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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

2011

For calendar year 2011 or tax year beginning

DEC 1, 2011

, and ending

NOV 30, 2012

Name of foundation

THE GOLDSTEIN FAMILY FOUNDATION

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

C/O ARTHUR FOX CPA, 126 E. 56TH. ST

Room/suite

12FL

City or town, state, and ZIP code

NEW YORK, NY 10022

G Check all that apply

 Initial return Initial return of a former public charity Final return Amended return Address change Name change

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

J Accounting method

 Cash Accrual

(from Part II, col. (c), line 16)

► \$ 14,959,086. (Part I, column (d) must be on cash basis.)

A Employer identification number

13-3192220

B Telephone number

212-752-6400

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 

Foreign organizations meeting the 85% test,

2. 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 ► 

## 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			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	602.	602.		STATEMENT 1
	4 Dividends and interest from securities	516,883.	487,707.		STATEMENT 2
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-222,320.			
	b Gross sales price for all assets on line 6a	2,230,680.			
	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	295,165.	488,309.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	3,000.	1,500.		1,500.
	c Other professional fees				
	17 Interest				
	18 Taxes	9,122.	0.		750.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	52.	52.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	12,174.	1,552.		2,250.
	25 Contributions, gifts, grants paid	707,040.			707,040.
	26 Total expenses and disbursements. Add lines 24 and 25	719,214.	1,552.		709,290.
	27 Subtract line 26 from line 12	-424,049.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		486,757.		
	c Adjusted net income (if negative, enter -0-)			N/A	

123501  
12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

<b>Part II</b> Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
Assets	1 Cash - non-interest-bearing	29,541.	887.	887.
	2 Savings and temporary cash investments	2,901,753.	2,217,558.	2,217,558.
	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	14,962.		
	10a Investments - U.S. and state government obligations	STMT 6	3,300,000.	3,200,000.
	b Investments - corporate stock	STMT 7	948,335.	1,206,743.
	c Investments - corporate bonds	STMT 8	6,450,678.	6,596,032.
	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)		13,645,269.	13,221,220.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	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 ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,724,638.	3,724,638.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,920,631.	9,496,582.	
	30 Total net assets or fund balances	13,645,269.	13,221,220.	
	31 Total liabilities and net assets/fund balances	13,645,269.	13,221,220.	

**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	13,645,269.
2 Enter amount from Part I, line 27a	2	-424,049.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	13,221,220.
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	13,221,220.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	2,230,680.		2,453,000.	-222,320.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) 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					
b					
c					
d					
e				-222,320.	
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	-222,320.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

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

 Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	666,290.	12,765,512.	.052195
2009	705,574.	14,038,054.	.050262
2008	706,221.	13,885,053.	.050862
2007	738,251.	14,322,914.	.051543
2006	808,272.	18,372,644.	.043993

2 Total of line 1, column (d)

2 .248855

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 .049771

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 15,092,083.

5 Multiply line 4 by line 3

5 751,148.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 4,868.

7 Add lines 5 and 6

7 756,016.

8 Enter qualifying distributions from Part XII, line 4

8 709,290.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	} 1 2 3 4 5	9,735.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		9,735.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0.
3	Add lines 1 and 2		9,735.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0.	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	9,735.	
6	<b>Credits/Payments</b>		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	8,372.	
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d	8,372.	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	1,363.	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	Refunded ►	
		11	

**Part VII-A Statements Regarding Activities**

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 1b 1c	Yes X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		Yes X
c	Did the foundation file Form 1120-POL for this year?		Yes 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? <i>If "Yes," attach a detailed description of the activities.</i>	Yes 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? <i>If "Yes," attach a conformed copy of the changes</i>	Yes X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	} 4a 4b 5 N/A	Yes X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		Yes 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?		Yes X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>		Yes X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY		Yes X
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	Yes 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	Yes X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes X	

