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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 Marvin Naiman and Margery Goldman Family Foundation

A Employer identification number
20-3309847

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
Foundation Source 501 Silverside Rd

B Telephone number (see instructions)
(800) 839-1754

City or town, state, and ZIP code
Wilmington, DE 198091377

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)* ▶$ 3,141,405

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) (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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	10	10		
	4	Dividends and interest from securities	75,419	75,419		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-9,931			
	b	Gross sales price for all assets on line 6a 723,136				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	139	139		
	12	**Total.** Add lines 1 through 11	65,637	75,568		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	27,443	27,443		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,784	1,284		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	17,768	197		17,571
	24	**Total operating and administrative expenses.** Add lines 13 through 23	46,995	28,924		17,571
	25	Contributions, gifts, grants paid	110,670			110,670
	26	**Total expenses and disbursements.** Add lines 24 and 25	157,665	28,924		128,241
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-92,028			
	b	**Net investment income** (if negative, enter -0-)		46,644		
	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)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	150,322	142,146	142,146
3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	2,909,156	2,825,304	2,999,259
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
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)	3,059,478	2,967,450	3,141,405
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ ______)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,059,478	2,967,450	
30	**Total net assets or fund balances** (see page 17 of the instructions)	3,059,478	2,967,450	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,059,478	2,967,450	

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	3,059,478
2	Enter amount from Part I, line 27a	2	-92,028
3	Other increases not included in line 2 (itemize) ▶ ______	3	
4	Add lines 1, 2, and 3	4	2,967,450
5	Decreases not included in line 2 (itemize) ▶ ______	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,967,450

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Publicly-traded Securities			
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	723,136		733,067	-9,931
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-9,931
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	-9,931
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	115,049	3,048,796	000 037736
2010	102,047	2,894,509	000 035255
2009	88,331	2,577,362	000 034272
2008	114,479	2,677,721	000 042752
2007	26,964	582,543	000 046287

2	**Total** of line 1, column (d)	2	000 196302
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	000 039260
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,051,429
5	Multiply line 4 by line 3	5	119,799
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	466
7	Add lines 5 and 6	7	120,265
8	Enter qualifying distributions from Part XII, line 4	8	128,241

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	466
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	466
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	466
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	804		
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	804
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	338
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 338	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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) ▶ ______			
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)*

			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		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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶co Foundation Source Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

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

			Yes	No
16	At any time during calendar year 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
Margery Goldman Foundation Source 501 Silverside Rd Wilmington, DE 19809	Pres 020 00	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
Total number of other employees paid over $50,000 ▶				

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,975,480
b	Average of monthly cash balances	1b	122,417
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,097,897
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,097,897
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,468
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,051,429
6	**Minimum investment return.** Enter 5% of line 5	6	152,571

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	152,571
2a	Tax on investment income for 2012 from Part VI, line 5	2a	466		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	466
3	Distributable amount before adjustments Subtract line 2c from line 1			3	152,105
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	152,105
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	152,105

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	128,241
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	128,241
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	466
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	127,775

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				152,105
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			120,798	
b Total for prior years 20___, 20___, 20___				
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.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 128,241				
a Applied to 2011, but not more than line 2a			120,798	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				7,443
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				144,662
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
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))

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

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**				110,670
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	10	
4 Dividends and interest from securities. . . .			14	75,419	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	-9,931	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Foreign Tax Refund			01	139	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				65,637	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 65,637

(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

****** | 2013-08-01 | ******

Signature of officer or trustee | 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 D Haskell	Jeffrey D Haskell	2013-08-01		
Firm's name ▶	Foundation Source		Firm's EIN ▶	
Firm's address ▶	One Hollow Lane Suite 212 Lake Success, NY 11042		Phone no (800) 839-1754	

