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 DEC 1, 2011 , and ending NOV 30, 2012

Name of foundation
THE FRANK M. & LEE GOLDBERG FOUNDATION

A Employer identification number
95-3678549

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1333 CAMINO DEL RIO SOUTH, SUITE 310

B Telephone number
(619) 297-3900

City or town, state, and ZIP code
SAN DIEGO, CA 92108-3520

C If exemption application is pending, check here ▶☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 1,530,557.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	104.	104.		STATEMENT 1
	4	Dividends and interest from securities	27,795.	27,795.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	480,092.			
	b	Gross sales price for all assets on line 6a 1,325,162.				
	7	Capital gain net income (from Part IV, line 2)		480,092.		
	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	507,991.	507,991.		
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 STMT 3	3,150.	1,575.		1,575.
	c	Other professional fees STMT 4	6,245.	3,123.		3,122.
	17	Interest				
	18	Taxes STMT 5	804.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	32.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,231.	4,698.		4,697.
	25	Contributions, gifts, grants paid	179,500.			179,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	189,731.	4,698.		184,197.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	318,260.			
	b	**Net investment income** (if negative, enter -0-)		503,293.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2011)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	128.	393,481.	393,481.
	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			
	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 8	1,180,798.	1,129,198.	1,137,076.
	c	Investments - corporate bonds			
	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 ▶ MISC RECEIVABLE)	13,000.	0.	0.
	16	**Total assets** (to be completed by all filers)	1,193,926.	1,522,679.	1,530,557.
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			
	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 ▶ ☐ 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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,193,926.	1,522,679.	
	30	**Total net assets or fund balances**	1,193,926.	1,522,679.	
	31	**Total liabilities and net assets/fund balances**	1,193,926.	1,522,679.	

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	1,193,926.
2	Enter amount from Part I, line 27a	2	318,260.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	10,493.
4	Add lines 1, 2, and 3	4	1,522,679.
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	1,522,679.

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	SANFORD BERNSTEIN - ST - SEE STMT A	P		
b	SANFORD BERNSTEIN - LT - SEE STMT A	P		
c	CAPITAL GAINS DIVIDENDS	P		
d	CAPITAL GAINS DIVIDENDS			
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	236,409.		237,764.	<1,355.>
b	1,078,636.		607,306.	471,330.
c	8,233.			8,233.
d	1,884.			1,884.
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				<1,355.>
b				471,330.
c				8,233.
d				1,884.
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	480,092.
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	153,150.	1,229,872.	.124525
2009	718,340.	1,239,916.	.579346
2008	476,652.	1,197,885.	.397911
2007	452,512.	1,505,328.	.300607
2006	619,431.	1,388,604.	.446082

2 **Total** of line 1, column (d)	2	1.848471
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	.369694
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,497,656.
5 Multiply line 4 by line 3	5	553,674.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,033.
7 Add lines 5 and 6	7	558,707.
8 Enter qualifying distributions from Part XII, line 4	8	184,197.

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	10,066.
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	10,066.
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	10,066.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,851.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	12,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	15,851.
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	5,785.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		5,785. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FRANK M. & LEE GOLDBERG Telephone no. ▶ (619) 297-3900

Located at ▶ 1333 CAMINO DEL RIO SOUTH, #310, SAN DIEGO, CA ZIP+4 ▶ 92108

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

			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		X
	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			
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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 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 ▶ ____, ____, ____, ____				
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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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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 **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? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
FRANK M. GOLDBERG 1333 CAMINO DEL RIO SOUTH, SUITE 310 SAN DIEGO, CA 92108	CHAIRMAN 10.00	0.	0.	0.
LEE GOLDBERG 1333 CAMINO DEL RIO SOUTH, SUITE 310 SAN DIEGO, CA 92108	SECRETARY 1.00	0.	0.	0.
EDWARD GOLDBERG 1333 CAMINO DEL RIO SOUTH, SUITE 310 SAN DIEGO, CA 92108	DIRECTOR 1.00	0.	0.	0.
ANNE NAGORNER 1333 CAMINO DEL RIO SOUTH, SUITE 310 SAN DIEGO, CA 92108	PRESIDENT 1.00	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

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 CASH CONTRIBUTIONS TO PUBLIC CHARITIES FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL AND PUBLIC SAFETY PURPOSES.	179,500.
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 NONE	0.
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	1,423,084.
b	Average of monthly cash balances			1b	97,379.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,520,463.
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	1,520,463.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	22,807.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1,497,656.
6	**Minimum investment return.** Enter 5% of line 5			6	74,883.

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	74,883.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,066.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,066.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	64,817.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	64,817.
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	64,817.

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	184,197.
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	184,197.
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	184,197.

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					64,817.
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	564,795.				
b From 2007	387,465.				
c From 2008	419,356.				
d From 2009	673,464.				
e From 2010	93,263.				
f Total of lines 3a through e		2,138,343.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $	184,197.				
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					64,817.
e Remaining amount distributed out of corpus		119,380.			
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		2,257,723.			
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		564,795.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		1,692,928.			
10 Analysis of line 9:					
a Excess from 2007	387,465.				
b Excess from 2008	419,356.				
c Excess from 2009	673,464.				
d Excess from 2010	93,263.				
e Excess from 2011	119,380.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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).)

NONE

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.

NONE

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WORDS ALIVE 5111 SANTA FE STREET SAN DIEGO, CA 92109	NONE	CHARITY		5,000.
CONGREGATION BETH ISRAEL 9001 TOWNE CENTRE DRIVE SAN DIEGO, CA 92122	NONE	CHARITY		40,300.
SAN DIEGO HOSPICE 4311 THIRD AVENUE SAN DIEGO, CA 92103	NONE	CHARITY		2,500.
NORTH COAST REPERATORY THEATRE 987 LOMAS SANTA FE DRIVE, #D SOLANA BEACH, CA 92067	NONE	CHARITY		10,000.
SAN DIEGO MUSEUM OF ART P.O. BOX 122107 SAN DIEGO, CA 92112	NONE	CHARITY		6,800.
Total SEE CONTINUATION SHEET(S)			▶ 3a	179,500.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

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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
SAN DIEGO OPERA ASSOCIATION 1200 THIRD AVE, 18TH FLOOR, CIVIC CENTER PLAZA SAN DIEGO, CA 92101	NONE	CHARITY		30,000.
SEACREST VILLAGE RETIREMENT COMMUNITIES 211 SAXONY ROAD ENCINITAS, CA 92024	NONE	CHARITY		23,000.
SYNAGOGUE FREE 2935 W. DEVON AVENUE CHICAGO, IL 60659	NONE	CHARITY		1,000.
THE OLD GLOBE P.O. BOX 122171 SAN DIEGO, CA 92112	NONE	CHARITY		10,000.
UCSD FOUNDATION 10300 N. TORREY PINES ROAD, 3RD FLOOR LA JOLLA, CA 92037	NONE	FOUNDATION		13,900.
UNITED JEWISH FEDERATION 4950 MURPHY CANYON ROAD SAN DIEGO, CA 92123	NONE	CHARITY		20,000.
WOMEN'S AUXILIARY - SEACREAST VILLAGE 211 SAXONY ROAD ENCINITAS, CA 92024	NONE	CHARITY		10,000.
JEWISH COMMUNITY CENTER 4126 EXECUTIVE DRIVE LA JOLLA, CA 92037	NONE	CHARITY		5,000.
UC SAN DIEGO 9500 GILMAN DRIVE #0853 LA JOLLA, CA 92037	NONE	CHARITY		2,000.
Total from continuation sheets				114,900.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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					104.
4 Dividends and interest from securities					27,795.
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					480,092.
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.	507,991.

13 Total. Add line 12, columns (b), (d), and (e) 13 507,991.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
13	ABOVE INCOME AMOUNTS PROVIDE FUNDS FOR OUR EXEMPT PURPOSE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
		N/A	

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

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Signature of officer or trustee	Date	Title
	10-14-13	CHAIRMAN

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MATTHEW HEIL CPA		10/14/13		P00284182

Firm's name ▶ HEIL TAX & ACCOUNTING SERVICES

Firm's EIN ▶ 20-4654323

Firm's address ▶ 1333 CAMINO DEL RIO SOUTH, SUITE 308
SAN DIEGO, CA 92108

Phone no. 619-294-4400

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

SOURCE	AMOUNT
BERNSTEIN	16.
CALIFORNIA BANK & TRUST	88.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	104.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNSTEIN-DIVIDENDS	29,529.	1,884.	27,645.
VARIOUS INVESTMENT SETTLEMENT PROCEEDS	150.	0.	150.
TOTAL TO FM 990-PF, PART I, LN 4	29,679.	1,884.	27,795.

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 FEES	3,150.	1,575.		1,575.
TO FORM 990-PF, PG 1, LN 16B	3,150.	1,575.		1,575.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	6,245.	3,123.		3,122.
TO FORM 990-PF, PG 1, LN 16C	6,245.	3,123.		3,122.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE INCOME TAX	35.	0.		0.
FEDERAL INCOME TAX (NET 2010 REFUND)	769.	0.		0.
TO FORM 990-PF, PG 1, LN 18	804.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSE AND FEES	20.	0.		0.
BANK CHARGES	12.	0.		0.
TO FORM 990-PF, PG 1, LN 23	32.	0.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
ADJUSTMENT TO TIE OUT BOOK VALUE TO COST BASIS OF EQUITIES	10,493.
TOTAL TO FORM 990-PF, PART III, LINE 3	10,493.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES	1,129,198.	1,137,076.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,129,198.	1,137,076.

BERNSTEIN
Global Wealth Management

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
December 1, 2011 - November 30, 2012

Nontaxable Summary[1 2]

Description		Gain/(Loss)
Short-Term		($1,354.92)
Long-Term		$471,330.42
	Total	**$469,975.50**

Description		Gain/(Loss)
LT Cap Gains Distribution from Bernstein Funds		$8,233.26
	Overall Total	**$478,208.76**

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	11/16/2012	11/27/2012	15	TRIMBLE NAVIGATION LTD	$54.93	$52.50	$823.98	$787.57	$36.41
888-26052	11/15/2012	11/27/2012	6	ULTA SALON COSMETICS & FRAGRAN	$93.58	$87.40	$561.48	$524.40	$37.08
888-26052	10/26/2012	11/27/2012	5	AMAZON.COM INC	$244.77	$235.65	$1,223 85	$1,178.26	$45.59
888-26052	10/18/2012	11/27/2012	15	DIAMOND OFFSHORE DRILLING	$67.45	$70.85	$1,011.75	$1,062.80	($51.05)
888-26052	10/10/2012	11/27/2012	30	US BANCORP	$32.25	$34.57	$967.37	$1,037.00	($69.63)
888-26052	10/09/2012	11/27/2012	40	FORD MOTOR CO	$11.21	$10.06	$448 53	$402.58	$45.95
888-26052	09/14/2012	11/27/2012	10	TJX COMPANIES INC	$43.37	$46.37	$433 70	$463.73	($30.03)
888-26052	09/11/2012	11/27/2012	20	TJX COMPANIES INC	$43.37	$45.81	$867 39	$916 19	($48.80)
888-26052	09/06/2012	11/27/2012	6	EXXON MOBIL CORP	$88.02	$88.90	$528.15	$533.42	($5 27)
888-26052	08/30/2012	11/27/2012	5	ROPER INDUSTRIES INC	$111.52	$102.63	$557.59	$513.15	$44.44
888-26052	08/24/2012	11/27/2012	25	EBAY INC	$51.57	$47.21	$1,289.29	$1,180.35	$108.94
888-26052	08/20/2012	11/27/2012	65	PULTE GROUP INC	$17.31	$13 00	$1,125 28	$844.70	$280.58
888-26052	08/10/2012	11/27/2012	14	EXXON MOBIL CORP	$88 02	$88 14	$1,232 34	$1,233.98	($1.64)
888-26052	08/08/2012	11/27/2012	15	CELGENE CORP	$78.51	$71.61	$1,177.65	$1,074.09	$103.56
888-26052	08/08/2012	11/27/2012	1	INTUITIVE SURGICAL INC	$527.06	$501.16	$527.06	$501.16	$25 90
888-26052	08/01/2012	11/27/2012	15	INTERCONTINENTALEXCHANGE INC	$130.49	$130.24	$1,957.32	$1,953.65	$3 67
888-26052	07/25/2012	11/27/2012	5	BIOGEN IDEC INC	$148.28	$142.17	$741 38	$710.87	$30.51
888-26052	07/18/2012	11/27/2012	15	IDEXX LABS CORP	$92.50	$91.96	$1,387 46	$1,379.37	$8.09

