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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation GOLDBERG FAMILY FOUNDATION		A Employer identification number 43-6884613
Number and street (or P O box number if mail is not delivered to street address) C/O LYNN G INTRATER, 10412 METCALF	Room/suite	B Telephone number 913-385-9997
City or town, state, and ZIP code OVERLAND PARK, KS 66212		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,195,938. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
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		72,939.	72,939.		STATEMENT 1
5a Gross rents		39,642.	39,642.		STATEMENT 2
b Net rental income or (loss) 39,642.					
6a Net gain or (loss) from sale of assets not on line 10		1,018.			
b Gross sales price for all assets on line 6a 511,129.					
7 Capital gain net income (from Part IV, line 2)			1,018.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,065.	2,065.		STATEMENT 3
12 Total. Add lines 1 through 11		115,664.	115,664.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 4		12,418.	6,209.		6,209.
17 Interest					
18 Taxes STMT 5		2,374.	530.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		767.	767.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		15,559.	7,506.		6,209.
25 Contributions, gifts, grants paid		244,697.			244,697.
26 Total expenses and disbursements. Add lines 24 and 25		260,256.	7,506.		250,906.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<144,592.>			
b Net investment income (if negative, enter -0-)			108,158.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		40,666.	40,666.
	2 Savings and temporary cash investments ATTACHMENT A	186,313.	83,663.	83,663.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	4.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock ATTACHMENT A & STMT 7	1,536,606.	1,563,792.	1,982,767.
	c Investments - corporate bonds ATTACHMENT A & STMT 8	450,753.	369,759.	376,945.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 670,679.				
Less accumulated depreciation ▶	670,679.	670,679.	670,679.	
15 Other assets (describe ▶ STATEMENT 9)	72,350.	41,218.	41,218.	
16 Total assets (to be completed by all filers)	2,916,705.	2,769,777.	3,195,938.	
Liabilities	17 Accounts payable and accrued expenses		349.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	349.	
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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,916,705.	2,769,428.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	2,916,705.	2,769,428.		
31 Total liabilities and net assets/fund balances	2,916,705.	2,769,777.		

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	2,916,705.
2 Enter amount from Part I, line 27a	2	<144,592.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,772,113.
5 Decreases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	5	2,685.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,769,428.

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 ADV ADVISERS PRIVATE EQ PTN	P		
b SEE ATTACHED LIST B	P		
c SEE ATTACHED LIST B	P		
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		29,224.	<29,224.>
b 30,000.		29,954.	46.
c 481,129.		450,933.	30,196.
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			<29,224.>
b			46.
c			30,196.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,018.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	172,743.	3,024,854.	.057108
2010	163,923.	2,976,987.	.055063
2009	161,438.	2,864,850.	.056351
2008	182,107.	3,274,187.	.055619
2007	179,251.	3,600,029.	.049792

2 Total of line 1, column (d)	2	.273933
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	.054787
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,003,153.
5 Multiply line 4 by line 3	5	164,534.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,082.
7 Add lines 5 and 6	7	165,616.
8 Enter qualifying distributions from Part XII, line 4	8	250,906.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,082.
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	1,082.
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	1,082.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,360.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,200.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,560.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	1,478.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,120. Refunded <input checked="" type="checkbox"/>	11	358.	

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

Form 990-PF (2012)

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>LYNN G INTRATER</u> Telephone no. ► <u>913-385-9996</u> Located at ► <u>10406 METCALF, OVERLAND PARK, KS</u> ZIP+4 ► <u>66212</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	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	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**

Organizations relying on a current notice regarding disaster assistance check here ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No **X**

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b** ☐ Yes ☐ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LYNN G INTRATER 4805 W 112TH TERR LEAWOOD, KS 66211	TRUSTEE 0.00	0.	0.	0.
GERALDINE D GOLDBERG 4901 W 133RD ST #303 LEAWOOD, KS 66209	ADVISORY COMMITTEE MEMBER 0.00	0.	0.	0.
JOHN M GOLDBERG 12409 HIGH DRIVE LEAWOOD, KS 66202	ADVISORY COMMITTEE MEMBER 0.00	0.	0.	0.
ROBERT A GOLDBERG 2816 WELBORN ST DALLAS, TX 75219	ADVISORY COMMITTEE MEMBER 0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2012)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	2,351,709.
b	Average of monthly cash balances	1b	226,918.
c	Fair market value of all other assets	1c	470,259.
d	Total (add lines 1a, b, and c)	1d	3,048,886.
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	3,048,886.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,733.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,003,153.
6	Minimum investment return. Enter 5% of line 5	6	150,158.

