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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
THE GOLDSTONE FAMILY FOUNDATION

A Employer identification number
06-1596255

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

B Telephone number (see page 10 of the instructions)
(203) 438-5588

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

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
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 ☑ 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)* ▶$ 23,067,632

J Accounting method ☑ 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)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	253,026	252,687		
	4	Dividends and interest from securities.	198,739	198,739		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	1,074,806			
	b	Gross sales price for all assets on line 6a 2,833,688				
	7	Capital gain net income (from Part IV, line 2) . . .		1,074,806		
	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)	-40,487	-51,937		
	12	**Total.** Add lines 1 through 11	1,486,084	1,474,295		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages	62,936	0		62,936
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	15,000	7,500		7,500
	c	Other professional fees (attach schedule)	48,108	0		48,108
	17	Interest	113,007	113,007		0
	18	Taxes (attach schedule) (see page 14 of the instructions)	37,373	4,516		5,494
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy	43,940	0		43,940
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	273,312	240,646		32,656
	24	**Total operating and administrative expenses.** Add lines 13 through 23	593,676	365,669		200,634
	25	Contributions, gifts, grants paid	901,928			901,928
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,495,604	365,669		1,102,562
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-9,520			
	b	**Net investment income** (if negative, enter -0-)		1,108,626		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing	174,646	71,597	71,597
2	Savings and temporary cash investments	1,719,271	1,229,708	1,229,708
3	Accounts receivable ▶ 66,000 Less allowance for doubtful accounts ▶	51,000	66,000	66,000
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 ▶	8,000	0	0
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	4,049,342	4,643,043	3,696,148
c	Investments—corporate bonds (attach schedule)	1,700,249	1,415,449	1,534,921
11	Investments—land, buildings, and equipment basis ▶ 3,508,228 Less accumulated depreciation (attach schedule) ▶	3,535,617	3,508,228	3,508,228
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	13,181,907	12,966,125	12,961,030
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	24,420,032	23,900,150	23,067,632
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	0	
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	24,420,032	23,900,150	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	24,420,032	23,900,150	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	24,420,032	23,900,150	

Side labels: Assets; Liabilities; Net Assets or Fund Balances

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	24,420,032
2	Enter amount from Part I, line 27a	2	-9,520
3	Other increases not included in line 2 (itemize) ▶	3	215
4	Add lines 1, 2, and 3	4	24,410,727
5	Decreases not included in line 2 (itemize) ▶	5	510,577
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	23,900,150

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	1,074,806
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))
2010	1,105,693	23,435,415	0 047180
2009	1,165,493	21,048,521	0 055372
2008	1,091,150	22,767,574	0 047926
2007	1,231,410	27,717,326	0 044427
2006	1,059,933	26,691,096	0 039711

2	**Total** of line 1, column (d).	2	0 234616
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 046923
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	22,819,401
5	Multiply line 4 by line 3.	5	1,070,755
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	11,086
7	Add lines 5 and 6.	7	1,081,841
8	Enter qualifying distributions from Part XII, line 4.	8	1,102,562

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 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	11,086
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	11,086
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	11,086
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	20,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	20,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	133
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	8,781
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 8,781	**Refunded** ▶		11	0

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		No
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		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY, DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

		Line	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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

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

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

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

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

		Line	Yes	No
16	At any time during calendar year 2011, 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		No

See 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**

		Line	Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	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 2011?	1c		No

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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ **Yes** ☑ **No**

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

		Line	Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 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

▶ 20____ , 20____ , 20____ , 20____

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**

		Line	Yes	No
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

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
	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
STEVEN F GOLDSTONE CO BEVERLY CHASE 445 MAIN STREET RIDGEFIELD, CT 06877	DIRECTOR, PRESIDENT & TREA 10 00	0	0	0
ELIZABETH GOLDSTONE CO BEVERLY CHAS 445 MAIN STREET RIDGEFIELD, CT 06877	DIRECTOR, VP, SECRETARY 10 00	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
KERRI GLASS 187 FARMINGVILLE ROAD RIDGEFIELD, CT 06877	MANAGER 40 00	62,936	0	0
Total number of other employees paid over $50,000. . . ▶				0

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

3 Five highest-paid independent contractors for professional services (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. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

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	5,401,082
b	Average of monthly cash balances	1b	2,430,267
c	Fair market value of all other assets (see page 24 of the instructions)	1c	15,335,556
d	**Total** (add lines 1a, b, and c)	1d	23,166,905
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	23,166,905
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	347,504
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,819,401
6	**Minimum investment return.** Enter 5% of line 5	6	1,140,970

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	1,140,970
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 11,086		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	11,086
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,129,884
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,129,884
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,129,884

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	1,102,562
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,102,562
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	11,086
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,091,476

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,129,884
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			1,049,137	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,102,562				
a Applied to 2010, but not more than line 2a			1,049,137	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				53,425
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,076,459
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)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
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 organization had $5,000 or more in assets at any time during the year—see page 27 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))

