efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491319018493

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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
THE GOLDSTONE FAMILY FOUNDATION

A Employer identification number
06-1596255

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

B Telephone number (see instructions)
(203) 438-5588

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 24,298,481

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	169,662	169,289		
	4	Dividends and interest from securities	155,451	155,451		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,452,322			
	b	Gross sales price for all assets on line 6a 3,340,693				
	7	Capital gain net income (from Part IV, line 2)		1,452,322		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-8,515	-55,128		
	12	**Total.** Add lines 1 through 11	1,768,920	1,721,934		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages	59,000	0		59,000
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	10,000	5,000		5,000
	c	Other professional fees (attach schedule)	49,846	0		49,846
	17	Interest	99,115	99,115		0
	18	Taxes (attach schedule) (see instructions)	18,058	4,230		5,285
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	46,410	0		46,410
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	290,078	250,660		34,855
	24	**Total operating and administrative expenses.** Add lines 13 through 23	572,507	359,005		200,396
	25	Contributions, gifts, grants paid	952,425			952,425
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,524,932	359,005		1,152,821
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	243,988			
	b	**Net investment income** (if negative, enter -0-)		1,362,929		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	71,597		
	2	Savings and temporary cash investments	1,229,708	3,412,065	3,412,065
	3	Accounts receivable ▶ 78,329			
		Less allowance for doubtful accounts ▶	66,000	78,329	78,329
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	0	585,102	648,278
	b	Investments—corporate stock (attach schedule)	4,643,043	4,328,371	3,831,896
	c	Investments—corporate bonds (attach schedule)	1,415,449	1,065,026	1,093,641
	11	Investments—land, buildings, and equipment basis ▶ 3,508,228			
		Less accumulated depreciation (attach schedule) ▶	3,508,228	3,508,228	3,508,228
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	12,966,125	11,723,901	11,726,044
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	23,900,150	24,701,022	24,298,481
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	0	116,471	
	23	**Total liabilities** (add lines 17 through 22)	0	116,471	
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	23,900,150	24,584,551	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	23,900,150	24,584,551	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	23,900,150	24,701,022	

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	23,900,150
2	Enter amount from Part I, line 27a	2	243,988
3	Other increases not included in line 2 (itemize) ▶	3	440,413
4	Add lines 1, 2, and 3	4	24,584,551
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	24,584,551

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,452,322
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,091,476	22,819,401	0 047831
2010	1,105,693	23,435,415	0 047180
2009	1,165,493	21,048,521	0 055372
2008	1,091,150	22,767,574	0 047926
2007	1,231,410	27,717,326	0 044427

2	**Total** of line 1, column (d).	2	0 242736
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048547
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	23,328,049
5	Multiply line 4 by line 3.	5	1,132,507
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	13,629
7	Add lines 5 and 6.	7	1,146,136
8	Enter qualifying distributions from Part XII, line 4.	8	1,152,821

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☑ and enter 1% of Part I, line 27b			1	13,629
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	13,629
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	13,629
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	13,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	9
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**			9	638
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax**		**Refunded**	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation $ 0 **(2)** On foundation managers $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) NY, DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

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

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

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

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See 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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
STEVEN F GOLDSTONE CO BEVERLY CHASE 445 MAIN STREET RIDGEFIELD, CT 06877	DIRECTOR, PRESIDENT & TREA 10 00	0	0	0
ELIZABETH GOLDSTONE CO BEVERLY CHAS 445 MAIN STREET RIDGEFIELD, CT 06877	DIRECTOR, VP, SECRETARY 10 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
KERRI GLASS 187 FARMINGVILLE ROAD RIDGEFIELD, CT 06877	MANAGER 40 00	59,000	0	0

Total number of other employees paid over $50,000. ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	5,543,634
b	Average of monthly cash balances	1b	3,777,030
c	Fair market value of all other assets (see instructions)	1c	14,362,634
d	**Total** (add lines 1a, b, and c)	1d	23,683,298
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	23,683,298
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	355,249
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,328,049
6	**Minimum investment return.** Enter 5% of line 5	6	1,166,402

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	1,166,402
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 13,629		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	13,629
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,152,773
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,152,773
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	1,152,773

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	1,152,821
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,152,821
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	13,629
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,139,192

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,152,773
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,076,459	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,152,821				
a Applied to 2011, but not more than line 2a			1,076,459	
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 2012 distributable amount.				76,362
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,076,411
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

See Additional Data Table

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				952,425
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments	900000	373	14	169,289	
4 Dividends and interest from securities. . . .			14	155,451	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.	900000	13,887	14	27,760	
8 Gain or (loss) from sales of assets other than inventory			18	1,452,322	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a FROM K-1 - A P OPPORTUNITIES FUND, LP	900000	-1,393	14	-82,888	
b FROM K-1 - A P OPPORTUNITIES FUND, LP	900000	2,422	18		
c FROM K-1 - A P OPPORTUNITIES FUND, LP	900000	26,797	18		
d FROM K-1 - KKR FINANCIALS	900000	3,020	18		
e FROM K-1 - KKR FINANCIALS	900000	1,880	18		
12 Subtotal Add columns (b), (d), and (e). .		46,986		1,721,934	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,768,920