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	150,158.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,082.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,082.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	149,076.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	149,076.
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	149,076.

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	250,906.
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	250,906.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,082.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	249,824.

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.

Form 990-PF (2012)

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				149,076.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	6,016.			
b From 2008	20,028.			
c From 2009	19,543.			
d From 2010	16,772.			
e From 2011	24,172.			
f Total of lines 3a through e	86,531.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 250,906.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				149,076.
e Remaining amount distributed out of corpus	101,830.			
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	188,361.			
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	6,016.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	182,345.			
10 Analysis of line 9:				
a Excess from 2008	20,028.			
b Excess from 2009	19,543.			
c Excess from 2010	16,772.			
d Excess from 2011	24,172.			
e Excess from 2012	101,830.			

N/A

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

► Trustee
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

PTIN	
P00435991	

Firm's EIN ► 34-1874260

Phone no. 913-234-1000

Form 990-PF (2012)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ADVANTAGE ADVISERS PRIVATE EQUITY PTNS - DIVIDENDS	32.	0.	32.
ADVANTAGE ADVISERS PRIVATE EQUITY PTNS - INTEREST	5.	0.	5.
CHARLES SCHWAB - ACCRUED INTEREST PURCHASED	<168.>	0.	<168.>
CHARLES SCHWAB - DIVIDENDS	53,698.	0.	53,698.
CHARLES SCHWAB - INTEREST	18,858.	0.	18,858.
CHARLES SCHWAB - INTEREST	325.	0.	325.
CHARLES SCHWAB - OID INTEREST	186.	0.	186.
OPPENHEIMER - INTEREST	3.	0.	3.
TOTAL TO FM 990-PF, PART I, LN 4	72,939.	0.	72,939.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RETAIL PROPERTY, WICHITA, KS	1	39,642.
TOTAL TO FORM 990-PF, PART I, LINE 5A		39,642.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ADVANTAGE ADVISERS PRIVATE EQUITY PTNS	2,065.	2,065.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,065.	2,065.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHARLES SCHWAB INV MGMT FEES	12,418.	6,209.		6,209.
TO FORM 990-PF, PG 1, LN 16C	12,418.	6,209.		6,209.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	530.	530.		0.
EXCISE TAX	1,800.	0.		0.
ESTIMATED EXCISE TAX	44.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,374.	530.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVANTAGE ADVISORS PRIVATE EQ	215.	215.		0.
METCALF BANK - BANK FEES	174.	174.		0.
ADMINISTRATIVE FEES	46.	46.		0.
INVESTMENT EXPENSES	332.	332.		0.
TO FORM 990-PF, PG 1, LN 23	767.	767.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	1,563,792.	1,982,767.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,563,792.	1,982,767.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	369,759.	376,945.
TOTAL TO FORM 990-PF, PART II, LINE 10C	369,759.	376,945.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ADVANTAGE ADVISERS PRIVATE EQ	12,441.	12,865.	12,865.
ADVANTAGE ADVISERS PRIVATE EQ - OUTSIDE BASIS	59,909.	28,353.	28,353.
TO FORM 990-PF, PART II, LINE 15	72,350.	41,218.	41,218.

Goldberg Family Foundation
43-6884613
12/31/2012
Grants and Contributions Paid During the Year

