



LISA & DOUGLAS GOLDMAN FUND

Financial Statements

For the Years Ended
December 31, 2013 and 2012

LISA AND DOUGLAS GOLDMAN FUND

(A California Non-Profit Corporation)

December 31, 2013

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LISA AND DOUGLAS GOLDMAN FUND

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REGALIA & ASSOCIATES
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

The Board of Trustees
Lisa and Douglas Goldman Fund

We have audited the accompanying financial statements of the Lisa and Douglas Goldman Fund (a California nonprofit organization classified as a Private Foundation) which comprise the statements of financial position as of December 31, 2013 and 2012 and the related statements of activities and changes in net assets, cash flows and functional expenses for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Lisa and Douglas Goldman Fund as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

October 30, 2014
Danville, California

Regalia & Associates

LISA AND DOUGLAS GOLDMAN FUND

Statements of Financial Position December 31, 2013 and 2012

Assets

	2013	2012
Current Assets:		
Cash and cash equivalents	\$ 357,463	\$ 247,751
Investments	229,359,670	166,508,975
Notes receivable	9,860,000	19,720,000
Other receivables	88,218	35,269
Prepaid expenses and other current assets	38,978	25,830
Total current assets	<u>239,704,329</u>	<u>186,537,825</u>
Other Assets:		
Security deposit	16,805	-
Property and equipment, net	149,567	32,520
Total assets	<u>\$ 239,870,701</u>	<u>\$ 186,570,345</u>

Liabilities and Net Assets

Current Liabilities:		
Accounts payable and accrued liabilities	\$ 191,202	\$ 13,799
Grants payable	280,000	-
Deferred rent	31,368	-
Total current liabilities	<u>502,570</u>	<u>13,799</u>
Net Assets:		
Unrestricted	239,368,131	165,154,714
Temporarily restricted	-	21,401,832
Total net assets	<u>239,368,131</u>	<u>186,556,546</u>
Total liabilities and net assets	<u>\$ 239,870,701</u>	<u>\$ 186,570,345</u>

LISA AND DOUGLAS GOLDMAN FUND

Statements of Activities and Changes in Net Assets For the Years Ended December 31, 2013 and 2012

	2013	2012
<i>Changes in unrestricted net assets:</i>		
Revenue and support:		
Contributions	\$ 23,182,894	\$ 84,003,695
Interest and dividend income	3,534,769	3,097,334
Realized investment gains	10,461,476	968,450
Capital gain distributions	625,986	392,550
Miscellaneous Income	195,277	107
Net assets released from restrictions	21,401,832	8,088,040
Total revenue and support	59,402,234	96,550,176
Expenses:		
Programs	10,255,017	8,811,782
Fundraising	-	-
General and administrative	1,399,885	1,023,021
Total expenses	11,654,902	9,834,803
Increase in unrestricted net assets	47,747,332	86,715,373
<i>Changes in temporarily restricted net assets:</i>		
Grants and contributions	-	8,707,193
Net assets released from restrictions	(21,401,832)	(8,088,040)
Increase (decrease) in temporarily restricted net assets	(21,401,832)	619,153
Increase in net assets before unrealized gains on investments	26,345,500	87,334,526
Unrealized gains on investments	26,466,085	10,012,681
Net assets at beginning of year	186,556,546	89,209,339
Net assets at end of year	\$ 239,368,131	\$ 186,556,546

LISA AND DOUGLAS GOLDMAN FUND

Statements of Cash Flows For the Years Ended December 31, 2013 and 2012

	2013	2012
<i>Cash flows from operating activities:</i>		
Increase in net assets	\$ 52,811,585	\$ 97,347,207
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	32,299	12,981
Loss on disposal of property and equipment	3,682	-
Realized investment gains	(10,461,476)	968,450
Unrealized gains on investments	(26,466,085)	(10,012,681)
Changes in:		
Notes receivable	9,860,000	-
Other receivables	(52,949)	1,291
Prepaid expenses and other current assets	(13,148)	(15,417)
Security deposit	(16,805)	-
Accounts payable and accrued liabilities	177,403	10,339
Grants payable	280,000	(6,000)
Deferred rent	31,368	-
Net cash provided by operating activities	26,185,874	88,306,170
<i>Cash flows from investing activities:</i>		
Acquisition of investments and income reinvested	(59,944,862)	(99,544,645)
Proceeds from sale/redemption of investments	34,021,728	11,231,916
Acquisition of property and equipment	(153,028)	(18,036)
Net cash used for investing activities	(26,076,162)	(88,330,765)
Increase (decrease) in cash and cash equivalents	109,712	(24,595)
Cash and cash equivalents at beginning of year	247,751	272,346
Cash and cash equivalents at end of year	\$ 357,463	\$ 247,751
<i>Supplemental Disclosures:</i>		
Interest expense	\$ -	\$ -
Excise taxes paid	\$ 273,925	\$ 79,054

