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 12/01 **, 2010, and ending** 11/30, 2011

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: WALTER & KARLA GOLDSCHMIDT FOUNDATION

A Employer identification number: 23-7410867

Number and street (or P O box number if mail is not delivered to street address): 465 LAKESIDE TERRACE — Room/suite

B Telephone number (see page 10 of the instructions): (847) 835-4655

City or town, state, and ZIP code: GLENCOE, IL 60022

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 ▶ [ ]

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

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

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 18,920,010.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify) ______
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc received (attach schedule)	5,458,440.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	435,514.	435,514.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	587,539.			
	b Gross sales price for all assets on line 6a 4,489,635				
	7 Capital gain net income (from Part IV, line 2)		587,539.		
	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) (attach schedule)				
	11 Other income (attach schedule)	1,206.			ATCH 2
	12 **Total** Add lines 1 through 11	6,482,699.	1,023,053.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	3,600.	0.	0.	3,600.
	c Other professional fees (attach schedule) *	128,765.	128,765.	0.	0.
	17 Interest ATTACHMENT 5	9,997.	9,997.	0.	0.
	18 Taxes (attach schedule) (see page 14 of the instructions) **	12,099.	0.	0.	0.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	151.	0.	0.	151.
	24 **Total operating and administrative expenses** Add lines 13 through 23	154,612.	138,762.	0.	3,751.
	25 Contributions, gifts, grants paid	592,818.			592,818.
	26 **Total expenses and disbursements** Add lines 24 and 25	747,430.	138,762.	0.	596,569.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,735,269.			
	b Net investment income (if negative, enter -0-)		884,291.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,923,177.	486,491.	486,491.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	242,895.	243,528.	298,028.
	b	Investments - corporate stock (attach schedule) ATCH 9	8,622,883.	14,605,822.	16,028,901.
	c	Investments - corporate bonds (attach schedule) ATCH 10	721,684.	1,581,039.	1,538,677.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	267,500.	559,500.	559,500.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 12)	0.	8,413.	8,413.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	11,778,139.	17,484,793.	18,920,010.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		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			
	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	11,778,139.	17,484,793.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	11,778,139.	17,484,793.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,778,139.	17,484,793.	

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	11,778,139.
2	Enter amount from Part I, line 27a	2	5,735,269.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 13	3	70.
4	Add lines 1, 2, and 3	4	17,513,478.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 14	5	28,685.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,484,793.

**ATCH 8

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	587,539.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	560,497.	10,860,051.	0.051611
2008	285,077.	5,166,581.	0.055177
2007	422,853.	4,446,232.	0.095104
2006	418,822.	4,748,741.	0.088196
2005	350,858.	4,132,876.	0.084894

2	**Total** of line 1, column (d)	2	0.374982
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.074996
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,858,300.
5	Multiply line 4 by line 3	5	1,264,305.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,843.
7	Add lines 5 and 6	7	1,273,148.
8	Enter qualifying distributions from Part XII, line 4	8	596,569.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling 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	17,686.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	17,686.
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	17,686.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 11,260.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 15,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	26,260.
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	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	8,574.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 8,574. **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 page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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?	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 page 19 of the instructions) ▶ IL,			
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 on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUSAN GOLDSCHMIDT Telephone no ▶ 847-835-4655

Located at ▶ 465 LAKESIDE TERRACE, GLENCOE IL ZIP + 4 ▶ 60022

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

			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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?	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 page 22 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)*	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

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)? (see page 22 of the instructions) ☐ 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 page 22 of the instructions)? 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? ☐ 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 — No: 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? 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 15		-0-	-0-	-0-

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

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

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

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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 (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

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

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	15,312,498.
b	Average of monthly cash balances	1b	1,243,027.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	559,500.
d	**Total** (add lines 1a, b, and c)	1d	17,115,025.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,115,025.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	256,725.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,858,300.
6	**Minimum investment return.** Enter 5% of line 5	6	842,915.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	842,915.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	17,686.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	17,686.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	825,229.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	825,229.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	825,229.

Part XII Qualifying Distributions (see page 25 of the 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	596,569.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	596,569.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	596,569.

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				825,229.
2	Undistributed income if any, as of the end of 2010				
a	Enter amount for 2009 only				
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010				
a	From 2005 ... 150,298.				
b	From 2006 ... 192,827.				
c	From 2007 ... 213,589.				
d	From 2008 ... 28,756.				
e	From 2009 ... 28,754.				
f	**Total** of lines 3a through e	614,224.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 596,569.				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				596,569.
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))*	228,660.			228,660.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	385,564.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	385,564.			
10	Analysis of line 9				
a	Excess from 2006 ... 114,465.				
b	Excess from 2007 ... 213,589.				
c	Excess from 2008 ... 28,756.				
d	Excess from 2009 ... 28,754.				
e	Excess from 2010 ...				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
2a 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 page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

WALTER & KARLA GOLDSCHMIDT

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

N/A

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

WRITTEN, NO SPECIFIC REQUIREMENTS

c Any submission deadlines

NONE

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

NONE

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*				
ATTACHMENT 16				
Total ▶ 3a				592,818.
b *Approved for future payment*				
Total ▶ 3b				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	435,514.	
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			01	1,206.	
8 Gain or (loss) from sales of assets other than inventory			18	587,539.	
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)				1,024,259.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 1,024,259.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

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

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		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

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

Susan M Goldschmidt 5/21/2012 PRESIDENT

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PHILLIP C. RAVID	[signature]	MAY 1 6 2012		P00582792

Firm's name ▶ RAVID & BERNSTEIN LLP Firm's EIN ▶ 36-3207723

Firm's address ▶ 230 W. MONROE STREET SUITE 330 CHICAGO, IL 60606 Phone no 312-782-4710

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047 **2010**

Name of the organization	Employer identification number
WALTER & KARLA GOLDSCHMIDT FOUNDATION	23-7410867

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization WALTER & KARLA GOLDSCHMIDT FOUNDATION

Employer identification number 23-7410867

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	KARLA GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 294,338.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	KARLA GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 167,010.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	KARLA GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 111,600.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
4	KARLA GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 345,275.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
5	KARLA GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 129,250.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
6	KARLA GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 497,700.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)

Name of organization WALTER & KARLA GOLDSCHMIDT FOUNDATION

Employer identification number 23-7410867

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 250,338.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
8	W.M.G., INC. 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 18,000.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
9	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 251,850.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
10	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 251,875.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
11	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 251,935.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
12	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 75,845.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)

Name of organization WALTER & KARLA GOLDSCHMIDT FOUNDATION

Employer identification number 23-7410867

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 251,645.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
14	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 251,890.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
15	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 251,730.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
16	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 251,755.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
17	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 251,590.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
18	KARLA GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 289,420.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization WALTER & KARLA GOLDSCHMIDT FOUNDATION

Employer identification number 23-7410867

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
20	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 441,418.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
21	WALTER GOLDSCHMIDT TRUST 465 LAKESIDE TERRACE GLENCOE, IL 60022	$ 323,976.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization WALTER & KARLA GOLDSCHMIDT FOUNDATION

Employer identification number 23-7410867

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	12,619 INTEL CORP	$ 294,338.	05/17/2011
2	19,000 SHS ISIS PHARM INC	$ 167,010.	05/17/2011
3	4,000 SHS PPL CORPORATION	$ 111,600.	05/17/2011
4	5,000 SHS POYAL DUTCH SHELL PLC	$ 345,275.	05/17/2011
5	10,000 SHS AMYLIN OHARMACEUTICALS INC	$ 129,250.	05/17/2011
6	30,000 SHS CISCO SYSTEMS	$ 497,700.	05/17/2011

Name of organization WALTER & KARLA GOLDSCHMIDT FOUNDATION

Employer identification number 23-7410867

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	250,000 SHS MEDALLION BANK CD	$ 250,338.	05/19/2011
8	ARTWORK	$ 18,000.	01/16/2011
9	250,000 SHS AMERN EXPR CENTURION BK CD	$ 251,850.	05/19/2011
10	250,000 GE MONEY BANK CD	$ 251,875.	05/19/2011
11	250,000 SHS BMW BANK NORTH AMERICA CD	$ 251,935.	05/19/2011
12	75,000 SHS INVESTORS COMMUNITY BANK CD	$ 75,845.	05/19/2011

Name of organization WALTER & KARLA GOLDSCHMIDT FOUNDATION

Employer identification number 23-7410867

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
13	250,000 SHS VENTURE BANK CD	$ 251,645.	05/19/2011
14	250,000 SHS DISCOVER CARD BANK CD	$ 251,890.	05/19/2011
15	250,000 SHS PARKE BANK CD	$ 251,730.	05/19/2011
16	250,000 SHS COLUMBUS BK & TR COMPANY CD	$ 251,755.	05/19/2011
17	250,000 SHS BANKLIBERTY CD	$ 251,590.	05/19/2011
		$	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY - DIVIDEND	161,521.	161,521.
LESS: FOREIGN TAX WITHHELD	-630.	-630.
BAIRD - DIVIDEND	246,147.	246,147.
MORGAN STANLEY - INTEREST	2,301.	2,301.
BAIRD - INTEREST	26,175.	26,175.
MORGAN STANLEY - TAX-EXEMPT DIVIDENDS	69.	69.
LESS: TAX-EXEMPT DIVIDENDS	-69.	-69.
TOTAL	435,514.	435,514.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
BOND VALUATION ADJUSTMENTS	1,059.
STOCK LITIGATION PROCEEDS	147.
TOTALS	1,206.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	3,600.	0.	0.	3,600.
TOTALS	3,600.	0.	0.	3,600.

