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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 The Goldsmith Family Foundation, Inc.		A Employer identification number 62-6039604
Number and street (or P.O. box number if mail is not delivered to street address) 1900 Union Avenue	Room/suite	B Telephone number 901-728-4600
City or town, state, and ZIP code Memphis, TN 38104-4029		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,762,421. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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 ☒ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		86.	86.		Statement 1
4 Dividends and interest from securities		100,000.	100,000.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		366,316.			
b Gross sales price for all assets on line 6a		2,271,254.			
7 Capital gain net income (from Part IV, line 2)			366,316.		
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		325.	325.		Statement 3
12 Total. Add lines 1 through 11		466,727.	466,727.		
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		69,637.	0.		0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		2,229.	0.		0.
22 Printing and publications					
23 Other expenses Stmt 5		2,728.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		74,594.	0.		0.
25 Contributions, gifts, grants paid		314,298.			314,298.
26 Total expenses and disbursements. Add lines 24 and 25		388,892.	0.		314,298.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		77,835.			
b Net investment income (if negative, enter -0-)			466,727.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 30 2013

Revenue

Operating and Administrative Expenses

G14
14

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		1.	1.
	2 Savings and temporary cash investments	668,664.	682,330.	682,330.
	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			
	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 Stmt 6	4,721,473.	4,835,656.	6,080,090.
	c Investments - corporate bonds Stmt 7	50,015.	0.	0.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
Liabilities	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	5,440,152.	5,517,987.	6,762,421.
	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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,440,152.	5,517,987.	
	30 Total net assets or fund balances	5,440,152.	5,517,987.	
	31 Total liabilities and net assets/fund balances	5,440,152.	5,517,987.	

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	5,440,152.
2 Enter amount from Part I, line 27a	2	77,835.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,517,987.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,517,987.

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 Various Marketable Securities		P	Various	Various
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 2,271,254.		1,904,938.	366,316.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			366,316.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		2		366,316.
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	317,511.	6,528,989.	.048631
2010	243,288.	6,033,245.	.040325
2009	207,098.	5,198,966.	.039834
2008	316,626.	6,461,845.	.048999
2007	320,392.	7,780,499.	.041179
2 Total of line 1, column (d)		2	.218968
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	.043794
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	6,526,159.
5 Multiply line 4 by line 3		5	285,807.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	4,667.
7 Add lines 5 and 6		7	290,474.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	314,298.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	4,667.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,667.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,667.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,905.	
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	11,905.	
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	7,238.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	11	0.	

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. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TN		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>Community Foundation of Greater Mem</u> Telephone no. ► <u>901-728-4600</u> Located at ► <u>1900 Union Avenue, Memphis, TN</u> ZIP+4 ► <u>38104-4029</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?	☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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)	N/A	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

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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?

If "Yes" to 6b, file Form 8870

6b

X

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

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
See Attached Schedule				
	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

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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	
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.

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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	5,913,781.
b	Average of monthly cash balances	1b	711,761.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,625,542.
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	6,625,542.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	99,383.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,526,159.
6	Minimum investment return. Enter 5% of line 5	6	326,308.

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	326,308.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,667.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,667.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	321,641.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	321,641.
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	321,641.

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	314,298.
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	314,298.
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	4,667.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	309,631.

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.

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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				321,641.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			113,941.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XIII, line 4: ▶ \$ 314,298.				
a Applied to 2011, but not more than line 2a			113,941.	
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				200,357.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				121,284.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

2012.03040 The Goldsmith Family Founda GOLDSMI1

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 Attached Schedule	None	Public Charity	Annual Support	314,298.
Total				314,298.
b Approved for future payment				
See Attached Schedule	None	Public Charity	Annual Support	172,000.
Total				172,000.

Form 990-PF (2012)

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Money Market Interest	86.
Total to Form 990-PF, Part I, line 3, Column A	86.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Interest & Dividends	100,000.	0.	100,000.
Total to Fm 990-PF, Part I, ln 4	100,000.	0.	100,000.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Other Investment Income	325.	325.	
Total to Form 990-PF, Part I, line 11	325.	325.	