See Additional Data Table

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				901,928
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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	900000	339	14	252,687	
4 Dividends and interest from securities			14	198,739	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	18,412	14	43,583	
8 Gain or (loss) from sales of assets other than inventory	900000		18	1,074,806	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a FROM K-1 - A P OPPORTUNITIES FUND, LP	900000	-23,487	14	-95,520	
b FROM K-1 - A P OPPORTUNITIES FUND, LP	900000	2,101	18		
c FROM K-1 - A P OPPORTUNITIES FUND, LP	900000	9,565	18		
d FROM K-1 - KKR FINANCILAS	900000	1,259	18		
e FROM K-1 - KKR FINANCILAS	900000	3,600	18		
12 Subtotal Add columns (b), (d), and (e)		11,789		1,474,295	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,486,084

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

Signature of officer or trustee | Date: 2012-12-14 | Title

Paid Preparer's Use Only

Preparer's Signature: JEFFREY FEINMAN	Date	Check if self-employed ☐	PTIN P00227146
Firm's name: DDK & COMPANY LLP		Firm's EIN: 13-2738625	
Firm's address: ONE PENN PLAZA 54TH FLR NEW YORK, NY 10119		Phone no (212) 997-0600	

May the IRS discuss this return with the preparer shown above? See instructions. ☐ Yes ☐ No

Additional Data

Software ID:
Software Version:
EIN: 06-1596255
Name: THE GOLDSTONE FAMILY FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FROM K-1 - A P OPPORTUNITIES FUND, LP	P		2011-12-31
FROM K-1 - A P OPPORTUNITIES FUND, LP	P		2011-12-31
FROM K-1 - A P OPPORTUNITIES FUND, LP	P		2011-12-31
FROM K-1 - A P OPPORTUNITIES FUND, LP	P		2011-12-31
FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	P		2011-12-31
FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	P		2011-12-31
FROM K-1 - KKR FINANCIALS	P		2011-12-31
FROM K-1 - KKR FINANCIALS	P		2011-12-31
FROM K-1 - KKR FINANCIALS	P		2011-12-31
FROM K-1 - KKR FINANCIALS	P		2011-12-31
SILVER POINT CAPITAL OFFSHORE FUND LTD	P		2011-12-31
FIDELITY #4535 SEE ATTACHED SCHEDULE	P		2011-12-31
FIDELITY #4535 SEE ATTACHED SCHEDULE	P		2011-12-31
FIDELITY #6870 SEE ATTACHED SCHEDULE	P		2011-12-31
FIDELITY #6870 SEE ATTACHED SCHEDULE	P		2011-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			-87,632
			0
			297,927
			0
			253
			-8,803
			559
			0
			-1,635
			0
205,245			205,245
1,408,266		1,103,427	304,839
920,805		568,174	352,631
4,175		4,168	7
288,204		283,782	4,422
6,993			6,993

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-87,632
			0
			297,927
			0
			253
			-8,803
			559
			0
			-1,635
			0
			205,245
			304,839
			352,631
			7
			4,422
			6,993

Form 990PF Part XV Line 1a - 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).

