

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2011

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011, or tax year beginning , **2011**, and ending ,

LISA AND DOUGLAS GOLDMAN FUND
ONE DANIEL BURNHAM COURT 330C
SAN FRANCISCO, CA 94109-5460

A Employer identification number
94-3167546

B Telephone number (see the instructions)
415-771-1717

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, column (c), line 16)
▶ \$ 89,218,799.

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)
R E V E N U E	1 Contributions, gifts, grants, etc. received (att sch).	56,799,449.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.	181.	181.		
	4 Dividends and interest from securities.	1,582,029.	1,582,029.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10.	8,191,349.			
	b Gross sales price for all assets on line 6a.	50,052,900.			
	7 Capital gain net income (from Part IV, line 2).		8,191,349.		
	8 Net short-term capital gain			1,236,954.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)	SEE STATEMENT 1 237.				
12 Total. Add lines 1 through 11.	66,573,245.	9,773,559.	1,236,954.		
A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S	13 Compensation of officers, directors, trustees, etc.	136,885.	6,844.		130,041.
	14 Other employee salaries and wages.	9,355.	469.		8,886.
	15 Pension plans, employee benefits.	19,200.	960.		18,240.
	16a Legal fees (attach schedule) . . . SEE . ST. 2	5,442.	273.		5,169.
	b Accounting fees (attach sch) . . . SEE . ST. 3	25,618.	1,282.		24,336.
	c Other prof fees (attach sch).				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) . . . SEE . STM. 4	66,632.	66,632.		
	19 Depreciation (attach sch) and depletion.	13,071.			
	20 Occupancy	79,878.	3,994.		75,884.
	21 Travel, conferences, and meetings	15,731.			15,731.
	22 Printing and publications				
	23 Other expenses (attach schedule) . . . SEE STATEMENT 5	84,700.	45,679.		39,021.
	24 Total operating and administrative expenses. Add lines 13 through 23.	456,512.	126,133.		317,308.
	25 Contributions, gifts, grants paid .PART . XV.	3,919,940.			3,919,940.
26 Total expenses and disbursements. Add lines 24 and 25.	4,376,452.	126,133.	0.	4,237,248.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements.	62,196,793.				
b Net investment income (if negative, enter -0-).		9,647,426.			
c Adjusted net income (if negative, enter -0-).			1,236,954.		

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		283,162.	272,346.	272,346.
	3	Accounts receivable	36,560.			
		Less: allowance for doubtful accounts		39,329.	36,560.	36,560.
	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 sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		8,939.	10,413.	10,413.
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) STATEMENT 6		38,351,046.	72,778,970.	69,152,015.	
14	Land, buildings, and equipment: basis	75,656.				
	Less: accumulated depreciation (attach schedule) SEE STMT 7	48,191.	40,536.	27,465.	27,465.	
15	Other assets (describe SEE STATEMENT 8)			19,720,000.	19,720,000.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		38,723,012.	92,845,754.	89,218,799.	
LIABILITIES	17	Accounts payable and accrued expenses		2,087.	3,460.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 9)		1,802,472.	3,632,955.	
	23	Total liabilities (add lines 17 through 22)		1,804,559.	3,636,415.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		19,831,455.	68,426,661.	
	25	Temporarily restricted		17,086,998.	20,782,678.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		36,918,453.	89,209,339.		
31	Total liabilities and net assets/fund balances (see instructions)		38,723,012.	92,845,754.		

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	36,918,453.
2	Enter amount from Part I, line 27a	2	62,196,793.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	99,115,246.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	9,905,907.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	89,209,339.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 11			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	8,191,349.
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	1,236,954.

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 (column (b) divided by column (c))
2010	3,091,548.	32,159,141.	0.096133
2009	2,765,753.	25,608,900.	0.108000
2008	3,212,444.	29,446,568.	0.109094
2007	2,038,494.	27,257,342.	0.074787
2006	1,349,937.	23,211,471.	0.058158
2 Total of line 1, column (d)			0.446172
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.089234
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			59,322,516.
5 Multiply line 4 by line 3			5,293,585.
6 Enter 1% of net investment income (1% of Part I, line 27b)			96,474.
7 Add lines 5 and 6			5,390,059.
8 Enter qualifying distributions from Part XII, line 4			4,282,000.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	192,949.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	192,949.
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	192,949.
6 Credits/Payments:			
a 2011 estimated tax prmts and 2010 overpayment credited to 2011	6a	92,772.	
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	92,772.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	7.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . SEE STATEMENT 12	9	103,066.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
<i>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.</i>		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation.</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address: ▶ <u>HTTP://LDGFUND.ORG/</u>				
14	The books are in care of ▶ <u>NANCY KAMI</u> Telephone no. ▶ <u>415-771-1717</u> Located at ▶ <u>1 DANIEL BURNHAM CT #330C SAN FRANCISCO CA</u> ZIP + 4 ▶ <u>94109-5460</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A... ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> N/A			
16	At any time during calendar year 2011, 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 Form TD F 90-22.1. 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
1 a	During the year did the foundation (either directly or indirectly):			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes		<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes		<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes		<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes		<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes		<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes		<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>				
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 2011?		1 c	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes		<input checked="" type="checkbox"/> No
If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .				
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.)		2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__ .			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes		<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)		3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a	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 2011?		4 b	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes 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 N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

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** Yes No N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (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
SEE STATEMENT 13		136,885.	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. **0**

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
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

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 N/A	

2	

All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3. ▶	0.

BAA

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	1 a	53,479,740.
b Average of monthly cash balances	1 b	133,384.
c Fair market value of all other assets (see instructions)	1 c	6,612,781.
d Total (add lines 1a, b, and c)	1 d	60,225,905.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	60,225,905.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	903,389.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,322,516.
6 Minimum investment return. Enter 5% of line 5	6	2,966,126.

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	2,966,126.
2a Tax on investment income for 2011 from Part VI, line 5	2 a	192,949.
b Income tax for 2011. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	192,949.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,773,177.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,773,177.
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	2,773,177.

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	1 a	4,237,248.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	44,752.
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,282,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,282,000.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7.....				2,773,177.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only.....			0.	
b Total for prior years: 20 ____, 20 ____, 20 ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006.....	233,119.			
b From 2007.....	734,841.			
c From 2008.....	1,754,576.			
d From 2009.....	1,490,428.			
e From 2010.....	1,493,295.			
f Total of lines 3a through e.....	5,706,259.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ ____ 4,282,000.				
a Applied to 2010, but not more than line 2a...			0.	
b Applied to undistributed income of prior years (Election required – see instructions).....		0.		
c Treated as distributions out of corpus (Election required – see instructions).....	0.			
d Applied to 2011 distributable amount.....				2,773,177.
e Remaining amount distributed out of corpus...	1,508,823.			
5 Excess distributions carryover applied to 2011..... (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.....	7,215,082.			
b Prior years' undistributed income. Subtract line 4b from line 2b.....		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.....		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions.....		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions.....			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012.....				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).....	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)...	233,119.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.....	6,981,963.			
10 Analysis of line 9:				
a Excess from 2007.....	734,841.			
b Excess from 2008.....	1,754,576.			
c Excess from 2009.....	1,490,428.			
d Excess from 2010.....	1,493,295.			
e Excess from 2011.....	1,508,823.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed:					
b 85% of line 2a:					
c Qualifying distributions from Part XII, line 4 for each year listed:					
d Amounts included in line 2c not used directly for active conduct of exempt activities:					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c:					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets:					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i):					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed:					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties):					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii):					
(3) Largest amount of support from an exempt organization:					
(4) Gross investment income:					

Part XV Supplementary Information (Complete this part only if the organization 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).)
SEE STATEMENT 14

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.
NONE

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 of the person to whom applications should be addressed:

SEE STATEMENT 15

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 SEE STATEMENT 16				
Total ►				3a 3,919,940.
b Approved for future payment				
Total ►				3b

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash **1 a (1)** Yes No **X**

(2) Other assets **1 a (2)** Yes No **X**

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization **1 b (1)** Yes No **X**

(2) Purchases of assets from a noncharitable exempt organization **1 b (2)** Yes No **X**

(3) Rental of facilities, equipment, or other assets **1 b (3)** Yes No **X**

(4) Reimbursement arrangements **1 b (4)** Yes No **X**

(5) Loans or loan guarantees **1 b (5)** Yes No **X**

(6) Performance of services or membership or fundraising solicitations **1 b (6)** Yes No **X**

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees **1 c** Yes No **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			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If 'Yes,' complete the following schedule.

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

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

Sign Here ▶ **PRESIDENT**
 Signature of officer or trustee _____ Date _____ Title _____

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN	
	DOUGLAS W. REGALIA	DOUGLAS W. REGALIA			P00186389	
	Firm's name ▶	REGALIA & ASSOCIATES, CPAS			Firm's EIN ▶	68-0260103
	Firm's address ▶	103 TOWN & COUNTRY DR., STE. K DANVILLE, CA 94526			Phone no.	(925) 314-0390

Underpayment of Estimated Tax by Corporations

▶ See separate instructions.
▶ Attach to the corporation's tax return.

2011

Name LISA AND DOUGLAS GOLDMAN FUND	Employer identification number 94-3167546
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)		1	192,949.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	192,949.
4 Enter the tax shown on the corporation's 2010 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5.		4	4,852.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3.		5	4,852.

Part II Reasons for Filing – Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	5/15/11	6/15/11	9/15/11	12/15/11
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	10	1,213.	1,213.	1,213.	1,213.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	1,583.		4,939.	86,250.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		370.		2,883.
13 Add lines 11 and 12	13		370.	4,939.	89,133.
14 Add amounts on lines 16 and 17 of the preceding column	14			843.	
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	1,583.	370.	4,096.	89,133.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17		843.		
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	370.		2,883.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 – no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). <i>(Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)</i>	19	9/01/11		
20 Number of days from due date of installment on line 9 to the date shown on line 19.	20	78		
21 Number of days on line 20 after 4/15/2011 and before 7/1/2011.	21	15		
22 Underpayment on line 17 \times $\frac{\text{Number of days on line 21}}{365} \times 4\%$	22	1.39		
23 Number of days on line 20 after 6/30/2011 and before 10/1/2011.	23	63		
24 Underpayment on line 17 \times $\frac{\text{Number of days on line 23}}{365} \times 4\%$	24	5.82		
25 Number of days on line 20 after 9/30/2011 and before 1/1/2012.	25			
26 Underpayment on line 17 \times $\frac{\text{Number of days on line 25}}{365} \times 3\%$	26			
27 Number of days on line 20 after 12/31/2011 and before 4/1/2012.	27			
28 Underpayment on line 17 \times $\frac{\text{Number of days on line 27}}{366} \times 3\%$	28			
29 Number of days on line 20 after 3/31/2012 and before 7/1/2011.	29			
30 Underpayment on line 17 \times $\frac{\text{Number of days on line 29}}{366} \times$ <u> </u> %	30			
31 Number of days on line 20 after 6/30/2012 and before 10/1/2012.	31			
32 Underpayment on line 17 \times $\frac{\text{Number of days on line 31}}{366} \times$ <u> </u> %	32			
33 Number of days on line 20 after 9/30/2012 and before 1/1/2013.	33			
34 Underpayment on line 17 \times $\frac{\text{Number of days on line 33}}{366} \times$ <u> </u> %	34			
35 Number of days on line 20 after 12/31/2012 and before 2/16/2013.	35			
36 Underpayment on line 17 \times $\frac{\text{Number of days on line 35}}{365} \times$ <u> </u> %	36			
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36.	37	7.21		
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns.	38			7.

