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

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation LYNDA M. GOLDSTEIN FAMILY FOUNDATION		A Employer identification number 20-0568178
	Number and street (or P.O. box number if mail is not delivered to street address) ONE POLO CLUB 2400 CHERRY CREEK SOUTH DRIVE, #208		B Telephone number (see page 10 of the instructions) (303) 321-7445
	City or town, state, and ZIP code DENVER, CO 80209		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) ► \$ 1,072,223.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions.))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		150,000	ATCH 1		
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments		1,336	1,336		ATCH 2
4 Dividends and interest from securities		6,088	6,088		ATCH 3
5 a Gross rents					
b Net rental income or (loss) _____					
6 a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	46,790	2,614			
7 Capital gain net income (from Part IV, line 2) .			2,614		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		160,038	10,038		
13 Compensation of officers, directors, trustees, etc		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)		11,394	11,394		
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions)		2,776	2,776		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		62	62		
24 Total operating and administrative expenses					
Add lines 13 through 23		14,232	14,232		
25 Contributions, gifts, grants paid		63,000		63,000	
26 Total expenses and disbursements. Add lines 24 and 25		77,232	14,232		63,000
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		82,806			
b Net investment income (if negative, enter -0-)			-0-		
c Adjusted net income (if negative, enter -0-)				-0-	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
1	Cash - non-interest-bearing	397,948.	82,630.	82,630.
2	Savings and temporary cash investments			
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10	a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 7	470,451.	776,969.	989,593.
	c Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	868,399.	859,599.	1,072,223.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
Net Assets or Fund Balances	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			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	868,399.	859,599.	
30	Total net assets or fund balances (see page 17 of the instructions)	868,399.	859,599.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	868,399.	859,599.	

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	868,399.
2	Enter amount from Part I, line 27a	2	82,806.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	951,205.
5	Decreases not included in line 2 (itemize) ► ATTACHMENT 8	5	91,606.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	859,599.

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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	2,614.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		3		

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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	47,207.	916,451.	0.051511
2007	40,489.	1,014,437.	0.039913
2006	12,125.	848,848.	0.014284
2005	0.	307,052.	0.000000
2004	700.	20,860.	0.033557
2 Total of line 1, column (d)			2 0.139265
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.027853
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 925,064.
5 Multiply line 4 by line 3			5 25,766.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 25,766.
8 Enter qualifying distributions from Part XII, line 4			8 63,000.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1 . . .
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	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	2 . . .
3	Add lines 1 and 2	3
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	4
5	Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0	5
6	Credits/Payments:	
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a
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
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
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ►	Refunded ► 11

Part VII-A Statements Regarding Activities

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?	Yes	No
1b		X	
1c		X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
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?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
	• By language in the governing instrument, or		
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► CO,		
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? <i>If "No," attach explanation</i>	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> ATTACHMENT 9	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 page 20 of the 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 ► LYNDA GOLDSTEIN Telephone no ► 303-321-7445
Located at ► ABOVE ADDRESS DENVER, CO ZIP + 4 ► 80209

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15
and enter the amount of tax-exempt interest received or accrued during the year

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ► 1b <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 20 of the instructions)		
2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
4b 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?		
4a		X
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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ►

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ► **NONE**
Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments. See page 24 of the instructions		
3	NONE	
Total. Add lines 1 through 3 ►		

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	698,862.
b	Average of monthly cash balances	1b	240,289.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	939,151.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	939,151.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	14,087.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	925,064.
6	Minimum investment return. Enter 5% of line 5	6	46,253.

Part XI Distributable Amount (see page 25 of the 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	46,253.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	0.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	46,253.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	46,253.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	46,253.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	63,000.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	0.
3	Amounts set aside for specific charitable projects that satisfy the:	3b	0.
a	Suitability test (prior IRS approval required)	4	63,000.
b	Cash distribution test (attach the required schedule)	5	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	63,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				46,253.
2 Undistributed income, if any, as of the end of 2009			41,606.	
a Enter amount for 2008 only				
b Total for prior years 20 07 20 06 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 63,000.			41,606.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				21,394.
e Remaining amount distributed out of corpus	0.			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.			
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				24,859.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
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	0.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006		
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)(ii)				
(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 page 28 of 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))

