efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491320011822

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 STEPHEN H GOLDMAN FOUNDATION INC

A Employer identification number
59-3690155

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2009 VENETIAN WAY

B Telephone number (see page 10 of the instructions)
(407) 622-1222

City or town, state, and ZIP code
WINTER PARK, FL 32789

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)* ▶$ 2,150,022

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)	2,122			
	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	76,999	76,999	76,999	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	118,271			
	b	Gross sales price for all assets on line 6a 2,262,186				
	7	Capital gain net income (from Part IV, line 2)		118,271		
	8	Net short-term capital gain			163,274	
	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)				
	12	**Total.** Add lines 1 through 11	197,392	195,270	240,273	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	844	844		
	b	Accounting fees (attach schedule)	3,000	3,000		
	c	Other professional fees (attach schedule)	14,029	14,029		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	868	868		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,182	2,182		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20,923	20,923		0
	25	Contributions, gifts, grants paid	120,600			120,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	141,523	20,923		120,600
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	55,869			
	b	**Net investment income** (if negative, enter -0-)		174,347		
	c	**Adjusted net income** (if negative, enter -0-)			240,273	

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
Assets	1	Cash—non-interest-bearing	352,478	70,741	70,741
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	890,140		
	c	Investments—corporate bonds (attach schedule)	483,304		
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	367,701	2,064,141	2,079,281
	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)	2,093,623	2,134,882	2,150,022
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,093,623	2,134,882	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,093,623	2,134,882	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,093,623	2,134,882	

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	2,093,623
2	Enter amount from Part I, line 27a	2	55,869
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,149,492
5	Decreases not included in line 2 (itemize) ▶	5	14,610
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,134,882

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)
1 a	FIDELITY #637-773395	P	2011-01-01	2011-12-31
b	FIDELITY #637-773395	P	2000-01-01	2011-12-31
c	SUNTRUST #5199340	P	2011-01-01	2011-12-31
d	SUNTRUST #5199340	P	2000-01-01	2011-12-31
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	802,178		731,710	70,468
b	583,222		608,640	-25,418
c	660,512		567,706	92,806
d	216,274		235,859	-19,585
e				

	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	
a				70,468
b				-25,418
c				92,806
d				-19,585
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	118,271
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	163,274

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	121,626	2,214,877	0 05491
2009	28,950	2,009,065	0 01441
2008	281,150	2,738,867	0 10265
2007	161,550	3,312,298	0 04877
2006	77,650	2,990,100	0 02597

2	**Total** of line 1, column (d).	2	0 24672
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 04934
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,238,970
5	Multiply line 4 by line 3.	5	110,477
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,743
7	Add lines 5 and 6.	7	112,220
8	Enter qualifying distributions from Part XII, line 4.	8	120,600

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	1,743
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	1,743
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,743
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,364		
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	5,364
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,621
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 3,621	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
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) ▶ FL			
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)*

			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 ▶ANNA GOLDSMITH Telephone no ▶(407) 622-1222

Located at ▶2009 VENETIAN WAY WINTER PARK FL ZIP+4 ▶32789

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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**

			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		No

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

			Yes	No
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____

			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		No

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**

			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		No
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** **No**

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** **No**

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
ELLWOOD WHITCHURCH 324 ASHFORD COURT HEATHROW, FL 32746	Director 10 00	0		
ANNA GOLDSMITH 2009 VENETIAN WAY WINTER PARK, FL 32789	Director 10 00	0		
STEPHEN H GOLDMAN 2009 VENETIAN WAY WINTER PARK, FL 32789	Director 10 00	0		

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

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

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

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. . . . . ▶

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. . . . . ▶

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	2,061,456
b	Average of monthly cash balances.	1b	211,610
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	2,273,066
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	
3	Subtract line 2 from line 1d.	3	2,273,066
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	34,096
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,238,970
6	**Minimum investment return.** Enter 5% of line 5.	6	111,949

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	111,949
2a	Tax on investment income for 2011 from Part VI, line 5. 2a 1,743		
b	Income tax for 2011 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	1,743
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	110,206
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	110,206
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	110,206