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. LISA AND DOUGLAS GOLDMAN FUND	Employer identification number (EIN) or <input checked="" type="checkbox"/> 94-3167546
	Number, street, and room or suite number. If a P.O. box, see instructions. ONE DANIEL BURNHAM COURT 330C	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94109-5460	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ NANCY KAMI -----

Telephone No. ▶ 415-771-1717 ----- FAX No. ▶ 415-771-1797 -----

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ▶ calendar year 20 11 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 192,949.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 92,772.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 100,177.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing the return. See instructions.	Name of exempt organization or other filer, see instructions. LISA AND DOUGLAS GOLDMAN FUND	Employer identification number (EIN) or <input checked="" type="checkbox"/> 94-3167546
	Number, street, and room or suite number. If a P.O. box, see instructions. REGALIA & ASSOCIATES, CPAS 103 TOWN & COUNTRY DR., STE. K	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DANVILLE, CA 94526	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of **NANCY KAMI**
Telephone No. **415-771-1717** FAX No. **415-771-1797**
- If the organization does not have an office or place of business in the United States, check this box.
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15, 2012.
- 5 For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension . . . TAXPAYER IS IN THE PROCESS OF OBTAINING THE NECESSARY INFORMATION IN ORDER TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$ 192,949.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 92,772.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ 100,177.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title **PRESIDENT** Date

BAA FIFZ0502L 07/29/11 Form 8868 (Rev 1-2012)

CLIENT 26001

LISA AND DOUGLAS GOLDMAN FUND

94-3167546

10/15/12

02:37PM

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
REFUNDS.....	\$ 237.		
TOTAL	\$ 237.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & OTHER PROFESSIONAL SERV...	\$ 5,442.	\$ 273.		\$ 5,169.
TOTAL	\$ 5,442.	\$ 273.	\$ 0.	\$ 5,169.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAXES.....	\$ 11,670.	\$ 584.		\$ 11,086.
BOOKKEEPING.....	12,014.	601.		11,413.
PAYROLL PROCESSING.....	1,934.	97.		1,837.
TOTAL	\$ 25,618.	\$ 1,282.	\$ 0.	\$ 24,336.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES.....	\$ 66,632.	\$ 66,632.		
TOTAL	\$ 66,632.	\$ 66,632.	\$ 0.	\$ 0.

CLIENT 26001

LISA AND DOUGLAS GOLDMAN FUND

94-3167546

10/15/12

02:37PM

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMUNICATION.....	\$ 8,615.			\$ 8,615.
EQUIPMENT MAINTENANCE.....	10,300.			10,300.
INSURANCE.....	18,530.	\$ 927.		17,603.
INVESTMENT FEES.....	44,752.	44,752.		
SUPPLIES AND OTHER.....	2,503.			2,503.
TOTAL	<u>\$ 84,700.</u>	<u>\$ 45,679.</u>	<u>\$ 0.</u>	<u>\$ 39,021.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER SECURITIES</u>			
BAIRD SHORT TERM BOND	COST	\$ 22,033,839.	\$ 21,801,738.
CAPITAL GUARDIAN MUTUAL FUNDS	COST	6,308,315.	6,151,143.
COLUMBIA ACORN FUND	COST	2,062,140.	1,986,231.
DODGE & COX GLOBAL STOCK	COST	6,154,288.	5,993,664.
JP MORGAN DIGITAL GROWTH	COST	833,124.	964,665.
KOSHLA VENTURE PARTNERS	COST	128,558.	178,246.
LEGACY VENTURE V, LLC	COST	207,646.	262,626.
MONEY MARKET/CASH FUNDS	COST	2,538,123.	2,538,123.
NEXT CENTURY GROWTH	COST	830,156.	1,000,338.
NT CAG INTERNATIONAL	COST	4,730,537.	5,085,050.
PZENA	COST	882,973.	905,935.
SILVER CREEK - HEDGE FUNDS	COST	5,252,663.	4,738,970.
STOCK EQUITY FUNDS	COST	86,538.	143,885.
VANGUARD TOTAL INTERNATIONAL STOCK FUND	COST	9,744,385.	7,959,076.
VICTORY DIVERSIFIED FUND	COST	10,985,685.	9,442,325.
TOTAL		<u>\$ 72,778,970.</u>	<u>\$ 69,152,015.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	\$ 75,656.	\$ 48,191.	\$ 27,465.	\$ 27,465.
TOTAL	<u>\$ 75,656.</u>	<u>\$ 48,191.</u>	<u>\$ 27,465.</u>	<u>\$ 27,465.</u>

CLIENT 26001

LISA AND DOUGLAS GOLDMAN FUND

94-3167546

10/15/12

02:37PM

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
NOTES RECEIVABLE FROM RICHARD N. GOLDMAN.....	\$ 19,720,000.	\$ 19,720,000.
TOTAL	<u>\$ 19,720,000.</u>	<u>\$ 19,720,000.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

INVESTMENT BOOK VALUE IN EXCESS OF FMV.....	\$ 3,626,955.
GRANTS PAYABLE.....	6,000.
TOTAL	<u>\$ 3,632,955.</u>

STATEMENT 10
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

ADDITIONAL UNREALIZED LOSSES LEGACY VENTURES K-1.....	\$ 5,959.
UNREALIZED LOSSES ON INVESTMENTS.....	9,899,948.
TOTAL	<u>\$ 9,905,907.</u>

STATEMENT 11
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	1,800.00 3M COMPANY	PURCHASED	5/07/2010	6/30/2011
2	1,800.00 3M COMPANY	PURCHASED	6/03/2010	6/30/2011
3	5,000.00 AEGON NV ADR	PURCHASED	2/04/2009	6/30/2011
4	27,144.41 AFS EURO PACIFIC GROWTH FUND-F2	PURCHASED	9/16/2011	10/27/2011
5	27,144.41 AFS EURO PACIFIC GROWTH FUND-F2	PURCHASED	9/16/2011	10/27/2011
6	27,144.41 AFS EURO PACIFIC GROWTH FUND-F2	PURCHASED	9/16/2011	10/27/2011
7	4,245.00 AMERICAN WATER WORKS	PURCHASED	6/08/2009	6/30/2011
8	1,920.00 AMERICAN WATER WORKS	PURCHASED	8/13/2009	6/30/2011
9	78.00 ANDRITZ AG	PURCHASED	3/22/2010	7/15/2011
10	177.00 ANDRITZ AG	PURCHASED	3/22/2010	7/15/2011
11	77.00 ANDRITZ AG	PURCHASED	3/22/2010	7/15/2011
12	74.00 ANDRITZ AG	PURCHASED	3/23/2010	7/15/2011
13	64.00 ANDRITZ AG	PURCHASED	4/15/2010	7/15/2011
14	200.00 ANGLO AMERICAN PLC	PURCHASED	11/13/2009	7/15/2011
15	1,692.00 ASML HOLDINGS NV	PURCHASED	6/28/2010	7/15/2011
16	1,022.00 ASML HOLDINGS NV	PURCHASED	6/30/2010	7/15/2011
17	2,600.00 ASSA ABLOY	PURCHASED	9/17/2009	7/15/2011
18	2,100.00 ASSA ABLOY	PURCHASED	9/18/2009	7/15/2011
19	1,225.00 AVNET	PURCHASED	10/27/2010	6/30/2011
20	2,115.00 AVNET	PURCHASED	11/03/2010	6/30/2011

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
21	1,830.00 AVNET	PURCHASED	11/11/2010	6/30/2011
22	241,046.80 BAIRD SHORT TERM BOND INST FUND	PURCHASED	9/19/2011	11/14/2011
23	241,046.80 BAIRD SHORT TERM BOND INST FUND	PURCHASED	9/19/2011	11/14/2011
24	241,046.80 BAIRD SHORT TERM BOND INST FUND	PURCHASED	9/19/2011	11/14/2011
25	6,800.00 BARRICK GOLD	PURCHASED	1/18/2006	6/30/2011
26	2,000.00 BARRICK GOLD	PURCHASED	6/08/2007	7/15/2011
27	2,190.00 BAYER AG NPV (WFB)	PURCHASED	7/02/2009	7/01/2011
28	300.00 BAYER AG ORD NPV	PURCHASED	4/09/2010	7/15/2011
29	8,300.00 BB&T	PURCHASED	5/12/2009	6/30/2011
30	1,700.00 BB&T	PURCHASED	7/09/2009	6/30/2011
31	3,400.00 BG GROUP	PURCHASED	11/28/2008	7/15/2011
32	3,900.00 BG GROUP	PURCHASED	12/01/2008	7/15/2011
33	800.00 BG GROUP	PURCHASED	8/13/2009	7/15/2011
34	1,200.00 BG GROUP	PURCHASED	8/18/2010	7/15/2011
35	1,506.00 BHP BILLITON LTD	PURCHASED	6/01/2009	7/18/2011
36	1,527.00 BNP PARIBAS	PURCHASED	4/20/2009	7/15/2011
37	64.00 BNP PARIBAS	PURCHASED	6/16/2009	7/15/2011
38	3,500.00 BOEING	PURCHASED	11/02/2009	6/30/2011
39	1,800.00 BOEING	PURCHASED	11/19/2009	6/30/2011
40	7,800.00 BRISTOL MYERS SQUIBB	PURCHASED	2/05/2010	6/30/2011
41	1,800.00 CAMECO	PURCHASED	1/28/2009	6/30/2011
42	4,500.00 CAMECO	PURCHASED	4/28/2009	6/30/2011
43	3,900.00 CANADIAN NATIONAL RES LTD	PURCHASED	3/22/2007	6/30/2011
44	2,200.00 CENOVUS ENERGY	PURCHASED	1/07/2010	7/15/2011
45	1,800.00 CENOVUS ENERGY	PURCHASED	1/20/2010	7/15/2011
46	1,600.00 CENOVUS ENERGY	PURCHASED	1/21/2010	7/15/2011
47	1,063,789.35 CG TRANSITION ACCT FOR ALL CNTY	WORLD EQ PURCHASED	11/01/2011	11/15/2011
48	1,000,000.00 CG TRANSITION ACCT FOR ALL CNTY	WORLD EQ PURCHASED	11/16/2011	11/30/2011
49	1,063,789.35 CG TRANSITION ACCT FOR ALL CNTY	WORLD EQ PURCHASED	11/01/2011	11/15/2011
50	1,000,000.00 CG TRANSITION ACCT FOR ALL CNTY	WORLD EQ PURCHASED	11/16/2011	11/30/2011
51	1,063,789.35 CG TRANSITION ACCT FOR ALL CNTY	WORLD EQ PURCHASED	11/01/2011	11/15/2011
52	1,000,000.00 CG TRANSITION ACCT FOR ALL CNTY	WORLD EQ PURCHASED	11/16/2011	11/30/2011
53	2,300.00 COACH	PURCHASED	4/16/2010	6/30/2011
54	3,300.00 COACH	PURCHASED	5/04/2010	6/30/2011
55	200.00 COACH	PURCHASED	5/06/2010	6/30/2011
56	3,200.00 COACH	PURCHASED	5/07/2010	6/30/2011
57	487.00 COCA-COLA AMATIL	PURCHASED	10/06/2009	7/18/2011
58	573.00 COCA-COLA AMATIL	PURCHASED	4/06/2010	7/18/2011
59	1,400.00 COLGATE PALMOLIVE	PURCHASED	5/20/2009	6/30/2011
60	400.00 COLGATE PALMOLIVE	PURCHASED	5/21/2009	6/30/2011
61	1,000.00 COLGATE PALMOLIVE	PURCHASED	10/14/2010	6/30/2011
62	11,450.00 COMCAST CORP CL A (NEW)	PURCHASED	11/03/2009	6/30/2011
63	11,100.00 COMCAST CORP CL A (NEW)	PURCHASED	9/27/2010	6/30/2011
64	11,700.00 COMCAST CORP CL A (NEW)	PURCHASED	9/27/2010	6/30/2011
65	5,300.00 COMCAST CORP CL A (NEW)	PURCHASED	10/25/2010	6/30/2011
66	2,400.00 COMCAST CORP CL A (NEW)	PURCHASED	10/25/2010	6/30/2011
67	4,900.00 COMPUTER SCIENCES	PURCHASED	5/23/2003	6/30/2011
68	7,425.00 COMPUWARE	PURCHASED	2/01/2010	6/30/2011
69	6,785.00 COMPUWARE	PURCHASED	2/08/2010	6/30/2011
70	6,255.00 COMPUWARE	PURCHASED	2/02/2010	8/11/2011

