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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 STEPHEN H GOLDMAN FOUNDATION INC

A Employer identification number
59-3690155

Number and street (or P O box number if mail is not delivered to street address)
2009 VENETIAN WAY

Room/suite

B Telephone number (see instructions)
(407) 622-1222

City or town, state, and ZIP code
WINTER PARK, FL 32789

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,264,090

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	2,122			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	56,614	56,614	56,614	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	55,302			
	b	Gross sales price for all assets on line 6a 760,415				
	7	Capital gain net income (from Part IV, line 2)		55,302		
	8	Net short-term capital gain			16,225	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	114,038	111,916	72,839	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	450	450		
	b	Accounting fees (attach schedule)	1,000	1,000		
	c	Other professional fees (attach schedule)	3,446	3,446		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	715	715		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,188	2,188		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,799	7,799		0
	25	Contributions, gifts, grants paid	139,450			139,450
	26	**Total expenses and disbursements.** Add lines 24 and 25	147,249	7,799		139,450
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-33,211			
	b	**Net investment income** (if negative, enter -0-)		104,117		
	c	**Adjusted net income** (if negative, enter -0-)			72,839	

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	70,741	35,210	35,210
2	Savings and temporary cash investments			
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)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	2,064,141	2,066,461	2,228,880
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,134,882	2,101,671	2,264,090
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,134,882	2,101,671	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,134,882	2,101,671	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,134,882	2,101,671	

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	2,134,882
2	Enter amount from Part I, line 27a	2	-33,211
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,101,671
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,101,671

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	FIDELITY #637-773395	P	2012-01-01	2012-12-31
b	FIDELITY #637-773395	P	2000-01-01	2012-12-31
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	539,555		523,330	16,225
b	220,860		181,783	39,077
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				16,225
b				39,077
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	55,302
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	16,225

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	118,857	2,238,970	0 05309
2010	121,626	2,214,877	0 05491
2009	28,950	2,009,065	0 01441
2008	281,150	2,738,867	0 10265
2007	161,550	3,312,298	0 04877

2	**Total** of line 1, column (d).	2	0 27383
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 05477
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,086,502
5	Multiply line 4 by line 3.	5	114,271
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,041
7	Add lines 5 and 6.	7	115,312
8	Enter qualifying distributions from Part XII, line 4.	8	139,450

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	1,041
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	1,041
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,041
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,621		
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	3,621
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,580
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,580	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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 ▶ANNA GOLDSMITH Telephone no ▶(407) 622-1222

Located at ▶2009 VENETIAN WAY WINTER PARK FL ZIP+4 ▶32789

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 |

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

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).*	3b		No
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**		**No**
	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**		**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 (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
ANNA GOLDSMITH 2009 VENETIAN WAY WINTER PARK, FL 32789	Director 10 00	0		
STEPHEN H GOLDMAN 2009 VENETIAN WAY WINTER PARK, FL 32789	Director 10 00	0		

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3. . . . . ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,065,301
b	Average of monthly cash balances	1b	52,975
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,118,276
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	
3	Subtract line 2 from line 1d	3	2,118,276
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,774
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,086,502
6	**Minimum investment return.** Enter 5% of line 5	6	104,325

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	104,325
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,041		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,041
3	Distributable amount before adjustments Subtract line 2c from line 1	3	103,284
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	103,284
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	103,284

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	139,450
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	139,450
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,041
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	138,409

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				103,284
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008. 98,856				
c From 2009.				
d From 2010. 14,220				
e From 2011. 10,394				
f **Total** of lines 3a through e.	123,470			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 139,450				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				103,284
e Remaining amount distributed out of corpus	36,166			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	159,636			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	159,636			
10 Analysis of line 9				
a Excess from 2008. . . . 98,856				
b Excess from 2009. . . .				
c Excess from 2010. . . . 14,220				
d Excess from 2011. . . . 10,394				
e Excess from 2012. . . . 36,166				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

STEPHEN H GOLDMAN

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 or e-mail of the person to whom applications should be addressed

ANNA GOLDSMITH
2009 VENETIAN WAY
WINTER PARK, FL 32789
(407) 622-1222

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

WRITTEN FORM INCLUDING THE PURPOSE OF THE GRANT, ETC

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				139,450
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	56,614	
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	55,302	
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)				111,916	

13 Total. Add line 12, columns (b), (d), and (e) 13 111,916

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee	2013-11-08 Date	Title	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
DAVID A SATCHER	DAVID A SATCHER			P00074787

Firm's name ▶	Scearce Satcher & Jung PA	Firm's EIN ▶
Firm's address ▶	243 W Park Ave Suite 200 Winter Park, FL 32789	Phone no (407) 647-6441

