Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, 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

Name of foundation
THE GOLDSTONE FAMILY FOUNDATION

A Employer identification number
06-1596255

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

Room/suite

B Telephone number
203-438-5588

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

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 24,554,392.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	258,115.	258,115.		STATEMENT 1
	4 Dividends and interest from securities	271,661.	271,661.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,363,248.			
	b Gross sales price for all assets on line 6a 2,779,964.				
	7 Capital gain net income (from Part IV, line 2)		1,363,248.		
	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	83,182.	83,182.		STATEMENT 3
	12 **Total** Add lines 1 through 11	1,976,206.	1,976,206.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	91,539.	0.		91,539.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	1,000.	1,000.		0.
	c Other professional fees STMT 5	42,923.	0.		42,923.
	17 Interest	62,898.	62,846.		0.
	18 Taxes STMT 6	12,243.	3,798.		8,445.
	19 Depreciation and depletion				
	20 Occupancy	40,800.	0.		40,800.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	272,756.	263,665.		8,169.
	24 **Total operating and administrative expenses** Add lines 13 through 23	524,159.	331,309.		191,876.
	25 Contributions, gifts, grants paid	930,266.			930,266.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,454,425.	331,309.		1,122,142.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	521,781.			
	b **Net investment income** (if negative, enter -0-)		1,644,897.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions.

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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			174,646.	174,646.
2	Savings and temporary cash investments		3,071,625.	1,719,271.	1,719,271.
3	Accounts receivable ▶	51,000.			
	Less: allowance for doubtful accounts ▶		51,000.	51,000.	51,000.
4	Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ▶	8,000.			
	Less: allowance for doubtful accounts ▶	0.	30,000.	8,000.	8,000.
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock	STMT 10	3,402,365.	4,049,342.	4,073,722.
c	Investments - corporate bonds	STMT 11	1,745,913.	1,700,249.	1,808,978.
11	Investments - land, buildings, and equipment: basis ▶	3,535,617.			
	Less accumulated depreciation ▶		3,567,733.	3,535,617.	3,535,617.
12	Investments - mortgage loans				
13	Investments - other	STMT 12	11,647,396.	13,181,907.	13,183,158.
14	Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
15	Other assets (describe ▶)				
16	**Total assets** (to be completed by all filers)		23,516,032.	24,420,032.	24,554,392.
Liabilities 17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable				
22	Other liabilities (describe ▶)				
23	**Total liabilities** (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.**	▶ ☒			
24	Unrestricted		23,516,032.	24,420,032.	
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31	▶ ☐			
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	**Total net assets or fund balances**		23,516,032.	24,420,032.	
31	**Total liabilities and net assets/fund balances**		23,516,032.	24,420,032.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)		1	23,516,032.
2	Enter amount from Part I, line 27a		2	521,781.
3	Other increases not included in line 2 (itemize) ▶	SEE STATEMENT 8	3	382,295.
4	Add lines 1, 2, and 3		4	24,420,108.
5	Decreases not included in line 2 (itemize) ▶	SEE STATEMENT 9	5	76.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30		6	24,420,032.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,779,964.		1,914,006.	1,363,248.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,363,248.

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	1,363,248.
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))
2009	1,165,493.	21,048,521.	.055372
2008	1,091,150.	22,767,574.	.047926
2007	1,231,410.	27,717,326.	.044427
2006	1,059,933.	26,691,096.	.039711
2005	894,137.	23,290,262.	.038391

2	**Total** of line 1, column (d)	2	.225827
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	.045165
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	23,435,415.
5	Multiply line 4 by line 3	5	1,058,461.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,449.
7	Add lines 5 and 6	7	1,074,910.
8	Enter qualifying distributions from Part XII, line 4	8	1,122,142.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	16,449.
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	16,449.
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	16,449.
6	Credits/Payments: * INCLUDES SECTION 643(G) PAYMENT		7,000.		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 *	6a	3,060.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	7,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	10,060.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	6,389.
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 2011 estimated tax ▶**	**Refunded ▶**		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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	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 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.			
	▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEVEN F. GOLDSTONE C/O BEVERLY CHASE 445 MAIN STREET RIDGEFIELD, CT 06877	DIRECTOR, PRE 10.00	SIDENT & 0.	TREA 0.	0.
ELIZABETH GOLDSTONE C/O BEVERLY CHASE 445 MAIN STREET RIDGEFIELD, CT 06877	DIRECTOR, VP, 10.00	SECRETAR 0.	Y 0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KERRI GLASS - 187 FARMINGVILLE ROAD, RIDGEFIELD, CT 06877	MANAGER 40.00	91,539.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

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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.

