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

2009

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		DEC 1, 2009	, and ending	NOV 30, 2010						
<input checked="" type="checkbox"/> Check all that apply <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> <td><input type="checkbox"/> Final return</td> </tr> <tr> <td><input type="checkbox"/> Amended return</td> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>					<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return								
<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change								
Use the IRS label. Otherwise, print or type. See Specific Instructions.		Name of foundation THE GOLDSTEIN FAMILY FOUNDATION <small>Number and street (or P O box number if mail is not delivered to street address)</small> C/O TOTILO & CO. 1200 SUMMER STREET								
		<small>Room/suite</small> City or town, state, and ZIP code STAMFORD, CT 06905								
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 <small>(from Part II, col. (c), line 16)</small> ► \$ 14,488,791.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____								
Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>										
Revenue	1 Contributions, gifts, grants, etc., received		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				N/A					
	3 Interest on savings and temporary cash investments									
	4 Dividends and interest from securities	567,635.	535,427.		STATEMENT 1					
	5a Gross rents									
	b Net rental income or (loss)	89,540.								
	6a Net gain or (loss) from sale of assets not on line 10									
	b Gross sales price for all assets on line 6a	4,648,600.								
	7 Capital gain net income (from Part IV, line 2)		89,540.							
	8 Net short-term capital gain									
	9 Income modifications									
	Gross sales less returns and allowances									
10a										
b Less Cost of goods sold										
c Gross profit or (loss)										
11 Other income										
12 Total. Add lines 1 through 11	657,175.	624,967.								
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.					
	14 Other employee salaries and wages									
	15 Pension plans, employee benefits									
	16a Legal fees									
	b Accounting fees	STMT 2	2,250.	0.		2,250.				
	c Other professional fees									
	17 Interest									
	18 Taxes	STMT 3	1,597.	0.		1,597.				
	19 Depreciation and depletion									
	20 Occupancy									
	21 Travel, conferences, and meetings		2,888.	0.		2,888.				
	22 Printing and publications									
	23 Other expenses	STMT 4	100,010.	94,335.		5,675.				
	24 Total operating and administrative expenses. Add lines 13 through 23		106,745.	94,335.		12,410.				
25 Contributions, gifts, grants paid		698,470.			698,470.					
26 Total expenses and disbursements. Add lines 24 and 25		805,215.	94,335.		710,880.					
27 Subtract line 26 from line 12		-148,040.								
a Excess of revenue over expenses and disbursements										
b Net investment income (if negative, enter -0-)		530,632.								
c Adjusted net income (if negative, enter -0-)			N/A							

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	2,792,074.	782,787.	782,787.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	5,220.	14,962.	14,962.
	10a	Investments - U S and state government obligations	STMT 5	4,850,000.	3,350,000.
	b	Investments - corporate stock	STMT 6	1,004,980.	1,004,980.
	c	Investments - corporate bonds	STMT 7	4,948,173.	8,299,678.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	13,600,447.	13,452,407.	14,488,791.
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 ►)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	0.	0.	
		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	3,724,638.	3,724,638.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds.	9,875,809.	9,727,769.	
	30	Total net assets or fund balances	13,600,447.	13,452,407.	
	31	Total liabilities and net assets/fund balances	13,600,447.	13,452,407.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,600,447.
2	Enter amount from Part I, line 27a	2	-148,040.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	13,452,407.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,452,407.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	4,648,600.	4,559,060.			89,540.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any			
a					
b					
c					
d					
e					89,540.
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	89,540.
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	706,221.	13,885,053.	.050862
2007	738,251.	14,322,914.	.051543
2006	808,272.	18,372,644.	.043993
2005	740,165.	18,128,580.	.040829
2004	636,710.	14,280,723.	.044585
2 Total of line 1, column (d)			2 .231812
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 .046362
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 14,038,054.
5 Multiply line 4 by line 3			5 650,832.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,306.
7 Add lines 5 and 6			7 656,138.
8 Enter qualifying distributions from Part XII, line 4			8 710,880.

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	5,306.
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	
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-)	
3 Add lines 1 and 2	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	5,306.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	0.
6 Credits/Payments	5,306.
a 2009 estimated tax payments and 2008 overpayment credited to 2009	1,200.
b Exempt foreign organizations - tax withheld at source	
c Tax paid with application for extension of time to file (Form 8868)	
d Backup withholding erroneously withheld	
7 Total credits and payments Add lines 6a through 6d	1,200.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	4,106.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	Refunded ►
	11

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b 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.