LISA AND DOUGLAS GOLDMAN FUND

Statement of Functional Expenses

For the Year Ended December 31, 2013

(with Summarized Financial Information for the Year Ended December 31, 2012)

	Programs	Fund- raising	General and Adminis- trative	2013 Total Expenses	2012 Total Expenses
Conferences/education	\$ -	\$ -	\$ 8,430	\$ 8,430	\$ 6,189
Depreciation	-	-	32,299	32,299	12,981
Grants to organizations	9,271,913	-	-	9,271,913	8,088,040
Insurance	63,670	-	16,925	80,595	77,315
Investment fees and expenses	-	-	650,937	650,937	436,416
Legal and professional services	-	-	99,476	99,476	74,712
Office and administrative	222,265	-	43,878	266,143	153,858
Taxes	-	-	410,310	410,310	353,331
Salaries and related costs	697,169	-	137,630	834,799	631,961
Total expenditures	\$10,255,017	\$ -	\$ 1,399,885	\$11,654,902	\$ 9,834,803

Notes to Financial Statements
December 31, 2013

1. Organization

Established in 1992, the Lisa and Douglas Goldman Fund (the Fund) is a private foundation committed to providing support for charitable organizations that enhance society.

The Lisa and Douglas Goldman Fund's interests include programs making valuable contributions in a variety of fields: children and youth, civic affairs, civil and human rights, education, environment, health, Jewish affairs, children's literacy, and social and human services. In general, the Fund places highest priority on projects in the San Francisco area.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Fund have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, payables and other liabilities.

Basis of Presentation

Financial statement presentation follows the recommendations of the Financial Accounting Standards Board in its Accounting Standards Codification (ASC) 958.205, *Presentation of Financial Statements of Not-for-Profit Entities*. Under ASC 958.205, the Fund is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets and permanently restricted net assets. As of December 31, 2013 and 2012, there were no permanently restricted net assets.

Revenue Recognition

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions in accordance with the recommendations of ASC 958.605, *Revenue Recognition of Not-for-Profit Entities*.

All donor-restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported on the statements of activities and changes in net assets as net assets released from restrictions.

Property and Equipment

Property and equipment purchased by the Fund will be recorded at cost or, if donated, at the approximate fair value at the date of donation. Repairs and maintenance are charged to expense as incurred. Property and equipment will be depreciated using the straight-line method over the estimated useful lives of the assets.

Investments

Investments include cash, cash equivalents, stocks, mutual funds, and hedge funds. Purchased investments are initially stated at cost. Investments received by gift are recorded at market value at the date of contribution. Investments in equity securities with readily determinable fair values and all investments in debt securities are reported at fair value with gains and losses included on the statement of activities and changes in net assets.

Notes to Financial Statements

2. Summary of Significant Accounting Policies (continued)

The Fund follows the provisions of *Accounting Standards Update (ASU) 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and IFRSs* and has estimated the fair value of its investments using available market information and other valuation methodologies. Accordingly, the estimates presented are not necessarily indicative of the amounts that the Fund could realize in a current market exchange. The use of different assumptions and/or estimation methods may have a material effect on the estimated fair value amounts. The estimates are based on pertinent information available to management as of December 31, 2013. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, current estimates of fair value may differ significantly from the statements presented.

Income Taxes

Financial statement presentation follows the recommendations of ASC 740, *Income Taxes*. Under ASC 740, the Fund is required to report information regarding its exposure to various tax positions taken by the Fund and requires a two-step process that separates recognition from measurement. The first step is determining whether a tax position has met the recognition threshold; the second step is measuring a tax position that meets the recognition threshold. Management believes that the Fund has adequately addressed all tax positions and that there are no unrecorded tax liabilities.