Stmt A

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
December 1, 2011 - November 30, 2012

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	07/10/2012	11/27/2012	20	RED HAT INC	$48.40	$51.20	$968.10	$1,024 00	($55.90)
888-26052	07/09/2012	11/27/2012	3	CHIPOTLE MEXICAN GRILL-CL A	$265.51	$386.20	$796.53	$1,158 61	($362.08)
888-26052	07/06/2012	11/27/2012	10	RACKSPACE HOSTING INC	$66.39	$44.51	$663.90	$445.09	$218.81
888-26052	07/05/2012	11/27/2012	60	MORGAN STANLEY	$16.80	$14.79	$1,008.08	$887.18	$120.90
888-26052	06/28/2012	11/27/2012	15	ANSYS INC	$65.98	$61.85	$989.72	$927.75	$61.97
888-26052	06/28/2012	11/27/2012	7	CUMMINS INC	$101.48	$91.01	$710.33	$637.05	$73.28
888-26052	06/27/2012	11/27/2012	25	PHILIP MORRIS INTERNATIONAL	$89.65	$84.90	$2,241.18	$2,122.47	$118.71
888-26052	06/26/2012	11/27/2012	5	AFFILIATED MANAGERS GROUP INC	$128.31	$102.54	$641.56	$512.71	$128.85
888-26052	06/13/2012	11/27/2012	6	VF CORP	$157.11	$137.88	$942.66	$827.26	$115.40
888-26052	06/05/2012	11/27/2012	10	ESTEE LAUDER COMPANIES-CL A	$59.07	$53.68	$590.65	$536.84	$53.81
888-26052	06/04/2012	11/27/2012	5	LINKEDIN CORP - A	$108.20	$89.24	$541.00	$446.20	$94.80
888-26052	06/04/2012	11/27/2012	35	MACY'S INC	$39.76	$36.21	$1,391.68	$1,267.21	$124.47
888-26052	05/30/2012	11/27/2012	10	LAS VEGAS SANDS CORP	$46.86	$47.66	$468.56	$476.57	($8.01)
888-26052	05/22/2012	11/27/2012	15	HELMERICH & PAYNE	$50.22	$45.61	$753.30	$684.21	$69.09
888-26052	05/22/2012	11/27/2012	15	OCEANEERING INTL INC	$53.43	$47.82	$801.39	$717.25	$84.14
888-26052	05/21/2012	11/27/2012	2	F5 NETWORKS INC	$92.74	$116.06	$185.47	$232.11	($46.64)
888-26052	05/17/2012	11/27/2012	1	PRICELINE.COM INC	$642.97	$647.12	$642.97	$647.12	($4.15)
888-26052	04/16/2012	11/27/2012	20	JPMORGAN CHASE & CO	$41.01	$43.04	$820.27	$860.78	($40.51)
888-26052	04/13/2012	11/27/2012	3	COACH INC	$58.35	$74.22	$175.04	$222.66	($47.62)
888-26052	04/13/2012	11/27/2012	13	F5 NETWORKS INC	$92 74	$122.23	$1,205 56	$1,588.98	($383.42)
888-26052	04/11/2012	11/27/2012	22	COACH INC	$58.35	$73.62	$1,283.65	$1,619.56	($335.91)
888-26052	04/09/2012	11/27/2012	30	COGNIZANT TECH SOLUTIONS-A	$65.68	$75.89	$1,970 48	$2,276.63	($306.15)
888-26052	04/04/2012	11/27/2012	25	MARATHON OIL CORP	$31.07	$31.10	$776.81	$777.46	($0.65)
888-26052	04/04/2012	11/27/2012	5	TIBCO SOFTWARE INC	$25.68	$31.35	$128 42	$156.74	($28.32)
888-26052	03/15/2012	11/27/2012	8	NATIONAL - OILWELL INC	$70.53	$80.01	$564 22	$640.07	($75.85)
888-26052	03/15/2012	11/27/2012	45	TIBCO SOFTWARE INC	$25.68	$30.53	$1,155.76	$1,374.02	($218.26)
888-26052	03/13/2012	11/27/2012	2	FLOWSERVE CORPORATION	$139.66	$116.16	$279 32	$232 31	$47 01
888-26052	03/13/2012	11/27/2012	15	GENERAL MOTORS CO	$25.19	$25.83	$377 88	$387 50	($9 62)
888-26052	03/07/2012	11/27/2012	19	WELLS FARGO & COMPANY	$32.80	$30.59	$623 29	$581.19	$42 10
888-26052	03/06/2012	11/27/2012	10	MCKESSON CORP	$92.81	$82.38	$928.10	$823 83	$104.27

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
December 1, 2011 - November 30, 2012

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	03/01/2012	11/27/2012	20	MARATHON OIL CORP	$31.07	$34.27	$621 44	$685.33	($63 89)
888-26052	02/16/2012	11/27/2012	9	NATIONAL - OILWELL INC	$70.53	$83.85	$634.75	$754.68	($119.93)
888-26052	02/14/2012	11/27/2012	3	NATIONAL - OILWELL INC	$70.53	$83.52	$211.58	$250.56	($38.98)
888-26052	02/13/2012	11/27/2012	20	WELLS FARGO & COMPANY	$32.80	$30.66	$656.10	$613.29	$42.81
888-26052	02/09/2012	11/27/2012	36	WELLS FARGO & COMPANY	$32.80	$30.56	$1,180.98	$1,100.20	$80.78
888-26052	02/03/2012	11/27/2012	3	HERSHEY CO/THE	$72.50	$61.68	$217.50	$185.03	$32.47
888-26052	01/11/2012	11/27/2012	2	PRECISION CASTPARTS CORP	$178.65	$174.50	$357.30	$348.99	$8.31
888-26052	12/27/2011	11/27/2012	70	CISCO SYSTEMS INC	$19.08	$18.55	$1,335.40	$1,298.45	$36.95
888-26052	12/21/2011	11/27/2012	19	HERSHEY CO/THE	$72.50	$60.50	$1,377.50	$1,149.42	$228.08
888-26052	05/30/2012	11/20/2012	5	LAS VEGAS SANDS CORP	$43.50	$47.66	$217.49	$238.29	($20.80)
888-26052	03/13/2012	11/20/2012	15	LAS VEGAS SANDS CORP	$43.50	$55.90	$652.46	$838.46	($186.00)
888-26052	06/25/2012	11/15/2012	30	ORACLE CORP	$29.73	$27.57	$891.99	$827.09	$64.90
888-26052	09/28/2012	11/13/2012	15	EMERSON ELECTRIC CO	$50.23	$48.20	$753.44	$723.05	$30.39
888-26052	06/25/2012	11/13/2012	35	INTEL CORP	$20.55	$26.24	$719.23	$918.24	($199.01)
888-26052	06/13/2012	11/13/2012	35	INTEL CORP	$20.55	$26.77	$719.24	$936.99	($217.75)
888-26052	05/03/2012	11/13/2012	20	EMERSON ELECTRIC CO	$50.23	$49.49	$1,004.59	$989.86	$14.73
888-26052	04/25/2012	11/13/2012	25	EMERSON ELECTRIC CO	$50.23	$51.19	$1,255.73	$1,279.83	($24.10)
888-26052	06/13/2012	11/08/2012	65	INTEL CORP	$21.00	$26.77	$1,364 92	$1,740.13	($375 21)
888-26052	05/17/2012	11/08/2012	2	PRICELINE.COM INC	$630.88	$647.13	$1,261 76	$1,294.25	($32.49)
888-26052	10/09/2012	11/07/2012	8	MEAD JOHNSON NUTRITION CO	$66.33	$71.80	$530 68	$574 37	($43.69)
888-26052	10/05/2012	11/07/2012	17	MEAD JOHNSON NUTRITION CO	$66.33	$72.89	$1,127 68	$1,239 21	($111 53)
888-26052	03/13/2012	11/02/2012	20	APOLLO GROUP INC-CL A	$20.18	$42.19	$403.67	$843.79	($440 12)
888-26052	02/29/2012	11/02/2012	15	APOLLO GROUP INC-CL A	$20.18	$42.48	$302 75	$637.20	($334.45)
888-26052	01/03/2012	11/02/2012	40	APOLLO GROUP INC-CL A	$20.18	$53.17	$807 34	$2,126.70	($1,319.36)
888-26052	04/16/2012	10/31/2012	19	JPMORGAN CHASE & CO	$41.40	$43.04	$786 68	$817 74	($31.06)
888-26052	03/28/2012	10/31/2012	25	JPMORGAN CHASE & CO	$41.40	$46 10	$1,035.10	$1,152.49	($117.39)
888-26052	11/15/2011	10/25/2012	45	GENERAL MOTORS CO	$23.67	$23.06	$1,065.10	$1,037.48	$27.62
888-26052	11/10/2011	10/25/2012	30	GENERAL MOTORS CO	$23.67	$22.47	$710 07	$674.20	$35 87
888-26052	02/14/2012	10/24/2012	10	NATIONAL - OILWELL INC	$77.33	$83.52	$773.32	$835.22	($61.90)
888-26052	05/22/2012	10/22/2012	15	HELMERICH & PAYNE	$49.92	$45.61	$748.84	$684.21	$64 63

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
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Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	04/24/2012	10/09/2012	80	LEUCADIA NATIONAL CO	$22.76	$24.37	$1,820.63	$1,949.76	($129.13)
888-26052	03/13/2012	10/09/2012	15	UNITEDHEALTH GROUP INC	$57.54	$54.99	$863.09	$824.90	$38.19
888-26052	02/08/2012	10/09/2012	10	UNITEDHEALTH GROUP INC	$57.54	$52.12	$575.40	$521.17	$54.23
888-26052	03/07/2012	10/04/2012	13	GILEAD SCIENCES INC	$69.65	$45.30	$905.39	$588.88	$316.51
888-26052	06/13/2012	10/03/2012	35	INTEL CORP	$22.57	$26.77	$790.04	$936.99	($146.95)
888-26052	06/07/2012	10/03/2012	55	INTEL CORP	$22.57	$26.12	$1,241.50	$1,436.34	($194.84)
888-26052	02/21/2012	10/02/2012	15	PERRIGO INC	$117.35	$94.39	$1,760.26	$1,415.86	$344.40
888-26052	11/23/2011	10/02/2012	7	PERRIGO INC	$117.35	$89.98	$821.46	$629.83	$191.63
888-26052	03/08/2012	09/24/2012	52	WELLS FARGO & COMPANY	$34.98	$31.25	$1,819.01	$1,624.82	$194.19
888-26052	02/09/2012	09/24/2012	9	WELLS FARGO & COMPANY	$34.98	$30.56	$314.83	$275.05	$39.78
888-26052	10/12/2011	09/21/2012	20	CENTURYLINK INC	$41.95	$34.24	$839.07	$684.87	$154.20
888-26052	05/16/2012	09/17/2012	30	OCEANEERING INTL INC	$57.19	$48.55	$1,715.57	$1,456.64	$258.93
888-26052	05/04/2012	09/17/2012	65	NEWELL RUBBERMAID INC	$19.32	$18.41	$1,255.97	$1,196.97	$59.00
888-26052	11/08/2011	09/17/2012	95	NEWELL RUBBERMAID INC	$19.32	$15.74	$1,835.66	$1,495.09	$340.57
888-26052	10/26/2011	09/17/2012	20	ILLUMINA INC	$47.76	$30.76	$955.13	$615.20	$339.93
888-26052	09/20/2011	09/17/2012	15	FMC TECHNOLOGIES INC	$48.93	$44.13	$733.97	$661.93	$72.04
888-26052	03/07/2012	09/13/2012	50	LAM RESEARCH CORP	$33.70	$40.34	$1,684.99	$2,016.88	($331.89)
888-26052	11/02/2011	09/13/2012	15	LAM RESEARCH CORP	$33.70	$42.14	$505.50	$632.03	($126.53)
888-26052	03/13/2012	09/12/2012	5	VERTEX PHARMACEUTICALS INC	$55.63	$41.75	$278.14	$208.73	$69.41
888-26052	01/05/2012	09/12/2012	10	VERTEX PHARMACEUTICALS INC	$55.63	$33.11	$556.28	$331.06	$225.22
888-26052	03/07/2012	09/06/2012	20	FREEPORT-MCMORAN COPPER	$36.21	$38.84	$724.20	$776.83	($52.63)
888-26052	02/03/2012	09/06/2012	5	FREEPORT-MCMORAN COPPER	$36.21	$46.11	$181.05	$230.54	($49.49)
888-26052	03/26/2012	08/23/2012	30	JPMORGAN CHASE & CO	$37.36	$45 89	$1,120.66	$1,376 84	($256 18)
888-26052	02/03/2012	08/23/2012	20	FREEPORT-MCMORAN COPPER	$36.69	$46.11	$733.86	$922.15	($188 29)
888-26052	01/26/2012	08/23/2012	15	FREEPORT-MCMORAN COPPER	$36.69	$47.29	$550.40	$709.41	($159 01)
888-26052	09/16/2011	08/23/2012	16	JPMORGAN CHASE & CO	$37.36	$33.40	$597.69	$534.41	$63.28
888-26052	02/03/2012	08/22/2012	15	LAS VEGAS SANDS CORP	$43.32	$51.45	$649.86	$771 77	($121.91)
888-26052	02/01/2012	08/22/2012	15	LAS VEGAS SANDS CORP	$43.32	$49 59	$649 86	$743.83	($93.97)
888-26052	01/25/2012	08/22/2012	20	LAS VEGAS SANDS CORP	$43.32	$48.96	$866 48	$979.27	($112.79)
888-26052	02/15/2012	08/14/2012	40	CENTERPOINT ENERGY INC	$20.51	$18.81	$820.48	$752.59	$67 89

