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Form **990-PF**

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements are beginning. 7/01 2009 and ending. 6/30

For cale	endar year 2009, or tax year beginning	//01 , 2009,	and ending 6/3	, 2010	
G Che	ck all that apply Initial return Initi	al Return of a former p	ublic charity	Fina	al return
	Amended return	Address of	hange Name	change	
11 11.	- 		JA	Employer identification nur	nber
Use th			<u> </u>	83-6003815	
Otherwi	se, P.O. BOX 2773		В	Telephone number (see the	instructions)
print	CASPER WY 82602		ا	relephone number (see the	instructions)
or type	: 		<u> </u>		
See Spec Instruction			C	If exemption application is	· • —
IIISU UCU	013		D	 Foreign organizations, chec 	k here
H CI	neck type of organization X Section 501	(c)(3) exempt private f	oundation	2 Foreign organizations meet	
	Section 4947(a)(1) nonexempt charitable to	rust 🗌 Other taxable p	private foundation _	here and attach computation	
I Fa		ounting method X Ca	ash Accrual E	If private foundation status	
	. 6 . 4 4 4 4	Other (specify)	F	under section 507(b)(1)(A)	
►ŝ		column (d) must be or		If the foundation is in a 60 under section 507(b)(1)(B)	
Part I	Analysis of Revenue and		<u> </u>	under section sor(b)(1)(b)	, cricca fiere
<u>raiti</u>	Expenses (The total of amounts in	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
	columns (b), (c), and (d) may not neces-	expenses per books	income	income	for charitable purposes
	sarily equal the amounts in column (a)				(cash basis only)
	(see the instructions))				
	1 Contributions, gifts, grants, etc, received (att sch)			ļ	
	2 Ck ► X If the foundn is not req to att Sch B				
	3 Interest on savings and temporary	2 222	2 222	2 000	
	cash investments	2,028.	2,028		
ŀ	4 Dividends and interest from securities	163,296.	163,296	163,296.	
	5a Gross rents	-			
	D Net rental income or (loss)			ļ	
Ŗ	6a Net gain/(loss) from sale of assets not on line 10	-201,149.			
E V	b Gross sales price for all assets on line 6a 744, 927.				
	7 Capital gain net income (from Part IV, line 2).		0	<u></u>	
E N U	8 Net short-term capital gain			0.	
E	9 Income modifications				
-	10a Gross sales less returns and				
	allowances. h Less Cost of				
	goods sold				
	c Gross profit/(loss) (att sth) · 뭐본다트	W(20) 522			
	11 Other income (attack sq uedule)	8			
	(6)				
i	12 Total. Add lines 1 th Eagh NOV 0	2010 35 825.	165,324	165,324.	
	13 Compensation of officers, directors, trustees, etc	6,000.	6,000	6,000.	
	14 Other employee salaries and age and the control of the control	0.00			
	14 Other employee salaries and the salar				
Δ	16a Legal fees (attach schedule)				
A D M	b Accounting fees (attach sch) See St 1	2,675.	2,675	2,675.	
1	c Other prof fees (attach sch) See St 2	32,544.	32,544	32,544.	
စ္ 🐠	17 Interest				
P (3)	18 Taxes (attach schedule)(see instr.)				
₽鎖	19 Depreciation (attach			 	
7 罗	sch) and depletion				
添	20 Occupancy				
G CE	21 Travel, conferences, and meetings				
A -E	22 Printing and publications				
[S]	23 Other expenses (attach schedule)				-
₹ N	See Statement 3	8,388.	6,026	6,026.	
SCHNINED WOVEL W 2010	24 Total operating and administrative				
eţ	expenses. Add lines 13 through 23	49,607.	47,245	47,245.	
26	25 Contributions, gifts, grants paid Part XV	203,167.			203,167.
중	26 Total expenses and disbursements.			45.045	000
	Add lines 24 and 25	252,774.	47,245	47,245.	203,167.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-288,599.			ļ
	ł control de la control de	200,399.	118,079		
	b Net investment income (if negative, enter -0-)		110,079	118,079.	
	C Adjusted net income (if negative, enter -0-)			110,013.	<u> </u>