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THEATER DOWNTOWN 2113 N ORANGE AVE ORLANDO,FL 32804	NONE	501(C)(3)	CHARITABLE	500
PLANNED PARENTHOOD 11500 UNIVERSITY BLVD SUITE B ORLANDO,FL 32817	NONE	501(C)(3)	CHARITABLE	1,000
WMFE 11510 EAST COLONIAL DRIVE ORLANDO,FL 32817	NONE	501(C)(3)	CHARITABLE	200
ORLANDO SHAKESPEARE THEATER 812 E ROLLINS ST ORLANDO,FL 32803	NONE	501(C)(3)	SUPPORT OF THE ARTS	5,000
POPULATION CONNECTION 2120 L STREET NW SUITE 500 WASHINGTON,DC 20037	NONE	501(C)(3)	EDUCATION	250
THE EASTER BUNNY FOUNDATION 6319 GIBSON DRIVE ORLANDO,FL 32809	NONE	501(C)(3)	COMMUNITY SUPPORT	500
YOUNG COMPOSERS CHALLENGE 812 E ROLLINS STREET SUITE 300 ORLANDO,FL 32803	NONE	501(C)(3)	SUPPORT OF THE ARTS	15,000
WHY U 2009 VENETIAN WAY WINTER PARK,FL 32789	NONE	501(C)(3)	EDUCATION	85,000
ORLANDO MUSEUM OF ART 2416 NORTH MILLS AVENUE ORLANDO,FL 32803	NONE	501(C)(3)	SUPPORT OF THE ARTS	2,000
ORLANDO PHILHARMONIC 812 E ROLLINS STREET ORLANDO,FL 32803	NONE	501(C)(3)	COMMUNITY SUPPORT	30,000
Total . . . . ▶ **3a**				139,450

TY 2012 Accounting Fees Schedule

Name: THE STEPHEN H GOLDMAN FOUNDATION INC

EIN: 59-3690155

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,000	1,000	0	0

TY 2012 Legal Fees Schedule

Name: THE STEPHEN H GOLDMAN FOUNDATION INC

EIN: 59-3690155

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ATTORNEY FEES	450	450	0	0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491316002453

TY 2012 Other Expenses Schedule

Name: THE STEPHEN H GOLDMAN FOUNDATION INC

EIN: 59-3690155

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING EXPENSE	2,122	2,122		
BANK CHARGE	66	66		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491316002453

TY 2012 Other Professional Fees Schedule

Name: THE STEPHEN H GOLDMAN FOUNDATION INC

EIN: 59-3690155

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	3,446	3,446	0	0

TY 2012 Taxes Schedule

Name: THE STEPHEN H GOLDMAN FOUNDATION INC

EIN: 59-3690155

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	715	715		

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

STEPHEN H GOLDMAN FOUNDATION I Account No **637-773395** Customer Service 407-585-1160
Recipient ID No **59-3690155** Payer's Fed ID Number 04-3523567

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

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

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ABSOLUTE OPPORTUNTY FUND INSTL, AOFOX, 34984T642										
Sale	07/09/12	11/30/11	1,239 169	14,210 44	14,975 08	-764 64				
Sale	07/10/12	various	1,239 169	14,213 27	14,975 08	-761.81				
Subtotals				**28,423.71**	**29,950.16(c)**					
ABSOLUTE STRATEGIES INSTITUTIONAL, ASFIX, 34984T600										
Sale	07/23/12	12/05/11	1,427.305	16,060 00	15,714 84	345 16				
ARTISAN MID CAP VALUE, ARTQX, 04314H709										
Sale	07/23/12	11/23/11	276 382	5,500.00	5,473.78	26.22				
DODGE & COX STOCK, DODGX, 256219106										
Sale	07/23/12	11/25/11	294.901	32,060 00	27,458 10	4,601 90				
FIRST EAGLE GOLD CLASS A, SGGDX, 32008F408										
Sale	07/23/12	various	1,097 066	26,636.76	26,459 73	177.03				
HARBOR CAPITAL APPRECIAT INSTL, HACAX, 411511504										
Sale	07/23/12	11/25/11	374 188	14,935 00	13,130 74	1,804 26				
HUSSMAN STRATEGIC GROWTH, HSGFX, 448108100										
Sale	10/03/12	various	8,870 742	96,739 80	104,890 71	-8,150 91				
LOOMIS SAYLES BOND INSTL, LSBDX, 543495840										
Sale	04/30/12	various	1 131	16 64	11 52	5 12				

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

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

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Recipient ID No **59-3690155** Payer's Fed ID Number 04-3523567

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2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