LYNDA M. GOLDSTEIN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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:
N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i> SEE DETAIL ATTACHED				63,000.
Total.			► 3a	63,000.
<i>b Approved for future payment</i>				
Total.			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate				
a Debt-financed property		14		7,424.
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory		18		2,614.
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)				10,038.
13 Total. Add line 12, columns (b), (d), and (e)			13	10,038.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions)

NOT APPLICABLE

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		

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Lynda M. Srednicki, 15/10/12

Date

Sign Here

Sign Here	Signature of officer or trustee	Date	Title
	Preparer's signature	Date 5/11/10	Check if self-employed <input type="checkbox"/>
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code KLEINMAN, GUERRA & COMPANY PC 6300 S. SYRACUSE WAY, SUITE 510 CENTENNIAL, CO 80111		EN <input type="checkbox"/> 84-1109847
			Phone no 303.721.7300

Organization type (check one):

Filers of: _____ **Section:** _____

Form 990 or 990-EZ 501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

V

Form 990-PF 501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization	LYNDA M. GOLDSTEIN FAMILY FOUNDATION	Employer identification number
		20-0568178

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LYNDA M. GOLDSTEIN 2400 CHERRY CREEK DRIVE SOUTH #208 DENVER, CO 80209	\$ 150,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)

Name of organization LYNDA M. GOLDSTEIN FAMILY FOUNDATION

Employer identification number

20-0568178

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2074 SHARES PEABODY ENERGY CORP 1903 MARKWEST ENERGY PARTNERS LP	\$ 150,000.	12/23/2009
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
LYNDA M. GOLDSTEIN 2400 CHERRY CREEK DRIVE SOUTH #208 DENVER, CO 80209	12/23/2009	150,000.
		<u>150,000.</u>
		TOTAL CONTRIBUTION AMOUNTS

LYNDA M. GOLDSTEIN
2400 CHERRY CREEK DRIVE SOUTH #208
DENVER, CO 80209

FORM 990PE, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COLORADO STATE BANK & TRUST	1,336.	1,336.
TOTAL	<u><u>1,336.</u></u>	<u><u>1,336.</u></u>

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COLO STATE BANK & TRUST	6,088.	6,088.
TOTAL	<u>6,088.</u>	<u>6,088.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WOOD MANAGEMENT FEES	8,351.	8,351.
BANK CUSTODIAN FEES	398.	398.
OTHER PROFESSIONAL FEES	2,645.	2,645.
TOTALS	<u><u>11,394.</u></u>	<u><u>11,394.</u></u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAX	2,758. 18.	2,758. 18.
FOREIGN TAX		
TOTALS	<u><u>2,776.</u></u>	<u><u>2,776.</u></u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER ADMIN EXPENSES	62.	62.
TOTALS	<u>62.</u>	<u>62.</u>

DESCRIPTION

WOOD & CO-SEE DETAIL ATTACHED

TOTALS

BOOK VALUEENDING
FMV

776,969.

776,969.

989,593.

989,593.ATTACHMENT 7

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
FMV IN EXCESS OF BASIS ON GIFT OF STOCK	91,606.
TOTAL	<u>91,606.</u>

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
LYNDA M. GOLDSTEIN 2400 CHERRY CREEK DRIVE SOUTH #208 DENVER, CO 80209	12/23/2009	150,000.
TOTAL CONTRIBUTION AMOUNTS		<u><u>150,000.</u></u>

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT
			TO EMPLOYEE BENEFIT PLANS	AND OTHER ALLOWANCES
LYNDA M. GOLDSTEIN ONE POLO CLUB 2400 CHERRY CREEK SOUTH DRIVE, #208 DENVER, CO 80209	PRESIDENT	0.	0.	0.
JEFFREY S. GOLDSTEIN ONE POLO CLUB 2400 CHERRY CREEK SOUTH DRIVE, #208 DENVER, CO 80209	SECRETARY-TREAS	0.	0.	0.
JULIE A. GOLDSTEIN ONE POLO CLUB 2400 CHERRY CREEK SOUTH DRIVE, #208 DENVER, CO 80209	ASSISTANT SECRETARY	0.	0.	0.
LESLIE K. GOLDSTEIN ONE POLO CLUB 2400 CHERRY CREEK SOUTH DRIVE, #208 DENVER, CO 80209	DIRECTOR	0.	0.	0.
BARBARA GOLDBURG ONE POLO CLUB 2400 CHERRY CREEK SOUTH DRIVE, #208 DENVER, CO 80209	DIRECTOR	0.	0.	0.