STEVEN F GOLDSTONE CO BEVERLY CHASE
ELIZABETH GOLDSTONE CO BEVERLY CHAS

Form 990PF Part XV Line 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				
A BATTER CHANCE IN RIDGEFIELD INCPO BOX 1044 RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	1,000
ANIMAL KIND INC721 WARREN STREET HUDSON, NY 12534	NONE	PUBLIC CHARITY	GENERAL USE	250
BARD COLLEGE30 CAMPUS ROAD HUDSON, NY 12504	NONE	PUBLIC CHARITY	GENERAL USE	5,000
BIG BROTHERS BIG SISTERS SWCT 2470 FAIRFIELD AVE BRIDGEPORT, CT 06605	NONE	PUBLIC CHARITY	GENERAL USE	250
CANCER SUPPORT COMMUNITY PHILADELPHIA4100 CHAMOUNIX DRIVE PHILADELPHIA, PA 19131	NONE	PUBLIC CHARITY	GENERAL USE	250
CARDIGAN MOUNTAIN SCHOOL62 ALUMNI DRIVE CANAAN, NH 03741	NONE	PUBLIC CHARITY	GENERAL USE	2,500
CENTER FOR ADVANCEMENT IN CANCER EDUCATION300 E LANCASTER AVE SUITE 100 WYNNEWOOD, PA 19096	NONE	PUBLIC CHARITY	GENERAL USE	1,000
CHIRP400 MAIN STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	250
CIRCLE OF TAPAWINGO5124 HOLYROOD ROAD PITTSBURGH, PA 15213	NONE	PUBLIC CHARITY	GENERAL USE	1,000
COBBOSSEECONTEE YACHT CLUB PO BOX 17 MANCHESTER, ME 04351	NONE	PUBLIC CHARITY	GENERAL USE	300
CREATIVE CAPITAL65 BLEECKER ST 7TH FL NEW YORK, NY 10012	NONE	PUBLIC CHARITY	GENERAL USE	10,000
CREATIVE TIME59 E 4TH STREET SUITE 6 NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL USE	300
DANBURY HOSPITAL24 HOSPITAL AVENUE DANBURY, CT 06810	NONE	PUBLIC CHARITY	GENERAL USE	39,750
ETHEL WALKER SCHOOL230 BUSHY HILL ROAD SIMSBURY, CT 06070	NONE	PUBLIC CHARITY	GENERAL USE	2,500
FOUNDERS HALL2504 9TH AVENUE KEARNEY, NE 68845	NONE	PUBLIC CHARITY	GENERAL USE	2,500
FOUNDERS HALL2504 9TH AVENUE KEARNEY, NE 68845	NONE	PUBLIC CHARITY	GENERAL USE	10,000
FRIEND OF THE RIDGEFIELD PARKS AND RECREATION195 DANBURY ROAD RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	60,000
FRIENDS OF THE COBBOSSEE WATERSHED51 SEWALL STREET AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	GENERAL USE	500
FRIENDS OF THE RIDGEFIELD LIBRARY472 MAIN STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	250
FRIENDS OF THE RIDGEFIELD PARKS195 DANBURY ROAD RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	75,000
GROOVE WITH ME186 E 123RD STREET NO 2 NEW YORK, NY 10035	NONE	PUBLIC CHARITY	GENERAL USE	1,400
GROOVE WITH ME186 E 123RD STREET NO 2 NEW YORK, NY 10035	NONE	PUBLIC CHARITY	GENERAL USE	1,500
HOUSATONIC HABITAT FOR HUMANITY51 AUSTIN ST DANBURY, CT 06810	NONE	PUBLIC CHARITY	GENERAL USE	5,000
HOUSATONIC HABITAT FOR HUMANITY51 AUSTIN ST DANBURY, CT 06810	NONE	PUBLIC CHARITY	GENERAL USE	200,000
HOUSETONIC HABITALT FOR HUMANITY51 AUSTIN ST DANBURY, CT 06810	NONE	PUBLIC CHARITY	GENERAL USE	1,000
KEELER TAVERN MUSEUM132 MAIN STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	500
KEELER TAVERN MUSEUM132 MAIN STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	1,000
MEAL ON WHEELS25 GILBERT STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	1,000
METROPOLITAN OPERALINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL USE	2,500
MUSEUM FOR AFRICAN ART3601 43RD AVENUE 3 LONG ISLAND CITY, NY 11101	NONE	PUBLIC CHARITY	GENERAL USE	1,000

Form 990PF Part XV Line 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*				
MUSEUM FOR AFRICAN ART3601 43RD AVENUE 3 LONG ISLAND CITY, NY 11101	NONE	PUBLIC CHARITY	GENERAL USE	10,000
PARRISH MUSEUM279 MONTAUK HIGHWAY WATER MILL, NY 11976	NONE	PUBLIC CHARITY	GENERAL USE	309
READING IS FUNDAMENTAL1730 RHODE ISLAND AVE NW 11TH FLOOR WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL USE	1,000
RIDGEFIELD ACADEMY223 WEST MOUNTAIN ROAD RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	5,000
RIDGEFIELD HISTORICAL SOCIETY4 SUNSET LANE RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	250
RIDGEFIELD LIBRARY ASSOC472 MAIN STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	2,500
RIDGEFIELD PLAYHOUSE80 EAST RIDGE ROAD RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	15,000
RIDGEFIELD SYMPHONY ORCHESTRA90 E RIDGE RD 5 RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	500
RIDGEFIELD SYMPHONY ORCHESTRA90 E RIDGE RD 5 RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	3,500
RIDGEFIELD VISITING NURSE90 EAST RIDGE ROAD RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	500
RIDGEFIELD VIOLING HOUSES90 E RIDGE RD 5 RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	10,000
ROUNDABOUT THEATRE231 WEST 39TH STREET NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL USE	25,000
SAINT ANN'S SCHOOL129 PIERREPONT STREET BROOKLYN HEIGHTS, NY 11201	NONE	PUBLIC CHARITY	GENERAL USE	500
SOCRATES SCULPTURE PARK 3205 VERNON BOULEVARD QUEENS, NY 11102	NONE	PUBLIC CHARITY	GENERAL USE	2,500
SOCRATES SCULPTURE PARK 3205 VERNON BOULEVARD QUEENS, NY 11102	NONE	PUBLIC CHARITY	GENERAL USE	1,000
ST JUDE262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	GENERAL USE	150
ST LUKE'S SCHOOL377 NORTH WILTON ROAD NEW CANAAN, CT 06840	NONE	PUBLIC CHARITY	GENERAL USE	50,000
SUNRISE COTTAGE6 SUNSET LANE RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	500
SUNRISE COTTAGE6 SUNSET LANE RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	2,500
TBICO22 EAGLE ROAD DANBURY, CT 06810	NONE	PUBLIC CHARITY	GENERAL USE	500
TBICO22 EAGLE ROAD DANBURY, CT 06810	NONE	PUBLIC CHARITY	GENERAL USE	5,000
THE ALDRICH MUSEUM258 MAIN STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	15,000
THE BOYS AND GIRLS CLUB41 GOVERNOR ST RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	5,000
THE BOYS AND GIRLS CLUB41 GOVERNOR ST RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	1,000
THE WELLNESS COMMUNITY OF PHILADELPHIACHAMOUNIX DRIVE WEST FAIRMOUNT PARK PHILADELPHIA, PA 19131	NONE	PUBLIC CHARITY	GENERAL USE	250
THE FOOD ALLERGY INITIATIVE 515 MADISON AVENUE SUITE 1912 NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL USE	250
THE KENNEBEC LAND TRUST134 MAIN STREET STE 2B WINTHROP, ME 04364	NONE	PUBLIC CHARITY	GENERAL USE	250
THE RIDGEFIELD CHORALEPO BOX 686 RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	1,000
THE RIDGEFIELD GUILD OF ARTISTS34 HALPIN LANE RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	1,000
THE TAFT SCHOOL110 WOODBURY ROAD WATERTOWN, CT 06795	NONE	PUBLIC CHARITY	GENERAL USE	5,000