**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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► <u>ARTHUR V. FOX, CPA P.C.</u> Located at ► <u>126 EAST 56TH STREET-12FL, NEW YORK, NY</u>	Telephone no ► <u>212-752-6400</u> ZIP+4 ► <u>10022</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	<input type="checkbox"/> 15	<input checked="" type="checkbox"/> X
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 ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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	<input type="checkbox"/> 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?	<input type="checkbox"/> 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)).	<input type="checkbox"/> 1c	<input checked="" type="checkbox"/> 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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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 instructions)	<input type="checkbox"/> 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 ►	<input type="checkbox"/> 2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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.)	<input type="checkbox"/> N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 3b	
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?	<input type="checkbox"/> 4a	<input checked="" type="checkbox"/> X
		<input type="checkbox"/> 4b	<input checked="" type="checkbox"/> X

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

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

 Yes  No

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

 Yes  No

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

 Yes  No

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

 Yes  No

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

 Yes  No

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

 Yes  No

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

N/A

5b

► 

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

 Yes  No

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

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

 Yes  No

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

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

 Yes  No

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
JEROME R. GOLDSTEIN C/O J.P. MORGAN 277 PARK AVE NEW YORK, NY 10172	PRESIDENT 0.00	0.	0.	0.
DOROTHY L. GOLDSTEIN C/O J.P. MORGAN 277 PARK AVE NEW YORK, NY 10172	VICE PRESIDENT 0.00	0.	0.	0.
BETTINA L. DECKER C/O J.P. MORGAN 277 PARK AVE NEW YORK, NY 10172	TREAS/SEC 0.00	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	
3	
All other program-related investments. See instructions	
3	
<b>Total.</b> Add lines 1 through 3	► 0.

**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	15,306,698.
b Average of monthly cash balances	1b	15,214.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	15,321,912.
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	15,321,912.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	229,829.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,092,083.
6 Minimum investment return. Enter 5% of line 5	6	754,604.

**Part XI Distributable Amount** (see instructions) (Section 4942(l)(3) and (l)(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	754,604.
2a Tax on investment income for 2011 from Part VI, line 5	2a	9,735.
b Income tax for 2011 (This does not include the tax from Part VI )	2b	
c Add lines 2a and 2b	2c	9,735.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	744,869.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	744,869.
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	744,869.

**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	709,290.
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	709,290.
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	709,290.

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

**Part XIII. Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				744,869.
2 Undistributed income, if any, as of the end of 2011			626,434.	
a Enter amount for 2010 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 709,290.			626,434.	
a Applied to 2010, but not more than line 2a				
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			82,856.	
e Remaining amount distributed out of corpus	0.			0.
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	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 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				662,013.
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				



**Part 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)				
<b>a Paid during the year</b>			THE PURPOSE OF THESE CONTRIBUTIONS IS TO	
			PROVIDE THE DONEE ORGANIZATIONS TO CARRY OUT	
			THEIR EXEMPT FUNCTIONS	
SEE SCHEDULE ATTACHED	NONE			707,040.
<b>Total</b>			► 3a	707,040.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			► 3b	0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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					602.
4 Dividends and interest from securities					516,883.
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					-222,320.
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)		0.		0.	295,165.
13 Total. Add line 12, columns (b), (d), and (e)				13	295,165.
(See worksheet in line 13 instructions to verify calculations.)					

(See worksheet in line 13 instructions to verify calculations )

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	NOT APPLICABLE



STATE OF NEW YORK  
*County of New York, s:*

THE ANNUAL RETURN  
OF The Goldstein Family  
FOUNDATION for the fis-  
cal year ended 11/30/12 is  
available at its principal  
office located at c/o Arthur  
Fox CPA 128 E 56 St New  
York, NY 10022 for inspec-  
tion during regular busi-  
ness hours by any citizen  
who requests it within 180  
days hereof. Principal  
Manager of the Founda-  
tion is Jerome Goldstein  
2040115 f27

Mary Pawlina, being duly sworn, says that she is the PRINCIPAL  
CLERK of the Publisher of the **NEW YORK LAW**  
**JOURNAL**, a Daily Newspaper; that the Advertisement hereto  
annexed has been published in the said **NEW YORK LAW**  
**JOURNAL** one time on the 27th day of February, 2013.