		D. I	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End o	of year
Part	II	Balance Sheets	column should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest	t-bearing			
	2	Savings and tempor	rary cash investments	626,831.	438,749.	438,749.
	3	Accounts receivable	►90.			
		Less allowance for	doubtful accounts	10,546.	90.	90.
	4	Pledges receivable				
		Less allowance for	doubtful accounts			
	5	Grants receivable				
	6		cers, directors, trustees, and other ich schedule) (see the instructions)			
	7	Other notes and loans rec	cervable (attach sch)			
Š		Less allowance for	doubtful accounts			
A S E T	8	Inventories for sale	or use			
Ť	9	Prepaid expenses a	nd deferred charges	1,764.		
S		obligations (attach s				
		b Investments — corporate	•	2,607,244.	2,192,289.	2,293,850.
		c Investments — corporate	bonds (attach schedule)			-
	11	Investments — land equipment basis	, buildings, and			
		Less accumulated depred (attach schedule)	-			
	l	Investments – mort		0 500 507	2 027 202	2 (45 256
	13		· ·	2,532,527.	2,837,283.	2,645,356.
	14	, 3		-		
		Less accumulated depred (attach schedule)	-	247, 207	260 007	227,231.
	15 16	Other assets (descr	be ► See Statement 4) completed by all filers —	247,387.	269,887.	221,231.
		see instructions Als	so, see page 1, item l)	6,026,299.	5,7 <u>38,298</u> .	5,605,276.
Ļ	17	Accounts payable a	nd accrued expenses			_
À	18	Grants payable				_
В	19					-
Ļ	20		ctors, trustees, & other disqualified persons.		<u> </u>	-
ł	21	* -	es payable (attach schedule)		598.	-
į	22	Other liabilities (desc	ribe See Statement 5)		330.	
E S	23	Total liabilities (add	d lines 17 through 22)	0.	598.	
		Foundations that for and complete lines	ollow SFAS 117, check here 24 through 26 and lines 30 and 31.			
NF	24	Unrestricted				
EU	25	Temporarily restrict	ed			
D	26	Permanently restric				
A B S A L T A		Foundations that d and complete lines	o not follow SFAS 117, check here $ ightharpoonup$ X 27 through 31.			
E L T A S N	27	•	principal, or current funds	4,637,085.	4,637,085.	-
SNC	28		s, or land, building, and equipment fund	1,389,214.	1,100,615.	-
O E R S	29	•	nulated income, endowment, or other funds	6,026,299.	5,737,700.	-
ĸ S	30 31		fund balances (see the instructions) I net assets/fund balances	0,020,233.		-
		(see the instruction	s)	6,026,299.	<u>5,738,298.</u>	
Part	Ш	Analysis of Char	nges in Net Assets or Fund Balanc	es		
1	Tota	al net assets or fund b	palances at beginning of year – Part II, colu	umn (a), line 30 (must a	gree with	6 006 000
	end	-of-year figure reporte	ed on prior year's return)		1	6,026,299.
_		er amount from Part I	·		2	-288,599.
3		r increases not included in l	line 2 (Itemize)		3	5 727 700
		I lines 1, 2, and 3	(damas)		5	5,737,700.
5	Decre	eases not included in line 2	(itemize)			

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Part IV Capital Gains and L	the kind(s) of property sold (e g , r		(b) How acq	uired	(C) Date acquired	(d) Date sold
2-story brick warehous	P — Purch D — Dona	ase	(month, day, year)	(month, day, year)		
1a SEE ATTACHED-LONG TI		6/01/07	6/01/10			
b SEE ATTACHED-SHORT			P		8/01/09	6/01/10
c CAPITAL GAIN DISTRI	BUTIONS		P		6/01/07	6/01/10
d FRACTIONAL SHARES			P		6/01/07	6/01/10
е						
(e) Gross sales price	(or allowable) plus expense of sale			(h) Gain or (loss) (e) plus (f) minus (g)		
a 573,319.			5,770.			-182,451.
b 168,870.		19	0,306.			-21,436.
c1,447.						1,447.
<u>d</u> 1,291.						1,291.
			,			
(i) Fair Market Value	ng gain in column (h) and owned b (i) Adjusted basis	(k) Excess of column		0	l) Gains (Coli) ain minus column (l	
as of 12/31/69	as of 12/31/69	over column (j), if a			an -0-) or Losses (fr	om column (h))
a	- Jan -					-182,451.
b						-21,436.
<u>c</u>						1,447.
<u>d</u>						1,291.
2 Capital gain net income or (net	capital loss) If gain, also	o enter in Part I, line 7 ter -0- in Part I, line 7	-			-201,149.
2. Net elsewherens are del soon on (1	<u> </u>		-	2		-201,149.
	oss) as defined in sections 1222(5)	_				
If gain, also enter in Part I, line in Part I, line	8, column (c) (see the instructions) If (loss), enter -0-	-	3		-21,436.
	Section 4940(e) for Reduce	d Tax on Net Investme	ent Incor			
Was the foundation liable for the sect If 'Yes,' the foundation does not quali	fy under section 4940(e) Do not co	mplete this part			Yes	X No
1 Enter the appropriate amount in	n each column for each year, see th		g any entri	es	4.15	
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use as	sets	(col	(d) Distribution umn (b) divided	
2008	381,404.	5,36	5,585.			0.071083
2007	303,665.		8,870.			0.041834
2006	127,500.		3,297.			0.018026
2005	180,750.		3,491.			0.027878
2004	222,000.	5,98	5,118.		т "	0.037092
2 Total of line 1, column (d)				2		0.195913
3 Average distribution ratio for the number of years the foundation	e 5-year base period — divide the to has been in existence if less than	otal on line 2 by 5, or by the 5 years	·	3		0.039183
4 Enter the net value of nonchard	table-use assets for 2009 from Part	X, line 5	-	4	!	5,712,911.
5 Multiply line 4 by line 3			_	5		223,849.
6 Enter 1% of net investment inco	ome (1% of Part I, line 27b)			6		1,181.
7 Add lines 5 and 6				7_		225,030.
8 Enter qualifying distributions from	om Part XII, line 4			8		203,167.
If line 8 is equal to or greater the Part VI instructions	nan line 7, check the box in Part VI,	line 1b, and complete that	part using	a 1%	tax rate See th	ne

