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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 ELLIOTT & HARRIET GOLDSTEIN PRIVATE FDNDBA HIGHLAND VINEYARD FOUNDATION		A Employer identification number 37-6456099	
Number and street (or P O box number if mail is not delivered to street address) 40 BURTON HILLS BLVD NO 300		B Telephone number (see instructions) (615) 783-1446	
City or town, state, and ZIP code NASHVILLE, TN 37215		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ☒ \$ 7,421,261		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)			

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)	945			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15,709	15,709		
	4 Dividends and interest from securities.	125,300	125,300		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	116,222			
	b Gross sales price for all assets on line 6a <u>3,850,854</u>				
	7 Capital gain net income (from Part IV , line 2)		116,222		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	258,176	257,231		
	13 Compensation of officers, directors, trustees, etc	95,426	18,426		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,615	0		2,615
	b Accounting fees (attach schedule)	6,895	1,724		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,222	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	598	0		598
	22 Printing and publications				
	23 Other expenses (attach schedule)	36,443	36,443		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	153,199	56,593		3,213
	25 Contributions, gifts, grants paid	170,300			170,300
	26 Total expenses and disbursements. Add lines 24 and 25	323,499	56,593		173,513
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-65,323			
	b Net investment income (if negative, enter -0-)		200,638		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	516,267	338,548	338,552
	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)	3,537,840	4,525,784	5,106,054
	c	Investments—corporate bonds (attach schedule).	1,931,172	907,112	925,501
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	885,079	1,032,252	1,049,815
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	0	1,339	1,339
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,870,358	6,805,035	7,421,261

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	0	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	6,870,358	6,805,035	
	30	Total net assets or fund balances (see page 17 of the instructions)	6,870,358	6,805,035	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,870,358	6,805,035	

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	6,870,358
2	Enter amount from Part I, line 27a	2	-65,323
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	6,805,035
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	6,805,035

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	116,222
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	150,796	5,976,801	0 025230
2010	151,133	719,942	0 209924
2009	0	3	0 000000
2008			
2007			

2 Total of line 1, column (d).	2	0 235154
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 078385
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,952,183
5 Multiply line 4 by line 3.	5	544,947
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,006
7 Add lines 5 and 6.	7	546,953
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	173,513

Part VIExcise 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	4,013
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	4,013
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	4,013
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,400	
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	6,400
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	22
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	2,365
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 2,365	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		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)?			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		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		No
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) ☐ GA _____			
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 ▶CUMBERLAND TRUST & INVESTMENT COMPANY Telephone no ▶(615) 783-1446 Located at ▶40 BURTON HILLS BLVD STE 300 NASHVILLE TN ZIP +4 ▶37215			
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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	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
LIL FRIEDLANDER	CO-TRUSTEE	25,000	0	0
886 AMSTERDAM AVE NE	2 50			
ATLANTA,GA 30306				
BURTON GOLDSTEIN	CO-TRUSTEE	52,000	0	0
124 FERN LANE	4 00			
CHAPEL HILL,NC 27514				
CUMBERLAND TRUST INVESTMENT CO	CO-TRUSTEE	18,426	0	0
40 BURTON HILLS BLVD	2 00			
NASHVILLE,TN 37215				
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
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (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	6,759,824
b	Average of monthly cash balances.	1b	298,230
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,058,054
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	7,058,054
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	105,871
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,952,183
6	Minimum investment return. Enter 5% of line 5.	6	347,609

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	347,609
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	4,013
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,013
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	343,596
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	343,596
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	343,596

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	173,513
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	173,513
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	173,513
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				343,596
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			24,858	
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 ▶ \$ 173,513				
a Applied to 2011, but not more than line 2a			24,858	
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.				148,655
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.				194,941
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 XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary 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))

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	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 Additional Data Table				
Total			3a	170,300
b Approved for future payment				
Total			3b	0

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	15,709	
4 Dividends and interest from securities. . . .			14	125,300	
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	116,222	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .		0		257,231	0
13 Total. Add line 12, columns (b), (d), and (e).			13		257,231

[illegible]

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)
GEN-PROBE INC NEW	P	2011-12-29	2012-08-01
OREILLY AUTOMOTIVE INC	P	2009-09-10	2012-02-03
GEN-PROBE INC NEW	P	2011-07-18	2012-08-01
VALEANT PHARMACEUTICALS INTL	P	2009-09-10	2012-09-04
JPM SHORT DURATION BOND FD SEL	P	2011-03-11	2012-06-08
JP MORGAN A/C 37008009, SEE ATTACHED	P		
JP MORGAN A/C 37008009, SEE ATTACHED	P		
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)
49,650		35,719	13,931
104,354		47,208	57,146
66,200		50,950	15,250
45,118		10,089	35,029
47,175		47,175	0
1,973,069		1,989,047	-15,978
1,518,313		1,554,444	-36,131
46,975			46,975