Organization	Address	Purpose	Amount
Aids Service of Dallas	Dallas, TX	General Fund	5,000
American Cancer Society	Merriam, KS	General Fund	1,500
American Civil Liberties	New York, NY	General Fund	1,000
American Red Cross	Kansas City, MO	General Fund	500
American Society for the Prevention of Cruelty to Animals	New York, NY	General Fund	1,000
Anti-Defamation League	New York, NY	General Fund	1,000
Back in the Swing	Overland Park, KS	General Fund	500
BU Hillel	Boston, MA	General Fund	1,000
Copp	San Antonio, TX	General Fund	1,000
Congregation Beth El Binah	Dallas, TX	General Fund	1,000
Congregation Beth Shalom	Kansas City, MO	General Fund	20,267
Cristo Rey of Kansas City	Kansas City, MO	General Fund	250
Dallas Museum of Art	Dallas, TX	General Fund	500
Damon Runyon Cancer Research Foundation	New York, NY	General Fund	1,000
Guiding Eyes for the Blind	Yorktown Heights, NY	General Fund	500
Harvesters	Kansas City, MO	General Fund	3,500
Heifer International	Little Rock, AR	General Fund	500
Herzl Camp	St Louis Park, MN	General Fund	4,000
Hyman Brand Hebrew Academy	Overland Park, KS	General Fund	21,500
JCRB/AJC	Overland Park, KS	General Fund	2,000
Jewish Community Center of Kansas City	Kansas City, MO	General Fund	15,000
Jewish Community Foundation	Overland Park, KS	General Fund	103,500
Jewish Family and Children Services	San Francisco, CA	General Fund	3,500
Jewish Federation of Greater Dallas	Dallas, TX	General Fund	1,500
Jewish Federation of Greater Kansas City	Overland Park, KS	General Fund	23,150
Jewish Vocational Service	Overland Park, KS	General Fund	3,500
Kansas City Hospice Foundation	Kansas City, MO	General Fund	3,600
Kauffman Center	Kansas City, MO	General Fund	500
KC Jewish Museum	Overland Park, KS	General Fund	5,750
Kera 90 1	Dallas, TX	General Fund	1,500
Lambda Legal	New York, NY	General Fund	1,000
Legal Hospice of Texas	Dallas, TX	General Fund	1,000
Metroplex Mutts	Dallas, TX	General Fund	1,000
Midwest Center for Holocaust Education	Overland Park, KS	General Fund	180
Nature Conservancy	Arlington, VA	General Fund	1,000
Nelson Gallery Foundation	Kansas City, MO	General Fund	250
North Texas Food Bank	Dallas, TX	General Fund	2,000
Operation Breakthrough	Kansas City, MO	General Fund	500
Oxfam	London, England	General Fund	1,500
Pembroke Hill School	Kansas City, MO	General Fund	1,000
Planned Parenthood Federation of America	New York, NY	General Fund	1,000
Rose Brooks Center	Kansas City, MO	General Fund	500
Southern Poverty Law Center	Montgomery, AL	General Fund	500
Southwest Jewish Congress	Dallas, TX	General Fund	500
SPCA of Texas	Dallas, TX	General Fund	1,500
Union for Reform Judaism	New York, NY	General Fund	500
Wayside Waifs	Kansas City, MO	General Fund	500
World Jewish Congress	Jerusalem, Israel	General Fund	250
World Wildlife Fund	Washington, DC	General Fund	1,000
Total			244,697