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	120,600
b	Program-related investments—total from Part IX-B.	1b	
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	120,600
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	1,743
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	118,857

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					110,206
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2011					
a From 2006.					
b From 2007.					
c From 2008.	98,856				
d From 2009.					
e From 2010.	14,220				
f **Total** of lines 3a through e.		113,076			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 120,600					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2011 distributable amount.					110,206
e Remaining amount distributed out of corpus		10,394			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		123,470			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		123,470			
10 Analysis of line 9					
a Excess from 2007. . . .					
b Excess from 2008. . . .	98,856				
c Excess from 2009. . . .					
d Excess from 2010. . . .	14,220				
e Excess from 2011. . . .	10,394				

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))

STEPHEN H GOLDMAN

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

ANNA GOLDSMITH
2009 VENETIAN WAY
WINTER PARK, FL 32789
(407) 622-1222

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

WRITTEN FORM INCLUDING THE PURPOSE OF THE GRANT, ETC

c Any submission deadlines

NONE

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

NONE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				120,600
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	76,999	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	118,271	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				195,270	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 195,270

(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 | 2012-11-15 Date | Title

Paid Preparer's Use Only

Preparer's Signature ▶ DAVID A SATCHER	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶ Scearce Satcher & Jung PA		Firm's EIN ▶	
Firm's address ▶ 243 W Park Ave Suite 200 Winter Park, FL 32789		Phone no (407) 647-6441	

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

Additional Data

Software ID: 11000144
Software Version: 2011v1.2
EIN: 59-3690155
Name: THE STEPHEN H GOLDMAN FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

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*				
POPULATION CONNECTION2120 L STREET NW SUITE 500 WASHINGTON, DC 20037	NONE	501(C)(3)	EDUCATION	600
THE EASTER BUNNY FOUNDATION 6319 GIBSON DRIVE ORLANDO, FL 32809	NONE	501(C)(3)	COMMUNITY SUPPORT	1,000
YOUNG COMPOSERS CHALLENGE 812 E ROLLINS STREET SUITE 300 ORLANDO, FL 32803	NONE	501(C)(3)	SUPPORT OF THE ARTS	17,000
WHY U2009 VENETIAN WAY WINTER PARK, FL 32789	NONE	501(C)(3)	EDUCATION	65,000
ORLANDO MUSEUM OF ART2416 NORTH MILLS AVENUE ORLANDO, FL 32803	NONE	501(C)(3)	SUPPORT OF THE ARTS	2,000
ORLANDO PHILHARMONIC812 E ROLLINS STREET ORLANDO, FL 32803	NONE	501(C)(3)	COMMUNITY SUPPORT	30,000
ORLANDO SCIENCE CENTER777 EAST PRINCETON STREET ORLANDO, FL 32803	NONE	501(C)(3)	COMMUNITY SUPPORT	5,000
Total . . . . ▶ **3a**				120,600

TY 2011 Accounting Fees Schedule

Name: THE STEPHEN H GOLDMAN FOUNDATION INC

EIN: 59-3690155

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,000	3,000	0	0

TY 2011 Legal Fees Schedule

Name: THE STEPHEN H GOLDMAN FOUNDATION INC

EIN: 59-3690155

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ATTORNEY FEES	844	844	0	0

TY 2011 Other Decreases Schedule

Name: THE STEPHEN H GOLDMAN FOUNDATION INC

EIN: 59-3690155

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
INVESTMENT BASIS ADJUSTMENT	14,610

TY 2011 Other Expenses Schedule

Name: THE STEPHEN H GOLDMAN FOUNDATION INC

EIN: 59-3690155

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING EXPENSE	2,122	2,122		
BANK CHARGE	60	60		

TY 2011 Other Professional Fees Schedule

Name: THE STEPHEN H GOLDMAN FOUNDATION INC

EIN: 59-3690155

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	14,029	14,029	0	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491320011822