TO WIT : FEBRUARY 27, 2013

SWORN BEFORE ME, this 27th day  
Of February, 2013.



Cynthia Byrd  
Notary Public, State of New York  
No. 01BY6056945  
Qualified in Kings County  
Commission Expires April 09, 2015

## THE GOLDSTEIN FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV  
13-3192220 PAGE 1 OF 1

## 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	J.P. MORGAN CHASE	P		02/08/12
b	LEVEL 3 FIN	P		02/13/12
c	CREDIT SUISSE	P		04/10/12
d	DEUTSCHE BANK	P		04/25/12
e	J.P. MORGAN CHASE	P		04/25/12
f	DEUTSCHE BANK	P		10/25/12
g	J.P. MORGAN CHASE	P		05/16/12
h	DEUTSCHE BANK	P		08/15/12
i	AVIS BUDGET CAR RENT LLC	P		09/04/12
j				
k				
l				
m				
n				
o				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 257,269.		300,000.		-42,731.
b 511,565.		500,000.		11,565.
c 347,328.		400,000.		-52,672.
d 309,049.		400,000.		-90,951.
e 128,823.		200,000.		-71,177.
f 478,500.		435,000.		43,500.
g 68,390.		100,000.		-31,610.
h 60,000.		50,000.		10,000.
i 69,756.		68,000.		1,756.
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	-222,320.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8		3	N/A	

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

SOURCE	AMOUNT
J.P. MORGAN CHASE-BROKERAGE	602.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	602.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
J.P. MORGAN CHASE-BROKERAGE-CORP BOND INT	365,176.	0.	365,176.
J.P. MORGAN CHASE-BROKERAGE-CORP BOND INT ACCRUED	53,675.	0.	53,675.
J.P. MORGAN CHASE-BROKERAGE-DIVIDENDS	68,856.	0.	68,856.
J.P. MORGAN CHASE-BROKERAGE-MUNICIPAL INT	29,176.	0.	29,176.
TOTAL TO FM 990-PF, PART I, LN 4	516,883.	0.	516,883.

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	3,000.	1,500.		1,500.
TO FORM 990-PF, PG 1, LN 16B	3,000.	1,500.		1,500.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX NY STATE FILING FEE	8,372. 750.	0. 0.		0. 750.
TO FORM 990-PF, PG 1, LN 18	9,122.	0.		750.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	0.	0.		0.
BANK CHARGE	52.	52.		0.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
2400M MASS ST HEALTH & EDL	X		2,400,000.	2,400,000.
800M NEW YORK NY ARS BDS	X		800,000.	800,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,200,000.	3,200,000.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,200,000.	3,200,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,171 SHS ALCATEL-LUCENT	185,112.	1,288.
10,000 SHS ANIXTER INTERNATIONAL INC	306,067.	610,800.
354 SHS LSI LOGIC CORP	41,046.	2,386.
3,000 SHS APPLE COMPUTER	416,110.	1,755,840.
5,550 SH. FREEPORT MCMORAN COPPER & GOLD	258,408.	216,506.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>1,206,743.</b>	<b>2,586,820.</b>

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1000M CITIGROUP INC SUB NT	926,300.	1,053,010.
650M FORD MOTOR CREDIT NOTES	637,813.	728,644.
600M FORD MOTOR CREDIT NOTES	600,000.	672,594.
500M M&I MARSHALL & ISLEY BANK	0.	0.
432M AVIS BUDGET CAR RENT LLC 14	431,919.	443,344.
500M AVIS BUDGET CAR RENT LLC 16	0.	0.
500M LEVEL 3 INC	0.	0.
250M CONTINENTAL AIRLINES	0.	0.
300M FORD MOTOR CREDIT 8/1/12	0.	0.
49M FORD MOTOR CREDIT 8/15/12	0.	0.
JP MORGAN CHASE	0.	0.
JP MORGAN CHASE	0.	0.
CREDIT SUISSE AG	400,000.	417,600.
DEUTSCHE BANK	0.	0.
JP MORGAN CHASE	0.	0.
DEUTSCHE BANK	0.	0.
DEUTSCHE BANK	0.	0.
CREDIT SUISSE NEW YORK	200,000.	219,958.
GOLDMAN SACHS GROUP INC	200,000.	218,006.
JP MORGAN CHASE	1,000,000.	1,023,100.
DEUTSCHE BANK	500,000.	503,795.
JP MORGAN CHASE	250,000.	267,450.
JP MORGAN CHASE	200,000.	212,520.
JP MORGAN CHASE	250,000.	250,000.
JP MORGAN CHASE	1,000,000.	943,800.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10C</b>	<b>6,596,032.</b>	<b>6,953,821.</b>