PARAGON CAPITAL MANAGEMENT, LLC

PORTFOLIO APPRAISAL GOLDBERG FAMILY FOUNDATION 6100-3020 C/O LYNN G. INTRATER December 31, 2012

Quantity	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
COMMON STOCK									
CONSUMER DISCRETIONARY									
800	COSTCO WHSL CORP NEW	31 42	25,142	98 73	78,984	3 3	1 240	992	1 2
700	MC DONALDS CORP	58 69	41,084	88 21	61,747	2 5	3 080	2,156	3 4
1,600	NIKE INC CLASS B	20 42	32,672	51 60	82,560	3 4	0 840	1,344	1 6
1,700	T J X COS INC	40 52	68,888	42 45	72,165	3 0	0 580	986	1 3
			167,788		295,456	12 4		5,478	1 8
CONSUMER STAPLES									
1,800	C V S CAREMARK CORP	28 46	51,234	48 35	87,030	3 6	0 900	1,620	1 8
2,000	COCA COLA COMPANY	26 41	52,839	36 25	72,500	3 0	1 120	2,240	3 0
1,000	PEPSICO INCORPORATED	54 71	54,717	68 43	68,430	2 8	2 270	2,270	3 3
2,000	WALGREEN COMPANY	36 59	73,198	37 01	74,020	3 1	1 260	2,520	3 4
			231,989		301,980	12 6		8,650	2 8
ENERGY									
1,000	APACHE CORP	55 13	55,133	78 50	78,500	3 2	0 800	800	1 0
800	CHEVRON CORPORATION	43 38	34,705	108 14	86,512	3 6	4 000	3,200	3 6
600	SCHLUMBERGER LTD F	100 19	60,118	69 29	41,579	1 7	1 250	750	1 8
3,000	TORTOISE ENERGY CAPITAL	24 17	72,524	28 47	85,410	3 5	1 700	5,100	5 9
			222,481		292,001	12 2		9,850	3 3
FINANCIALS									
2,400	ARCH CAP GROUP LTD NEW F	23 56	56,559	44 02	105,648	4 4	0 000	0	0 0
			56,559		105,648	4 4		0	0 0
HEALTH CARE									
1,100	JOHNSON & JOHNSON	62 15	68,369	70 10	77,110	3 2	2 640	2,904	3 7
1,800	TEVA PHARM INDS LTD ADRF SPONSORED ADR 1 A	38 45	69,225	37 34	67,212	2 8	1 011	1,820	2 7
			137,595		144,322	6 0		4,724	3 2
INDUSTRIALS									
166	ENGILITY HLDGS INC	16 57	2,752	19 26	3,197	0 1	0 000	0	0 0
1,000	FEDEX CORPORATION	71 69	71,692	91 72	91,720	3 8	0 600	600	0 6
1,500	ILLINOIS TOOL WORKS INC	39 58	59,373	60 81	91,215	3 8	1 520	2,280	2 4
2,000	JACOBS ENGINEERING GROUP	41 65	83,316	42 57	85,140	3 5	0 000	0	0 0

PARAGON CAPITAL MANAGEMENT, LLC

PORTFOLIO APPRAISAL GOLDBERG FAMILY FOUNDATION 6100-3020 C/O LYNN G. INTRATER December 31, 2012

Quantity	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
1,000	L-3 COMMUNICATIONS HLDGS	65 62	65,628	76 62	76,620	3 2	2 200	2,200	2 8
			282,764		347,892	14 6		5,080	1 4
TELECOMMUNICATION SERVICES									
1,500	HARRIS CORPORATION	48 63	72,959	48 96	73,440	3 0	1 680	2,520	3 4
			72,959		73,440	3 0		2,520	3 4
INFORMATION TECHNOLOGY									
4,000	CISCO SYSTEMS INC	15 11	60,467	19 64	78,597	3 3	0 680	2,720	3 4
2,700	INTEL CORP	27 85	75,218	20 62	55,674	2 3	0 900	2,430	4 3
2,000	PAYCHEX INC	28 34	56,693	31 10	62,200	2 6	1 400	2,800	4 5
1,200	QUALCOMM INC	39 61	47,541	61 85	74,231	3 1	1 400	1,680	2 2
			239,921		270,703	11 3		9,630	3 5
COMMON STOCK Total			1,412,058		1,831,442	76 8		45,932	2 5
CORPORATE BONDS									
50,000	GOLDMAN SACHS 3 4%13 NOTE DUE 06/15/13	100 00	50,000	100 99	50,499	2 1	3 400	1,700	3 3
25,000	3 400% Due 06-15-13 MORGAN STANLEY FLT 2014 MED TRM NT DUE 04/13/14	100 06	25,016	99 13	24,784	1 0	2 000	500	2 0
50,000	2 000% Due 04-13-14 JPMORGAN CHASE 5 125%14 NOTES DUE 09/15/14	103 18	51,593	106 25	53,129	2 2	5 125	2,562	4 8
25,000	5 125% Due 09-15-14 ROYAL BK SCOT 4 05%16F NOTES DUE 03/15/16	101 22	25,306	103 34	25,835	1 0	4 050	1,012	3 9
25,000	4 050% Due 03-15-16 ROYAL BK SCOT 3 75%17F NOTES DUE 05/15/17	100 07	25,018	104 30	26,076	1 0	3 750	937	3 5
25,000	3 750% Due 05-15-17 BARCLAYS BK PLC 2%18F MED TRM NT DUE 04/10/18 MULTI STEP CPN	100 08	25,022	99 86	24,965	1 0	2 000	500	2 0
25,000	2 000% Due 04-10-18 MORGAN STANLEY 4%20 NOTES DUE 07/30/20 MULTI STEP CPN	101 67	25,419	101 21	25,303	1 0	4 000	1,000	3 9
	4 000% Due 07-30-20								
			227,376		230,594	9 6		8,212	3 5