(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) (See instructions)

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

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

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | 2013-11-06 Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
JEFFREY FEINMAN	JEFFREY FEINMAN			P00227146

Firm's name ▶ DDK & COMPANY LLP | Firm's EIN ▶ 13-2738625

Firm's address ▶ ONE PENN PLAZA 4TH FLR NEW YORK, NY 10119 | Phone no (212) 997-0600

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
FIDELITY #8670 SEE ATTACHED SCHEDULE	P		2012-12-31
FIDELITY #8670 SEE ATTACHED SCHEDULE	P		2012-12-31
FIDELITY #4535 SEE ATTACHED SCHEDULE	P		2012-12-31
FIDELITY #4535 SEE ATTACHED SCHEDULE	P		2012-12-31
FIDELITY #4535 SEE ATTACHED SCHEDULE	P		2012-12-31
FIDELITY #4535 SEE ATTACHED SCHEDULE	P		2012-12-31
FROM K-1 - A P OPPORTUNITIES FUND, LP	P		2012-12-31
FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	P		2012-12-31
FROM K-1 - GS CAPITAL PARTNERS VI PARALLEL, LP	P		2012-12-31
FROM K-1 - KKR FINANCIALS	P		2012-12-31
SILVER POINT CAPITAL OFFSHORE FUND LTD	P		2012-12-31
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
61,073		56,102	4,971
267,556		267,556	0
905,982		803,586	102,396
18,245			18,245
991,339		931,615	59,724
104,025		168,969	-64,944
			320,188
			30
			53,434
			-34,195
984,367			984,367
8,106			8,106

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			4,971
			0
			102,396
			18,245
			59,724
			-64,944
			320,188
			30
			53,434
			-34,195
			984,367
			8,106

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000).