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Form	990-PF (2009) THE GOODSTEIN FOUNDATION 83-6003815	<u> </u>	F	² age 4
Parl	VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see the instru	ctions)		
1 a	Exempt operating foundations described in section 4940(d)(2), check here			
	Date of ruling or determination letter (attach copy of letter if necessary - see instr.)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V,		2,3	362.
	check here ► 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, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable			
	foundations only Others enter -0-)			0.
3	Add lines 1 and 2		2,3	362.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		2,	362.
6	Credits/Payments			
	2009 estimated tax pmts and 2008 overpayment credited to 2009 6a 1,764.			
	Exempt foreign organizations — tax withheld at source			
	Tax paid with application for extension of time to file (Form 8868)			
	Backup withholding erroneously withheld Total credits and payments. Add lines 6a through 6d.		1.	764.
_	Total credits and payments Add lines 6a through 6d Enter any penalty for underpayment of estimated tax Check here			704.
8	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			598.
9 10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		<u>`</u>	550.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax.			
	VII-A Statements Regarding Activities			
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it	T	Yes	No
ıa	participate or intervene in any political campaign?	1 a		Х
ŀ	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes			
	(see the instructions for definition)?	1b		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published			
	or distributed by the foundation in connection with the activities			
C	Did the foundation file Form 1120-POL for this year?	1 c	<u> </u>	X
C	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation (2) On foundation managers (3) On foundation managers			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on	7		
	foundation managers \$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	<u> </u>	X
	If 'Yes,' attach a detailed description of the activities		İ	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles]
	of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	3	<u> </u>	X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	1	X
	olf 'Yes,' has it filed a tax return on Form 990-T for this year?	4b	IN IN	A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	3		X
_	If 'Yes,' attach the statement required by General Instruction T	-		
0	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or			l ,
	 By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7	X	
-	Enter the states to which the foundation reports or with which it is registered (see the instructions)			
	WY			:
H	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General]
•	(or designate) of each state as required by General Instruction G? If 'No,' attach explanation	8b	X	ļ
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5)	, [1	
-	for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	├—	X
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names		1	, <i>,</i>
	and addresses.	10	L	(2000)
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Form 990-PF (2009) THE GOODSTEIN FOUNDATION	83-600381	5	P	age 5
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		<u>X</u>
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		Х
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption approximately approxim	plication?	13	X	
Website address N/A The backs are as as of P THE FOUNDATION Telephone no	► 307-23	84-08	271	
	82601	<u> </u>	24_	
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here	02001	N/A		<u> </u>
and enter the amount of tax-exempt interest received or accrued during the year	▶ 15	247.22		□ N/A
Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required	_ 1.0 1			
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)			-	-110
	Yes X No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes X No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes X No			
— · · · — — — — — — — — — — — — — — — —	Yes X No	•	[
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	Yes X No			
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	Yes X 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 the instructions)	17	1 b	N	/A
Organizations relying on a current notice regarding disaster assistance check here	▶ 📋		ŀ	
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?		1 c		Х
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))				ŧ
and do, r and run, for tan your to game and a second a second and a second a second and a second a second and	Yes X No			
If 'Yes,' list the years ► 20, 20, 20	· 0\			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)((relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) all years listed, answer 'No' and attach statement — see the instructions)	2) to	2 b	N	'A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20, 20, 20	?			•
				i i
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes X 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	N	/ Z
4a Did the foundation invest during the year any amount in a manner that would jeopardize its		4a	14/	X
charitable purposes?		74		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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Part VII-B Statements Regarding Activit		1 4/20 May Be Req	uired (continued)		
5 a During the year did the foundation pay or incu(1) Carry on propaganda, or otherwise attempt	•	on (section 4945(e))?	Yes X	No	
(2) Influence the outcome of any specific pub on, directly or indirectly, any voter registra		n 4955), or to carry	Yes X	No	
(3) Provide a grant to an individual for travel,			Yes X	No	1
(4) Provide a grant to an organization other the in section 509(a)(1), (2), or (3), or section			Yes X	No	
(5) Provide for any purpose other than religio educational purposes, or for the prevention	No				
b If any answer is 'Yes' to 5a(1)-(5), did any of described in Regulations section 53 4945 or in (see instructions)?	5 b	N/A			
Organizations relying on a current notice rega	rding disaster assistan	ce check here	▶ _		
c If the answer is 'Yes' to question 5a(4), does tax because it maintained expenditure respon If 'Yes,' attach the statement required by Regi	sibility for the grant?	•	N/A Yes	No	
6a Did the foundation, during the year, receive at on a personal benefit contract?			∐Yes [X]	No	
b Did the foundation, during the year, pay prem If 'Yes' to 6b, file Form 8870	iums, directly or indirec	tly, on a personal bene	_	6b	X
7a At any time during the tax year, was the found	dation a party to a proh	iibited tax shelter transa	ction? Yes X	No	
b If yes, did the foundation receive any proceed				7b	N/A
Part VIII Information About Officers, D and Contractors	irectors, Trustees,	Foundation Manag	gers, Highly Paid E	mployees,	
1 List all officers, directors, trustees, foundation	n managers and their	compensation (see inst	ructions).		
= 13 (all officers, affectors, trastees, roundation	(b) Title and average	<u> </u>	(d) Contributions to	(e) Expense	account
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	employee benefit plans and deferred compensation	other allow	
PAUL HOMAR	Treasurer	6,000.	0.		0.
P.O. BOX 2773	0	ĺ		Í	
CASPER, WY 82602					
LUCY M. GOODSTEIN	Vice Preside	0.	0.		0.
P.O. BOX 1699 CASPER, WY 82602	0				
MORRIS MASSEY	President	0.	0.		0.
123 WEST 1ST STREET	0				
CASPER, WY 82601				<u>-</u>	
2 Compensation of five highest-paid employee	s (other than those inc	luded on line 1- see ir	structions). If none, e	nter '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 other allov	
None					
					 -
7 And a supply of the supply					
Total number of other employees paid over \$50,000	TEFA0306L (77/06/09		Form 990- l	PF (2009)

Total. Add lines 1 through 3

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0.