Capital Gains

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Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	10/24/2011	08/14/2012	60	CENTERPOINT ENERGY INC	$20.51	$21 24	$1,230.71	$1,274.40	($43.69)
888-26052	03/13/2012	08/10/2012	15	COVIDIEN PLC	$56.94	$53.36	$854.03	$800.42	$53.61
888-26052	03/01/2012	08/10/2012	15	COVIDIEN PLC	$56.94	$52.17	$854.04	$782.52	$71.52
888-26052	02/03/2012	08/10/2012	9	GOLDMAN SACHS GROUP INC	$102.81	$116.58	$925.33	$1,049.24	($123.91)
888-26052	01/09/2012	08/10/2012	15	COVIDIEN PLC	$56.94	$45.53	$854.03	$682.90	$171.13
888-26052	11/18/2011	08/10/2012	15	COVIDIEN PLC	$56.94	$46.21	$854.04	$693.19	$160.85
888-26052	11/01/2011	08/10/2012	15	COVIDIEN PLC	$56.94	$45.26	$854.03	$678.86	$175.17
888-26052	10/19/2011	08/10/2012	20	COVIDIEN PLC	$56.94	$45.39	$1,138.71	$907.88	$230.83
888-26052	09/13/2011	08/09/2012	25	GANNETT CO	$15.10	$9.80	$377.62	$244.96	$132.66
888-26052	05/04/2012	08/06/2012	10	PVH CORP	$78.13	$86.49	$781.25	$864.92	($83.67)
888-26052	12/21/2011	08/06/2012	9	PVH CORP	$78.13	$67.02	$703.13	$603.16	$99.97
888-26052	10/17/2011	08/06/2012	11	PVH CORP	$78.13	$65.82	$859.38	$724.04	$135.34
888-26052	10/14/2011	08/06/2012	10	PVH CORP	$78.13	$67.28	$781.26	$672.84	$108.42
888-26052	08/30/2011	08/03/2012	20	DTE ENERGY COMPANY	$61.67	$50.01	$1,233.35	$1,000.11	$233.24
888-26052	08/08/2011	08/03/2012	30	GILEAD SCIENCES INC	$58.06	$36.86	$1,741.74	$1,105.69	$636.05
888-26052	03/01/2012	07/30/2012	10	BORGWARNER INC	$67.33	$84.07	$673.26	$840.73	($167.47)
888-26052	05/16/2012	07/25/2012	20	INFORMATICA CORPORATION	$27.83	$42.18	$556 70	$843.58	($286 88)
888-26052	03/13/2012	07/25/2012	15	STRYKER CORP	$51.40	$52.89	$770.98	$793.36	($22.38)
888-26052	02/09/2012	07/25/2012	15	INFORMATICA CORPORATION	$27.83	$46.75	$417.52	$701.26	($283.74)
888-26052	02/03/2012	07/25/2012	15	STRYKER CORP	$51.40	$55.42	$770.99	$831 37	($60.38)
888-26052	01/12/2012	07/25/2012	25	STRYKER CORP	$51.40	$52 39	$1,284.97	$1,309.78	($24.81)
888-26052	08/04/2011	07/25/2012	1	PRECISION CASTPARTS CORP	$159.90	$151.85	$159.90	$151.85	$8 05
888-26052	04/24/2012	07/24/2012	30	EMERSON ELECTRIC CO	$45.28	$50.92	$1,358.41	$1,527.53	($169.12)
888-26052	03/27/2012	07/24/2012	20	EMERSON ELECTRIC CO	$45.28	$51.60	$905 61	$1,032.02	($126.41)
888-26052	03/15/2012	07/24/2012	15	EMERSON ELECTRIC CO	$45.28	$51.82	$679.21	$777.23	($98.02)
888-26052	03/15/2012	07/20/2012	10	EMERSON ELECTRIC CO	$46.30	$51.82	$463.00	$518.16	($55.16)
888-26052	03/01/2012	07/20/2012	15	EMERSON ELECTRIC CO	$46.30	$50.37	$694.50	$755 49	($60.99)
888-26052	02/03/2012	07/20/2012	15	EMERSON ELECTRIC CO	$46.30	$52.49	$694.50	$787 41	($92.91)
888-26052	03/13/2012	07/17/2012	10	ANADARKO PETROLEUM CORP	$71.16	$83.83	$711 61	$838.34	($126.73)
888-26052	08/01/2011	07/17/2012	8	ANADARKO PETROLEUM CORP	$71.16	$82.10	$569 28	$656.78	($87.50)

Capital Gains

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	05/10/2012	07/12/2012	20	MARATHON PETROLEUM CORP	$43 40	$38 44	$868.01	$768 88	$99 13
888-26052	03/13/2012	07/12/2012	20	MARATHON PETROLEUM CORP	$43.40	$44.11	$868.02	$882.28	($14.26)
888-26052	03/13/2012	07/12/2012	10	UNITED PARCEL SERVICE-CL B	$78.48	$78.08	$784.84	$780.81	$4.03
888-26052	09/20/2011	07/12/2012	20	MARATHON PETROLEUM CORP	$43.40	$33.96	$868 02	$679.23	$188.79
888-26052	08/10/2011	07/12/2012	30	MARATHON PETROLEUM CORP	$43.40	$35.54	$1,302.03	$1,066.09	$235.94
888-26052	08/10/2011	07/12/2012	10	UNITED PARCEL SERVICE-CL B	$78.48	$63.23	$784.84	$632.28	$152.56
888-26052	01/12/2012	07/10/2012	7	STRYKER CORP	$53.17	$52.39	$372.18	$366.74	$5.44
888-26052	01/06/2012	07/10/2012	23	STRYKER CORP	$53.17	$51.76	$1,222.87	$1,190.46	$32.41
888-26052	07/19/2011	07/10/2012	15	COVIDIEN PLC	$53.71	$51.80	$805.70	$777.06	$28.64
888-26052	01/30/2012	07/06/2012	35	EMERSON ELECTRIC CO	$44.79	$51.41	$1,567.67	$1,799.39	($231.72)
888-26052	01/13/2012	07/06/2012	35	FREEPORT-MCMORAN COPPER	$34.84	$41.78	$1,219.56	$1,462.25	($242.69)
888-26052	08/01/2011	07/05/2012	30	MARATHON PETROLEUM CORP	$44.42	$44.76	$1,332.56	$1,342.71	($10.15)
888-26052	08/08/2011	06/29/2012	2	GILEAD SCIENCES INC	$50.87	$36.86	$101.75	$73.71	$28.04
888-26052	09/16/2011	06/22/2012	29	JPMORGAN CHASE & CO	$36.12	$33.40	$1,047.61	$968.62	$78.99
888-26052	05/18/2012	06/18/2012	140	MARVELL TECHNOLOGY GROUP LT	$11.72	$13.70	$1,640.53	$1,917.64	($277.11)
888-26052	03/07/2012	06/18/2012	50	MARVELL TECHNOLOGY GROUP LT	$11.72	$14.94	$585.91	$747.07	($161.16)
888-26052	10/31/2011	06/18/2012	50	MARVELL TECHNOLOGY GROUP LT	$11.72	$14.07	$585 90	$703.31	($117 41)
888-26052	10/20/2011	06/18/2012	85	MARVELL TECHNOLOGY GROUP LT	$11.72	$13.32	$996.04	$1,131.79	($135.75)
888-26052	03/01/2012	06/12/2012	15	DEVON ENERGY CORPORATION	$57 40	$74.25	$861.06	$1,113.76	($252 70)
888-26052	02/10/2012	06/07/2012	50	CBRE GROUP INC	$16.25	$17.97	$812.75	$898 57	($85 82)
888-26052	10/31/2011	06/07/2012	60	CBRE GROUP INC	$16.25	$18.12	$975.29	$1,087.40	($112.11)
888-26052	08/08/2011	06/07/2012	30	CBRE GROUP INC	$16.25	$17.50	$487 65	$524.97	($37.32)
888-26052	03/01/2012	06/06/2012	75	CORNING INC	$12 75	$12.98	$956.45	$973.23	($16.78)
888-26052	08/19/2011	06/06/2012	50	CORNING INC	$12.75	$14.69	$637 63	$734.66	($97 03)
888-26052	03/06/2012	06/04/2012	75	LIBERTY INTERACTIVE CORP-A	$16.07	$18 53	$1,205 21	$1,389.68	($184.47)
888-26052	01/17/2012	06/04/2012	15	POTASH CORP OF SASKATCHEWAN	$36.94	$45.28	$554 09	$679.19	($125 10)
888-26052	01/06/2012	06/04/2012	15	POTASH CORP OF SASKATCHEWAN	$36.94	$41.96	$554.09	$629.39	($75.30)
888-26052	09/13/2011	06/04/2012	10	POTASH CORP OF SASKATCHEWAN	$36.94	$56.55	$369 39	$565.52	($196.13)
888-26052	03/13/2012	06/01/2012	50	GENERAL ELECTRIC CO	$18.59	$19.31	$929.48	$965.62	($36.14)
888-26052	03/01/2012	06/01/2012	105	GENERAL ELECTRIC CO	$18.59	$19.11	$1,951 92	$2,006.79	($54 87)