PARAGON CAPITAL MANAGEMENT, LLC

**PORTFOLIO APPRAISAL
GOLDBERG FAMILY FOUNDATION
6100-3020
C/O LYNN G. INTRATER
December 31, 2012**

Quantity	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
GNMA									
200,000	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	103 87	26,910	107 33	27,805	1 1	5 000	1,295	4 6
100,000	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	102 17	16,926	104 71	17,346	0 7	3 500	579	3 3
50,000	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	103 34	10,808	107 76	11,271	0 4	4 500	470	4 1
100,000	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	103 87	10,350	108 47	10,809	0 4	5 000	498	4 6
			64,995		67,233	2 8		2,843	4 2
MUNICIPAL BONDS									
25,000	UNIVERSITY ARK 3 35%15 REV DUE 09/15/15 UNIV REV FOR TXBL 3 350% Due 09-15-15	100 05	25,013	105 32	26,330	1 1	3 350	837	3 1
25,000	INDIANA ST UNIV 4 16%18 REV DUE 04/01/18 REVS SUBJ XTRO TXBL 4 160% Due 04-01-18	109 46	27,365	106 70	26,677	1 1	4 160	1,040	3 8
25,000	KENTUCKY ASSET 3 165%18 REV DUE 04/01/18 / LIABILITY COMMN TXBL 3 165% Due 04-01-18	100 03	25,009	104 44	26,110	1 0	3 165	791	3 0
			77,388		79,118	3 3		2,668	3 3
PREFERRED STOCK									
2,000 000	ALLIANZ SE PFD 8 375% SUB	26 11	52,225	25 62	51,250	2 1	2 093	4,187	8 1
1,000 000	GEN ELEC CAP 5 875%33 SENIOR NTS DUE 02/18	24 57	24,572	26 00	26,000	1 0	1 468	1,468	5 6
1,000 000	M S CAP TRUST VI 6 60%46 CAP SECS DUE 02/0	25 47	25,474	25 20	25,200	1 0	1 650	1,650	6 5
500 000	PRINCIPAL FINL GROUP I PFD SER A	98 92	49,462	97 75	48,875	2 0	5 563	2,781	5 6
			151,734		151,325	6 3		10,087	6 6

PARAGON CAPITAL MANAGEMENT, LLC

PORTFOLIO APPRAISAL
GOLDBERG FAMILY FOUNDATION
6100-3020
C/O LYNN G. INTRATER
December 31, 2012

Quantity	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
CASH & EQUIVALENTS									
	SCHWAB ONE INTEREST		22,029		22,029	0.9	0.010	2	0.0
			22,029		22,029	0.9		2	0.0
	ADD: CASH IN APPRAISALS		<u>41,632</u>		<u>41,632</u>				
TOTAL PORTFOLIO						100.0		69,747	2.9
			2,017,216		2,443,375				