TY 2011 Taxes Schedule

Name: THE STEPHEN H GOLDMAN FOUNDATION INC

EIN: 59-3690155

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	868	868		

Fidelity INVESTMENTS

2011 Informational Tax Reporting Statement

STEPHEN H GOLDMAN FOUNDATION I Account No 637-773395 Customer Service. 407-585-1160
Recipient ID No **-***0155 Payer's Fed ID Number: 04-3523567

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)
ALTEGRIS MANAGED FUTURES STRATEGY I 66537V336	various	11/23/11 Short-Term	11,677 372 Sale	114,875 86	119,000 00	-4,124 14		
ARTISAN INTL VALUE FUND INV CL 04314H881	11/15/11	12/02/11 Short-Term	5,607.328 Sale	140,800 00	88,539.71	52,260.29		
AUER GROWTH 90470K248	various	11/23/11 Long-Term	25,942.134 Sale	140,346 94	157,175.70	-16,828.76		
FIRST EAGLE GOLD CLASS A 32008F408	11/25/11	11/29/11 Short-Term	2,035.099 Sale	66,100 00	48,557.47	17,542.53		
FPA CRESCENT INSTL 30254T759	11/23/11	11/28/11 Short-Term	6,863 642 Sale	182,189.70	179,619.39	2,570.31		
IRON STRATEGIC INCOME FD INSTL 90470K446	various	11/23/11 Long-Term	8,656 684 Sale	99,262.82	101,837 16	-2,574.34		
	various	11/23/11 Short-Term	3,143 128 Sale	36,041.02	36,975 73	-934.71		
Sub Totals				**135,303.84**	**138,812.89** z			
			Short-Term Losses			-934.71		
			Long-Term Losses			-2,574.34		
IVA WORLDWIDE FUND CL I 45070A206	various	11/23/11 Long-Term	9,780.246 Sale	154,481.52	156,087.49	-1,605 97		
	various	11/23/11 Short-Term	6,204.331 Sale	97,999.02	99,017 80	-1,018 78		
Sub Totals				**252,480.54**	**255,105.29** z			
			Short-Term Losses			-1,018.78		
			Long-Term Losses			-1,605 97		

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

Fidelity INVESTMENTS

2011 Informational Tax Reporting Statement

STEPHEN H GOLDMAN FOUNDATION I Account No 637-773395 Customer Service. 407-565-1160
Recipient ID No **-***0155 Payer's Fed ID Number 04-3523567

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)
LOOMIS SAYLES BOND INSTL 543495840	unknown	12/01/11 Long-Term	7,804.792 Sale	109,070 99	unknown	unknown		
PIMCO COMMODITY REAL RETURN INST 722005667	various	11/23/11 Long-Term	10,511.811 Sale	80,060.00	111,412.65	-31,352.65	532.67	
SCHWAB HEDGED EQUITYSELECT SHARES 808509699	11/23/11	11/30/11 Short-Term	10,539 928 Sale	164,172.08	160,000 00	4,172 08		
TOTALS				**1,385,399.95**	**1,258,223.10 z**			**0.00**
SHORT-TERM TOTALS				**802,177.68**	**731,710.10 z**			
			Gains			76,545 21		
			Losses			-6,077 63		
			Disallowed Losses				0.00	
LONG-TERM TOTALS				**583,222.27**	**526,513.00 z**			
			Gains			0.00		
			Losses			-52,361 72		
			Disallowed Losses				532 67	

§ 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

For securities bought in a foreign currency, we have provided estimated cost basis in United States Dollars (USD) by converting the foreign currency cost into USD based on exchange rates on the trade date of the purchase For securities sold (or redeemed) in a foreign currency, we have provided the USD proceeds by converting the foreign currency proceeds into USD based on exchange rates on the trade date of the sale If you acquired the foreign currency cost, or sold the foreign currency proceeds in exchange for USD in a separate currency transaction linked to the security transaction, then the trade date exchange rate we used is the spot rate at the time of the linked currency transaction Otherwise, the trade date exchange rate we used is the end-of-day exchange rate. For tax reporting purposes, you may be required to determine your actual USD cost basis, proceeds, and gain/loss based on the exchange rates on the settlement dates of the applicable transactions Consult your tax advisor for more information.