Form 990PF Part XV Line 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*				
THE VETERAN'S MEMORIAL COMMUNITY ASSOCIATION316 MAIN STREET RIDGEFIELD,CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	1,000
THE VETERAN'S MEMORIAL COMMUNITY ASSOCIATION316 MAIN STREET RIDGEFIELD,CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	2,500
THE VETERAN'S MEMORIAL COMMUNITY ASSOCIATION316 MAIN STREET RIDGEFIELD,CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	1,200
THE VETERAN'S MEMORIAL COMMUNITY ASSOCIATION316 MAIN STREET RIDGEFIELD,CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	200
THE WASHINGTON CITIZEN'S SCHOLARSHIP FOUNDATIONPO BOX 243 WASHINGTON DEPOT,CT 06794	NONE	PUBLIC CHARITY	GENERAL USE	250
THEATRE AT MONMOUTH796 MAIN STREET MONMOUTH,ME 04259	NONE	PUBLIC CHARITY	GENERAL USE	1,000
TIGER HOLLOW INC285 W LANE RIDGEFIELD,CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	250
TOUCH FOUNDATION875 THIRD AVENUE 5TH FLOOR NEW YORK,NY 10022	NONE	PUBLIC CHARITY	GENERAL USE	1,000
TOUCH FOUNDATION875 THIRD AVENUE 5TH FLOOR NEW YORK,NY 10022	NONE	PUBLIC CHARITY	GENERAL USE	69
UNITED WAY KENNEBEC VALLEY 121 COMMERCIAL STREET AUGUSTA,ME 04330	NONE	PUBLIC CHARITY	GENERAL USE	1,000
UNIVERSITY OF PENNSYLVANIA 423 GUARDIAN DRIVE 175 PHILADELPHIA,PA 19104	NONE	PUBLIC CHARITY	GENERAL USE	300,000
WOMEN'S CENTER OF GREATER DANBURY2 WEST STREET DANBURY,CT 06810	NONE	PUBLIC CHARITY	GENERAL USE	1,000
Total . . . . ▶ **3a**				901,928

TY 2011 Accounting Fees Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	15,000	7,500		7,500

TY 2011 Investments Corporate Bonds Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIDELITY INVESTMENTS #Z83-476870	1,415,449	1,534,921

TY 2011 Investments Corporate Stock Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY INVESTMENTS #Z85-514535	4,643,043	3,696,148

TY 2011 Investments - Other Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AP OPPORTUNITIES FUND, LP	AT COST	4,741,368	4,741,368
GS CAPITAL PARTNERS VI PARALLEL, LP	AT COST	607,356	626,411
GS MEZZANINE PARTNERS 2006, LP	AT COST	475,589	483,444
GSCP VI PARALLEL AIV, LP	AT COST	36,150	36,150
SILVERPOINT CAPITAL OFFSHORE FUND	AT COST	4,285,567	4,285,567
KKR FINANCIAL HOLDINGS LLC	AT COST	320,095	288,090
AP OPPORTUNITIES FUND, LP-REDEMPTION REC	AT COST	2,500,000	2,500,000

TY 2011 Other Decreases Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Description	Amount
UNREALIZED GAIN/(LOSS) FROM INVESTMENTS	510,577

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TY 2011 Other Expenses Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	259	0		259
DUES & SUBSCRIPTIONS	740	740		0
MANAGEMENT FEES	266,487	239,838		26,649
OFFICE EXPENSE	711	0		711
INSURANCE	332	0		322
LICENSE FEE	688	0		688
MISCELLANEOUS	68	68		0
UTILITIES	3,488	0		3,488
REPAIRS & MAINTENANCE	539	0		539

