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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury  
Internal Revenue Service

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

For calendar year 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 ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>BETTY AND LEON GOLDSTEIN FOUNDATION</b>		A Employer identification number <b>20-6759456</b>
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number <b>404-355-4831</b>
	City or town, state, and ZIP code <b>ATLANTA, GA 30327</b>		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>444,839.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (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)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		69.	69.		STATEMENT 1
4 Dividends and interest from securities		7,971.	7,971.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		19,898.			
b Gross sales price for all assets on line 6a		563,955.			
7 Capital gain net income (from Part IV, line 2)			19,898.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		27,938.	27,938.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,100.	1,100.	0.	0.
c Other professional fees STMT 4		66.	66.	0.	0.
17 Interest					
18 Taxes STMT 5		587.	323.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		1,753.	1,489.	0.	0.
25 Contributions, gifts, grants paid		37,960.			37,960.
26 Total expenses and disbursements. Add lines 24 and 25		39,713.	1,489.	0.	37,960.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<11,775.>			
b Net investment income (if negative, enter -0-)			26,449.		
c Adjusted net income (if negative, enter -0-)				0.	

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			12,990.	9,890.	9,890.	
	3 Accounts receivable ▶						
	Less: allowance for doubtful accounts ▶						
	4 Pledges receivable ▶						
	Less: allowance for doubtful accounts ▶						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons						
	7 Other notes and loans receivable ▶						
	Less: allowance for doubtful accounts ▶						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments - U.S. and state government obligations						
	b Investments - corporate stock						
	c Investments - corporate bonds						
	11 Investments - land, buildings and equipment basis ▶						
	Less accumulated depreciation ▶						
	12 Investments - mortgage loans						
	13 Investments - other STMT 6			446,259.	437,462.	434,949.	
	14 Land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
	15 Other assets (describe ▶)						
	16 Total assets (to be completed by all filers)			459,249.	447,352.	444,839.	
	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 ▶ STATEMENT 7)				386.	264.		
23 Total liabilities (add lines 17 through 22)			386.	264.			
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						
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds			458,863.	447,088.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.		
30 Total net assets or fund balances			458,863.	447,088.			
31 Total liabilities and net assets/fund balances			459,249.	447,352.			

## 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	458,863.
2 Enter amount from Part I, line 27a	2	<11,775.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	447,088.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	447,088.

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**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 WELLS FARGO - 0432 - SEE ATTACHED	P	VARIOUS	VARIOUS
b WELLS FARGO - 0432 - SEE ATTACHED	P	VARIOUS	VARIOUS
c POWERSHARES DB COMMODITY INDEX		VARIOUS	VARIOUS
d POWERSHARES DB COMMODITY INDEX		VARIOUS	VARIOUS
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 203,559.		203,630.	<71.>
b 360,396.		343,723.	16,673.
c			1,445.
d			1,851.
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			<71.>
b			16,673.
c			1,445.
d			1,851.
e			

2 Capital gain net income or (net capital loss)	2	19,898.
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	32,964.	527,533.	.062487
2007	33,945.	638,700.	.053147
2006	29,228.	591,073.	.049449
2005	0.	4,799.	.000000
2004			

2 Total of line 1, column (d)	2	.165083
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	.041271
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	391,595.
5 Multiply line 4 by line 3	5	16,162.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	264.
7 Add lines 5 and 6	7	16,426.
8 Enter qualifying distributions from Part XII, line 4	8	37,960.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	264.
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	264.
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	264.
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		0.
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		264.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>GA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► LEON GOLDSTEIN Located at ► 2888 SEQUOYAH DRIVE, ATLANTA, GA	Telephone no. ►	404-355-7325	
		ZIP+4 ►	30327	
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?	<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	N/A	
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?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

6b

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

If "Yes" to 6b, file Form 8870.

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

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

0

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**Part 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	388,789.
b	Average of monthly cash balances	1b	8,769.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	397,558.
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	397,558.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,963.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	391,595.
6	Minimum investment return. Enter 5% of line 5	6	19,580.

**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	19,580.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	264.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	264.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,316.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	19,316.
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	19,316.