**THE GOLDSTEIN FAMILY FOUNDATION  
CHARITABLE CONTRIBUTIONS  
FOR THE YEAR ENDED NOVEMBER 30, 2012**

NAME	ADDRESS	AMOUNT
St Lukes-Rosevelt Hospital	555 West 57 St, NY NY 10819	1,000.00 c
The Maripac Center	Box 2012 Providence RI	200.00 c
Metropolitan Museum of Art	1000 5th Ave NY NY 10028	300.00 c
The Macula foundation	210 E 64 St NY NY 10065	200.00 c
St Jude Childrens Hospital	501 St Jude Place Memphis TN 38103	200.00 c
Metropolitan Museum of Art	1000 5th Ave NY NY 10028	500.00 c
Specter & Horowitz Foundation	111 W 57 ST NY NY 10019	500.00 c
NY Eye and Ear	310 E 14 St NY NY 10003	500.00 c
Canavan Foundation	450 West End Ave, NY NY 10024	500.00 c
Wilkes University	84 west South ST Wilkes Barre Pa 18766	500.00 c
The First Congroational Church	40 S Fuller Ave Montclair, NJ 07042	200.00 c
Safe Horizons	2 Lafayette ST NY NY 10007	500.00 c
St Lukes Roosevelt Hospital	555 W 57 St NY NY 10019	2,400.00 c
JASA	247 W 37 St NY NY 10018	500.00 c
Riverside Park Fund	475 Riverside Dr NY NY 10115	250.00 c
The Mount Sinai Hospital	1 Gustave Levy Place NY NY 10029	250.00 c
Westchest Land Trust	403 Harris Rd Bedford Hills NY 10507	3,000.00 c
The Friends of Green Chimneys	400 Doansberg Rd Brewster NY	500.00 c
The Keystone Center	1628 St John Rd Keystone Co 80435	200.00 c
Congregation Temple Emanu-El	1 E 65 ST, NY NY 10021	2,200.00 c
Ticonderoga	PO Box 644 Ticonderoga NY 12883	500.00 c
St Lukes Roosevelt Hospital	555 W 57 St NY NY 10019	1,000.00 c
The Hartford Foundation	10 Columbus Circle Hartford CT 06106	1,000.00 c
The Philanthropy Roundtable	1730 M St NW 601 Washington DC 20036	2,090.00 c
Roosevelt Hospital	1000 10 Ave NY NY 10019	5,000.00 c
Riverside Park Fund	475 Riverside Dr NY NY 10115	500.00 c
The Greatneck Senior Center	80 Grace Ave Great Neck NY 11030	500.00 c
Dolphin Cycling Challenge Inc	347 Don Shula Drive Miami Gardens Fl 33056	25,000.00 c
the Radul Wallenberg Comm of the US	15 W 16 St #6 NY NY 10011	600.00 c
East End Hospice	Box 1048 Westhampton Beach NY 11978	500.00 c
Congregation Temple Emanu-El	1 E 65 ST, NY NY 10021	250.00 c
NY Eye and Ear	310 E 14 St NY NY 10003	1,350.00 c
Dartmouth College	6083 Alumni Gym Hanover NHJ 03755	1,200.43 o/s
Westchester Land Trust	403 Harris Rd Bedford Hills NY 10507	1,400.00 c
The NY Botonical Garded	Box 30703 NY NY 10087	1,000.00 o/s
The Chapin School	100 East End Ave NY NY 10028	30,000.00 o/s
The Metropolotan Museum of Art	1000 5 Ave NY NY	2,000.00 o/s
The Metropolotan Museum of Art	1000 5 Ave NY NY	1,200.00 o/s
St Lukes Roosevelt Hospital	555 W 57 St NY NY 10019	35,000.00 o/s
Dartmouth College	6083 Alumni Gym Hanover NHJ 03755	500.00 o/s
Dartmouth College	6083 Alumni Gym Hanover NHJ 03755	500.00 o/s
Dartmouth College	6083 Alumni Gym Hanover NHJ 03755	10,000.00 o/s
Dartmouth College	6083 Alumni Gym Hanover NHJ 03755	10,000.00 o/s
Dartmouth College	6083 Alumni Gym Hanover NHJ 03755	50,000.00 o/s
Westchester Land Trust	403 Harris Rd Bedford Hills NY 10507	17,000.00 o/s
Central Park Conservancy	14 E 60 St NY NY 10022	500.00 o/s
NY Eye and Ear	310 E 14 St NY NY 10003	25,000.00 o/s
Congregation Temple Emanu-El	2 Lake Street San Francisco Ca 94115	4,000.00 o/s
Metropolitan Meuseum of Art	11 W 53 St NY NY	1,200.00 o/s
The Jewish Museum	1109 5 Ave NY NY	1,000.00 o/s
Columbia Business School	622 W 113 St NY NY	5,000.00 o/s
The Jewish Museum	1109 5 Ave NY NY	1,000.00 o/s
Columbia Business School	622 W 113 St NY NY	500.00 o/s
The Animal Medical Center	510 E 62 Street NY NY 10021	2,000.00 o/s
The Roosevelt Institute	570 Lexington Ave NY NY 10022	5,000.00 o/s
The American Jewish Committee	156 E 56 St NY NY 10022	10,000.00 o/s
Barnard College	3009 Broadway NY NY 10027	500.00 o/s
Wilkes University	111 E Market ST Wilkes Barre Pa 18701	1,000.00 o/s
Wilkes University	111 E Market ST Wilkes Barre Pa 18701	12,500.00 o/s
American Museum of Natual History	Central Park West & 79 ST NY NY 10024	500.00 o/s