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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	5,303,886.
b	Average of monthly cash balances		1b	2,649,461.
c	Fair market value of all other assets		1c	15,838,953.
d	**Total** (add lines 1a, b, and c)		1d	23,792,300.
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	23,792,300.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	356,885.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	23,435,415.
6	**Minimum investment return.** Enter 5% of line 5		6	1,171,771.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	1,171,771.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 16,449.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	16,449.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,155,322.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,155,322.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,155,322.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,122,142.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,122,142.
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	16,449.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,105,693.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,155,322.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,015,957.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,122,142.				
a Applied to 2009, but not more than line 2a			1,015,957.	
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 2010 distributable amount				106,185.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,049,137.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 13

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	NONE	PUBLIC CHARITY	GENERAL USE	930,266.
Total			▶ 3a	930,266.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	258,115.	
4 Dividends and interest from securities			14	271,661.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	<31,751.>	14	114,933.	
8 Gain or (loss) from sales of assets other than inventory	900000	87,897.	18	1,275,351.	
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)		56,146.		1,920,060.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,976,206.

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

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date | PRESIDENT Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
JEFFREY FEINMAN	Jeffrey I. Fein	12/5/11		

Firm's name ▶ DDK & COMPANY LLP | Firm's EIN ▶

Firm's address ▶ ONE PENN PLAZA, 54TH FLR
NEW YORK, NY 10119

Phone no. 212-997-0600

GOLDSTONE FAMILY FOUNDATION
SILVER SPRING GROUP
ATTN STEVEN F GOLDSTONE
445 MAIN STREET
RIDGEFIELD CT 06877-4513

Private Access: 800-544-5704
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Additional Information

	Amount
This detail information is not reported to the IRS. It may assist you in tax return preparation.	
Account Fees	200.00
Short-Term Realized Gain/Loss	98,686.32
Long-Term Realized Gain/Loss	28,767.19-

Detail Information — Account Fees

This detail information is not reported to the IRS. It may assist you in tax return preparation.

Description	Date	Amount
VODAFONE GROUP SPON ADR REP 10 ORD	08/06/10	200.00
	Total Account Fees	**200.00**

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
AMERICAN EXPRESS CO / 025816109					
10/06/10	12/03/10	3,000 000	134,989.76	114,787 95 f	20,201.81
BEST BUY INC / 086516101					
01/22/10	03/19/10	1,500.000	56,905.02	56,108.00 f	797.02
		Option premium adjustment	(1,409.70)		
01/22/10	03/19/10	1,500.000	56,905.01	56,108.00 f	797.01
		Option premium adjustment	(1,409.69)		
		USD Subtotal	**113,810.03**	**112,216.00**	
BOEING CO / 097023105					
various	01/26/10	1,500.000	87,440.88	58,560.90 f	28,879.98
CHESAPEAKE ENERGY CORPORATION OKLAHOMA / 165167107					
various	12/08/10	5,500.000	126,489.91	118,569.45 f	7,920.46
E M C CORP MASS / 268648102					
05/14/09	03/18/10	2,000 000	37,359.52	23,208.00 f	14,151.52

*Our records indicate that you are an exempt recipient for 1099 reporting purposes This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS You may be subject to different income tax reporting requirements Please contact your tax advisor if you have any questions

