Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [X] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: THE GOLDSTONE FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 445 MAIN STREET | Room/suite

City or town, state, and ZIP code: RIDGEFIELD, CT 06877

A Employer identification number: 06-1596255

B Telephone number: 203-438-5588

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 ▶[ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 22,994,047.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

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

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))

		(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	0.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	151,341.	151,341.		STATEMENT 1
	4 Dividends and interest from securities	224,906.	224,906.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<657,958.>			
	b Gross sales price for all assets on line 6a 4,744,363.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	41,877.	41,877.		STATEMENT 3
	12 Total. Add lines 1 through 11	<239,834.>	418,124.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	90,000.	0.		90,000.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	8,250.	8,250.		0.
	c Other professional fees STMT 5	36,116.	0.		36,116.
	17 Interest	72,557.	72,474.		0.
	18 Taxes STMT 6	12,449.	4,121.		8,328.
	19 Depreciation and depletion				
	20 Occupancy	40,800.	0.		40,800.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	146,612.	139,319.		4,718.
	24 Total operating and administrative expenses. Add lines 13 through 23	406,784.	224,164.		179,962.
	25 Contributions, gifts, grants paid	987,471.			987,471.
	26 Total expenses and disbursements. Add lines 24 and 25	1,394,255.	224,164.		1,167,433.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,634,089.>			
	b Net investment income (if negative, enter -0-)		193,960.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	950,747.	3,071,625.	3,071,625.
	3	Accounts receivable ▶ 51,000.			
		Less: allowance for doubtful accounts ▶	1,250,291.	51,000.	51,000.
	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 ▶ 30,000.			
		Less: allowance for doubtful accounts ▶	203,000.	30,000.	30,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 10	5,826,357.	3,402,365.	3,120,905.
	c	Investments - corporate bonds STMT 11	1,548,183.	1,745,913.	1,724,606.
	11	Investments - land, buildings, and equipment basis ▶ 3,567,733.			
		Less accumulated depreciation ▶	3,601,380.	3,567,733.	3,567,733.
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	10,249,952.	11,647,396.	11,428,178.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	23,629,910.	23,516,032.	22,994,047.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	23,629,910.	23,516,032.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	23,629,910.	23,516,032.	
	31	**Total liabilities and net assets/fund balances**	23,629,910.	23,516,032.	

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	23,629,910.
2	Enter amount from Part I, line 27a	2	<1,634,089.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,520,548.
4	Add lines 1, 2, and 3	4	23,516,369.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	337.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,516,032.

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				
b	SEE ATTACHED STATEMENTS			
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	4,744,363.		5,084,128.	<657,958.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				<657,958.>

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 — <657,958.>

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))
2008	1,091,150.	22,767,574.	.047926
2007	1,231,410.	27,717,326.	.044427
2006	1,059,933.	26,691,096.	.039711
2005	894,137.	23,290,262.	.038391
2004	941,345.	22,127,678.	.042542

2	**Total** of line 1, column (d)	2	.212997
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	.042599
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	21,048,521.
5	Multiply line 4 by line 3	5	896,646.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,940.
7	Add lines 5 and 6	7	898,586.
8	Enter qualifying distributions from Part XII, line 4	8	1,167,433.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	1,940.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,940.
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	1,940.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,000.		
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	5,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,060.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	3,060.	**Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col (c), and Part XV			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ STEVEN F. GOLDSTONE Telephone no. ▶ 203-438-5588

Located at ▶ 445 MAIN STREET, RIDGEFIELD, CT ZIP+4 ▶ 06877

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | 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? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
STEVEN F. GOLDSTONE C/O BEVERLY CHASE 445 MAIN STREET RIDGEFIELD , CT 06877	DIRECTOR, PRESIDENT & TREA 10.00	0.	0.	0.
ELIZABETH GOLDSTONE C/O BEVERLY CHASE 445 MAIN STREET RIDGEFIELD, CT 06877	DIRECTOR, VP, SECRETARY 10.00	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
KERRI GLASS - 187 FARMINGVILLE ROAD, RIDGEFIELD, CT 06877	MANAGER 40.00	90,000.	0.	0.

