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

**2008**

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

For calendar year 2008, or tax year beginning **DEC 1, 2008**, and ending **NOV 30, 2009**

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE GOLDSTEIN FAMILY FOUNDATION</b>		A Employer identification number <b>13-3192220</b>
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>C/O TOTILO &amp; CO. 1200 SUMMER STREET</b>		B Telephone number <b>92030-359-1584</b>
	City or town, state, and ZIP code <b>STAMFORD, CT 06905</b>		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>14,017,069.</b> (Part I, column (d) must be on cash basis)		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	354,449.	69,041.		STATEMENT 1
	4 Dividends and interest from securities	31,011.	31,011.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	43,085.			
	b Gross sales price for all assets on line 6a 4,532,635.				
	7 Capital gain net income (from Part IV, line 2)		43,085.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		428,545.	143,137.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,150.	0.		558.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	2,611.	447.		195.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,828.	0.		734.
	22 Printing and publications	120.	0.		31.
	23 Other expenses STMT 5	100,030.	25,965.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	107,739.	26,412.		1,518.
	25 Contributions, gifts, grants paid	705,870.			705,870.
26 Total expenses and disbursements. Add lines 24 and 25	813,609.	26,412.		707,388.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-385,064.				
b Net investment income (if negative, enter -0-)		116,725.			
c Adjusted net income (if negative, enter -0-)			N/A		

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,079,981.	2,792,074.	2,792,074.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		5,220.	5,220.
	10a Investments - U S and state government obligations STMT 6	7,700,000.	4,850,000.	4,850,000.
	b Investments - corporate stock STMT 7	1,205,530.	1,004,980.	1,146,794.
	c Investments - corporate bonds STMT 8	0.	4,948,173.	5,222,981.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>13,985,511.</b>	<b>13,600,447.</b>	<b>14,017,069.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	3,724,638.	3,724,638.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10,260,873.	9,875,809.	
<b>30 Total net assets or fund balances</b>	<b>13,985,511.</b>	<b>13,600,447.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>13,985,511.</b>	<b>13,600,447.</b>		

**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	13,985,511.
2 Enter amount from Part I, line 27a	2	-385,064.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,600,447.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,600,447.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 5,000 SHS CATEPILLAR INC	P	10/20/08	12/15/08
b \$600M FORD MOTOR CREDIT 10/28/09	P	04/23/09	10/28/09
c \$75M INDIANA ST FIN 9/1/2041	P	06/16/09	06/30/09
d \$3,550M LOUISIANA ST 6/1/2027	P	06/17/08	04/22/09
e \$100M MASS ST HLTH & EDL	P	04/30/08	07/01/09

(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 207,635.		200,550.	7,085.
b 600,000.		564,000.	36,000.
c 75,000.		75,000.	0.
d 3,550,000.		3,550,000.	0.
e 100,000.		100,000.	0.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			7,085.
b			36,000.
c			0.
d			0.
e			0.

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	43,085.
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) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

**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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	738,251.	14,322,914.	.051543
2006	808,272.	18,372,644.	.043993
2005	740,165.	18,128,580.	.040829
2004	636,710.	14,280,723.	.044585
2003	512,998.	12,607,097.	.040691

2 Total of line 1, column (d)	2	.221641
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.044328
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	13,885,053.
5 Multiply line 4 by line 3	5	615,497.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,167.
7 Add lines 5 and 6	7	616,664.
8 Enter qualifying distributions from Part XII, line 4	8	707,388.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		1	1,167.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	1,167.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,167.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	1,520.	
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	1,520.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	353.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>JEROME GOLDSTEIN</b> Telephone no <b>(212) 272-2000</b> Located at <b>C/O BEAR STEARNS, 383 MADISON AVE., NEW YORK, NY</b> ZIP+4 <b>10179</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> <b>N/A</b>			

**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
<b>1a</b> 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>b</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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b>	1b	
<b>c</b> 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 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
<b>2</b> 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))		
<b>a</b> At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>N/A</b>	2a	
<b>b</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) <b>N/A</b>	2b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>N/A</b>		
<b>3a</b> 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	3a	
<b>b</b> If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.) <b>N/A</b>	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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 2008?	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

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

6b

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If you answered "Yes" to 6b, also file Form 8870.

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

7b

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

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.