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26.	1 a	203,167.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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)	3 b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	203,167.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	203,167.

lote: 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	,			283,284.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20, 20, 20		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 32,833.	22 022			
f Total of lines 3a through e	32,833.			· <u>-</u> .
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 203,167.				
XII, line 4 \(\) \$ 203, 167. a Applied to 2008, but not more than line 2a			0.	
			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				203,167.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009	32,833.			32,833.
(If an amount appears in column (d), the same amount must be shown in column (a))				
Same amount must be snown in column (e)				
6 Enter the net total of each column as				
indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistribut-				
ed 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			o.	
line 2a Taxable amount — see instructions.				
f Undistributed income for 2009 Subtract lines				
4d and 5 from line 1. This amount must be distributed in 2010.				47,284.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed				
by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
,				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions).	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				F 000 PF (0000)

Form 990-PF (2009) THE GOODSTEIN FO	OUNDATION			83-600381	5 Page 10
Part XIV Private Operating Foundati	ons (see ınstru	ictions and Part	VII-A, question 9	9)	N/A
1a If the foundation has received a ruling or is effective for 2009, enter the date of the	determination lette ruling	er that it is a private	operating foundation	n, and the ruling	
b Check box to indicate whether the foundation	at <u>ion is a private o</u> j	perating foundation	described in section	4942(j)(3) or	4942(j)(5)
2a Enter the lesser of the adjusted net	Tax year		Prior_3 years		
income from Part I or the minimum investment return from Part X for each year listed	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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					
 Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c 					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter					
(1) Value of all assets(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter			-	-	
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					
Part XV Supplementary Information assets at any time during t	(Complete this	s part only if the	e organization ha	ad \$5,000 or moi	re in
Information Regarding Foundation Mana a List any managers of the foundation who close of any tax year (but only if they have None	igers: have contributed r	more than 2% of the	total contributions resection 507(d)(2))	eceived by the found	dation before the
b List any managers of the foundation who a partnership or other entity) of which the None	own 10% or more foundation has a	of the stock of a co 10% or greater inte	rporation (or an equ rest	ally large portion of	the ownership of
2 Information Regarding Contribution, Gra Check here Information only requests for funds If the foundation make complete items 2a, b, c, and d a The name, address, and telephone numb	makes contributiones gifts, grants, etc	ns to preselected characters; (see instructions)	arıtable organization to individuals or org	anızatıons under oth	•
	-				
See Statement 6					
b The form in which applications should be	submitted and info	ormation and materi	als they should inclu	ıde	
See Statement for Line 2a					
c Any submission deadlines					
See Statement for Line 2a					
d Any restrictions or limitations on awards,	such as by geogra	phical areas, charita	able fields, kinds of i	nstitutions, or other	factors
See Statement for Line 2a		_			
BAA	Т	EEA0310L 07/06/09		F	orm 990-PF (2009)

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3 Grants and Contributions Paid During the Y	ear or Approved for Fut	ure Paymen	IT	Г
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	substantial contributor	recipient		
a Paid during the year See Statement 7	Substantial Contributor			
Total			► 3a	203,167
b Approved for future payment				
Total			► 3t	

Part XVI-A Analysis of Income-Producing Activities

nter gross amounts unless otherwise indicated		d business income		section 512, 513, or 514	
	(a) Business code	(b) Amount	(c) Exclu- sion	(d) Amount	(e) Related or exempt function income
1 Program service revenue			code		(see the instructions)
a			 		
b					
c d	 				
е					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	2,028.	
4 Dividends and interest from securities			14	163,296.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					<u> </u>
b Not debt-financed property	-		+		- ·- ·
Net rental income or (loss) from personal property	<u> </u>		+		
7 Other investment income			 		-201,149
Gain or (loss) from sales of assets other than inventory Net income or (loss) from special events			+		-201,149
10 Gross profit or (loss) from sales of inventory					
11 Other revenue			 		
a			 		
b					
С					
d	ļ				
de					
e Subtotal Add columns (b), (d), and (e)				165,324.	-201,149
e Subtotal Add columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e)				165,324.	-201,149. -35,825.
e Subtotal Add columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e) See worksheet in the instructions for line 13 to verify ca	alculations)	-		13	-201,149 -35,825
e Subtotal Add columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e)	alculations)	shment of Exem	pt Purpose	13	-201,149 -35,825
Part XVI-B Relationship of Activities to the	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Relationship of Activities to the	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825.
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825.
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35,825
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-201,14935,825.
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35, 825.
Part XVI-B Explain below how each activity for which in accomplishment of the foundation's exempt	alculations)	rted in column (e) of	Part XVI-A c	13	-35, 825.