**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	37,960.
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	37,960.
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	264.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	37,696.

**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.

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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				19,316.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006	1,058.			
d From 2007	2,720.			
e From 2008	7,359.			
f Total of lines 3a through e	11,137.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 37,960.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				19,316.
e Remaining amount distributed out of corpus	18,644.			
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:	29,781.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	29,781.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	1,058.			
c Excess from 2007	2,720.			
d Excess from 2008	7,359.			
e Excess from 2009	18,644.			



**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)					
<b>a</b> <i>Paid during the year</i>					
<b>SEE STATEMENT 9</b>					
<b>Total</b>				<b>► 3a</b>	<b>37,960.</b>
<b>b</b> <i>Approved for future payment</i>					
<b>NONE</b>					
<b>Total</b>				<b>► 3b</b>	<b>0.</b>



**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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

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

- (1) Cash

- (2) Other assets**

- b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations**

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

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

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

**Sign Here**

Signature of officer or trustee

Date \_\_\_\_\_

**TRUSTEE**

➤ Title

Preparer's  
signature

Date \_\_\_\_\_

☐ Check if self-employed

Preparer's identifying number

Firm's name (or yours  
if self-employed),  
address, and ZIP code

HABIB, AROGETI, & WYNNE, L.L.P.  
FIVE CONCOURSE PARKWAY, SUITE 1000  
ATLANTA, GEORGIA 30328

EIN ▶

Phone no. **404-892-9651**

Form 990-PF (2009)

BETTY AND LEON GOLDSTEIN FOUNDATION  
SCHEDULE OF AVERAGE FAIR MARKET VALUE  
FYE 12-31-09

		Wachovia -		Wells Fargo -		Average -	
		Cash	WF -Cash	Securities	Securities	Cash	Securities
December	2008	\$ 12,990	\$ 1	\$ 382,188			
January	2009	7,790	1	351,680	\$ 366,934	10,391	
February	2009	7,790	1	311,278	331,479	7,791	
March	2009	6,590	1	339,008	325,143	7,191	
April	2009	5,954	1	369,267	354,138	6,273	
May	2009	4,754	1	400,121	384,694	5,355	
June	2009	4,654	1	400,064	400,093	4,705	
July	2009	344	5,029	423,969	412,017	5,014	
August	2009	3,373	-	432,378	428,174	4,373	
September	2009	33,621	138	407,376	419,877	18,566	
October	2009	9,740	-	399,070	403,223	21,750	
November	2009	9,744	-	416,941	408,006	9,742	
December	2009	8,748	1,142	434,949	425,945	9,817	
					\$ 4,659,721	\$ 110,968	
		Average FMV Cash		Average FMV Securities			
		\$ 9,247		\$ 388,310			

## Realized Gain/Loss

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As of Date: 2/05/10

Account Number: 4741-0432  
 BETTY & LEON GOLDSTEIN FDN  
 ATTN LEON GOLDSTEIN  
 ATTN BETTY GOLDSTEIN

## Realized Gain/Loss Detail for Year

Short Term	DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	ABERDEEN FUNDS							
	INTL EQUITY FD CL C	121.2930	9.1600	06/22/09	09/14/09	1,331.75	1,111.04	220.71
	AETNA INC(NEW)	0.1380	21.7915	11/28/08	09/14/09	4.04	3.00	1.04
	BANK NEW YORK MELLON CORP							
		1.4980	32.4176	11/03/08	09/14/09	41.61	48.57	-6.96
		1.7920	27.3078	02/03/09	09/14/09	49.79	48.93	0.86
		0.5900	31.3973	05/11/09	09/14/09	16.39	18.51	-2.12
		0.6310	29.3939	08/11/09	09/14/09	17.54	18.56	-1.02
	BANK OF AMERICA CORP							
		5.8950	33.9500	09/26/08	09/14/09	96.24	200.13	-103.89
		7.4140	13.7514	12/26/08	09/14/09	121.04	101.95	19.09
		0.4510	7.2210	03/27/09	09/14/09	7.36	3.26	4.10
		0.2640	12.3579	06/26/09	09/14/09	4.32	3.26	1.06
	CATERPILLAR INC							
		0.6340	33.4817	11/20/08	09/14/09	30.67	21.22	9.45
		0.8180	26.2848	02/20/09	09/14/09	39.57	21.49	18.08
		0.5730	38.0743	05/20/09	09/14/09	27.72	21.83	5.89
		0.4930	44.7746	08/20/09	09/14/09	23.86	22.07	1.79
	CONOCOPHILLIPS							
		2.6860	50.8871	12/01/08	09/14/09	121.62	136.68	-15.06
		3.7750	36.5435	03/02/09	09/14/09	170.94	137.94	33.00
		2.9610	47.1909	06/01/09	09/14/09	134.08	139.72	-5.64
		3.1320	45.0493	09/01/09	09/14/09	141.83	141.11	0.72
	DEVON ENERGY CORP NEW							
		0.2220	89.5500	09/30/08	09/14/09	14.41	19.90	-5.49
		0.3060	65.0796	12/31/08	09/14/09	19.86	19.93	-0.07
		0.4390	45.4775	03/31/09	09/14/09	28.49	19.98	8.51
		0.3620	55.4588	06/30/09	09/14/09	23.51	20.05	3.46