Fidelity INVESTMENTS

2010 Detail Information

Account No.	Taxpayer ID	Page
Z85-514535	06-1596255	6 of 10

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Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss(-)
GOLDMAN SACHS GROUP INC / 38141G104						
01/22/10	01/25/10	500.000	77,991.00	77,008.00	f	983.00
NEXTERA ENERGY INC COM / 65339F101						
various	12/14/10	2,003.000	104,647.03	93,911.16	f	10,735.87
NOVAGOLD RESOURCES INC COM NPV ISIN / 66987E206						
01/28/10	02/16/10	5,000.000	30,991.65	28,358.00	f	2,633.65
RESEARCH IN MOTION COM NPV ISIN / 760975102						
03/25/10	04/27/10	1,000.000	74,140.79	74,097 95	f	42.84
SEALED AIR CORP NEW / 81211K100						
09/11/09	06/24/10	300 000	6,326.89	5,640.80	f	686 09
09/11/09	06/24/10	1,100.000	23,201 65	20,682.93	f	2,518.72
09/11/09	06/24/10	1,600.000	33,711.43	30,084 27	f	3,627.16
		USD Subtotal	**63,239.97**	**56,408.00**		
SMART BALANCE INC COM / 83169Y108						
01/26/10	06/18/10	3,000.000	13,015 01	16,838 00	f	3,822.99-
Wash Sale Disallowed Loss				1,274 33-		1,274.33
01/28/10	06/18/10	2,000.000	8,676.67	11,208.00	f	2,531.33-
01/26/10 §§	06/18/10	300 000	1,292.97	2,019.68	f	726.71-
01/26/10 §§	06/18/10	700.000	3,009.69	4,712.60	f	1,702.91-
various	06/18/10	2,000.000	8,491.90	10,611.93	f	2,120.03-
various	06/18/10	3,000 000	12,621.83	15,399.87	f	2,778 04-
		USD Subtotal	**47,108.07**	**59,515.75**		
CALL (LO) LORILLARD INC COM MA / 1225079CC						
05/24/10	04/05/10 Short	30.000	2,969.37	0.00	f	2,969.37
CALL (PFY) PHILIP MORRIS INTL / 1230219II						
06/21/10	04/16/10 Short	65.000	7,937 90	0.00	f	7,937.90
CALL (YHOO) YAHOO INC SEP 18 1 / 1298009HH						
09/20/10	07/20/10 Short	75.000	3,534.68	0 00	f	3,534.68
CALL (LO) LORILLARD INC COM J / 5441479FP						
06/21/10	04/05/10 Short	20.000	2,676.92	0.00	f	2,676.92

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Detail Information — Short-Term Realized Gain/Loss

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.

Short-Term Realized Gain	111,271.49
Short-Term Realized Loss	13,859.50-
Short-Term Realized Disallowed Loss	1,274.33
Total Short-Term Realized Gain/Loss	**98,686.32**

f - FIFO (First-in First-out)

§§ - Adjusted due to previous wash sale disallowed loss

Detail Information — Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss(-)
E M C CORP MASS / 268648102						
02/06/08	03/18/10	400.000	7,463 95	6,209.28	f	1,254.67
various	03/18/10	2,600.000	48,567.38	38,498.17	f	10,069.21
		USD Subtotal	**56,031.33**	**44,707.45**		
PHILIP MORRIS INTL INC COM / 718172109						
03/14/07	08/20/10	1,000.000	48,989.08	44,205.72	f	4,783.36
	Option premium adjustment		(991.12)			
03/26/07	08/20/10	1,000.000	48,989.08	44,004.18	f	4,984.90
	Option premium adjustment		(991 12)			
03/13/07	08/20/10	2,000.000	97,978.17	89,074.45	f	8,903.72
	Option premium adjustment		(1,982.24)			
06/21/07	08/20/10	1,000.000	48,989.08	47,451.24	f	1,537.84
	Option premium adjustment		(991.12)			
03/24/09	08/20/10	500.000	24,494.56	19,437.55	f	5,057.01
	Option premium adjustment		(495.56)			
04/01/08	08/20/10	500.000	24,494.54	24,877.95	f	383.41-
	Option premium adjustment		(495.56)			