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
Investment Manager Fees	35,900.	0.		0.
Investment Consulting Fees	27,207.	0.		0.
Investment Custodial Fees	30.	0.		0.
Administrative Fees	6,500.	0.		0.
To Form 990-PF, Pg 1, ln 16c	69,637.	0.		0.

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Taxes	2,728.	0.		0.	
To Form 990-PF, Pg 1, ln 23	2,728.	0.		0.	

Form 990-PF	Corporate Stock		Statement	6
Description	Book Value	Fair Market Value		
Publicly Traded Stocks	4,835,656.	6,080,090.		
Total to Form 990-PF, Part II, line 10b	4,835,656.	6,080,090.		

Form 990-PF	Corporate Bonds		Statement	7
Description	Book Value	Fair Market Value		
Corporate Bonds	0.	0.		
Total to Form 990-PF, Part II, line 10c	0.	0.		

EIN: 62-6039604

Cost:	Wunderlich Bond 3162-2313	Charles Schwab 5520-0404	Thornburg Inv. Fidelity (671-485624)	Geneva Fidelity (671-485632)	Advisory Res. Fidelity (671-485640)	Wedgewood Fidelity (671-485659)	Snow Capital Fidelity (671-485667)	Fidelity (671-485675)	Total
Cash	\$	\$	\$	\$	\$	\$	\$	\$	\$
Money Markets	290,827.73	250,536.38	29,021.93	13,649.39	28,879.06	20,308.77	49,010.95	96.06	682,330.27
US Govt & Govt Agency Obligations	-	-	-	-	-	-	-	-	-
Corporate Stock	-	786,913.76	769,057.21	662,558.25	803,906.36	839,091.32	974,129.38	-	4,835,656.28
Corporate Bonds	-	-	-	-	-	-	-	-	-
Mortgage Loans	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-
Foreign Bonds	-	-	-	-	-	-	-	-	-
CD's	-	-	-	-	-	-	-	-	-
Municipal Bonds	-	-	-	-	-	-	-	-	-
Accounts Receivable	-	-	-	-	-	-	-	-	-
Totals	\$ 290,827.73	\$ 1,037,450.14	\$ 798,079.14	\$ 676,207.64	\$ 832,785.42	\$ 859,400.09	\$ 1,023,140.33	\$ 96.06	\$ 5,517,986.55

Market:	Wunderlich Bond 3162-2313	Charles Schwab 5520-0404	Thornburg Inv. Fidelity (671-485624)	Geneva Fidelity (671-485632)	Advisory Res. Fidelity (671-485640)	Wedgewood Fidelity (671-485659)	Snow Capital Fidelity (671-485667)	Fidelity (671-485675)	Total
Cash	\$	\$	\$	\$	\$	\$	\$	\$	\$
Money Markets	290,827.73	250,536.38	29,021.93	13,649.39	28,879.06	20,308.77	49,010.95	96.06	682,330.27
US Govt & Govt Agency Obligations									
Corporate Stock									
Corporate Bonds	-	880,531.78	951,348.65	1,011,493.84	1,012,946.60	1,130,322.09	1,093,447.13	-	6,080,090.09
Mortgage Loans									
Other									
Foreign Bonds	-	-							-
CD's	-	-							-
Municipal Bonds	-	-							-
Accounts Receivable	-	-	-	-	-	-	-	-	-
Totals	\$ 290,827.73	\$ 1,131,068.16	\$ 980,370.58	\$ 1,025,143.23	\$ 1,041,825.66	\$ 1,150,630.86	\$ 1,142,458.08	\$ 96.06	\$ 6,762,420.36