TY 2011 Other Income Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 - GS CAPITAL PARTNERS	749	749	749
FROM K-1 - GS CAPITAL PARTNERS	-81	0	-81
MISCELLANEOUS INCOME	56	56	56
RENTAL INCOME - E MCCULLOCH CO-GOLDSTONE FAM FD PT	54,626	54,626	54,626
SILVER POINT CAPITAL OFFSHORE FUND	621	621	621
FROM K-1 - KKR FINANCIAL	-12,469	-12,469	-12,469
FROM K-1 - KKR FINANCIAL	18,493	0	18,493
FROM K-1 - A P OPPORTUNITIES FUND, LP	-119,007	-95,520	-119,007
FROM K-1 - A P OPPORTUNITIES FUND, LP	2,101	0	2,101
FROM K-1 - A P OPPORTUNITIES FUND, LP	9,565	0	9,565
FROM K-1 - KKR FINANCILAS	1,259	0	1,259
FROM K-1 - KKR FINANCILAS	3,600	0	3,600

TY 2011 Other Increases Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Description	Amount
TAX EXEMPT INTEREST- AP OPPORTUNITY K-1	30
ACCRUED DIVIDENDS	185

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TY 2011 Other Professional Fees Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	48,108	0		48,108

TY 2011 Taxes Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4,516	4,516		0
REAL ESTATE TAXES	54	0		54
PAYROLL TAXES	5,440	0		5,440
FEDERAL TAXES	27,000	0		0
NON DEDUCTIBLE EXPENSES FROM K-1	363	0		0

Fidelity INVESTMENTS

2011 Informational Tax Reporting Statement

GOLDSTONE FAMILY FOUNDATION | Account No **Z85-514535** | Customer Service 800-544-5704
Recipient ID No ****-***6255** | Payer's Fed ID Number 04-3523567

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2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	**Federal Income Tax Withheld (4)**
ADOBE SYS INC 00724F101	09/22/10	03/21/11 Short-Term	1,500 000 Sale	49,116 10	38,853 98	10,262 12		
	09/22/10	03/22/11 Short-Term	200 000 Sale	6,543 97	5,180 53	1,363 44		
	09/22/10	03/22/11 Short-Term	1,300 000 Sale	42,529.57	33,673 44	8,856 13		
	09/30/10	03/22/11 Short-Term	200 000 Sale	6,543 01	5,173 81	1,369 20		
	09/30/10	03/22/11 Short-Term	300 000 Sale	9,814 51	7,748 85	2,065 66		
	10/06/10	03/22/11 Short-Term	500 000 Sale	16,167 70	12,892 95	3,274 75		
	10/14/10	03/22/11 Short-Term	1,000 000 Sale	32,335 40	27,687.95	4,647 45		
	10/19/10	03/22/11 Short-Term	500.000 Sale	16,167 70	13,692 70	2,475 00		
Sub Totals				**179,217.96**	**144,904.21** z			
				Short-Term Gains		34,313 75		
AIRGAS INC 009363102	12/22/10	10/10/11 Short-Term	500 000 Sale	33,822 76	30,557 95	3,264 81		
	12/22/10	10/10/11 Short-Term	1,500 000 Sale	101,468 28	91,912 95	9,555 33		
	03/16/11	10/10/11 Short-Term	250 000 Sale	16,911 38	15,275 45	1,635 93		
	08/18/11	10/10/11 Short-Term	250 000 Sale	16,911 38	14,700 45	2,210 93		
Sub Totals				**169,113.80**	**152,446.80** z			
				Short-Term Gains		16,667 00		

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BEST BUY INC 086516101	07/16/10	02/02/11 Short-Term	500 000 Sale	17,448 07	17,177 95	270 12		
	07/16/10	02/02/11 Short-Term	2,000 000 Sale	69,792 30	69,507 95	284 35		
Sub Totals				**87,240.37**	**86,685.90** z			
				Short-Term Gains		554 47		
DIANA CONTAINERSHIPSINC NPV ISIN #MHY206 Y2069P101	02/15/11	02/15/11 Short-Term	0 000 Cash In Lieu	12 43	0.00	12 43		
	11/19/09	08/24/11 Long-Term	3.245 Sale	16 67	56 97	-40 30		
	11/19/09	08/24/11 Long-Term	6 491 Sale	33 35	114 16	-80 81		
	11/19/09	08/24/11 Long-Term	16 227 Sale	83 37	283 47	-200 10		
	11/19/09	08/24/11 Long-Term	22 718 Sale	116 72	398 85	-282 13		
	11/19/09	08/24/11 Long-Term	32 455 Sale	166 74	569 04	-402.30		
	11/24/09	08/24/11 Long-Term	16 227 Sale	83 37	271.16	-187 79		
	03/29/10	08/24/11 Long-Term	16 227 Sale	83 37	243 67	-160.30		
	05/26/10	08/24/11 Long-Term	3 245 Sale	16 67	46.20	-29 53		
	05/26/10	08/24/11 Long-Term	3.245 Sale	16 67	45 95	-29 28		
	05/26/10	08/24/11 Long-Term	9 736 Sale	50 02	137 83	-87 81		
	06/29/10	08/24/11 Long-Term	3 245 Sale	16.67	37 92	-21 25		