1c Did the foundation file Form 1120-POL for this year?

1d 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.

1e 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.

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.*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
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.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY

8b 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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13 X

14 The books are in care of ► **JEROME GOLDSTEIN** Telephone no ► **(212) 272-2450**
Located at ► **C/O J.P. MORGAN CHASE 277 PARK AVE. 3RD FLOOR, NE ZIP+4 ►10172**

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.

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? □ Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? □ Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? □ Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? □ Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? □ Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) □ Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A

Organizations relying on a current notice regarding disaster assistance check here ► **□**

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? □ Yes No

If "Yes," list the years ► **_____**

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► **_____**

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? □ Yes No

b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? N/A

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? 4a X

► **_____** 4b X

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
 Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations

section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?
 Yes No

N/A

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?

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?
 Yes No

N/A

►

5b

6b

X

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEROME R. GOLDSTEIN C/O J.P. MORGAN 277 PARK AVE. 3RD FLO NEW YORK, NY 10172	PRESIDENT 0.00	0.	0.	0.
DOROTHY L. GOLDSTEIN C/O J.P. MORGAN 277 PARK AVE. 3RD FLO NEW YORK, NY 10172	VICE-PRESIDENT 0.00	0.	0.	0.
BETTINA L. DECKER C/O J.P. MORGAN 277 PARK AVE. 3RD FLO NEW YORK, NY 10172	TREAS/SEC 0.00	0.	0.	0.

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

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

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

►

0

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

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

Total number of others receiving over \$50,000 for professional services ►

0

Part IX-A | **Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B | **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		1a	12,104,559.
a	Average monthly fair market value of securities		1b	2,147,272.
b	Average of monthly cash balances		1c	
c	Fair market value of all other assets		1d	14,251,831.
d	Total (add lines 1a, b, and c)			
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	14,251,831.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	213,777.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3 Enter here and on Part V, line 4		5	14,038,054.
6	Minimum investment return . Enter 5% of line 5		6	701,903.

Part XI Distributable Amount (see instructions) (Section 4942(l)(3) and (l)(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	701,903.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,306.	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	5,306.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	696,597.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	696,597.
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	696,597.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		1a	710,880.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26		1b	0.
b	Program-related investments - total from Part IX-B		2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes		3a	
3	Amounts set aside for specific charitable projects that satisfy the		3b	
a	Suitability test (prior IRS approval required)		4	710,880.
b	Cash distribution test (attach the required schedule)		5	5,306.
4	Qualifying distributions . Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4		6	705,574.
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			
6	Adjusted qualifying distributions . Subtract line 5 from line 4			

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				696,597.
2 Undistributed income, if any, as of the end of 2009			685,661.	
a Enter amount for 2008 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008		0.		
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 710,880.			685,661.	
a Applied to 2008, but not more than line 2a				
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		0.		25,219.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				671,378.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE LISTING ATTACHED	NONE	CHARITABLE	GENERAL CHARITABLE PURPOSES	698,470.
Total				► 3a 698,470.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	567,635.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	89,540.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue				
a				
b				
c				
d				
e				
12 Subtotal Add columns (b), (d), and (e)		0.	657,175.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	657,175.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVII 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

- (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 solicitation

6 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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described

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.

Signature of officer or trustee _____ Date _____ Title _____

Signature of officer or trustee

Date _____

PRESIDENT

Date _____

Preparer's signature		Date	Check if self-employed	Preparer's identifying number
► CIRO J PIRONE, CPA		04/11/11	► <input checked="" type="checkbox"/>	
Firm's name (or yours if self-employed), address, and ZIP code		EIN		
► TOTILO & COMPANY, LLC 1200 SUMMER STREET STAMFORD, CT 06905-5509				Phone no (203) 359-1584