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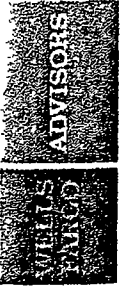


## Realized Gain/Loss

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As of Date: 2/05/10

Account Number: 4741-0432  
 BETTY & LEON GOLDSTEIN FDN  
 ATTN LEON GOLDSTEIN  
 ATTN BETTY GOLDSTEIN



Short Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
EXXON MOBIL CORP		1,8720	79.3021	12/10/08	09/14/09	130.10	148.48	-18.38
		2,2570	66.1086	03/10/09	09/14/09	156.86	149.23	7.63
		2,1310	73.9861	06/10/09	09/14/09	148.11	157.64	-9.53
		2,2390	70.8061	09/10/09	09/14/09	155.62	158.54	-2.92
FIDELITY ADVISOR UTILITIES CL A		4,253.9270	15.8000	09/17/09	10/27/09	65,000.00	67,214.81	-2,214.81
		1,636.1260	15.8000	09/17/09	10/27/09	25,000.00	25,851.85	-851.85
FIDELITY ADVISORS ENERGY CL A		1,824.2120	29.4800	09/17/09	10/27/09	55,000.00	53,779.27	1,220.73
		1,558.3750	29.4800	09/17/09	10/27/09	50,000.00	48,890.26	1,109.74
GENERAL ELECTRIC COMPANY		5,2920	17.9258	10/27/08	09/14/09	77.37	94.86	-17.49
		7,7350	12.4761	01/26/09	09/14/09	113.08	96.50	16.58
		8,1800	12.0907	04/27/09	09/14/09	119.59	98.90	20.69
		2,6880	12.1737	07/27/09	09/14/09	39.31	32.72	6.59
GOLDMAN SACHS GROUP INC		0,6230	56.4452	11/24/08	09/14/09	108.50	35.15	73.35
		0,4210	112.0386	03/26/09	09/14/09	73.32	47.15	26.17
		0,2500	141.9236	06/25/09	09/14/09	43.54	35.51	8.03
JOHNSON & JOHNSON		2,8760	58.7498	12/09/08	09/14/09	172.04	168.95	3.09
		3,6050	47.2363	03/10/09	09/14/09	215.65	170.27	45.38
		3,2590	56.1981	06/09/09	09/14/09	194.95	183.14	11.81
		3,0440	60.6855	09/08/09	09/14/09	182.10	184.74	-2.64
LOCKHEED MARTIN CORP		0,7360	109.3300	09/26/08	09/14/09	55.06	80.47	-25.41
		1,3850	79.1532	12/26/08	09/14/09	103.61	109.63	-6.02
		1,5340	71.9973	03/27/09	09/14/09	114.77	110.42	4.35
		1,3720	81.0933	06/26/09	09/14/09	102.65	111.30	-8.65

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## Realized Gain/Loss

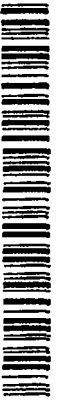
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As of Date: 2/05/10