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(6) Performance of services or membership or fundraising solicitations

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

1 b (6) 1 c

Form 990-PF (2009)

form 990-PF (2009) THE GOODSTEIN FOUNDATION	83-6003815	Page 1	
Part XVII Information Regarding Transfers To and Transactions and Relation Exempt Organizations	nships With Noncharitable	•	
		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organiz described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section to political organizations?	zation ion 527,		
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		Χ
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		Х
(5) Loans or loan guarantees	1 b (5)		Χ

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 tr	ansaction or sharing ar	rangement, show in column (d) the value of	t the goods, other asse	ts, or services received
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of	transfers, transactions, and sharing arrangements
N/A				
			-	
				-
				
				·
descri b If 'Yes	ibed in section 501(c) of s,' complete the following (a) Name of organization		in section 52//	Yes X No (c) Description of relationship
N/A				
				
				
				
>	Men /1	have examined this return, including accompanying sched an taxpayer on fiduciary) to based on all information of wh		e best of my knowledge and belief, it is true, correct, and ge
Signa	ature of officer or trustee		Date	Proposado Idantéria -
Paid	Preparer's signature PAUL	HOMARC	- II 41,0	Check if self-employed Preparer's Identifying number (See Signature in the instrs)
Pre- parer's		Homar, CPA, LLC		EIN ► 83-0328852
Use Only	yours if self- employed), 111 V	V 2ND ST STE 303		
	ZIP code Caspe	er, WY 82601-2464		Phone no ► 307-234-1122

