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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2012** or tax year beginning **2012**, and ending **20**

Name of foundation HERBERT GOLDSTEN TRUST 58017730		A Employer identification number 36-3412270
Number and street (or P O box number if mail is not delivered to street address) 8712 WEST DODGE ROAD #300		B Telephone number (see instructions) 402- 963-2154
Room/suite		
City or town, state, and ZIP code OMAHA, NE 68114		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,235,502.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>

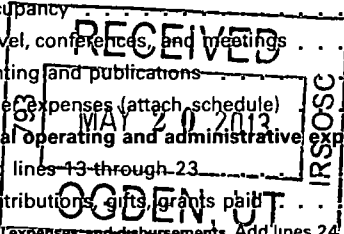
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	66,478.	66,478.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	112,576.			
b Gross sales price for all assets on line 6a	1,475,422.			
7 Capital gain net income (from Part IV, line 2)		112,576.		
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)	628.			STMT 1
12 Total. Add lines 1 through 11	179,682.	179,054.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	1,000.	500.	NONE	500.
c Other professional fees (attach schedule) STMT 3	18,888.	15,110.		3,778.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	359.	359.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	20,247.	15,969.	NONE	4,278.
25 Contributions, gifts, grants paid	109,432.			109,432.
26 Total expenses and disbursements. Add lines 24 and 25	129,679.	15,969.	NONE	113,710.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	50,003.			
b Net investment income (if negative, enter -0-)		163,085.		
c Adjusted net income (if negative, enter -0-)				

MAY-15 2013

ENVELOPE POSTMARK DATE

Revenue

Operating and Administrative Expenses



JP

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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		466.		
	2	Savings and temporary cash investments		25,956.	16,513.	16,513.
	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 instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 5	99,889.		
	b	Investments - corporate stock (attach schedule)	STMT 6	1,082,018.	1,438,372.	1,570,483.
	c	Investments - corporate bonds (attach schedule)	STMT 9	811,362.	613,627.	646,480.
	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 ▶ ACCRUED INCOME)		657.	2,029.	2,026.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		2,020,348.	2,070,541.	2,235,502.	
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 ▶ RETURN OF CAPITAL ADJUSTMENT)			184.	
23	Total liabilities (add lines 17 through 22)			184.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		2,020,348.	2,070,357.	
	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 instructions)		2,020,348.	2,070,357.		
31	Total liabilities and net assets/fund balances (see instructions)		2,020,348.	2,070,541.		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,020,348.
2	Enter amount from Part I, line 27a	2	50,003.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	6.
4	Add lines 1, 2, and 3	4	2,070,357.
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	2,070,357.

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 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 1,475,422.		1,362,846.	112,576.			
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			112,576.			
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	112,576.	
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 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	112,237.	2,269,707.	0.049450		
2010	96,698.	2,223,869.	0.043482		
2009	112,216.	2,015,257.	0.055683		
2008	118,746.	2,231,141.	0.053222		
2007	118,461.	2,468,974.	0.047980		
2 Total of line 1, column (d)				2	0.249817
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	0.049963
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5				4	2,206,768.
5 Multiply line 4 by line 3				5	110,257.
6 Enter 1% of net investment income (1% of Part I, line 27b)				6	1,631.
7 Add lines 5 and 6				7	111,888.
8 Enter qualifying distributions from Part XII, line 4 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.				8	113,710.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits and payments. Total tax due is 1,227.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, unrelated business income, and substantial contributors. Includes a sub-table for states reported to.

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 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of U S BANK NATIONAL ASSOCIATION Telephone no (402) 963-2154
Located at 525 N 132ND ST, OMAHA, NE ZIP+4 68154
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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 X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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)?
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?
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: SEE STATEMENT 10, -0-, -0-, -0-.

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

Table with 5 columns: (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 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	2,155,381.
b	Average of monthly cash balances	1b	84,993.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,240,374.
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	NONE
3	Subtract line 2 from line 1d	3	2,240,374.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,606.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,206,768.
6	Minimum investment return. Enter 5% of line 5	6	110,338.

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	110,338.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,631.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,631.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	108,707.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	108,707.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	108,707.

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	113,710.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	113,710.
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	1,631.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	112,079.

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				108,707.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			107,936.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007		NONE		
b From 2008		NONE		
c From 2009		NONE		
d From 2010		NONE		
e From 2011		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>113,710.</u>				
a Applied to 2011, but not more than line 2a			107,936.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				5,774.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				102,933.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

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 foundation 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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
 N/A

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.
 N/A

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 or e-mail 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 15				109,432.
Total			▶ 3a	109,432.
b Approved for future payment				
Total			▶ 3b	

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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.

Table with 3 columns: (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) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Edward J. Kogon, Date: 4-23-2013, Title: SECRETARY/TREASURER.

Paid Preparer Use Only Print/Type preparer's name: RICHARD HAWORTH, Preparer's signature: [Signature], Date: 4/17/13, Check self-employed: [], PTIN: P01292709, Firm's name: U.S. BANK NATIONAL ASSOCIATION, Firm's EIN: 31-0841368, Firm's address: P O BOX 64713; TRUST TAX SERVICES ST. PAUL, MN 55164-0713, Phone no: 877-209-7529.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL EXCISE TAX REFUND	628.