WALTER & KARLA GOLDSCHMIDT FOUNDATION 23-7410867

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEES - INVESTMENT MGMT SERVICE	128,765.	128,765.	0.	0.
TOTALS	128,765.	128,765.	0.	0.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INTEREST EXPENSE	9,997.	9,997.	0.	0.
TOTALS	9,997.	9,997.	0.	0.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES PAID	12,099.	0.	0.	0.
TOTALS	12,099.	0.	0.	0.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FILING FEES	25.	0.	0.	25.
SUPPLIES	126.	0.	0.	126.
TOTALS	151.	0.	0.	151.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BAIRD	243,516.	298,016.
MORGAN STANLEY	12.	12.
US OBLIGATIONS TOTAL	243,528.	298,028.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BAIRD	8,794,345.	10,172,475.
MORGAN STANLEY	5,811,477.	5,856,426.
TOTALS	14,605,822.	16,028,901.

WALTER & KARLA GOLDSCHMIDT FOUNDATION 23-7410867

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
BAIRD		1,581,039.	1,538,677.
	TOTALS	1,581,039.	1,538,677.

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ARTWORK	259,500.	259,500.
MK CAPITAL II, LP	300,000.	300,000.
TOTALS	559,500.	559,500.

WALTER & KARLA GOLDSCHMIDT FOUNDATION 23-7410867

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL TAX DEPOSIT	8,413.	8,413.
TOTALS	8,413.	8,413.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
TAX-EXEMPT INTEREST	69.
ROUNDING	1.
TOTAL	70.

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

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCES	28,685.
TOTAL	28,685.

WALTER & KARLA GOLDSCHMIDT FOUNDATION 23-7410867

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
SUSAN GOLDSCHMIDT 465 LAKESIDE TERRACE GLENCOE, IL 60022	PRESIDENT 15.00
SUSAN GOLDSCHMIDT 465 LAKESIDE TERRACE GLENCOE, IL 60022	SECRETARY
SUSAN GOLDSCHMIDT 465 LAKESIDE TERRACE GLENCOE, IL 60022	DIRECTOR
MILES TAUB 465 LAKESIDE TERRACE GLENCOE, IL 60022	VICE PRESIDENT 20.00
MILES TAUB 465 LAKESIDE TERRACE GLENCOE, IL 60022	DIRECTOR
MILES TAUB	TREASURER

WALTER & KARLA GOLDSCHMIDT FOUNDATION 23-7410867

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
JAMES GOLDSCHMIDT 404 3RD STREET SE WASHINGTON, DC 20003	DIRECTOR
JANE DEAL 411 LUPINE WAY VENTURA, CA 93001	DIRECTOR
	GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED LIST	NONE ARE INDIVIDUALS	ACT OF THE ORG TO WHICH MONEY WAS DONATED	592,818
		TOTAL CONTRIBUTIONS PAID	592,818

Walter and Karla Goldschmidt Foundation

465 LAKESIDE TERRACE GLENCOE, IL 60022
Tax ID # 23-7410867
FOR YEAR ENDED 11/30/11

Adler Planetarium 1300 S. Lake Shore Drive Chicago, IL 60605	$250	Educational
Alliance For The Great Lakes 17 N State Street Suite 1390 Chicago, IL 60602-3320	$100	Educational
Alzheimer's Association PO Box 806457 Chicago, IL 60680-4125	$500	Medical
American Ballet Theatre 890 Broadway New York, NY 10211-0226	$150	Educational
American Red Cross International Response Fund PO Box 37243 Washington, DC 20013	$1,000	Medical
Anacostia Watershed Society 4302 Baltimore Avenue Bladensburg, MD 20710	$1,000	Educational
Architecture & Design Society 111 S. Michigan Ave. Chicago, IL 60603-6110	$750	Educational
Art Encounter 927 Noyes Street #109 Evanston, IL 60201	$1,000	Educational

Arthritis Foundation 1330 West Peachtree Street Suite 1000 Atlanta, GA 30309	$100	Educational
Arthritis Foundation 1330 West Peachtree Street Suite 1000 Atlanta, GA 30309	$400	Medical
Boys & Girls Club of America 1275 Peachtree Street Atlanta, GA 30309	$25,000	Educational
Boys & Girls Club of Central Arizona 335 Aubrey Street Prescott, AZ 86303	$7,500	Educational
Boys & Girls Club of Greater Oxnard & Port Hueneme 1900 West 5th Street Oxnard, CA 93030	$1,000	Educational
Boys & Girls Club of Kern County PO Box 53 Bakersfield, CA 93385	$1,000	Educational
Boys & Girls Club of Moorpark PO Box 514 Moorpark, Ca 93020	$1,000	Educational
Boys & Girls Club of Northern Arizona 1785 W. State Route 89A, #2D Sedona, AZ 86336-5576	$1,000	Educational
Boys & Girls Club of Round Valley PO Box 1606 Eagar, AZ 85925	$1,000	Educational

Boys & Girls Club of Santa Clara Valley PO Box 152 PO Box 152 Santa Paula, CA 93601	$1,000	Educational
Boys & Girls Club of The Colorado River 2250 Highland Road Bullhead City, AZ 86442	$1,000	Educational
Boys & Girls Club of Ventura 6020 Nicolle St. Suite D Ventura, CA 93003	$17,000	Educational
California Community Foundation 221 S. Figueroa St., Suite 400 Los Angeles, CA 90012	$25,000	Educational
Capital Hill Village Box 15126 Washington, D.C. 20003-0126	$5,000	Educational
Chesapeake Bay Foundation Philip Merrill Environmental Center 6 Herndon Avenue 6 Herndon Avenue Annapolis, MD 21403	$750	Educational
Chicago Architecture Foundation 224 South Michigan Avenue Chicago, IL 60604-2527	$1,000	Educational
Chicago Botanic Garden 1000 Lake Cook Road Glencoe, IL 60022	$11,000	Educational
Chicago Foundation for Women One East Wacker Drive Suite 1620 Chicago, IL 60601-3583	$1,000	Educational

Family Service of Glencoe Village Hall 2nd Floor Glencoe, IL 60022	$600	Educational
Food & Friends 219 Riggs Road, NE Washington, D.C. 20011	$1,000	Educational
Food Animals Concerns trust 3525 W. Peterson Ave, Suite 213 Chicago, IL 60659-3314	$25,000	Educational
FOOD Share 4156 Southbank Oxnard, CA 93036	$1,000	Educational
Friends of the Glencoe Public Library 320 Park Avenue Glencoe, IL 60022	$100	Educational
Friends of the Smithsonian PO Box 9016 Pittsfield, MA 01202-9951	$750	Educational
Funfitness Inc Where Fun Fits In 2639 W. Belmont Ave. Unit 1 Chicago, IL 60618-5918	$1,000	Educational
Greater Chicago Food Depository 4100 W. Ann Lurie Place Chicago, IL 60632	$60,000	Educational
Harris Theater 205 E. Randolph Drive Chicago, IL 60601	$2,500	Educational
Heard Museum 2301 N Central Ave Phoenix, AZ 85004-9863	$250	Educational

Heroes On Horseback PO Box 3678 Bluffton, SC 29910	$1,000	Educational
Hubbard Street Dance Chicago 1147 West Jackson Boulevard Chicago, IL 60607-2905	$1,000	Educational
Hyde Park Art Center 5020 S. Cornell Ave. Chicago, IL 60615	$1,000	Educational
Keshet 617 Landwehr Road Northbrook, IL 60062	$1,200	Medical
Leila Grace Foundation 2516 Waukegan Road Suite 123 Glenview, IL 60025	$250	Educational
Lincoln Park Zoo PO Box 14903 Chicago, IL 60614	$175	Educational
LINKS 1779 Maple Street Northfield, IL 60093	$1,200	Educational
Lookingglass Theater Company 874 N. Michigan Ave., Suite 2200 Chicago, IL 60611	$2,500	Educational
Luna Negra Dance Theater 445 W. Erie #101 Chicago, IL 60654	$300	Educational
Macular Degeneration Research 22512 Gateway Center Drive Clarksburg, MD 20871	$50	Educational

Macular Degeneration Research 22512 Gateway Center Drive Clarksburg, MD 20871	$50	Medical
Mies Van Der Rohe Society 10 W. 35th Street 17th Floor Chicago, IL 60616	$1,000	Educational
Mt. Shasta Bio Regional Ecology Center PO Box 1143 Mount Shasta, CA 96067	$1,000	Educational
Museum of Contemporary Art Chicago 220 E. Chicago Ave Chicago, IL 60611	$6,500	Educational
Museum of Modern Art 11 West 53rd St. New York, NY 10019	$300	Educational
Museum of Science and Industry 57th St. & Lake Shore Dr. Chicago, IL 60637-2093	$115	Educational
National Air And Space Society Smithsonian Institution PO Box 92192 Washington, D.C. 20077-7349	$250	Educational
National Alliance on Mental Illness NAMI CCNS 420 W. Frontage Road Suite 106 Northbrook, IL 60093	$5,000	Medical
National Association Of Railroad Passengers 505 Capitol Ct. NE Suite 300 Washington, DC 20002-7706	$150	Educational

National Association Of Urban Debate Leagues 332 S. Michigan Avenue Suite 500 Chicago, L 60604	$5,000	Educational
National Building Museum 401 F Street N W Washington, D.C. 20077-0076	$250	Educational
National Museum Of The American Indian PO Box 23473 Washington, D.C. 20026-3473	$250	Educational
National Museum Of Women In The Arts 1250 New York Ave, NW Washington, DC 20005-3970	$235	Educational
National Parks Conservation Association 777 6th Street NW Washington, DC 20001	$100	Educational
Newseum 555 Pennsylvania Ave. N W Washington, D.C. 20001-2114	$125	Educational
North Lawndale College Preparatory Charter High School 1615 S. Christiana Ave. Chicago, IL 60623	$2,500	Educational
North Shore Senior Center 16 Northfield, Road Northfield, IL 60093	$100	Educational
Northwestern University Office of Alumni & Development 2020 Ridge Ave. 3rd Floor Evanston, IL 60208-4307	$2,000	Educational