STEVEN F GOLDSTONE CO BEVERLY CHASE
ELIZABETH GOLDSTONE CO BEVERLY CHAS

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
A BATTER CHANCE IN RIDGEFIELD INC PO BOX 1044 RIDGEFIELD,CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	1,000
AIDS WALK 110 BARTHOLOMEW AVE SUITE 3050 HARTFORD,CT 06106	NONE	PUBLIC CHARITY	GENERAL USE	550
ANIMAL KIND INC 721 WARREN STREET HUDSON,NY 12534	NONE	PUBLIC CHARITY	GENERAL USE	250
BARD COLLEGE 30 CAMPUS ROAD HUDSON,NY 12504	NONE	PUBLIC CHARITY	GENERAL USE	3,000
BIG BROTHERS BIG SISTERS SWCT 2470 FAIRFIELD AVE BRIDGEPORT,CT 06605	NONE	PUBLIC CHARITY	GENERAL USE	250
CANCER SUPPORT COMMUNITY PHILADELPHIA 4100 CHAMOUNIX DRIVE PHILADELPHIA,PA 19131	NONE	PUBLIC CHARITY	GENERAL USE	250
CARDIGAN MOUNTAIN SCHOOL 62 ALUMNI DRIVE CANAAN,NH 03741	NONE	PUBLIC CHARITY	GENERAL USE	2,500
CENTER FOR ADVANCEMENT IN CANCER EDUCATION 300 E LANCASTER AVE SUITE 100 WYNNEWOOD,PA 19096	NONE	PUBLIC CHARITY	GENERAL USE	1,000
CHEKHOV INTERNATIONAL THEATRE FESTIVAL 36 OLD QUARRY RD RIDGEFIELD,CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	250
CHIRP 400 MAIN STREET RIDGEFIELD,CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	250
CHRIS HENRY AND ROYAL FAMILY PRODUCTION 66 PINEHURST AVE APT A4 NEW YORK,NY 10033	NONE	PUBLIC CHARITY	GENERAL USE	7,850
CIRCLE OF TAPAWINGO 5124 HOLYROOD ROAD PITTSBURGH,PA 15213	NONE	PUBLIC CHARITY	GENERAL USE	1,000
COBBOSSEECONTEE YACHT CLUB PO BOX 17 MANCHESTER,ME 04351	NONE	PUBLIC CHARITY	GENERAL USE	550
CONNECTICUT FOOD BANK PO BOX 8686 NEW HAVEN,CT 06531	NONE	PUBLIC CHARITY	GENERAL USE	250
CREATIVE CAPITAL 65 BLEECKER ST 7TH FL NEW YORK,NY 10012	NONE	PUBLIC CHARITY	GENERAL USE	10,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CREATIVE TIME 59 E 4TH ST 6 NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL USE	3,000
DANBURY HOSPITAL 24 HOSPITAL AVENUE DANBURY, CT 06810	NONE	PUBLIC CHARITY	GENERAL USE	40,750
ETHEL WALKER SCHOOL 230 BUSHY HILL ROAD SIMSBURY, CT 06070	NONE	PUBLIC CHARITY	GENERAL USE	2,500
FOUNDERS HALL 2504 9TH AVENUE KEARNEY, NE 68845	NONE	PUBLIC CHARITY	GENERAL USE	18,075
FRIEND OF THE RIDGEFIELD PARKS AND RECREATION 195 DANBURY ROAD RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	360,000
FRIENDS OF THE COBBOSSEE WATERSHED 51 SEWALL STREET AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	GENERAL USE	500
GROOVE WITH ME 186 E 123RD ST 2 NEW YORK, NY 10035	NONE	PUBLIC CHARITY	GENERAL USE	16,400
HOLIDAY TRUST FUND 400 MAIN STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	250
HOUSATONIC HABITAT FOR HUMANITY 51 AUSTIN ST DANBURY, CT 06810	NONE	PUBLIC CHARITY	GENERAL USE	3,500
KEELER TAVEM MUSEUM 132 MAIN STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	1,500
KENNEBEC LAND TRUST 134 MAIN ST STE 2B WINTHROP, ME 04364	NONE	PUBLIC CHARITY	GENERAL USE	100
KIDNEY & UROLOGY FOUNDATION 2 WEST 47TH STREET SUITE 401 NEW YORK, NY 10036	NONE	PUBLIC CHARITY	GENERAL USE	350
LEGAL AID 999 ASYLUM AVE HARTFORD, CT 06105	NONE	PUBLIC CHARITY	GENERAL USE	1,000
MOVEMBER PO BOX 1595 CULVER CITY, CA 90232	NONE	PUBLIC CHARITY	GENERAL USE	250
MEAL ON WHEELS 203 S UNION STREET ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY	GENERAL USE	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
METROPOLITAN OPERA LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL USE	2,500
MUSEUM FOR AFRICAN ART 36-01 43RD AVENUE 3 LONG ISLAND CITY, NY 11101	NONE	PUBLIC CHARITY	GENERAL USE	500
PENN ACADEMY OF THE FINE ARTS 118 N BROAD ST PHILADELPHIA, PA 19102	NONE	PUBLIC CHARITY	GENERAL USE	25,000
READING IS FUNDAMENTAL 1730 RHODE ISLAND AVE NW 11TH FLOOR WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL USE	1,000
RIDGEFIELD COMMUNITY CENTER 316 MAIN STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	2,750
RIDGEFIELD HISTORICAL SOCIETY 4 SUNSET LANE RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	250
RIDGEFIELD LIBRARY ASSOC 472 MAIN STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	102,750
RIDGEFIELD PLAYHOUSE 80 EAST RIDGE ROAD RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	2,500
RIDGEFIELD PYC 80 EAST RIDGE ROAD RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	500
RIDGEFIELD SYMPHONY ORCHESTRA 90 E RIDGE RD 5 RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	3,500
RIDGEFIELD VISITING NURSE 90 EAST RIDGE ROAD RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	110,000
ROUNDABOUT THEATRE 231 WEST 39TH STREET NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL USE	40,000
SAINT ANN'S SCHOOL 129 PIERREPONT STREET BROOKLYN HEIGHTS, NY 11201	NONE	PUBLIC CHARITY	GENERAL USE	750
SEEDS OF PEACE 370 LEXINGTON AVENUE SUITE 1201 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL USE	300
SHELLBUME MUSEUM 6000 SHELBURNE RD SHELBURNE, VT 05482	NONE	PUBLIC CHARITY	GENERAL USE	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SOCRATES SCULPTURE PARK 3205 VERNON BOULEVARD QUEENS, NY 11102	NONE	PUBLIC CHARITY	GENERAL USE	5,000
ST LUKE'S SCHOOL 377 NORTH WILTON ROAD NEW CANAAN, CT 06840	NONE	PUBLIC CHARITY	GENERAL USE	102,500
SUNRISE COTTAGE 6 SUNSET LANE RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	2,500
TBICO 22 EAGLE ROAD DANBURY, CT 06810	NONE	PUBLIC CHARITY	GENERAL USE	11,000
THE ALDRICH MUSEUM 258 MAIN STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	15,000
THE BOYS & GIRLS CLUB 41 GOVERNOR ST RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	5,000
THE DRAWING CENTER 35 WOOSTER ST NEW YORK, NY 10013	NONE	PUBLIC CHARITY	GENERAL USE	1,000
THE KENNEBEC LAND TRUST 134 MAIN STREET STE 2B WINTHROP, ME 04364	NONE	PUBLIC CHARITY	GENERAL USE	250
THE LEUKEMIA & LYMPHOMA SOCIETY 651 W WASHINGTON BLVD CHICAGO, IL 60661	NONE	PUBLIC CHARITY	GENERAL USE	500
THE NATIONAL CAMPAIGN TO PREVENT TEEN PREGNANCY 1776 MASSACHUSETTS AVENUE NW SUITE 200 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL USE	500
THE RIDGEFIELD CHORALE PO BOX 686 RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	1,000
THE TAFT SCHOOL 110 WOODBURY ROAD WATERTOWN, CT 06795	NONE	PUBLIC CHARITY	GENERAL USE	5,000
THE VETERAN'S MEMORIAL COMMUNITY ASSOCIATION 316 MAIN STREET RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	2,500
THEATRE AT MONMOUTH 796 MAIN STREET MONMOUTH, ME 04259	NONE	PUBLIC CHARITY	GENERAL USE	1,000
TIGER HOLLOW INC 285 W LANE RIDGEFIELD, CT 06877	NONE	PUBLIC CHARITY	GENERAL USE	250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNITED WAY KENNEBEC VALLEY 121 COMMERCIAL STREET AUGUSTA,ME 04330	NONE	PUBLIC CHARITY	GENERAL USE	1,000
UNIVERSITY OF PENNSYLVANIA 423 GUARDIAN DRIVE 175 PHILADELPHIA,PA 19104	NONE	PUBLIC CHARITY	GENERAL USE	25,000
WOMEN'S CENTER OF GREATER DANBURY 2 WEST STREET DANBURY,CT 06810	NONE	PUBLIC CHARITY	GENERAL USE	1,000
Total . . . . ▶ **3a**				952,425