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Fidelity INVESTMENTS

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Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
DIANA CONTAINERSHIPSINC NPV ISIN #MHY206 Y2069P101	06/29/10	08/24/11 Long-Term	12 982 Sale	66 70	152 08	-85 38		
	12/10/10	08/24/11 Short-Term	16 227 Sale	83 37	221 06	-137 69		
	12/14/10	08/24/11 Short-Term	16 227 Sale	83 37	219 55	-136 18		
	12/14/10	08/24/11 Short-Term	16 227 Sale	83 37	220 05	-136 68		
	12/15/10	08/24/11 Short-Term	64 909 Sale	333 48	866 58	-533 10		
	12/15/10	08/24/11 Short-Term	32 455 Sale	166 74	437 81	-271.07		
	12/15/10	08/24/11 Short-Term	32 455 Sale	166 74	432 41	-265 67		
	12/16/10	08/24/11 Short-Term	3 245 Sale	16 67	43 11	-26 44		
	12/16/10	08/24/11 Short-Term	3 245 Sale	16 67	42 83	-26 16		
	12/16/10	08/24/11 Short-Term	3 245 Sale	16 67	42 84	-26 17		
	12/16/10	08/24/11 Short-Term	9 736 Sale	50 02	128 52	-78.50		
	12/16/10	08/24/11 Short-Term	12 982 Sale	66 71	171 37	-104.66		
Sub Totals				**1,846.56**	**5,183.43** z			
				Short-Term Gains		12 43		
				Short-Term Losses		-1,742 32		
				Long-Term Losses		-1,606 98		
DOLE FOOD COMPANY INC COM USD0 001 256603101	08/30/10	01/26/11 Short-Term	1,000 000 Sale	14,397 96	9,007 95	5,390 01		

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DOLE FOOD COMPANY INC COM USD0 001 256603101	08/30/10	01/26/11 Short-Term	2,500.000 Sale	35,994 89	22,782.95	13,211 94		
	08/30/10	01/26/11 Short-Term	1,000 000 Sale	14,397 95	8,907 85	5,490 10		
	08/30/10	03/17/11 Short-Term	1,000.000 Sale	13,591 78	8,937 85	4,653 93		
	08/30/10	03/17/11 Short-Term	1,000.000 Sale	13,511 79	9,065 30	4,446 49		
	08/30/10	03/17/11 Short-Term	500 000 Sale	6,780 89	4,532 65	2,248 24		
	08/31/10	03/17/11 Short-Term	500.000 Sale	6,780 89	4,351.99	2,428 90		
	08/31/10	03/17/11 Short-Term	300 000 Sale	4,041 97	2,611 19	1,430 78		
	08/31/10	03/17/11 Short-Term	100 000 Sale	1,349.98	870 40	479 58		
	08/31/10	03/17/11 Short-Term	1,100 000 Sale	14,849 71	9,574 37	5,275.34		
	08/31/10	03/17/11 Short-Term	500 000 Sale	6,749 87	4,403 93	2,345 94		
	08/31/10	03/18/11 Short-Term	500 000 Sale	6,857.22	4,403 92	2,453 30		
	09/17/10	03/18/11 Short-Term	1,000 000 Sale	13,714 43	8,984 06	4,730.37		
	09/17/10	03/18/11 Short-Term	957 000 Sale	13,153 42	8,597 75	4,555 67		
	09/21/10	03/18/11 Short-Term	543 000 Sale	7,463 23	5,003 55	2,459 68		
Sub Totals				**173,635.98**	**112,035.71** z			
				Short-Term Gains		61,600.27		

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2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	**Federal Income Tax Withheld (4)**
ENCANA CORPORATION COM NPV ISIN #CA29250 292505104	01/22/10	01/31/11 Long-Term	2,000 000 Sale	64,852 39	64,008.00	844 39		
	05/20/10	01/31/11 Short-Term	500 000 Sale	16,213 10	14,922 95	1,290 15		
Sub Totals				**81,065.49**	**78,930.95** z			
				Short-Term Gains		1,290 15		
				Long-Term Gains		844 39		
HEWLETT-PACKARD CO DE 428236103	08/09/10	01/20/11 Short-Term	500,000 Sale	23,123 56	21,357 90	1,765 66		
	08/09/10	01/20/11 Short-Term	3,000 000 Sale	138,741 37	128,917 95	9,823 42		
	10/21/10	01/20/11 Short-Term	200 000 Sale	9,249 42	8,427 95	821 47		
	10/21/10	01/20/11 Short-Term	300.000 Sale	13,874 14	12,629 46	1,244 68		
Sub Totals				**184,988.49**	**171,333.26** z			
				Short-Term Gains		13,655 23		
HORSEHEAD HLDG CORP 440694305	09/07/10	02/28/11 Short-Term	200 000 Sale	3,304 18	1,618 53	1,685.65		
	09/07/10	02/28/11 Short-Term	1,000.000 Sale	16,641 73	8,092 65	8,549 08		
	09/07/10	02/28/11 Short-Term	1,800 000 Sale	29,807.42	14,566 77	15,240 65		
	09/23/10	02/28/11 Short-Term	1,500 000 Sale	24,593 57	13,492 95	11,100 62		
	09/29/10	02/28/11 Short-Term	500 000 Sale	8,197 85	4,862 95	3,334 90		
	09/30/10	03/01/11 Short-Term	100 000 Sale	1,666 01	976 59	689 42		