Old Naval Hospital Foundation Hill Center 419 East Capitol Street S E Washington, DC 20003	$1,000	Educational
One By One PO Box 1709 Brookline, MA 02446-0014	$100	Educational
Peer Health Exchange 545 Sansome St. Suite 900 San Francisco, CA 94111	$1,000	Educational
Planned Parenthood 18 S. Michigan Ave. 6th Fl. Chicago, IL 60603	$2,000	Educational
Pritzker College Prep 4131 W. Cortland Ave. Chicago, IL 60639	$5,000	Educational
Project Lifeline 465 Lakeside Terrace Glencoe, IL 60022	$120,000	Educational
Project Open Hand 730 Polk Street San Francisco, CA 94109	$1,000	Educational
Ravinia Festival Association 418 Sheridan Road Highland Park, IL 60035	$111,968	Educational
Roger Baldwin Foundation of ACLU, Inc. 180 N. Michigan Ave. Suite 2300 Chicago, IL 60601	$7,500	Educational

San Jose Museum Of Art 100 S. Market Street San Jose, CA 95113	$30,000	Educational
Saticoy PTA Room 11 Class Of 2012 Outdoor Ed Program PO Box 2509 Ventura, CA 93002-2509	$1,000	Educational
Scottsdale Museum of Contemporary Art 7374 East 2nd Street Scottsdale, AZ 85251	$20,000	Educational
Sculpture Center 44-19 Purves Street Long Island City, NY 11101	$1,000	Educational
Shedd Aquarium 1200 South Lake shore Drive Chicago, IL 60605	$250	Educational
Sit Stay Read ! Inc. 3425 N. Milwaukee Ave Chicago, IL 60641	$500	Educational
Sjogren's Syndrome Foundation Inc. 382 Main St. Portwashington, NY 11050	$200	Medical
Smart Museum of Art 5550 S. Greenwood Ave. Chicago, IL 60637	$1,000	Educational
Society Of American Business Editors And Writers 555 N. Central Ave Suite 302 Phoenix, AZ 85004	$1,000	Educational

Special Olympics 605 E. Willow St. P. O. Box 129 Normal, IL 61761-0129	$50	Educational
The Animal Welfare League Of Arlington 2650 S. Arlington Mill Dr Arlington, VA 22206-9988	$1,000	Educational
The Art Institute of Chicago 111 South Michigan Ave. Chicago, IL 60603-6110	$5,000	Educational
The Chicago Symphony Orchestra 220 S. Michigan Avenue Chicago, IL 60604-9860	$20,000	Educational
The Field Museum Roosevelt Rd. @ Lake Shore Dr. Chicago, IL 60605	$250	Educational
The Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	$200	Educational
The Nature Conservancy 4245 North Fairfax Drive Suite 100 Arlington, VA 22203-1606	$2,000	Educational
The Phillips Collection 1600 Twenty-first St NW Washington, DC 20003	$500	Educational
The Selfhelp Home 908 West Argyle Chicago, IL 60640	$550	Educational

Threewalls 119 N. Peoria 2C Chicago, IL 60607	$2,500	Educational
UCLA Anderson School of Business 110 Westwood Plaza Suite F407 Los angeles, CA 90095-1481	$5,000	Educational
United States Holocaust Memorial Museum PO Box 96360 Washington, D.C. 20090-6360	$100	Educational
University of Chicago Celiac Disease Center 5841 S. Maryland Ave Suite C-470 Chicago, IL 60637	$1,000	Medical
Urbana Champaign Independent Media Center 202 N. Broadway Ave. Urbana, IL 61802	$3,500	Educational
Washington Humane Society 4590 MacArthur Blvd, NW Suite 200 Suite 200 Washington, D.C. 20011	$1,000	Educational
WBEZ Alliance, Inc. Navy Pier 848 E. Grand Ave. Chicago, IL 60611-3509	$5,000	Educational
WETA PO Box 96100 Washington, DC 20090-6100	$1,250	Educational

WFMT Fine Arts Circle 303 E. Wacker Dr. Suite 800 Chicago, IL 60601	$1,500	Educational
William Greanleaf Elliot Foundation Washington U in St Louis 1 Brookings Drive Campus Box 1210 Saint Louis, MO 63130-9989	$5,000	Educational
World Wildlife Fund 1250 Twenty-Fourth St. N.W. Washington, D.C. 20037	$100	Educational
Wounded Warrior Project 4899 Belfort Road Suite 300 Jacksonville, FL 32256	$1,000	Educational
WTTW 5400 N. St. Louis Ave. Chicago, IL 60625-4698	$500	Educational
Total	$592,818	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

Name of estate or trust: WALTER & KARLA GOLDSCHMIDT FOUNDATION

Employer identification number: 23-7410867

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	74,328.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	74,328.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	503,923.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	9,288.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	513,211.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			74,328.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			513,211.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			587,539.

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

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*
- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20 If zero or less, enter -0-		22		
23	Subtract line 22 from line 17 If zero or less, enter -0-		23		
24	Enter the **smaller** of the amount on line 17 or $2,300		24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23		25		
26	Subtract line 25 from line 24		26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30 go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22		27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29	Subtract line 28 from line 27		29		
30	Multiply line 29 by 15% (15)			30	
31	Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31	
32	Add lines 30 and 31			32	
33	Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: WALTER & KARLA GOLDSCHMIDT FOUNDATION

Employer identification number: 23-7410867

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SCHEDULE ATTACHED - BAIRD 3757-7921 AA4F			632,227.	571,558.	60,669.
SCHEDULE ATTACHED - MORGAN STANLEY 358-147130-520			105,965.	68,380.	37,585.
50 SHS C EBAY	12/27/2010	11/30/2010	5,600.	1,700.	3,900.
BAIRD BROKERAGE CHARGES				27,826.	-27,826.

1b Total Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 74,328.

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

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	SCHEDULE ATTACHED - BAIRD 3757-7921 AA4F	-		2,226,184.	2,031,580.	194,604.
	SCHEDULE ATTACHED- ARTWORK			11,044.	26,326.	-15,282.
	SCHEDULE ATTACHED - MORGAN STANLEY 358-147130-520			1,070,692.	770,977.	299,715.
	2,500 SHS COVANCE INC	12/08/2008	12/22/2010	130,305.	93,804.	36,501.
	10,000 SHS FUEL TECH INC	03/25/2009	12/22/2010	88,134.	112,025.	-23,891.
	5,500 SHS BLACKROCK GLOBAL OPPTY	08/20/2009	12/22/2010	100,263.	96,210.	4,053.
	3,500 SHS SELECT SECT SBI UTIL ETF	08/13/2009	12/22/2010	109,933.	101,710.	8,223.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 503,923.

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REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
AMYLIN PHARMACEUTICALS INC	09/01/10	10/20/10	6,000.000	$66,024.36	$126,856 80	$(60,832.44)	
BEAR STEARNS CO 4 1/2 10-28-10	07/16/09	10/28/10	100,000.000	100,000 00	100,000 00	0.00	
CBTCS SER F 8 000 7-16-31	07/16/09	08/02/10	3,000 000	75,000 00	38,190.00	36,810.00	
G-I HOLDINGS 10 000 2-15-06		09/22/10	4,467 220	4,467 22	Please Provide	N/A	
GNMA POOL 001562 10.000 2-20-21	07/16/09	01/20/10	0.060	0.06	0.06	0 00	
	07/16/09	02/20/10	0.070	0.07	0 07	0.00	
	07/16/09	03/20/10	0 060	0.06	0.06	0 00	
	07/16/09	04/20/10	0 060	0 06	0.06	0 00	
	07/16/09	05/20/10	0 060	0 06	0 06	0 00	
	07/16/09	06/20/10	0 070	0 07	0 07	0 00	
	07/16/09	07/20/10	0 070	0 07	0 07	0 00	
	07/16/09	08/20/10	0 070	0 07	0.07	0 00	
	07/16/09	09/20/10	0 070	0.07	0 07	0.00	
	07/16/09	10/20/10	0 070	0.07	0 07	0 00	
	07/16/09	11/20/10	0 070	0 07	0.07	0 00	
	07/16/09	12/20/10	0 070	0.07	0 07	0.00	
GNMA POOL 067915 11 1/2 8-15-13	07/16/09	01/15/10	0 270	0 27	0 29	(0 02)	
	07/16/09	02/15/10	0 270	0 27	0 29	(0.02)	
	07/16/09	03/15/10	0 280	0 28	0 30	(0.02)	
	07/16/09	04/15/10	0 280	0 28	0.30	(0.02)	
	07/16/09	05/15/10	0 280	0 28	0.30	(0 02)	
	07/16/09	06/15/10	0 280	0 28	0 30	(0 02)	
	07/16/09	07/15/10	0 290	0.29	0 31	(0 02)	
	07/16/09	08/15/10	0.290	0 29	0 31	(0 02)	
	07/16/09	09/15/10	0 290	0.29	0.31	(0.02)	
	07/16/09	10/15/10	0 300	0 30	0 32	(0 02)	
	07/16/09	11/15/10	0 300	0 30	0 32	(0 02)	
	07/16/09	12/15/10	0 300	0.30	0 32	(0 02)	
MEDIVATION INC	12/02/09	03/03/10	3,000 000	38,355 55	98,067 45	(59,711.90)	
	12/21/09	03/03/10	3,000.000	38,355 55	109,810 95	(71,455.40)	
MEDIVATION INC 55 000 JUN C	03/03/10	02/05/10	60 000	43,028 69	343 65	42,685.04	
MOTOROLA INC	01/11/07	07/06/10	2,000.000	13,011.62	37,445 49	(24,433.87)	A
	07/16/09	07/06/10	3,000 000	19,517 42	18,990 00	527 42	
NATL GRID TRANSCO PLC ADS	08/13/09	01/20/10		10 80	0 00	10 80	Cash in Lieu
	06/22/10	06/22/10		4,342 31	0.00	4,342 31	1 Sale of Foreign Rights
	08/13/09	08/18/10		13 08	0 00	13 08	Cash in Lieu
NORAM ENERGY 6 000 3-15-12	07/16/09	01/13/10	58,650 000	58,650 00	57,672 76	977 24	
REGENERON PHARM	11/06/09	02/17/10	3,000 000	90,007 85	46,583 55	43,424 30	

CONTINUED

MorganStanley
SmithBarney

Activity

Active Assets Account
358-147130-520

KARLA & WALTER M GOLDSCHMIDT FOUND
465 LAKESIDE TERRACE

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
TIME WA TH625 TND 9 1/8 1-15-13	07/16/09	07/14/10	25,000.000	29,500.00	26,966.72	2,533.28	
VERIZON GLOBAL 7 1/4 12-01-10	07/16/09	07/07/10	100,000.000	102,722.00	101,966.60	755.40	
Net Realized Gain/(Loss) This Period				$0.37	$0.39	$(0.02)	
Net Realized Gain/(Loss) Year to Date				$683,010.68	$762,898.44	$(84,354.98)	

Gain/loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain/loss section of the disclosures for important information about gain/loss reporting.