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. 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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	4,393,964.
b	Average of monthly cash balances		1b	2,843,785.
c	Fair market value of all other assets		1c	14,131,308.
d	**Total** (add lines 1a, b, and c)		1d	21,369,057.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	21,369,057.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	320,536.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	21,048,521.
6	**Minimum investment return.** Enter 5% of line 5		6	1,052,426.

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	1,052,426.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 1,940.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,940.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,050,486.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,050,486.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,050,486.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,167,433.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,167,433.
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	5	1,940.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,165,493.

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.

Form **990-PF** (2009)

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,050,486.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,132,904.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶$ 1,167,433.				
a Applied to 2008, but not more than line 2a			1,132,904.	
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 2009 distributable amount				34,529.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				1,015,957.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the 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 13

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 ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	NONE	PUBLIC CHARITY	GENERAL USE	987,471.
Total			▶ 3a	987,471.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	151,341.	
4 Dividends and interest from securities			14	224,906.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	<3,385.>	14	45,262.	
8 Gain or (loss) from sales of assets other than inventory	900000	<19,917.>	18	<638,041.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<23,302.>		<216,532.>	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 <239,834.>

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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		

Sign Here

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

[signature] 11/15/10 Pres

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 11/8/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	BDK & COMPANY LLP ONE PENN PLAZA, 54TH FLR NEW YORK, NY 10119		EIN ▶ Phone no. 212-997-0600

Form **990-PF** (2009)

923622
02-02-10

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	CITI GROUP INC - CASH IN LIEU	P	VARIOUS	VARIOUS
b	FIDELITY INVESTMENTS - SEE SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
c	FIDELITY INVESTMENTS - SEE SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
d	FROM K-1 - A.P. OPPORTUNITIES FUND, LP		VARIOUS	VARIOUS
e	FROM K-1 - A.P. OPPORTUNITIES FUND, LP		VARIOUS	VARIOUS
f	FROM K-1 - A.P. OPPORTUNITIES FUND, LP		VARIOUS	VARIOUS
g	FROM K-1 - A.P. OPPORTUNITIES FUND, LP		VARIOUS	VARIOUS
h	FROM K-1 - A.P. OPPORTUNITIES FUND, LP		VARIOUS	VARIOUS
i	FROM K-1 - A.P. OPPORTUNITIES FUND, LP		VARIOUS	VARIOUS
j	FROM K-1 - A.P. OPPORTUNITIES FUND, LP		VARIOUS	VARIOUS
k	FROM K-1 - A.P. OPPORTUNITIES FUND, LP		VARIOUS	VARIOUS
l	FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	P	VARIOUS	VARIOUS
m	FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	P	VARIOUS	VARIOUS
n	FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	P	VARIOUS	VARIOUS
o	FROM K-1 - GSCP VI PARALLEL AIV, LP	P	VARIOUS	VARIOUS

	(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	20.			20.
b	465,480.		688,819.	<223,339.>
c	1,951,336.		3,159,215.	<1,207,879.>
d				<59,715.>
e				<109,627.>
f				104,814.
g				<144,453.>
h				240.
i				<113,242.>
j				9,477.
k				<29,394.>
l				2,688.
m				22,364.
n				<1,333.>
o				<6.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				20.
b				<223,339.>
c				<1,207,879.>
d				<59,715.>
e				<109,627.>
f				104,814.
g				<144,453.>
h				240.
i				<113,242.>
j				9,477.
k				<29,394.>
l				2,688.
m				22,364.
n				<1,333.>
o				<6.>

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	
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	

923591
04-24-09

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	FROM K-1 - LINN ENERGY, LLC	P	VARIOUS	VARIOUS
b	GENERAL MTRS ACCEP CORP - 500,000 UNITS	P	VARIOUS	VARIOUS
c	GS GLOBAL ALPHA FUND	P	VARIOUS	VARIOUS
d	SILVER POINT CAPITAL OFFSHORE FUND LTD	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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				<6.>
b	500,000.		500,000.	0.
c	767,351.		736,094.	31,257.
d	1,060,054.			1,060,054.
e	122.			122.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<6.>
b				0.
c				31,257.
d				1,060,054.
e				122.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	<657,958.>
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