Goodstein Foundation Stock Transactions Fiscal Year Ending 06/30/10

Allstale Corp Allona Group Inc from Philip Morns 12/3193 80/2509 14,976 61 3,462 89 11,323 AOL 12/22/05 12/31/09 1,779 70 2,177 16 (397 44 AOL 12/22/05 12/31/09 1,779 70 2,177 16 (397 44 AOL 12/22/05 12/31/09 1,779 70 2,177 16 (397 44 AOL 12/22/05 12/31/09 1,779 70 2,177 16 (397 44 AOL 12/22/05 12/31/09 1,799 70 2,177 16 (397 44 AOL 12/22/05 12/31/09 1,393 87 5,229 55 6,184 62 64 AOL 12/23/05 12/31/09 1,393 87 5,229 55 6,184 62 64 AOL 12/23/05 12/31/09 1,393 87 5,229 50 6,184 62 64 AOL 12/23/05 12/31/09 1,393 87 5,229 50 6,184 62 64 AOL 12/23/05 12/31/09 1,393 87 5,229 50 6,184 62 64 AOL 12/23/05 12/31/09 1,393 87 5,229 50 6,184 62 64 AOL 12/23/05 12/31/09 1,393 87 5,229 50 6,184 62 64 AOL 12/23/05 12/31/09 1,393 87 5,229 50 6,184 62 64 AOL 12/23/05 12/31/09 1,393 87 5,229 50 6,184 62 64 AOL 12/23/05 12/31/09 1,393 87 5,229 50 6,184 62 64 AOL 12/23/05 12/31/09 1,393 87 5,229 50 6,184 62 64 AOL 12/23/05 12/31/09 1,364 92 23,355 00 (21,700 0) 60 AOL 12/23/05 12/31/09 1,564 95 23,355 00 (21,700 0) 60 AOL 12/23/05 12/31/09 1,364 92 23,355 00 (21,700 0) 60 AOL 12/23/05 12/31/09 1,364 92 23,355 00 (39,026 85 65 65 65 65 65 65 65 65 65 65 65 65 65	Stock	Purchase Date	Sale Date	Sale Amount	Basis Amount	Gain/ (Loss)
Allstate Corp	Alletate Corp	06/02/04	12/31/00	18 113 54	26 646 00	(8 532 46)
Allstale Corp Allona Group Inc from Phillip Morns 12/31/93 80/25/09 1,776 61 3,972 00 (3,534 1) Allona Group Inc from Phillip Morns 12/31/93 80/25/09 1,776 61 3,972 80 (3,534 1) AOL 12/23/05 12/31/99 1,779 70 2,777 16 (3,974 A) AOL 12/23/05 12/31/99 1,779 70 2,777 16 (3,974 A) AOL Barnck Gold Corporation 08/28/01 12/31/99 1,799 70 2,777 16 (3,974 A) AOL CHESAPEAKE ENERGY 08/28/08 12/31/99 1,393 87 5,229 55 6,148 62 CHESAPEAKE ENERGY 08/28/08 12/31/99 1,393 87 5,229 50 6,148 62 CHESAPEAKE ENERGY 08/28/08 12/31/99 1,393 87 5,229 50 6,148 62 CHEGORAPICA CONTROL 12/31/99 1,393 87 5,229 50 6,148 62 CHEGORAPICA CONTROL 12/31/99 1,393 87 5,229 50 6,148 62 CHIGORAPI Inc 12/28/05 12/31/99 1,394 62 23,355 90 (21,700 9) CORNING INC 08/14/08 12/31/99 2,689 31 35,988 90 (21,700 9) CORNING INC 08/14/08 12/31/99 2,689 31 35,988 90 (9,902 86 CORNING INC 08/14/08 12/31/99 9,564 75 8,425 90 1,179 77 CORNING INC 08/14/08 12/31/99 9,564 75 8,425 90 1,179 77 CORNING INC 08/14/08 12/31/99 9,564 75 8,425 90 1,179 77 CORNING INC 08/14/08 12/31/99 9,564 75 8,425 90 1,179 77 CORNING INC 08/14/08 12/31/99 9,564 75 8,425 90 1,179 77 CORNING INC 08/14/08 12/31/99 1,346 90 10,333 79 3,124 07 CORNING INC 08/14/08 12/31/99 1,346 90 10,333 79 3,124 07 CORNING INC 08/14/08 12/31/99 1,346 90 10,333 79 3,124 07 CORNING INC 08/14/08 12/31/99 1,346 90 10,335 79 3,124 07 CORNING INC 08/14/08 12/31/99 1,346 90 10,335 79 3,124 07 CORNING INC 08/14/08 12/31/99 1,346 90 10,335 79 3,124 07 CORNING INC 08/14/08 12/31/99 1,346 90 10,335 79 3,124 07 CORNING INC 08/14/08 12/31/99 1,346 90 10,335 79 3,124 07 CORNING INC 08/14/08 12/31/99 1,346 90 10,335 79 3,124 07 CORNING INC 08/14/08 12/31/99 1,346 90 10,335 79 3,124 07 CORNING INC 08/14/08 12/31/99 1,346 90 10,335 79 3,124 07 CORNING INC 08/14/08 12/31/99 1,346 90 10,335 79 3,124 07 CORNING INC 08/14/08 12/31/99 1,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 90 10,346 9	•			•	•	(3,352 16)
Alma Group Inc from Philip Morns ADL 12/23/05 12/31/09 14,976 61 3,642 89 11,333 7. ADL 12/23/05 12/31/09 11,977 70 2,771 76 (33,771 76 C34,771 77 C34,771 76 C34,771 76 C34,771 76 C34,771 76 C34,771 76 C34,771	•					(3,534 16)
ADI Barmek Gold Corporation 08/20/08 12/31/09 13/338 7 22 8 8 2 (35 8 61 64 65 61 6	Altna Group Inc from Phillip Morns	12/31/93	08/25/09	14,976 61	3,642 89	11,333 72
Barmck Gold Corporation OB/Z0/01 05/15/09 11,393 87 5,229 25 6,164 6 CHESAPEAKE ENERGY OB/Z0/08 12/31/09 10,987 72 19,486 56 (8,498 8 Chigroup Inc OB/Z0/03 12/31/09 10,987 72 19,486 56 (8,498 8 Chigroup Inc OB/Z0/03 12/31/09 1,323 96 18,420 00 (17,700 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0						(397 46)
CHESAPEAKE ENERGY OREZONG 1231/09 13,734 64 24,325.00 (19.590.32) CHESAPEAKE ENERGY OREZONG 1231/09 13,098 72 19.486.56 (4.948.84) Chigroup Inc ORIGINA 1231/09 1,323 96 18,420.00 (17.096.04) Chigroup Inc ORIGINA 1231/09 1,323 96 18,420.00 (17.096.04) Chigroup Inc ORIGINA 1231/09 992.97 14,736.00 (21.700.04) CORNING INC ORNING IN						(3 55)
CHESAPEAKE ENERGY				•	· ·	
Chigroup Inc						
Chigroup Inc Chigroup Inc Chigroup Inc Chigroup Inc CORNING INC CO						
Coliginop Inc						(21,700 05)
CORNING INC ORNING INC	- '					(13,743 03)
CORNING INC Double Eagle Pet & Mng 11/03/03 04/15/10 3,692 79 9,994 06 (6,301 2: DuPont E I DeNemours & Co DuPont E I DeNe		04/18/08				(9,092 69)
Double Eagle Pet & Mng						(1,802 56)
DuPont E I DeNemours & Co						
DUPONI E I DeNemours & Co DYNOLORP 1016/190 16,170 42 20,190 23 4,019 81 DVNCORP 1071 010/86/99 04/15/10 10,140 55 19,581 99 (9,441 44 EL PASO CORP 010/86/99 04/15/10 10,140 55 19,581 99 (9,441 44 EL PASO CORP 12/24/08 01/27/10 7,810 61 4,888 47 2,922 14 EL PASO CORP 12/24/08 01/27/10 7,810 61 4,888 47 2,922 14 ISHARES TR MSCI EMERG MKT 04/23/08 05/05/10 22,076 19 25,447 87 (3,371 68 ITT CORP 04/18/08 03/30/10 31,787 60 34,693 98 (2,966 38 Metitife Inc 06/02/04 12/31/09 28,063 27 28,568 00 (504 75 Metitife Inc 08/04/04 12/31/09 7,015 82 7,138 00 (122 18 METTLER-TOEDO 08/15/08 02/10/10 21,089 33 19,873 00 1,216 33 Nokia Corp 06/02/04 12/31/09 25,179 35 27,540 00 (2,360 65 Nokia Corp 09/13/04 12/31/09 25,179 35 27,540 00 (2,360 65 PAN AMERICAN SILVER 06/13/06 01/27/10 13,507 09 9,951 72 3,555 37 Ponneer Natural Res 09/28/00 01/27/10 11,885 15 9,959 04 1,926 11 Precision Drilling Corp 06/16/00 04/15/10 3,887 47 9,912 50 (6,025 03 CUALCOMM INC 09/05/08 01/4/09 8,293 79 9,639 65 (1,345 68 CUALCOMM INC 09/05/08 01/4/09 8,293 79 9,639 65 (1,345 68 CUALCOMM INC 09/13/08 01/4/09 8,293 79 9,839 65 (1,345 68 CUALCOMM INC 09/13/08 04/15/10 1,151 30 1,0004 00 (8,852 70 SYSCO CORP 04/18/08 04/15/10 1,151 30 1,0004 00 (8,852 70 SYSCO CORP 04/18/08 04/15/10 1,151 30 1,0004 00 (67 89 05 TIME WARNER CABLE 12/29/05 12/31/09 24,223 01 3,273 86 (1,973 84 2 SUMMER HOLDINGS 01/06/09 02/10/10 11,243 47 8,255.63 2,987 84 ELONG TERM 10/40/09 03/19/10 14,234 47 8,255.63 2,987 84 ELONG TERM 10/40/09 03/19/10 14,234 47 8,255.63 2,987 84 ELONG TERM 11/40/08 09/18/09 27,691 18 21,755.00 5,936 18 ELONG TERM 11/40/08 09/18/09 27,691 18 21,755.00 5,936 18 ELONG TERM 11/40/08 09/18/09 27,691 18 21,755.00 5,936 18	•					
DYNCORP NT1						
EL PASO CORP		-				
EL PASO CORP HEXCEL CORP HEXCEL CORP 12/24/08 01/27/10 7,810 61 4,888 47 2,922 14 15/10 7,810 61 4,888 47 2,922 14 15/10 7,810 61 4,888 47 2,922 14 15/10 7,810 61 4,888 47 2,922 14 15/10 7,810 61 4,888 47 2,922 14 15/10 7,810 61 4,888 47 2,922 14 15/10 7,810 61 4,888 47 2,922 14 15/10 7,810 61 4,888 47 2,922 14 2,902 14 2,903 13,787 60 34,693 98 2,906 32 27 28,688 00 (504 73 Metife Inc 08/02/04 12/31/09 28,063 27 28,688 00 (504 73 Metife Inc 08/02/04 12/31/09 7,015 82 7,138 00 (122 18 METTLER-TOEDO 08/15/08 06/02/04 12/31/09 12,589 67 12,580 00 9,67 Nokia Corp 09/13/04 12/31/09 12,589 67 12,580 00 9,67 Nokia Corp 09/13/04 12/31/09 12,589 67 12,580 00 9,67 20 90/13/04 12/31/09 12,589 67 12,580 00 9,67 20 90/13/04 12/31/09 12,589 67 12,580 00 9,67 20 90/13/04 12/31/09 12,589 67 12,580 00 9,655 74 2,996 00 9,997 10 9,561 74 2,996 00 9,997 10 9,561 74 2,996 00 9,997 10 9,561 74 2,996 00 9,997 10 9,561 74 2,996 00 9,997 10 9,561 74 2,996 00 9,997 10 9,997 10 9,997 10 9,997 10 9,997 10 9,997 10 9,997 10 9,997 10 9,997 10 9,997 10 9,997 10 9,997 1						(9,441 44)
SHARRES TR MSCI EMERG MKT				•		1,767 60
ITT CORP	HEXCEL CORP		01/27/10	7,810 61	4,888 47	2,922 14
Mettife Inc 06/02/04 12/31/09 28,063 27 28,568 00 (504 72 Mettife Inc Mettife Inc 08/04/04 12/31/09 7,015 82 7,138 00 (122 18 Mettife Inc METTLER-TOEDO 08/05/08 02/10/10 21,089 93 19,873 00 1,216 33 Noka Corp 09/05/08 02/10/10 12/31/09 25,179 35 27,540 00 (2,360 65 Noka Corp 09/13/04 12/31/09 12,589 07 12,580 00 9 67 PAN AMERICAN SILVER 06/13/06 01/27/10 13,507 09 9,951 72 3,555 37 Proneer Natural Res 09/28/00 01/27/10 9,561 74 2,996 00 6,565 74 Poneer Natural Res 09/13/06 01/27/10 1,885 15 2,995 04 1,926 11 Precision Drilling Corp 06/16/00 01/15/10 3,887 47 9,912 50 (6,025 03 QUALCOMM INC 08/95/06 01/14/09 10/14/09 20,734 47 26,183 00 (5,448 53 QUALCOMM INC 09/05/06 10/14/09 1,151 30 10,004 00						(3,371 68)
Mettife Inc 08/04/04 12/31/09 7,015 82 7,138 00 (122 16 METTLER-TOEDO) Nokia Corp 08/15/08 02/10/10 21,089 33 19,873 00 1,216 33 Nokia Corp 06/02/04 12/31/09 12,589 67 27,540 00 (2,360 68) Nokia Corp 09/13/04 12/31/09 12,589 67 12,580 00 9 67 PAN AMERICAN SILVER 06/13/06 01/27/10 13,507 09 9,951 72 3,555 37 Pioneer Natural Res 09/28/00 01/27/10 11,885 15 9,990 00 6,555 74 Pioneer Natural Res 06/13/06 01/27/10 11,885 15 9,999 04 1,926 11 Precision Drilling Corp 06/16/00 04/15/10 3,887 47 9,912 50 (6,025 03 QUALCOMM INC 08/29/08 10/14/09 8,293 79 9,639 65 (1,345 86 QUALCOMM INC 09/15/08 10/14/09 8,293 79 9,639 65 (1,345 86 QUALCOMM INC 09/15/08 10/14/09 4,146 89 4,896 00 (749 11 QUALCO						(2,906 38)
METTLER-TOEDO						
Nokia Corp						
Nokia Corp PAN AMERICAN SILVER O6/13/06 O1/12/710 13,507 09 99,951 72 3,555 37 Pioneer Natural Res O9/28/00 O1/27/10 O1/					·	
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BAKER HUGHES BRISTOL MYERS SQUIBB O1/28/09 12/17/09 30,935 21 26,805 60 4,129 61 CHESAPEAKE ENERGY 11/04/08 09/18/09 27,691 18 21,755.00 5,936 18 CORNING INC 09/11/09 12/31/09 19,209 51 16,209 90 2,999 61 HALLIBURTON 11/04/08 09/11/09 25,049 85 19,974 38 5,075 47 PALM INC 09/17/09 03/19/10 8,860.63 29,299 80 (20,439 17 Precision Drilling Corp 06/05/09 04/15/10 553.22 201 76 351 46 Quantam Fuel Sys Tech 09/23/09 04/15/10 3,510 06 7,560.50 (4,050.44 ULTRA PETROLEUM 01/06/09 09/23/09 15,287 58 11,281.94 4,005.64	LONG TERM			573,319 02	755,769 90	(182,450 89)
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			£14.	742,188.70	946,075.84	(203,887 14)