From January through September, realized gain/loss information will be shown only for trades settling in the current month, and/or certain adjustments (to previously closed lots) made in the current month. From October through December, in order to provide information for year-end investment planning, complete year to date realized gain/loss detail will be displayed for trades settling through the last business day of the year.

See the end of the Holdings for definitions of all lettered and numbered footnotes.

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY (CONTINUED)

Date	Activity Type	Description	Credits/(Debits
1/18	Automatic Redemption	MS ACTIVE ASSETS TAX FR TRUST	(10,099 00
1/19	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	0 33
1/21	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	0 16
1/24	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	39 29
1/25	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	83,892 38
1/26	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	336 00
1/27	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	194,365 39
1/31	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	7 44
NET ACTIVITY FOR PERIOD			$293,680.25

SECURITY ACTIVITY

OPTIONS ACTIVITY

Date	Activity Type	Description	Comments	Contracts
1/19	Option Assigned	CALL IBM 01/22/11 140.000	CALLS ASSIGNED	6.000
1/21	Option Assigned	CALL IBM 01/22/11 140.000	CALLS ASSIGNED	14 000

CORPORATE ACTIONS

Date	Activity Type	Description	Comments	Quantity
1/19	Stock Dividend	NATL GRID TRANSCO PLC ADS		24 000

REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GNMA POOL 001562 10 000 2-20-21	07/16/09	01/20/11	0 070	$0 07	$0 07	$0 00	
GNMA POOL 067915 11 1/2 8-15-13	07/16/09	01/15/11	0 310	0 31	0 33	(0 02)	
INTL BUSINESS MACHINES CORP	07/16/09	01/19/11	600 000	87,219 56	66,384 00	20,835 56 M	
	07/16/09	01/21/11	1,400 000	202,128 81	154,896 00	47,232 81 M	
NATL GRID TRANSCO PLC ADS	08/13/09	01/19/11		39 29	0 00	39 29	Cash in Lieu

Activity

Active Assets Account 358-147130-520
KARLA & WALTER M GOLDSCHMIDT FOUND
465 LAKESIDE TERRACE

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	$289,388.04	$221,280.40	$68,107.64
Net Realized Gain/(Loss) Year to Date	$289,388.04	$221,280.40	$68,107.64

New Treasury regulations require that we report your adjusted cost basis and classify gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

See the end of the Holdings for definitions of all lettered and numbered footnotes.

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Activity

Active Assets Account 358-147130-520
KARLA & WALTER M GOLDSCHMIDT FOUND
465 LAKESIDE TERRACE

CASH FLOW ACTIVITY BY DATE

Transaction Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
2/1	2/1	Dividend	PIMCO STRAT GLBL GOVT FUND				$1,035 00
2/1	2/1	Interest Income	NATIONAL CITY COR 4000 11FB01				2,300 00
2/1	2/1	Redemption	NATIONAL CITY COR 4000 11FB01	REDEMPTION OF MATURED BOND	115,000 000		115,000 00
2/9	2/9	Dividend	SPDR BARCLAYS CAPITAL AGGREGAT				306 07
2/15	2/15	Interest Income-Adj	GNMA POOL 067915 11500 13AU15				0 02
2/15	2/15	Principal Payment	GNMA POOL 067915 11500 13AU15				0 31
2/15	2/15	Qualified Dividend	PROCTER & GAMBLE				2,119 92
2/16	2/16	Funds Transferred	WIRED FUNDS SENT	BENE: WALTER AND KARLA ACCT: 106658			(400,000 00)
2/20	2/20	Interest Income-Adj	GNMA POOL 001562 10000 21FB20				0 09
2/20	2/20	Principal Payment	GNMA POOL 001562 10000 21FB20				0 07
2/25	2/25	Tax Exempt Dividend	MS ACTIVE ASSETS TAX FR TRUST DIV PAYMENT				9 34
NET CREDITS/(DEBITS)							$(279,229 18)

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Credits/(Debits)
2/1	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	$81 00
2/2	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	118,335 00
2/10	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	306 07
2/16	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	2,120 25
2/17	Automatic Redemption	MS ACTIVE ASSETS TAX FR TRUST	(400,000 00)
2/23	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	0 16
2/28	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	9 34
NET ACTIVITY FOR PERIOD			$(279,148.18)

REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GNMA POOL 001562 10.000 2-20-21	07/16/09	02/20/11	0.070	$0.07	$0.07	$0 00	
GNMA POOL 067915 11 1/2 8-15-13	07/16/09	02/15/11	0.310	0.31	0.33	(0 02)	
NATIONAL CITY COR 4.000 2-01-11	07/16/09	02/01/11	115,000.000	115,000.00	113,850.00	1,150 00	

Activity

Active Assets Account 358-147130-520 | KARLA & WALTER M GOLDSCHMIDT FOUND 465 LAKESIDE TERRACE

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	$115,000.38	$113,850.40	$1,149.98
Net Realized Gain/(Loss) Year to Date	$404,388.42	$335,130.80	$69,257.62

New Treasury regulations require that we report your adjusted cost basis and classify gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

CASH FLOW ACTIVITY BY DATE

Transaction Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
3/1	3/1	Dividend	PIMCO STRAT GLBL GOVT FUND				$1,035 00
3/1	3/1	Qualified Dividend	CONOCOPHILLIPS				3,102 00
3/9	3/9	Dividend	SPDR BARCLAYS CAPITAL AGGREGAT				326 22
3/10	3/10	Qualified Dividend	ELI LILLY & CO				3,675 00
3/10	3/10	Qualified Dividend	EXELON CORP				1,050 00
3/10	3/10	Qualified Dividend	ARCHER DANIELS MIDLAND				194 24
3/15	3/15	Interest Income-Adj	GNMA POOL 067915 11500 13AU15				0 02
3/15	3/15	Principal Payment	GNMA POOL 067915 11500 13AU15				0 31
3/15	3/15	Qualified Dividend	JOHNSON & JOHNSON				6,912 00
3/20	3/20	Interest Income-Adj	GNMA POOL 001562 10000 21FB20				0 09
3/20	3/20	Principal Payment	GNMA POOL 001562 10000 21FB20				0 07
3/28	3/28	Qualified Dividend	WILLIAMS CO INC				954 75
3/30	3/30	Tax Exempt Dividend	MS ACTIVE ASSETS TAX FR TRUST DIV PAYMENT				8 73
3/31	3/31	Qualified Dividend	PEPSICO INC NC				1,584 00
3/31	3/31	Qualified Dividend	WESTERN UN CO				840 00
NET CREDITS/(DEBITS)							$19,682.43

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Credits/(Debits)
3/2	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	$4,137 00
3/10	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	326 22
3/11	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	4,919 24
3/16	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	6,912 33
3/22	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	0 16
3/29	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	954 75
3/31	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	8 73
NET ACTIVITY FOR PERIOD			$17,258.43

REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GNMA POOL 001562 10 000 2-20-21	07/16/09	03/20/11	0 070	$0 07	$0 07	$0 00	
GNMA POOL 067915 11 1/2 8-15-13	07/16/09	03/15/11	0 310	0.31	0 33	(0 02)	

Activity

Active Assets Account 358-147130-520

KARLA & WALTER M GOLDSCHMIDT FOUND 465 LAKESIDE TERRACE

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	$0.38	$0.40	$(0.02)
Net Realized Gain/(Loss) Year to Date	$404,388.80	$335,131.20	$69,257.60

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MorganStanley SmithBarney

Activity

Active Assets Account 358-147130-520

KARLA & WALTER M GOLDSCHMIDT FOUND
465 LAKESIDE TERRACE

SECURITY ACTIVITY

CORPORATE ACTIONS

Date	Activity Type	Description	Comments	Quantity
4/21	Exchange Delivered Out	GENERAL MOTORS 6750 28MY01	EXCHANGE	140,000 000
4/21	Exchange Received In	ESCROW GENL MTRS 6750 28MY01	EXCHANGE	140,000 000
4/21	Exchange Received In	GENERAL MOTORS CO WTS 071016	EXCHANGE	483 000
4/21	Exchange Received In	GENERAL MOTORS CO WTS 071019	EXCHANGE	483.000
4/21	Exchange Received In	GENERAL MTRS CO	EXCHANGE	531 000

REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GENERAL MOTORS CO WTS 071016	04/21/11	04/21/11		$6.54	$0.00	$6 54	Cash in Lieu
GENERAL MOTORS CO WTS 071019	04/21/11	04/21/11		5.08	0 00	5.08	Cash in Lieu
GENERAL MTRS CO	04/21/11	04/21/11		19 54	0 00	19 54	Cash in Lieu
GNMA POOL 001562 10 000 2-20-21	07/16/09	04/20/11	0.070	0.07	0 07	0 00	
GNMA POOL 067915 11 1/2 8-15-13	07/16/09	04/15/11	0 320	0.32	0 34	(0 02)	
Net Realized Gain/(Loss) This Period				**$31.55**	**$0 41**	**$31.14**	
Net Realized Gain/(Loss) Year to Date				**$404,420.35**	**$335,131.61**	**$69,288.74**	

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

SECURITY ACTIVITY

SECURITY TRANSFERS (CONTINUED)

Date	Activity Type	Security (Symbol)	Comments	Quantity	Accrued Interest	Amoun
5/17	Transfer into Account	ISIS PHARM INC	PER LOA FR 358-191095-000 AO 05/17/11	19,000.000		165,680.00
5/17	Transfer into Account	PPL CORPORATION	PER LOA FR 358-191095-000 AO 05/17/11	4,000.000		112,760 00
5/17	Transfer into Account	ROYAL DUTCH SHELL PLC	PER LOA FR 358-191095-000 AO 05/17/11	5,000.000		347,150 00
Total Security Transfers						**$922,767.45**

CORPORATE ACTIONS

Date	Activity Type	Description	Comments	Quantity
5/16	Exchange Delivered Out	GNMA POOL 067915 11500 13AU15	FULLY AMORTIZED	50,000 000

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GENERAL MOTORS CO WTS 071016	07/16/09	04/21/11	0 310	$6.54	$2 96	$3.58	
GENERAL MOTORS CO WTS 071019	07/16/09	04/21/11	0 310	5.08	2 30	2 78	
GENERAL MTRS CO	07/16/09	04/21/11	0.641	19 54	8 27	11 27	
GNMA POOL 001562 10 000 2-20-21	07/16/09	05/20/11	0 070	0.07	0 07	0 00	
GNMA POOL 067915 11 1/2 8-15-13	07/16/09	05/15/11	1 720	1.72	1 85	(0 13)	
Long-Term This Period				**$1.79**	**$1.92**	**$(0.13)**	
Long-Term Year to Date				**$404,422.14**	**$335,147.06**	**$69,275.08**	

Activity

Active Assets Account 358-147130-520 KARLA & WALTER M GOLDSCHMIDT FOUND 465 LAKESIDE TERRACE

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	$1.79	$1.92	$(0.13)
Net Realized Gain/(Loss) Year to Date	$404,422.14	$335,147.06	$69,275.08

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Activity

Active Assets Account
358-147130-520

KARLA & WALTER M GOLDSCHMIDT FOUND
465 LAKESIDE TERRACE

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY (CONTINUED)

Date	Activity Type	Description	Credits/(Debits)
6/10	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	534 45
6/13	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	4,725 00
6/15	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	7,296 00
6/21	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	15,009 68
6/22	Automatic Redemption	MS ACTIVE ASSETS TAX FR TRUST	(151,061 01)
6/24	Automatic Redemption	MS ACTIVE ASSETS TAX FR TRUST	(374,440.75)
6/28	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	1,527 60
6/30	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	7 34
NET ACTIVITY FOR PERIOD			**$(491,812.97)**

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GENERAL MTRS CO	07/16/09	06/15/11	531.000	$15,009.52	$6,847 00	$8,162 52	
GNMA POOL 001562 10 000 2-20-21	07/16/09	06/20/11	0.070	0 07	0 07	0 00	
Long-Term This Period				**$15,009.59**	**$6,847.07**	**$8,162.52**	
Long-Term Year to Date				**$419,431.73**	**$341,994.13**	**$77,437 60**	
Net Realized Gain/(Loss) This Period				**$15,009.59**	**$6,847.07**	**$8,162.52**	
Net Realized Gain/(Loss) Year to Date				**$419,431.73**	**$341,994.13**	**$77,437.60**	

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Disclosures section of this statement for additional information.

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY (CONTINUED)

Date	Activity Type	Description	Credits/(Debit
7/19	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	4,295.94
7/20	Automatic Redemption	MS ACTIVE ASSETS TAX FR TRUST	(2,866 9
7/21	Automatic Redemption	MS ACTIVE ASSETS TAX FR TRUST	(189,452.2
7/22	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	189,452 41
7/26	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	360 0
7/29	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	3.34
NET ACTIVITY FOR PERIOD			$32,830 11

SECURITY ACTIVITY

CORPORATE ACTIONS

Date	Activity Type	Description	Comments	Quantity
7/28	Exchange Delivered Out	ESCROW GENL MTRS 6750 28MY01	EXCHANGE	140,000 000
7/28	Exchange Received In	ESCROW GENL MTRS 6750 28MY01	EXCHANGE	140,000.000
7/28	Exchange Received In	GENERAL MOTORS CO WTS 071016	EXCHANGE	13.000
7/28	Exchange Received In	GENERAL MOTORS CO WTS 071019	EXCHANGE	13 000
7/28	Exchange Received In	GENERAL MTRS CO	EXCHANGE	14.000

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GENERAL MOTORS CO WTS 071016	07/16/09	06/28/11	483 000	$10,191.76	$4,611.37	$5,580 39	
GENERAL MOTORS CO WTS 071019	07/16/09	06/28/11	483 000	7,533 43	3,578 10	3,955 33	
GNMA POOL 001562 10 000 2-20-21	07/16/09	07/20/11	0.070	0.07	0 07	0 00	
PETROHAWK ENERGY CORP	07/16/09	07/15/11	5,000 000	189,452.41	109,700 00	79,752 41	
Long-Term This Period				$207,177.67	$117,889.54	$89,288.13	
Long-Term Year to Date				$626,609.40	$459,883.67	$166,725.73	

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Activity

Active Assets Account 358-147130-520

KARLA & WALTER M GOLDSCHMIDT FOUND
465 LAKESIDE TERRACE

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ALKERMES INC	12/22/10	07/13/11	5,500 000	105,899 98	68,379 90	37,520 08	
Short-Term This Period				$105,899.98	$68,379.90	$37,520.08	
Short-Term Year to Date				$105,899.98	$68,379.90	$37,520.08	
Net Realized Gain/(Loss) This Period				$313,077.65	$186,269.44	$126,808.21	
Net Realized Gain/(Loss) Year to Date				$732,509.38	$528,263.57	$204,245.81	

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MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY (CONTINUED)

Date	Activity Type	Description	Credits/(Debi
8/31	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	3 1
NET ACTIVITY FOR PERIOD			$(122,284.4

SECURITY ACTIVITY

CORPORATE ACTIONS

Date	Activity Type	Description	Comments	Quantity
8/17	Stock Dividend	NATL GRID TRANSCO PLC ADS		42.000

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GNMA POOL 001562 10.000 2-20-21	07/16/09	08/20/11	0 070	$0 07	$0 07	$0 00	
NATL GRID TRANSCO PLC ADS	08/13/09	08/17/11		11 29	0 00	11 29	Cash in Lieu
Long-Term This Period				$11.36	$0.07	$11 29	
Long-Term Year to Date				$626,620.76	$459,883 74	$166,737.02	

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GENERAL MOTORS CO WTS 071016	07/28/11	07/28/11		2 72	0 00	2 72	Cash in Lieu
GENERAL MOTORS CO WTS 071019	07/28/11	07/28/11		1 77	0 00	1 77	Cash in Lieu
GENERAL MTRS CO	07/28/11	07/28/11		15 65	0 00	15 65	Cash in Lieu
Short-Term This Period				~~$0 00~~ 20.14	$0.00	~~$0.00~~ 20.14	
Short-Term Year to Date				$105,920.12	$68,379.90	$37,540.22	

Security Mark at Right

Activity

Active Assets Account 358-147130-520
KARLA & WALTER M.GOLDSCHMIDT FOUND
465 LAKESIDE TERRACE

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	$11.36	$0.07	$11.29
Net Realized Gain/(Loss) Year to Date	$732,540.88	$528,263 64	$204,277.24

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

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SECURITY ACTIVITY

CORPORATE ACTIONS

Date	Activity Type	Description	Comments	Quantity
9/20	Exchange Delivered Out	ALKERMES INC	EXCHANGE	8,000.000
9/20	Exchange Received In	ALKERMES PLC SHS	EXCHANGE	8,000 000

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GNMA POOL 001562 10 000 2-20-21	07/16/09	09/20/11	0 070	$0.07	$0 07	$0 00	
Long-Term This Period				**$0.07**	**$0 07**	**$0.00**	
Long-Term Year to Date				**$626,620.83**	**$459,883.81**	**$166,737.02**	
Net Realized Gain/(Loss) This Period				**$0.07**	**$0.07**	**$0.00**	
Net Realized Gain/(Loss) Year to Date				**$732,540.95**	**$528,263.71**	**$204,277.24**	

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Disclosures section of this statement for additional information.

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY (CONTINUED)

Date	Activity Type	Description	Credits/(Debits
10/19	Automatic Redemption	MS ACTIVE ASSETS TAX FR TRUST	(3,422 54
10/21	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	0 17
10/26	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	360 00
10/31	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	21 06
10/31	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	0 86
NET ACTIVITY FOR PERIOD			$(314,169 87

SECURITY ACTIVITY

CORPORATE ACTIONS

Date	Activity Type	Description	Comments	Quantity
10/28	Exchange Delivered Out	ESCROW GENL MTRS 6750 28MY01	EXCHANGE	140,000 000
10/28	Exchange Received In	ESCROW GENL MTRS 6750 28MY01	EXCHANGE	140,000 000
10/28	Exchange Received In	GENERAL MOTORS CO WTS 071016	EXCHANGE	9 000
10/28	Exchange Received In	GENERAL MOTORS CO WTS 071019	EXCHANGE	9.000
10/28	Exchange Received In	GENERAL MTRS CO	EXCHANGE	10 000

REALIZED GAIN/(LOSS) DETAIL

Any Realized Gain/ (Loss) on transactions from the prior period are noted below and only appear in the "Year-to-Date" total. They are not included in the "This Period" total.