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
71	6,100.00 COSAN LTD	PURCHASED	6/14/2010	6/30/2011
72	500.00 COVIDIEN PLC	PURCHASED	1/25/2006	6/30/2011
73	750.00 COVIDIEN PLC	PURCHASED	1/30/2006	6/30/2011
74	625.00 COVIDIEN PLC	PURCHASED	2/01/2006	6/30/2011
75	662.00 CSL PHARMACEUTICAL	PURCHASED	2/17/2010	7/18/2011
76	393.00 CSL PHARMACEUTICAL	PURCHASED	2/19/2010	7/18/2011
77	1,600.00 DANAHER	PURCHASED	4/28/2006	6/30/2011
78	7,800.00 DANAHER	PURCHASED	3/27/2008	6/30/2011
79	6,000.00 DANAHER	PURCHASED	4/14/2008	6/30/2011
80	170.00 DBS GROUP HLDGS	PURCHASED	10/13/2010	7/18/2011
81	100.00 DELPHI FINANCIAL GROUP CL A	PURCHASED	8/06/2008	12/30/2011
82	75.00 DELPHI FINANCIAL GROUP CL A	PURCHASED	8/06/2008	12/30/2011
83	75.00 DELPHI FINANCIAL GROUP CL A	PURCHASED	8/20/2008	12/30/2011
84	50.00 DELPHI FINANCIAL GROUP CL A	PURCHASED	8/21/2008	12/30/2011
85	50.00 DELPHI FINANCIAL GROUP CL A	PURCHASED	8/25/2008	12/30/2011
86	4,900.00 DIAGEO ORD	PURCHASED	9/17/2009	7/15/2011
87	3,500.00 DIAGEO ORD	PURCHASED	7/07/2010	7/15/2011
88	900.00 DIAGEO PLC ADR	PURCHASED	1/22/2010	6/30/2011
89	600.00 DIAGEO PLC ADR	PURCHASED	1/25/2010	6/30/2011
90	1,000.00 DIAGEO PLC ADR	PURCHASED	1/28/2010	6/30/2011
91	600.00 DIAGEO PLC ADR	PURCHASED	1/29/2010	6/30/2011
92	7,900.00 DISNEY WALT	PURCHASED	1/06/2006	6/30/2011
93	2,700.00 DUKE ENERGY NEW	PURCHASED	4/08/2004	6/30/2011
94	2,300.00 DUKE ENERGY NEW	PURCHASED	4/12/2004	6/30/2011
95	5,000.00 DUKE ENERGY NEW	PURCHASED	6/21/2004	6/30/2011
96	700.00 EBAY	PURCHASED	1/22/2008	6/30/2011
97	5,000.00 EBAY	PURCHASED	7/26/2010	6/30/2011
98	3,400.00 EMERSON ELECTRONICS	PURCHASED	5/21/2009	6/30/2011
99	1,000.00 ENBRIDGE	PURCHASED	4/09/2010	7/15/2011
100	16,625.00 ENTERPRISE PRODUCTION PARTNERS	PURCHASED	2/08/2005	6/30/2011
101	300.00 FANUC LTD	PURCHASED	2/01/2010	7/19/2011
102	7,500.00 FEDEX	PURCHASED	5/20/2003	6/30/2011
103	2,500.00 FEDEX	PURCHASED	5/27/2003	6/30/2011
104	300.00 FEDEX	PURCHASED	6/04/2009	6/30/2011
105	500.00 FEDEX	PURCHASED	6/05/2009	6/30/2011
106	2,700.00 GENERAL ELECTRIC	PURCHASED	1/28/2009	6/30/2011
107	2,500.00 GENERAL ELECTRIC	PURCHASED	7/26/2010	6/30/2011
108	2,000.00 GENERAL MILLS	PURCHASED	6/11/2009	6/30/2011
109	1,600.00 GENPACT LIMITED	PURCHASED	11/02/2009	6/30/2011
110	1,000.00 GENPACT LIMITED	PURCHASED	11/09/2009	6/30/2011
111	500.00 GENPACT LIMITED	PURCHASED	11/10/2009	6/30/2011
112	4,800.00 GOLDMAN SACHS	PURCHASED	11/03/2008	6/30/2011
113	1,128.00 GROUPE DANONE	PURCHASED	2/23/2010	7/15/2011
114	2,072.00 HENNES & MAURITZ	PURCHASED	11/13/2009	7/15/2011
115	362.00 HENNES & MAURITZ	PURCHASED	1/07/2010	7/15/2011
116	5,000.00 HEWLETT PACKARD	PURCHASED	2/26/2004	6/30/2011
117	6,000.00 HEWLETT PACKARD	PURCHASED	2/10/2005	6/30/2011
118	10,000.00 HOME DEPOT	PURCHASED	11/16/2007	6/30/2011
119	400.00 HOME DEPOT	PURCHASED	11/17/2009	6/30/2011
120	200.00 HOME DEPOT	PURCHASED	11/20/2009	6/30/2011
121	460.00 HSBC HOLDINGS	PURCHASED	6/17/2009	7/15/2011
122	1,200.00 IBM	PURCHASED	4/15/2008	6/30/2011
123	100.00 ICICI BANK LTD ADR	PURCHASED	2/19/2010	7/15/2011
124	100.00 ICICI BANK LTD ADR	PURCHASED	2/22/2010	7/15/2011
125	600.00 ICICI BANK LTD ADR	PURCHASED	2/23/2010	7/15/2011
126	100.00 ICICI BANK LTD ADR	PURCHASED	2/25/2010	7/15/2011

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
127	100.00 ICICI BANK LTD ADR	PURCHASED	2/26/2010	7/15/2011
128	200.00 ICICI BANK LTD ADR	PURCHASED	3/02/2010	7/15/2011
129	100.00 ICICI BANK LTD ADR	PURCHASED	3/04/2010	7/15/2011
130	100.00 ICICI BANK LTD ADR	PURCHASED	3/08/2010	7/15/2011
131	100.00 ICICI BANK LTD ADR	PURCHASED	3/11/2010	7/15/2011
132	2,800.00 ILLINOIS TOOL WORKS	PURCHASED	7/17/2006	6/30/2011
133	600.00 IMPERIAL OIL LTD	PURCHASED	8/24/2010	7/15/2011
134	423.00 INDITEX	PURCHASED	6/11/2007	7/15/2011
135	200.00 INMET MINNING CORP	PURCHASED	7/23/2010	7/15/2011
136	100.00 INMET MINNING CORP	PURCHASED	7/26/2010	7/15/2011
137	100.00 INMET MINNING CORP	PURCHASED	8/10/2010	7/15/2011
138	2,900.00 IRON MOUNTAIN	PURCHASED	10/21/2008	6/30/2011
139	2,000.00 JGC CORP	PURCHASED	6/05/2009	7/19/2011
140	220.00 KEYENCE	PURCHASED	1/15/2009	7/19/2011
141	2,100.00 KLA-TENCOR	PURCHASED	9/28/2010	6/30/2011
142	1,300.00 KLA-TENCOR	PURCHASED	9/28/2010	6/30/2011
143	3,800.00 KLA-TENCOR	PURCHASED	9/29/2010	6/30/2011
144	5,500.00 KONINKLJKE KPN NV	PURCHASED	7/07/2010	7/15/2011
145	10,000.00 KRAFT FOODS	PURCHASED	7/24/2003	6/30/2011
146	2,400.00 KRAFT FOODS	PURCHASED	8/30/2004	6/30/2011
147	3,000.00 LEGG MASON	PURCHASED	12/29/2008	6/30/2011
148	200.00 LIBERTY GLOBAL SER C	PURCHASED	5/29/2007	6/30/2011
149	200.00 LIBERTY GLOBAL SER C	PURCHASED	5/29/2007	6/30/2011
150	200.00 LIBERTY GLOBAL SER C	PURCHASED	5/31/2007	6/30/2011
151	700.00 LIBERTY MEDIA HLDG INTERACTIVE SER A	PURCHASED	8/04/2004	6/30/2011
152	475.00 LIBERTY MEDIA HLDG INTERACTIVE SER A	PURCHASED	8/05/2004	6/30/2011
153	475.00 LIBERTY MEDIA HLDG INTERACTIVE SER A	PURCHASED	8/09/2004	6/30/2011
154	7,000.00 LIBERTY MEDIA HLDG INTERACTIVE SER A	PURCHASED	1/31/2008	6/30/2011
155	75.00 LINDE AG	PURCHASED	8/06/2009	7/15/2011
156	144.00 LINDE AG	PURCHASED	7/07/2010	7/15/2011
157	3,200.00 LOOPNET	PURCHASED	2/21/2008	6/30/2011
158	3,500.00 LOWES COMPANY	PURCHASED	10/21/2009	6/30/2011
159	2,000.00 LOWES COMPANY	PURCHASED	10/21/2009	6/30/2011
160	196.00 LVMH MOET-HENNESSY LOUIS VUITTON	PURCHASED	10/26/2009	7/15/2011
161	6,514.00 MAGELLAN MIDSTREAM PRTS	PURCHASED	1/04/2007	6/30/2011
162	0.75 MAGELLAN MIDSTREAM PRTS	PURCHASED	1/04/2007	7/06/2011
163	0.25 MAGELLAN MIDSTREAM PRTS	PURCHASED	1/05/2007	7/06/2011
164	4,200.00 MARSH & MCLENNAN	PURCHASED	4/09/2010	6/30/2011
165	100.00 MARSH & MCLENNAN	PURCHASED	4/12/2010	6/30/2011
166	5,000.00 MAXIM INTEGRATED PRODUCTS	PURCHASED	7/26/2010	6/30/2011
167	400.00 MAXIM INTEGRATED PRODUCTS	PURCHASED	9/28/2010	6/30/2011
168	300.00 MEDTRONICS	PURCHASED	10/08/2009	6/30/2011
169	400.00 MEDTRONICS	PURCHASED	10/13/2009	6/30/2011
170	1,000.00 MEDTRONICS	PURCHASED	10/14/2009	6/30/2011
171	500.00 MEDTRONICS	PURCHASED	10/16/2009	6/30/2011
172	100.00 MERCK NEW	PURCHASED	5/19/2009	6/30/2011
173	800.00 MERCK NEW	PURCHASED	6/05/2009	6/30/2011
174	500.00 MERCK NEW	PURCHASED	6/08/2009	6/30/2011
175	300.00 MERCK NEW	PURCHASED	7/13/2009	6/30/2011
176	200.00 MERCK NEW	PURCHASED	7/15/2009	6/30/2011
177	2,600.00 MICROCHIP TECHNOLOGY	PURCHASED	1/29/2008	6/30/2011
178	4,800.00 MICROCHIP TECHNOLOGY	PURCHASED	2/05/2008	6/30/2011