8 Description, 1d Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
MORGAN STAN INST INCGLB REAL EST PRT I, MRLAX, 61744J143										
Sale	07/23/12	11/25/11	2,069 444	18,585 00	15,321.40	3,263 60				
OPPENHEIMER DEV MARKETS FD CLASS Y, ODVYX, 683974505										
Sale	07/23/12	11/07/11	687.418	20,885 00	21,833.45	-948 45				
PIMCO ALL ASSET INSTCLASS, PAAIX, 722005626										
Sale	07/23/12	12/01/11	2,683 884	32,435 00	32,027.94	407 06				
PIMCO STOCKPLUS TR SHORT STRTGY INSTCL, PSTIX, 693390486										
Sale	07/23/12	various	3,397 909	13,177 87	13,811 38	-633.51				
PIMCO TOTAL RETURN INSTL, PTTRX, 693390700										
Sale	07/23/12	11/28/11	4,781.850	54,760 00	51,444.53	3,315 47				
PIONEER FUNDAMENTAL VALUE FUND CLASS Z, CVFZX, 72387X604										
Sale	07/23/12	various	5,710.974	101,386.90	90,988.97	10,397 93				
TOUCHSTONE SANDS CAPITAL INSTL GRWTH, CISGX, 89155J104										
Sale	07/23/12	11/28/11	1,066.287	17,735.00	14,885.37	2,849 63				
VANGUARD SHORT TERM BD INDEX SIGNAL SHRS, VBSSX, 921937850										
Sale	07/23/12	11/07/11	4,929.709	52,560.00	52,693.24	-133 24	0.64			
VANGUARD SHORT TERM INVMT GRADE ADMIRAL, VFSUX, 922031836										
Sale	07/23/12	various	143 426	1,548 01	1,480 63	67 38				

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2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VANGUARD WINDSOR II ADMIRAL, VWNAX, 922018304										
Sale	12/26/12	07/24/12	118 429	6,110.00	5,753.77	356 23				
TOTALS				**539,554.69**	**523,330.26(c)**			**0.00**		
	Short-Term Realized Gain					**27,616.99**				
	Short-Term Realized Loss					**-11,392.56**				
	Wash Sale Loss Disallowed						**0.64**			

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Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

STEPHEN H GOLDMAN FOUNDATION I Account No **637-773395** Customer Service 407-585-1160
Recipient ID No **59-3690155** Payer's Fed ID Number 04-3523567

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions (h)

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
ARTISAN INTL VALUE FUND INV CL, ARTKX, 04314H881										
Sale	12/26/12	11/15/11	2,482 622	75,000 00	39,785 93	35,214 07				
ARTISAN MID CAP VALUE, ARTQX, 04314H709										
Sale	12/26/12	11/23/11	202 703	4,200.00	4,025 49	174 51				
DODGE & COX STOCK, DODGX, 256219106										
Sale	12/26/12	11/25/11	62 587	7,560.00	5,839 43	1,720.57				
HARBOR CAPITAL APPRECIAT INSTL, HACAX, 411511504										
Sale	12/26/12	11/25/11	96 200	4,010.00	3,378.57	631.43				
LOOMIS SAYLES BOND INSTL, LSBDX, 543495840										
Sale	04/30/12	12/22/08	38 575	567 44	392 97	174.47				
MORGAN STANLEY MID CAP GRWTH PORT CL I, MPEGX, 617440508										
Sale	12/26/12	11/23/11	194 090	6,660.00	6,553.18	106 82				
OPPENHEIMER DEV MARKETS FD CLASS Y, ODVYX, 683974505										
Sale	12/26/12	11/07/11	451 650	15,560.00	14,351.90	1,208.10				
PIMCO COMMODITY REAL RETURN INST, PCRIX, 722005667										
Sale	07/23/12	various	1,941 606	13,260.00	19,567.05	-6,307 05				
PIMCO FOREIGN BOND UNHEDGED INST CL, PFUIX, 722005220										
Sale	12/26/12	11/29/11	253 853	2,760.00	2,769 56	-9 56	4 13			

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2012 Informational Tax Reporting Statement

STEPHEN H GOLDMAN FOUNDATION I Account No **637-773395** Customer Service 407-585-1160
Recipient ID No **59-3690155** Payer's Fed ID Number 04-3523567

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

2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions (h)

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

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	13 State	15 State Tax Withheld
ROYCE TOTAL RETURN FD INVESTMENT CL, RYTRX, 780905881										
Sale	12/26/12	11/30/11	381 481	5,110 00	4,894.18	215 82				
SPARTAN 500 INDEX FDADVANTAGE CLASS, FUSVX, 315911701										
Sale	12/26/12	11/07/11	184 080	9,250.00	8,033 77	1,216 23				
TOUCHSTONE SANDS CAPITAL INSTL GRWTH, CISGX, 89155J104										
Sale	12/26/12	11/28/11	375.296	6,310 00	5,281 25	1,028 75				
VANGUARD INDEX TRUSTSM CAP GRWTH INV CL, VISGX, 922908827										
Sale	12/26/12	12/01/11	243.210	5,960.00	5,248.50	711 50				
VANGUARD SHORT TERM INVMT GRADE ADMIRAL, VFSUX, 922031836										
Sale	07/23/12	various	5,624 255	60,702 94	58,060 79	2,642 15				
YACKTMAN FOCUSED SERVICE CLASS, YAFFX, 561709445										
Sale	12/26/12	11/28/11	192 777	3,950.00	3,600.65	349.35				
TOTALS				**220,860.38**	**181,783.22(c)**			**0.00**		
	Long-Term Realized Gain					**45,393.77**				
	Long-Term Realized Loss					**-6,316.61**				
	Wash Sale Loss Disallowed						**4.13**			

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

(b) Gross proceeds less commissions

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