923591
04-24-09

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

SOURCE	AMOUNT
CITIBANK	346.
FIDELITY INVESTMENTS	56,948.
FIDELITY INVESTMENTS	151.
FIDELITY INVESTMENTS - ACC INT PAID	<5,272.>
FROM K-1 - A.P. OPPORTUNITIES FUND, LP	92,822.
FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	5,746.
GOLDMAN SACHS	600.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	151,341.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	6,731.	122.	6,609.
FIDELITY INVESTMENTS	143,436.	0.	143,436.
FROM K-1 - A.P. OPPORTUNITIES FUND, LP	66,753.	0.	66,753.
FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	8,100.	0.	8,100.
FROM K-1 - GSCP VI PARALLEL AIV, LP	8.	0.	8.
TOTAL TO FM 990-PF, PART I, LN 4	225,028.	122.	224,906.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - A.P. OPPORTUNITIES FUND, LP	<66,447.>	<66,447.>	
FROM K-1 - A.P. OPPORTUNITIES FUND, LP	<3,721.>	<3,721.>	
FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	1,006.	1,006.	
FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	336.	336.	
FROM K-1 - LINN ENERGY, LLC	4.	4.	
MISCELLANEOUS INCOME	765.	765.	

RENTAL INCOME - E. MCCULLOCH			
CO-GOLDSTONE FAM FD PT	109,443.	109,443.	
SILVER POINT CAPITAL OFFSHORE FUND	491.	491.	
TOTAL TO FORM 990-PF, PART I, LINE 11	41,877.	41,877.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	8,250.	8,250.		0.
TO FORM 990-PF, PG 1, LN 16B	8,250.	8,250.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	36,116.	0.		36,116.
TO FORM 990-PF, PG 1, LN 16C	36,116.	0.		36,116.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	4,121.	4,121.		0.
REAL ESTATE TAXES	935.	0.		935.
PAYROLL TAXES	7,393.	0.		7,393.
TO FORM 990-PF, PG 1, LN 18	12,449.	4,121.		8,328.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	1,750.	0.		0.
DUES & SUBSCRIPTIONS	495.	495.		0.
PORTFOLIO DEDUCTIONS	138,733.	138,733.		0.
OFFICE EXPENSE	1,376.	0.		1,376.
INSURANCE	732.	0.		732.
LICENSE FEE	825.	0.		0.
MISCELLANEOUS	91.	91.		0.
UTILITIES	872.	0.		872.
REPAIRS & MAINTENANCE	1,738.	0.		1,738.
TO FORM 990-PF, PG 1, LN 23	146,612.	139,319.		4,718.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN/(LOSS) FROM INVESTMENTS	1,520,490.
TAX EXEMPT INTEREST - A.P. OPPORTUNITIES FUND, LP	58.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,520,548.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
NON-DEDUCTIBLE EXPENSES - A.P. OPPORTUNITIES FUND, LP	21.
ACCRUED DIVIDENDS	316.
TOTAL TO FORM 990-PF, PART III, LINE 5	337.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS #Z85-514535 - SEE ATTACHED SCHEDULE	3,402,365.	3,120,905.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,402,365.	3,120,905.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS #Z83-476870 - SEE ATTACHED SCHEDULE	1,745,913.	1,724,606.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,745,913.	1,724,606.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AP OPPORTUNITIES FUND, LP	COST	7,082,364.	7,082,364.
GS CAPITAL PARTNERS VI PARALLEL, LP	COST	491,464.	505,539.
GS GLOBAL ALPHA FUND	COST	0.	0.
GS MEZZANINE PARTNERS 2006, LP	COST	614,971.	381,678.
GSCP VI PARALLEL AIV, LP	COST	33,235.	33,235.
SILVERPOINT CAPITAL OFFSHORE FUND	COST	3,425,362.	3,425,362.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,647,396.	11,428,178.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 13

NAME OF MANAGER

STEVEN F. GOLDSTONE C/O BEVERLY CHASE
ELIZABETH GOLDSTONE C/O BEVERLY CHASE

The Goldstone Family Foundation
EIN:06-1596255
December 31, 2009
SUPPLEMENT TO 990-PF, PART II