Capital Gains

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888-26052	05/17/2011	03/26/2012	15	METLIFE INC	$38.33	$43.87	$574.93	$657.99	($83.06)
888-26052	07/22/2011	03/23/2012	20	DTE ENERGY COMPANY	$54.66	$51.33	$1,093.11	$1,026.63	$66.48
888-26052	12/13/2011	03/20/2012	7	GOLDMAN SACHS GROUP INC	$126.74	$98.56	$887.21	$689.92	$197.29
888-26052	08/08/2011	03/09/2012	10	CBRE GROUP INC	$19.15	$17.50	$191.49	$174.99	$16.50
888-26052	08/02/2011	03/09/2012	45	CBRE GROUP INC	$19.15	$21.17	$861.72	$952.50	($90.78)
888-26052	06/08/2011	02/28/2012	25	GENERAL MOTORS CO	$26.24	$28.91	$655.98	$722.71	($66.73)
888-26052	03/11/2011	02/23/2012	10	MONSANTO CO	$77.69	$67.50	$776.86	$675.04	$101.82
888-26052	09/16/2011	02/17/2012	60	DELL INC	$18.13	$15.29	$1,087.58	$917.39	$170.19
888-26052	10/27/2011	02/16/2012	50	CMS ENERGY CORP	$21.60	$21.47	$1,080.00	$1,073.59	$6.41
888-26052	08/18/2011	02/16/2012	65	CMS ENERGY CORP	$21.60	$18.85	$1,404.01	$1,225.26	$178.75
888-26052	10/05/2011	02/15/2012	16	ESTEE LAUDER COMPANIES-CL A	$55.46	$43.67	$887.34	$698.72	$188.62
888-26052	08/04/2011	02/15/2012	5	VF CORP	$143.45	$110.65	$717.26	$553.26	$164.00
888-26052	05/17/2011	02/15/2012	11	ACCENTURE PLC-CL A	$58.08	$56.52	$638.92	$621.68	$17.24
888-26052	08/01/2011	02/14/2012	15	MARATHON PETROLEUM CORP	$44.04	$44.76	$660.52	$671.36	($10.84)
888-26052	05/17/2011	02/14/2012	20	GENERAL MILLS INC	$39.76	$39.78	$795.24	$795.66	($0.42)
888-26052	05/17/2011	02/14/2012	5	GOODRICH CORP	$125.51	$90.05	$627.56	$450.25	$177.31
888-26052	02/28/2011	02/14/2012	7	MARATHON PETROLEUM CORP	$44.04	$41.51	$308 25	$290.57	$17.68
888-26052	06/02/2011	02/10/2012	20	JOHNSON CONTROLS INC	$32.97	$38.07	$659 41	$761.49	($102.08)
888-26052	02/28/2011	02/10/2012	15	JOHNSON CONTROLS INC	$32.97	$40.77	$494.56	$611.61	($117.05)
888-26052	05/17/2011	02/09/2012	4	ACCENTURE PLC-CL A	$57.43	$56.52	$229 72	$226.06	$3.66
888-26052	02/24/2011	02/09/2012	15	ACCENTURE PLC-CL A	$57.43	$51.59	$861.44	$773.79	$87.65
888-26052	08/03/2011	02/08/2012	5	FMC TECHNOLOGIES INC	$54.38	$43 23	$271.90	$216.16	$55.74
888-26052	05/26/2011	02/08/2012	10	FMC TECHNOLOGIES INC	$54.38	$43.73	$543.81	$437.30	$106.51
888-26052	05/17/2011	02/08/2012	7	GOODRICH CORP	$125.54	$90.05	$878.81	$630.34	$248.47
888-26052	08/04/2011	02/06/2012	11	VF CORP	$132.77	$110.65	$1,460.49	$1,217.17	$243 32
888-26052	06/02/2011	02/02/2012	30	LYONDELLBASELL INDU-CL A	$43.51	$41.87	$1,305 34	$1,256.04	$49.30
888-26052	05/18/2011	01/31/2012	36	LOWE'S COS INC	$26.85	$24.79	$966 60	$892.56	$74 04
888-26052	04/26/2011	01/31/2012	13	PROCTER & GAMBLE CO	$62.88	$63.89	$817 49	$830.54	($13.05)
888-26052	02/02/2011	01/31/2012	34	LOWE'S COS INC	$26.85	$24.60	$912 90	$836.27	$76 63
888-26052	05/27/2011	01/27/2012	15	CELGENE CORP	$73.05	$59.89	$1,095.68	$898.31	$197.37

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888-26052	05/03/2011	01/27/2012	30	TYSON FOODS INC-CL A	$18.68	$19 78	$560 34	$593.36	($33.02)
888-26052	12/02/2011	01/25/2012	6	SALESFORCE.COM INC	$117.18	$119.34	$703.07	$716.06	($12.99)
888-26052	01/05/2012	01/24/2012	19	WATSON PHARMACEUTICALS INC	$56.00	$61.50	$1,064.02	$1,168.55	($104.53)
888-26052	04/25/2011	01/12/2012	30	METLIFE INC	$35.68	$44.16	$1,070.43	$1,324.94	($254.51)
888-26052	08/12/2011	01/11/2012	10	CONOCOPHILLIPS	$72.13	$66.48	$721.29	$664.83	$56.46
888-26052	07/27/2011	01/11/2012	10	CONOCOPHILLIPS	$72.13	$73.84	$721.30	$738.44	($17.14)
888-26052	07/19/2011	01/11/2012	10	CONOCOPHILLIPS	$72.13	$75.38	$721.29	$753.78	($32.49)
888-26052	08/04/2011	01/10/2012	7	VISA INC - CLASS A SHRS	$99.59	$85.68	$697.16	$599.74	$97.42
888-26052	06/02/2011	01/09/2012	5	LYONDELLBASELL INDU-CL A	$34.46	$41.87	$172.28	$209.34	($37.06)
888-26052	06/02/2011	01/09/2012	30	LYONDELLBASELL INDU-CL A	$34.46	$41.87	$1,033.67	$1,256.04	($222.37)
888-26052	10/28/2011	01/06/2012	17	PEPSICO INC	$65.47	$63.06	$1,113.06	$1,072.07	$40.99
888-26052	09/28/2011	01/06/2012	10	PEPSICO INC	$65.47	$63.19	$654.74	$631.91	$22.83
888-26052	08/31/2011	01/06/2012	25	LIMITED BRANDS INC	$39.00	$38.41	$975.00	$960.24	$14.76
888-26052	03/18/2011	01/06/2012	20	LIMITED BRANDS INC	$39.00	$30.55	$780.00	$610.91	$169.09
888-26052	02/17/2011	01/06/2012	10	MONSANTO CO	$77.37	$73.85	$773.73	$738.48	$35.25
888-26052	01/10/2011	01/06/2012	20	LIMITED BRANDS INC	$39.00	$29.04	$780.00	$580.86	$199.14
888-26052	02/24/2011	01/05/2012	7	BORGWARNER INC	$66.21	$75.21	$463.50	$526.49	($62.99)
888-26052	02/14/2011	01/05/2012	8	BORGWARNER INC	$66.21	$79.29	$529.72	$634 29	($104.57)
888-26052	06/24/2011	12/21/2011	20	UNITEDHEALTH GROUP INC	$49.90	$50.48	$998 07	$1,009 68	($11.61)
888-26052	06/22/2011	12/21/2011	35	UNITEDHEALTH GROUP INC	$49.90	$52.26	$1,746 62	$1,829.20	($82.58)
888-26052	04/28/2011	12/15/2011	15	CELGENE CORP	$63 19	$58.94	$947.88	$884.16	$63.72
888-26052	10/05/2011	12/14/2011	5	ESTEE LAUDER COMPANIES-CL A	$105.55	$87.34	$527 75	$436.70	$91.05
888-26052	08/22/2011	12/14/2011	15	LAS VEGAS SANDS CORP	$40.99	$40 73	$614 90	$610 90	$4.00
888-26052	06/20/2011	12/14/2011	20	RIVERBED TECHNOLOGY INC	$23.89	$32.13	$477 87	$642.60	($164 73)
888-26052	05/26/2011	12/14/2011	15	FMC TECHNOLOGIES INC	$47.69	$43.73	$715 32	$655 94	$59 38
888-26052	05/17/2011	12/14/2011	15	COVIDIEN PLC	$42.12	$55.95	$631 84	$839.19	($207.35)
888-26052	05/11/2011	12/14/2011	20	RIVERBED TECHNOLOGY INC	$23.89	$35.93	$477.88	$718.50	($240 62)
888-26052	04/26/2011	12/14/2011	2	PROCTER & GAMBLE CO	$64.41	$63 89	$128 82	$127.78	$1 04
888-26052	04/13/2011	12/14/2011	15	METLIFE INC	$30.70	$44.39	$460 43	$665.88	($205.45)
888-26052	04/07/2011	12/14/2011	9	PROCTER & GAMBLE CO	$64.41	$61.93	$579.71	$557.35	$22.36

BERNSTEIN
Global Wealth Management

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
December 1, 2011 - November 30, 2012

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	03/04/2011	12/14/2011	35	METLIFE INC	$30.70	$44.94	$1,074.34	$1,572.89	($498.55)
888-26052	03/03/2011	12/14/2011	25	METLIFE INC	$30.70	$44.82	$767.38	$1,120.59	($353.21)
888-26052	02/15/2011	12/14/2011	7	ROCKWELL AUTOMATION INC	$71.97	$88.61	$503.78	$620.28	($116.50)
888-26052	01/28/2011	12/14/2011	15	QUALCOMM INC	$53.20	$54.32	$797.95	$814.80	($16.85)
888-26052	01/20/2011	12/14/2011	6	ROCKWELL AUTOMATION INC	$71.97	$74.75	$431.82	$448.50	($16.68)
888-26052	01/13/2011	12/14/2011	15	INTUIT INC	$51.97	$46.53	$779.58	$697.93	$81.65
888-26052	03/01/2011	12/13/2011	15	CELGENE CORP	$64.00	$53.29	$959.94	$799.33	$160.61
888-26052	07/18/2011	12/12/2011	10	CONOCOPHILLIPS	$70.40	$75.51	$704.04	$755.13	($51.09)
888-26052	07/15/2011	12/12/2011	15	CONOCOPHILLIPS	$70.40	$76.44	$1,056.05	$1,146.58	($90.53)
888-26052	06/07/2011	12/12/2011	10	CONOCOPHILLIPS	$70.40	$71.60	$704.03	$715.96	($11.93)
888-26052	05/17/2011	12/09/2011	5	GOODRICH CORP	$122.72	$90.05	$613.60	$450.25	$163.35
888-26052	09/22/2011	12/08/2011	13	PEPSICO INC	$64.48	$60.25	$838.20	$783.21	$54.99
888-26052	06/07/2011	12/07/2011	30	CONOCOPHILLIPS	$72.27	$71.60	$2,167.96	$2,147.89	$20.07
888-26052	05/03/2011	12/07/2011	10	CONOCOPHILLIPS	$72.27	$75.06	$722.66	$750.58	($27.92)
888-26052	04/12/2011	12/07/2011	20	CONOCOPHILLIPS	$72.27	$77.29	$1,445.31	$1,545.76	($100.45)
888-26052	08/22/2011	12/06/2011	20	LAS VEGAS SANDS CORP	$45.56	$40.73	$911.19	$814.53	$96.66
888-26052	03/07/2011	12/05/2011	10	WELLPOINT INC	$69.15	$67.84	$691 54	$678.40	$13 14
						Total	**$236,409.00**	**$237,763.92**	**($1,354.92)**

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	04/26/2011	11/28/2012	5	MONSANTO CO	$90.49	$66.80	$452.44	$334.01	$118.43
888-26052	11/23/2011	11/27/2012	5	GANNETT CO	$17.63	$10.43	$88 15	$52.13	$36.02
888-26052	11/15/2011	11/27/2012	15	GENERAL MOTORS CO	$25.19	$23.06	$377 89	$345.83	$32 06
888-26052	11/11/2011	11/27/2012	14	BOEING CO/THE	$74.39	$66.97	$1,041 53	$937.62	$103.91
888-26052	11/01/2011	11/27/2012	11	BOEING CO/THE	$74.39	$62.98	$818 34	$692.74	$125 60
888-26052	10/24/2011	11/27/2012	10	HARLEY DAVIDSON INC	$47.53	$38.76	$475 32	$387.56	$87 76
888-26052	10/24/2011	11/27/2012	8	PRECISION CASTPARTS CORP	$178.65	$172 38	$1,429.18	$1,379.01	$50.17
888-26052	10/13/2011	11/27/2012	95	APPLIED MATERIALS INC	$10.40	$11.44	$988.31	$1,087.12	($98.81)

Stmt A

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
December 1, 2011 - November 30, 2012