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Detail Information — Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss(-)
PHILIP MORRIS INTL INC COM / 718172109						
04/25/08	08/20/10	500 000	24,494.54	25,503.00	f	1,008.46-
	Option premium adjustment		(495.56)			
		USD Subtotal	**318,429.05**	**294,554.09**		
WALGREEN COMPANY / 931422109						
11/20/06	12/17/10	3,000 000	109,227.30	125,138.00	f	15,910.70-
	Option premium adjustment		(1,233.10)			
11/30/06	12/17/10	1,000.000	36,409.09	40,598.00	f	4,188.91-
	Option premium adjustment		(411.03)			
11/27/06	12/17/10	2,000 000	72,818.19	80,348.00	f	7,529.81-
	Option premium adjustment		(822.06)			
07/05/07	12/17/10	1,000.000	37,729.08	43,898.00	f	6,168.92-
	Option premium adjustment		(731.03)			
10/22/07	12/17/10	500.000	18,864.53	18,627.95	f	236.58
	Option premium adjustment		(365.51)			
10/01/07	12/17/10	2,000.000	75,458 15	82,208 00	f	6,749.85-
	Option premium adjustment		(1,462.05)			
10/08/07	12/17/10	1,000.000	37,729.08	39,008.00	f	1,278.92-
	Option premium adjustment		(731 03)			
10/11/07	12/17/10	1,000.000	37,729.08	38,878.00	f	1,148.92-
	Option premium adjustment		(731.03)			
10/19/07	12/17/10	500 000	18,864.53	18,943.00	f	78.47-
	Option premium adjustment		(365 51)			
		USD Subtotal	**444,829.03**	**487,646.95**		
WINDSTREAM CORP COM / 97381W104						
11/16/06	03/15/10	1,000 000	11,022.60	13,704.00	f	2,681.40-
various	03/15/10	2,000.000	22,191 76	27,368.00	f	5,176 24-
11/27/06	03/15/10	1,000.000	11,029.95	13,664.00	f	2,634.05-
11/28/06	04/05/10	900.000	9,972.46	12,247.20	f	2,274.74-
11/28/06	04/05/10	17 000	180.40	231.34	f	50.94-
various	04/05/10	1,583.000	17,539.50	21,981.46	f	4,441.96-
various	06/14/10	800.000	8,960.40	10,813 17	f	1,852.77-
various	06/14/10	2,200.000	24,631.63	28,282.58	f	3,650.95-
various	06/17/10	2,000.000	22,831.66	25,183.15	f	2,351.49-
06/26/08	07/12/10	1,000 000	11,210 51	12,512 80	f	1,302.29-

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Detail Information Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss(-)
WINDSTREAM CORP COM / 97381W104						
various	07/12/10	2,000.000	22,414.67	21,193.41	f	1,221.26
various	07/12/10	1,000.000	11,209.81	7,162.35	f	4,047.46
		USD Subtotal	**173,195.35**	**194,343.46**		

Long-Term Realized Gain	42,932.86
Long-Term Realized Loss	71,700.05-
Long-Term Realized Disallowed Loss	0.00
Total Long-Term Realized Gain/Loss	**28,767.19-**

f - FIFO (First-in First-out)

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

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CONTINUATION FOR 990-PF, PART IV

THE GOLDSTONE FAMILY FOUNDATION 06-1596255 PAGE 1 OF 2

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FROM K-1 - A.P. OPPORTUNITIES FUND, LP	P	VARIOUS	VARIOUS
b	FROM K-1 - A.P. OPPORTUNITIES FUND, LP	P	VARIOUS	VARIOUS
c	FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	P	VARIOUS	VARIOUS
d	FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	P	VARIOUS	VARIOUS
e	FROM K-1 - A.P. OPPORTUNITIES FUND, LP		VARIOUS	VARIOUS
f	FROM K-1 - A.P. OPPORTUNITIES FUND, LP		VARIOUS	VARIOUS
g	FROM K-1 - A.P. OPPORTUNITIES FUND, LP		VARIOUS	VARIOUS
h	FROM K-1 - A.P. OPPORTUNITIES FUND, LP		VARIOUS	VARIOUS
i	FIDELITY #4535 SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
j	FIDELITY #4535 SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
k	FIDELITY #4535 OPTION PREMIUM ADJUSTMENT		VARIOUS	VARIOUS
l	FIDELITY #4535 OPTION PREMIUM ADJUSTMENT		VARIOUS	VARIOUS
m	FEDERAL HOME LAON BANKS 2.05%	P	09/30/09	04/23/10
n	FEDERAL FARM CR BKS GLOBAL 1.24%	P	09/30/09	09/28/10
o	SILVER POINT CAPITAL OFFSHORE FUND LTD	P	VARIOUS	VARIOUS

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				151,506.
b				311,672.
c				27,430.
d				15.
e				<3,362.>
f				<77,868.>
g				22,790.
h				65,107.
i	915,327.		816,641.	98,686.
j	992,484.		1,021,251.	<28,767.>
k			2,819.	<2,819.>
l			13,295.	<13,295.>
m	30,000.		30,000.	0.
n	30,000.		30,000.	0.
o	808,244.			808,244.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				151,506.
b				311,672.
c				27,430.
d				15.
e				<3,362.>
f				<77,868.>
g				22,790.
h				65,107.
i				98,686.
j				<28,767.>
k				<2,819.>
l				<13,295.>
m				0.
n				0.
o				808,244.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