Account Number: 4741-0432  
 BETTY & LEON GOLDSTEIN FDN  
 ATTN LEON GOLDSTEIN  
 ATTN BETTY GOLDSTEIN

Short Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
MCDONALDS CORP								
		0.4470	63.7700	09/16/08	09/14/09	24.15	28.51	-4.36
		0.6270	60.9283	12/15/08	09/14/09	33.87	38.23	-4.36
		0.7310	52.7660	03/16/09	09/14/09	39.49	38.55	0.94
		0.6720	57.8893	06/22/09	09/14/09	36.32	38.91	-2.59
METLIFE INC								
		3.0770	30.5462	12/15/08	09/14/09	116.11	93.98	22.13
PEPSICO INCORPORATED								
		1.5320	70.4500	09/30/08	09/14/09	89.27	107.95	-18.68
		1.9730	55.0491	01/02/09	09/14/09	114.97	108.60	6.37
		2.1040	52.0120	03/31/09	09/14/09	122.61	109.43	13.18
		2.1190	55.1290	06/30/09	09/14/09	123.50	116.82	6.68
PRAXAIR INC								
		0.6260	85.7200	09/15/08	09/14/09	47.93	53.70	-5.77
		0.9600	56.1683	12/15/08	09/14/09	73.51	53.93	19.58
		0.8960	64.6180	03/16/09	09/14/09	68.62	57.91	10.71
		0.7970	73.1023	06/15/09	09/14/09	61.04	58.27	2.77
PROCTER & GAMBLE CO								
		2.2240	64.2561	11/14/08	09/14/09	121.76	142.88	-21.12
		2.8700	50.0994	02/17/09	09/14/09	157.13	143.77	13.36
		3.1150	51.1742	05/15/09	09/14/09	170.55	159.41	11.14
		3.0600	52.5415	08/17/09	09/14/09	167.55	160.78	6.77
QUALCOMM INC								
		1.1560	45.2900	09/26/08	09/14/09	52.68	52.37	0.31
		1.4430	36.4098	01/07/09	09/14/09	65.76	52.55	13.21
		1.3520	39.0406	03/27/09	09/14/09	61.62	52.78	8.84
		1.2210	46.1146	06/26/09	09/14/09	55.65	56.31	-0.66
REINSURANCE GROUP OF AMERICA INC								
		0.0500	28.9340	02/26/09	09/14/09	2.21	1.44	0.77
		0.0400	36.0323	05/27/09	09/14/09	1.76	1.44	0.32

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## Realized Gain/Loss

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As of Date: 2/05/10

Account Number: 4741-0432  
 BETTY & LEON GOLDSTEIN FDN  
 ATTN LEON GOLDSTEIN  
 ATTN BETTY GOLDSTEIN

Short Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
TEXAS INSTRUMENTS INC								
		0.0330	43.6804	08/24/09	09/14/09	1.47	1.45	0.02
		2.6910	15.8872	11/17/08	09/14/09	65.33	42.76	22.57
		2.4920	17.2722	02/09/09	09/14/09	60.50	43.05	17.45
		2.4500	17.6843	05/18/09	09/14/09	59.48	43.33	16.15
		1.8480	23.5893	08/17/09	09/14/09	44.87	43.60	1.27
THE SOUTHERN COMPANY								
		3.4830	37.0049	12/08/08	09/14/09	108.19	128.90	-20.71
		4.6450	28.0661	03/06/09	09/14/09	144.29	130.36	13.93
		4.7290	29.1429	06/08/09	09/14/09	146.90	137.83	9.07
		4.4200	31.6483	09/08/09	09/14/09	137.31	139.89	-2.58
TIDEWATER INC								
		0.3320	56.8500	09/15/08	09/14/09	14.06	18.87	-4.81
		0.4860	38.9892	12/16/08	09/14/09	20.59	18.96	1.63
		0.5560	34.3352	03/13/09	09/14/09	23.57	19.08	4.49
		0.3970	48.4598	06/16/09	09/14/09	16.83	19.22	-2.39
UNITED TECHNOLOGIES CORP								
		1.2230	48.5520	12/10/08	09/14/09	74.16	59.37	14.79
		1.5640	38.2521	03/10/09	09/14/09	94.85	59.84	35.01
		1.0770	56.1370	06/10/09	09/14/09	65.31	60.44	4.87
		0.9920	61.3335	09/10/09	09/14/09	60.17	60.86	-0.69
UNITEDHEALTH GROUP INC								
		0.0830	25.4486	04/16/09	09/14/09	2.38	2.10	0.28
WYETH								
		0.3020	34.5060	12/01/08	09/14/09	14.31	10.43	3.88
		3.2420	34.5060	12/01/08	09/14/09	153.73	111.87	41.86
		3.0540	40.3894	03/02/09	09/14/09	144.82	123.36	21.46
		2.7570	45.0845	06/01/09	09/14/09	130.74	124.28	6.46