The Fund has received notification from the Internal Revenue Service and the State of California that it qualifies for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the California Revenue and Taxation Code. The exemptions are subject to periodic review by the federal and state taxing authorities and management believes that the Fund continues to satisfy all federal and state statutes in order to qualify for continued tax exemption status. Because the Fund is a Private Foundation, it must file Form 990-PF with the Internal Revenue Service and remit excise taxes on its net investment income (see Note 8).

Contributed Services

Several unpaid volunteers have made significant contributions of time to various departments or programs of the Fund. The value of this contributed time is not reflected in the financial statements since it is not susceptible to objective measurement or valuation.

Functional Allocation of Expenses

The costs of providing the Fund's various programs and other activities have been summarized on a functional basis in the statements of activities and changes in net assets. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

3. Cash and Cash Equivalents

Cash and cash equivalents of \$357,463 and \$247,751 at December 31, 2013 and 2012, respectively, include all funds deposited in a bank with a maturity of three months or less. Such funds have been placed in a money fund account bearing interest at an annualized rate of approximately .01% (as of December 31, 2013). The Fund maintains its cash balances in high quality financial institutions, which at times may exceed federally insured limits. The Fund has not experienced any losses in such accounts.

LISA AND DOUGLAS GOLDMAN FUND

Notes to Financial Statements

4. Investments

Investments consist of the following at December 31, 2013 and 2012:

	2013		2012	
	Cost	Fair Value	Cost	Fair Value
Aurora Harris	\$ 8,939,312	\$ 9,341,543	\$ 8,344,860	\$ 8,470,356
Baird Short Term Bond	-	-	6,493,530	6,509,605
Capital Guardian Mutual Funds	9,837,656	12,753,752	13,323,685	14,693,282
Delaware Investments	22,378,995	27,829,435	4,560,540	4,794,673
Dodge & Cox Global Stock	19,305,382	23,458,282	12,891,595	13,931,057
Evergreen Partners Direct III	78,422	78,422	-	-
Francisco Partners, LP	550,390	550,390	-	-
H.I.G. Brightpoint Cap	41,923	41,923	-	-
JP Morgan Digital Growth	1,016,422	1,980,851	992,619	1,063,052
JW Childs Bermuda AIV One	114,210	114,210	-	-
JW Childs Equity Partners III	449,642	449,642	-	-
Koshla Venture Partners	971,739	1,418,568	870,270	1,271,374
Legacy Venture V, LLC	1,201,146	1,862,868	1,236,120	1,237,230
Lightspeed Venture Partners	348,424	370,740	359,644	373,587
Liquidity Management Agency	6,312,880	6,178,045	13,036,404	13,162,381
Money Market/Cash Funds	6,515,390	6,515,390	2,618,428	2,618,428
New Enterprises Associates VI	2,596	2,691	2,454	2,454
Next Century Growth	3,166,781	4,366,082	2,806,355	2,912,257
NT Cap International	21,111,695	22,170,084	13,620,602	15,396,087
Other stocks and equities	44,051	44,051	86,539	103,075
OZ Overseas Fund	5,956,032	5,956,032	-	-
Pzena	25,455,102	30,925,701	7,268,934	7,421,102
Sands Capital Management	-	-	4,795,345	5,081,991
Silver Creek – Hedge Funds	2,931,219	3,126,046	4,185,974	4,115,423
State Street Global Advisors	22,094,236	28,271,155	18,382,907	19,350,019
Stevenson Street	1,187,960	1,187,960	-	-
U.S. Venture Partners	238,865	238,886	2,991	3,012
Vanguard Total International Stock Fund	-	-	9,744,386	9,332,716
Vantage Point	1,165,343	1,165,343	-	-
Victory Diversified Fund	-	-	10,985,685	10,901,180
Weiss Peck & Greer Venture Associates	(24,640)	57,761	134,527	165,959
Wells Fargo Mutual Funds and Equities	34,383,619	38,903,817	22,518,124	23,598,675
Total investments	\$ 195,774,792	\$ 229,359,670	\$159,262,518	\$166,508,975

Investment income (interest, dividends, and capital gain distributions) amounted to \$4,160,755 and \$3,489,884 for the years ended December 31, 2013 and 2012, respectively. Investment, management fees and related expenses amounted to \$650,937 and \$436,416 for the years ended December 31, 2013 and 2012, respectively.