SCHEDULE OF CORPORATE STOCKS

NAME OF THE STOCK	ENDING BALANCE AS OF 12/31/09		
	Number of Shares	*Cost of Shares*	*FMV*
Alexander & Baldwin Inc	-	-	
Allied Irish	-	-	
Avis Budget Group Inc	-	-	
Bank New York Mellon Corp	5,500	146,721	153,835.00
Boeing Co	1,500	58,561	81,195.00
Capital Source Inc	-	3,725	
Citigroup Inc	7,000	24,274	23,170.00
Conocophillips	-	-	
Diana Shipping Inc	3,000	50,205	43,440.00
EMC Corp	5,000	67,916	87,350.00
General Electric (GE)	20,000	675,875	302,600.00
Goldman Sachs	-	-	
Intel Corp	-	-	
International Paper Co	6,000	154,026	160,680.00
Linn Energy LLC	1,500	-	
Limited Brands Inc	-	-	
Lorillard Inc	5,000	-	401,150.00
Macy's Inc	3,500	61,044	58,660.00
Microsoft Corp	3,000	84,906	91,440.00
News Corp	-	-	
Pfizer	-	-	
Philip Morris	1,500	294,555	313,235.00
Pulte Homes	-	-	
Research in Motion	-	-	
Sealed Air Corp	3,000	56,408	65,580.00
SLM Corp	-	-	
Sonic Automotive	-	-	
Time Warner Inc. (TWX)	-	-	
Time Warner Cable Inc (CL A) TWC	-	-	
United Health Group	4,000	172,833	121,920.00
Valero Energy	3,000	141,556	50,250.00
Vodafone Group	3,500	79,598	80,815.00
Walgreen Company	12,000	487,647	440,640.00
Weyerhaeuser Co	4,000	253,770	172,560.00
Windstream Corp Com	15,500	194,344	170,345.00
Yahoo Inc	18,000	400,986	302,040.00
	-	-	
US Government Reserves	(6,584)	(6,584)	-
Total- Cost Basis		3,402,365	3,120,905

The Goldstone Family Foundation
EIN:06-1596255
December 31, 2009

SCHEDULE OF HOLDINGS

NAME OF THE INVESTMENT	12/31/09	
	Cost of Shares	FMV
Federal Farm CR BKS	30,000.00	29,981.40
Federal Home Loan	30,000.00	30,037.50
General Mtrs Accep Corp	0.00	-
General Electric	296,734.60	313,581.00
Goldman Sachs	191,746.40	211,572.00
Cit Group Inc	500,000.00	402,418.23
Unites States Treasury	546,143.33	585,503.30
Pimco Total Return	50,841.42	50,282.10
Pimco Low Duration	100,447.32	101,230.19
Fidelity US Gov't Reserves	(0.00)	-
Totals	1,745,913.07	1,724,605.72