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	
			13,931
			57,146
			15,250
			35,029
			0
			-15,978
			-36,131
			46,975

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CHRIS KIDS INC 3109 CLAIRMONT RD STE B ATLANTA,GA 30329	N/A	501(C)(3) ORGANIZATI	COUNSELING	20,000
DREPUNG LOSELING MONASTERY INC 1781 DRESDEN DR NE ATLANTA,GA 30319	N/A	501(C)(3) ORGANIZATI	RELIGIOUSRELIGIOUS	1,500
NOURISH INTERNATIONAL 133 1/2 E FRANKLIN ST STE 105 CHAPEL HILL,NC 27514	N/A	501(C)(3) ORGANIZATI	HEALTHCARE	10,000
UNIVERSITY OF NORTH CAROLINA - CHAPEL HILL 200 EAST CAMERON AVENUE CHAPEL HILL,NC 27514	N/A	501(C)(3) ORGANIZATI	EDUCATION	25,800
EMORY UNIVERSITY WOMEN'S CENTER 1762 CLIFTON RD NE STE 1400 ATLANTA,GA 30322	N/A	501(C)(3) ORGANIZATI	EDUCATION	1,000
NATIONAL PHILANTHROPIC TRUST - WIND HORSE DONOR ADVISED FUND 165 TOWNSHIP LINE RD STE 150 JENKINTOWN,PA 19046	N/A	501(C)(3) ORGANIZATI	COMMUNITY SERVICE	100,000
CAROLINA PERFORMING ARTS 114 EAST CAMERON AVE CHAPEL HILL,NC 27599	N/A	501(C)(3) ORGANIZATI	ARTS	2,000
LIFECYCLE BUILDING CENTER 1116 MURPHY AVE SW ATLANTA,GA 30310	N/A	501(C)(3) ORGANIZATI	COMMUNITY SERVICE	5,000
TEMPLE ISRAEL OF GREATER MIAMI GRACE G & BB GOLDSTEIN MEMORIAL MUSIC FD 137 NE 19TH ST MIAMI,FL 33132	N/A	501(C)(3) ORGANIZATI	ARTS	1,000
THE WYLDE CENTER 435 OAKVIEW RD DECATUR,GA 30030	N/A	501(C)(3) ORGANIZATI	COMMUNITY SERVICE	1,000
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E LOWERY BLVD NW ATLANTA,GA 30318	N/A	501(C)(3) ORGANIZATI	WELFARE	1,000
WIKIMEDIA FOUNDATION INC 149 NEW MONTGOMERY ST FLOOR 3 SAN FRANCISCO,CA 94105	N/A	501(C)(3) ORGANIZATI	EDUCATION	1,000
UN FOUNDATION NOTHING BUT NETS CAMPAIGN PO BOX 96539 WASHINGTON,DC 20090	N/A	501(C)(3) ORGANIZATI	HEALTHCARE	1,000
Total  3a				170,300

TY 2012 Accounting Fees Schedule

Name: THE ELLIOTT & HARRIET GOLDSTEIN PRIVATE
FDNDBA HIGHLAND VINEYARD FOUNDATION

EIN: 37-6456099

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,895	1,724		0

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THE ELLIOTT & HARRIET GOLDSTEIN PRIVATE
FDNDBA HIGHLAND VINEYARD FOUNDATION

EIN: 37-6456099

Name of Bond	End of Year Book Value	End of Year Fair Market Value
EATON VANCE MUT FDS TR FLT RT CL I	116,383	117,026
JPM HIGH YIELD FD - SEL	114,857	112,102
JPM SHORT DURATION BOND FD - SEL	132,134	132,255
DREYFUS/LAUREL FDS TR	52,852	53,763
VALEANT PHARMACEUTICALS INTL SR NT 144A	67,200	73,588
DOUBLELINE FDS TR	209,679	215,382
BLACKROCK HIGH YIELD BOND	93,923	98,044
DB MARKET PLUS EM FX NOTE 4/17/13	35,000	36,397
DB FX NA CURRENCY BSKT 8/7/13	35,000	37,251
JPMORGAN TR I EX-G4 CRSG SEL	50,084	49,693

TY 2012 Investments Corporate

Stock Schedule

Name:

THE ELLIOTT & HARRIET GOLDSTEIN PRIVATE
FDNDBA HIGHLAND VINEYARD FOUNDATION

EIN:

37-6456099

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HURON CONSULTING GROUP INC	47,426	84,897
LKQ CORP	86,305	189,900
ARTHROCARE CORP	59,172	96,852
FURIEX PHARMACEUTICALS	2,296	5,085
HAEMONETICS CORP	78,691	114,352
FORRESTER RESEARCH INC	123,805	117,974
MANHATTAN ASSOCIATES INC	109,363	245,946
HOLOGIC INC	82,237	100,051
VALEANT PHARMACEUTICALS INTL	26,306	119,540
DB MARKET PLUS SPX	45,000	55,447
GS CONT BUFF EQ SPX	45,000	44,955
SPDR S&P 500 ETF TRUST	282,245	284,820
JPM MARKET EXPANSION INDEX FD - SEL	199,885	192,591
MANAGERS AMG FUNDS-TIMESSQUARE	148,546	153,831
MFS INTL VALUE-I	228,687	254,712
ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS INC	75,126	37,680
GENTEX CORP	235,807	218,660
HOLOGIC INC CONV SR UNSECD NT STEP UP	40,722	39,875
IDEXX LABS INC	66,923	111,360
RESMED INC	90,948	124,710
FRANKLIN ELEC INC	74,292	105,452
NUVASIVE INC	106,846	105,000
QUALITY SYS INC	102,759	46,872
WEBMD HEALTH CORP	82,750	83,750
ZEBRA TECHNOLOGIES CORP	79,843	90,413
FIRST EAGLE SOGEN FDS INC	500,000	509,296
FACTSET RESH SYS INC	90,857	88,060
HMS HOLDINGS CORP	89,597	95,904
BARC BREN SPX 4/10/13	50,000	52,355
BBH FD INC	185,000	183,103

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GS BREN SPX 02/13/13	45,000	49,812
JPM LARGE CAP GROWTH FD SEL	197,175	199,729
NEUBERGER BERMAN MULTI CAP OPP FD	185,000	183,584
DODGE & COX INTERNATIONAL STOCK	235,000	242,355
GS BREN EAFE 2/21/13	45,000	48,430
DB MARKET PLUS SXSE 1/19/14	45,000	45,783
MATTHEWS ASIA DIVIDEND FD	227,175	256,626
VIRTUS INSIGHT TR VIRTUS EMRG FD 1	110,000	126,292

TY 2012 Investments - Other Schedule**Name:** THE ELLIOTT & HARRIET GOLDSTEIN PRIVATE

FDNDBA HIGHLAND VINEYARD FOUNDATION

EIN: 37-6456099

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EATON VANCE MUT FDS TR	AT COST	79,455	77,452
J.P. MORGAN ACCESS MULTI-STRAT FUND	AT COST	503,102	527,470
JPM US REAL ESTATE FD - SEL	AT COST	55,454	61,393
HIGHBRIDGE DYNAMIC COMM STRG FD - SEL	AT COST	100,000	68,180
SPDR GOLD TRUST	AT COST	99,241	116,168
ARBITRAGE FUNDS 1	AT COST	100,000	97,258
BARC BRENT CBEN 7/31/13	AT COST	50,000	53,020
BARC PARTICIPATING GOLD NOTE	AT COST	45,000	43,569
ACCRUED INCOME, JP MORGAN ACCOUNT	AT COST	0	3,207
ACCRUED INCOME, BANK OF AMERICA	AT COST	0	2,098

TY 2012 Legal Fees Schedule**Name:** THE ELLIOTT & HARRIET GOLDSTEIN PRIVATE

FDNDBA HIGHLAND VINEYARD FOUNDATION

EIN: 37-6456099

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,615	0		2,615

TY 2012 Other Assets Schedule

Name: THE ELLIOTT & HARRIET GOLDSTEIN PRIVATE
FDNDBA HIGHLAND VINEYARD FOUNDATION
EIN: 37-6456099

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM HIGHLAND VINEYARD 1 LLC		1,339	1,339

TY 2012 Other Expenses Schedule

Name: THE ELLIOTT & HARRIET GOLDSTEIN PRIVATE
FDNDBA HIGHLAND VINEYARD FOUNDATION

EIN: 37-6456099

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REIMBURSEMENT OF CONDO EXPENSE	383	383		0
INVESTMENT ADVISORY FEES	36,060	36,060		0

TY 2012 Taxes Schedule

Name: THE ELLIOTT & HARRIET GOLDSTEIN PRIVATE
FDNDBA HIGHLAND VINEYARD FOUNDATION
EIN: 37-6456099

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAID	11,222	0		0