TY 2012 Accounting Fees Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	10,000	5,000		5,000

TY 2012 Investments Corporate Bonds Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIDELITY INVESTMENTS #Z83-476870	1,065,026	1,093,641

TY 2012 Investments Corporate Stock Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY INVESTMENTS #Z85-514535	4,328,371	3,831,896

TY 2012 Investments Government Obligations Schedule

Name:	THE GOLDSTONE FAMILY FOUNDATION
EIN:	06-1596255
US Government Securities - End of Year Book Value:	585,102
US Government Securities - End of Year Fair Market Value:	648,278
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2012 Investments - Other Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AP OPPORTUNITIES FUND, LP	AT COST	5,233,602	5,233,602
GS CAPITAL PARTNERS VI PARALLEL, LP	AT COST	616,010	636,526
GS MEZZANINE PARTNERS 2006, LP	AT COST	451,868	433,495
GSCP VI PARALLEL AIV, LP	AT COST	39,315	39,315
SILVERPOINT CAPITAL OFFSHORE FUND	AT COST	5,133,888	5,133,888
KKR FINANCIAL HOLDINGS LLC	AT COST	0	0
AP OPPORTUNITIES FUND, LP-REDEMPTION REC	AT COST	0	0
LANDMARK DIVIDEND GROWTH FUND	AT COST	249,218	249,218

TY 2012 Other Expenses Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	695	695		0
MANAGEMENT FEES	282,809	249,965		28,281
OFFICE EXPENSE	2,053	0		2,053
LICENSE FEE	270	0		270
MISCELLANEOUS	7	0		7
UTILITIES	4,244	0		4,244

TY 2012 Other Income Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 - GS CAPITAL PARTNERS	-1,599	-1,599	-1,599
FROM K-1 - GS CAPITAL PARTNERS	-61	0	-61
RENTAL INCOME - E MCCULLOCH CO-GOLDSTONE FAM FD PT	28,447	28,447	28,447
SILVER POINT CAPITAL OFFSHORE FUND	110	110	110
FROM K-1 - KKR FINANCIAL	-714	-714	-714
FROM K-1 - KKR FINANCIAL	13,948	0	13,948
FROM K-1 - LANDMARK DIVIDEND GROWTH FUND	1,516	1,516	1,516
FROM K-1 - A P OPPORTUNITIES FUND, LP	-84,281	-82,888	-84,281
FROM K-1 - A P OPPORTUNITIES FUND, LP	2,422	0	2,422
FROM K-1 - A P OPPORTUNITIES FUND, LP	26,797	0	26,797
FROM K-1 - KKR FINANCIALS	3,020	0	3,020
FROM K-1 - KKR FINANCIALS	1,880	0	1,880

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491319018493

TY 2012 Other Increases Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Description	Amount
UNREALIZED GAIN/(LOSS) FROM INVESTMENTS	439,916
TAX EXEMPT INTEREST- AP OPPORTUNITY K-1	494
ACCRUED DIVIDENDS	3

TY 2012 Other Liabilities Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Description	Beginning of Year - Book Value	End of Year - Book Value
CASH OVER DRAFT	0	116,471

TY 2012 Other Professional Fees Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	49,846	0		49,846

TY 2012 Taxes Schedule

Name: THE GOLDSTONE FAMILY FOUNDATION

EIN: 06-1596255

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4,230	4,230		0
REAL ESTATE TAXES	425	0		425
PAYROLL TAXES	4,860	0		4,860
FEDERAL TAXES	8,255	0		0
NON DEDUCTIBLE EXPENSES FROM K-1	288	0		0