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Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
HORSEHEAD HLDG CORP 440694305	09/30/10	03/02/11 Short-Term	400 000 Sale	6,678 20	3,906 36	2,771 84		
	09/30/10	03/02/11 Short-Term	500.000 Sale	8,347 75	4,942 95	3,404.80		
	10/04/10	03/02/11 Short-Term	40 000 Sale	667 82	385 95	281 87		
	10/04/10	03/02/11 Short-Term	250 000 Sale	4,173 87	2,382 95	1,790 92		
	10/04/10	03/02/11 Short-Term	500.000 Sale	8,347 75	4,852 95	3,494 80		
	10/28/10	03/02/11 Short-Term	210 000 Sale	3,506 05	2,305 35	1,200 70		
Sub Totals				**116,932.20**	**62,386.95** z			
				Short-Term Gains		53,545 25		
LEUCADIA NATL CORP 527288104	05/20/10	02/15/11 Short-Term	500 000 Sale	16,991 72	10,906 59	6,085 13		
	05/20/10	02/15/11 Short-Term	500 000 Sale	16,917 02	10,906 59	6,010 43		
	05/20/10	02/16/11 Short-Term	500 000 Sale	17,051 72	10,906 59	6,145 13		
	05/20/10	02/16/11 Short-Term	500 000 Sale	17,096 72	10,906 59	6,190 13		
	05/20/10	02/17/11 Short-Term	500 000 Sale	17,116 72	10,906 59	6,210 13		
	06/04/10	03/14/11 Short-Term	500.000 Sale	16,845 70	10,257 95	6,587 75		
	07/19/10	03/14/11 Short-Term	500.000 Sale	16,845 70	9,847 95	6,997 75		
Sub Totals				**118,865.30**	**74,638.85** z			
				Short-Term Gains		44,226 45		

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Fidelity INVESTMENTS

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LORILLARD INC COM 544147101	unknown	04/15/11 Long-Term	3,000 000 Sale	275,062 24	63,016	212,046.24		
	06/02/04	04/15/11 Long-Term	1,000 000 Sale	91,687 41	22,828 00	68,859 41		
	09/22/04	04/15/11 Long-Term	1,000 000 Sale	91,687 41	23,258 00	68,429 41		
Sub Totals				**458,437.06**	109,102			
				Long-Term Gains		349,335.06		
MACYS INC 55616P104	11/17/09	07/08/11 Long-Term	1,000 000 Sale	30,447 65	17,498 00	12,949 65		
	11/17/09	07/08/11 Long-Term	2,000 000 Sale	60,895 29	35,168.00	25,727 29		
	11/24/09	07/08/11 Long-Term	500 000 Sale	15,223 82	8,377 95	6,845 87		
	12/30/09	07/08/11 Long-Term	500 000 Sale	15,223.82	8,758 00	6,465 82		
	12/31/09	07/08/11 Long-Term	500 000 Sale	15,223 83	8,508 00	6,715 83		
Sub Totals				**137,014.41**	**78,309.95** z			
				Long-Term Gains		58,704 46		
SEAGATE TECHNOLOGY PLC COM USD0 00001 G7945M107	07/21/11	11/08/11 Short-Term	3,000 000 Sale	53,993 00	42,247 95	11,745 05		
	07/29/11	11/08/11 Short-Term	1,000 000 Sale	17,997 66	14,007.95	3,989 71		
	07/29/11	11/11/11 Short-Term	500 000 Sale	9,048 83	6,962 35	2,086 48		
	07/29/11	11/11/11 Short-Term	500 000 Sale	9,048 83	6,954 45	2,094 38		

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SEAGATE TECHNOLOGY PLC COM USD0 00001 G7945M107	07/29/11	11/11/11 Short-Term	2,000.000 Sale	36,195 33	28,167 95	8,027 38		
	08/17/11	11/11/11 Short-Term	1,000 000 Sale	18,097.66	11,607 95	6,489 71		
Sub Totals				**144,381.31**	**109,948.60** z			
				Short-Term Gains		34,432 71		
TARGET CORP 87612E106	05/02/11	09/22/11 Short-Term	1,500 000 Sale	76,177 57	73,552 95	2,624 62		
	05/02/11	09/22/11 Short-Term	100 000 Sale	5,078 50	4,897 85	180 65		
	05/02/11	09/22/11 Short-Term	200 000 Sale	10,157 01	9,779 80	377 21		
	05/02/11	09/22/11 Short-Term	200 000 Sale	10,157 01	9,780 00	377 01		
Sub Totals				**101,570.09**	**98,010.60** z			
				Short-Term Gains		3,559 49		
UNITEDHEALTH GROUP 91324P102	12/13/06	02/22/11 Long-Term	1,000 000 Sale	43,391 21	49,958 00	-6,566 79		
	07/19/07	02/22/11 Long-Term	500 000 Sale	21,657 60	25,953.00	-4,295 40		
	07/27/07	02/22/11 Long-Term	500 000 Sale	21,657 60	24,683 00	-3,025 40		
	08/16/07	02/22/11 Long-Term	1,000 000 Sale	43,315 18	48,108 00	-4,792 82		
	03/24/09	02/23/11 Long-Term	500.000 Sale	21,747 59	10,648 00	11,099 59		
	08/04/09	02/23/11 Long-Term	500 000 Sale	21,747 59	13,483 00	8,264 59		