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FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
179	5,100.00 MICROCHIP TECHNOLOGY	PURCHASED	10/07/2008	6/30/2011
180	28.00 MOLEX CL A	PURCHASED	7/10/2009	6/30/2011
181	11,972.00 MOLEX CL A	PURCHASED	7/13/2009	6/30/2011
182	1,428.00 MOTOROLA SOLUTIONS	PURCHASED	11/10/2010	6/30/2011
183	200.00 MURATA MANUFACTURING	PURCHASED	6/05/2009	7/19/2011
184	300.00 MURATA MANUFACTURING	PURCHASED	12/07/2009	7/19/2011
185	800.00 MURATA MANUFACTURING	PURCHASED	1/18/2010	7/19/2011
186	200.00 MURATA MANUFACTURING	PURCHASED	2/23/2010	7/19/2011
187	8,000.00 NATL GRID TRANSCO	PURCHASED	7/07/2010	7/15/2011
188	6,010.00 NESTLE SA	PURCHASED	6/11/2007	7/15/2011
189	191.00 NESTLE SA	PURCHASED	9/07/2007	7/15/2011
190	913.00 NESTLE SA	PURCHASED	10/20/2008	7/15/2011
191	10,000.00 NEWS CORP	PURCHASED	10/08/2003	6/30/2011
192	10,000.00 NEWS CORP	PURCHASED	9/03/2004	6/30/2011
193	10,000.00 NEWS CORP	PURCHASED	12/28/2005	6/30/2011
194	5,000.00 NEWS CORP	PURCHASED	8/01/2008	6/30/2011
195	400.00 NIDEC CORPORATION	PURCHASED	7/23/2008	7/19/2011
196	1,500.00 NOBLE ENERGY	PURCHASED	8/24/2010	6/30/2011
197	4,400.00 NORFOLK SOUTHERN	PURCHASED	5/07/2010	6/30/2011
198	1,200.00 NORFOLK SOUTHERN	PURCHASED	5/11/2010	6/30/2011
199	400.00 NORFOLK SOUTHERN	PURCHASED	5/12/2010	6/30/2011
200	2,800.00 NORFOLK SOUTHERN	PURCHASED	10/14/2010	6/30/2011
201	2,021.00 NOVARTIS AG	PURCHASED	7/28/2010	7/15/2011
202	1,500.00 NOVARTIS AG ADR	PURCHASED	6/07/2007	6/30/2011
203	3,500.00 NUCOR	PURCHASED	10/15/2008	6/30/2011
204	5,400.00 NUCOR	PURCHASED	11/06/2008	6/30/2011
205	10,200.00 ORACLE	PURCHASED	9/22/2010	6/30/2011
206	33,200.00 PANASONIC ADR	PURCHASED	5/16/2003	6/30/2011
207	600.00 PENGROWTH ENERGY	PURCHASED	3/12/2010	7/15/2011
208	5,500.00 PEPSICO	PURCHASED	5/05/2004	6/30/2011
209	700.00 PEPSICO	PURCHASED	8/10/2005	6/30/2011
210	7,400.00 PEPSICO	PURCHASED	1/13/2009	6/30/2011
211	450.75 PERNOD-RICARD	PURCHASED	8/10/2009	7/15/2011
212	462.25 PERNOD-RICARD	PURCHASED	9/27/2010	7/15/2011
213	15,592.00 PFIZER	PURCHASED	8/15/1997	6/30/2011
214	6,797.00 PFIZER	PURCHASED	10/16/2009	6/30/2011
215	6,500.00 PROGRESSIVE	PURCHASED	12/27/2007	6/30/2011
216	3,300.00 PROGRESSIVE	PURCHASED	10/15/2008	6/30/2011
217	8,100.00 QUALCOMM	PURCHASED	7/23/2008	6/30/2011
218	4,300.00 QUALCOMM	PURCHASED	11/19/2009	6/30/2011
219	1,300.00 QUALCOMM	PURCHASED	5/07/2010	6/30/2011
220	14,475.00 QUESTAR	PURCHASED	7/16/2010	8/11/2011
221	8,810.00 REPUBLIC SERVICES	PURCHASED	6/16/2009	6/30/2011
222	1,043.00 RICHEMONT (CIE FIN)	PURCHASED	6/11/2007	7/15/2011
223	10,830.00 SAFEWAY NEW	PURCHASED	9/10/2009	6/30/2011
224	6,275.00 SAFEWAY NEW	PURCHASED	9/11/2009	6/30/2011
225	5,110.00 SAFEWAY NEW	PURCHASED	9/15/2009	6/30/2011
226	870.00 SAMPO OYJ	PURCHASED	4/09/2010	7/15/2011
227	3,000.00 SANOFI AVENTIS ADR	PURCHASED	6/28/2010	6/30/2011
228	200.00 SAP AG ORD NPV	PURCHASED	9/08/2008	7/15/2011
229	1,100.00 SAP AG ORD NPV	PURCHASED	12/09/2008	7/15/2011
230	700.00 SAP AG ORD NPV	PURCHASED	7/07/2010	7/15/2011
231	900.00 SCHLUMBERGER	PURCHASED	10/19/2009	6/30/2011
232	700.00 SCHLUMBERGER	PURCHASED	9/09/2010	6/30/2011
233	1,200.00 SCHLUMBERGER	PURCHASED	9/13/2010	6/30/2011
234	2,200.00 SCHLUMBERGER	PURCHASED	10/14/2010	6/30/2011

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
235	11,600.00 SCHWAB CHARLES	PURCHASED	7/14/2010	6/30/2011
236	5,000.00 SCHWAB CHARLES	PURCHASED	7/26/2010	6/30/2011
237	1,800.00 SCRIPPS NETWORKS INTERACTIVE	PURCHASED	2/18/2010	6/30/2011
238	900.00 SCRIPPS NETWORKS INTERACTIVE	PURCHASED	2/19/2010	6/30/2011
239	300.00 SES FDR SA	PURCHASED	11/02/2009	7/15/2011
240	200.00 SES FDR SA	PURCHASED	11/16/2009	7/15/2011
241	100.00 SMC CORP	PURCHASED	8/19/2008	7/19/2011
242	100.00 SMC CORP	PURCHASED	8/20/2008	7/19/2011
243	100.00 SMC CORP	PURCHASED	8/27/2008	7/19/2011
244	100.00 SMC CORP	PURCHASED	8/28/2008	7/19/2011
245	100.00 SMC CORP	PURCHASED	9/01/2008	7/19/2011
246	222.00 SONOVA HOLDINGS AG	PURCHASED	8/21/2009	7/15/2011
247	153.00 SONOVA HOLDINGS AG	PURCHASED	8/24/2009	7/15/2011
248	232.00 SONOVA HOLDINGS AG	PURCHASED	8/24/2009	7/15/2011
249	125.00 STANDARD CHARTERED	PURCHASED	3/30/2009	7/15/2011
250	52.00 STANDARD CHARTERED	PURCHASED	5/15/2009	7/15/2011
251	262.50 STANDARD CHARTERED	PURCHASED	9/17/2009	7/15/2011
252	112.50 STANDARD CHARTERED	PURCHASED	10/01/2009	7/15/2011
253	1,400.00 STANLEY BLACK & DECKER	PURCHASED	1/04/2010	6/30/2011
254	200.00 STANLEY BLACK & DECKER	PURCHASED	1/05/2010	6/30/2011
255	2,200.00 STANLEY BLACK & DECKER	PURCHASED	1/05/2010	6/30/2011
256	200.00 STANLEY BLACK & DECKER	PURCHASED	2/17/2010	6/30/2011
257	3,500.00 SWIRE PACIFIC	PURCHASED	6/11/2007	7/18/2011
258	5,000.00 SYMANTEC	PURCHASED	7/29/2010	6/30/2011
259	44.00 SYNGEMTA AG	PURCHASED	9/23/2010	7/15/2011
260	40.00 SYNGEMTA AG	PURCHASED	10/01/2010	7/15/2011
261	142.00 SYNGEMTA AG	PURCHASED	10/01/2010	7/15/2011
262	5,000.00 SYNOPSIS	PURCHASED	6/28/2010	6/30/2011
263	5,899.00 TAIWAN SEMICONDUCTOR ADR	PURCHASED	10/30/2008	7/15/2011
264	2,025.00 TELEFLEX	PURCHASED	4/08/2008	6/30/2011
265	1,775.00 TELEFLEX	PURCHASED	4/09/2008	6/30/2011
266	1,225.00 TELEFLEX	PURCHASED	4/11/2008	6/30/2011
267	5,475.00 TELEFLEX	PURCHASED	4/22/2008	6/30/2011
268	29,563.00 TELSTRA CORP	PURCHASED	12/18/2008	7/18/2011
269	100.00 TELUS CORP NON VOTING	PURCHASED	7/21/2010	7/15/2011
270	100.00 TELUS CORP NON VOTING	PURCHASED	7/26/2010	7/15/2011
271	700.00 TERUMO CORP	PURCHASED	10/08/2009	7/19/2011
272	9,800.00 TESCO	PURCHASED	6/05/2009	7/15/2011
273	2,000.00 TESCO	PURCHASED	7/28/2009	7/15/2011
274	500.00 TIFFANY NEW	PURCHASED	8/06/2010	6/30/2011
275	600.00 TIFFANY NEW	PURCHASED	8/10/2010	6/30/2011
276	4,800.00 TIFFANY NEW	PURCHASED	8/11/2010	6/30/2011
277	3,800.00 TIME WARNER (NEW)	PURCHASED	10/16/2002	6/30/2011
278	600.00 TIME WARNER (NEW)	PURCHASED	1/23/2003	6/30/2011
279	2,133.01 TIME WARNER (NEW)	PURCHASED	1/23/2003	6/30/2011
280	1,464.23 TIME WARNER CABLE	PURCHASED	2/26/2004	7/01/2011
281	836.70 TIME WARNER CABLE	PURCHASED	6/21/2004	7/01/2011
282	0.08 TIME WARNER CABLE	PURCHASED	3/27/2006	7/01/2011
283	10,000.00 TINGYI (CAYMAN) ORD US	PURCHASED	10/09/2009	7/18/2011
284	2,000.00 TINGYI (CAYMAN) ORD US	PURCHASED	10/12/2009	7/18/2011
285	4,000.00 TINGYI (CAYMAN) ORD US	PURCHASED	10/14/2009	7/18/2011
286	2,000.00 TINGYI (CAYMAN) ORD US	PURCHASED	10/23/2009	7/18/2011
287	2,000.00 TINGYI (CAYMAN) ORD US	PURCHASED	10/27/2009	7/18/2011
288	2,000.00 TINGYI (CAYMAN) ORD US	PURCHASED	11/06/2009	7/18/2011
289	8,000.00 TINGYI (CAYMAN) ORD US	PURCHASED	9/27/2010	7/18/2011
290	3,590.00 TRANSATLANTIC HLDGS	PURCHASED	6/05/2009	6/30/2011