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	10/10/2011	11/27/2012	6	LORILLARD INC	$121.85	$118.45	$731 08	$710.68	$20 40
888-26052	10/04/2011	11/27/2012	20	LYONDELLBASELL INDU-CL A	$47.68	$23.72	$953.66	$474.44	$479.22
888-26052	09/20/2011	11/27/2012	30	DOLLAR GENERAL CORP	$49.28	$37.82	$1,478.45	$1,134.53	$343.92
888-26052	09/16/2011	11/27/2012	35	BP PLC-SPONS ADR	$41.40	$39.55	$1,449.07	$1,384.20	$64.87
888-26052	09/13/2011	11/27/2012	35	GANNETT CO	$17.63	$9.80	$617.05	$342.94	$274 11
888-26052	08/22/2011	11/27/2012	5	INTUIT INC	$58.35	$43.79	$291.75	$218.95	$72.80
888-26052	08/15/2011	11/27/2012	6	ROCKWELL AUTOMATION INC	$79.12	$65.08	$474.72	$390.48	$84.24
888-26052	08/12/2011	11/27/2012	40	BP PLC-SPONS ADR	$41.40	$39.72	$1,656.07	$1,588.85	$67.22
888-26052	08/08/2011	11/27/2012	20	THE WALT DISNEY CO.	$48.88	$33.65	$977.67	$672.95	$304.72
888-26052	08/08/2011	11/27/2012	13	UNITEDHEALTH GROUP INC	$52.85	$42.64	$687.08	$554.33	$132.75
888-26052	08/04/2011	11/27/2012	10	VISA INC - CLASS A SHRS	$147.37	$85.68	$1,473.70	$856.78	$616.92
888-26052	07/26/2011	11/27/2012	7	EOG RESOURCES INC	$115.11	$106.52	$805.76	$745.63	$60.13
888-26052	07/20/2011	11/27/2012	5	BROADCOM CORP-CL A	$32.21	$34.75	$161.07	$173.73	($12.66)
888-26052	06/24/2011	11/27/2012	30	UNITEDHEALTH GROUP INC	$52.85	$50.48	$1,585.56	$1,514.51	$71.05
888-26052	06/23/2011	11/27/2012	15	TYSON FOODS INC-CL A	$19.16	$18.55	$287.43	$278.24	$9.19
888-26052	06/22/2011	11/27/2012	5	QUALCOMM INC	$62.52	$54.25	$312.58	$271.27	$41.31
888-26052	05/27/2011	11/27/2012	5	CITRIX SYSTEMS INC	$61.02	$87.18	$305.12	$435.91	($130.79)
888-26052	05/27/2011	11/27/2012	5	STARBUCKS CORP	$50.73	$36.46	$253 64	$182.29	$71.35
888-26052	05/23/2011	11/27/2012	5	LEAR CORP	$42.73	$49.16	$213.67	$245 79	($32.12)
888-26052	05/04/2011	11/27/2012	10	BROADCOM CORP-CL A	$32.21	$34.79	$322 15	$347.89	($25.74)
888-26052	05/03/2011	11/27/2012	35	TYSON FOODS INC-CL A	$19.16	$19.78	$670 66	$692.26	($21.60)
888-26052	04/29/2011	11/27/2012	10	CITIGROUP INC	$35.47	$45.58	$354.70	$455.78	($101 08)
888-26052	04/26/2011	11/27/2012	15	QUALCOMM INC	$62.52	$57.29	$937 73	$859.39	$78.34
888-26052	04/19/2011	11/27/2012	20	CITIGROUP INC	$35.47	$44.74	$709.41	$894.86	($185.45)
888-26052	04/18/2011	11/27/2012	5	FLOWSERVE CORPORATION	$139.66	$125.09	$698 31	$625.43	$72.88
888-26052	04/18/2011	11/27/2012	2	FLOWSERVE CORPORATION	$139.66	$125.09	$279 33	$250 17	$29.16
888-26052	04/07/2011	11/27/2012	10	MONSANTO CO	$91.61	$68.44	$916.08	$684.44	$231 64
888-26052	04/07/2011	11/27/2012	20	WELLPOINT INC	$55.32	$69.12	$1,106.33	$1,382.40	($276 07)
888-26052	04/06/2011	11/27/2012	5	MONSANTO CO	$91.61	$69.77	$458.04	$348.83	$109.21
888-26052	04/01/2011	11/27/2012	20	CITIGROUP INC	$35.47	$44.73	$709.40	$894.50	($185.10)

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
December 1, 2011 - November 30, 2012

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	03/30/2011	11/27/2012	17	CITIGROUP INC	$35.47	$46.29	$602 99	$786.99	($184.00)
888-26052	03/29/2011	11/27/2012	24	COMCAST CORP-CLASS A	$36.47	$24.56	$875.33	$589.52	$285.81
888-26052	03/29/2011	11/27/2012	5	QUALCOMM INC	$62.52	$53.97	$312.58	$269.83	$42.75
888-26052	03/24/2011	11/27/2012	25	ALTRIA GROUP INC	$33.27	$25.82	$831.66	$645.50	$186.16
888-26052	03/23/2011	11/27/2012	10	INTUIT INC	$58.35	$50.19	$583.49	$501.90	$81.59
888-26052	03/15/2011	11/27/2012	15	JOHNSON & JOHNSON	$68.99	$58.42	$1,034.89	$876.33	$158.56
888-26052	03/09/2011	11/27/2012	8	CITIGROUP INC	$35.47	$45.35	$283.76	$362.81	($79.05)
888-26052	02/28/2011	11/27/2012	15	MARATHON OIL CORP	$31.07	$29.93	$466.08	$448.91	$17.17
888-26052	02/22/2011	11/27/2012	13	COMCAST CORP-CLASS A	$36.47	$25.27	$474.13	$328.51	$145 62
888-26052	02/02/2011	11/27/2012	5	ALLERGAN INC	$91.96	$71.03	$459.78	$355.16	$104.62
888-26052	01/06/2011	11/27/2012	15	CITRIX SYSTEMS INC	$61.02	$68.86	$915.37	$1,032.94	($117.57)
888-26052	12/21/2010	11/27/2012	5	VIACOM INC-CLASS B	$50.76	$38.62	$253.79	$193.11	$60.68
888-26052	12/06/2010	11/27/2012	20	VIACOM INC-CLASS B	$50.76	$39.69	$1,015.17	$793.71	$221.46
888-26052	11/29/2010	11/27/2012	75	KROGER CO	$24.92	$22.88	$1,868.84	$1,715.75	$153.09
888-26052	11/18/2010	11/27/2012	10	ALLERGAN INC	$91.96	$68.82	$919.55	$688.20	$231.35
888-26052	11/10/2010	11/27/2012	25	STARBUCKS CORP	$50.73	$30.43	$1,268.22	$760.86	$507.36
888-26052	11/04/2010	11/27/2012	20	DANAHER CORP	$52.32	$44 66	$1,046.49	$893.23	$153.26
888-26052	10/27/2010	11/27/2012	10	CITRIX SYSTEMS INC	$61.02	$64 26	$610.24	$642.60	($32 36)
888-26052	09/07/2010	11/27/2012	10	DANAHER CORP	$52 32	$39.10	$523.24	$390.99	$132.25
888-26052	09/02/2010	11/27/2012	20	EMC CORP/MASS	$24 76	$19.44	$495.15	$388.82	$106.33
888-26052	09/02/2010	11/27/2012	25	MARATHON OIL CORP	$31 07	$19.20	$776.80	$480.02	$296 78
888-26052	09/02/2010	11/27/2012	5	NOBLE ENERGY INC	$96.58	$71 67	$482.90	$358.36	$124 54
888-26052	09/02/2010	11/27/2012	20	THE WALT DISNEY CO.	$48 88	$33.63	$977.67	$672 64	$305 03
888-26052	08/17/2010	11/27/2012	10	NOBLE ENERGY INC	$96.58	$69.31	$965 80	$693.05	$272.75
888-26052	08/11/2010	11/27/2012	5	THE WALT DISNEY CO.	$48 88	$34.55	$244.42	$172 73	$71 69
888-26052	06/17/2010	11/27/2012	30	MARATHON OIL CORP	$31 07	$20.14	$932.17	$604 09	$328 08
888-26052	06/14/2010	11/27/2012	25	LEAR CORP	$42.73	$34.09	$1,068.34	$852 28	$216 06
888-26052	05/18/2010	11/27/2012	25	ASTRAZENECA PLC-SPONS ADR	$46.14	$42.07	$1,153.47	$1,051 71	$101.76
888-26052	05/06/2010	11/27/2012	50	FORD MOTOR CO	$11.21	$12 09	$560.67	$604.54	($43 87)
888-26052	04/29/2010	11/27/2012	10	GILEAD SCIENCES INC	$75.23	$40.89	$752 30	$408.86	$343 44

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
December 1, 2011 - November 30, 2012

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	04/20/2010	11/27/2012	35	FORD MOTOR CO	$11.21	$13.85	$392.46	$484.84	($92.38)
888-26052	07/02/2009	11/27/2012	10	TIME WARNER CABLE	$93.80	$30.73	$938.04	$307.27	$630.77
888-26052	11/06/2008	11/27/2012	6	APPLE INC	$588.70	$100.16	$3,532.21	$600.97	$2,931 24
888-26052	11/06/2008	11/27/2012	10	SCHLUMBERGER LTD	$70.05	$49.59	$700.53	$495.87	$204.66
888-26052	09/29/2008	11/27/2012	10	SCHLUMBERGER LTD	$70.05	$83.21	$700.54	$832.09	($131.55)
888-26052	06/24/2008	11/27/2012	4	APPLE INC	$588.70	$172.48	$2,354.81	$689.92	$1,664.89
888-26052	01/17/2008	11/27/2012	10	SCHLUMBERGER LTD	$70.05	$83.77	$700.53	$837.67	($137.14)
888-26052	11/09/2007	11/27/2012	10	SCHLUMBERGER LTD	$70.05	$95.79	$700.53	$957.93	($257.40)
888-26052	06/06/2007	11/27/2012	2	GOOGLE INC-CL A	$673.18	$516.67	$1,346.36	$1,033.34	$313.02
888-26052	05/14/2007	11/27/2012	5	PFIZER INC	$24.39	$27.21	$121.93	$136.03	($14.10)
888-26052	03/28/2007	11/27/2012	50	PFIZER INC	$24.39	$25.38	$1,219.25	$1,268.97	($49.72)
888-26052	03/09/2007	11/27/2012	45	PFIZER INC	$24.39	$25.44	$1,097.33	$1,144.70	($47.37)
888-26052	02/14/2007	11/27/2012	2	GOOGLE INC-CL A	$673.18	$465.66	$1,346.37	$931.31	$415.06
888-26052	12/12/2006	11/27/2012	93.09	BERNSTEIN EMERGING MARKETS PORTFOLIO	$26.66	$36.69	$2,456.96	$3,415.49	($958.53)
888-26052	03/06/2006	11/27/2012	11950.21	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.26	$13.05	$170,410.00	$155,950.24	$14,459.76
888-26052	12/07/2005	11/27/2012	247.526	BERNSTEIN EMERGING MARKETS PORTFOLIO	$26 66	$34.32	$6,533.04	$8,495 09	($1,962.05)
888-26052	12/07/2005	11/27/2012	54.701	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.43	$23.55	$734.64	$1,288.21	($553.57)
888-26052	12/10/2004	11/27/2012	67.464	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.43	$20.17	$906 04	$1,360.75	($454.71)
888-26052	12/05/2003	11/27/2012	74.794	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.43	$17.39	$1,004.48	$1,300.67	($296.19)
888-26052	12/06/2002	11/27/2012	98 477	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.43	$12 99	$1,322 54	$1,279 22	$43.32
888-26052	01/23/2002	11/27/2012	593.816	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.43	$14 23	$7,974.95	$8,450 00	($475.05)
888-26052	12/28/2001	11/27/2012	376.381	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.43	$14.48	$5,054.80	$5,450.00	($395.20)
888-26052	12/06/2001	11/27/2012	217 614	BERNSTEIN INTERNATIONAL	$13.43	$14.61	$2,922.56	$3,179.34	($256.78)

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
December 1, 2011 - November 30, 2012

