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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation STANLEY M & LUELLA G GOLDBERG FAMILY FOUNDATION		A Employer identification number 41-1875783
Number and street (or P O box number if mail is not delivered to street address) 7019 TUPA DRIVE		B Telephone number 952-941-2624
City or town, state, and ZIP code MINNEAPOLIS, MN 55439		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 785,533.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	487,750.			
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	15,875.	15,875.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	503,625.	15,875.	0.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	2,264.	1,132.	0.	1,132.
c Other professional fees				
17 Interest				
18 Taxes	146.	0.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	29.	0.	0.	25.
24 Total operating and administrative expenses. Add lines 13 through 23	2,439.	1,132.	0.	1,157.
25 Contributions, gifts, grants paid	24,685.			24,685.
26 Total expenses and disbursements. Add lines 24 and 25	27,124.	1,132.	0.	25,842.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	476,501.			
b Net investment income (if negative, enter -0-)		14,743.		
c Adjusted net income (if negative, enter -0-)			0.	

123501
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

STANLEY M & LUELLA G GOLDBERG
FAMILY FOUNDATION

Form 990-PF (2011)

41-1875783

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Part II Balance Sheets

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	11,653.	6,642.	6,642.
	2	Savings and temporary cash investments	3,949.		
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 5	280,676.	766,137.	778,891.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	296,278.	772,779.	785,533.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable			
	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	296,278.	772,779.	
	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	296,278.	772,779.		
31	Total liabilities and net assets/fund balances	296,278.	772,779.		

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	296,278.
2	Enter amount from Part I, line 27a	2	476,501.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	772,779.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	772,779.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b NONE				
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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	49,218.	361,326.	.136215
2009	48,162.	355,638.	.135424
2008	54,804.	424,383.	.129138
2007	57,392.	550,986.	.104162
2006	44,342.	558,762.	.079358

2 Total of line 1, column (d)	2	.584297
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	.116859
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	328,084.
5 Multiply line 4 by line 3	5	38,340.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	147.
7 Add lines 5 and 6	7	38,487.
8 Enter qualifying distributions from Part XII, line 4	8	25,842.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	295.
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	295.
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	295.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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		0.
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		295.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MN</u>		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>LUELLA GOLDBERG</u> Telephone no. ► <u>952-941-2624</u> Located at ► <u>7019 TUPA DRIVE, MINNEAPOLIS, MN</u> ZIP+4 ► <u>55439</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	1b	
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)):	1c	X
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 ►	2b	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No	3b	
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.)	4a	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	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 2011?		

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	319,115.
b	Average of monthly cash balances	1b	13,965.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	333,080.
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	333,080.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,996.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	328,084.
6	Minimum investment return. Enter 5% of line 5	6	16,404.

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

1	Minimum investment return from Part X, line 6	1	16,404.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	295.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	295.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,109.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	16,109.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	16,109.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	25,842.
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	25,842.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,842.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				16,109.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	16,828.			
b From 2007	30,317.			
c From 2008	33,985.			
d From 2009	30,736.			
e From 2010	31,444.			
f Total of lines 3a through e	143,310.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	25,842.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				16,109.
e Remaining amount distributed out of corpus	9,733.			
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	153,043.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	16,828.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	136,215.			
10 Analysis of line 9:				
a Excess from 2007	30,317.			
b Excess from 2008	33,985.			
c Excess from 2009	30,736.			
d Excess from 2010	31,444.			
e Excess from 2011	9,733.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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

2011.03020 STANLEY M & LUELLA G GOLDBE FUX08D1

STANLEY M & LUELLA G GOLDBERG

Form 990-PF (2011)

FAMILY FOUNDATION

41-1875783 Page 11

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ABBOTT NORTHWESTERN HOSPITAL FOUNDATION MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	390.
AMERICAN CANCER SOCIETY ATLANTA, GEORGIA	NONE	PUBLIC	GENERAL FUNDING	50.
AMERICAN SURGICAL ASSOCIATION FOUNDATION MANCHESTER-BY-THE-SEA, MASSACHUSETTS	NONE	PUBLIC	GENERAL FUNDING	100.
AMERICANS FOR UNFPA NEW YORK, NEW YORK	NONE	PUBLIC	GENERAL FUNDING	25.
ARZA NEW YORK, NEW YORK	NONE	PUBLIC	GENERAL FUNDING	36.
Total			SEE CONTINUATION SHEET(S)	24,685.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2011)

[illegible]

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).
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[illegible]

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 | | X |
| | (2) Other assets | | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | | |

[illegible]

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

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

**Sign
Here**

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


Signature of officer or trustee

Date 4/3/2012

President and Director

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name
**STANLEY H.
SCHWEITZER**