009	Federal Statements	Page 1
	THE GOODSTEIN FOUNDATION	83-600381
Statement 1 Form 990-PF, Part I, Line 16b Accounting Fees	(a) (b) Net (c) Expenses Investment Adjusted per Books Income Net Income	(d) Charitable Purposes
	Total \$ 2,675. \$ 2,675. \$ 2,675. \$ 2,675.	
Statement 2 Form 990-PF, Part I, Line 16c Other Professional Fees		
INVESTMENT MANAGEMENT FEES	(a) (b) Net (c) Expenses Investment Adjusted Net Income \$ 32,544. \$ 32,544. \$ 32,544. Total \$ 32,544. \$ 32,544. \$ 32,544.	
Statement 3 Form 990-PF, Part I, Line 23 Other Expenses		
	(a) (b) Net (c) Expenses Investment Adjusted per Books Income Net Income	(d) Charitable <u>Purposes</u>
EXCISE TAXES FOREIGN TAXES OFFICE EXPENSE OFFICE RENT SECRETARIAL TELEPHONE	\$ 2,362. 520. \$ 520. \$ 520. 114. 114. 114. 2,400. 2,400. 2,400. 2,400. 2,400. 2,400. 592. 592. Total \$ 8,388. \$ 6,026. \$ 6,026.	
	Total \$ 8,388. \$ 6,026.	\$ 0.