*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

1099 DIV, INT, OID, B

ERROR MESSAGES

PAYER

59-3482833 SUNTRUST BANK
W&IM TAX SERVICES
P.O. BOX 1908
ORLANDO, FL 32802-1908

RECIPIENT

59-3690155 STEPHEN GOLDMAN FOUNDATION, INC
C/O STEPHEN GOLDMAN, DIRECTOR
2009 VENETIAN WAY
WINTER PARK, FL 32789

1099-DIV	TAX CODE	SUBTOTAL	TOTAL
TOT ORDINARY DIVIDENDS	1	1824 32	
	3	889 05	
	5	3980 55	
	501	487 34	
	502	30661.29	
	517	55 68	
			37898 23
QUALIFIED DIVIDENDS	3	889.05	
	5	3980.55	
			4869.60
TOT CAP GAIN DIST	507	433.06	
			433.06
FOREIGN TAX PAID	299	63 16	
	499	36 47	
			99.63

1099-INT	TAX CODE	SUBTOTAL	TOTAL
NONE			

1099-OID	ASSET ID	DESCRIPTION	OID AMOUNT	OID USGI AMOUNT	FED TAX WTH
NONE					

1099-B (SALES)

ASSET ID	DESCRIPTION	SALE DATE	ACQ DATE	SALES PRICE	COST BASIS	FED TAX WTH	TERM	NC
04314H881	ARTISAN INTL VALUE-INVS	01/25/11	12/16/10	4882.31	4779.18	0 00	ST	Y
233203587	DFA EMERGING MKTS VALUE-I	10/24/11	09/08/11	43193 02	54334 08	0 00	ST	Y
233203397	DFA US CORE EQUITY 2-I	10/24/11	09/08/11	142937 45	152696.63	0.00	ST	Y
32008F408	FIRST EAGLE GOLD-A	07/20/11	12/16/10	6532.49	6179.57	0.00	ST	Y
448108100	HUSSMAN STRATEGIC GROWTH FD	04/19/11	12/31/10	248 21	251 07	0.00	ST	Y
543916712	LORD ABBETT CONV-Y	01/25/11	12/17/10	12117 83	11079 75	0 00	ST	Y
543916712	LORD ABBETT CONV-Y	10/24/11	09/30/11	2313 80	2480 41	0 00	ST	Y
922031836	VANGUARD SHORT-TERM INVT GRADE	02/08/11	06/28/11	4048.63	4058 65	0 00	ST	Y
04314H881	ARTISAN INTL VALUE-INVS	01/25/11	11/19/08	95117 69	54694 41	0 00	LT15	Y
233203587	DFA EMERGING MKTS VALUE-I	10/24/11	09/08/10	48225.13	50496 79	0.00	LT15	Y
233203397	DFA US CORE EQUITY 2-I	10/24/11	09/08/10	99556 83	95626 99	0.00	LT15	Y
32008F408	FIRST EAGLE GOLD-A	07/20/11	12/16/09	3467.51	2536.74	0.00	LT15	Y
448108100	HUSSMAN STRATEGIC GROWTH FD	04/19/11	12/31/09	110125 09	117724 43	0.00	LT15	Y
543916712	LORD ABBETT CONV-Y	01/25/11	12/30/09	137882.15	99078.34	0 00	LT15	Y
543916712	LORD ABBETT CONV-Y	10/24/11	01/26/09	110186.21	85573 46	0 00	LT15	Y
722005667	PIMCO COMMODITY REALRTN STRATE	07/20/11	09/18/08	9999 99	17366 10	0 00	LT15	Y
922031836	VANGUARD SHORT-TERM INVT GRADE	02/08/11	01/29/10	45951.37	44608.73	0.00	LT15	Y
				876785 71	803565 33	0.00		

short term [illegible] [illegible]

REGULATED FUTURES CONTRACTS	TAX CODE	TOTAL
NONE		

long term [illegible] [illegible]