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
291	4,000.00 TRAVELERS COMPANIES	PURCHASED	2/02/2005	6/30/2011
292	100.00 TREND MICRO	PURCHASED	8/24/2010	7/19/2011
293	100.00 TREND MICRO	PURCHASED	8/27/2010	7/19/2011
294	775.00 TYCO INTERNATIONAL	PURCHASED	1/31/2006	6/30/2011
295	375.00 TYCO INTERNATIONAL	PURCHASED	2/13/2006	6/30/2011
296	22,905.00 UNILEVER NV NEW ADR	PURCHASED	3/19/2009	6/30/2011
297	100.00 UNITED TECHNOLOGIES	PURCHASED	11/15/2010	6/30/2011
298	12,000.00 US BANCORP NEW	PURCHASED	12/14/2009	6/30/2011
299	2,600.00 VISA	PURCHASED	2/26/2009	6/30/2011
300	650.00 VISA	PURCHASED	5/19/2009	6/30/2011
301	5,000.00 VODAFONE GROUP PLC NEW	PURCHASED	2/08/2010	6/30/2011
302	2,500.00 VODAFONE GROUP PLC NEW	PURCHASED	6/28/2010	6/30/2011
303	12,500.00 WAL MART STORES	PURCHASED	10/18/2005	6/30/2011
304	3,000.00 WAL MART STORES	PURCHASED	9/28/2007	6/30/2011
305	23,500.00 WEATHERFORD INTL LTD	PURCHASED	5/07/2010	6/30/2011
306	2,600.00 WEBSense	PURCHASED	6/21/2004	6/30/2011
307	2,060.00 WEBSense	PURCHASED	2/03/2010	6/30/2011
308	9,600.00 WELLS FARGO (NEW)	PURCHASED	12/14/2001	6/30/2011
309	1,290.00 WILLIAMS COS	PURCHASED	6/04/2010	6/30/2011
310	20,000.00 XEROX	PURCHASED	1/28/2009	6/30/2011
311	CASH - CANADIAN DOLLARS	PURCHASED	7/26/2011	7/28/2011
312	CASH - EUROS	PURCHASED	7/26/2011	7/28/2011
313	CASH - JAPANESE YEN	PURCHASED	7/26/2011	7/28/2011
314	US DOLLAR CURRENCY	PURCHASED	7/26/2011	7/28/2011
315	CASH - SWISS FRANCS	PURCHASED	7/26/2011	7/28/2011
316	CASH - BRITISH POUNDS	PURCHASED	7/26/2011	7/28/2011
317	CASH - HONG KONG DOLLARS	PURCHASED	7/26/2011	7/28/2011
318	CASH - SINGAPORE DOLLAR	PURCHASED	7/26/2011	7/28/2011
319	CASH - SWEDISH KRONER	PURCHASED	7/26/2011	7/28/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	170,600.		149,300.	21,300.				\$ 21,300.
2	170,600.		140,547.	30,053.				30,053.
3	34,043.		26,175.	7,868.				7,868.
4	1063789.		1000000.	63,789.				63,789.
5	1063789.		1000000.	63,789.				63,789.
6	1063789.		1000000.	63,789.				63,789.
7	124,868.		75,225.	49,643.				49,643.
8	56,477.		36,960.	19,517.				19,517.
9	8,155.		4,745.	3,410.				3,410.
10	18,505.		10,824.	7,681.				7,681.
11	8,050.		4,711.	3,339.				3,339.
12	7,737.		4,606.	3,131.				3,131.
13	6,691.		4,105.	2,586.				2,586.
14	9,567.		8,453.	1,114.				1,114.
15	58,353.		49,575.	8,778.				8,778.
16	35,246.		28,623.	6,623.				6,623.
17	63,318.		43,241.	20,077.				20,077.
18	51,142.		35,035.	16,107.				16,107.
19	39,201.		35,359.	3,842.				3,842.
20	67,681.		64,018.	3,663.				3,663.
21	58,561.		56,092.	2,469.				2,469.
22	2333318.		2338154.	-4,836.				-4,836.

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
23	2333318.		2338154.	-4,836.				\$ -4,836.
24	2333318.		2338154.	-4,836.				-4,836.
25	305,672.		198,563.	107,109.				107,109.
26	96,197.		56,308.	39,889.				39,889.
27	175,784.		116,137.	59,647.				59,647.
28	23,509.		20,155.	3,354.				3,354.
29	222,231.		166,000.	56,231.				56,231.
30	45,517.		35,410.	10,107.				10,107.
31	76,399.		48,102.	28,297.				28,297.
32	87,635.		51,761.	35,874.				35,874.
33	17,976.		13,901.	4,075.				4,075.
34	26,964.		19,495.	7,469.				7,469.
35	68,344.		40,771.	27,573.				27,573.
36	98,326.		77,526.	20,800.				20,800.
37	4,121.		3,097.	1,024.				1,024.
38	258,896.		168,253.	90,643.				90,643.
39	133,146.		92,212.	40,934.				40,934.
40	225,648.		185,564.	40,084.				40,084.
41	47,255.		31,597.	15,658.				15,658.
42	118,137.		94,657.	23,480.				23,480.
43	163,448.		103,502.	59,946.				59,946.
44	84,597.		57,226.	27,371.				27,371.
45	69,216.		44,379.	24,837.				24,837.
46	61,525.		38,738.	22,787.				22,787.
47	1068306.		1063789.	4,517.				4,517.
48	1009577.		1000000.	9,577.				9,577.
49	1068306.		1063789.	4,517.				4,517.
50	1009577.		1000000.	9,577.				9,577.
51	1068306.		1063789.	4,517.				4,517.
52	1009577.		1000000.	9,577.				9,577.
53	147,419.		97,298.	50,121.				50,121.
54	211,514.		137,857.	73,657.				73,657.
55	12,819.		7,602.	5,217.				5,217.
56	205,105.		124,041.	81,064.				81,064.
57	5,818.		4,090.	1,728.				1,728.
58	6,845.		5,846.	999.				999.
59	122,002.		89,474.	32,528.				32,528.
60	34,858.		25,200.	9,658.				9,658.
61	87,144.		76,027.	11,117.				11,117.
62	290,088.		165,442.	124,646.				124,646.
63	281,221.		204,011.	77,210.				77,210.
64	296,422.		215,171.	81,251.				81,251.
65	134,277.		105,022.	29,255.				29,255.
66	60,805.		47,591.	13,214.				13,214.
67	187,081.		183,460.	3,621.				3,621.
68	72,402.		56,596.	15,806.				15,806.
69	66,161.		49,023.	17,138.				17,138.
70	48,363.		47,204.	1,159.				1,159.
71	75,081.		57,921.	17,160.				17,160.
72	26,533.		16,793.	9,740.				9,740.
73	39,799.		25,248.	14,551.				14,551.
74	33,166.		20,659.	12,507.				12,507.
75	22,829.		20,100.	2,729.				2,729.

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
76	13,552.		11,959.	1,593.			\$ 1,593.	
77	85,094.		51,295.	33,799.			33,799.	
78	414,835.		300,376.	114,459.			114,459.	
79	319,104.		222,037.	97,067.			97,067.	
80	2,043.		1,716.	327.			327.	
81	4,416.		2,531.	1,885.			1,885.	
82	3,312.		1,899.	1,413.			1,413.	
83	3,312.		1,905.	1,407.			1,407.	
84	2,208.		1,287.	921.			921.	
85	2,208.		1,305.	903.			903.	
86	98,615.		79,301.	19,314.			19,314.	
87	70,440.		55,501.	14,939.			14,939.	
88	73,668.		61,997.	11,671.			11,671.	
89	49,112.		41,292.	7,820.			7,820.	
90	81,854.		68,021.	13,833.			13,833.	
91	49,112.		40,704.	8,408.			8,408.	
92	306,973.		193,133.	113,840.			113,840.	
93	50,604.		34,109.	16,495.			16,495.	
94	43,107.		28,850.	14,257.			14,257.	
95	93,711.		58,749.	34,962.			34,962.	
96	22,319.		19,172.	3,147.			3,147.	
97	159,422.		105,725.	53,697.			53,697.	
98	190,652.		108,553.	82,099.			82,099.	
99	32,702.		24,494.	8,208.			8,208.	
100	714,306.		434,799.	279,507.			279,507.	
101	52,830.		29,959.	22,871.			22,871.	
102	709,945.		456,112.	253,833.			253,833.	
103	236,648.		154,983.	81,665.			81,665.	
104	28,398.		16,992.	11,406.			11,406.	
105	47,330.		28,964.	18,366.			18,366.	
106	50,770.		36,329.	14,441.			14,441.	
107	47,009.		40,387.	6,622.			6,622.	
108	74,525.		54,763.	19,762.			19,762.	
109	27,481.		19,216.	8,265.			8,265.	
110	17,176.		13,939.	3,237.			3,237.	
111	8,588.		6,966.	1,622.			1,622.	
112	639,978.		430,229.	209,749.			209,749.	
113	80,984.		66,964.	14,020.			14,020.	
114	68,941.		65,667.	3,274.			3,274.	
115	12,045.		9,978.	2,067.			2,067.	
116	183,101.		114,785.	68,316.			68,316.	
117	219,721.		128,596.	91,125.			91,125.	
118	359,949.		284,714.	75,235.			75,235.	
119	14,398.		10,685.	3,713.			3,713.	
120	7,199.		5,351.	1,848.			1,848.	
121	4,455.		3,956.	499.			499.	
122	206,101.		140,554.	65,547.			65,547.	
123	4,685.		3,642.	1,043.			1,043.	
124	4,685.		3,645.	1,040.			1,040.	
125	28,112.		21,873.	6,239.			6,239.	
126	4,685.		3,645.	1,040.			1,040.	
127	4,685.		3,770.	915.			915.	
128	9,371.		7,835.	1,536.			1,536.	