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

GOLDSTONE FAMILY FOUNDATION Account No **Z85-514535** Customer Service 800-544-5704
Recipient ID No **06-1596255** Payer's Fed ID Number 04-3523567

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
BED BATH & BEYOND INC, BBBY, 075896100										
Sale	12/21/12	12/20/12	500.000	27,923 24	27,257 95	665 29				
Sale	12/21/12	12/20/12	500.000	27,923.24	27,482.95	440 29				
Sale	12/21/12	12/20/12	500 000	27,923.24	27,607 95	315.29				
Sale	12/21/12	12/20/12	500.000	27,923 24	27,702.95	220 29				
Sale	12/21/12	12/20/12	1,000 000	55,846.48	55,597 95	248.53				
Sale	12/21/12	12/20/12	500 000	27,923 23	27,351.25	571 98				
Subtotals				**195,462.67**	**193,001.00(c)**					
CANADIAN PACIFIC RAILWAYS COM NPV ISIN #, CP, 13645T100										
Sale	04/12/12	11/23/11	10 000	758 35	568 95	189 40				
Sale	04/12/12	11/23/11	90.000	6,825 12	5,049.86	1,775 26				
Sale	04/12/12	11/23/11	10 000	759 08	561 09	197.99				
Sale	04/12/12	11/23/11	100 000	7,590.83	5,629 95	1,960 88				
Sale	04/12/12	11/23/11	390 000	29,604 23	21,929 70	7,674 53				
Sale	04/12/12	11/23/11	510 000	38,713 74	28,677 30	10,036 44				
Subtotals				**84,251.35**	**62,416.85(c)**					
DOLE FOOD COMPANY INC COM USD0 001, DOLE, 256603101										
Sale	04/09/12	12/29/11	5,000 000	48,740.95	41,607 95	7,133 00				
GOOGLE INC CL A, GOOG, 38259P508										
Sale	04/09/12	04/15/11	250.000	157,238 52	136,427.95	20,810.57				

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

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
HARVEST NAT RES INC COM, HNR, 41754V103										
Sale	06/22/12	06/24/11	1,000 000	9,298 20	10,547.95	-1,249 75				
Sale	06/22/12	08/05/11	1,000 000	9,298 20	10,336.05	-1,037 85				
Subtotals				**18,596.40**	**20,884.00(c)**					
KKR FINL HLDGS LLC COM, KFN, 48248A306										
Sale	07/30/12	08/02/11	1,000 000	9,201 84	9,327 95	-126 11				
Sale	07/30/12	08/02/11	100 000	922 22	940 00	-17 78				
Sale	07/30/12	08/02/11	900 000	8,300 02	8,467 05	-167.03				
Sale	07/30/12	08/04/11	1,000 000	9,195.82	8,927 95	267.87				
Sale	07/30/12	08/05/11	1,000 000	9,195.81	8,427 95	767 86				
Sale	07/30/12	09/02/11	2,000.000	18,432 43	15,547.95	2,884.48				
Subtotals				**55,248.14**	**51,638.85(c)**					
NEWMONT MNG CORP HLDG CO, NEM, 651639106										
Sale	07/26/12	07/16/12	100.000	4,577 95	4,553 53	24.42				
Sale	07/26/12	07/16/12	348.000	15,958 92	15,846 28	112.64				
Sale	07/26/12	07/16/12	1,052 000	48,223.64	47,903 14	320.50				
Subtotals				**68,760.51**	**68,302.95(c)**					
STAPLES INC, SPLS, 855030102										
Sale	10/19/12	06/15/12	5,000.000	56,948 40	63,107 95	-6,159 55				
Sale	10/19/12	06/18/12	1,000 000	11,389 68	12,597.95	-1,208.27				
Sale	10/19/12	06/18/12	1,000 000	11,389 68	12,617.95	-1,228 27				
Subtotals				**79,727.76**	**88,323.85(c)**					

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

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

GOLDSTONE FAMILY FOUNDATION Account No **Z85-514535** Customer Service 800-544-5704
Recipient ID No.**06-1596255** Payer's Fed ID Number. 04-3523567

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VALERO ENERGY CORP, VLO, 91913Y100										
Sale	04/02/12	08/19/11	4,000 000	105,669 68	75,406 36	30,263 32				
Sale	04/02/12	08/19/11	100.000	2,629 08	1,885 16	743 92				
Sale	04/02/12	08/19/11	200 000	5,274.24	3,770 32	1,503.92				
Sale	04/02/12	08/19/11	700.000	18,458 65	13,196.11	5,262 54				
Sale	04/02/12	09/22/11	1,000 000	26,369 51	18,807.95	7,561.56				
Sale	04/02/12	09/22/11	500 000	13,184.75	9,257 95	3,926.80				
Sale	04/02/12	09/22/11	1,000.000	26,369 51	18,657.95	7,711 56				
Subtotals				**197,955.42**	**140,981.80(c)**					
TOTALS				**905,981.72** ✓	**803,585.20(c)** ✓			**0.00**		
	Short-Term Realized Gain					**113,591.13**				
	Short-Term Realized Loss					**-11,194.61**				
	Wash Sale Loss Disallowed						**0.00**			