(continued)

LISA AND DOUGLAS GOLDMAN FUND

Notes to Financial Statements

4. Investments *(continued)*

Net realized gains amounted to \$10,461,476 and \$968,450 for the years ended December 31, 2013 and 2012, respectively. Net unrealized gains amounted to \$26,466,085 and \$10,012,681 for the years ended December 31, 2013 and 2012, respectively.

Fair value measurements establish a fair value hierarchy that prioritizes the input used to measure fair value. This hierarchy consists of three broad levels: (a) Level 1 measurement reflects the value of the investments at quoted prices in active markets for identical assets, generally without any adjustments, (b) Level 2 assets and liabilities are valued based on "observable inputs" other than quoted active market prices, including quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, and interest rates and yield curves, and (c) Level 3 assets and liabilities are valued based on "unobservable inputs," such as a company's own estimates and pricing models. Composition of investments utilizing fair value measurements at December 31, 2013 is as follows:

	Totals	Level 1	Level 2	Level 3
Aurora Harris	\$ 9,341,543	\$ -	\$ -	\$ 9,341,543
Capital Guardian Mutual Funds	12,753,752	12,753,752	-	-
Delaware Investments	27,829,435	27,829,435	-	-
Dodge & Cox Global Stock	23,458,282	23,458,282	-	-
Evergreen Partners Direct III	78,422	-	-	78,422
Francisco Partners, LP	550,390	-	-	550,390
H.I.G. Brightpoint Cap	41,923	-	-	41,923
JP Morgan Digital Growth	1,980,851	-	-	1,980,851
JW Childs Bermuda AIV One	114,210	-	-	114,210
JW Childs Equity Partners III	449,642	-	-	449,642
Koshla Venture Partners	1,418,568	-	-	1,418,568
Legacy Venture V, LLC	1,862,868	-	-	1,862,868
Lightspeed Venture Partners	370,740	-	-	370,740
Liquidity Management Agency	6,178,045	6,178,045	-	-
Money Market/Cash Funds	6,515,390	6,515,390	-	-
New Enterprises Associates VI	2,691	-	-	2,691
Next Century Growth	4,366,082	4,366,082	-	-
NT Cap International	22,170,084	22,170,084	-	-
Other stocks and equities	44,051	44,051	-	-
OZ Overseas Fund	5,956,032	5,956,032	-	-
Pzena	30,925,701	30,925,701	-	-
Silver Creek - Hedge Funds	3,126,046	-	-	3,126,046
State Street Global Advisors	28,271,155	-	-	28,271,155
Stevenson Street	1,187,960	-	-	1,187,960
U.S. Venture Partners	238,886	-	-	238,886
Vantage Point	1,165,343	-	-	1,165,343
Weiss Peck & Greer Venture Associates	57,761	-	-	57,761
Wells Fargo Mutual Funds and Equities	38,903,817	38,903,817	-	-
Totals	\$ 229,359,670	\$ 179,100,671	\$ -	\$ 50,258,999

(continued)

Notes to Financial Statements

4. Investments *(continued)*

Assets Classified as Level 3

The significant unobservable inputs used in the fair value measurement of the entity's asset-backed securities are the probability of default and loss severity in the event of default. Significant increases or decreases in either of those inputs in isolation would result in a significantly lower or higher fair value measurement. In general, a change in the assumption of the probability of default is accompanied by a directionally similar change in the assumption used for the loss severity in an event of default.

The Fund has a Finance Committee which has the responsibility for establishing the Fund's return objectives (generally lower rates of return associated with more stable and safer investments) and to define the risk parameters (generally low risk securities, certificates of deposit and mutual funds). The committee routinely oversees investment performances and reviews cash flows necessary to sustain the Fund's operating activities.

5. Notes Receivable

Notes receivable of \$9,860,000 and \$19,720,000 at December 31, 2013 and 2012 represent the Fund's 46.4% ownership interest in separate notes due from The Richard N. Goldman Trust. The notes bear interest at rates ranging from 2.06% to 2.15% per annum with interest compounded annually. Notes receivable are classified as Level 2 assets.