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
129	4,685.		3,945.	740.			\$ 740.	
130	4,685.		4,068.	617.			617.	
131	4,685.		4,118.	567.			567.	
132	157,500.		121,900.	35,600.			35,600.	
133	27,744.		22,114.	5,630.			5,630.	
134	37,008.		25,529.	11,479.			11,479.	
135	14,584.		9,320.	5,264.			5,264.	
136	7,292.		4,680.	2,612.			2,612.	
137	7,292.		4,960.	2,332.			2,332.	
138	97,840.		65,969.	31,871.			31,871.	
139	58,733.		32,002.	26,731.			26,731.	
140	60,704.		30,849.	29,855.			29,855.	
141	85,049.		71,636.	13,413.			13,413.	
142	52,650.		43,773.	8,877.			8,877.	
143	153,899.		132,780.	21,119.			21,119.	
144	72,975.		72,725.	250.			250.	
145	352,577.		287,020.	65,557.			65,557.	
146	84,619.		74,910.	9,709.			9,709.	
147	98,934.		59,969.	38,965.			38,965.	
148	8,528.		7,057.	1,471.			1,471.	
149	8,528.		7,073.	1,455.			1,455.	
150	8,528.		7,155.	1,373.			1,373.	
151	11,733.		11,486.	247.			247.	
152	7,962.		7,786.	176.			176.	
153	7,962.		7,734.	228.			228.	
154	117,330.		111,511.	5,819.			5,819.	
155	12,921.		7,511.	5,410.			5,410.	
156	24,808.		15,415.	9,393.			9,393.	
157	58,897.		36,976.	21,921.			21,921.	
158	81,574.		73,063.	8,511.			8,511.	
159	46,614.		41,776.	4,838.			4,838.	
160	34,432.		21,382.	13,050.			13,050.	
161	388,097.		237,990.	150,107.			150,107.	
162	45.		27.	18.			18.	
163	15.		9.	6.			6.	
164	131,542.		102,273.	29,269.			29,269.	
165	3,132.		2,430.	702.			702.	
166	127,420.		92,025.	35,395.			35,395.	
167	10,194.		7,199.	2,995.			2,995.	
168	11,583.		11,085.	498.			498.	
169	15,445.		14,779.	666.			666.	
170	38,611.		36,956.	1,655.			1,655.	
171	19,306.		18,498.	808.			808.	
172	3,537.		2,558.	979.			979.	
173	28,300.		20,863.	7,437.			7,437.	
174	17,687.		12,789.	4,898.			4,898.	
175	10,612.		8,033.	2,579.			2,579.	
176	7,075.		5,381.	1,694.			1,694.	
177	98,490.		76,858.	21,632.			21,632.	
178	181,827.		140,526.	41,301.			41,301.	
179	193,191.		123,111.	70,080.			70,080.	
180	601.		385.	216.			216.	
181	257,137.		164,082.	93,055.			93,055.	

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
182	65,673.		47,191.	18,482.			\$ 18,482.	
183	12,993.		8,607.	4,386.			4,386.	
184	19,489.		15,145.	4,344.			4,344.	
185	51,972.		44,813.	7,159.			7,159.	
186	12,993.		10,804.	2,189.			2,189.	
187	77,863.		60,401.	17,462.			17,462.	
188	377,393.		227,092.	150,301.			150,301.	
189	11,994.		7,968.	4,026.			4,026.	
190	57,331.		36,522.	20,809.			20,809.	
191	176,551.		139,350.	37,201.			37,201.	
192	176,551.		147,075.	29,476.			29,476.	
193	176,551.		155,495.	21,056.			21,056.	
194	88,275.		69,725.	18,550.			18,550.	
195	38,399.		25,946.	12,453.			12,453.	
196	133,723.		98,795.	34,928.			34,928.	
197	330,972.		243,002.	87,970.			87,970.	
198	90,265.		71,195.	19,070.			19,070.	
199	30,088.		24,307.	5,781.			5,781.	
200	210,618.		171,851.	38,767.			38,767.	
201	123,950.		98,529.	25,421.			25,421.	
202	91,221.		84,044.	7,177.			7,177.	
203	144,227.		111,927.	32,300.			32,300.	
204	222,521.		178,314.	44,207.			44,207.	
205	334,302.		276,664.	57,638.			57,638.	
206	404,252.		286,802.	117,450.			117,450.	
207	7,578.		6,744.	834.			834.	
208	385,854.		299,486.	86,368.			86,368.	
209	49,109.		38,194.	10,915.			10,915.	
210	519,149.		386,069.	133,080.			133,080.	
211	42,589.		33,248.	9,341.			9,341.	
212	43,675.		37,603.	6,072.			6,072.	
213	321,030.		248,230.	72,800.			72,800.	
214	139,946.		120,035.	19,911.			19,911.	
215	139,236.		123,265.	15,971.			15,971.	
216	70,689.		47,119.	23,570.			23,570.	
217	458,264.		358,052.	100,212.			100,212.	
218	243,276.		193,616.	49,660.			49,660.	
219	73,549.		47,325.	26,224.			26,224.	
220	253,887.		231,814.	22,073.			22,073.	
221	272,329.		197,508.	74,821.			74,821.	
222	68,420.		44,918.	23,502.			23,502.	
223	250,552.		214,853.	35,699.			35,699.	
224	145,172.		126,114.	19,058.			19,058.	
225	118,220.		99,410.	18,810.			18,810.	
226	26,118.		23,371.	2,747.			2,747.	
227	120,310.		91,695.	28,615.			28,615.	
228	11,546.		10,853.	693.			693.	
229	63,501.		39,804.	23,697.			23,697.	
230	40,410.		32,382.	8,028.			8,028.	
231	77,735.		63,775.	13,960.			13,960.	
232	60,461.		41,188.	19,273.			19,273.	
233	103,647.		71,932.	31,715.			31,715.	
234	190,019.		141,315.	48,704.			48,704.	

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LISA AND DOUGLAS GOLDMAN FUND

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
235	191,112.		168,514.	22,598.			\$ 22,598.	
236	82,376.		76,545.	5,831.			5,831.	
237	87,577.		70,702.	16,875.			16,875.	
238	43,789.		35,790.	7,999.			7,999.	
239	8,053.		6,629.	1,424.			1,424.	
240	5,368.		4,462.	906.			906.	
241	18,072.		9,837.	8,235.			8,235.	
242	18,072.		10,062.	8,010.			8,010.	
243	18,072.		10,013.	8,059.			8,059.	
244	18,072.		9,999.	8,073.			8,073.	
245	18,072.		10,220.	7,852.			7,852.	
246	20,816.		19,475.	1,341.			1,341.	
247	14,346.		13,574.	772.			772.	
248	21,753.		20,601.	1,152.			1,152.	
249	3,274.		2,270.	1,004.			1,004.	
250	1,362.		1,016.	346.			346.	
251	6,874.		5,557.	1,317.			1,317.	
252	2,946.		2,302.	644.			644.	
253	100,048.		73,627.	26,421.			26,421.	
254	14,293.		10,570.	3,723.			3,723.	
255	157,219.		117,137.	40,082.			40,082.	
256	14,293.		11,167.	3,126.			3,126.	
257	48,471.		38,558.	9,913.			9,913.	
258	98,171.		66,190.	31,981.			31,981.	
259	14,748.		11,189.	3,559.			3,559.	
260	13,407.		10,025.	3,382.			3,382.	
261	47,596.		35,591.	12,005.			12,005.	
262	129,327.		109,655.	19,672.			19,672.	
263	71,757.		46,061.	25,696.			25,696.	
264	123,929.		101,307.	22,622.			22,622.	
265	108,629.		88,680.	19,949.			19,949.	
266	74,969.		61,324.	13,645.			13,645.	
267	335,067.		283,844.	51,223.			51,223.	
268	94,418.		74,690.	19,728.			19,728.	
269	5,452.		3,780.	1,672.			1,672.	
270	5,452.		3,891.	1,561.			1,561.	
271	39,338.		31,583.	7,755.			7,755.	
272	63,411.		57,718.	5,693.			5,693.	
273	12,941.		12,251.	690.			690.	
274	39,338.		21,630.	17,708.			17,708.	
275	47,205.		26,380.	20,825.			20,825.	
276	377,643.		204,333.	173,310.			173,310.	
277	137,768.		97,329.	40,439.			40,439.	
278	21,753.		17,587.	4,166.			4,166.	
279	77,331.		63,637.	13,694.			13,694.	
280	115,096.		76,091.	39,005.			39,005.	
281	65,769.		43,710.	22,059.			22,059.	
282	6.		4.	2.			2.	
283	31,193.		21,107.	10,086.			10,086.	
284	6,239.		4,290.	1,949.			1,949.	
285	12,477.		8,784.	3,693.			3,693.	
286	6,239.		4,480.	1,759.			1,759.	
287	6,239.		4,537.	1,702.			1,702.	

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
288	6,239.		4,539.	1,700.			\$ 1,700.	
289	24,954.		21,104.	3,850.			3,850.	
290	176,551.		145,486.	31,065.			31,065.	
291	234,061.		152,420.	81,641.			81,641.	
292	3,227.		2,638.	589.			589.	
293	3,227.		2,601.	626.			626.	
294	38,222.		31,615.	6,607.			6,607.	
295	18,495.		14,725.	3,770.			3,770.	
296	751,224.		430,772.	320,452.			320,452.	
297	8,850.		7,533.	1,317.			1,317.	
298	304,687.		275,045.	29,642.			29,642.	
299	219,925.		145,484.	74,441.			74,441.	
300	54,981.		42,101.	12,880.			12,880.	
301	133,615.		108,925.	24,690.			24,690.	
302	66,808.		54,713.	12,095.			12,095.	
303	660,212.		565,938.	94,274.			94,274.	
304	158,451.		131,304.	27,147.			27,147.	
305	437,909.		358,107.	79,802.			79,802.	
306	67,410.		44,385.	23,025.			23,025.	
307	53,409.		40,138.	13,271.			13,271.	
308	270,708.		205,776.	64,932.			64,932.	
309	38,857.		25,681.	13,176.			13,176.	
310	208,524.		148,226.	60,298.			60,298.	
311	423,496.		419,629.	3,867.			3,867.	
312	778,515.		773,081.	5,434.			5,434.	
313	451,369.		444,266.	7,103.			7,103.	
314	218,642.		211,806.	6,836.			6,836.	
315	785,380.		771,754.	13,626.			13,626.	
316	567,506.		560,723.	6,783.			6,783.	
317	142,078.		142,049.	29.			29.	
318	2,067.		2,043.	24.			24.	
319	199,970.		195,446.	4,524.			4,524.	
							TOTAL	\$ 819,1349.

STATEMENT 12
FORM 990-PF, PART VI, LINE 9
TAX DUE

TAX DUE.....	\$	100,184.
LATE PAYMENT PENALTY.....		2,504.
LATE INTEREST.....		378.
TOTAL	\$	<u>103,066.</u>

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STATEMENT 16 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ASSOCIATION OF SMALL FOUNDATIONS 33 WILD BERRY LANE UNDERHILL, VT 05489	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	\$ 1,000.
BERKELEY HILLEL 2736 BANCROFT WAY BERKELEY, CA 94704	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,500.
BING SCHOOL-STANFORD UNIVERSITY 850 ESCONDIDO ROAD STANFORD, CA 94305	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	500.
BUREAU OF JEWISH EDUCATION 639 14TH AVENUE AT BALBOA SAN FRANCISCO, CA 94118	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,000.
CAL ATHLETIC BACKERS-UCB 2223 FULTON STREET #4424 BERKELEY, CA 94720	NONPROFIT ORG	501C3	TENNIS, FOOTBALL, INTERCOLLEGIATE SPORTS	5,000.
CALIFORNIA ACADEMY OF SCIENCES 875 HOWARD STREET SAN FRANCISCO, CA 94103	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES AND CAPITAL CAMPAIGN	111,000.
CENTRAL CITY HOSPITALITY HOUSE 290 TURK STREET SAN FRANCISCO, CA 94102	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
CHILDREN'S BOOK PROJECT 290A NAPLOLEON STREET SAN FRANCISCO, CA 94124	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
CONGREGATION EMANU-EL 2 LAKE STREET SAN FRANCISCO, CA 94118	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	145,000.
CORO FOUNDATION 601 MONTGOMERY STREET SAN FRANCISCO, CA 94111	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
CPMC FOUNDATION 1255 POST STREET, SUITE 700 SAN FRANCISCO, CA 94109	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	6,000.

