCISCO, CA 94105	NONE PC	UNRESTRICTED	375,000
MORGAN STANLEY GLOBAL IMPACT FUNDING TRUST INC CONNECTICUT STREET FOUNDATION 2000 WESTCHESTER AVENUE PURCHASE, NY 10577	NONE PC	UNRESTRICTED	375,000
SCHWAB CHARITABLE FUND DANIEL AND CORINNE GOLDMAN CHARITABLE FUND 211 MAIN STREET SAN FRANCISCO, CA 94105	NONE PC	UNRESTRICTED	375,000.
ALLIANCE FOR EARLY SUCCESS FKA BIRTH TO FIVE POLICY ALLIANCE P O BOX 6756 LEAWOOD, KS 66206	NONE PC	TO SUPPORT ALLIANCE'S POOLED FUNDS FOR STATE ADVOCACY AND POLICY	100,000.
THE ASPEN INSTITUTE ONE DUPONT CIRCLE, NW SUITE 700 WASHINGTON, DC 20036	NONE PC	TO DEVELOP AN EVALUATION FRAMEWORK FOR TWO-GENERATION POLICIES AND SYSTEMS OF CHANGE	150,000.
CENTER FOR THE STUDY OF SOCIAL POLICY 1575 EYE STREET NW, SUITE 500 WASHINGTON, DC 20005	NONE PC	TO SUPPORT THE EC-LINC PROGRAM	75,000.

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILD CARE AWARE OF AMERICA NATIONAL ASSOCIATION OF CHILD CARE RESOURCE AND ARLINGTON, VA 22201	NONE PC	TO SUPPORT THE NATIONAL DATA SYSTEM MAPPING PROJECT	100,000
CHILD TRENDS 7315 WISCONSIN AVENUE, SUITE 1200W REFERRAL AGENCIES, 1515 N COURTHOUSE ROAD, 11FL BETHESDA, MD 20814	NONE PC	TO SUPPORT GENERAL OPERATIONS FOR EARLY CHILDHOOD DATA COLLABORATIVE	100,000
CORPORATION FOR ENTERPRISE DEVELOPMENT 1200 G STREET, NW, SUITE 400 722 W 168TH STREET, 14TH FLOOR WASHINGTON, DC 20005	NONE PC	TO SUPPORT CHILDREN'S SAVINGS ACCOUNTS	150,000.
JUMPSTART FOR YOUNG CHILDREN INC 308 CONGRESS STREET, 6TH FLOOR BOSTON, MA 2210	NONE PC	TO SUPPORT THE SECOND YEAR OF ITS CURRICULUM REVISION PILOT AND THE IMPROVEMENT OF ITS INNOVATIVE OFFERINGS	100,000.
LIFT 1620 EYE STREET NW, SUITE 820 WASHINGTON, DC 20006	NONE PC	TO PROVIDE CONTINUED SUPPORT FOR THE TRANSITION TO A TWO-GENERATION MODEL	100,000
NATIONAL ASSOCIATION FOR THE EDUCATION OF YOUNG CHILDREN WASHINGTON, DC 20005	NONE PC	TO SUPPORT RESEARCH ON THE EARLY ELEMENTARY WORKFORCE	75,000

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, SUITE 300 1313 L STREET NW, SUITE 500 WASHINGTON, DC 20036	NONE PC	TO SUPPORT EARLY LEARNING LAB'S EARLY EDGE CA INITIATIVE AND THE HOME VISITING COALITION	325,000.
OUNCE OF PREVENTION FUND 33 WEST MONROE, SUITE 2400 1313 L STREET NW, SUITE 500 CHICAGO, IL 60603	NONE PC	TO SUPPORT EDUCARE, HOME VISITING INITIATIVES, AND FIRST FIVE YEARS FUND	350,000.
THE PARENT-CHILD HOME PROGRAM, INC 1415 KELLUM PLACE, SUITE 101 444 N CAPITAL STREET NW , SUITE 267 GARDEN CITY, NY 11530	NONE PC	TO PROVIDE GENERAL OPERATING SUPPORT	200,000.
REINVESTMENT FUND 1700 MARKET STREET, 19TH FLOOR PHILADELPHIA, PA 19103	NONE PC	TO SUPPORT CHILD CARE MAPPING IN ATLANTA, GA	100,000.
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003	NONE PC	TO SUPPORT ECRI'S CURRICULUM	175,000
SHINE EARLY LEARNING 63 WEST 125TH STREET, 4TH FLOOR HARLEM, NY 10024	NONE NC	TO SUPPORT SHINE INSIGHT	250,000.