6. Property and Equipment

A summary of property, equipment and improvements is as follows at December 31, 2013 and 2012:

	2013	2012
Furniture and equipment	\$ 121,357	\$ 68,200
Leasehold improvements	70,406	4,763
Software and website	18,174	20,729
Subtotal	209,937	93,692
Less accumulated depreciation	(60,370)	(61,172)
Total property and equipment (net)	\$ 149,567	\$ 32,520

Total depreciation expense for the years ended December 31, 2013 and 2012 amounted to \$32,299 and \$12,981, respectively, and is included on the statement of functional expenses. During the year ended December 31, 2013, the Fund disposed of partially depreciated equipment with original cost basis of \$36,783, resulting in a loss on disposal in the amount of \$3,682. There were no disposals during the year ended December 31, 2012.

LISA AND DOUGLAS GOLDMAN FUND

Notes to Financial Statements

7. Net Assets

The Fund recognizes support from temporarily restricted net assets when the restrictions imposed by the donors have been satisfied or expired. Temporarily restricted net assets consist of the following at December 31, 2013 and 2012:

	2013	2012
Available for future periods	\$ -	\$ 21,401,832

Contributions to and releases from temporarily restricted net assets amounted to \$8,707,193 and \$8,088,040, respectively, for the year ended December 31, 2012. On September 30, 2013, the Douglas W. Goldman 1997 Charitable Lead Trust was terminated and all assets were transferred to the Fund. Accordingly, the remaining \$21,401,832 in temporarily restricted net assets were released from restriction and transferred to unrestricted net assets during the year ended December 31, 2013.

8. Excise Taxes

The Fund is classified as a private foundation under the provisions of Internal Revenue Code Section 501(c)(3), and as such, is taxed on its net investment earnings. During the years ended December 31, 2013 and 2012, the Fund incurred Federal tax liabilities amounting to \$273,925 and \$79,054, respectively.

9. Related Party Transactions

The Lisa and Douglas E. Goldman Philanthropic Fund is a donor-advised fund at the Jewish Community Federation of San Francisco. It was established with a contribution from Lisa and Douglas Goldman. Although grants are recommended by the Lisa and Douglas Goldman Fund Board for funding, they are subject to the approval of the Federation's board of directors. In April 2007, the Board of Directors of the Fund agreed to continue to pay grants to various charities from the Philanthropic Fund until the balance in the Philanthropic Fund was reduced to \$100,000, at which time all future grants were to be paid out from the Lisa and Douglas Goldman Fund.

10. Grant Expenses

During the years ended December 31, 2013 and 2012, the Fund agreed to pay certain grant requests as follows:

	2013	2012
<i>Individual grants of \$10,000 or more during the combined last two years:</i>		
ACLU Foundation of Northern Calif., Inc.	\$ -	\$ 136,000
AcroSports	10,000	-
Advocates for Youth	40,000	-
AICE Inc.	80,000	-
AfterImage Public Media	-	75,000
Alzheimer's Disease and Related Disorders	60	31,100
American Civil Liberties Union	140,000	-
American Conservatory Theatre Foundation	-	25,000