PARAGON CAPITAL MANAGEMENT, LLC

REALIZED GAINS AND LOSSES GOLDBERG FAMILY FOUNDATION

6100-3020

C/O LYNN G. INTRATER

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
04-27-2009	01-15-2012	784	FED HM LN MTG 4 5%23 REMIC DUE 06/15/23 FACTOR = 0 024129520000 4 500% Due 06-15-23	806 29	0 00	784 72		-21 57
11-06-2009	01-15-2012	2,633	FED HM LN MTG 5%31 REMIC DUE 06/15/31 FACTOR= 1 000000000000 5 000% Due 06-15-31	2,758 88	0 00	2,633 78		-125 10
10-15-2009	01-25-2012	6,146	FED NATL MTG 5 5%31 REMIC DUE 11/25/31 FACTOR = 0 105289930000 5 500% Due 11-28-31	6,538 74	0 00	6,146 88		-391 86
01-12-2009	02-14-2012	50,000	GOLDMAN SACHS GP 5 30%12 SR NOTE DUE 02/14/12 5 300% Due 02-14-12	49,756 50	243 50	50,000 00		0 00
01-06-2009	02-15-2012	1,293	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	1,343 61	0 00	1,293 49		-50 12
02-19-2010	02-15-2012	650	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	664 50	0 00	650 34		-14 16
07-14-2009	02-15-2012	482	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	501 38	0 00	482 68		-18 70
04-27-2009	02-15-2012	704	FED HM LN MTG 4 5%23 REMIC DUE 06/15/23 FACTOR = 0 024129520000 4 500% Due 06-15-23	723 94	0 00	704 57		-19 37
11-06-2009	02-15-2012	97	FED HM LN MTG 5%31 REMIC DUE 06/15/31 FACTOR= 1 000000000000 5 000% Due 06-15-31	102 59	0 00	97 95		-4 64
10-15-2009	02-25-2012	4,961	FED NATL MTG 5 5%31 REMIC DUE 11/25/31 FACTOR = 0 105289930000 5 500% Due 11-28-31	5,278 29	0 00	4,961 97		-316 32
03-17-2009	02-25-2012	507	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	524 61	0 00	507 64		-16 97
07-29-2011	03-05-2012	30,000	BARCLAYS BK PLC 3% DUE 03/04/2017 3 000% Due 03-04-17	29,950 00	4 98	30,000 00	45 01	
01-06-2009	03-15-2012	1,824	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	1,894 96	0 00	1,824 27		-70 69

PARAGON CAPITAL MANAGEMENT, LLC

**REALIZED GAINS AND LOSSES
GOLDBERG FAMILY FOUNDATION**

6100-3020

C/O LYNN G. INTRATER

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-19-2010	03-15-2012	1,005	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	1,027 84	0 00	1,005 93		-21 91
07-14-2009	03-15-2012	439	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	456 34	0 00	439 32		-17 02
04-27-2009	03-15-2012	273	FED HM LN MTG 4 5%23 REMIC DUE 06/15/23 FACTOR = 0 024129520000 4 500% Due 06-15-23	280 67	0 00	273 16		-7 51
10-15-2009	03-25-2012	4,298	FED NATL MTG 5 5%31 REMIC DUE 11/25/31 FACTOR = 0 105289930000 5 500% Due 11-28-31	4,572 36	0 00	4,298 35		-274 01
03-17-2009	03-25-2012	520	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	538 34	0 00	520 93		-17 41
01-06-2009	04-15-2012	990	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	1,028 96	0 00	990 58		-38 38
02-19-2010	04-15-2012	829	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	847 95	0 00	829 88		-18 07
07-14-2009	04-15-2012	599	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	622 29	0 00	599 08		-23 21
04-27-2009	04-15-2012	613	FED HM LN MTG 4 5%23 REMIC DUE 06/15/23 FACTOR = 0 024129520000 4 500% Due 06-15-23	630 48	0 00	613 61		-16 87
10-15-2009	04-25-2012	4,832	FED NATL MTG 5 5%31 REMIC DUE 11/25/31 FACTOR = 0 105289930000 5 500% Due 11-28-31	5,140 39	0 00	4,832 33		-308 06
03-17-2009	04-25-2012	525	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	543 21	0 00	525 64		-17 57
06-08-2006	05-03-2012	400	EMERSON ELECTRIC CO	15,703 95		19,677 62		3,973 67
01-22-2009	05-03-2012	375	EMERSON ELECTRIC CO	12,418 35		18,447 77		6,029 42
07-21-2003	05-03-2012	1,000	EMERSON ELECTRIC CO	25,279 95		49,194 06		23,914 11
01-06-2009	05-15-2012	1,022	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	1,062 46	0 00	1,022 83		-39 63