Prep for Prep	328 West 71 ST NY NY 10023	500 00	o/s
United Way	Box 520 Hartsdale NY 10530	2,500 00	o/s
WNET 13	Box 1313 NY NY 10102	500.00	o/s
Center for Jewish History	15 West 16 ST NY NY 10114	500 00	o/s
Facing History	14 E 4 St NY NY 10012	500 00	o/s
The NY Public Library	467 5th Ave NY NY 10138	500 00	o/s
The Carl Schurz Park Assoc	217 E 5 ST NY NY 10028	500 00	o/s
The Richard Tucker Fdn	1790 Bdwy NY NY 10019	500 00	o/s
The Meriposa Center	Box 2012 Providence RI	500 00	o/s
The Stechert Horowitz Fdn	119 W 57 St NY NY 10019	500 00	o/s
The Philanthropy Roundtable	1730 M St VW 601 Washington DC 20036	1,000 00	o/s
Norther Westchester Hospital	400 East Main ST Mt Kisco NY	1,100 00	o/s
The Franco Parkins Center	Box 281 New Castle Me	250 00	o/s
Congregation Temple Emanu-El	1 E 65 ST, NY NY 10021	250 00	o/s
Dartmouth College	5 Occum Ridge Hanover NH 03755	250 00	o/s
The Jewish Comm fund	575 Madison Ave NY NY 10022	415,000 00	o/s
		707,040 43	
			652,950 43

NYS Dept of Law	750 00	c
Arthur Fox	3,052 00	c
1qt	8,372 00	c
US Treasury	3,055 75	c
US Treasury	(3,055 75)	c
	719,214 43	