LISA AND DOUGLAS GOLDMAN FUND

Notes to Financial Statements

10. Grant Expenses *(continued)*

	<u>2013</u>	<u>2012</u>
American Friends Israel Philharmonic Orchestra	\$ -	\$ 5,000
American Friends of Tel-Aviv University	75,000	129,000
American Friends of the Israel Museum	16,000	11,000
American Friends of the Israel Union	5,000	5,000
American Friends of the Jordan River Village	5,000	-
American Friends of the Parents Circle	5,000	-
American-Israeli Cooperative Enterprise	50,000	80,000
American Jewish Joint Distribution Committee	75,000	-
American Jewish World Service	110,000	10,000
Americans United for Sep Church and State	52,500	52,500
As You Sow	-	25,000
ASAP	-	5,000
Asian Art Museum Foundation of San Francisco	2,500	27,500
Athletic Scholars Advancement Program	5,000	-
Basel Action Network	-	50,000
Baykeeper	25,000	-
Better Angels Society Inc	5,000	-
Birthright Israel Foundation	5,000	5,000
B'Nai B'Rith International	10,000	-
B'Nai B'Rith Youth Organization (BBYO)	25,000	25,000
Boys and Girls Club of San Francisco	40,000	-
Breast Cancer Action	-	30,000
Breast Cancer Fund	25,060	-
Bureau of Jewish Education	67,000	67,000
California Academy of Sciences	2,500	101,000
California League of Conservation Voters Education Fund	25,000	-
California Pacific Medical Center Foundation	15,000	10,000
Cardea Services	30,000	-
Carpe Diem West	-	25,000
Center for Digital Storytelling	25,000	-
Center for Reproductive Rights	-	100,000
Challenge Success	25,000	25,000
City Arts and Lectures	-	50,000
Clean Water Fund	15,000	-
College Spring Inc	25,000	-
Common Cause Education Fund	125,000	125,000
Commonwealth Club of San Francisco	47,500	-
Community Foundation of New Jersey	-	25,000
Community Funds	-	25,000
Community Health Resource Center	15,000	-
Community Health Charities of California	5,000	-
Community Initiatives	-	70,000

LISA AND DOUGLAS GOLDMAN FUND

Notes to Financial Statements

10. Grant Expenses *(continued)*

	2013	2012
Compassion and Choices	\$ 37,000	\$ -
Congregation Emanu-El	270,500	145,000
Contemporary Jewish Museum	7,500	2,500
Convergence	30,000	50,000
Corporate Accountability International	50,000	-
Corporation for Enterprise Development	50,000	-
Corporation of the Fine Arts Museums	85,000	15,000
Crohn's and Colitis Foundation of America	25,000	150,000
Delta Gamma Foundation	2,000	27,000
Demos A Network For Ideas And Action Ltd	50,000	-
Dogwood Alliance	30,000	30,000
Drug Policy Alliance	10,000	-
Earth Island Institute	-	15,000
Earthworks	75,000	-
Education Outside	50,000	-
Education Pioneers	-	25,000
Educational Fund To Stop Gun Violence	50,000	-
Environmental Grantmakers Association	5,000	-
Feminist Majority Foundation	75,000	-
Foundation Center	5,000	31,000
Foundations for Students Rising Above	-	15,000
Friends of the San Francisco Public Library	6,000	-
Friends of Del Norte Conservation Council	25,000	-
Friends of the Urban Forest	33,000	5,500
GirlVentures	-	65,000
Give2Asia	100,000	-
Glide Foundation	5,000	-
Global Citizen Year Incorporated	50,000	-
Global Community Monitor	45,000	--
Global Green USA	-	30,000
Golden Gate National Parks Conservancy	5,000	75,000
Goodwill Industries	5,000	-
Green America	50,000	50,000
Guttmacher Institute	-	75,000
Harper for Kids	15,000	-
Hazon	-	70,000
Hope Lab Foundation	-	50,000
Ibis Reproductive Health Inc	25,000	-
Ignite	-	15,000
Immune Deficiency Foundation	15,000	15,000
J Street Education Fund Inc.	25,000	-
Jamestown Community Center	-	15,000

LISA AND DOUGLAS GOLDMAN FUND

Notes to Financial Statements

10. Grant Expenses *(continued)*

	2013	2012
Jewish Community Center of San Francisco	\$ 121,000	\$ 135,000
Jewish Community Federation	157,500	137,000
Jewish Community Relations Council	36,000	312,000
Jewish Home and Senior Living Foundation	78,000	75,500
Jewish Vocational and Career Counseling Services	54,000	-
JRDF International	5,000	-
Jumpstart California	25,000	25,000
KaBOOM!	-	35,000
Kevah	50,000	-
KIPP Bay Area Schools	-	10,000
Kitchen Slow Down Jew Up	60,000	-
KQED Inc.	7,500	47,000
Larkin Street Youth Services	100,000	75,000
Law Students for Reproductive Justice	25,000	-
Lawyers Committee-Civil Rights Under Law	125,000	125,000
Legal Community Against Violence	50,000	-
Little Kids Rock, Inc.	50,000	50,000
Maccabi USA/Sports for Israel	5,000	-
Marine Mammal Center	5,000	-
Media Matters	25,000	-
Medical Students For Choice	32,500	-
Menlo School	7,000	-
Midwest Access Project	25,000	-
Mile High United Way	25,000	-
Moishe Foundation	67,500	-
Mural Music and Arts Project	-	25,000
My New Red Shoes	5,000	10,000
NARAL Pro-Choice America Foundation	35,000	55,000
National Abortion Federation	65,000	-
National Christian Leadership Conference for Israel	-	15,000
National Coalition for Marine Conservation	-	15,000
National Health Law Program Inc	40,000	-
National Network of Abortion Funds	35,000	-
National Women's Health Network	20,000	-
New Israel Fund	10,000	70,000
Northern California Golf Association Foundation	51,000	10,000
Oakland Museum of California Foundation	41,000	41,000
Oceana	-	75,000
Pacific Forest Trust	25,000	-
PBS Foundation	5,000	-
Peer Health Exchange	50,000	50,000
PEF Israel Endowment Funds, Inc.	-	100,000