(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
JEROME R. GOLDSTEIN C/O BEAR STEARNS 383 MADISON AVE. NEW YORK, NY 10179	PRESIDENT 0.00	0.	0.	0.
DOROTHY L. GOLDSTEIN C/O BEAR STEARNS 383 MADISON AVE. NEW YORK, NY 10179	VICE-PRESIDENT 0.00	0.	0.	0.
BETTINA L. DECKER C/O BEAR STEARNS 383 MADISON AVE. NEW YORK, NY 10179	TREAS/SEC 0.00	0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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

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**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. 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

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.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,064,732.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	5,031,769.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	14,096,501.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	14,096,501.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	211,448.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	13,885,053.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	694,253.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	694,253.
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	1,167.
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,167.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	693,086.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	693,086.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	693,086.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	707,388.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	707,388.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	1,167.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	706,221.

**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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				693,086.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			699,963.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 707,388.				
a Applied to 2007, but not more than line 2a			699,963.	
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 2008 distributable amount	0.			7,425.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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.	0.			
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 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				685,661.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				



**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
<p><b>a</b> <i>Paid during the year</i></p> <p>SEE LISTING ATTACHED</p>	NONE	CHARITABLE	GENERAL CHARITABLE PURPOSES	705,870.
<b>Total</b>			▶ <b>3a</b>	705,870.
<p><b>b</b> <i>Approved for future payment</i></p> <p>NONE</p>				
<b>Total</b>			▶ <b>3b</b>	0.





**THE GOLDSTEIN FAMILY FOUNDATION  
CHARITABLE CONTRIBUTIONS  
FOR YEAR ENDED NOVEMBER 30, 2009**

<u>Name</u>	<u>Address</u>	<u>Amount</u>
St. Lukes - Roosevelt Hospital	1000 Tenth Avenue New York, NY 10019	31,500.00
Mercy College	277 Martine Avenue White Plains, NY 10601	1,000 00
The Stecher & Horowitz Found.	119 West 57th Street NY, NY 10107	1,750 00
Canavan Foundation	450 West End Avenue New York, NY 10024	1,000 00
Franklin & Elinor Roosevelt Institute	4079 Albany Post Road Hyde Park, NY 12538	21,000 00
Riverside Park Fund	475 Riverside Drive Ste 455 New York, NY 10115	500.00
Congregation Temple Emanu-El	1 E. 65th St. New York, NY 1021-6596	11,000 00
Jump Start	505 Eighth Avenue New York, NY 10018	1,000.00
New York Botanical Garden	Southern Blvd. & 200th St Bronx, NY 10458	1,000 00
Dartmouth College	63 S. Main St. Suite 6066 Hanover, NH 03755-2047	10,250.00
Westchester Land Trust	11 Babbitt Road Bedford Hills, NY 10507-1813	20,000.00
Friends of Dartmouth Football	63 S. Main St. Suite 6066 Hanover, NH 03755-2047	500.00
The Philanthropy Roundtable	1150 17th St. NW, Ste. 503 Washington, DC 20036	6,800.00
Hospital for Special Surgery	535 East 70th Street New York, NY 10021	500.00
The Institute of Columbia University Pediactrics	3959 Broadway New York, NY 10032	250 00

**THE GOLDSTEIN FAMILY FOUNDATION  
CHARITABLE CONTRIBUTIONS  
FOR YEAR ENDED NOVEMBER 30, 2009**

<u>Name</u>	<u>Address</u>	<u>Amount</u>
The Rassias Foundation	6071 Wentworth Hall Dartmouth College Hanover, MA 03755-3526	500 00
The Lotos Foundation	5 East 66th Street New York, NY 10065	1,000.00
The Chapin School	100 East End Avenue New York, NY	35,000 00
Metropolitan Museum of Art	Gracie Station P.O. Box 814 New York, NY 10130-0087	3,000.00
Dartmouth College - Alumni Fund	63 S. Main St. Suite 6066 Hanover, NH 03755-2047	16,720.00
Central Park Conservancy	14 East 60th St. New York, NY 10022	500 00
Memorial Sloan Kettering	Box G - 1275 York Ave. New York, NY 10021-6094	1,000 00
Center for Jewish History	15 W. 16th St. New York, NY 10011-6391	500.00
New York Eye & Ear Infirmary	310 East 14th Street New York, NY 10211-0657	30,900 00
Northern Westchester Hospital	400 East Main St. Mt. Kisco, NY 10549	1,000 00
Kohler Arts Center	608 New York Ave Sheboygan, WI 53081	500 00
Museum of Modern Art	11 West 53rd St. New York, NY 10019-5498	1,000.00
United Way of Northern Westchester	P O. Box 68 Mt. Kisco, NY 10549	2,500 00
The Jewish Museum	1109 Fifth Ave. New York, NY 10128	1,000 00
Columbia Business School	33 West 60th Strret - 7 Floor New York, NY 10023	500 00