THE GOLDSTONE FAMILY FOUNDATION
CAPITAL GAIN AND LOSS SCHEDULE
FIDELITY INVESTMENTS ACCT Z85-514535
12/31/09

Date	Security	Shares	Cost	Cost Basis Adjustment	Proceeds	Gain/Loss	ST	LT
02/24/09	Allied Irish Bank	2,275	76,951		3,814	(73,137)	(73,137)	
02/24/09	Allied Irish Bank	725	29,525		1,218	(28,307)	(28,307)	
03/30/09	Time Warner Cable	20	-		12	12	12	
04/02/09	Time Warner Cable	10	-		10	10	10	
04/30/09	Linn Energy	1,000	34,602 C-5		39,991	5,389	5,389	
06/09/09	SLM Corp	6,000	34,732		38,391	3,659	3,659	
07/23/09	Conocophillps	2,600	106,104		111,789	5,685	5,685	
07/23/09	Conocophillps	400	17,327		17,200	(127)	(127)	
10/16/09	Alexander & Baldwin	1,500	31,461		47,946	16,485	16,485	
10/30/09	Research in Motion	1,000	68,511		64,990	(3,521)	(3,521)	
11/02/09	Pulte Homes	2,000	17,745		18,332	586	586	
11/02/09	Pulte Homes	500	4,437		4,642	205	205	
12/21/09	Pulte Homes	2,000	17,020		18,652	1,632	1,632	
12/21/09	Pulte Homes	1,800	14,674		16,704	2,030	2,030	
12/21/09	Pulte Homes	700	6,156		6,488	332	332	
03/23/09	Call - EMC Corp	100	(5,917)			5,917	5,917	
06/17/09	Call - Goldman Sachs	10	(3,469)			3,469	3,469	
07/20/09	Call- Valero	30	(2,969)			2,969	2,969	
11/23/09	Call- General Electric	75	(4,061)			4,061	4,061	
11/23/09	Call- Lorillard Inc	50	(8,454)			8,454	8,454	
03/20/09	Capital Source	5,000	32,343		3,246	(29,097)	(29,097)	
03/20/09	Sonic Automotive	5,000	156,341		10,692	(145,649)	(145,649)	
07/22/09	Goldman Sachs	500	67,494	1,733	61,364	(4,397)	(4,397)	
SHORT TERM SALES			**690,552**	**1,733**	**465,480**	**(223,339)**	**(223,339)**	**-**
01/21/09	Fidelity Govt	1,624	1,624		1,624	-		
02/05/09	United Health Group	2,600	123,911		74,932	(48,979)		(48,979)
02/05/09	United Health Group	1,000	48,366		28,992	(19,374)		(19,374)
02/05/09	United Health Group	400	16,614		11,528	(5,086)		(5,086)
02/06/09	United Health Group	500	24,928		14,642	(10,286)		(10,286)
02/06/09	United Health Group	500	24,403		14,627	(9,776)		(9,776)
02/11/09	News Corp	5,000	80,704		35,492	(45,212)		(45,212)
02/18/09	Sonic Automotive	5,000	116,181		8,192	(107,989)		(107,989)
02/24/09	Avis Budget Group	5,000	132,269		2,847	(129,422)		(129,422)
02/24/09	Capital Source	5,000	112,825		9,392	(103,432)		(103,432)
03/13/09	Avis Budget Group	3,400	44,588		1,380	(43,208)		(43,208)
03/13/09	Avis Budget Group	400	5,446		165	(5,281)		(5,281)
03/13/09	Avis Budget Group	200	2,723		74	(2,648)		(2,648)
03/13/09	Time Warner Cable CL	4,000	146,384		29,838	(116,546)		(116,546)
03/20/09	News Corp	5,000	78,684		31,242	(47,442)		(47,442)
03/25/09	Intel Corp	7,000	139,474		105,831	(33,643)		(33,643)
04/17/09	Time Warner Cable Inc	1,673	84,610		42,971	(41,639)		(41,639)
05/05/09	Microsoft Corp	2,000	55,441		41,991	(13,450)		(13,450)
06/04/09	Microsoft Corp	2,000	56,814		42,131	(14,683)		(14,683)
06/24/09	Pfizer Corp	6,000	145,342	2,347	83,990	(59,005)		(59,005)
07/22/09	Microsoft Corp	8,000	204,653	5,612	167,988	(31,054)		(31,054)
08/26/09	Limited Brands	9,000	219,481	5,324	134,989	(79,168)		(79,168)
08/26/09	Time Warner Cable Inc	6,600	254,263	3,902	184,787	(65,574)		(65,574)
08/28/09	Time Warner Cable Inc	66	2,530		1,890	(640)		(640)
09/10/09	Fidelity Gov't	256,379	256,379		256,379	-		
09/10/09	Fidelity Gov't	256,379	256,379		256,379	-		
10/05/09	EMC Corp	110	1,749		1,889	140		140
10/09/09	EMC Corp	4,890	77,002		84,685	7,683		7,683
10/09/09	EMC Corp	2,000	31,803		34,811	3,008		3,008
10/21/09	Intel Corp	6,000	202,007	4,447	143,988	(53,572)		(53,572)
03/20/09	Capital Source	5,000	111,989		11,246	(100,743)		(100,743)
03/20/09	Sonic Automotive	5,000	26,309		1,800	(24,509)		(24,509)
07/22/09	Goldman Sachs	500	97,476	2,502	88,624	(6,350)		(6,350)
TOTAL LONG TERM SALES			**3,183,349**	**24,134**	**1,951,336**	**(1,207,879)**	**-**	**(1,207,879)**
TOTAL SALES			**3,873,901**	**25,868**	**2,416,816**	**(1,431,218)**	**(223,339)**	**(1,207,879)**