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STATEMENT 16 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
GLIDE FOUNDATION--FOOD & MEALS 330 ELLIS STREET SAN FRANCISCO, CA 94102	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	\$ 2,500.
GOLDMAN SCHOOL PUBLIC POLICY UCB - 2607 HEARST AVENUE #7320 BERKELEY, CA 94720	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	28,400.
HABITAT FOR HUMANITY, SAN FRANCISCO 78 OCEAN AVENUE SAN FRANCISCO, CA 94112	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
HAMILTON FAMILY CENTER 1631 HAYES STREET SAN FRANCISCO, CA 94117	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,500.
HAMLIN SCHOOL 2120 BROADWAY SAN FRANCISCO, CA 94115	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
HEARING AND SPEECH CENTER NORTHERN CALIF 49 POWELL STREET, SUITE 400 SAN FRANCISCO, CA 94102	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,000.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
JEWISH COMMUNITY CENTER OF SF 3200 CALIFORNIA STREET SAN FRANCISCO, CA 94118	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES AND JCC MACCABI GAMES	10,000.
JEWISH FAMILY & CHILDREN'S SERVICES 2150 POST STREET SAN FRANCISCO, CA 94115	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,000.
JEWISH VOCATIONAL SERVICE 225 BUSH STREET, SUITE 400 SAN FRANCISCO, CA 94104	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
JUDAH L. MAGNES MUSEUM 2911 RUSSELL STREET BERKELEY, CA 94705	UNRELATED THIRD PARTY	501C3	GENERAL CHARITABLE PURPOSES	2,000.

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STATEMENT 16 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MEDICAL STUDENTS FOR CHOICE P.O. BOX 70190 OAKLAND, CA 94612	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	\$ 1,000.
MENLO SCHOOL 50 VALPARAISO AVENUE ATHERTON, CA 94027	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
NARAL PRO-CHOICE AMERICA FOUNDATION 1156 15TH STREET, NW SUITE 700 WASHINGTON, DC 20005	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	5,000.
NATURAL RESOURCES DEFENSE COUNCIL 111 SUTTER STREET, 20TH FLOOR SAN FRANCISCO, CA 94104	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
NEW ISRAEL FUND 785 MARKET STREET, 14TH FLOOR SAN FRANCISCO, CA 94103	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES AND CARMEL FOREST FIRE RESPONSE FUND	10,000.
NORTHERN CALIF ENVIRONMENTAL GRASSROOTS 6008 COLLEGE AVENUE, SUITE 10 OAKLAND, CA 94618	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	20,000.
NORTHERN CALIFORNIA GOLF ASSOCIATION P.O. BOX 1157 PEBBLE BEACH, CA 93953	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	40,000.
NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET STREET, 15TH FLOOR SAN FRANCISCO, CA 94105	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	4,500.
OAKLAND MUSEUM OF CALIFORNIA FOUNDATION 1000 OAK STREET OAKLAND, CA 94607	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES AND MUSEUM OF CA CAMPAIGN	41,000.

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STATEMENT 16 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
PLANNED PARENTHOOD SHASTA PACIFIC 815 EDDY STREET, SUITE 300 SAN FRANCISCO, CA 94109	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	\$ 2,500.
POPULATION CONNECTION 1400 SIXTEENTH STREET, N.W. WASHINGTON, DC 20036	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	15,000.
PORTOLA & EXCELSIOR FAMILY CONNECTIONS 459 VIENNA ST. SAN FRANCISCO, CA 94112	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	25,000.
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO, CA 94109	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
PROJECT READ-SF PUBLIC LIBRARY 100 LARKIN STREET SAN FRANCISCO, CA 94102	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,000.
PUSH-2-EXCEL, INC. 2269 CHESTNUT STREET, #473 SAN FRANCISCO, CA 94123	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,000.
RANDALL MUSEUM FRIENDS 199 MUSEUM WAY SAN FRANCISCO, CA 94114	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
RCRC EDUCATIONAL FUND 1025 VERMONT AVENUE N.W. #1130 WASHINGTON, DC 20005	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,500.
READING IS FUNDAMENTAL, INC. 1825 CONNECTICUT AVENUE N.W. WASHINGTON, DC 20009	NONPROFIT ORG	501C3	FAMILY OF READERS PROGRAM	2,000.
REBUILDING TOGETHER PIER 28 SAN FRANCISCO, CA 94105	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,000.
RELIGIOUS ACTION CENTER 2027 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.

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STATEMENT 16 (CONTINUED)
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RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
RONALD MCDONALD HOUSE, SF 1640 SCOTT STREET SAN FRANCISCO, CA 94115	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	\$ 11,000.
S.F. CHRONICLE SEASON OF SHARING FUND P.O. BOX 44740 SAN FRANCISCO, CA 94144	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	10,000.
S.F. GENERAL HOSPITAL FOUNDATION 2789 25TH STREET, SUITE 2028 SAN FRANCISCO, CA 94110	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	27,500.
SAINT ANTHONY FOUNDATION 121 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94139	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,000.
SAN FRANCISCO BALLET 455 FRANKLIN STREET SAN FRANCISCO, CA 94102	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,500.
SAN FRANCISCO EDUCATION FUND 47 KEARNY STREET, SUITE 200 SAN FRANCISCO, CA 94108	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,000.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	7,500.
SAN FRANCISCO JAZZ ORGANIZATION THREE EMBARCADERO CENTER-LOBBY SAN FRANCISCO, CA 94111	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	15,000.
SAN FRANCISCO JEWISH FILM FESTIVAL 145 NINTH STREET, SUITE 200 SAN FRANCISCO, CA 94103	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
SAN FRANCISCO OPERA 301 VAN NESS AVENUE SAN FRANCISCO, CA 94103	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
SAN FRANCISCO PARKS TRUST 501 STANYAN STREET SAN FRANCISCO, CA 94117	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	20,000.

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STATEMENT 16 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
SAN FRANCISCO SUICIDE PREVENTION P.O. BOX 191350 SAN FRANCISCO, CA 94119	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	\$ 1,000.
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL SAN FRANCISCO, CA 94102	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	40,000.
SAN FRANCISCO ZOOLOGICAL SOCIETY ONE ZOO ROAD SAN FRANCISCO, CA 94131	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36101	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,000.
SPUR 312 SUTTER STREET, SUITE 500 SAN FRANCISCO, CA 94108	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,500.
STERN GROVE FESTIVAL ASSOCIATION 44 PAGE STREET, SUITE 600 SAN FRANCISCO, CA 94102	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	128,600.
SUSTAINABLE CONSERVATION 121 SECOND STREET, 6TH FLOOR SAN FRANCISCO, CA 94105	NONPROFIT ORG	501C3	PLANTRIGHT CAMPAIGN	25,000.
TOWN SCHOOL FOR BOYS 2750 JACKSON STREET SAN FRANCISCO, CA 94115	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
TRUST FOR PUBLIC LAND 116 NEW MONTGOMERY STREET SAN FRANCISCO, CA 94105	NONPROFIT ORG	501C3	PARKS FOR PEOPLE	25,000.
U.S. COMMITTEE FOR UNICEF 331 EAST 38TH STREET NEW YORK, NY 10016	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,000.
US HOLOCAUST MEMORIAL COUNCIL P.O. BOX 90988 WASHINGTON, DC 20090	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.

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<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
UC BERKELEY FOUNDATION 1 ALUMNI HOUSE BERKELEY, CA 94720	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES AND NEW ALUMNI CHALLENGE FUND	\$ 715,000.
UC REGENTS 1111 FRANKLIN ST, 12TH FLOOR OAKLAND, CA 94607	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES, FOOTBALL COACHES FUND AND SAHPC	255,000.
UCSF-FRESNO FOUNDATION 2615 E CLINTON AVE FRESNO, CA 93727	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,500.
UNITED WAY OF THE BAY AREA 50 CALIFORNIA STREET, #200 SAN FRANCISCO, CA 94111	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	10,000.
UC BERKELEY INCENTIVE AWARDS PGM 2440 BANCROFT WAY, #4200 BERKELEY, CA 94720	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
WESTERN JEWISH HISTORY CENTER 2911 RUSSELL STREET BERKELEY, CA 94705	UNRELATED THIRD PARTY	501C3	GENERAL CHARITABLE PURPOSES	1,000.
WESTERN STATES JEWISH HISTORY ASSN 22711 CASS AVENUE LOS ANGELES, CA 91364	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
WILDCARE 76 ALBERT PARK LANE SAN RAFAEL, CA 94915	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
YOSEMITE CONSERVANCY 155 MONTGOMERY STREET, #1104 SAN FRANCISCO, CA 94104	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
YOUTH TENNIS ADVANTAGE 610 - 16TH STREET, #415 OAKLAND, CA 94612	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	5,000.
DRUG POLICY ALLIANCE 2233 LOMBARD ST SAN FRANCISCO, CA 94123	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	10,000.

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FORESTETHICS ONE HAIGHT STREET, SUITE B SAN FRANCISCO, CA 94102	NONPROFIT ORG	501C3	STOP SFI GREENWASH CAMPAIGN	\$ 20,000.
HAAS SCHOOL OF BUSINESS 545 STUDENT SERVICES #1900 BERKELEY, CA 94720	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	25,000.
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	6,000.
PHYSICIANS FOR REPRODUCTIVE CHOICE 55 WEST 39TH STREET, 10TH FL NEW YORK, NY 10018	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	20,000.
TAPROOT FOUNDATION 466 GEARY STREET SAN FRANCISCO, CA 94102	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	37,500.
TUOLUMNE RIVER TRUST FORT MASON CENTER, BUILDING C SAN FRANCISCO, CA 94123	NONPROFIT ORG	501C3	THAT'S THE TUOLUMNE IN MY TAP PROGRAM	20,000.
TURTLE ISLAND RESTORATION NETWORK PO BOX 400 FOREST KNOLLS, CA 94933	NONPROFIT ORG	501C3	PACIFIC SUSTAINABLE FISHERIES PROGRAM	15,000.
U.C. REGENTS/CAL MEN'S GOLF 2301 BANCROFT WAY #4420 BERKELEY, CA 94720	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	5,000.
BAY AREA WILDERNESS TRAINING 300 BROADWAY, SUITE 23 SAN FRANCISCO, CA 94133	NONPROFIT ORG	501C3	CAPACITY BUILDING PROJECT	15,000.
JEWISH COMMUNITY FEDERATION 121 STEUART STREET SAN FRANCISCO, CA 94105	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	125,000.
JEWISH HOME & SENIOR LIVING FOUNDATION 302 SILVER AVENUE SAN FRANCISCO, CA 94112	UNRELATED THIRD PARTY	501C3	GENERAL CHARITABLE PURPOSES	2,500.