PARAGON CAPITAL MANAGEMENT, LLC

**REALIZED GAINS AND LOSSES
GOLDBERG FAMILY FOUNDATION**

6100-3020

C/O LYNN G. INTRATER

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-19-2010	05-15-2012	659	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	674 04	0 00	659 68		-14 36
07-14-2009	05-15-2012	594	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	617 06	0 00	594 05		-23 01
04-27-2009	05-15-2012	382	FED HM LN MTG 4 5%23 REMIC DUE 06/15/23 FACTOR = 0 024129520000 4 500% Due 06-15-23	393 16	0 00	382 64		-10 52
10-15-2009	05-25-2012	5,096	FED NATL MTG 5 5%31 REMIC DUE 11/25/31 FACTOR = 0 105289930000 5 500% Due 11-28-31	5,420 87	0 00	5,096 89		-323 98
03-17-2009	05-25-2012	480	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	496 79	0 00	480 72		-16 07
01-06-2009	06-15-2012	1,339	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	1,391 84	0 00	1,339 92		-51 92
02-19-2010	06-15-2012	383	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	391 35	0 00	383 01		-8 34
07-14-2009	06-15-2012	418	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	434 44	0 00	418 24		-16 20
04-27-2009	06-15-2012	550	FED HM LN MTG 4 5%23 REMIC DUE 06/15/23 FACTOR = 0 024129520000 4 500% Due 06-15-23	565 21	0 00	550 09		-15 12
10-15-2009	06-25-2012	168	FED NATL MTG 5 5%31 REMIC DUE 11/25/31 FACTOR = 0 105289930000 5 500% Due 11-28-31	179 24	0 00	167 60		-11 64
03-17-2009	06-25-2012	461	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	476 42	0 00	461 01		-15 41
07-29-2008	07-12-2012	1,800	VALERO ENERGY CORP NEW	59,807 47		42,896 69		-16,910 78
01-06-2009	07-15-2012	1,558	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	1,618 86	0 00	1,558 47		-60 39

PARAGON CAPITAL MANAGEMENT, LLC

**REALIZED GAINS AND LOSSES
GOLDBERG FAMILY FOUNDATION**

6100-3020

C/O LYNN G. INTRATER

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-19-2010	07-15-2012	588	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	601 32	0 00	588 51		-12 81
07-14-2009	07-15-2012	357	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	370 86	0 00	357 03		-13 83
04-27-2009	07-15-2012	651	FED HM LN MTG 4 5%23 REMIC DUE 06/15/23 FACTOR = 0 024129520000 4 500% Due 06-15-23	669 76	0 00	651 84		-17 92
11-18-2008	07-17-2012	0	ENGILITY HLDGS INC	11 60		11 73		0 12
03-17-2009	07-25-2012	456	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	471 51	0 00	456 26		-15 25
05-27-2010	07-27-2012	1,600	J2 GLOBAL INC	37,413 72		47,321 03		9,907 31
03-20-2006	07-27-2012	1,100	ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FU	71,234 95		54,913 92		-16,321 03
01-06-2009	08-15-2012	650	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	675 68	0 00	650 48		-25 20
02-19-2010	08-15-2012	561	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	573 33	0 00	561 11		-12 22
07-14-2009	08-15-2012	440	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	457 99	0 00	440 91		-17 08
04-27-2009	08-15-2012	682	FED HM LN MTG 4 5%23 REMIC DUE 06/15/23 FACTOR = 0 024129520000 4 500% Due 06-15-23	701 58	0 00	682 81		-18 77
03-17-2009	08-25-2012	438	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	453 31	0 00	438 65		-14 66
01-06-2009	09-15-2012	1,200	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	1,246 66	0 00	1,200 16		-46 50
02-19-2010	09-15-2012	504	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	515 76	0 00	504 77		-10 99
07-14-2009	09-15-2012	393	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	408 92	0 00	393 67		-15 25