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT
			TO EMPLOYEE BENEFIT PLANS	AND OTHER- ALLOWANCES
RITA SCHWEITZ ONE POLO CLUB 2400 CHERRY CREEK SOUTH DRIVE, #208 DENVER, CO 80209	DIRECTOR	0.	0.	0.
	GRAND TOTALS	<u>0.</u>	<u>0.</u>	<u>0.</u>

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

2009

Name of estate or trust

LYNDA M. GOLDSTEIN FAMILY FOUNDATION

Employer identification number

20-0568178

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1 a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	2,614.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	2,614.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		2,614.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		2,614.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000
Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover	

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers.	Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero
Caution: Skip this part and complete the worksheet on page 8 of the instructions if • Either line 14b, col (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . .	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19	
20	Add lines 18 and 19 . . .	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ►	21	
22	Subtract line 21 from line 20 If zero or less, enter -0- . . .	22	
23	Subtract line 22 from line 17 If zero or less, enter -0- . . .	23	
24	Enter the smaller of the amount on line 17 or \$2,300 . . .	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23.	25	
26	Subtract line 25 from line 24 . . .	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . .	28	
29	Subtract line 28 from line 27 . . .	29	
30	Multiply line 29 by 15% (15) . . .	30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . .	31	
32	Add lines 30 and 31 . . .	32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . .	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . .	34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

LYNDA M. GOLDSTEIN FAMILY FOUNDATION

Employer identification number

20-0568178

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 2,614 .

Schedule D-1 (Form 1041) 2009

Wood & Company
PORTFOLIO APPRAISAL
Lynda M. Goldstein Family Foundation
December 31, 2009

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
SHORT TERM INVESTMENTS									
	Colorado State Bank Short Term Cash III		82,630		82,630	7 7	0 150	124	0 1
			82,630		82,630	7 7		124	0 1
COMMON STOCK									
Electric & Gas Utilities									
2,400	Duke Energy Corp	1 03	2,471	17.21	41,304	3 9	0 960	2,304	5 6
1,600	NRG Energy Inc	32.44	51,898	23.61	37,776	3 5	0 000	0	0 0
			54,369		79,080	7 4		2,304	2 9
Telecommunications									
900	Verizon Communications	30.12	27,105	33.13	29,817	2 8	1 900	1,710	5 7
			27,105		29,817	2 8		1,710	5 7
Banking									
1,200	Wells Fargo & Co	26.80	32,160	26.99	32,388	3 0	0 200	240	0 7
			32,160		32,388	3 0		240	0 7
Insurance & Financial Services									
1,100	AON Corp	38.26	42,091	38.34	42,174	3 9	0 600	660	1 6
170	MasterCard Inc Class A	185.94	31,609	255.98	43,517	4 1	0 600	102	0 2
1,800	Tower Group Inc	24.79	44,625	23.41	42,138	3 9	0 280	504	1 2
			118,325		127,829	11.9		1,266	1 0
Pharmaceuticals									
1,500	Celgene Corp	27.94	41,907	55.68	83,520	7.8	0 000	0	0 0
2,100	Elan Corp.	14.76	31,004	6.52	13,692	1 3	0.000	0	0 0
788	Pfizer Inc	17.51	13,802	18.19	14,334	1 3	0 720	567	4 0
600	Teva Pharmaceuticals Inc ADR	55.89	33,532	56.18	33,708	3 1	0 535	321	1.0
			120,245		145,254	13.5		888	0 6
Medical Services & Equipment									
600	Thermo Fisher Scientific Inc	39.39	23,632	47.69	28,614	2 7	0 000	0	0 0
			23,632		28,614	2 7		0	0 0
Health Care									
1,700	Emeritus Corp	31.12	52,905	18.75	31,875	3 0	0 000	0	0 0
			52,905		31,875	3.0		0	0 0