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TIDES CENTER 1000 N. ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE PC	TO SUPPORT GENERAL OPERATIONS FOR ABRIENDO PUERTAS	100,000
		TOTAL CONTRIBUTIONS PAID	3,575,000

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

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
EXCISE TAX REFUND			01	30,618.	
BBR ACTIVE EQUITY - LONG (QP), LP			01	16.	
BBR ABSOLUTE RETURN LONG DURATION, LP			01	3,583.	
BBR PRIVATE INVESTMENT FUND-SERIES H, LP			01	6,938.	
BBR REAL ASSETS FUND III, LP			01	23,905.	
OTHER INCOME			01	200.	
TOTALS				65,260.	

RICHARD W. GOLDMAN FAMILY FOUNDATION **45-1261400**
FOR YEAR ENDED DECEMBER 31, 2016
PART VII-B: QUESTION 5(C): TAXES ON TAXABLE EXPENDITURES
STATEMENT REQUIRED BY REG 53.4945-5(d)

INFORMATION RELATING TO GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

GRANTEE:

SHINE EARLY LEARNING INC.
C/O MELISSA FIELD
63 WEST 125TH STREET, 4TH FLOOR
NEW YORK, NY 10027

DATE AND AMOUNT:

$250,000 ON 10/27/2016

PURPOSE:

TO SUPPORT THE INTEGRATION OF CHILD DEVELOPMENT DATA INTO THE SHINE INSIGHT SYSTEM, WHICH WILL ALLOW SHINE EARLY LEARNING INC. TO ANALYZE EDUCATIONAL OUTCOMES VIA KEY VARIABLES, SUCH AS ATTENDANCE, FAMILY INVOLVMENT, AND INCOME. AT THE CLASSROOM LEVEL, THESE TOOLS HELP TEACHERS, WHO TRACK HUNDREDS OF CHILD ASSESSMENT DATA POINTS ACROSS MATH, SCIENCE, SOCIAL-EMOTIONAL DEVELOPMENT, AND LANGUAGE AND LITERACY, TO FOCUS IN ON CRITICAL SUBGROUPS WITH TARGETED STRATEGIES TO HELP ACCELERATE CHILD OUTCOME GAINS.

DIVERSION:

TO THE BEST OF THE RICHARD W. GOLDMAN FAMILY FOUNDATION'S KNOWLEDGE, SHINE EARLY LEARNING INC. HAS USED THE FUNDS ONLY FOR PURPOSES DEEMED CHARITABLE UNDER IRC CODE AND REGULATIONS AND HAS NOT DIVERTED ANY PORTION OF THE FUNDS RECEIVED FROM THE FOUNDATION FROM THE PURPOSE OF THE GRANT AND NO PART OF THE GRANT WILL BE USED FOR ANYTHING OTHER THAN INTENDED PURPOSES.

DATE OF GRANTEE'S REPORT:

09/08/2017 (SEE ATTACHMENT A-1)

AMOUNT EXPENDED AS OF 12/31/2016 WERE AS FOLLOWS:

DASHBOARDS, ALERTS & REPORTING	$ 75,000
INFRASTRUCTURE TO ALLOW SCALING TO MORE CHILDREN	$ 50,000
SUPPORT & TRAINING	$ 50,000
REVISIONS TO SUPPORT FAMILY SERVICE, EDUCATION & HEALTH INNOVATIONS	$ 75,000
TOTAL	**$250,000**

VERIFICATION OF GRANTEE'S REPORT:

THE RICHARD W. GOLDMAN FAMILY FOUNDATION HAS VERIFIED EXPENDITURES THROUGH A CERTIFICATION OF THE EXPENDITURE BY CO-FOUNDER, SCOTT MILLER, IN THE ATTACHED GRANTEE REPORT.

ACCOUNTING FOR THE GRANT FOR YEAR ENDED 12/31/2016 SUMMARY:

FUNDS ADDED DURING FYE 12/31/2016	$250,000
LESS AMOUNTS EXPENDED FROM DATE OF GRANT THROUGH 12/31/2016	($250,000)
BALANCE OF GRANTS TO BE ACCOUNTED FOR IN FUTURE YEARS	**$ 0**

ATTACHMENT A

Richard W. Goldman Family Foundation

Year 2 (2016) Spend

October 4, 2017

	Budget	Actual
Dashboards, Alerts & Reporting	$ 15,000	$ 75,000
Teacher Coaching, Professional Development Tracking & Support	15,000	
Parental Portal	25,000	-
Infrastructure to Allow Scaling to More Children	30,000	50,000
Support & Training	50,000	50,000
ELS iPad	40,000	-
Facilitating Grouping, Individualization & Professional Development	35,000	
Revision to Support Family Service, Education & Health Innovations	40,000	75,000
Total	**$ 250,000**	**$ 250,000**