023591
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CONTINUATION FOR 990-PF, PART IV

THE GOLDSTONE FAMILY FOUNDATION   06-1596255   PAGE 2 OF 2

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	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,909.			3,909.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				3,909.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	1,363,248.
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

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

SOURCE	AMOUNT
CITIBANK	170.
FIDELITY INVESTMENTS	58,945.
FROM K-1 - A.P. OPPORTUNITIES FUND, LP	90,367.
FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	10,593.
GOLDMAN SACHS	40.
OTHERS	98,000.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	258,115.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	8,808.	1,127.	7,681.
FIDELITY INVESTMENTS	188,577.	2,782.	185,795.
FROM K-1 - A.P. OPPORTUNITIES FUND, LP	70,685.	0.	70,685.
FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	7,499.	0.	7,499.
FROM K-1 - GSCP VI PARALLEL AIV, LP	1.	0.	1.
TOTAL TO FM 990-PF, PART I, LN 4	275,570.	3,909.	271,661.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - A.P. OPPORTUNITIES FUND, LP	<2,515.>	<2,515.>	
FROM K-1 - A.P. OPPORTUNITIES FUND, LP	<32,084.>	<32,084.>	
FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	2,246.	2,246.	
FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	333.	333.	
MISCELLANEOUS INCOME	52,683.	52,683.	
RENTAL INCOME - E. MCCULLOCH CO-GOLDSTONE FAM FD PT	60,384.	60,384.	

SILVER POINT CAPITAL OFFSHORE FUND	2,135.	2,135.	
TOTAL TO FORM 990-PF, PART I, LINE 11	83,182.	83,182.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,000.	1,000.		0.
TO FORM 990-PF, PG 1, LN 16B	1,000.	1,000.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	42,923.	0.		42,923.
TO FORM 990-PF, PG 1, LN 16C	42,923.	0.		42,923.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,798.	3,798.		0.
REAL ESTATE TAXES	1,038.	0.		1,038.
PAYROLL TAXES	7,407.	0.		7,407.
TO FORM 990-PF, PG 1, LN 18	12,243.	3,798.		8,445.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	750.	0.		750.
DUES & SUBSCRIPTIONS	590.	590.		0.
PORTFOLIO DEDUCTIONS	262,088.	262,088.		0.
OFFICE EXPENSE	2,150.	0.		2,150.
INSURANCE	1,276.	0.		1,276.
LICENSE FEE	922.	0.		0.
MISCELLANEOUS	987.	987.		0.
UTILITIES	3,673.	0.		3,673.
REPAIRS & MAINTENANCE	320.	0.		320.
TO FORM 990-PF, PG 1, LN 23	272,756.	263,665.		8,169.

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

DESCRIPTION	AMOUNT
UNREALIZED GAIN/(LOSS) FROM INVESTMENTS	364,244.
TAX EXEMPT INTEREST - A.P. OPPORTUNITIES FUND, LP	35.
NONDIVIDEND DISTRIBUTIONS	1,902.
OPTIONS PREMIUM ADJUSTMENTS	16,114.
TOTAL TO FORM 990-PF, PART III, LINE 3	382,295.

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

DESCRIPTION	AMOUNT
NON-DEDUCTIBLE EXPENSES - A.P. OPPORTUNITIES FUND, LP	7.
ACCRUED DIVIDENDS	69.
TOTAL TO FORM 990-PF, PART III, LINE 5	76.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS #Z85-514535	4,049,342.	4,073,722.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,049,342.	4,073,722.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS #Z83-476870	1,700,249.	1,808,978.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,700,249.	1,808,978.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AP OPPORTUNITIES FUND, LP	COST	7,736,313.	7,736,313.
GS CAPITAL PARTNERS VI PARALLEL, LP	COST	579,231.	606,304.
GS MEZZANINE PARTNERS 2006, LP	COST	614,971.	589,149.
GSCP VI PARALLEL AIV, LP	COST	30,080.	30,080.
SILVERPOINT CAPITAL OFFSHORE FUND	COST	4,131,505.	4,131,505.
KKR FINANCIAL HOLDINGS LLC	COST	89,807.	89,807.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,181,907.	13,183,158.