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

Fidelity INVESTMENTS

2012 DETAIL INFORMATION

GOLDSTONE FAMILY FOUNDATION Account No. **Z85-514535** Customer Service. 800-544-5704
Recipient ID No. **06-1596255** Payer's Fed ID Number 04-3523567

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

Details of Dividend and Distributions Transactions

Total Capital Gains Distributions Detail

Description, Symbol, CUSIP					
Date	**2a** Total Capital Gain Distr (j)	Capital Gain Distributions Subject to 15% Rate Gain (j)	**2b** Unrecaptured Section 1250 Gain	**2c** Section 1202 Gain	**2d** Collectibles (28%) Gain
11/30/12	2,210 00	2,210 00			
Subtotals	**7,910.00**	**7,910.00**			
TOTALS	**7,910.00**	**7,910.00**	**0.00**	**0.00**	**0.00**

(j) **2a** Total Capital Gain includes **2b**, **2c** and **2d** The portion of Capital Gain Distributions subject to 15% Rate Gain is equal to **2a** less amounts shown on **2b-2d.**

Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.

Date Acquired	Date of Sale or Exchange	Quantity	Event	Sales Price of Stocks, Bonds, etc.	Cost or other Basis	Gain/Loss(-)
CALL (IP) INTL PAPER CO SEP 22 12 $33 (1, 1595499KK						
07/26/12	09/19/12	60 000	Sale	7,625 33	7,194 70	430 63
CALL (X) UNITED STATES STEEL SEP 22 12 $, 1599649NL						
08/01/12	09/21/12	62 000	Exp Right	7,639 51	0 00	7,639.51
08/01/12	09/21/12	1.000	Exp Right	117 01	0.00	117.01
08/01/12	09/21/12	23.000	Exp Right	2,834 01	0 00	2,834.01
08/01/12	09/21/12	2 000	Exp Right	246 43	0.00	246 43
08/01/12	09/21/12	2 000	Exp Right	247.68	0 00	247.68
Subtotal				**11,084.64**	**0.00**	
CALL (ZINC) HORSEHEAD HLDG CORP JUN 16 1, 1472549DZ						
02/21/12	06/15/12	80 000	Exp Right	6,729 96	0 00	6,729 96
TOTALS					**Short-Term Realized Gain**	**18,245.23**
					Short-Term Realized Loss	**0.00**
					Short-Term Realized Disallowed Loss	**0.00**

Short-term realized gain. 18,245.23 θ

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

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

GOLDSTONE FAMILY FOUNDATION Account No **Z85-514535** Customer Service. 800-544-5704
Recipient ID No **06-1596255** Payer's Fed ID Number 04-3523567

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
BP PLC ADR (CNV INTO6 ORD USD0 25 SHS), BP, 055622104										
Sale	09/14/12	05/05/11	250.000	10,938 64	10,955 45	-16 81				
Sale	09/14/12	05/05/11	250 000	10,938.64	10,962.95	-24.31				
Sale	09/14/12	05/05/11	100 000	4,375 46	4,344.45	31.01				
Sale	09/14/12	05/05/11	150.000	6,563.19	6,505.35	57.84				
Sale	09/14/12	05/05/11	1,000 000	43,754.58	43,903.98	-149.40				
Sale	09/14/12	05/05/11	1,000.000	43,845.04	43,903 97	-58 93				
Sale	09/14/12	06/10/11	250.000	10,961.26	10,757.95	203.31				
Sale	09/14/12	06/15/11	250 000	10,961 26	10,632.95	328.31				
Sale	09/14/12	06/16/11	250.000	10,961.26	10,382.95	578.31				
Sale	09/14/12	08/09/11	250 000	10,961 26	9,507 95	1,453 31				
Subtotals				**164,260.59**	**161,857.95(c)**					
HARVEST NAT RES INC COM, HNR, 41754V103										
Sale	06/22/12	05/12/11	2,000 000	18,191 64	23,506 36	-5,314.72				
Sale	06/22/12	05/12/11	500 000	4,518 57	5,876 59	-1,358.02				
Sale	06/22/12	05/13/11	500.000	4,518.57	5,840.00	-1,321 43				
Sale	06/22/12	05/13/11	2,000.000	18,074.30	23,287 95	-5,213 65				
Sale	06/22/12	05/13/11	2,500 000	23,367 85	28,757 95	-5,390 10				
Sale	06/22/12	05/16/11	500 000	4,673 57	5,626 59	-953.02				
Sale	06/22/12	05/16/11	2,000 000	18,596 40	22,506 36	-3,909 96				
Sale	06/22/12	06/09/11	1,000 000	9,298 20	10,557 95	-1,259.75				
Subtotals				**101,239.10**	**125,959.75(c)**					