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UNITEDHEALTH GROUP 91324P102	04/21/10	02/23/11 Short-Term	100 000 Sale	4,349 52	3,034 88	1,314 64		
	04/21/10	02/23/11 Short-Term	100 000 Sale	4,349 52	3,026 50	1,323 02		
	04/21/10	02/23/11 Short-Term	300 000 Sale	13,048 56	9,080 40	3,968 16		
	06/29/10	02/23/11 Short-Term	28 000 Sale	1,217 87	800 21	417 66		
	06/29/10	02/23/11 Short-Term	72 000 Sale	3,131 65	2,057 72	1,073 93		
	06/29/10	02/23/11 Short-Term	100 000 Sale	4,349 52	2,857 77	1,491 75		
	06/29/10	02/23/11 Short-Term	100 000 Sale	4,349 52	2,857 79	1,491 73		
	06/29/10	02/23/11 Short-Term	200 000 Sale	8,699 03	5,722 95	2,976 08		
Sub Totals				**217,011.96**	**202,271.22** z			
				Short-Term Gains		14,056 97		
				Long-Term Gains		19,364 18		
				Long-Term Losses		-18,680 41		
VALERO ENERGY CORP 91913Y100	06/06/08	03/03/11 Long-Term	500 000 Sale	14,247 07	23,423 00	-9,175 93		
	06/06/08	03/03/11 Long-Term	1,000 000 Sale	28,494 15	47,253.20	-18,759 05		
	06/06/08	03/03/11 Long-Term	1,500 000 Sale	43,493 20	70,879 80	-27,386 60		
	04/16/10	03/03/11 Short-Term	100 000 Sale	2,899 55	1,905 88	993 67		
	04/16/10	03/03/11 Short-Term	400 000 Sale	11,598 18	7,592 00	4,006.18		

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

2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
VALERO ENERGY CORP 91913Y100	05/20/10	03/14/11 Short-Term	500 000 Sale	14,519 04	9,132 95	5,386 09		
	06/02/10	03/14/11 Short-Term	100 000 Sale	2,903 81	1,759.88	1,143 93		
	06/02/10	03/14/11 Short-Term	100 000 Sale	2,903 80	1,751 79	1,152.01		
	06/02/10	03/24/11 Short-Term	300 000 Sale	8,698 00	5,255 37	3,442 63		
	07/30/10	03/24/11 Short-Term	500 000 Sale	14,496 66	8,482 95	6,013 71		
	08/26/10	03/24/11 Short-Term	500 000 Sale	14,496 66	7,967 95	6,528 71		
Sub Totals				**158,750.12**	**185,404.77** z			
				Short-Term Gains		28,666 93		
				Long-Term Losses		-55,321 58		
TOTALS				**2,329,071.10**	**1,608,577.20** z			0.00
SHORT-TERM TOTALS				**1,408,265.73**	**1,103,426.95** z			
				Gains		306,581.10		
				Losses		-1,742 32		
				Net Gain Short-term		304,838	0 00	
LONG-TERM TOTALS				**920,805.37**	568,174.25			
				Gains		428,240		
				Losses		-75,608 97		
				Net Gain Long-term		352,631	0 00	

§ Gross proceeds less commissions
æ Cost or other basis provided may include adjustments including but not limited to dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium
z Totals of Cost or Other Basis include all tax lots with known basis Totals do not include tax lots with unknown basis

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

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

Fidelity Investment #6870

Detailed Capital Gain & Loss Schedule

	Date	Security	Cost	Proceeds	Gain/ Loss
SHORT-TERM					
	4/15/2011	PIMCO TOTAL RETURN	4168	4175	7
TOTAL SHORT -TERM			**4168**	**4175**	**7**
LONG-TERM					
	1/31/2011	CIT GROUP INC SECD	0	8647	8647
	2/18/2011	CIT GROUP INC NEW COM	143257	145814	2557
	3/31/2011	CIT GROUP INC SECD		8478	
	3/31/2011	CIT GROUP INC SECD		170	
	5/2/2011	CIT GROUP INC SECD	89185	19093	-6863
	5/2/2011	CIT GROUP INC SECD		24143	
	9/30/2011	CIT GROUP INC SECD		20832	
	10/13/2011	CIT GROUP INC SECD		9606	
	4/15/2011	PIMCO TOTAL RETURN	51340	51421	81
TOTAL LONG -TERM			**283782**	**288204**	**4422**