TOTALS	628.
	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,000.		500.	500.
TOTALS	1,000.		500.	500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MGMT FEES-SUBJECT T	18,888.	15,110.	3,778.
TOTALS	18,888.	15,110.	3,778.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	282.	282.
FOREIGN TAXES ON NONQUALIFIED	77.	77.
TOTALS	359.	359.
	=====	=====

HERBERT GOLDSTEN TRUST 58017730

36-3412270

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

BEGINNING
BOOK VALUE

F N M A MTN 5.0%

99,889.

TOTALS

99,889.

=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GENERAL ELEC CO	40,605.	24,521.	26,154.
UNITED TECHNOLOGIES CORP	15,568.	7,546.	18,862.
EXXON MOBIL CORP	3,689.	2,523.	14,800.
ANADARKO PETROLEUM CORP	21,830.	21,830.	22,293.
CAPITAL ONE FINANCIAL CORP	12,701.	12,701.	14,540.
INTEL CORP	18,238.		
EMERSON ELECTRIC CO		13,069.	14,087.
I T T CORPORATION	2,427.		
FREEMPT MCMORAN COPPER & GOLD	18,049.	29,654.	27,257.
MCKESSOPN CORPORATION	17,765.		
BRISTOL MYERS SQUIBB CO	43,234.		
PFIZER INC	36,770.	28,979.	37,669.
AMERICAN TOWER CORP	17,684.	12,396.	24,495.
ORACLE CORP	9,404.		
ACE LTD	15,283.	9,649.	11,890.
LAUDUS INTL MRKTMASTERS INV FD	45,034.	95,034.	94,327.
MACYS INC	19,293.	11,416.	15,608.
MERCK AND CO	24,899.	23,205.	20,142.
J P MORGAN CHASE	21,290.	28,024.	28,712.
P G & E CORP	17,910.		
OCCIDENTAL PETROLEUM CORP	27,213.	9,633.	13,560.
WILLIAMS SONOMA	23,730.		
FIFTH THIRD BANCORP	19,091.	16,059.	16,112.
ALLERGAN INC	12,732.	12,907.	16,695.
CATERPILLAR INC	20,550.		
BOEING CORP	12,611.	12,611.	12,962.
ISHARES MSCI EMERGING MKTS ETF	30,600.	99,931.	114,467.
NATIONAL OILWELL VARCO INC	25,289.	13,407.	14,422.
WHITTING PETROLEUM CORP	31,677.		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FOOT LOCKER INC	15,807.	4,325.	9,668.
DR PEPPER SNAPPLE GROUP	20,899.		
UNITED HEALTH GROUP INCORPORAT	17,962.	14,636.	18,442.
CHECK POINT SOFTWARE TECH LTD	23,558.		
TERADATA CORP DEL	11,885.	14,005.	11,697.
AMERICAN CENYTY SMALL CAP GRTH	39,877.	39,877.	41,806.
IPATH DOW JONES UBS COMMODITY	63,889.	113,762.	109,205.
DIRECTV CI A	19,124.		
DISCOVERY COMMUNICATIONS INC	17,695.		
DISNEY WALT CO	21,605.		
DOVER CORP	28,559.	10,439.	13,011.
PIONEER NAT RES CO	24,370.	13,637.	16,521.
PRUDENTIAL FINANCIAL CORP	12,803.	16,844.	14,772.
SIM COPRP	12,814.	25,722.	27,202.
WYNDHAM WORLDWIDE CORP	23,855.		
NOBLE CORP	23,691.		
SCHLUMBERGER LTD	26,459.	26,459.	27,858.
NUVEEN GLOBAL INFRAST FD	25,000.	25,000.	29,537.
NUVEEN SMALL CAP GROWTH OPP FD	25,000.	53,314.	63,886.
APPLE INC	47,000.	20,647.	16,497.
BANK OF AMERICA CORP		23,967.	33,205.
CF INDUSTRIES HOLDINGS INC		12,566.	13,815.
CITIGROUP INC		25,466.	29,710.
CONAGRA FOOD INC		10,542.	10,325.
CVS CAREMARK CORP		16,628.	17,986.
DOLLAR TREE INC		13,091.	11,276.
DOW CHEM CO		10,716.	11,800.
EDISON INTL		16,165.	15,500.
GILEAD SCIENCES INC		13,042.	16,820.