LISA AND DOUGLAS GOLDMAN FUND

Notes to Financial Statements

10. Grant Expenses *(continued)*

	2013	2012
Physicians For Reproductive Choice and Healing	\$ -	20,000
Planned Parenthood Federation of America	100,000	-
Planned Parenthood Shasta Diablo Inc	80,000	-
Point Reyes Bird Observatory	15,000	15,000
Population Connection	15,000	-
Portola and Excelsior Family Connections	25,000	-
ProPublica Inc.	68,000	-
Product Policy Project	-	50,000
Project Vote	125,000	125,000
Project Vote Smart	-	15,000
Proteus Fund Inc.	75,000	-
PROVIDE	-	50,000
Public EEs for Environmental Responsibility	15,000	-
Raising A Reader	-	25,000
Randall Museum Friends	13,500	-
Reach Out and Read	-	28,000
Reading Partners	40,000	20,000
Reef Check Foundation	35,000	50,000
Reproductive Health Access Project	40,000	-
Ronald McDonald House, San Francisco	1,000	1,000
Rose Foundation for Communities and Environment	40,000	40,000
Rutgers University Foundation	25,000	-
San Francisco America's Cup Organizing Committee	-	100,000
San Francisco Ballet	8,500	-
San Francisco Chronicle Season of Sharing Fund	55,000	25,000
San Francisco Day School	25,000	-
San Francisco Department of Environment	75,000	-
San Francisco Film Society	66,000	-
San Francisco Food Bank	10,000	20,000
San Francisco General Hospital Foundation	212,500	67,500
San Francisco Jazz Organization	15,000	-
San Francisco Museum of Modern Art	7,500	5,000
San Francisco Parks Trust	1,000	-
San Francisco Planning and Urban Research Association	37,500	-
San Francisco School Alliance	-	50,000
San Francisco Symphony	90,000	51,750
San Francisco Unified School District	22,500	22,500
Schools Mentoring and Resource Team	25,000	25,000
Search for the Cause	-	25,000
Sierra Nevada Alliance	-	50,000
Silicon Valley Jewish Film Festival	10,000	-
Silicon Valley Leadership Group Foundation	15,000	-

LISA AND DOUGLAS GOLDMAN FUND

Notes to Financial Statements

10. Grant Expenses *(continued)*

	2013	2012
Siskiyou Land Conservancy	\$ -	\$ 25,000
Slingshot Fund	-	16,500
Social and Environmental Entrepreneurs	60,000	45,000
Spark Program Inc.	30,000	-
Stanford University	11,000	11,000
Stern Grove Festival Association	312,600	245,100
Sustainable Conservation	50,000	-
Taproot Foundation	37,500	-
Tawonga Jewish Community Corporation	75,000	90,000
The American Ireland Fund	-	10,000
The Bar Association of San Francisco	-	20,000
The Bay Institute of San Francisco	-	35,000
The California Water Impact Network	-	20,000
The First Tee	-	30,000
Tides Foundation	95,000	38,210
Town School for Boys	102,000	171,000
Transform California	-	60,000
Trust for Public Land	25,000	25,000
Tuolumne River Trust	25,000	-
Tutorpedia Foundation	22,000	-
UC Berkeley Regents	96,000	35,000
UC Berkeley Foundation	1,884,793	1,566,280
UCSF Foundation	22,500	17,500
United Nations Watch	50,000	-
United Way of the Bay Area	72,000	10,000
University of Southern California	415,500	274,000
Upstart Bay Area	102,000	100,000
Urban Adamah	76,000	53,000
USC Athletics	-	27,500
USC Marshall School of Business	-	17,500
USC Roski School	-	15,000
USC Shoah Foundation Institute	-	10,000
Volunteers in Medicine - San Francisco	-	12,000
Women's Heart Center at Cedars - Sinai Center	-	25,000
YMCA of San Francisco	15,000	25,000
Youth Tennis Advantage	5,000	5,000
Zero1-The Art and Technology Network	-	175,000
	9,029,013	7,903,940
<i>Individual grants less than \$10,000 during the combined last two years:</i>		
Various charitable organizations	242,900	184,100
Total grants	\$9,271,913	\$8,088,040