**THE GOLDSTEIN FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FOR YEAR ENDED NOVEMBER 30, 2010**

Name	Address	Amount
St Lukes - Roosevelt Hospital	1000 Tenth Avenue New York, NY 10019	37,500 00
Friends of the Israel Defense Forces	350 Fifth Avenue New York, New York 10118	500 00
Montshire Museum of Science	One Montshire Road Norwich, VT 05055	250 00
Humanity in Action	144 East 39th Street New York, NY 10016	500 00
Carl Schurz Park Conservancy	217 East 85 St PMB 116 New York, NY 10028	250 00
Mount Kisco Child Care Center	95 Radio Circle Mt Kisco, NY 10549	100 00
The Asphalt Green	555 East 90th Street New York, NY 10128	250 00
Roosevelt Institute	570 Lexington Ave New York, NY 10022	11,000 00
Dana-Farber Cancer Institute	10 Brookline Place Brookline, MA 02445	500 00
FDR Four Freedoms Park	147 West 35th Street New York, NY 10001	10,000 00
Long Island Soundkeeper	7 Edgewater Place Norwalk, CT	500 00
Mariposa Center	PO Box 2012 Providence, RI 02905	200 00
The Stecher & Horowitz Found	119 West 57th Street NY, NY 10107	1,250 00
Canavan Foundation	450 West End Avenue New York, NY 10024	500 00

**THE GOLDSTEIN FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FOR YEAR ENDED NOVEMBER 30, 2010**

Name	Address	Amount
The Hooland Society of New York	20 West 44th St , 5th Floor New York, NY 10036	220 00
The Four Nations Ensemble	PO Box 1112 Hudson, NY 12534	250 00
The Chapin School	100 East End Avenue New York, NY	45,000 00
Metropolitan Museum of Art	Gracie Station P O Box 814 New York, NY 10130-0087	3,700 00
Dartmouth College Athletic Sponsors	6083 Alumni Gym Hanover, NH 03755	500.00
Dartmouth College Friends of Football Sponsors	6083 Alumni Gym Hanover, NH 03755	500 00
Dartmouth College - Alumni Fund	63 S. Main St Hanover, NH 03755-2047	20,000 00
Multiple Myeloma Research Foundation	383 Main Avenue, 5th Floor Norwalk, CT	25,000 00
Central Park Conservancy	14 East 60th St New York, NY 10022	500 00
Memorial Sloan Kettering	Box G - 1275 York Ave New York, NY 10021-6094	1,000 00
Center for Jewish History	15 W 16th St New York, NY 10011-6391	500 00
New York Eye & Ear Infirmary	310 East 14th Street New York, NY 10211-0657	37,500.00
Northern Westchester Hospital	400 East Main St Mt Kisco, NY 10549	1,000 00
Museum of Modern Art	11 West 53rd St. New York, NY 10019-5498	1,000 00
United Way of Northern Westchester	P.O Box 68 Mt Kisco, NY 10549	2,500 00

**THE GOLDSTEIN FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FOR YEAR ENDED NOVEMBER 30, 2010**

Name	Address	Amount
The Animal Medical Center	510 East 62nd St New York, NY 10021-8302	500 00
WNET org	450 WEST 33RD STREET New York, NY 10001	500 00
American Jewish Committee	165 E 56th St New York, NY 10022	10,000 00
Barnard College	3009 Broadway New York, NY 10027-6598	1,000 00
Wilkes University	P.O Box 111 Wilkes-Barre, PA 18703-9966	1,100 00
Facing History & Ourselves	14 East 4th St , Suite 3003 New York, NY 10012	500 00
American Museum of Natural History	Central Park West & 79th Sts New York, NY 10024	500 00
Jewish Communal Fund	130 East 59th St New York, NY 10022	413,000 00
Caramoor Center for Music & Arts	P.O Box 816 Katonah, NY 10536	1,200 00
Friends of Lasdon Park	2610 Amawalk Road Katonah, NY 10536	500 00
Teatown Lake Reservation	1600 Spring Valley Road Ossining NY, 10562	250 00
Riverkeeper	20 Secor Rd Ossining, NY 10562	100 00
Bedford Hisotrical Society	PO Box 491 Bedford, NY 10506	200 00
Congregation Temple Emanu-El	1 E 65th St New York, NY 1021-6596	10,550 00
Jump Start	505 Eighth Avenue New York, NY 10018	1,500 00

THE GOLDSTEIN FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FOR YEAR ENDED NOVEMBER 30, 2010

New York Botanical Garden	Southern Blvd. & 200th St. Bronx, NY 10458	1,000 00
Dartmouth College	63 S Main St Suite 6066 Hanover, NH 03755-2047	25,000 00
Westchester Land Trust	11 Babbitt Road Bedford Hills, NY 10507-1813	21,100 00
The Philanthropy Roundtable	1150 17th St NW, Ste 503 Washington, DC 20036	5,000 00
Hospital for Special Surgery	535 East 70th Street New York, NY 10021	500 00
The Jewish Museum	1109 Fifth Ave New York, NY 10128	1,000 00
Columbia Business School	33 West 60th Street - 7 Floor New York, NY 10023	500 00
Prep for Prep	328 West 71st Street New York, NY 10023	<u>500 00</u>
Total		<u>698,470.00</u>