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**As of Date: 2/05/10**

Account Number: 4741-0432  
BETTY & LEON GOLDSTEIN FDN  
ATTN LEON GOLDSTEIN  
ATTN BETTY GOLDSTEIN

<b>Short Term</b>	<i>Continued</i>								
<b>DESCRIPTION</b>		<b>QUANTITY</b>	<b>ADJ PRICE/ ORIG PRICE</b>	<b>DATE ACQUIRED</b>	<b>CLOSE DATE</b>	<b>PROCEEDS</b>	<b>ADJ COST/ ORIG COST</b>	<b>GAIN/LOSS</b>	
		1.9470	47.7708	09/01/09	09/14/09	92.34	93.00	-0.66	
IBM CO		1.3170	54.2419	12/12/08	09/14/09	96.79	71.42	25.37	
		1.5600	47.1164	03/12/09	09/14/09	114.65	73.52	41.13	
		1.2310	60.3890	06/12/09	09/14/09	90.48	74.32	16.16	
<b>Total Short Term</b>						\$203,559.05	\$203,629.55	-\$70.50	

**Total - Short Term**

Long Term	DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	ABERDEEN FUNDS							
	INTL EQUITY FD CL C	7,733.3330	15.0000	03/04/08	09/14/09	84,908.06	116,007.50	-31,099.44
		1,945.0030	14.9100	03/31/08	09/14/09	21,355.14	29,007.50	-7,652.36
		28.4190	15.7400	06/17/08	09/14/09	312.02	447.32	-135.30
	AETNA INC(NEW)	75.0000 ✓	0.0000	02/08/08	09/14/09	2,194.75	21,257.50	(731) 0.00
	BANK NEW YORK MELLON CORP	200.0000 ✓	0.0000	02/08/08	09/14/09	5,555.97	7,244.40	0.00
		1.0430	46.0000	05/02/08	09/14/09	28.97	48.00	-19.03
		1.3370	36.1000	08/01/08	09/14/09	37.14	48.25	-11.11
	BANK OF AMERICA CORP	300.0000 ✓	0.0000	02/08/08	09/14/09	4,897.65	10,643.34	0.00
		4.9240	38.9900	03/28/08	09/14/09	80.38	192.00	-111.62
		7.7720	25.1100	06/27/08	09/14/09	126.88	195.15	-68.27
	CATERPILLAR INC	50.0000 ✓	0.0000	02/08/08	09/14/09	2,418.72	308,260	0.00
		0.2140	83.9200	05/20/08	09/14/09	10.35	18.00	-7.65
		0.3080	68.5200	08/20/08	09/14/09	14.89	21.09	-6.20
	CONOCOPHILLIPS	286.0000 ✓	0.0000	02/08/08	09/14/09	12,950.30	85,563	0.00
		1.6210	82.9100	03/03/08	09/14/09	73.40	134.42	-61.02