Wood & Company
PORTFOLIO APPRAISAL
Lynda M. Goldstein Family Foundation
December 31, 2009

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
Technology									
92	Google Inc.	471.01	43,333	619.98	57,038	5.3	0.000	0	0.0
43,333					57,038	5.3		0	0.0
Chemical									
400	Potash Corporation of Saskatchewan	76.51	30,606	108.50	43,400	4.0	0.400	160	0.4
			30,606		43,400	4.0		160	0.4
Industrial									
1,100	ABB LTD-Spon ADR	15.23	16,757	19.10	21,010	2.0	0.000	0	0.0
500	Emerson Electric Co	36.33	18,163	42.60	21,300	2.0	1.340	670	3.1
			34,920		42,310	3.9		670	1.6
Oil & Gas Related									
900	Continental Resources, Inc	27.27	24,544	42.89	38,601	3.6	0.000	0	0.0
700	EQT Corporation	56.47	39,531	43.92	30,744	2.9	0.880	616	2.0
700	Newfield Exploration Co	52.34	36,637	48.23	33,761	3.1	0.000	0	0.0
700	Petrohawk Energy Corp	8.58	6,005	23.99	16,793	1.6	0.000	0	0.0
200	Questar Corp	17.99	3,598	41.57	8,314	0.8	0.520	104	1.3
800	Southwestern Energy Corp	5.56	4,447	48.20	38,560	3.6	0.000	0	0.0
			114,762		166,773	15.6		720	0.4
Petroleum Service									
400	Transocean Ltd	46.42	18,567	82.80	33,120	3.1	0.000	0	0.0
			18,567		33,120	3.1		0	0.0
Energy Distribution									
1,903	Markwest Energy Partners LP	10.75	35,731	29.27	55,701	5.2	2.560	4,872	8.7
			20,464		55,701	5.2		4,872	8.7
Energy Related									
3,600	Evergreen Energy Inc	9.81	35,321	0.34	1,206	0.1	0.000	0	0.0
2,200	Peabody Energy Corp	10.92	24,032	45.21	99,462	9.3	0.280	616	0.6
			59,352		100,668	9.4		616	0.6
Transportation									
300	Norfolk Southern Corp	36.50	10,951	52.42	15,726	1.5	1.360	408	2.6
			10,951		15,726	1.5		408	2.6
COMMON STOCK Total									
Total Return YTD 2/28/10 -0.6									
Contributions MTD 2/28/10 0 Inception to Date 1,085,412									
Grants 2/28/10 MTD 0 Inception to Date 168,850									
761,696									
776,969									
989,593									
92.3									
13,854									
1.4									

COMMON STOCK Total
 Total Return YTD 2/28/10 -0.6
 Contributions MTD 2/28/10 0 Inception to Date 1,085,412
 Grants 2/28/10 MTD 0 Inception to Date 168,850