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*				
B'NAI HAVURAH COL JEWISH RECONST FED 6445 E OHIO AVE DENVER, CO 80224	N/A	509a1	General Unrestricted	5,000
BOULDER VALLEY WOMENS HEALTH CENTER 2855 VALMONT RD BOULDER, CO 80301	N/A	509a1	REF Lunch Program	1,000
BOULDER VALLEY WOMENS HEALTH CENTER 2855 VALMONT RD BOULDER, CO 80301	N/A	509a1	Capital Campaign	3,000
BOULDER VALLEY WOMENS HEALTH CENTER 2855 VALMONT RD BOULDER, CO 80301	N/A	509a1	Purchase of Ultrasound Machine	1,000
CTF FOR INDEPENDANT DOCUMENTARY INC 680 S MAIN ST SHARON, MA 02067	N/A	509a1	Cooked Film Project	1,000
CONGREGATION NEVEI KODESH 3269 28TH ST BOULDER, CO 80301	N/A	509a1	General Unrestricted	1,000
ENCOUNTER PROGRAMS INCORPORATED 25 BROADWAY NEW YORK, NY 10004	N/A	509a1	General Unrestricted	1,500
FRIENDSHIP BRIDGE 405 URBAN ST STE 140 LAKEWOOD, CO 80228	N/A	509a1	General Unrestricted	1,000
INTERCAMBIO DE COMUNIDADES 4735 WALNUT ST STE B BOULDER, CO 80301	N/A	509a1	General Unrestricted	1,000
J STREET EDUCATION FUND INC PO BOX 66073 WASHINGTON, DC 20035	N/A	509a1	General Unrestricted	4,500
JUST VISION INC 1616 P ST NW WASHINGTON, DC 20036	N/A	509a1	General Unrestricted	2,500
MERCY CORPS 45 SW ANKENY ST PORTLAND, OR 97204	N/A	509a1	General Unrestricted	1,000
MIZEL CENTER FOR ARTS AND CULTURE 350 S DAHLIA ST DENVER, CO 80246	N/A	509a1	Charitable Event	2,500
MOTUS THEATER 4519 8TH ST UNIT C BOULDER, CO 80304	N/A	509a1	General Unrestricted	5,000
NAROPA UNIVERSITY 2130 ARAPAHOE AVE BOULDER, CO 80302	N/A	509a1	Annual Fund	25,000

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*				
NAROPA UNIVERSITY 2130 ARAPAHOE AVE BOULDER, CO 80302	N/A	509a1	Arby Thalacker Scholarship Fund	1,000
NAROPA UNIVERSITY 2130 ARAPAHOE AVE BOULDER, CO 80302	N/A	509a1	Marvin I Naiman Scholarship Fund	10,000
NEW ISRAEL FUND 2100 M ST NW STE 619 WASHINGTON, DC 20037	N/A	509a1	General Unrestricted	1,000
NEW ISRAEL FUND 2100 M ST NW STE 619 WASHINGTON, DC 20037	N/A	509a1	Ir Amim Donor Advised Fund	1,000
NEW ISRAEL FUND 2100 M ST NW STE 619 WASHINGTON, DC 20037	N/A	509a1	NIFs Peace and Human Rights Fund	4,000
NEW ISRAEL FUND 2100 M ST NW STE 619 WASHINGTON, DC 20037	N/A	509a1	Support of Breaking the Silence	1,000
PARENTING PLACE 1235 A PINE ST BOULDER, CO 80302	N/A	509a1	Grandmothers Project	500
RECONSTRUCTIONIST RABBINICAL COLLEGE 1299 CHURCH RD WYNCOTE, PA 19095	N/A	509a1	General Unrestricted	1,000
ROSE COMMUNITY FOUNDATION 600 S CHERRY ST STE 1200 DENVER, CO 80246	N/A	509a1	General Unrestricted	1,000
ROSE COMMUNITY FOUNDATION 600 S CHERRY ST STE 1200 DENVER, CO 80246	N/A	509a1	Papa Marv Fund	10,000
SANTA FE INTERNATIONAL FOLK ART MARKET INC PO BOX 2087 SANTA FE, NM 87504	N/A	509a2	General Unrestricted	500
SANTA FE INTERNATIONAL FOLK ART MARKET INC PO BOX 2087 SANTA FE, NM 87504	N/A	509a2	Artist Sponsorship of Roots from South Sudan Program	1,000
SHOMREY MISHPAT RABBIS FOR HUMAN RIGHTS - NORTH AMERICA 333 7TH AVE 13TH FL NEW YORK, NY 10001	N/A	509a1	General Unrestricted	1,000
THE COMMUNITY FOUNDATION SERVING BOULDER COUNTY 1123 SPRUCE ST BOULDER, CO 80302	N/A	509a1	Community Trust and Marvin Naiman and Margery Goldman Donor Advised Fund	6,020
URGENT ACTION FUND FOR WOMENS HUMAN RIGHTS 333 VALENCIA ST STE 250 SAN FRANCISCO, CA 94103	N/A	509a1	General Unrestricted	1,000