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## Realized Gain/Loss

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As of Date: 2/05/10

Account Number: 4741-0432  
 BETTY & LEON GOLDSTEIN FDN  
 ATTN LEON GOLDSTEIN  
 ATTN BETTY GOLDSTEIN

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DEVON ENERGY CORP NEW		1.4670	92.1300	06/02/08	09/14/09	66.42	135.18	-68.76
		1.7200	79.0000	09/02/08	09/14/09	77.88	135.87	-57.99
		124.0000 ✓	0.0000	02/08/08	09/14/09	8,048.31	29,351.15	0.00
		0.1910	103.8300	04/02/08	09/14/09	12.39	19.84	-7.45
		0.1670	118.9500	06/30/08	09/14/09	10.84	19.87	-9.03
EXXON MOBIL CORP		366.0000 ✓	0.0000	02/08/08	09/14/09	25,436.91	14,209.80	0.00
		1.5470	82.8200	03/10/08	09/14/09	107.51	128.10	-20.59
		1.6540	88.9000	06/10/08	09/14/09	114.95	147.02	-32.07
		2.0040	73.6800	09/10/08	09/14/09	139.28	147.68	-8.40
GENERAL ELECTRIC COMPANY		300.0000 ✓	0.0000	02/08/08	09/14/09	4,385.89	4732.64	0.00
		2.8000	33.2100	04/25/08	09/14/09	40.93	93.00	-52.07
		3.2140	29.2100	07/25/08	09/14/09	46.98	93.87	-46.89
GOLDMAN SACHS GROUP INC		100.0000 ✓	0.0000	02/08/08	09/14/09	17,414.87	9967.66	0.00
		0.2010	174.5000	05/29/08	09/14/09	35.00	35.00	0.00
		0.2220	158.0400	08/28/08	09/14/09	38.66	35.07	3.59
JOHNSON & JOHNSON		360.0000 ✓	0.0000	02/08/08	09/14/09	21,534.93	17,438.20	0.00
		2.4090	62.0300	03/11/08	09/14/09	144.10	149.40	-5.30
		2.5490	65.4100	06/10/08	09/14/09	152.48	166.71	-14.23
		2.3160	72.4800	09/09/08	09/14/09	138.54	167.88	-29.34
LOCKHEED MARTIN CORP		190.0000 ✓	0.0000	02/08/08	09/14/09	14,214.20	9942.70	0.00
		0.7950	100.3800	03/28/08	09/14/09	59.47	79.80	-20.33
		0.8050	99.5000	06/27/08	09/14/09	60.22	80.13	-19.91
MCDONALDS CORP		75.0000 ✓	0.0000	02/08/08	09/14/09	4,051.86	3024.75	0.00
		0.5280	53.2700	03/17/08	09/14/09	28.52	28.13	0.39

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## Realized Gain/Loss

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As of Date: 2/05/10

Account Number: 4741-0432  
 BETTY & LEON GOLDSTEIN FDN  
 ATTN LEON GOLDSTEIN  
 ATTN BETTY GOLDSTEIN

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
METLIFE INC		0.4920	57.6000	06/23/08	09/14/09	26.58	28.32	-1.74
		100.0770	0.0000	02/08/08	09/14/09	3,771.21	0.00	0.00
		26.9230	0.0000	02/08/08	09/14/09	1,015.88	0.00	0.00
PEPSICO INCORPORATED		251.0000 ✓	0.0000	02/08/08	09/14/09	14,626.63	0.00	0.00
		1.3110	71.7900	03/31/08	09/14/09	76.39	94.13	-17.74
		1.6780	63.9000	06/30/08	09/14/09	97.78	107.23	-9.45
PRAXAIR INC		142.0000 ✓	0.0000	02/08/08	09/14/09	10,873.48	0.00	0.00
		0.6490	82.0500	03/17/08	09/14/09	49.69	53.25	-3.56
		0.5510	97.0000	06/16/08	09/14/09	42.19	53.49	-11.30
PROCTER & GAMBLE CO		243.0000 } 353	0.0000	02/08/08	09/14/09	13,314.44	0.00	0.00
		110.0000	0.0000	02/08/08	09/14/09	6,022.51	0.00	0.00
		2.1630	65.2800	05/15/08	09/14/09	118.42	141.20	-22.78
		2.0300	69.9900	08/15/08	09/14/09	111.14	142.07	-30.93
QUALCOMM INC		325.0000 ✓	0.0000	02/08/08	09/14/09	14,810.74	0.00	0.00
		1.1350	40.0800	03/28/08	09/14/09	51.72	45.50	6.22
		1.1570	45.1100	06/27/08	09/14/09	52.72	52.18	0.54
REINSURANCE GROUP OF AMERICA INC		16.0000	0.0000	02/08/08	09/14/09	707.50	0.00	0.00
TEXAS INSTRUMENTS INC		386.0000 ✓	0.0000	02/08/08	09/14/09	9,370.65	0.00	0.00
		1.1990	32.2000	05/19/08	09/14/09	29.10	38.60	-9.50
		1.5030	25.7700	08/18/08	09/14/09	36.48	38.72	-2.24
THE SOUTHERN COMPANY		300.0000 ✓	0.0000	02/08/08	09/14/09	9,318.99	0.00	0.00
		3.5130	35.8700	06/06/08	09/14/09	109.12	126.00	-16.88
		3.3880	37.6300	09/08/08	09/14/09	105.24	127.48	-22.24