Preparer's signature

Stanley Schwitzer

Date

3/25/12

Check ☐ if
self-employed

PTIN

P00955403

Firm's name ► CBIZ MHM, LLC

Firm's EIN ► 34-1873282

Firm's address ► 222 SOUTH 9TH STREET, SUITE 1000
MINNEAPOLIS, MN 55402

Phone no. 612-339-7811

Form **990-PF** (2011)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

STANLEY M & LUELLA G GOLDBERG
FAMILY FOUNDATION

Employer identification number

41-1875783

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, total 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 total 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 Part I, 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization STANLEY M & LUELLA G GOLDBERG FAMILY FOUNDATION	Employer identification number 41-1875783
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>STANLEY AND LUELLA GOLDBERG</u> <u>7019 TUPA DRIVE</u> <u>EDINA, MN 55439</u>	\$ <u>2,289.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>MARTHA & DANIEL ARONSON</u> <u>2021 HUMBOLT AVENUE SOUTH</u> <u>MINNEAPOLIS, MN 55405</u>	\$ <u>26,195.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>3</u>	<u>MARTHA & DANIEL ARONSON</u> <u>2021 HUMBOLT AVENUE SOUTH</u> <u>MINNEAPOLIS, MN 55405</u>	\$ <u>80,975.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>4</u>	<u>MARTHA & DANIEL ARONSON</u> <u>2021 HUMBOLT AVENUE SOUTH</u> <u>MINNEAPOLIS, MN 55405</u>	\$ <u>37,286.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>5</u>	<u>MARTHA & DANIEL ARONSON</u> <u>2021 HUMBOLT AVENUE SOUTH</u> <u>MINNEAPOLIS, MN 55405</u>	\$ <u>260,645.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>6</u>	<u>MARTHA & DANIEL ARONSON</u> <u>2021 HUMBOLT AVENUE SOUTH</u> <u>MINNEAPOLIS, MN 55405</u>	\$ <u>80,360.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
STANLEY M & LUELLA G GOLDBERG FAMILY FOUNDATION	41-1875783

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	1,000 SHARES COMMON STOCK - DISH NETWORK	\$ 26,195.	12/13/11
3	1,000 SHARES COMMON STOCK - EXXON MOBIL CORP	\$ 80,975.	12/13/11
4	1,044 SHARES COMMON STOCK - MEDTRONIC	\$ 37,286.	12/13/11
5	11,000 SHARES COMMON STOCK - NORTHERN OIL AND GAS	\$ 260,645.	12/29/11
6	8,000 SHARES COMMON STOCK - TCF FINANCIAL CORP	\$ 80,360.	12/13/11
		\$	

Name of organization

Employer identification number

**STANLEY M & LUELLA G GOLDBERG
FAMILY FOUNDATION**
41-1875783

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

STANLEY M & LUELLA G GOLDBERG
FAMILY FOUNDATION

41-1875783

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BRANDEIS WOMEN'S NATIONAL COMMITTEE WALTHAM, MASSACHUSETTS	NONE	PUBLIC	GENERAL FUNDING	60.
BRECK SCHOOL MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	1,000.
CHILDREN'S CANCER RESERACH FUND MINNEAPLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	50.
CHILDREN'S THEATRE COMPANY MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	250.
DEATH WITH DIGNITY ALLIANCE HAGERSTOWN, MARYLAND	NONE	PUBLIC	GENERAL FUNDING	50.
EDINA CRIME PREVENTION FOUNDATION EDINA, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	50.
FRESHWATER SOCIETY ANOKA, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	100.
FRIENDS OF B'NAI ABRAHAM VIRGINIA, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	50.
GREATER TWIN CITIES UNITED WAY MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	1,000.
GUTHRIE THEATER FOUNDATION MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	1,000.
Total from continuation sheets				24,084.

STANLEY M & LUELLA G GOLDBERG
FAMILY FOUNDATION

41-1875783

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HAMLIN UNIVERSITY ST. PAUL, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	250.
HAMMER RESIDENCE WAYZATA, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	100.
HITCHCOCK SURGICAL SOCIETY MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	100.
HOPE CHEST ST. PAUL, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	50.
JEWISH COMMUNITY RELATIONS COUNCIL NEW YORK, NEW YORK	NONE	PUBLIC	GENERAL FUNDING	72.
JEWISH FAMILY & CHILDREN SERVICE MINNETONKA, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	55.
JUNIOR LEAGUE OF MINNEAPOLIS MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	25.
LAKE MINNETONKA ASSOCIATION EXCELSIOR, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	100.
LEAGUE OF AMERICAN ORCHESTRAS NEW YORK, NEW YORK	NONE	PUBLIC	GENERAL FUNDING	75.
MACALESTER COLLEGE ST. PAUL, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	50.
Total from continuation sheets				