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*				
WOMEN DONORS NETWORK 565 COMMERCIAL ST STE 300 SAN FRANCISCO, CA 94111	N/A	509a1	General Unrestricted	11,000
WOMEN DONORS NETWORK 565 COMMERCIAL ST STE 300 SAN FRANCISCO, CA 94111	N/A	509a1	DPH Gift Fund	1,000
WOMEN DONORS NETWORK 565 COMMERCIAL ST STE 300 SAN FRANCISCO, CA 94111	N/A	509a1	Election Integrity Action Circle Program	1,000
WOMEN DONORS NETWORK 565 COMMERCIAL ST STE 300 SAN FRANCISCO, CA 94111	N/A	509a1	The Invisible War Project	1,100
WOMEN DONORS NETWORK 565 COMMERCIAL ST STE 300 SAN FRANCISCO, CA 94111	N/A	509a1	CDA Campaign	550
Total . . . . ▶ **3a**				110,670

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The Marvin Naiman and Margery Goldman Family Foundation

EIN: 20-3309847

Software ID: 12000057

Software Version: 12.15.422.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					691,829	733,067			-41,238	

TY 2012 General Explanation Attachment

Name: The Marvin Naiman and Margery Goldman Family Foundation

EIN: 20-3309847

Software ID: 12000057

Software Version: 12.15.422.1

TY 2012 Investments Corporate Stock Schedule

Name: The Marvin Naiman and Margery Goldman Family Foundation

EIN: 20-3309847

Software ID: 12000057

Software Version: 12.15.422.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
75 shares of 3M CO	5,390	6,964
325 shares of ABB LTD.	6,132	6,757
9191 shares of ACCESSOR FDS INC HIGH YIELD BD FD ADVISOR CL	93,159	95,401
70 shares of ADIDAS-SALOMON AG OR OTC	3,820	6,213
85 shares of AFLAC INC.	4,143	4,515
170 shares of ALTERA CORPORATION	5,901	5,846
1110 shares of AMP FPO	5,845	5,517
75 shares of AON PLC	3,931	4,171
80 shares of APACHE CORPORATION	8,937	6,280
40 shares of APPLE INC.	9,224	21,287
70 shares of APTAR GROUP INC	3,326	3,340
69 shares of ASML HOLDING NV NY REG SHS	2,505	4,443
155 shares of ATT CORP COM	4,371	5,225
25037 shares of ATLANTIC WHITEHALL EQUITY INCOME FUND INSTI CLASS	279,890	284,923
220 shares of ATLCF.PK	4,438	5,346
440 shares of AXA ADS	10,893	8,017
1885 shares of BARCLAYS PLC ORD	4,971	8,124
65 shares of BAXTER INTERNATIONAL INC.	4,294	4,333
45 shares of BAYERISCHE MOTOREN WERKE AG	3,870	4,378
130 shares of BBT CP	3,465	3,784
400 shares of BG GROUP PLC ADS	8,688	6,684
395 shares of BG GRP. ORD 10P	8,479	6,439
65 shares of BRISTOL-MYERS SQUIBB CO	2,166	2,118
1179 shares of BUFFALO MID CAP FUND	18,330	20,008
55 shares of C H ROBINSON WORLDWIDE INC.	3,237	3,477
1300 shares of CAPITALAND LTD ORD	3,729	3,926
85 shares of CASINO GUICHARD PERRACH ET CIE ACT	7,489	8,139
260 shares of CHECK POINT SOFTWARE TECHNOLOGIES LTD	11,841	12,386
50 shares of COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS	3,049	3,694
45 shares of COLGATE-PALMOLIVE COMPANY	3,458	4,704