PARAGON CAPITAL MANAGEMENT, LLC

**REALIZED GAINS AND LOSSES
GOLDBERG FAMILY FOUNDATION**

6100-3020

C/O LYNN G. INTRATER

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
04-27-2009	09-15-2012	948	FED HM LN MTG 4 5%23 REMIC DUE 06/15/23 FACTOR = 0 024129520000 4 500% Due 06-15-23	974 59	0 00	948 51		-26 08
03-17-2009	09-25-2012	458	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	473 35	0 00	458 04		-15 31
01-06-2009	10-15-2012	598	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	621 60	0 00	598 42		-23 18
02-19-2010	10-15-2012	547	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	559 16	0 00	547 24		-11 92
07-14-2009	10-15-2012	416	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	432 89	0 00	416 75		-16 14
04-27-2009	10-15-2012	865	FED HM LN MTG 4 5%23 REMIC DUE 06/15/23 FACTOR = 0 024129520000 4 500% Due 06-15-23	889 71	0 00	865 90		-23 81
03-17-2009	10-25-2012	442	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	457 59	0 00	442 79		-14 80
01-06-2009	11-15-2012	2,364	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	2,456 55	0 00	2,364 91		-91 64
02-19-2010	11-15-2012	598	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	611 22	0 00	598 19		-13 03
07-14-2009	11-15-2012	411	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	427 51	0 00	411 57		-15 94
04-27-2009	11-15-2012	1,152	FED HM LN MTG 4 5%23 REMIC DUE 06/15/23 FACTOR = 0 024129520000 4 500% Due 06-15-23	1,184 37	0 00	1,152 68		-31 69
03-17-2009	11-25-2012	480	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	496 28	0 00	480 23		-16 05
05-21-2009	12-12-2012	2,000	GAMESTOP CORP CL A NEW	44,710 75		55,687 78		10,977 03
08-10-2011	12-12-2012	1,000	GAMESTOP CORP CL A NEW	20,666 95		27,843 90		7,176 95

PARAGON CAPITAL MANAGEMENT, LLC

REALIZED GAINS AND LOSSES GOLDBERG FAMILY FOUNDATION

6100-3020

C/O LYNN G. INTRATER

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-06-2009	12-15-2012	1,485	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	1,543 25	0 00	1,485 68		-57 57
02-19-2010	12-15-2012	713	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	729 44	0 00	713 89		-15 55
07-14-2009	12-15-2012	351	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	365 50	0 00	351 87		-13 63
04-27-2009	12-15-2012	394	FED HM LN MTG 4 5%23 REMIC DUE 06/15/23 FACTOR = 0 024129520000 4 500% Due 06-15-23	405 20	0 00	394 37		-10 83
03-17-2009	12-25-2012	441	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	456 05	0 00	441 30		-14 75
08-25-2011	12-26-2012	1,000	CISCO SYSTEMS INC	15,116 89		20,010 60		4,893 71
05-23-2007	12-26-2012	200	HARRIS CORPORATION	10,033 44		9,908 40		-125 04
05-23-2007	12-26-2012	300	HARRIS CORPORATION	15,050 16		14,865 00		-185 16
01-06-2009	12-31-2012	1,024	FHLMC E9-6701 5%18 DUE 05/01/18 FACTOR = 0 153909320000 5 000% Due 05-01-18	1,064 57	0 00	1,024 86		-39 71
02-19-2010	12-31-2012	808	FHLMC E0-1479 3 5%18 DUE 09/01/18 FACTOR = 0 186862660000 3 500% Due 09-01-18	826 44	0 00	808 83		-17 61
07-14-2009	12-31-2012	358	FHLMC C9-0675 5%23 DUE 05/01/23 FACTOR = 0 110869190000 5 000% Due 05-01-23	372 67	0 00	358 77		-13 90
03-17-2009	12-31-2012	427	FNMA PL 888889 4 5%18 DUE 12/01/18 FACTOR = 0 236157130000 4 500% Due 12-01-18	441 73	0 00	427 44		-14 29
TOTAL GAINS							45 01	66,872 32
TOTAL LOSSES							0 00	-36,676 36
TOTAL REALIZED GAIN/LOSS							45.01	30,195.96

SHORT TERM
LONG TERM

29,950 4 30,000 45
450,689 244 481,129 30,196

**'Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. GOLDBERG FAMILY FOUNDATION	Employer identification number (EIN) or 43-6884613
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O LYNN G INTRATER, 10412 METCALF	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. OVERLAND PARK, KS 66212	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

LYNN G INTRATER

- The books are in the care of ► **10406 METCALF - OVERLAND PARK, KS 66212**

Telephone No. ► **913-385-9996**

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,200.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,200. EFT

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	GOLDBERG FAMILY FOUNDATION	43-6884613
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O LYNN G INTRATER, 10412 METCALF	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	OVERLAND PARK, KS 66212	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

LYNN G INTRATER

- The books are in the care of **10406 METCALF - OVERLAND PARK, KS 66212**

Telephone No. **913-385-9996**

FAX No. ☐

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

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

5 For calendar year **2012**, or other tax year beginning ☐ and ending ☐

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

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED IN ORDER TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	1,200.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	1,200.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ☐

Gadi R. Kohn

Date ☐

8/14/13

Form 8868 (Rev. 1-2013)