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
				PORTFOLIO					
888-26052	12/15/2000	11/27/2012	1171.776	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.43	$16.81	$15,736.96	$19,697.56	($3,960.60)
888-26052	12/17/1999	11/27/2012	76.252	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.43	$20.55	$1,024.06	$1,566.98	($542.92)
888-26052	04/30/1999	11/27/2012	1431.42	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.43	$19.43	$19,223.97	$27,812.50	($8,588.53)
888-26052	05/04/2011	11/20/2012	10	BROADCOM CORP-CL A	$31.01	$34.79	$310.13	$347.89	($37.76)
888-26052	03/29/2011	11/20/2012	15	BROADCOM CORP-CL A	$31.01	$40.73	$465.20	$611.01	($145.81)
888-26052	03/23/2011	11/20/2012	5	INTUIT INC	$58.16	$50.19	$290.78	$250.95	$39.83
888-26052	02/15/2011	11/20/2012	20	INTUIT INC	$58.16	$49.96	$1,163.13	$999.16	$163.97
888-26052	09/02/2010	11/20/2012	5	EMC CORP/MASS	$24.09	$19.44	$120.46	$97.21	$23.25
888-26052	04/06/2010	11/20/2012	25	EMC CORP/MASS	$24.09	$18.55	$602.30	$463.85	$138.45
888-26052	10/24/2011	11/19/2012	10	HARLEY DAVIDSON INC	$47.69	$38.76	$476.91	$387.56	$89.35
888-26052	03/29/2011	11/19/2012	10	QUALCOMM INC	$62.27	$53.97	$622.71	$539.67	$83.04
888-26052	03/22/2011	11/19/2012	5	QUALCOMM INC	$62.27	$52.78	$311.36	$263.88	$47.48
888-26052	09/07/2010	11/19/2012	10	DANAHER CORP	$52.64	$39 10	$526.37	$391.00	$135 37
888-26052	09/30/2010	11/16/2012	10	JOHNSON & JOHNSON	$68.82	$61.86	$688.18	$618 57	$69 61
888-26052	09/29/2010	11/16/2012	15	JOHNSON & JOHNSON	$68.82	$62.26	$1,032.28	$933.93	$98.35
888-26052	05/27/2011	11/15/2012	25	ORACLE CORP	$29.73	$33.67	$743.32	$841.79	($98 47)
888-26052	03/02/2011	11/15/2012	25	ORACLE CORP	$29.73	$32.10	$743 32	$802 44	($59.12)
888-26052	12/23/2010	11/15/2012	10	ORACLE CORP	$29.73	$31.56	$297.33	$315.55	($18.22)
888-26052	08/12/2011	11/13/2012	25	BP PLC-SPONS ADR	$40.80	$39.72	$1,020 07	$993.03	$27.04
888-26052	12/23/2010	11/13/2012	15	ORACLE CORP	$30.20	$31.56	$452 92	$473.33	($20.41)
888-26052	11/10/2010	11/13/2012	30	ORACLE CORP	$30.20	$28.66	$905 85	$859.65	$46.20
888-26052	10/25/2010	11/13/2012	25	ORACLE CORP	$30 20	$29.09	$754 88	$727.17	$27 71
888-26052	04/29/2010	11/12/2012	7	GILEAD SCIENCES INC	$72.49	$40.89	$507.46	$286.21	$221 25
888-26052	09/21/2011	11/08/2012	20	FMC TECHNOLOGIES INC	$40 00	$43.05	$800 05	$861.04	($60.99)
888-26052	08/15/2011	11/08/2012	5	ROCKWELL AUTOMATION INC	$76.54	$65.08	$382.71	$325.40	$57 31
888-26052	08/04/2011	11/08/2012	5	PRECISION CASTPARTS CORP	$171.04	$151.85	$855 22	$759.24	$95 98

Capital Gains

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Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	04/04/2011	11/08/2012	10	ROCKWELL AUTOMATION INC	$76.54	$96.24	$765 42	$962.44	($197.02)
888-26052	06/24/2008	11/08/2012	1	APPLE INC	$558.33	$172.48	$558.33	$172.48	$385.85
888-26052	05/13/2008	11/08/2012	4	APPLE INC	$558.33	$188.93	$2,233.32	$755.71	$1,477.61
888-26052	09/20/2011	10/25/2012	15	GENERAL MOTORS CO	$23.67	$22.69	$355.04	$340.32	$14.72
888-26052	11/29/2010	10/25/2012	50	KROGER CO	$25.21	$22.88	$1,260.44	$1,143.84	$116.60
888-26052	04/06/2011	10/24/2012	5	MONSANTO CO	$86.89	$69.77	$434.46	$348.83	$85.63
888-26052	03/30/2011	10/24/2012	10	MONSANTO CO	$86.89	$70.88	$868.91	$708.77	$160.14
888-26052	08/11/2010	10/23/2012	25	THE WALT DISNEY CO.	$50.86	$34.55	$1,271.40	$863.65	$407.75
888-26052	04/14/2011	10/22/2012	25	AT&T INC	$35.24	$30.34	$881.09	$758.46	$122.63
888-26052	04/14/2011	10/22/2012	15	AT&T INC	$35.24	$30.34	$528.65	$455.08	$73.57
888-26052	03/09/2011	10/18/2012	15	CITIGROUP INC	$38.41	$45.35	$576.22	$680.27	($104.05)
888-26052	03/02/2011	10/18/2012	10	CITIGROUP INC	$38.41	$45.99	$384.15	$459.86	($75.71)
888-26052	08/02/2011	10/12/2012	10	TRANSOCEAN LTD	$45.51	$60.31	$455.13	$603.08	($147.95)
888-26052	07/15/2011	10/12/2012	20	TRANSOCEAN LTD	$45.51	$62.38	$910.26	$1,247.62	($337.36)
888-26052	04/07/2011	10/12/2012	10	WELLPOINT INC	$61.98	$69.12	$619.84	$691.20	($71.36)
888-26052	03/07/2011	10/12/2012	25	WELLPOINT INC	$61.98	$67.84	$1,549.59	$1,696.00	($146.41)
888-26052	03/02/2011	10/05/2012	25	CITIGROUP INC	$35 15	$45.99	$878 66	$1,149 65	($270.99)
888-26052	09/20/2011	09/27/2012	15	GENERAL MOTORS CO	$23.29	$22.69	$349.30	$340.33	$8.97
888-26052	08/18/2011	09/27/2012	15	GILEAD SCIENCES INC	$66.68	$37.29	$1,000.20	$559.31	$440.89
888-26052	08/08/2011	09/27/2012	23	GILEAD SCIENCES INC	$66.68	$36.86	$1,533.64	$847 69	$685.95
888-26052	06/21/2011	09/27/2012	25	GENERAL MOTORS CO	$23.29	$29.85	$582.18	$746.25	($164.07)
888-26052	06/16/2011	09/27/2012	25	GENERAL MOTORS CO	$23.29	$28 79	$582.17	$719.69	($137 52)
888-26052	06/08/2011	09/27/2012	15	GENERAL MOTORS CO	$23.29	$28 91	$349.30	$433 63	($84.33)
888-26052	02/23/2011	09/27/2012	25	CITIGROUP INC	$33.15	$46 99	$828.78	$1,174.63	($345 85)
888-26052	04/06/2010	09/26/2012	25	EMC CORP/MASS	$26.72	$18 55	$667.99	$463.86	$204.13
888-26052	03/03/2010	09/26/2012	50	EMC CORP/MASS	$26.72	$17.73	$1,335.98	$886.46	$449.52
888-26052	08/15/2011	09/24/2012	12	LORILLARD INC	$118.81	$103.90	$1,425.74	$1,246.84	$178 90
888-26052	08/09/2011	09/24/2012	12	LORILLARD INC	$118.81	$100.18	$1,425.75	$1,202.11	$223 64
888-26052	06/02/2010	09/24/2012	35	WELLS FARGO & COMPANY	$34.98	$28.75	$1,224 33	$1,006 22	$218 11
888-26052	04/29/2010	09/24/2012	3	WELLS FARGO & COMPANY	$34.98	$33.18	$104.94	$99.54	$5 40

Capital Gains

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Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	09/13/2011	09/21/2012	35	CENTURYLINK INC	$41.95	$34.22	$1,468 37	$1,197.70	$270.67
888-26052	08/11/2011	09/21/2012	45	CENTURYLINK INC	$41.95	$34.10	$1,887.91	$1,534.41	$353.50
888-26052	04/26/2011	09/21/2012	20	CENTURYLINK INC	$41.95	$39.99	$839.07	$799.88	$39.19
888-26052	04/20/2011	09/21/2012	20	CENTURYLINK INC	$41.95	$39.64	$839.07	$792.89	$46.18
888-26052	08/30/2011	09/20/2012	5	DIRECTV	$52.37	$43.84	$261.87	$219.20	$42.67
888-26052	01/18/2011	09/20/2012	15	DIRECTV	$52.37	$42.63	$785.60	$639.44	$146.16
888-26052	10/13/2010	09/20/2012	40	ORACLE CORP	$32.52	$28.54	$1,300.92	$1,141.76	$159.16
888-26052	09/28/2010	09/20/2012	25	ORACLE CORP	$32.52	$27.04	$813.08	$675.92	$137.16
888-26052	08/03/2011	09/17/2012	20	FMC TECHNOLOGIES INC	$48.93	$43.23	$978.63	$864.63	$114.00
888-26052	07/14/2010	09/17/2012	10	NOBLE ENERGY INC	$95.26	$66.96	$952.58	$669.56	$283.02
888-26052	05/07/2010	09/17/2012	10	NOBLE ENERGY INC	$95.26	$71.13	$952.58	$711.30	$241.28
888-26052	05/25/2011	09/13/2012	1	NVR INC	$860.67	$730.95	$860.67	$730.95	$129.72
888-26052	05/05/2011	09/13/2012	30	LAM RESEARCH CORP	$33.70	$47.65	$1,011.00	$1,429.63	($418.63)
888-26052	08/17/2009	09/13/2012	1	NVR INC	$860.67	$609.79	$860.67	$609.79	$250.88
888-26052	02/14/2007	09/13/2012	1	GOOGLE INC-CL A	$694.93	$465.66	$694.93	$465.66	$229.27
888-26052	08/18/2006	09/13/2012	1	GOOGLE INC-CL A	$694.93	$384.62	$694 93	$384.62	$310.31
888-26052	07/18/2011	09/12/2012	105	APPLIED MATERIALS INC	$11.59	$12.36	$1,217 25	$1,297.68	($80.43)
888-26052	07/15/2011	09/12/2012	1	TRANSOCEAN LTD	$46 22	$62.38	$46.22	$62.38	($16.16)
888-26052	05/13/2011	09/12/2012	19	TRANSOCEAN LTD	$46.22	$68.74	$878 21	$1,306.01	($427 80)
888-26052	04/23/2009	09/12/2012	16	TIME WARNER CABLE	$91.83	$26.87	$1,469 27	$429.87	$1,039 40
888-26052	09/29/2010	09/05/2012	10	JOHNSON & JOHNSON	$67.27	$62.26	$672.73	$622.62	$50.11
888-26052	09/28/2010	09/05/2012	10	JOHNSON & JOHNSON	$67.27	$62.29	$672 73	$622.91	$49.82
888-26052	09/01/2010	09/05/2012	10	JOHNSON & JOHNSON	$67.27	$58.26	$672.73	$582.63	$90.10
888-26052	08/30/2010	09/05/2012	15	JOHNSON & JOHNSON	$67.27	$57.71	$1,009.10	$865.62	$143.48
888-26052	06/30/2010	09/05/2012	85	JOHNSON & JOHNSON	$67.27	$59.22	$5,718.21	$5,033.58	$684 63
888-26052	06/21/2010	09/05/2012	5	JOHNSON & JOHNSON	$67.27	$59.41	$336 37	$297.03	$39.34
888-26052	08/18/2006	08/30/2012	3	GOOGLE INC-CL A	$682.58	$384.63	$2,047.74	$1,153.88	$893.86
888-26052	07/26/2011	08/21/2012	3	EOG RESOURCES INC	$109.25	$106.52	$327 74	$319.56	$8 18
888-26052	02/28/2011	08/21/2012	5	EOG RESOURCES INC	$109.25	$112.53	$546.23	$562.65	($16.42)
888-26052	04/20/2011	08/20/2012	10	CENTURYLINK INC	$41.67	$39.65	$416 73	$396.45	$20.28