★ MetLife basis

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# Realized Gain/Loss

46/53

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As of Date: 2/05/10

Account Number: 4741-0432  
 BETTY & LEON GOLDSTEIN FDN  
 ATTN LEON GOLDSTEIN  
 ATTN BETTY GOLDSTEIN

Long Term Continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
TIDEWATER INC	75.0000 ✓	0.0000	02/08/08	09/14/09	3,177.57	4,553.39	0.00
	0.2100	53.5000	03/14/08	09/14/09	8.89	11.25	-2.36
	0.2870	65.4500	06/13/08	09/14/09	12.16	18.80	-6.64
UNITED TECHNOLOGIES CORP	152.0000 ✓	0.0000	02/08/08	09/14/09	9,217.42	4,567.73	0.00
	0.7220	67.4100	03/10/08	09/14/09	43.78	48.64	-4.86
	0.7270	67.2300	06/10/08	09/14/09	44.08	48.87	-4.79
	0.7620	64.4500	09/10/08	09/14/09	46.20	49.10	-2.90
UNITEDHEALTH GROUP INC	70.0000 ✓	0.0000	02/08/08	09/14/09	2,001.84	3,418.80	0.00
	0.0570	37.1600	04/16/08	09/14/09	1.63	2.10	-0.47
WYETH	107.0000 ✓	0.0000	02/08/08	07/30/09	5,027.38	0.00	0.00
	200.0000 ✓	0.0000	02/08/08	09/14/09	9,484.44	15,209.55	0.00
	93.0000	0.0000	02/08/08	09/14/09	4,405.74	0.00	0.00
	2.5450	44.0000	03/03/08	09/14/09	120.56	112.00	8.56
	2.5150	44.8200	06/02/08	09/14/09	119.14	112.71	6.43
	2.5920	43.7500	09/02/08	09/14/09	122.80	113.42	9.38
3M CO	140.0000 ✓	0.0000	02/08/08	09/14/09	10,288.80	8,351.60	0.00
	0.8930	78.4200	03/12/08	09/14/09	65.62	70.00	-4.38
	0.9280	75.9500	06/12/08	09/14/09	68.20	70.45	-2.25
	1.0200	69.5300	09/12/08	09/14/09	74.96	70.91	4.05
Total - Long Term					\$360,395.57	\$149,558.20	-\$39,702.21

+ 194,073.26  
 343,631.46  
 16,764.11

020 / G4 / G41V

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

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SOURCE	AMOUNT
POWERSHARES DB COMMODITY INDEX	7.
WACHOVIA - 8515	62.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	69.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO - 0432	7,971.	0.	7,971.
TOTAL TO FM 990-PF, PART I, LN 4	7,971.	0.	7,971.

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,100.	1,100.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	1,100.	1,100.	0.	0.

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FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSES	66.	66.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	66.	66.	0.	0.

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FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	323.	323.	0.	0.	
FEDERAL TAXES	264.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	587.	323.	0.	0.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SECURITIES	COST	437,462.	434,949.	
TOTAL TO FORM 990-PF, PART II, LINE 13		437,462.	434,949.	

FORM 990-PF	OTHER LIABILITIES		STATEMENT	7
DESCRIPTION	BOY AMOUNT	EOY AMOUNT		
FEDERAL TAX LIABILITY	386.	264.		
TOTAL TO FORM 990-PF, PART II, LINE 22	386.	264.		