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

2012 Informational Tax Reporting Statement

GOLDSTONE FAMILY FOUNDATION Account No. **Z85-514535** Customer Service 800-544-5704
Recipient ID No.**06-1596255** Payer's Fed ID Number 04-3523567

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
INTL PAPER CO, IP, 460146103										
Sale	07/26/12	08/14/07	1,500 000	49,475 94	48,645 00	830.94				
Sale	10/19/12	11/15/07	500.000	17,944 57	16,833.00	1,111 57				
Sale	10/19/12	11/15/07	1,000 000	35,889 13	33,858.00	2,031 13				
Sale	10/19/12	11/21/07	1,000 000	35,889.13	32,758 00	3,131.13				
Sale	10/19/12	11/17/08	1,000 000	35,889 13	11,747.90	24,141 23				
Sale	10/19/12	01/14/09	200 000	7,177.83	2,120 00	5,057 83				
Sale	10/19/12	01/15/09	800.000	28,711 30	8,063.92	20,647 38				
Sale	10/19/12	02/04/10	1,000 000	35,889 13	22,007 95	13,881.18				
Sale	10/19/12	08/25/10	1,000.000	35,889 13	19,767.85	16,121 28				
Sale	10/19/12	09/30/11	500 000	17,944 57	11,732 95	6,211.62				
Subtotals				**300,699.86**	**207,534.57(c)**					
KKR FINL HLDGS LLC COM, KFN, 48248A306										
Sale	04/11/12	12/20/10	3,000.000	27,531 43	26,344 77	1,186 66				
Sale	07/18/12	12/20/10	2,000 000	17,895.09	17,563 18	331 91				
Sale	07/18/12	12/20/10	100.000	894 75	886.85	7 90				
Sale	07/18/12	12/20/10	500 000	4,473.77	4,395.00	78 77				
Sale	07/18/12	12/20/10	400 000	3,579.03	3,528 72	50.31				
Sale	07/19/12	12/20/10	2,000.000	18,011.64	17,643 61	368.03				
Sale	07/19/12	12/20/10	2,000 000	18,094 29	17,643.62	450.67				
Sale	07/19/12	01/07/11	1,000.000	9,047.15	9,377 95	-330 80				
Sale	07/19/12	01/12/11	100.000	907 58	939 78	-32.20				

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

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

GOLDSTONE FAMILY FOUNDATION Account No. **Z85-514535** Customer Service: 800-544-5704
Recipient ID No. **06-1596255** Payer's Fed ID Number 04-3523567

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
KKR FINL HLDGS LLC COM, KFN, 48248A306										
Sale	07/19/12	01/12/11	900.000	8,168 24	8,387 10	-218.86				
Sale	07/19/12	02/23/11	1,000 000	9,075 82	9,313 98	-238 16				
Sale	07/20/12	02/23/11	1,000.000	9,026 22	9,313.97	-287.75				
Sale	07/20/12	02/24/11	1,000 000	9,026 22	9,277 95	-251.73				
Sale	07/24/12	03/07/11	2,000.000	18,054 29	19,047 95	-993.66				
Sale	07/24/12	03/09/11	1,000 000	9,027.15	9,382 65	-355 50				
Sale	07/25/12	03/09/11	2,000.000	18,091 64	18,765 30	-673.66				
Sale	07/25/12	03/24/11	1,000 000	9,075.75	9,077 95	-2 20				
Sale	07/25/12	03/24/11	200 000	1,815.15	1,831.73	-16.58				
Sale	07/25/12	03/24/11	767.000	6,961.10	6,994.27	-33 17				
Sale	07/27/12	03/24/11	33 000	304 83	300 93	3.90				
Sale	07/27/12	05/04/11	500.000	4,618.57	4,967.95	-349 38				
Sale	07/27/12	05/04/11	500.000	4,618.57	5,037 95	-419 38				
Sale	07/27/12	05/11/11	1,000 000	9,237 14	9,927 95	-690 81				
Sale	07/27/12	07/06/11	967 000	8,932.31	9,194.19	-261.88				
Sale	07/27/12	07/06/11	33 000	303 31	313 76	-10.45				
Sale	07/27/12	07/22/11	767 000	7,049 61	7,044.11	5.50				
Sale	07/27/12	07/22/11	1,233 000	11,343 83	11,323 84	19 99				
Subtotals				**245,164.48**	**247,827.01(c)**					

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

2012 Informational Tax Reporting Statement

GOLDSTONE FAMILY FOUNDATION Account No. Z85-514535 Customer Service· 800-544-5704
Recipient ID No. 06-1596255 Payer's Fed ID Number 04-3523567