Name of Stock	End of Year Book Value	End of Year Fair Market Value
276 shares of COMPANHIA ENERG DE ADR	3,659	2,997
45 shares of COSTCO WHOLESALE CORP	2,978	4,443
110 shares of CREE, INC.	5,278	3,738
40 shares of CUMMINS INC	1,460	4,334
60 shares of DEERE CO	3,470	5,185
18320 shares of DODGE COX INCOME FUND	246,046	253,916
205 shares of EAST WEST BANCORP, INC.	3,441	4,405
630 shares of EDP RENOVAIS SA OVIEDO SHS	4,231	3,339
160 shares of EMC CORP-MASS	3,515	4,048
85 shares of EMERSON ELECTRIC CO.	4,178	4,502
35 shares of EOG RESOURCES INC	3,683	4,228
125 shares of EXPRESS SCRIPTS HOLDING CO.	6,930	6,750
30 shares of FANUC CO	2,429	5,558
120 shares of FIRST REPUBLIC BANK	3,896	3,934
5776 shares of FRANK RUSSELL INV CO EQ I FUND CL I	161,896	177,260
4824 shares of FRANK RUSSELL INV CO EQ Q FUND CL I	142,782	157,164
13540 shares of FRANK RUSSELL INV CO FIXED INC I FUND CL I	274,101	303,024
1311 shares of FRANK RUSSELL INV CO INTERNATIONAL FUND CL I	51,295	40,589
738 shares of FRANK RUSSELL INVESTMENT COMPANY EMERGING MARKETS	12,680	13,971
1814 shares of FRANK RUSSELL INVESTMENT COMPANY REAL ESTATE SECUR	69,234	71,373
55 shares of FRANKLIN RES INC	5,160	6,914
110 shares of GILEAD SCIENCES INC	4,861	8,080
150 shares of GLAXOSMITHKLINE PLC	6,663	6,521
9000 shares of GOLDEN AGRI RES ORD	4,927	4,680
17 shares of GOOGLE INC CL A	9,054	12,025
43 shares of GRAINGER W W INC.	4,078	8,702
55 shares of GROUPE DANONE	3,378	3,630
400 shares of GRUPO FIN BANORTE SE	1,818	2,540
500 shares of HANG SENG BK LTD ORD	7,378	7,605
872 shares of HEARTLAND VALUE PLUS FUND	26,469	25,858

Name of Stock	End of Year Book Value	End of Year Fair Market Value
165 shares of HENKEL KGAA ADR	6,614	11,344
70 shares of HOME DEPOT INC.	2,477	4,330
205 shares of HONDA MOTOR CO LTD	6,842	7,573
126 shares of HSBC HLDGS PLC ADS	5,429	6,687
1430 shares of ISHARES MSCI EAFE SMALL CAP INDEX FUND	59,627	58,215
662 shares of ISHARES RUSSELL 2000	48,305	55,820
309 shares of ISHARES SP SMALLCAP 600 GROWTH INDEX FD	23,921	25,968
277 shares of ISHARES TRUST RUSSELL MIDCAP INDEX FUND	25,309	31,329
140 shares of JOHNSON JOHNSON	9,213	9,814
76 shares of JOHNSON MATTHEY PLC	4,426	5,966
315 shares of JP MORGAN CHASE CO	12,704	13,850
185 shares of JULIUS BAER GRUPPE AG	6,795	6,540
100 shares of KS AG	5,112	4,641
200 shares of KAO CORPORATION	5,119	5,184
800 shares of KASIKORNBANK P NV DR	1,832	4,992
15 shares of KEYENCE CORPORATION,FIRST SECTION	3,454	4,125
151 shares of KONINKLIJKE PHILIPS ELECTRONICS	5,051	4,008
48 shares of KRAFT FOODS GROUP, INC.	1,222	2,183
175 shares of KUBOTA CP	6,640	10,084
35 shares of KUEHNE NAGEL INTL	4,007	4,209
400 shares of LAIR LIQUIDE ADR OTC	8,618	10,180
140 shares of LOWES COMPANIES INC.	4,344	4,973
65 shares of MCCORMICK CO	2,671	4,129
160 shares of MERCK CO INC.	6,808	6,550
140 shares of METLIFE INC.	5,565	4,612
390 shares of MICROSOFT CORPORATION	10,658	10,417
250 shares of MITSUI FUDOSAN CO LT	4,145	6,069
145 shares of MONDELEZ INTERNATIONAL INC	3,523	3,691
210 shares of MORGAN STANLEY	4,043	4,015
70 shares of NASPERS LIMITED ORD	3,264	4,425