HERBERT GOLDSTEN TRUST 58017730

36-3412270

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOOGLE INC CL A		12,797.	14,855.
HOME DEPOT INC		16,385.	16,452.
INTERNATIONAL BUSINESS MACHINE JARDEN CORP		11,044.	10,727.
LIBERY MEDIA CORP		15,320.	14,321.
LOWES CO INC		12,015.	12,181.
LSI CORPORATION		12,442.	12,468.
MARATHON OIL CORPORATION		15,934.	14,826.
MASTERCARD INC		33,774.	37,129.
MAXIM INTEGRATED PRODS INC		23,098.	26,529.
MONDELEZ INTERNATIONAL W I		11,811.	12,583.
MOTOROLA SOLUTIONS INC		10,927.	11,098.
POLARS INDS INC		11,591.	11,971.
STAPLES INC		15,653.	17,672.
STARBUCKS CORP		10,024.	7,330.
TYSON FOODS INC		12,063.	13,515.
WELLS FARGO CO		10,473.	10,340.
WILLIAMS COS INC		24,003.	28,301.
COVIDIEN PLC		13,752.	15,715.
EATON CORP PLC		12,016.	13,049.
GLAXO SMITHKLINE P L C A D R		14,493.	15,116.
INGERSOLL RAND PLC		12,006.	11,346.
NIELSEN HOLDINGS N V		9,729.	13,812.
NUVEEN REAL ESTATE SECS I		10,756.	11,135.
TOTALS	1,082,018.	1,438,372.	1,570,483.

HERBERT GOLDSTEN TRUST 58017730

36-3412270

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CREDIT SUISSE F B	50,470.		
BB & T CORPORATION	50,105.		
GENERAL ELECTRIC CO	50,970.	50,970.	50,191.
HOUSEHOLD FIN CORP	46,950.	46,950.	51,044.
ALLSTATE CORP	50,616.	50,616.	53,474.
ISRAEL ST DLR BD 4.62%	52,335.	52,335.	50,825.
GOLDMAN SACHS GROUP 5.0% 2014	78,032.	78,032.	79,889.
PFIZER INC	50,797.	50,797.	55,066.
WESTPAC BANKING	49,804.	49,804.	52,809.
NUVEEN INFLATION PRO SEC CL Y	30,266.		
GOLDMAN SACHS GROUP LP 5.45%	51,017.		
ISRAEL ST DIR BD 1/1/2021	25,000.	25,000.	25,000.
NUVEEN TOTAL RETURN BOND FD	225,000.		
NUVEEN STRATEGIC INCOME I			
TOTALS	811,362.	209,123.	228,182.
	=====	=====	=====
		613,627.	646,480.
		=====	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:
 JOSEPH KIRSHENBAUM
 ADDRESS:
 1742 CRAWFORD ROAD
 OMAHA, NE
 TITLE:
 PRESIDENT
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

OFFICER NAME:
 JANIE MUROW
 ADDRESS:
 12911 LAFAYETTE AVENUE
 OMAHA, NE 68154
 TITLE:
 VICE-PRESIDENT
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

OFFICER NAME:
 HOWARD J. KASLOW
 ADDRESS:
 2403 SOUTH 102ND STREET
 OMAHA, NE
 TITLE:
 SEC/TREAS.
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

OFFICER NAME:
 NORMAN VEITZER
 ADDRESS:
 12617 CRYER AVENUE
 OMAHA, NE
 TITLE:
 VICE-PRESIDENT
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

ROBERT L. BELGRADE

ADDRESS:

1015 S 78TH ST
OMAHA, NE 68114

TITLE:

VICE-PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

=====

RECIPIENT NAME:

JEWISH FAMILY SERVICE

ADDRESS:

333 S 132ND STREET

OMAHA, NE 68154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ANTI-DEFAMATION LEAGUE

ADDRESS:

333 S 132ND STREET

OMAHA, NE 68154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL PROGRAMING

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 2,100.

RECIPIENT NAME:

FRIEDEL JEWISH ACADEMY

ADDRESS:

335 S 132ND STREET

OMAHA, NE 68154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

BETH EL SYNAGOGUE

ADDRESS:

14506 CALIFORNIA STREET
OMAHA, NE 68154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 13,234.

RECIPIENT NAME:

PLAINS STATES REGION OF ADL

ADDRESS:

333 SOUTH 132ND ST
OMAHA, NE 68154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DIVERSITY COUNT PROGRAM

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BETH ISREAL SYNAGOGUE

ADDRESS:

12604 PACIFIC STREET
OMAHA, NE 68154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

JEWISH FEDERATION OF
OMAHA

ADDRESS:

333 S 132ND STREET
OMAHA, NE 68154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

JEWISH COMMUNITY CENTER

ADDRESS:

333 S 132ND STREET
OMAHA, NE 68154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

CENTER FOR JEWISH EDUCATION

ADDRESS:

333 SOUTH 132ND ST
OMAHA, NE 68154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 20,000.

=====

RECIPIENT NAME:

INSTITUTE FOR HOLOCAUST EDUCATION

ADDRESS:

333 SOUTH 132ND ST
OMAHA, NE 68154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CENTER FOR JEWISH LIFE

ADDRESS:

333 SOUTH 132ND ST
OMAHA, MP 68154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 14,798.

RECIPIENT NAME:

NEBRASKA JEWISH HISTORICAL SOCIETY

ADDRESS:

333 SOUTH 132ND ST
OMAHA, NE 68154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 2,300.

TOTAL GRANTS PAID:

109,432.

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