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
PULTEGROUP INC FORMERLY PULTE CORP TO 05, PHM, 745867101										
Sale	01/11/12	08/11/10	5,000 000	37,791.32	41,257.95	-3,466 63				
Sale	01/18/12	08/12/10	2,000 000	15,996.51	16,107.95	-111.44				
Sale	01/18/12	08/12/10	2,500 000	19,995.64	20,257.95	-262 31				
Sale	01/18/12	08/12/10	100.000	799.83	820.95	-21 12				
Sale	01/18/12	08/12/10	400.000	3,199 30	3,186 36	12 94				
Sale	02/13/12	08/12/10	100.000	899.82	796 59	103 23				
Sale	02/13/12	08/12/10	1,900 000	17,096 65	15,446.81	1,649 84				
Sale	02/13/12	10/26/10	1,000 000	8,998.24	7,977.95	1,020.29				
Sale	02/13/12	12/15/10	2,000 000	17,996.47	13,607 95	4,388 52				
Subtotals				**122,773.78**	**119,460.46(c)**					
YAHOO INC, YHOO, 984332106										
Sale	12/06/12	10/20/06	3,000 000	57,200 76	68,974 80	-11,774 04				
TOTALS				**991,338.57** ✓	**931,614.54(c)** ✓			**0.00**		
	Long-Term Realized Gain					**105,495.84**				
	Long-Term Realized Loss					**-45,771.81**				
	Wash Sale Loss Disallowed						**0.00**			

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

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

GOLDSTONE FAMILY FOUNDATION Account No. Z85-514535 Customer Service 800-544-5704
Recipient ID No 06-1596255 Payer's Fed ID Number: 04-3523567

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Transactions for which Term is Unknown (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
GENERAL ELECTRIC CO, GE, 369604103										
Sale	07/27/12	Unknown	100 000	2,066 30	3,379.37					
Sale	07/27/12	Unknown	200 000	4,174 55	6,758.75					
Sale	07/27/12	Unknown	1,800 000	37,637 87	60,828.75					
Sale	07/27/12	Unknown	2,900 000	60,145 81	98,001.87					
Subtotals				**104,024.53**	168,968.74					
TOTALS	Long-term realized loss :			**104,024.53**	168,968.74	-64,944.21		**0.00**		

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(b) Gross proceeds less commissions

(c) Totals of Cost or Other Basis include all tax lots with known basis. Totals do not include tax lots with unknown basis

(h) All gain/loss information may not be reflected due to incomplete cost basis information.

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

See the supplemental gain/loss sections of this statement for options, foreign currency transactions, and closed short positions opened prior to 2011 Also refer to the gain/loss sections to see details on adjustments made to cost basis for fixed income securities and for the local currency values for internationally denominated equities and fixed income securities.

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

2012 Informational Tax Reporting Statement

GOLDSTONE FAMILY FOUNDATION Account No **Z83-476870** Customer Service 800-544-5704
Recipient ID No **06-1596255** Payer's Fed ID Number: 04-3523567

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VALE S A SPONS ADR REPR 1 COM NPV, VALE, 91912E105										
Sale	12/24/12	09/13/12	1,500.000	30,398.36	28,027.95	2,370.41				
Sale	12/24/12	09/21/12	500 000	10,132 78	9,357.75	775.03				
Sale	12/26/12	09/21/12	500 000	10,270.99	9,332 95	938 04				
Sale	12/26/12	09/21/12	500.000	10,270.99	9,382 95	888.04				
Subtotals				**61,073.12**	**56,101.60(c)**					
TOTALS				**61,073.12** ✓	**56,101.60(c)** ✓			**0.00**		
	Short-Term Realized Gain					**4,971.52**				
	Short-Term Realized Loss					**0.00**				
	Wash Sale Loss Disallowed						**0.00**			

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

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

GOLDSTONE FAMILY FOUNDATION Account No. **Z83-476870** Customer Service. 800-544-5704
Recipient ID No. **06-1596255** Payer's Fed ID Number: 04-3523567

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Transactions for which Term is Unknown (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
CIT GROUP INC SECD NT-A 7 00000% 05/01/2, 125581FV5										
Redemption	01/23/12	Unknown	53,511 000	53,511 00	53,511					
CIT GROUP INC SECD NT-A 7 00000% 05/01/2, 125581FW3										
Principal	01/23/12	Unknown	0 000	18,509 64	18,509.64					
Principal	02/21/12	Unknown	0 000	23,238 67	23,238.67					
Redemption	03/09/12	Unknown	89,185 000	47,436 68	47,436.68					
Subtotals				**89,184.99**	89,184.99					
CIT GROUP INC SECD NT-A 7 00000% 05/01/2, 125581FX1										
Redemption	03/09/12	Unknown	124,860 000	124,860 00	124,860.00					
TOTALS	Long-term			**267,555.99** ✓	267,555.99 ✓			**0.00**		

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(b) Gross proceeds less commissions

(c) Totals of Cost or Other Basis include all tax lots with known basis Totals do not include tax lots with unknown basis

(h) All gain/loss information may not be reflected due to incomplete cost basis information.

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

See the supplemental gain/loss sections of this statement for options, foreign currency transactions, and closed short positions opened prior to 2011. Also refer to the gain/loss sections to see details on adjustments made to cost basis for fixed income securities and for the local currency values for internationally denominated equities and fixed income securities.

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