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT      8  
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LEON GOLDSTEIN 2888 SEQUOYAH DRIVE ATLANTA, GA 30327	TRUSTEE 1.00	0.	0.	0.
BETTY GOLDSTEIN 2888 SEQUOYAH DRIVE ATLANTA, GA 30327	DISTRIBUTION COMMITTEE 1.00	0.	0.	0.
ROBERT H GOLDSTEIN 3230 TURTLE LAKE CT MARIETTA, GA 300675019	DISTRIBUTION COMMITTEE 1.00	0.	0.	0.
GAIL GOLDSTEIN HEYMAN 3161 WEST SUMMERSET CT MARIETTA, GA 300675045	DISTRIBUTION COMMITTEE 1.00	0.	0.	0.
JANET GOLDSTEIN SCHATTEN 5360 GREENLAND RD ATLANTA, GA 30342	DISTRIBUTION COMMITTEE 1.00	0.	0.	0.
STEVEN J. GOLDSTEIN 1640 MISTY OAK DR., ATLANTA, GA 30350	DISTRIBUTION COMMITTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AA SYNAGOGUE 600 PEACHTREE BATTLE AVENUE ATLANTA, GA 30327	NONE UNRESTRICTED	N/A	5,010.
AMERICAN JEWISH COMMITTEE P.O. BOX 705 NEW YORK, NY 10150	NONE UNRESTRICTED	N/A	100.
ANTI-DEFAMATION LEAGUE P.O. BOX 96266 WASHINGTON, DC 20090	NONE UNRESTRICTED	N/A	10,100.
ATLANTA UNION MISSION PO BOX 1807 ATLANTA, GA 30301	NONE UNRESTRICTED	N/A	100.
EMORY UNIVERSITY OF HUMAN GENETICS 1440 CLIFTON RD, NE STE 112 ATLANTA, GA 30322	NONE UNRESTRICTED	N/A	1,250.
FRAGILE "X" ASSOCIATION OF GA 2165 NORTH DECATUR ROAD ATLANTA, GA 30033	NONE UNRESTRICTED	N/A	2,000.
GEORGIA STATE UNIVERSITY FOUNDATION P.O. BOX 3963 ATLANTA, GA 30302	NONE UNRESTRICTED	N/A	1,250.
JEWISH FAMILY AND CAREER SERVICES 4549 CHAMBLEE DUNWOODY RD ATLANTA, GA 30338	NONE UNRESTRICTED	N/A	1,000.

BETTY AND LEON GOLDSTEIN FOUNDATION

20-6759456

JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING STREET, NW ATLANTA, GA 30309	NONE UNRESTRICTED	N/A	11,800.
JUSTICE CENTER OF ATLANTA 976 EDGEWOOD AVENUE, NE ATLANTA, GA 30307	NONE UNRESTRICTED	N/A	1,000.
MARCUS JEWISH COMMUNITY 5342 TILLY MILL ROAD DUNWOODY, GA 30338	NONE UNRESTRICTED	N/A	2,200.
EPSTEIN SCHOOL 335 COLEWOOD WAY SANDY SPRINGS, GA 30328	NONE UNRESTRICTED	N/A	1,100.
BREMEN JEWISH HOME 3150 HOWELL MILL RD ATLANTA, GA 30327	NONE UNRESTRICTED	N/A	500.
HENRY GRADY HEALTH FOUNDATION 50 HURT PLAZA, SUITE 803 ATLANTA, GA 30303	NONE UNRESTRICTED	N/A	100.
CARE 151 ELLIS STREET ATLANTA, GA 30303	NONE UNRESTRICTED	N/A	100.
SALVATION ARMY 400 LUCKIE STREET ATLANTA, GA 30303	NONE UNRESTRICTED	N/A	100.
HILLELS OF GEORGIA 732 GATEWOOD ROAD ATLANTA, GA 30329	NONE UNRESTRICTED	N/A	100.
ORT 75 MAIDEN LANE, 10TH FLOOR NEW YORK, NY 10038	NONE UNRESTRICTED	N/A	150.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

37,960.