STANLEY M & LUELLA G GOLDBERG
FAMILY FOUNDATION

41-1875783

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MADD ST. PAUL, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	75.
MAYO FOUNDATION ROCHESTER, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	50.
MEMORIAL SLOAN-KETTERING CANCER CENTER NEW YORK, NEW YORK	NONE	PUBLIC	GENERAL FUNDING	250.
MINNEAPOLIS INSTITUTE OF ARTS MINEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	1,000.
MINNESOTA OPERA MINNEAPLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	500.
MINNESOTA ORCHESTRAL ASSOCIATION MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	5,215.
MINNESOTA PRIVATE COLLEGE FUND ST. PAUL, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	100.
MINNESOTA PUBLIC RADIO ST. PAUL, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	300.
MINNESOTA ZOO FOUNDATION APPLE VALLEY, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	100.
MN HISTORICAL SOCIETY MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	65.
Total from continuation sheets				

STANLEY M & LUELLA G GOLDBERG
FAMILY FOUNDATION

41-1875783

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIONAL COUNCIL OF JEWISH WOMEN MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	36.
PEOPLE INCORPORATED ST. PAUL, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	50.
PHI BETA KAPPA NORTHFIELD, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	39.
PLANNED PARENTHOOD ST. PAUL, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	100.
PROTECT MINNESOTA ST. PAUL, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	25.
PULMONARY HYPERTENSION ASSOCIATION SILVER SPRING, MARYLAND	NONE	PUBLIC	GENERAL FUNDING	100.
SAVE THE LAKE METAIRIE, LOUISIANA	NONE	PUBLIC	GENERAL FUNDING	50.
SHOLOM COMMUNITY ALLIANCE ST LOUIS PARK, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	100.
ST. JOHNS UNIVERSITY NEW YORK, NEW YORK	NONE	PUBLIC	GENERAL FUNDING	250.
TEMPLE ISRAEL MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	302.
Total from continuation sheets				

STANLEY M & LUELLA G GOLDBERG
FAMILY FOUNDATION

41-1875783

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TWIN CITIES PUBLIC TELEVISION MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	250.
TWIN CITIES RISE MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	100.
UNIVERSITY OF MINNESOTA FOUNDATION MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	5,000.
US HOLOCAUST MUSEUM WASHINGTON, DC	NONE	PUBLIC	GENERAL FUNDING	50.
WALKER ART CENTER MINNEAPOLIS, MINNESOTA	NONE	PUBLIC	GENERAL FUNDING	250.
WELLESLEY COLLEGE WELLESLEY, MASSACHUSETTS	NONE	PUBLIC	GENERAL FUNDING	5,140.
YWCA KANSAS CITY, KANSAS	NONE	PUBLIC	GENERAL FUNDING	100.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
WELLS FARGO - DIVIDENDS	2,000.	0.	2,000.	
WELLS FARGO - INTEREST	13,875.	0.	13,875.	
TOTAL TO FM 990-PF, PART I, LN 4	15,875.	0.	15,875.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREP FEES	2,264.	1,132.	0.	1,132.	
TO FORM 990-PF, PG 1, LN 16B	2,264.	1,132.	0.	1,132.	

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES	146.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	146.	0.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WELLS FARGO BANK FEE	4.	0.	0.	0.	
MN REGISTRATION	25.	0.	0.	25.	
TO FORM 990-PF, PG 1, LN 23	29.	0.	0.	25.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
18,000 SHARES TCF FINANCIAL	185,985.	185,760.	
3,890 SHARES PREFERRED STOCK - GE CAPITAL	100,051.	99,078.	
3,000 SHARES PREFERRED STOCK - TCF CAPITAL	75,000.	77,100.	
1,000 SHARES DISH NETWORK	26,195.	28,480.	
1,000 SHARES EXXON MOBIL CORP	80,975.	84,760.	
1,044 SHARES MEDTRONIC	37,286.	39,933.	
11,000 SHARES NORTHERN OIL AND GAS INC	260,645.	263,780.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	766,137.	778,891.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	6
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NAME OF CONTRIBUTOR	ADDRESS
MARTHA & DANIEL ARONSON	2021 HUMBOLDT AVENUE SOUTH MINNEAPOLIS, MN 55405

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 7
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
LUELLA G. GOLDBERG 7019 TUPA DRIVE MINNEAPOLIS, MN 55439	PRES/SECRE 1.00	0.	0.	0.
DR. STANLEY M. GOLDBERG 7019 TUPA DRIVE MINNEAPOLIS, MN 55439	TREASURER 1.00	0.	0.	0.
ELLEN GOLDBERG LUGER 7019 TUPA DRIVE MINNEAPOLIS, MN 55439	DIRECTOR 1.00	0.	0.	0.
FREDRIC GROSS GOLDBERG 7019 TUPA DRIVE MINNEAPOLIS, MN 55439	DIRECTOR 1.00	0.	0.	0.
MARTHA GOLDBERG ARONSON 7019 TUPA DRIVE MINNEAPOLIS, MN 55439	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 8
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

LUELLA G. GOLDBERG
 DR. STANLEY M. GOLDBERG
 MARTHA GOLDBERG ARONSON