LYNDA GOLDSTEIN FAMILY FOUNDATION EIN 20-0568178
 FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATION TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE ASPEN INSTITUTE 1000 N 3RD ST, ASPEN, CO 81611	NONE	GENERAL OPERATING	2,500
GIRL SCOUTS OF COLORADO 400 S BROADWAY, DENVER, CO 80209	PUBLIC CHARITY NONE	GENERAL OPERATING	2,000
JEWISH WOMEN'S ARCHIVES 138 HARVARD ST, BROOKLINE, MA 02446	PUBLIC CHARITY NONE	GENERAL OPERATING	2,500
DENVER ART MUSEUM 100 W 14TH AVE, DENVER, CO 80204	PUBLIC CHARITY NONE	GENERAL OPERATING	2,500
INVEST IN KIDS	PUBLIC CHARITY NONE	GENERAL OPERATING	1,000
1775 SHERMAN ST, SUITE 2075, DENVER, CO 80203	PUBLIC CHARITY NONE	GENERAL OPERATING	2,000
WOMEN'S FOUNDATION OF COLORADO 1901 E ILLIF AVE, DENVER, CO 80210	PUBLIC CHARITY NONE	GENERAL OPERATING	2,000
FACING HISTORY AND OURSELVES	PUBLIC CHARITY NONE	GENERAL OPERATING	1,000
789 SHERMAN ST, SUITE 580, DENVER, CO 80203	PUBLIC CHARITY NONE	GENERAL OPERATING	2,000
LAMONT SCHOOL OF MUSIC-LAMONT SOCIETY 2344 E ILLIF AVE, DENVER, CO 80208	PUBLIC CHARITY NONE	GENERAL OPERATING	1,500
JEWISH FAMILY SERVICE 3201 S TAMARAC DR, DENVER, CO 80231	PUBLIC CHARITY NONE	GENERAL OPERATING	10,000
ALLIED JEWISH FEDERATION	PUBLIC CHARITY NONE	GENERAL OPERATING	10,500
300 S DAHLIA, DENVER, CO 80246	PUBLIC CHARITY NONE	GENERAL OPERATING	1,500
ANTI DEFAMATION LEAGUE	PUBLIC CHARITY NONE	GENERAL OPERATING	1,000
1120 LINCOLN ST, SUITE 1301 DENVER, CO 80203	PUBLIC CHARITY NONE	GENERAL OPERATING	1,000
HILLEL OF COLORADO	PUBLIC CHARITY NONE	GENERAL OPERATING	1,000
2390 S RACE ST, DENVER CO 80210	PUBLIC CHARITY NONE	GENERAL OPERATING	1,000
SUMMER SCHOLARS 3401 QUEBEC STREET, SUITE 5010, DENVER, CO 80207	PUBLIC CHARITY NONE	GENERAL OPERATING	3,000
WHITE HOUSE PROJECT 1536 WYNKOOP #4A, DENVER, CO 80202	PUBLIC CHARITY NONE	GENERAL OPERATING	1,000
DENVER POST SEASON TO SHARE P O BOX 173365 DENVER, CO 80217	PUBLIC CHARITY NONE	GENERAL OPERATING	2,000
DENVER HEALTH FOUNDATION 655 BROADWAY, #750 DENVER, CO 80203	PUBLIC CHARITY NONE	GENERAL OPERATING	6,000
ASIAN ART COORDINATING 100 S MADISON ST, SUITE 8C, DENVER, CO 80209	PUBLIC CHARITY NONE	GENERAL OPERATING	1,000
CHILDRENS DIABETES FOUNDATION 777 GRANT STREET, SUITE 302, DENVER, CO 80203	PUBLIC CHARITY NONE	GENERAL OPERATING	750
DENVER BOTANIC GARDENS 909 YORK STREET, DENVER, CO 80209	PUBLIC CHARITY NONE	GENERAL OPERATING	1,000
CAJE 300 S DAHLIA ST, SUITE 101 DENVER, CO 80246	PUBLIC CHARITY NONE	GENERAL OPERATING	1,000
HIGH COUNTRY NEWS P O BOX 1090, PEONIA, CO 81428-9989	PUBLIC CHARITY NONE	GENERAL OPERATING	500
NEW WORLD FOUNDATION 666 WEST END AVE, NEW YORK, NY 10025	PUBLIC CHARITY NONE	GENERAL OPERATING	5,000
STEPPING STONES 5640 E EVANS AVE, #100A, DENVER, CO 80222	PUBLIC CHARITY NONE	GENERAL OPERATING	500
QUALITY OF LIFE CANCER PROJECT 600 E HOPKINS AVE, SUITE 202, ASPEN, CO 81611	PUBLIC CHARITY NONE	GENERAL OPERATING	1,250
TEMPLE SINAI 3609 S GLENCOE ST, DENVER, CO 80237	PUBLIC CHARITY NONE	GENERAL OPERATING	2,000
			63,000

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,590.		200 SHS PEABODY PROPERTY TYPE: SECURITIES 2,185.				P	04/16/2004	09/04/2009 4,405.
40,200.		800 SHS WYETH PROPERTY TYPE: SECURITIES 41,991.				P	10/18/2006	10/16/2009 -1,791.
TOTAL GAIN(LOSS)								<u>2,614.</u>