Statement 4 Form 990-PF, Part II, Line 15 Other Assets

		Book Value	Fá	air Market <u>Value</u>
	ė	269,887.	\$	227,231.
Total	2	269,887.	-	227,231.
IOLAI	7	203,001.	<u>ې</u>	441,431.

2009

Federal Statements

Page 2 83-6003815

THE GOODSTEIN FOUNDATION

Statement 5 Form 990-PF, Part II, Line 22 **Other Liabilities**

> 598. Total \$

Statement 6 Form 990-PF, Part XV, Line 2a-d **Application Submission Information**

Name of Grant Program:

Name:

Care Of:

MORRIS MASSEY, PRESIDENT

Street Address:

P.O. BOX 2773 CASPER, WY 82602 307-234-0821

City, State, Zip Code: Telephone:

Form and Content:

IN WRITING-CLEARLY OUTLINING THE REQUEST

Submission Deadlines:

NONE

Restrictions on Awards:

NONE

Statement 7 Form 990-PF, Part XV, Line 3a **Recipient Paid During the Year**

Name and Address	Donee <u>Relationship</u>	Found- ation Status	Purpose of Grant	Amount
CASPER HUMANE SOCIETY	NONE		GENERAL SUPPORT	\$ 500.
DENVER CHILDREN'S HOSPITAL	NONE		GENERAL SUPPORT	10,000.
ENERGY SHARE OF WY	NONE		GENERAL SUPPORT	1,500.
HOLY CROSS	NONE		GENERAL SUPPORT	2,000.
MEALS ON WHEELS	NONE		GENERAL SUPPORT	5,000.
NIC ART MUSEUM	NONE		GENERAL SUPPORT	2,500.
WY MEDICAL CENTER FOUNDATION	NONE		GENERAL SUPPORT	1,500.
WYOMING PUBLIC TV	NONE		GENERAL SUPPORT	500.

009	Federal Stat	Page 3					
	THE GOODSTEIN F						
Statement 7 (continued) Form 990-PF, Part XV, Line 3a Recipient Paid During the Year							
Name and Address	Donee Relationship	Found- ation <u>Status</u>	Purpose of <u>Grant</u>	Amount			
CASA OF NATRONA COUNTY	NONE		GENERAL SUPPORT	\$ 1,000			
CENTRAL WYOMING HOSPICE	NONE		GENERAL SUPPORT	166,667			
WYOMING LEADERSHIP SEMINAR	NONE		GENERAL SUPPORT	500			
INTERFAITH OF NATRONA CO	NONE		GENERAL SUPPORT	1,500			
WY RESCUE MISSION	NONE		GENERAL SUPPORT	1,500			
CLIMB WYOMING	NONE		GENERAL SUPPORT	1,500			
TROOPERS DRUM & BUGLE CORP	NONE		GENERAL SUPPORT	1,000			
UNIVERSITY OF WYO-SIMPSON FAMILY FUND	NONE		GENERAL SUPPORT	1,000			
WYOMING WILDERNESS CAMP	NONE		GENERAL SUPPORT	2,500			
CENTRAL WYOMING SENIOR SERVICES	NONE		GENERAL SUPPPORT	2,500			

Total \$ 203,167.