THE GOLDSTONE FAMILY FOUNDATION
EIN 06-1596255
LIST OF CONTRIBUTIONS PAID IN 2009

A Better Chance in Ridgefield	2,500
Alame	200
Amos House	250
Animal Kind	500
Big Brother Big Sister	250
Center for Adv In Cancer Center	1,000
CHIRP	250
Circle of Tapawingo	1,000
Community Scholarship Group	1,000
Creative Capital	300
Creative Time	1,500
Creative Capital	10,000
Creative Time	10,000
Danbury Hospital	1,000
Danbury Hospital	83,750
Digestive Research Foundation	250
Founders Hall	1,500
Founders Hall	10,000
Friends of Cobbosse Watershead	2,000
Friends of Ridgefiled Parks	250
Girl Scouts	250
Grove With Me	15,000
Habitat Roundtable	51
Housatonic Habitat	50,000
Housatonic Habitat for Humanity	65,000
Housatonic Habitat for Humanity	75,000
Keeler Tavern Museum	1,000
Keeler Tavern Museum	300
Kids in Crisis	500
Legal Aid	5,000
Metropolitan Opera	2,000
Museum of African Art	500
Museum of African Art	1,000
Museum of Monmouth	1,000
National Camp to prevent teen pregnancy	500
Reading is Fundamental	1,000
Ridgefield Academy	5,000
Ridgefield Community Center	500
Ridgefield Corale	1,000
Ridgefield Guild of Arists	1,000
Ridgefield Historical Society	250
Ridgefield Library Assoc	2,500
Ridgefield Meals on Wheels	1,000
Ridgefield Police Association	150
Ridgefield PYC	500
Ridgefield Symphony Orchestra	5,000
Roundabout Theatre	30,000
Roundabout Theatre	2,500
St Lukes School	20,000
St. Luke Parents Association	970
Sunrise Cottage	5,000
TBICO	25,000
The Adrich Museum	5,000
The Adrich Museum	25,000
The Boys & Girls Club	75,000
The Boys & Girls Club	10,000
The boys & girls club	75,000
The Leukemia & Lymphoma	1,000
The Ridgefield Lions Club	2,500
The Town of Ridgefield Society	15,000
The Washington Citizens' Scholar	250
Touch Foundation	1,000
The Town of Ridgefield Society	15,000
Trustees of University of PA	300,000
United Way Kennebec Valley	1,000
Visiting Nurse Association	10,000
Washington Scholar	250
Womens Center of Greater Danbury	500
YAI	5,000
TOATL CONTRIBUTIONS PAID IN 2009	**987,471**

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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.

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization	Employer identification number
	THE GOLDSTONE FAMILY FOUNDATION	06-1596255
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 570 LEXINGTON AVENUE, 37TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10022	

Check type of return to be filed(file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ STEVEN F. GOLDSTONE 570 LEXINGTON AVENUE - NEW YORK, NY 10022
  Telephone No. ▶ 212-450-4275 FAX No ▶
- 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 will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______ , and ending ______ .

2 If this tax year 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	$	794.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$	5,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$	0.

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.

Form **8868** (Rev. April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- 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.

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization THE GOLDSTONE FAMILY FOUNDATION	Employer identification number 06-1596255
	Number, street, and room or suite no. If a P.O. box, see instructions. 570 LEXINGTON AVENUE, 37TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

Check type of return to be filed(file a separate application for each return)

☐ Form 990	☒ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☐ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ STEVEN F. GOLDSTONE 570 LEXINGTON AVENUE - NEW YORK, NY 10022

  Telephone No. ▶ 212-450-4275 FAX No. ▶
- 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 will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until NOVEMBER 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2009 or

▶ ☐ tax year beginning ______, and ending ______.

2 If this tax year 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	$ 0.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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.