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2012

#62-6039604

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

<u>Name and Address</u>	<u>Title & Hours Worked</u>	<u>Contribution to Benefit Plans</u>	<u>Expense Account</u>	<u>Compensation</u>
1 Jack L. Goldsmith (1910 - 2013) 1900 Union Avenue Memphis, Tennessee 38104	Honorary Chairman Hours as req'd	None	None	None
2 Harry L. Goldsmith 1900 Union Avenue Memphis, Tennessee 38104	President Hours as req'd	None	None	None
3 Elvis G. Goldsmith 1900 Union Avenue Memphis, Tennessee 38104	Vice President Hours as req'd	None	None	None
4 Fred Goldsmith, III 1900 Union Avenue Memphis, Tennessee 38104	Vice President Hours as req'd	None	None	None
5 Melvin Goldsmith 1900 Union Avenue Memphis, Tennessee 38104	Vice President Hours as req'd	None	None	None
6 Thomas B. Goldsmith 1900 Union Avenue Memphis, Tennessee 38104	Vice President Hours as req'd	None	None	None
7 Sylvia Goldsmith Marks 1900 Union Avenue Memphis, Tennessee 38104	Vice President Hours as req'd	None	None	None
8 Larry J. Goldsmith 1900 Union Avenue Memphis, Tennessee 38104	Secretary/ Treasurer Hours as req'd	None	None	None
9 Beth Goldsmith Brown 1900 Union Avenue Memphis, Tennessee 38104	Vice President Hours as req'd	None	None	None
10 Jane Goldsmith Butler 1900 Union Avenue Memphis, Tennessee 38104	Vice President Hours as req'd	None	None	None
11 Peggy Goldsmith Fineman 1900 Union Avenue Memphis, Tennessee 38104	Vice President Hours as req'd	None	None	None
12 Jack L. Goldsmith, III 1900 Union Avenue Memphis, Tennessee 38104	Vice President Hours as req'd	None	None	None
13 Jennifer Entine Matz 1900 Union Avenue Memphis, Tennessee 38104	Vice President Hours as req'd	None	None	None

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2012

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Part X - Minimum Investment Return

<u>Month</u>	<u>Value of Cash & Equiv.</u>	<u>Value of Securities</u>	<u>Total</u>
Beg. of Year	668,664	5,551,974	6,220,638
January	675,271	5,912,215	6,587,486
February	760,422	6,141,273	6,901,695
March	627,542	6,362,975	6,990,517
April	566,556	6,352,420	6,918,976
May	730,028	5,658,729	6,388,757
June	725,646	5,673,145	6,398,791
July	798,876	5,633,038	6,431,914
August	757,803	5,809,696	6,567,499
September	760,924	5,942,006	6,702,930
October	766,634	5,855,331	6,621,965
November	732,196	5,906,262	6,638,458
December	682,330	6,080,090	6,762,420
	<u>9,252,892</u>	<u>76,879,154</u>	<u>86,132,046</u>
Average	<u>711,761</u>	<u>5,913,781</u>	<u>6,625,542</u>
Average monthly fair market value of cash			711,761
Average monthly fair market value of securities			5,913,781
Average monthly fair market value of other assets			<u>-</u>
Total			6,625,542
Cash deemed held for charitable activities (1.5% of total)			<u>(99,383)</u>
Adjusted Total			<u>6,526,159</u>
Minimum investment return (5% of Adjusted total)			<u>326,308</u>

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2012

#62-6039604

Part XV Supplementary Information,
Line 3a, Grants and Contributions Paid During the Year