Name of Stock	End of Year Book Value	End of Year Fair Market Value
105 shares of NATL OILWELL VARCO	7,952	7,177
40 shares of NIKE INC-CL B	1,434	2,064
70 shares of NORDSTROM INC	3,411	3,745
256 shares of NOVARTIS AG ADR	14,386	16,205
15 shares of NOVO NORDISK A S	1,900	2,448
894 shares of NUVEEN REAL ESTATE SECURITIES F	18,022	19,013
821 shares of OPPENHEIMER DEVELOPING MARKETS FUND CLASS Y	29,300	28,651
300 shares of ORACLE CORP	9,049	9,996
365 shares of ORIGIN ENERGY LTD AD	4,798	4,479
55 shares of PARKER HANNIFIN CP	4,131	4,678
260 shares of PEARSON PLC	3,323	5,080
110 shares of PEPSICO INC	6,924	7,527
12193 shares of PIMCO COMMODITY REAL RETURN STRATEGY FUND	101,300	80,961
36174 shares of PIMCO TOTAL RETURN FUND	388,265	406,591
90 shares of PNC FINANCIAL GROUP INC.	5,381	5,248
65 shares of PRAXAIR INC.	5,224	7,114
10 shares of PRICELINE.COM INCORPORATED	6,258	6,204
185 shares of PROCTER GAMBLE CO	12,518	12,560
2600 shares of PT BANK RAKYAT INDONESIA ORDINARY SHARES	1,907	1,876
140 shares of QUALCOMM INC	6,905	8,660
660 shares of RAKUTEN INC	6,160	5,201
432 shares of ROCHE HOLDING LTD ADR	16,965	21,816
185 shares of SAMPO INSURANCE COMPANY LTD ORE CL A	5,859	5,939
100 shares of SAP AKTIENGESELL ADS	5,454	8,038
275 shares of SCOTTISH SOUTHERN ENERGY ADR	7,575	6,397
365 shares of SIMS METAL MANAGEMENT LTD	8,391	3,599
2050 shares of SINGTEL 10	5,022	5,535
110 shares of SMITH NEPHEW PLC ADR	6,377	6,094
55 shares of SPDR GOLD TR GOLD SHS	4,739	8,911
205 shares of SPECTRA ENERGY CORP-W/I	5,687	5,613

Name of Stock	End of Year Book Value	End of Year Fair Market Value
115 shares of SPIRAX-SARCO ENGIN	3,745	4,169
265 shares of STANDARD BANK GROUP LIMITED	3,891	3,771
650 shares of STATOIL ASA ADS	13,654	16,276
295 shares of STD CHARTERED PLC SHS	8,720	7,549
285 shares of SUBSEA 7 INC ADR	4,778	6,900
110 shares of SYSCO CORP	3,188	3,483
115 shares of SYSMEX CORPORATION	2,575	5,244
249 shares of TAIWAN SEMICONDUCTOR MFG CO LTD	2,543	4,273
370 shares of TELEVISION BRDCSTNG ORD	2,529	2,734
120 shares of TERUMO CORPORATION,FIRST SECTION	6,571	4,739
2406 shares of THORNBURG GLOBAL VALUE FUND CLASS I	71,990	67,588
210 shares of TIM PARTICIPACOES S A SPONSORED ADR REPSTG PFD	5,663	4,162
102 shares of TIME WARNER CABLE INC	4,103	9,913
1690 shares of TINGYI CAYMAN ISLAND	4,523	4,715
45 shares of TORAY INDUSTRIES INC	2,107	2,778
100 shares of UMICORE SA ACT	5,263	5,535
235 shares of UNILEVER N V N Y	6,475	9,001
20 shares of V F CORP	2,886	3,019
40 shares of VISA INC	3,647	6,063
645 shares of VODAFONE GROUP PLC	17,000	16,248
25 shares of VOSSLOH AG O.N.	3,143	2,560
155 shares of WALT DISNEY HOLDINGS CO.	4,520	7,717
50 shares of WATERS CORP	3,708	4,356
130 shares of WGL HOLDINGS INC	4,559	5,095
175 shares of WORLEYPARSONS LTD ORD F	5,769	4,277
90 shares of ZIMMER HOLDINGS INC	5,460	5,999

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TY 2012 Other Expenses Schedule

Name: The Marvin Naiman and Margery Goldman Family Foundation

EIN: 20-3309847

Software ID: 12000057

Software Version: 12.15.422.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	17,561			17,561
Bank Charges	197	197		
State or Local Filing Fees	10			10

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TY 2012 Other Income Schedule

Name: The Marvin Naiman and Margery Goldman Family Foundation

EIN: 20-3309847

Software ID: 12000057

Software Version: 12.15.422.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Foreign Tax Refund	139		

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TY 2012 Other Professional Fees Schedule

Name: The Marvin Naiman and Margery Goldman Family Foundation

EIN: 20-3309847

Software ID: 12000057

Software Version: 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	27,443	27,443		

TY 2012 Taxes Schedule

Name: The Marvin Naiman and Margery Goldman Family Foundation
EIN: 20-3309847
Software ID: 12000057
Software Version: 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	500			
Foreign Tax Paid	1,284	1,284		