THE GOLDSTEIN FAMILY FOUNDATION

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 \$275M GOLDMAN SACHS GRP 6/3/11	P	05/14/10	05/25/10
b \$900M FORD MOTOR CREDIT 11/1/10	P	04/24/09	11/01/10
c \$2,000M HARTFORD FIN'L SVCS 6/15/10	P	06/01/09	06/15/10
d \$200M MASS ST HLTH & ED	P	04/30/08	04/01/10
e \$100M MASS ST HLTH & ED	P	04/30/08	07/01/10
f \$1,200M NY STATE DORM AUTH	P	09/10/08	03/11/10
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 248,600.		275,000.	-26,400.
b 900,000.		765,000.	135,000.
c 2,000,000.		2,019,060.	-19,060.
d 200,000.		200,000.	0.
e 100,000.		100,000.	0.
f 1,200,000.		1,200,000.	0.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-26,400.
b			135,000.
c			-19,060.
d			0.
e			0.
f			0.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	89,540.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
J.P. MORGAN CHASE BROKERAGE - DIVIDENDS	39,349.	0.	39,349.
J.P. MORGAN CHASE BROKERAGE - MUNICIPAL INTEREST	32,208.	0.	32,208.
J.P. MORGAN CHASE BROKERAGE - OTHER INTEREST	496,078.	0.	496,078.
TOTAL TO FM 990-PF, PART I, LN 4	567,635.	0.	567,635.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,250.	0.		2,250.
TO FORM 990-PF, PG 1, LN 16B	2,250.	0.		2,250.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NY STATE FILING FEES	750.	0.		750.
FEDERAL EXCISE TAXES	847.	0.		847.
TO FORM 990-PF, PG 1, LN 18	1,597.	0.		1,597.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	100,010.	94,335.		5,675.
TO FORM 990-PF, PG 1, LN 23	100,010.	94,335.		5,675.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
\$50M DUTCHESS CNTY NY INDL DEV	X		50,000.	50,000.
\$2,500M MASS ST HEALTH & EDL	X		2,500,000.	2,500,000.
\$1,200M NYS DORM AUTHORITY	X		0.	0.
\$800M NEW YORK NY ARS BDS	X		800,000.	800,000.
\$300M MASS ST HLTH & ED	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,350,000.	3,350,000.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,350,000.	3,350,000.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
6,000 SHS INVESTORS AB SER B	56,645.	114,240.
1,171 SHS ALCATEL-LUENT	185,112.	3,209.
10,000 SHS ANIXTER INTERNATIONAL, INC.	306,067.	558,700.
354 SHS LSI LOGIC CORP	41,046.	2,032.
3,000 SHS APPLE COMPUTER	416,110.	933,450.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,004,980.	1,611,631.

FORM 990-PF

CORPORATE BONDS

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
\$1,000M CITIGROUP INC SUB NT	926,300.	1,028,550.
\$650M FORD MOTOR CREDIT NOTES	637,813.	722,475.
\$900M FORD MOTOR CREDIT NOTES	0.	0.
\$600M FORD MOTOR CREDIT NOTES	600,000.	666,900.
\$2,000M HARTFORD FINANCIAL HIG	0.	0.
\$500M M&I MARSHALL & ISLEY BANK	453,125.	507,065.
\$500M AVIS BUDGET CAR RENT LLC 14	483,750.	505,000.
\$500M AVIS BUDGET CAR RENT LLC 16	492,500.	500,000.
\$500M LEVEL 3 INC	474,250.	482,500.
\$1,250M GOLDMAN SACHS GRP 8/11	1,250,000.	1,382,688.
\$400M UNITED REFNG CO	384,000.	358,000.
\$250M CONTINENTAL AIRLINES	249,063.	259,688.
\$2,000M JP MORGAN CHASE	2,000,000.	1,947,500.
\$300M FORD MOTOR CREDIT 8/1/12	300,000.	317,781.
\$49M FORD MOTOR CREDIT 8/15/12	48,877.	51,264.
 TOTAL TO FORM 990-PF, PART II, LINE 10C	 8,299,678.	 8,729,411.