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/12/2012	All Faiths Food Bank Foundation, Inc.	200.00
11/16/2012	All Faiths Food Bank Foundation, Inc.	1,000.00
03/12/2012	American Committee For Shaare Zedek Hospital In Jerusalem, Inc.	750.00
11/16/2012	American Committee For Shaare Zedek Hospital In Jerusalem, Inc.	250.00
03/12/2012	American Jewish Congress - Southwest Region	100.00
11/16/2012	American National Red Cross	300.00
03/12/2012	American Society For Technion-Israel Institute Of Technology, Inc.	500.00
11/16/2012	American Society For Technion-Israel Institute Of Technology, Inc.	500.00
04/23/2012	Animal Friends Rescue Project	1,000.00
03/12/2012	Bayith Lepleitot, Inc. - Girls Town Jerusalem	100.00
12/10/2012	Bird Emergency Aid and Kare Sanctuary, Inc.	1,000.00
01/20/2012	Boys and Girls Club of Monterey County	6,500.00
06/04/2012	Boys and Girls Club of Monterey County	6,500.00
03/12/2012	Boys and Girls Club of Sarasota County, Inc.	1,500.00
11/16/2012	Boys and Girls Club of Sarasota County, Inc.	500.00
03/12/2012	Boys Town Jerusalem Foundation Of America, Inc.	100.00
03/12/2012	Cincinnati Children's Hospital Medical Center	500.00
03/12/2012	Coastal Conservation Association	(175.00)
03/12/2012	Coastal Conservation Association	100.00
03/12/2012	Coastal Conservation Association	175.00
08/21/2012	Coastal Conservation Association	200.00
12/17/2012	Combined Jewish Philanthropies of Boston, MA	2,500.00
03/12/2012	Community Haven for Adults and Children With Disabilities, Inc.	250.00
03/12/2012	Community Hospice of Northeast Florida, Inc.	5,000.00
10/01/2012	Community Human Services	1,500.00
11/16/2012	Community Mobile Meals of Sarasota County, Inc.	800.00
08/10/2012	Cultural Center at Ponte Vedra Beach, Inc.	2,000.00
12/10/2012	Cultural Center at Ponte Vedra Beach, Inc.	1,000.00
02/15/2012	Epic Community Services, Inc.	250.00
12/13/2012	Fetch Foundation, Inc.	1,000.00
12/10/2012	Florida English Bulldog Rescue	2,500.00
03/12/2012	Florida Sheriffs Youth Ranches, Inc.	100.00
03/12/2012	Florida Wildlife Federation	100.00

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
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Part XV Supplementary Information,
Line 3a, Grants and Contributions Paid During the Year

Date	Description	Amount
03/12/2012	Friends of the Selby Public Library, Inc.	150.00
03/12/2012	Glasser-Schoenbaum Human Services Center, Inc.	150.00
11/16/2012	Glasser-Schoenbaum Human Services Center, Inc.	300.00
03/12/2012	Gulfcoast Wonder and Imagination Zone, Inc.	150.00
10/01/2012	Hearing School of the Southwest, Inc.	1,000.00
03/12/2012	Hospice Education Institute, Inc.	100.00
12/10/2012	Jacksonville Humane Society	2,000.00
06/01/2012	Jewish Federation of Greater Atlanta	1,200.00
03/12/2012	Jewish Housing Council Foundation, Inc.	2,000.00
03/12/2012	John and Mable Ringling Museum of Art Foundation	200.00
08/21/2012	John and Mable Ringling Museum of Art Foundation	175.00
08/10/2012	Katz for Keeps, Inc.	2,000.00
02/27/2012	Kokua Hawaii Foundation	1,000.00
12/10/2012	La'a Kea Foundation	1,000.00
08/21/2012	Le Bonheur Children's Hospital Foundation	10,000.00
06/01/2012	Lorraine Civil Rights Museum Foundation	10,000.00
02/15/2012	Maui United Way, Inc.	1,000.00
06/01/2012	Memphis Botanic Garden Foundation, Inc.	15,000.00
06/29/2012	Memphis Botanic Garden Foundation, Inc.	5,000.00
06/01/2012	Memphis Jewish Community Center	15,000.00
11/16/2012	Memphis Jewish Community Center	10,000.00
06/01/2012	Memphis Jewish Federation	30,000.00
08/10/2012	Memphis Jewish Federation	30,000.00
08/21/2012	Memphis Opportunity Scholarship Trust	2,500.00
11/02/2012	Memphis University School	1,000.00
11/02/2012	Mid-South Food Bank	500.00
11/16/2012	Mid-South Food Bank	5,000.00
03/12/2012	Mote Marine Laboratory	200.00
08/21/2012	Mote Marine Laboratory	150.00
03/12/2012	Oak Park School	1,500.00
11/16/2012	Pace Academy	10,000.00
08/10/2012	Palms Presbyterian Church	4,000.00
03/12/2012	Planned Parenthood Of Southwest And Central Florida, Inc.	500.00