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GNMA POOL 001562 10 000 2-20-21	07/16/09	10/20/11	0 080	$0 08	$0 09	$(0 01)	
ROYAL DUTCH SHELL PLC	06/02/09	10/14/11	4,000 000	274,454 02	221,720 00	52,734 02	1 ADJUSTED 05/17/11
	06/02/09	10/14/11	1,000 000	68,613 50	55,430 00	13,183 50	1 ADJUSTED 05/17/11
Long-Term This Period				$343,067.60	$277,150.09	$65,917.51	
Long-Term Year to Date				$969,688.43	$737,033.90	$232,654.53	

Activity

Active Assets Account
358-147130-520

KARLA & WALTER M GOLDSCHMIDT FOUND
465 LAKESIDE TERRACE

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GENERAL MOTORS CO WTS 071016	07/28/11	10/28/11		13 81	0 00	13 81	Cash in Lieu
GENERAL MOTORS CO WTS 071019	07/28/11	10/28/11		9.59	0 00	9 59	Cash in Lieu
GENERAL MTRS CO	07/28/11	10/28/11		21 06	0 00	21 06	Cash in Lieu
Short-Term This Period				$44.46	$0.00	$44.46	
Short-Term Year to Date				$105,964.58	$68,379.90	$37,584.68	
Net Realized Gain/(Loss) This Period				$343,112.06	$277,150.09	$65,961.97	
Net Realized Gain/(Loss) Year to Date				$1,075,653.01	$805,413.80	$270,239.21	

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Disclosures section of this statement for additional information.

See the end of the Holdings for definitions of all lettered and numbered footnotes.

CASH FLOW ACTIVITY BY DATE

Transaction Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debi
11/1	11/1	Dividend	PIMCO STRAT GLBL GOVT FUND				$1,104 0
11/7	11/7	Dividend	ISHARES IBOXX INVEST GR COR FD				361 9
11/9	11/9	Dividend	SPDR BARCLAYS CAPITAL AGGREGAT				305 2
11/15	11/15	Qualified Dividend	PROCTER & GAMBLE				2,310 0
11/17	11/22	Sold	JOHNSON & JOHNSON	ACCT TYPE ADJUSTMENT ACTED AS AGENT	1,600 000	63 8520	101,003 0
11/17	11/22	Bought	ARIAD PHARM INC	ACCT TYPE ADJUSTMENT ACTED AS AGENT	9,600.000	10 5557	(102,487 5
11/20	11/20	Interest Income	GNMA POOL 001562 10000 21FB20				0.0
11/20	11/20	Principal Payment	GNMA POOL 001562 10000 21FB20				0 0
11/29	11/29	Tax Exempt Dividend	MS ACTIVE ASSETS TAX FR TRUST DIV PAYMENT				0 2
NET CREDITS/(DEBITS)							$2,597.1

Purchase and Sale transactions above may have received an average price execution. Details regarding the actual prices are available upon request

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Credits/(Debit
11/1	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	$428 4
11/2	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	1,104 0
11/8	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	361 9
11/10	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	305 2
11/16	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	2,310 0
11/22	Automatic Redemption	MS ACTIVE ASSETS TAX FR TRUST	(1,484 3
11/30	Automatic Investment	MS ACTIVE ASSETS TAX FR TRUST	0 2
NET ACTIVITY FOR PERIOD			$3,025.5

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GNMA POOL 001562 10 000 2-20-21	07/16/09	11/20/11	0 080	$0.08	$0.09	$(0 01)	

CONTINUE

Security Mark at Right

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
JOHNSON & JOHNSON	06/02/09	11/17/11	500 000	31,563.44	28,025 00	3,538 44	1 ADJUSTED 03/01/10
	11/28/88	11/17/11	1,100 000	69,439 56	5,918 00	63,521 56	
Long-Term This Period				$101,003 08	$33,943.09	$67,059 99	
Long-Term Year to Date				$1,070,691.51	$770,976.99	$299,714.52	
Net Realized Gain/(Loss) This Period				$101,003.08	$33,943.09	$67,059.99	
Net Realized Gain/(Loss) Year to Date				$1,176,656.09	$839,356.89	$337,299.20	

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

See the end of the Holdings for definitions of all lettered and numbered footnotes.

009862 MSGDT384 045660

BAIRD

ACTIVITY DETAILS continued / SUBACCOUNT ACTIVITY continued

Date	Activity		Quantity	Price , Description	Total	Cash	Money Market	Margin
				SALE VS PURCHASE TRADE				
12/22/10	Asset Sold	(P)	-2,500	52 1230 COVANCE INC SALE VS PURCHASE TRADE	130,305 37	130,305 37		
12/22/10	Asset Sold	(P)	-10,000	8 8135 FUEL TECH INC SALE VS PURCHASE TRADE	88,133 51	88,133 51		
12/22/10	Asset Sold		-3,500	31 4101 SELECT SECTOR SPDR TRUST SBI UTILITIES SALE VS PURCHASE TRADE	109,933 49	109,933 49		
12/27/10	Asset Bought-Close		50	0 3400 CALL EBAY INC $30 EXP 01/22/11 SALE VS PURCHASE TRADE	-1,700 00	-1,700 00		
12/28/10	Mny Mkt Deposit			DREYFUS CASH MANAGEMENT		-322,168 92	322,168 92	
12/29/10	Dividend			SELECT SECTOR SPDR TRUST SBI UTILITIES	1,296 68	1,296 68		
12/30/10	Dividend			FRONTIER COMMUNICATIONS CORP	4,065 00	4,065 00		
12/30/10	Dividend			ISHARES TRUST MSCI EAFE INDEX FUND	1,345 49	1,345 49		
12/30/10	Dividend			ISHARES INC MSCI CDA INDEX FD	1,908 17	1,908 17		
12/31/10	Withdrawal			CHECK ISSUED #DV4376465	-8,615 34	-8,615 34		
12/31/10	Dividend			DREYFUS CASH MANAGEMENT	44 02	44 02		
12/31/10	Mny Mkt Deposit			DREYFUS CASH MANAGEMENT		-44 02	44 02	
Closing Balance				**Total Closing Balance**	**$573,644.10**	**$0.00**	**$573,644.10**	**$0.00**

(P) Baird acted as principal on this trade Client has consented to Baird acting as principal on trades for client's account Client may revoke this consent at any time

REALIZED GAINS/(-)LOSSES

This section presents estimated realized gains or losses for your information only, and should not be used for tax purposes To calculate gains or losses, the position with the highest purchase price has been liquidated first unless you have instructed us otherwise We suggest you review this information for accuracy and contact your Baird Financial Advisor with any questions

Stocks/Options	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
ALVARION LTD	05/03/10	05/11/10	5,000	3 7063	2 7086	18,531 50	13,542 77	-4,988 73 (ST)
BP PLC SPONS ADR	03/19/09	07/06/10	2,500	40 6940	31 4505	101,735 00	78,625 11	-23,109 89 (LT)
BERKSHIRE HATHAWAY DE A	06/02/09	04/14/10	2	91,876 5000	21,152 5000	183,753 00	242,300 90	58,547 90 (ST)
BERKSHIRE HATHAWAY DE A	06/02/09	07/06/10	1	91,876 5000	17,300 0000	91,876 50	117,298 01	25,421 51 (LT)

REALIZED GAINS/(-)LOSSES continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stocks/Options continued								
COVANCE INC	12/08/08	12/22/10	2,500	37 5217	52 1230	93,804 25	130,305 37	36,501 12 (LT)
FASTENAL COMPANY	06/02/09	08/18/10	5,000	36 0410	49 4000	180,205 00	246,995 82	66,790 82 (LT)
FUEL TECH INC	03/25/09	12/22/10	10,000	11 2025	8 8135	112,025 00	88,133 51	-23,891 49 (LT)
MOTOROLA INC	11/30/00	07/06/10	2,000	17 6763	6 6400	35,838 88	13,279 86	-22,559 02 (LT)
NOVARTIS AG SPONS ADR	01/08/10	05/12/10	2,000	52 1595	48 7000	105,515 50	97,398 35	-8,117 15 (ST)
STARBUCKS CORP	03/25/09	10/28/10	9,000	11 5049	28 2511	103,544 10	254,255 60	150,711 50 (LT)
CALL CVD 052210 60	05/10/10	04/28/10	25	0 2000	2 0000	500 00	4,999 91	4,499 91 (ST)
CALL FQA 052210 50	05/20/10	04/05/10	28	1 0000	1 4500	2,800 00	4,059 93	1,259 93 (ST)
CALL FQA 052210 50	05/20/10	03/23/10	22	1 0000	1 4500	2,200 00	3,189 95	989 95 (ST)
CALL FQA 052210 50	05/20/10	04/19/10	56	1 0000	5 0000	5,600 00	27,999 52	22,399 52 (ST)
CALL FAST 082110 50	07/19/10	07/08/10	50	0 7500	2 7770	3,750 00	13,884 76	10,134 76 (ST)
CALL FQA FEB 45	01/25/10	01/11/10	20	0 3475	2 3875	755 08	4,574 75	3,819 67 (ST)
C FAST 012211 55	10/29/10	09/28/10	40	1 4500	3 0000	5,800 00	11,999 79	6,199 79 (ST)
CALL XBA 052210 28	04/21/10	03/25/10	100	0 4400	1 3500	4,400 00	13,499 82	9,099 82 (ST)
C EBAY 012211 30	12/27/10	11/30/10	50	0 3400	1 1200	1,700 00	5,599 90	3,899 90 (ST)
CALL SSU 052210 25	05/21/10	03/26/10	90	0 4500	0 8583	4,050 00	7,724 60	3,674 60 (ST)
Total Stocks/Options						**$1,058,383.81**	**$1,379,668.23**	**$321,284.42**
Stock Funds								
BLACKROCK GLOBAL OPPTY	08/20/09	12/22/10	5,500 000	17 4927	18 2300	96,209 85	100,263 30	4,053 45 (LT)
SELECT SECT SBI UTIL ETF	08/13/09	12/22/10	3,500 000	29 0599	31 4101	101,709 65	109,933 49	8,223 84 (LT)
Total Stock Funds						**$197,919.50**	**$210,196.79**	**$12,277.29**
Total Realized Gains/(-)Losses						**$1,256,303.31**	**$1,589,865.02**	**$333,561.71**
Total Net Short-Term (ST)						**$339,355.08**	**$450,774.95**	**$111,419.87**
Total Net Long-Term Subject to 15% Maximum Tax Rate (LT)						**$916,948.23**	**$1,139,090.07**	**$222,141.84**

* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

INTERESTED PARTIES AND/OR SUPPORTING REPRESENTATIVE(S)

Your Supporting Representative(s) is (are)

ROBERT W BAIRD & CO INC
ADVISORY SERVICES

ACTIVITY DETAILS continued / SUBACCOUNT ACTIVITY continued

Date	Activity	Quantity	Price	Description	Total	Cash	Money Market	Margin
11/14/11	Withdrawal			CHECK ISSUED #DV4463908	-860 61	-860 61		
11/14/11	Dividend			CLOROX COMPANY	2,100 00	2,100 00		
11/15/11	Dividend			ABBOTT LABORATORIES	5,760 00	5,760 00		
11/15/11	Dividend			PAYCHEX INC	4,800 00	4,800 00		
11/15/11	Interest			INVESTORS 2 25 121511	143 32	143 32		
11/15/11	Interest			UST NOTE 4 5 051517	2,812 50	2,812 50		
11/18/11	Withdrawal			CHECK ISSUED #DV4464764	-15,615 82	-15,615 82		
11/22/11	Dividend			FASTENAL COMPANY	2,548 00	2,548 00		
11/25/11	Withdrawal			CHECK ISSUED #DV4466111	-2,548 00	-2,548 00		
11/30/11	Dividend			DREYFUS CASH MANAGEMENT	4 73	4 73		
11/30/11	Mny Mkt Deposit			DREYFUS CASH MANAGEMENT		-4 73	4 73	
Closing Balance				**Total Closing Balance**	**$112,780.27**	**$0.00**	**$112,780.27**	**$0.00**

REALIZED GAINS/(-)LOSSES

This section presents estimated realized gains or losses for your information only, and should not be used for tax purposes To calculate gains or losses, the position with the highest purchase price has been liquidated first unless you have instructed us otherwise. We suggest you review this information for accuracy and contact your Baird Financial Advisor with any questions

Stocks/Options	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
AT&T INC	11/06/09 n	03/22/11	8,000	25 8399	28 1304	206,719 20	225,039 06	18,319 86 (LT)
ANWORTH MTG ASSET CORP	05/26/11 c	07/01/11	30,000	7 2148	7 5297	216,444 00	225,886 66	9,442 66 (ST)
FASTENAL COMPANY	07/02/09 n	10/07/11	3,000	15 9500	33 8096	47,850 00	101,426 85	53,576 85 (LT)
FISERV INC	07/30/91 n	07/28/11	2,531	4 1654	61 2422	10,543 76	155,001 04	144,457 28 (LT)
	07/02/09 n	07/28/11	469	45 0900	61 2422	21,147 21	28,722 03	7,574 82 (LT)
			3,000			31,690 97	183,723 07	152,032 10
FRANCE TELECOM SPONS ADR	09/30/11 c	10/06/11	20,000	16 3972	16 9932	327,944 00	339,857 47	11,913 47 (ST)
GENERAL MOTORS COMPANY	04/14/05 n	06/15/11	389	96 2093	28 9301	37,515 12	11,253 59	-26,261 53 (LT)
GENERAL MOTORS COMPANY	07/28/11 c	08/26/11	10	N/A	22 8200	N/A	228 19	228.19 N/A (ST)
C AAPL 012112 350	06/20/11 n	07/20/11	2	17 1000	54 4600	3,420 00	10,891 79	7,471 79 (ST)
C FAST 052111 59 58	01/28/11 n	12/09/10	50	2 4800	3 8000	12,400 00	18,999 67	6,599 67 (ST)
C FAST 052111 70	04/12/11 n	04/07/11	50	0 5500	1 7500	2,750 00	8,749 83	5,999 83 (ST)
P HPQ 111911 32	07/22/11 n	05/18/11	50	0 6600	1 2200	3,300 00	6,099 88	2,799 88 (ST)
C VZ 052111 37	05/18/11 n	02/08/11	50	0 1400	0 9700	700 00	4,849 90	4,149 90 (ST)
C EBAY 071611 35	03/17/11 n	02/11/11	50	0 7900	2 4000	3,950 00	11,999 76	8,049 76 (ST)
C EBAY 082011 35	08/02/11 n	07/19/11	50	0 1300	0 8900	650 00	4,449 91	3,799 91 (ST)
Total Stocks/Options						**$895,333.29**	**$1,153,455.63**	~~**$257,894.15**~~ 258,122.34

KARLA & WALTER GOLDSCHMIDT
FOUNDATION

Statement Period. **NOVEMBER 1 - NOVEMBER 30, 2011**
Account Number **3757-7921 AA4F**

BAIRD

REALIZED GAINS/(-)LOSSES continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Taxable Bonds								
AMERICAN EXPR 1 7 120211	12/08/09 n	09/09/11	250,000	99 9000	100 2410	249,750 00	250,602 50	852 50 (LT)
BANKLIBERTY 1 4 123011	12/22/09 n	09/26/11	250,000	99 6000	100 2300	249,000 00	250,575 00	1,575 00 (LT)
COLUMBUS B&T 1 55 121911	12/10/09 n	10/03/11	115,000	100 0000	100 1801	115,000 00	115,207 12	207 12 (LT)
MEDALLION BK 1 05 071411	01/05/10 n	07/14/11	250,000	100 0000	100 0000	250,000 00	250,000 00	0 00 (LT)
PARKE BANK 1 55 121611	12/16/09 n	09/26/11	50,000	99 9000	100 1255	49,950 00	50,062 76	112 76 (LT)
PARKE BANK 1 55 121611	12/16/09 n	10/03/11	200,000	99 9000	100 1700	199,800 00	200,340 02	540 02 (LT)
VENTURE BK 1 5 121511	12/23/09 n	09/26/11	250,000	99 6250	100 2100	~~249,062 50~~ 249,895.25	250,525 00	***629 75 (LT)
Total Taxable Bonds						**~~$1,362,562.50~~** 1,363,395.25	**$1,367,312.40**	**$3,917.15**
Taxable Bond Funds								
LMS SYLS BOND FD RETAIL	06/06/08 n	08/04/11	13,995 801	14 2900	14 7100	200,050 00	205,878 23	5,828 23 (LT)
	08/20/09 n	08/04/11	8,045 052	12 4300	14 7100	100,000 00	118,342 72	18,342 72 (LT)
			22,040 853			300,050 00	324,220 95	24,170 95
Total Taxable Bond Funds						**$300,050.00**	**$324,220.95**	**$24,170.95**
Other Investments								
GENERAL MOTORS CO WTS	04/14/05 n	06/27/11	354	54 6705	15 8728	19,379 82	5,618 87	-13,760 95 (LT)
GENERAL MOTORS CO WTS	07/28/11 n	08/26/11	9	N/A	9 6200	N/A	86 57	86.57 ~~N/A~~ (ST)
GENERAL MOTORS CO WTS	04/14/05 n	06/27/11	354	70 4688	21 4400	24,980 06	7,589 61	-17,390 45 (LT)
GENERAL MOTORS CO WTS	07/28/11 n	08/26/11	9	N/A	14 1700	N/A	127 52	127.52 ~~N/A~~ (ST)
Total Other Investments						**$44,359.88**	**$13,422.57**	**~~$31,151.40~~** -30,937.31
Total Realized Gains/(-)Losses						**~~$2,602,305.67~~** 2,603,138.42	**$2,858,411.55**	**~~$254,830.85~~** 255,273.13
Total Net Short-Term (ST)						**$571,558.00**	**$632,227.15**	**~~$60,226.87~~** 60,669.15
Total Net Long-Term Subject to 15% Maximum Tax Rate (LT)						**~~$2,030,747.67~~** 2,031,580.42	**$2,226,184.40**	**$194,603.98**

* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

*** The Realized Gain/Loss on this security was calculated based upon all principal payments, return of capital or amortization/accretion on our records and/or provided by you Please consult your tax advisor for additional information

c Covered Tax Lot - The cost basis, holding period and sale proceeds on this tax lot will be reported by Baird to the IRS for taxable (reportable) accounts

n Noncovered Tax Lot - The cost basis and holding period on this tax lot will not be reported by Baird to the IRS The sale proceeds will be reported to the IRS for taxable (reportable) accounts Cost information is being supplied for informational purposes only.