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

NAME OF MANAGER

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

The Goldstone Family Foundation
Contributions
December 31, 2010

The National Campaign to Pre	500.00
Circle of Tapawingo	1,000 00
Creative Capital	10,000.00
Ridgefield Police Benevolent	150.00
Sunrise Cottage	5,000.00
United Way Kennebec Valley	1,000 00
Founders House	7,400.00
A Better Chance in Ridgefield	250.00
A Better Chance in Ridgefield	2,500 00
AMOS House	2,500.00
Animal Kind, Inc.	250 00
Baily's Backyard	2,470.00
Big Brothers Big Sisters SWCT	250 00
Boys & Girls Club of Ridgefield	250.00
Cellar XV	261 85
Center for Advancement In Cancer	1,000.00
CHIRP	250 00
Circle of Tapawingo	1,000 00
Cobbosseecontee Yacht Club	300 00
Creative Capital	10,000 00
Creative Time	10,000.00
Danbury Hospital	1,000 00
Danbury Hospital	83,750 00
Digestive Disease Research Foundation	500 00
Digestive Disease Research Foundation	250.00
Founder Hall - White Flour Catering	1,336.16
Founders Hall	1,500.00
Founders Hall	50 00
Founders Hall	2,200 00
Founders Hall	10,000 00
Friend of the Ridgefield Parks - Little League	75,000.00
Friend of the Ridgefield Parks and Recreation	10,225 00
Friends of the Cobbossee Watersh	5,000 00
Friends of the Cobbossee Watersh	350 00
Groove With Me	300 00
Groove With Me	15,000 00
Groove With Me	1,750 00
GSCSWCT	250.00
Hole In the Wall Gang	250 00
Housatonic Habitat for Humanity	1,000 00
Housatonic Habitat for Humanity	8,598 00
Housatonic Habitat for Humanity	250 00
Housatonic Habitat For Humanity	5,000.00
Housatonic Habitat for Humanity	100,000 00
Keeler Tavern Museum	1,000 00
Keeler Tavern Museum	500 00
Kids In Crisis	500.00
Legal Aid	5,000 00
Leukemia & Lymphoma Society	500 00
Metropolitan Opera	2,000 00

Museum For African Art	500.00
Museum for African Art	1,000.00
Museum of African Art	250.00
Reading is Fundamental	1,000.00
Ridgefield - The Veteran's Memorial Community	2,500.00
Ridgefield Academy	5,000.00
Ridgefield Historical Society	250.00
Ridgefield Library Assoc.	2,500 00
Ridgefield Library Assoc. - Friends of the Ridgefield Library	250.00
Ridgefield Meals and Wheels	1,000 00
Ridgefield Playhouse	2,500.00
Ridgefield Playhouse	2,500 00
Ridgefield Police Benevolent Association	150.00
Ridgefield PYC	500 00
Ridgefield Symphony Orchestra	5,000 00
Ridgefield Visiting Nurse	1,000 00
Ridgefield Visiting Nurse	10,000 00
Roundabout Theatre	30,000.00
St. Luke's School	20,000 00
Sunrise Cottage	375.00
Sunrise Cottage	5,000 00
SUNY Maritime College	250 00
TBICO	100.00
TBICO	500 00
TBICO	500.00
TBICO	20,000 00
The Aldrich Museum	2,500.00
The Aldrich Museum	15,000 00
The Aldrivh Museum	1,500.00
The Art Students League of NY	250.00
The boys & girls club	75,000 00
The boys & girls club	10,000 00
The National Campaign to Pre	500 00
The Ridgefield Chorale	1,000 00
The Ridgefield Guild of Artists	1,000.00
The Rotary Foundation 9/11 Memori	250 00
The Town of Ridgefield Social Service	10,000.00
The Washington Citizens' Scholar	250 00
Theatre at monmouth	1,000.00
Touch Foundation	1,000 00
Town of Ridgefield, Michael Chekhov Festival	250 00
United Way Kennebec Valley	1,000.00
University of Pennsylvania	300,000.00
Women's Center of Greater Danbury	250.00
Women's Center of Greater Danbury	2,500 00
YAI	5,000.00
Total	930,266 01