Capital Gains

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Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	09/27/2010	08/20/2012	30	CENTURYLINK INC	$41.67	$39.22	$1,250.19	$1,176.52	$73.67
888-26052	07/27/2011	08/10/2012	15	COVIDIEN PLC	$56.94	$52.18	$854.03	$782.70	$71.33
888-26052	05/10/2011	08/10/2012	5	GOLDMAN SACHS GROUP INC	$102.81	$150.15	$514.08	$750.77	($236.69)
888-26052	02/09/2011	08/10/2012	5	GOLDMAN SACHS GROUP INC	$102.81	$167.03	$514.07	$835.16	($321.09)
888-26052	09/09/2010	08/10/2012	10	EOG RESOURCES INC	$108.45	$89.60	$1,084.53	$895.99	$188.54
888-26052	09/07/2010	08/09/2012	25	GANNETT CO	$15.10	$13.28	$377.62	$332.03	$45.59
888-26052	06/25/2010	08/08/2012	15	THE WALT DISNEY CO.	$50.35	$33.46	$755.26	$501.87	$253.39
888-26052	05/27/2010	08/08/2012	20	THE WALT DISNEY CO.	$50.35	$33.71	$1,007.01	$674.19	$332.82
888-26052	03/22/2011	08/07/2012	25	QUALCOMM INC	$61.11	$52.78	$1,527.87	$1,319.42	$208.45
888-26052	02/14/2011	08/07/2012	25	INTUIT INC	$59.97	$50.90	$1,499.25	$1,272.60	$226.65
888-26052	09/28/2010	08/07/2012	10	ORACLE CORP	$31.61	$27.04	$316 11	$270.37	$45.74
888-26052	09/21/2010	08/07/2012	45	ORACLE CORP	$31.61	$27.03	$1,422.52	$1,216.51	$206.01
888-26052	09/07/2010	08/07/2012	5	DANAHER CORP	$53.63	$39.10	$268.13	$195.50	$72.63
888-26052	05/04/2010	08/07/2012	20	DANAHER CORP	$53.63	$41.51	$1,072.54	$830.24	$242.30
888-26052	08/25/2010	08/03/2012	6	EOG RESOURCES INC	$105.51	$86.03	$633.09	$516.15	$116.94
888-26052	07/12/2010	08/03/2012	7	EOG RESOURCES INC	$105.51	$105.50	$738.60	$738.52	$0.08
888-26052	06/20/2011	07/30/2012	10	BORGWARNER INC	$67.33	$72 88	$673 27	$728.82	($55.55)
888-26052	03/30/2011	07/30/2012	10	BORGWARNER INC	$67.33	$78.88	$673 26	$788.80	($115.54)
888-26052	06/14/2011	07/25/2012	9	PRECISION CASTPARTS CORP	$159.90	$152.70	$1,439.09	$1,374.26	$64 83
888-26052	03/02/2010	07/25/2012	20	DANAHER CORP	$50.66	$37 75	$1,013.24	$754.91	$258.33
888-26052	08/07/2009	07/25/2012	20	DANAHER CORP	$50.66	$30.88	$1,013.24	$617.52	$395 72
888-26052	04/17/2009	07/20/2012	24	TIME WARNER CABLE	$84.80	$29.12	$2,035 15	$698.76	$1,336.39
888-26052	07/14/2011	07/17/2012	9	ANADARKO PETROLEUM CORP	$71.16	$76.73	$640.45	$690.55	($50.10)
888-26052	07/05/2011	07/17/2012	8	ANADARKO PETROLEUM CORP	$71.16	$79.11	$569.29	$632 90	($63 61)
888-26052	07/05/2011	07/13/2012	2	ANADARKO PETROLEUM CORP	$68.69	$79.12	$137.38	$158 23	($20.85)
888-26052	06/10/2011	07/13/2012	6	ANADARKO PETROLEUM CORP	$68.69	$73.25	$412.15	$439 47	($27 32)
888-26052	06/07/2011	07/13/2012	17	ANADARKO PETROLEUM CORP	$68.69	$75 46	$1,167.76	$1,282.89	($115.13)
888-26052	02/28/2011	07/12/2012	10	UNITED PARCEL SERVICE-CL B	$78.48	$73.87	$784 84	$738.72	$46.12
888-26052	09/27/2010	07/12/2012	20	CENTURYLINK INC	$40.06	$39.22	$801 17	$784.35	$16.82
888-26052	12/01/2010	07/11/2012	10	UNITED PARCEL SERVICE-CL B	$78.74	$71.48	$787.38	$714.83	$72 55

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	05/17/2011	07/10/2012	10	COVIDIEN PLC	$53.71	$55.95	$537 14	$559.46	($22 32)
888-26052	11/09/2010	07/10/2012	15	UNITED PARCEL SERVICE-CL B	$78.69	$69.44	$1,180.39	$1,041.56	$138.83
888-26052	10/29/2010	07/10/2012	10	UNITED PARCEL SERVICE-CL B	$78.69	$67.29	$786.93	$672.93	$114.00
888-26052	03/31/2011	07/05/2012	3	AMAZON.COM INC	$227.98	$180.09	$683.94	$540.27	$143.67
888-26052	02/01/2011	07/05/2012	4	AMAZON.COM INC	$227.98	$172.19	$911.91	$688.77	$223.14
888-26052	07/13/2010	07/05/2012	5	AMAZON.COM INC	$227.98	$122.82	$1,139.90	$614.09	$525.81
888-26052	09/07/2010	07/02/2012	80	GANNETT CO	$14.79	$13.28	$1,182.87	$1,062.51	$120.36
888-26052	03/24/2011	06/29/2012	25	ALTRIA GROUP INC	$34.28	$25.82	$856.90	$645.50	$211.40
888-26052	03/06/2006	06/29/2012	23	GILEAD SCIENCES INC	$50.87	$29.99	$1,170.07	$689.75	$480.32
888-26052	09/23/2010	06/25/2012	25	ALTRIA GROUP INC	$33.80	$23.59	$845.12	$589.86	$255.26
888-26052	09/02/2010	06/22/2012	38	JPMORGAN CHASE & CO	$36.12	$37.76	$1,372.74	$1,434.89	($62.15)
888-26052	08/30/2010	06/22/2012	18	JPMORGAN CHASE & CO	$36.12	$36.28	$650.24	$653.03	($2.79)
888-26052	07/13/2010	06/20/2012	6	AMAZON.COM INC	$221.67	$122.82	$1,330.01	$736.90	$593.11
888-26052	05/18/2009	06/20/2012	7	AMAZON.COM INC	$221.67	$75.00	$1,551.68	$524.99	$1,026.69
888-26052	05/13/2008	06/20/2012	2	APPLE INC	$582.03	$188.93	$1,164.07	$377.86	$786.21
888-26052	03/04/2008	06/20/2012	3	APPLE INC	$582.03	$122.67	$1,746.10	$368.02	$1,378.08
888-26052	08/30/2010	06/18/2012	7	JPMORGAN CHASE & CO	$34.75	$36.28	$243.25	$253.95	($10.70)
888-26052	06/16/2010	06/18/2012	18	JPMORGAN CHASE & CO	$34.75	$38.68	$625 51	$696.16	($70.65)
888-26052	12/08/2010	06/13/2012	10	FLOWSERVE CORPORATION	$105.40	$113.84	$1,054.00	$1,138 41	($84 41)
888-26052	10/22/2010	06/13/2012	5	FLOWSERVE CORPORATION	$105.40	$113.75	$527.00	$568.75	($41.75)
888-26052	05/13/2011	06/12/2012	10	DEVON ENERGY CORPORATION	$57.40	$81.92	$574 04	$819.15	($245.11)
888-26052	02/28/2011	06/12/2012	20	DEVON ENERGY CORPORATION	$57.40	$91 01	$1,148 08	$1,820.15	($672.07)
888-26052	01/25/2011	06/12/2012	10	DEVON ENERGY CORPORATION	$57.40	$83.91	$574.04	$839.09	($265 05)
888-26052	06/16/2010	06/08/2012	7	JPMORGAN CHASE & CO	$33.58	$38.68	$235 04	$270.73	($35.69)
888-26052	06/15/2010	06/08/2012	18	JPMORGAN CHASE & CO	$33.58	$37.66	$604 38	$677.94	($73 56)
888-26052	06/15/2010	06/07/2012	32	JPMORGAN CHASE & CO	$33.33	$37 66	$1,066.60	$1,205.24	($138.64)
888-26052	01/12/2010	06/07/2012	12	JPMORGAN CHASE & CO	$33.33	$43.41	$399.97	$520.92	($120 95)
888-26052	08/07/2009	06/07/2012	14	JPMORGAN CHASE & CO	$33.33	$42.87	$466 63	$600.12	($133.49)
888-26052	06/15/2009	06/07/2012	23	JPMORGAN CHASE & CO	$33.33	$34.35	$766 61	$790.16	($23 55)
888-26052	11/19/2010	06/06/2012	40	CORNING INC	$12.75	$17.76	$510.10	$710 20	($200.10)

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December 1, 2011 - November 30, 2012

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	09/02/2010	06/06/2012	45	CORNING INC	$12.75	$16.34	$573.87	$735.17	($161.30)
888-26052	09/30/2009	06/06/2012	65	CORNING INC	$12.75	$15.28	$828.92	$993.00	($164.08)
888-26052	05/09/2011	06/04/2012	20	POTASH CORP OF SASKATCHEWAN	$36.94	$54.39	$738.78	$1,087.71	($348.93)
888-26052	11/09/2010	06/04/2012	25	JPMORGAN CHASE & CO	$31.03	$40.48	$775.65	$1,011.92	($236.27)
888-26052	09/02/2010	06/04/2012	48	JPMORGAN CHASE & CO	$31.03	$37.76	$1,489.26	$1,812.50	($323.24)
888-26052	06/17/2010	06/01/2012	40	MARATHON OIL CORP	$24.01	$20.14	$960.22	$805.45	$154.77
888-26052	05/17/2010	06/01/2012	10	MARATHON OIL CORP	$24.01	$18.89	$240.06	$188.92	$51.14
888-26052	10/22/2010	05/18/2012	10	UNITED PARCEL SERVICE-CL B	$74.38	$69.74	$743.76	$697.41	$46.35
888-26052	02/15/2011	05/17/2012	15	QUALCOMM INC	$58.96	$58.71	$884.38	$880.69	$3.69
888-26052	02/11/2011	05/17/2012	10	QUALCOMM INC	$58.96	$57.28	$589.59	$572.79	$16.80
888-26052	03/02/2010	05/16/2012	45	EMC CORP/MASS	$25.73	$17.83	$1,157.68	$802.33	$355.35
888-26052	01/05/2011	05/14/2012	65	GENERAL ELECTRIC CO	$18.69	$18.60	$1,214.61	$1,208.87	$5.74
888-26052	12/06/2010	05/14/2012	35	NORTHROP GRUMMAN CORP	$60.20	$57.93	$2,106.84	$2,027.46	$79.38
888-26052	09/02/2010	05/14/2012	10	NORTHROP GRUMMAN CORP	$60.20	$51.92	$601.95	$519.21	$82.74
888-26052	02/12/2010	05/14/2012	35	GENERAL ELECTRIC CO	$18.69	$15.49	$654.02	$542.29	$111.73
888-26052	02/11/2011	05/03/2012	5	QUALCOMM INC	$64.31	$57.28	$321.54	$286.40	$35.14
888-26052	01/28/2011	05/03/2012	10	QUALCOMM INC	$64.31	$54.32	$643 07	$543.20	$99 87
888-26052	12/02/2009	04/27/2012	55	CONSTELLATION BRANDS INC-A	$22.00	$16.48	$1,210 03	$906.58	$303.45
888-26052	08/14/2009	04/27/2012	80	CONSTELLATION BRANDS INC-A	$22.00	$14.46	$1,760.05	$1,156.55	$603 50
888-26052	04/21/2011	04/25/2012	20	EXPRESS SCRIPTS HOLDING CO	$56.93	$56.21	$1,138.52	$1,124.11	$14 41
888-26052	04/07/2011	04/25/2012	16	POTASH CORP OF SASKATCHEWAN	$44.10	$59.23	$705 60	$947.66	($242 06)
888-26052	03/04/2011	04/25/2012	20	EXPRESS SCRIPTS HOLDING CO	$56.93	$55.88	$1,138.52	$1,117.64	$20 88
888-26052	02/22/2011	04/25/2012	15	BROADCOM CORP-CL A	$36 20	$41.19	$543 03	$617.86	($74.83)
888-26052	02/17/2011	04/25/2012	20	BROADCOM CORP-CL A	$36.20	$42 32	$724.05	$846.33	($122 28)
888-26052	01/18/2011	04/25/2012	19	POTASH CORP OF SASKATCHEWAN	$44.10	$57.66	$837 90	$1,095 58	($257 68)
888-26052	12/31/2010	04/25/2012	45	MARVELL TECHNOLOGY GROUP LT	$14.83	$18.29	$667 16	$823 14	($155.98)
888-26052	11/02/2010	04/25/2012	120	MARVELL TECHNOLOGY GROUP LT	$14.83	$19 93	$1,779 10	$2,391.87	($612.77)
888-26052	09/02/2010	04/25/2012	30	BROADCOM CORP-CL A	$36.20	$31.09	$1,086 06	$932.57	$153 49
888-26052	10/22/2010	04/24/2012	10	FLOWSERVE CORPORATION	$111.29	$113.75	$1,112.86	$1,137.49	($24.63)
888-26052	03/04/2011	04/20/2012	15	BORGWARNER INC	$80.94	$77.04	$1,214 10	$1,155.59	$58 51

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
December 1, 2011 - November 30, 2012