**THE GOLDSTEIN FAMILY FOUNDATION  
CHARITABLE CONTRIBUTIONS  
FOR YEAR ENDED NOVEMBER 30, 2009**

<u>Name</u>	<u>Address</u>	<u>Amount</u>
The Animal Medical Center	510 East 62nd St. New York, NY 10021-8302	500 00
13/WNET New York The Patron Network	P.O. Box 1300 New York, NY 10102-0635	500.00
American Jewish Committee	165 E 56th St. New York, NY 10022	10,200.00
Barnard College	3009 Broadway New York, NY 10027-6598	10,000 00
Wilkes University	P.O. Box 111 Wilkes-Barre, PA 18703-9966	1,000 00
Sanctuary For Friends	P.O. Box 1406 Wall Street Station New York, NY 10268	500.00
The Manhattan Institute	52 Vanderbilt Avenue NY, NY 10017	500.00
American Museum of Natural History	Central Park West & 79th Sts New York, NY 10024	500.00
Jewish Communal Fund	130 East 59th St. New York, NY 10022	475,000.00
Biofoundation for Angiogenesis Research and Development	121 East 60th St. New York, NY 10022	500.00
Chamber Music Society of Lincoln Center	70 Lincoln Center Plaza New York, NY 10023-6582	500 00
Lenox Hill Neighborhood House	331 East 70th St. New York, NY 10021	300.00
Caramoor Center for Music & Arts	P.O. Box 816 Katonah, NY 10536	1,200.00
Friends of Lasdon Park	2610 Amawalk Road Katonah, NY 10536	250 00
Teatown Lake Reservation	1600 Spring Valley Road Ossining NY, 10562	250 00

**THE GOLDSTEIN FAMILY FOUNDATION  
CHARITABLE CONTRIBUTIONS  
FOR YEAR ENDED NOVEMBER 30, 2009**

Prep for Prep	328 West 71st Street New York, NY 10023	<u>500.00</u>
Total		<u><u>705,870.00</u></u>

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
BEAR STEARNS BROKERAGE - MUNICIPAL INTEREST	285,408.
BEAR STEARNS BROKERAGE - OTHER INTEREST	69,041.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	354,449.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BEAR STEARNS BROKERAGE - DIVIDENDS	31,011.	0.	31,011.
TOTAL TO FM 990-PF, PART I, LN 4	31,011.	0.	31,011.

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,150.	0.		558.
TO FORM 990-PF, PG 1, LN 16B	2,150.	0.		558.

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FORM 990-PF TAXES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NY STATE FILING FEES	750.	0.		195.
FOREIGN TAXES ON DIVIDEND INCOME	447.	447.		0.
FEDERAL EXCISE TAXES	1,414.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,611.	447.		195.

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FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	100,000.	25,957.		0.	
BANK CHARGES	30.	8.		0.	
TO FORM 990-PF, PG 1, LN 23	100,030.	25,965.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
\$50M DUTCHESS CNTY NY INDL DEV		X	50,000.	50,000.	
\$3,550M LA ST CITIZENS PPTY		X	0.	0.	
\$2,800M MASS ST HEALTH & EDL		X	2,800,000.	2,800,000.	
\$1,200M NYS DORM AUTHORITY		X	1,200,000.	1,200,000.	
\$100M MASS ST HEALTH & EDL		X	0.	0.	
\$800M NEW YORK NY ARS BDS		X	800,000.	800,000.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,850,000.	4,850,000.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,850,000.	4,850,000.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
6,000 SHS INVESTORS AB SER B	56,645.	109,080.		
1,171 SHS ALCATEL-LUCENT	185,112.	3,911.		
10,000 SHS ANIXTER INTERNATIONAL, INC.	306,067.	432,200.		
354 SHS LSI LOGIC CORP	41,046.	1,873.		
3,000 SHS APPLE COMPUTER	416,110.	599,730.		
5,000 SHS CATEPILLAR INC	0.	0.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,004,980.	1,146,794.		

FORM 990-PF

CORPORATE BONDS

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
\$1,000M CITIGROUP INC SUB NT	926,300.	971,870.
\$650M FORD MOTOR CREDIT NOTES	637,813.	667,810.
\$900M FORD MOTOR CREDIT NOTES	765,000.	920,061.
\$600M FORD MOTOR CREDIT NOTES	600,000.	616,440.
\$2,109M HARTFORD FINANCIAL HIG	2,019,060.	2,046,800.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,948,173.	5,222,981.