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Form 990 PF Return of Private Foundation
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Part XV Supplementary Information,
Line 3a, Grants and Contributions Paid During the Year

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/16/2012	Planned Parenthood Of Southwest And Central Florida, Inc.	500.00
12/13/2012	Ronald McDonald House	1,000.00
03/12/2012	Safe Place and Rape Crisis Center of Sarasota, Inc.	100.00
11/16/2012	Salvation Army	250.00
06/25/2012	San Francisco Friends School	10,000.00
03/12/2012	Sarasota-Manatee Jewish Federation	7,500.00
11/16/2012	Sarasota-Manatee Jewish Federation	1,000.00
12/10/2012	Sarasota-Manatee Jewish Federation	2,500.00
03/12/2012	Senior Friendship Centers, Inc.	100.00
11/16/2012	Senior Friendship Centers, Inc.	300.00
12/10/2012	Shaggy Dog Rescue	3,000.00
03/12/2012	Sierra Club Foundation	100.00
04/23/2012	St. Mary's Home for Disabled Children (Norfolk, VA)	5,000.00
11/16/2012	St. Mary's Home for Disabled Children (Norfolk, VA)	5,000.00
03/12/2012	Temple Beth Israel - Longboat Key, FL	2,590.00
07/09/2012	Temple Beth Israel - Longboat Key, FL	260.00
11/16/2012	Temple Beth Israel - Longboat Key, FL	500.00
06/01/2012	Temple Israel	40,000.00
11/16/2012	Temple Israel - Memphis, TN	773.00
07/09/2012	Temple Israel (Brotherhood)	500.00
12/17/2012	The Foundation for Tomorrow	2,000.00
04/23/2012	The Wellness Community - Southwest Florida, Inc.	2,500.00
03/12/2012	United Way of Sarasota County, Inc.	5,000.00
11/16/2012	United Way of Sarasota County, Inc.	2,500.00
06/01/2012	United Way of the Mid-South	15,000.00
12/17/2012	Univeristy of Pennsylvania	1,000.00
03/12/2012	W.E.D.U. Channel #3	100.00
12/13/2012	World Affairs Council of Jacksonville	3,000.00
03/12/2012	World Jewish Congress Foundation	100.00
03/12/2012	World Wildlife Fund, Inc.	100.00
03/12/2012	YMCA Foundation Of Sarasota, Inc.	150.00
11/16/2012	YMCA Foundation Of Sarasota, Inc.	500.00

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Part XV Supplementary Information,
Line 3a, Grants and Contributions Paid During the Year

<u>Date</u>	<u>Description</u>	<u>Amount</u>
		<u>\$ 314,298.00</u>

The Goldsmith Family Foundation, Inc.
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Part XV, Supplementary Information

Line 3b Grants and Contributions Approved for Future Payment

Amount Payable in 2013	Description	Balance Payable
2,000.00	Jewish Housing Council Foundation, Inc. (Sarasota, FL)	2,000.00
10,000.00	Le Bonheur Children's Hospital Foundation	40,000.00
10,000.00	Lorraine Civil Rights Museum Foundation	40,000.00
2,500.00	Memphis Opportunity Scholarship Trust	10,000.00
10,000.00	Pace Academy (Aim High Capital Campaign)	40,000.00
10,000.00	San Francisco Friends School	30,000.00
5,000.00	St. Mary's Home for Disabled Children (Norfolk, VA)	10,000.00
-		-
<u>\$ 49,500.00</u>		<u>\$ 172,000.00</u>