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	03/29/2011	04/18/2012	40	MOODY'S CORP	$42.34	$33.35	$1,693 55	$1,333 83	$359 72
888-26052	03/04/2011	04/13/2012	25	TRAVELERS COS INC/THE	$58.55	$58.90	$1,463.84	$1,472.52	($8.68)
888-26052	10/18/2010	04/13/2012	20	UNITED PARCEL SERVICE-CL B	$79.17	$69.50	$1,583.45	$1,389.96	$193.49
888-26052	09/03/2010	04/13/2012	10	UNITED PARCEL SERVICE-CL B	$79.17	$67.56	$791.73	$675.60	$116.13
888-26052	07/28/2010	04/13/2012	25	TRAVELERS COS INC/THE	$58.55	$50.61	$1,463.84	$1,265.17	$198.67
888-26052	11/26/2007	04/13/2012	10	TRAVELERS COS INC/THE	$58.55	$51.30	$585.54	$512.96	$72.58
888-26052	01/11/2011	04/09/2012	21	DOW CHEMICAL	$32.44	$35.62	$681.28	$747.98	($66.70)
888-26052	01/11/2011	04/09/2012	5	GOLDMAN SACHS GROUP INC	$116.94	$170.11	$584.69	$850.56	($265.87)
888-26052	10/19/2010	04/09/2012	3	GOLDMAN SACHS GROUP INC	$116.94	$157.45	$350.82	$472.36	($121.54)
888-26052	10/15/2010	04/09/2012	3	GOLDMAN SACHS GROUP INC	$116.94	$152.08	$350.81	$456.25	($105.44)
888-26052	10/08/2010	04/09/2012	5	GOLDMAN SACHS GROUP INC	$116.94	$152.74	$584.69	$763.70	($179.01)
888-26052	09/01/2010	04/09/2012	20	DOW CHEMICAL	$32.44	$25.59	$648.84	$511.80	$137.04
888-26052	07/27/2010	04/09/2012	25	DOW CHEMICAL	$32.44	$27.95	$811.05	$698.66	$112.39
888-26052	03/14/2011	03/23/2012	10	DTE ENERGY COMPANY	$54.66	$48.40	$546.55	$484.00	$62.55
888-26052	10/19/2010	03/20/2012	2	GOLDMAN SACHS GROUP INC	$126.74	$157.46	$253.49	$314.91	($61.42)
888-26052	10/15/2010	03/20/2012	2	GOLDMAN SACHS GROUP INC	$126.74	$152.09	$253.49	$304.17	($50.68)
888-26052	01/01/1950	03/08/2012	2000	COSTCO WHOLESALE CORP	$88.01	$0.12	$176,020.00	$240.00	$175,780.00
888-26052	03/06/2006	03/07/2012	2800.647	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$13.92	$13.05	$38,985 00	$36,548.44	$2,436 56
888-26052	04/30/1999	03/07/2012	585.357	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.59	$19.43	$7,955.00	$11,373.49	($3,418.49)
888-26052	01/01/1950	03/05/2012	1000	COSTCO WHOLESALE CORP	$87.50	$0.12	$87,500.00	$120.00	$87,380.00
888-26052	01/01/1950	02/29/2012	1000	COSTCO WHOLESALE CORP	$86.50	$0.12	$86,500.00	$120.00	$86,380.00
888-26052	11/18/2010	02/28/2012	15	GENERAL MOTORS CO	$26.24	$34.00	$393.59	$509.99	($116.40)
888-26052	02/17/2011	02/23/2012	10	MONSANTO CO	$77.69	$73.85	$776 87	$738.48	$38.39
888-26052	10/27/2010	02/21/2012	10	CITRIX SYSTEMS INC	$73.64	$64.26	$736.44	$642.60	$93.84
888-26052	07/09/2010	02/21/2012	30	DOW CHEMICAL	$34.68	$25.57	$1,040.45	$767.18	$273 27
888-26052	06/04/2010	02/21/2012	9	DOW CHEMICAL	$34.68	$25.43	$312.14	$228.83	$83.31
888-26052	11/18/2010	02/17/2012	25	GENERAL MOTORS CO	$27.19	$34.00	$679.72	$849.99	($170.27)
888-26052	09/02/2010	02/14/2012	8	MARATHON PETROLEUM CORP	$44.04	$23.90	$352.28	$191 21	$161.07

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
December 1, 2011 - November 30, 2012

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	09/02/2010	02/10/2012	15	JOHNSON CONTROLS INC	$32.97	$28.00	$494.56	$420.02	$74.54
888-26052	11/05/2010	02/09/2012	10	ACCENTURE PLC-CL A	$57.43	$45.59	$574.29	$455.89	$118.40
888-26052	09/02/2010	02/08/2012	20	BROADCOM CORP-CL A	$37.64	$31.09	$752.70	$621.71	$130.99
888-26052	09/02/2010	02/08/2012	30	JOHNSON CONTROLS INC	$32.75	$28.00	$982.37	$840.03	$142.34
888-26052	08/07/2009	02/08/2012	10	DANAHER CORP	$52.21	$30.88	$522.05	$308.76	$213.29
888-26052	06/15/2009	02/08/2012	10	DANAHER CORP	$52.21	$30.99	$522.06	$309.86	$212.20
888-26052	09/02/2010	02/02/2012	25	INGERSOLL-RAND PLC	$36.27	$33.91	$906.76	$847.87	$58.89
888-26052	04/05/2010	02/02/2012	30	INGERSOLL-RAND PLC	$36.27	$35.07	$1,088.12	$1,051.99	$36.13
888-26052	01/01/1950	02/02/2012	1000	COSTCO WHOLESALE CORP	$85.50	$0.12	$85,500.00	$120.00	$85,380.00
888-26052	11/10/2010	01/27/2012	15	STARBUCKS CORP	$47.07	$30.43	$706.02	$456.51	$249.51
888-26052	09/02/2010	01/25/2012	5	MARATHON PETROLEUM CORP	$38.50	$23.90	$192.52	$119.50	$73.02
888-26052	06/17/2010	01/25/2012	35	MARATHON PETROLEUM CORP	$38.50	$26.07	$1,347.67	$912.36	$435.31
888-26052	05/17/2010	01/11/2012	60	MARATHON OIL CORP	$30.66	$18.89	$1,839.74	$1,133.54	$706.20
888-26052	08/18/2006	01/09/2012	1	GOOGLE INC-CL A	$638.44	$384.63	$638.44	$384.63	$253.81
888-26052	11/05/2010	12/21/2011	15	ACCENTURE PLC-CL A	$51.49	$45.59	$772.29	$683.83	$88 46
888-26052	09/21/2010	12/21/2011	25	ORACLE CORP	$25.17	$27.03	$629.26	$675.84	($46.58)
888-26052	03/02/2010	12/21/2011	15	EMC CORP/MASS	$21.44	$17.83	$321.61	$267.45	$54.16
888-26052	09/04/2009	12/21/2011	15	EMC CORP/MASS	$21.44	$15.79	$321.62	$236.92	$84.70
888-26052	08/18/2006	12/16/2011	1	GOOGLE INC-CL A	$624.19	$384.63	$624.19	$384.63	$239 56
888-26052	11/23/2010	12/14/2011	25	LIMITED BRANDS INC	$39.35	$33.06	$983 76	$826.47	$157.29
888-26052	11/16/2010	12/14/2011	15	ALLERGAN INC	$82.50	$68.55	$1,237.57	$1,028.21	$209.36
888-26052	11/01/2010	12/14/2011	20	STARBUCKS CORP	$42.92	$28.72	$858 46	$574.37	$284.09
888-26052	10/07/2010	12/14/2011	15	ACCENTURE PLC-CL A	$56.14	$45.48	$842 03	$682.13	$159.90
888-26052	09/03/2010	12/14/2011	5	UNITED PARCEL SERVICE-CL B	$70.51	$67 56	$352 55	$337.80	$14 75
888-26052	09/02/2010	12/14/2011	10	BROADCOM CORP-CL A	$28.56	$32.13	$285 59	$321 30	($35.71)
888-26052	09/02/2010	12/14/2011	10	UNITED PARCEL SERVICE-CL B	$70.51	$67.09	$705 10	$670.94	$34.16
888-26052	09/01/2010	12/14/2011	20	BROADCOM CORP-CL A	$28 56	$30.22	$571.17	$604.37	($33.20)
888-26052	05/04/2010	12/14/2011	12	EOG RESOURCES INC	$93 83	$109.42	$1,125 93	$1,313.04	($187.11)
888-26052	12/22/2009	12/14/2011	25	JOHNSON CONTROLS INC	$29.15	$27.73	$728.84	$693.36	$35 48
888-26052	09/04/2009	12/14/2011	25	EMC CORP/MASS	$22.13	$15.80	$553.37	$394.88	$158.49

BERNSTEIN
Global Wealth Management

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
December 1, 2011 - November 30, 2012

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-26052	03/04/2008	12/14/2011	5	APPLE INC	$379.47	$122 68	$1,897.35	$613.38	$1,283.97
888-26052	08/18/2006	12/14/2011	1	GOOGLE INC-CL A	$616.77	$384.63	$616.77	$384.63	$232.14
888-26052	03/06/2006	12/13/2011	1925.313	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.15	$13.05	$27,243.18	$25,125.33	$2,117.85
888-26052	12/07/2005	12/13/2011	7.217	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.15	$13.10	$102.12	$94.54	$7 58
888-26052	10/07/2005	12/13/2011	830 816	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.15	$13.24	$11,756.04	$11,000.00	$756.04
888-26052	08/03/2005	12/13/2011	1285.714	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.15	$13.30	$18,192.85	$17,100.00	$1,092.85
888-26052	06/13/2005	12/13/2011	800.299	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.15	$13.37	$11,324.23	$10,700.00	$624.23
888-26052	12/10/2004	12/13/2011	58.455	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.15	$13.43	$827.14	$785.05	$42.09
888-26052	11/03/2004	12/13/2011	796.887	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.15	$13.49	$11,275.95	$10,750.00	$525.95
888-26052	07/22/2004	12/13/2011	373.867	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.15	$13.24	$5,290.22	$4,950.00	$340.22
888-26052	05/29/2002	12/13/2011	501.946	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.15	$12.85	$7,102.54	$6,450.00	$652.54
888-26052	08/06/2001	12/13/2011	366 329	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.15	$12 83	$5,183.55	$4,700.00	$483.55
888-26052	04/27/2001	12/13/2011	63.758	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.15	$12.73	$902.18	$811.64	$90.54
888-26052	06/10/2010	12/12/2011	50	COMCAST CORP-CL A	$23.01	$17.99	$1,150.48	$899.46	$251.02
888-26052	05/07/2010	12/12/2011	4	COMCAST CORP-CL A	$23.01	$18.46	$92.04	$73.84	$18.20
888-26052	02/25/2010	12/07/2011	10	CONOCOPHILLIPS	$72.27	$47.51	$722.65	$475.13	$247.52
888-26052	08/30/2010	12/05/2011	15	MONSANTO CO	$71.13	$56.54	$1,066.92	$848.14	$218.78
888-26052	06/15/2010	12/05/2011	10	JPMORGAN CHASE & CO	$33.73	$37.66	$337.34	$376.64	($39.30)
888-26052	12/22/2009	12/05/2011	10	JPMORGAN CHASE & CO	$33.73	$41.94	$337.34	$419.40	($82.06)
						Total	**$1,078,636.59**	**$607,306.17**	**$471,330.42**

Statement A

Capital Gains

Account: THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)
December 1, 2011 - November 30, 2012

LT Cap Gains Distribution from Bernstein Funds

Account No.	Income Date	Description		Amount
888-26052	12/19/2011	BERNSTEIN EMERGING MARKETS PORTFOLIO LONG CAPITAL GAIN		$1,014.87
888-26052	12/19/2011	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO LONG CAPITAL GAIN		$7,218.39
			Total	**$8,233.26**

[2] The selected account is Nontaxable

Please note that prior to 2008, long-term capital gains distributions from mutual funds can be found on the Income report

Please see your Year-End Tax Report for your official tax record. You should verify the accuracy of all calculations with your tax advisor.

[1] Capital Gain totals do not include accounts that hold Alternatives, Hedge Funds, Private Equity, DBTs or any other investment that receives a K-1.

This report includes data for closed accounts

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE FRANK M. & LEE GOLDBERG FOUNDATION

Employer identification number (EIN) or
☒ 95-3678549

Number, street, and room or suite no. If a P.O. box, see instructions.
1333 CAMINO DEL RIO SOUTH, SUITE 310

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
SAN DIEGO, CA 92108-3520

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ FRANK M. & LEE GOLDBERG 1333 CAMINO DEL RIO SOUTH, #310 - SAN DIEGO, CA 92108

Telephone No. ▶ (619) 297-3900 FAX No. ▶

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

4 I request an additional 3-month extension of time until OCTOBER 15, 2013.

5 For calendar year ______ , or other tax year beginning DEC 1, 2011 , and ending NOV 30, 2012

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED IN ORDER TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 15,851.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 15,851.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 7/12/13

123842
01-08-12