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UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY PARK CAMPUS LOS ANGELES, CA 90089	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	\$ 250,000.
CONTEMPORARY JEWISH MUSEUM 736 MISSION STREET SAN FRANCISCO, CA 94103	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES AND CAPITAL CAMPAIGN	130,000.
NATIONAL PRO-AM 45 CHERRY VALLEY AVENUE, 2ND FLOOR WEST HEMPSTEAD, NY 11552	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,000.
OUTWARD BOUND BAY AREA CENTER 1539 PERSHING DRIVE SAN FRANCISCO, CA 94129	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	10,000.
URBAN SOLUTIONS 1083 MISSION STREET, 2ND FLOOR SAN FRANCISCO, CA 94103	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	15,000.
BLUE STAR PR 96 JESSIE STREET #311 SAN FRANCISCO, CA 94105	NONPROFIT ORG	501C3	WRITE ON FOR ISRAEL	15,000.
BREAST CANCER ACTION 55 NEW MONTGOMERY STREET #323 SAN FRANCISCO, CA 94105	NONPROFIT ORG	501C3	"THINK BEFORE YOU PINK" CAMPAIGN	15,000.
ASAP/SFSA 114 SANSOME STREET #800 SAN FRANCISCO, CA 94105	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,500.
COMMUNITY HEALTH CHARITIES OF CALIFORNIA 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,500.
GLOBAL GREEN USA 301 BATTERY STREET SAN FRANCISCO, CA 94105	NONPROFIT ORG	501C3	BAY AREA GREEN SCHOOLS	15,000.
HARPER FOR KIDS 2920 BUCHANAN STREET #9 SAN FRANCISCO, CA 94123	NONPROFIT ORG	501C3	KIDS' TENNIS PROGRAM	15,000.

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VOLUNTEERS IN MEDICINE - SAN FRANCISCO 465 CALIFORNIA STREET SAN FRANCISCO, CA 94104	NONPROFIT ORG	501C3	CLINIC BY THE BAY	\$ 10,000.
CANCER PREVENTION INSTITUTE - CALIFORNIA 2201 WALNUT AVE., SUITE 300 FREMONT, CA 94538	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
CLEAN WATER FUND 1010 VERMONT AVENUE, NW #1100 WASHINGTON, DC 20005	NONPROFIT ORG	501C3	TAKING OUT THE TRASH PROJECT	15,000.
EARTH ISLAND INSTITUTE 2150 ALLSTON WAY, SUITE 460 BERKELEY, CA 94704	NONPROFIT ORG	501C3	GREEN CAFE NETWORK; CONNECT THE DOTS	15,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201, FORT MASON SAN FRANCISCO, CA 94123	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	50,000.
STUDENTS RISING ABOVE P.O. BOX 29174 SAN FRANCISCO, CA 94129	NONPROFIT ORG	501C3	SUMMER PROGRAM EXPANSION	15,000.
UPSTART BAY AREA 332 PINE STREET SAN FRANCISCO, CA 94104	NONPROFIT ORG	501C3	BUSINESS DEVELOPMENT PROJECT	10,000.
3RD STREET YOUTH CENTER & CLINIC 5190 3RD STREET SAN FRANCISCO, CA 94124	NONPROFIT ORG	501C3	RELOCATION CAMPAIGN	25,000.
AFTERIMAGE PUBLIC MEDIA 221 11TH STREET SAN FRANCISCO, CA 94103	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	75,000.
ALL STARS HELPING KIDS 970 MAIN STREET REDWOOD CITY, CA 94063	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	5,000.
AMERICAN FRIENDS ISRAEL PHILHARMONIC ORC 122 EAST 42ND STREET, SUITE 4507 NEW YORK, NY 10168	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	10,000.

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AS YOU SOW 1611 TELEGRAPH AVENUE, SUITE 1450 OAKLAND, CA 94612	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	\$ 25,000.
BASEL ACTION NETWORK 206 FIRST AVE. S., SUITE 410 SEATTLE, WA 98104	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	25,000.
BBYO, INC. 2020 K ST. NW, 7TH FLOOR WASHINGTON, DC 20006	NONPROFIT ORG	501C3	STANDUP CAMPAIGN, CENTRAL REG. WEST	25,000.
BREAST CANCER FUND 1388 SUTTER STREET, SUITE 400 SAN FRANCISCO, CA 94109	NONPROFIT ORG	501C3	CAMPAIGN FOR SAFE COSMETICS	25,000.
CALIFORNIA WATER IMPACT NETWORK 808 ROMERO CANYON RD. SANTA BARBARA, CA 93108	NONPROFIT ORG	501C3	ENVIRONMENTAL WATER CAUCUS	15,000.
CALIFORNIA LEAGUE OF CONSERVATION VOTERS 350 FRANK H. OGAWA PLAZA #1100 OAKLAND, CA 94612	NONPROFIT ORG	501C3	GREEN CALIFORNIA	25,000.
CALIFORNIA REINVESTMENT COALITION 474 VALENCIA ST, STE 230 SAN FRANCISCO, CA 94103	NONPROFIT ORG	501C3	COMMUNITY RECOVERY PROJECT	20,000.
CARPE DIEM WEST 325 PINE STREET SAUSALITO, CA 94965	NONPROFIT ORG	501C3	HEALTHY HEADWATERS PROJECT	25,000.
FULL CIRCLE FUND 133 KEARNY STREET #202 SAN FRANCISCO, CA 94108	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	10,000.
GIVE2ASIA 465 CALIFORNIA STREET, SUITE 806 SAN FRANCISCO, CA 94104	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	25,000.

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IMMUNE DEFICIENCY FOUNDATION 40 WEST CHESAPEAKE AVENUE SUITE 308 TOWSON, MD 21204	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	\$ 10,000.
INTERNATIONAL MEDICAL CORPS 1919 SANTA MONICA BLVD. SUITE 400 SANTA MONICA, CA 90404	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	25,000.
KABOOM! 4301 CONNECTICUT AVE. NW WASHINGTON, DC 20008	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	35,000.
MEDIA MATTERS P.O. BOX 52155 WASHINGTON, DC 20091	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	25,000.
PACIFIC FOREST TRUST 1001A O'REILLY AVENUE SAN FRANCISCO, CA 94129	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	25,000.
PEER HEALTH EXCHANGE 426 17TH STREET OAKLAND, CA 94612	NONPROFIT ORG	501C3	S.F. EXPANSION	25,000.
RAISING A READER 2440 W EL CAMINO REAL, SUITE 300 MOUNTAIN VIEW, CA 94040	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	20,000.
S.F. JEWISH COMMUNITY CENTER 3200 CALIFORNIA STREET SAN FRANCISCO, CA 94118	NONPROFIT ORG	501C3	SFJCC MACCABI TEAM	56,000.
SAN FRANCISCO POLICE ACTIVITIES LEAGUE 350 AMBER DRIVE SAN FRANCISCO, CA 94131	NONPROFIT ORG	501C3	CAPACITY-BUILDIN G SUPPORT	15,000.
SILICON VALLEY LEADERSHIP GROUP FDTN. 2001 GATEWAY PLACE, SUITE 101E SAN JOSE, CA 95110	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	25,000.
STREETSIDE STORIES 3130 20TH STREET # 311 SAN FRANCISCO, CA 94110	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	10,000.

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THE WOMEN'S BUILDING 3543 18TH STREET #8 SAN FRANCISCO, CA 94110	NONPROFIT ORG	501C3	FOOD PANTRY FOR IMMIGRANT FAMILIES	\$ 6,000.
TUTORPEDIA FOUNDATION 251 RHODE ISLAND STREET SAN FRANCISCO, CA 94103	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	20,000.
UCSF FOUNDATION UCSF BOX 0248 SAN FRANCISCO, CA 94143	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	5,000.
USC ALUMNI ASSOCIATION 3607 TROUSDALE PARKWAY, TCC 305 LOS ANGELES, CA 90089	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	7,100.
WOMEN'S COMMUNITY CLINIC 1833 FILLMORE STREET SAN FRANCISCO, CA 94115	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	20,000.
CHILDREN'S EMPOWERMENT 480 COLLINS AVENUE COLMA, CA 94014	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,500.
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	3,000.
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE #960 NEW YORK, NY 10115	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,340.
SAN FRANCISCO PARKS ALLIANCE 451 HAYES STREET SAN FRANCISCO, CA 94102	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	2,500.
THE SAN FRANCISCO FALL ANTIQUES SHOW 200 PINE STREET SAN FRANCISCO, CA 94104	NONPROFIT ORG	501C3	GENERAL CHARITABLE PURPOSES	1,000.
TOTAL				<u>\$ 3,919,940.</u>

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LATE PAYMENT PENALTY (FORM 990-PF)

TAX DUE		100,177.
5 MONTH(S) LATE X 0.005 (0.250 MAX)	X	.025
LATE PAYMENT PENALTY		<u>2,504.</u>

INTEREST ON LATE FILING (FORM 990-PF)

TAX DUE		100,177.
LATE FILING PENALTY		<u>0.</u>
TOTAL AMOUNT SUBJECT TO INTEREST		100,177.

5/15/12 - 6/30/12 (46 DAYS @ 3%)

AMOUNT SUBJECT TO INTEREST		100,177.00
RATE FACTOR	X	<u>.003777454</u>
INTEREST		378.41

TOTAL INTEREST ON LATE FILING (ROUNDED)		<u><u>378.</u></u>
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**CONTRIBUTIONS, GIFTS, AND GRANTS
OTHER CONTRIBUTIONS, GIFTS, GRANTS, ETC.**

UNRESTRICTED CONTRIBUTION.....	\$	49,183,829.
TEMPORARILY RESTRICTED CONTRIBUTIONS.....		7,615,620.
TOTAL	\$	<u>56,799,449.</u>

**OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS**

INTEREST - MONEY MARKET CHECKING.....	\$	32.
LEGACY VENTURE K-1.....		149.
TOTAL	\$	<u>181.</u>

**OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.**

DIVIDENDS.....	\$	1,345,624.
CAPTIAL GAIN DISTRIBUTIONS SHORT TERM.....		41,412.
CAPTIAL GAIN DISTRIBUTIONS LONG TERM.....		189,183.
LEGACY VENTURE K-1 DIVIDENDS.....		508.
LEGACY VENTURE K-1 ST CAPITAL GAIN.....		853.
LEGACY VENTURE K-1 LT CAPITAL GAIN.....		5,411.
LEGACY VENTURE K-1 LOSS & EXEPENSES.....		-962.
TOTAL	\$	<u>1,582,029.</u>

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DESCRIPTION OF BUSINESS OR FAMILY RELATIONSHIP INVOLVING BOARD MEMBERS:

BOARD MEMBERS LISA M. GOLDMAN AND DOUGLAS E. GOLDMAN ARE HUSBAND AND WIFE. BOARD MEMBERS JASON E. GOLDMAN AND MATTHEW W. GOLDMAN ARE SONS OF LISA M. GOLDMAN AND DOUGLAS E. GOLDMAN.