Notes to Financial Statements

11. Financial Commitments

Office Lease: The Fund is obligated under a multi-year operating lease agreement in San Francisco through January 31, 2018. The Fund is required to tender monthly rent payments of \$15,786 as of December 31, 2013. Rental rates are subject to adjustment in accordance with the terms of the lease but generally increase at the rate of about 1.6% each February 1st. Rent expense amounted to \$174,637 and \$82,477 for the years ended December 31, 2013 and 2012, respectively, and is included in office and administrative expense on the statement of functional expenses. Future minimum rental payments under the lease are as follows: Year ending December 31, 2014: \$196,326; Year ending December 31, 2015: \$199,376; Year ending December 31, 2016: \$201,710; Year ending December 31, 2017: \$201,150; and Year ending December 31, 2018 and beyond: \$33,610.

Grant Allocations: The Fund's Board of Directors has agreed to commit the organization to future grant allocations which have been estimated as follows: Year ending December 31, 2014: \$4,902,714; Year ending December 31, 2015: \$5,039,713; Year ending December 31, 2016: \$4,000,000; Year ending December 31, 2017: \$3,950,000; and Year ending December 31, 2018 and beyond: \$9,200,000.

12. Compensation Commitments

Compensated Absences: Financial statement presentation follows the recommendations of ASC 710.25, *Compensated Absences*. Under ASC 710.25, the Fund is required to record a liability for the estimated amounts of compensation for future absences. Employees are permitted to accrue a specific number of hours of vacation which is payable upon termination of the employee. Sick leave is not paid upon termination. Annual leave accruals are recorded in the financial statements as an accrued liability on the statement of financial position based on hourly rates in effect at the end of the fiscal year.

403(b) Plan: As of December 31, 2009, the Goldman Fund adopted a 403(b) Plan. Employees are eligible to contribute as of their date of hire. The company, in its sole discretion, may make non-elective contributions on employees' behalf. Employees must meet certain eligibility criteria in order to receive contributions by the Goldman Fund. Employer contributions for the years ended December 31, 2013 and 2012 amounted to \$95,424 and \$72,098, respectively. Distributions from the 403(b) plan can only be made pursuant to all applicable laws and regulations.

13. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Accordingly, actual results could differ from those estimates.

Notes to Financial Statements

14. Contingencies

In the normal course of business there are outstanding various commitments and contingent liabilities, such as commitments to enter into contracts related to ongoing operational activities, which are not reflected in the financial statements. Such commitments and contingencies also include risks associated with various economic and operating factors, which include (a) Contractual restrictions and donor conditions which obligate the Fund to fulfill certain requirements as set forth in legal instruments, (b) Funding levels which vary based on factors beyond the Fund's control, such as general economic conditions, (c) Employment contracts and service agreements with outside contractors, and (d) Financial risks associated with funds on deposit in accounts at financial and brokerage institutions. Management believes that such commitments or contingencies have been properly addressed, appropriate amounts have been accrued (where necessary), and there will not be any resolution with a material adverse effect on the financial statements.

15. Reclassifications

Certain reclassifications have been made to the 2012 financial statements in order to conform to the presentation used in 2013.

16. Subsequent Events

In compliance with ASC 855, *Subsequent Events*, the Fund has evaluated subsequent events through October 30, 2013, the date the financial statements were available to be issued.