Walter and Karla Goldschmidt Foundation
Attachment to 990PF - SCH. D
Artwork Gain/Loss Schedule
12/1/2010 through 11/30/2011

Artwork Sold

Name	Date of Purchase	Purchase Price	Date of Sale	Sales Price	Gain/Loss
Cesar Baldaccini - Telephone	2-Jun-09	$ 6,000	15-Sep-11	$ 4,750	$ (1,250)
Berrocal Romeo & Juliet	2-Jun-09	$ 4,000	15-Sep-11	$ 3,000	$ (1,000)
Matt untitled #1	2-Jun-09	$ 5,000	15-Sep-11	$ 900	$ (4,100)
Matt untitled #2	2-Jun-09	$ 5,000	15-Sep-11	$ 900	$ (4,100)
Bolotowsky untitled	2-Jun-09	$ 6,000	15-Sep-11	$ 1,300	$ (4,700)
Less Commission		$ 325			$ (325)
Rebate to Foundation				$ 194	$ 194
		$ 26,325		$ 11,044	$ (15,281)

FEDERAL FOOTNOTES

FORM 8868 WAS MAILED TO THE INTERNAL REVENUE SERVICE ON 4/17/2012 AND PER TELEPHONE CONVERSATION WITH AGENT ON 5/16/2012 STILL HAS YET TO POST TO ACCOUNT.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					9,288.	
		SCHEDULE ATTACHED - BAIRD 3757-7921 AA4F					VAR	VAR
632,227.		571,558.					60,669.	
		SCHEDULE ATTACHED - BAIRD 3757-7921 AA4F					VAR	VAR
2,226,184.		2,031,580.					194,604.	
		SCHEDULE ATTACHED- ARTWORK					VAR	VAR
11,044.		26,326.					-15,282.	
		SCHEDULE ATTACHED - MORGAN STANLEY 358-1					VAR	VAR
105,965.		68,380.					37,585.	
		SCHEDULE ATTACHED - MORGAN STANLEY 358-1					VAR	VAR
1,070,692.		770,977.					299,715.	
		2,500 SHS COVANCE INC					12/08/2008	12/22/2010
130,305.		93,804.					36,501.	
		10,000 SHS FUEL TECH INC					03/25/2009	12/22/2010
88,134.		112,025.					-23,891.	
		50 SHS C EBAY					12/27/2010	11/30/2010
5,600.		1,700.					3,900.	
		5,500 SHS BLACKROCK GLOBAL OPPTY					08/20/2009	12/22/2010
100,263.		96,210.					4,053.	
		3,500 SHS SELECT SECT SBI UTIL ETF					08/13/2009	12/22/2010
109,933.		101,710.					8,223.	
		BAIRD BROKERAGE CHARGES					VAR	VAR
		27,826.					-27,826.	
TOTAL GAIN(LOSS)							587,539.	

WALTER & KARLA GOLDSCHMIDT FOUNDATION
23-7410867
ATTACHMENT TO 990PF - PART II
FAIR MARKET VALUE OF ASSETS
11/30/2011

	11/30/2011 FAIR MARKET VALUE
INVESTMENT IN CASH	
HARRIS BANK	367,582 97
LESS O/S CHECKS	(17,950.00)
BAIRD MONEY MARKET	112,780 27
MORGAN STANLEY MONEY MARKET	24,077 78
TOTAL	486,491 02
INVESTMENT IN GOVERNMENT BONDS	
MORGAN STANLEY	
GNMA POOL 001562	11.84
BAIRD	
FNMA NOTE 5.375 061217	150,398 75
UST NOTE 4 5 051517	147,617 25
TOTAL	298,027 84
INVESTMENT IN CORPORATE STOCK	
MORGAN STANLEY	
ALKERMES PLC SHS	122,320 00
ARCHER DANIELS MIDLAND	36,565 68
ARIAD PHARM INC	116,064 00
CONOCOPHILLIPS	695,370.00
ELI LILLY & CO	283,875 00
EXELON CORPORATION	88,620 00
GENERAL ELECTRIC COMPANY	38,184 00
GENERAL MOTORS COMPANY	510 96
CALL HUMAN GENOME SCIENCES	4,250.00
CALL HUMAN GENOME SCIENCES	2,250 00
CALL MERCK & CO INC	200.00
GENERAL MOTORS CO WTS GMWSA	278 30
GENERAL MOTORS CO WTS GMWSB	192 28
INTEL CORP	314,339 29
ISHARES IBOXX INVEST GR COR FD	99,621 00
ISIS PHARM INC	304,220 00
J P MORGAN CHASE & CO	50,171 40
JOHNSON & JOHNSON	724,864 00
MERCK & CO INC NEW COM	482,625 00
MICROSOFT CORP	383,700.00
MORGAN STANLEY EMERG MKT	296,582 00
NATIONAL GRID TRANSCO	56,190 54
ONCOGENEX PHARMACEUTICALS INC	71,520 00
PEPSICO INC	211,200 00
PIMCO STRAT GIBL GOVT FUND	158,148 00
PPL CORPORATION	120,080 00
PROCTOR & GAMBLE	284,108 00
SANGAMO BIO SCIENCES	45,450 00
SPDR BARCLAYS CAPITAL AGG	150,904 00
WESTERN UN CO	209,280 00
WILLIAMS CO INC	246,554 64

WALTER & KARLA GOLDSCHMIDT FOUNDATION
23-7410867
ATTACHMENT TO 990PF - PART II
FAIR MARKET VALUE OF ASSETS
11/30/2011

INCYTE CORP	258,187 50
TOTAL MORGAN STANLEY	**5,856,425.59**
BAIRD	
ABBOTT LABORATORIES	654,600 00
AMYLIN PHARMACEUTICALS INC	108,000 00
ANWORTH MORTGAGE ASSET CORP	126,600 00
APPLIED MATERIALS INC	431,200 00
ARCHER DANIELS MIDLAND	166,021 44
AUTOMATIC DATA PROCESSING INC	255,450 00
BERKSHIRE HATHAWAY INC	474,000 00
BHP BILLITON LIMITED	187,925 00
CALL FASTENAL CORP	-24,500.00
CALL LIVE NATION INC	-4,500 00
CALL ORACLE CORP	-6,300.00
CISCO SYSTEMS INC	559,200 00
CLOROX COMPANY	227,360 00
EBAY INC	295,900 00
EXELON CORPORATION	376,635 00
EXXON MOBIL CORP	723,960 00
FASTENAL COMPANY	758,030 00
FRONTIER COMMUNICATIONS	124,009 60
GENERAL ELECTRIC COMPANY	318,200 00
GENERAL MOTORS CO WTS GMWSA	88 55
GENERAL MOTORS CO WTS GMWSB	61 18
GENERAL MOTORS COMPANY	149 03
INTEL CORP	249,100 00
INVESCO MORTGAGE CAPITAL INC	165,585 00
ISHARES INC MSCI	164,760 00
ISHARES TRUST MSCI	128,100 00
JOHNSON CONTROLS INC	629,600 00
LIVE NATION ENTERTAINMENT INC	259,200 00
LOWES COMPANIES INC	360,150 00
MARATHON OIL CORP	363,480 00
MARATHON PETROLEUM CORP	217,035 00
MICROSOFT CORP	204,640 00
NATIONAL GRID PLC	285,993 54
ORACLE CORP	282,150 00
PAYCHEX INC	436,650 00
US BANCORP DE	134,784 00
VERIZON COMMUNICATIONS INC	415,030 00
WELLS FARGO & CO	124,128 00
TOTAL BAIRD	**10,172,475.34**
TOTAL INVESTMENT IN COPORATE STOCK	**16,028,900.93**

INVESTMENT IN CORPORATE BONDS

BAIRD	
GE MONEY BANK	250,045 00
BMW BANK NORTH AMERICA	250,107 50
INVESTORS COMMUNITY BANK	75,057 00
DISCOVER BANK	250,137 50

WALTER & KARLA GOLDSCHMIDT FOUNDATION
23-7410867
ATTACHMENT TO 990PF - PART II
FAIR MARKET VALUE OF ASSETS
11/30/2011

COLUMBUS BK & TR COMPANY	135,081 00
PIMCO FDS PAC	209,049 34
SPDR SER TRUST	369,200 00
TOTAL INVESTMENT IN CORPORATE BONDS	**1,538,677.34**

INVESTMENT IN ARTWORK

LAST NAME	FIRST NAME	TITLE	6 2 09 APPRAISAL
BENTON	FLETCHER	SQUARES	6,000
CALDER	ALEXANDER	UNTITLED	2,000
CAVALLON	GEORGIO	UNTITLED	35,000
DAVIS	JAMES	BERLIN	12,000
DUBUFFET	JEAN	LE CHIEN	7,000
DUBUFFET	JEAN	TERRAIN D'ACTION	45,000
FRATT	DORTHY	LITTLE DILEMMA	2,000
GINNEVER	CHARLES	UNTITLED	4,000
JONES	ALLEN	HAT'S OFF	8,000
MARCA-RELLI	CONCARD	S-5-72	35,000
MARINI	MARINO	JAC COLORODI	10,000
NAKIAN	REUBEN	EUOPA & BULL #27	1,000
NAKIAN	REUBEN	EUOPA & BULL #24	1,000
NAKIAN	REUBEN	LEDA 7 SWAN #15	1,000
ROTROUT		TETE A TETE	3,000
SHEINKMAN	MARK	10 15 96	3,000
SHEINKMAN	MARK	12 16 95	3,000
VASARELY	VICTOR	UNTITLED	500
VICENTE	ESTEBAN	PRINCETON #7	50,000
VICENTE	ESTEBAN	UNTITLED	27,000
WOELFFER	EMERSON	VIA ROMA	4,000
TOTAL INVESTMENT IN ARTWORK			**259,500**

Form **8868** (Rev January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions WALTER & KARLA GOLDSCHMIDT FOUNDATION	Employer identification number (EIN) or [X] 23-7410867
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions. 465 LAKESIDE TERRACE	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions GLENCOE, IL 60022	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ SUSAN GOLDSCHMIDT

Telephone No ▶ 847 835-4655 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15 , 20 12 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year 20 ____ or

▶ [X] tax year beginning 12/01 , 20 10 , and ending 11/30 , 20 11

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 26,260.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 11,260.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 15,000.

Caution If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

Mailed 4/17/2012 NB