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 , and ending**

Name of foundation: THE GOLDSBURY FOUNDATION

A Employer identification number: 74-2780083

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 460567 | Room/suite:

B Telephone number (see instructions): 210-930-1251

City or town, state, and ZIP code: SAN ANTONIO TX 78246

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) ▶ $ 49,135,190

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) )

| | | | (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) | 24,861,108 | | | |
| | 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 | 348,485 | 348,485 | | |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 Stmt 1 | -93,510 | | | |
| | b | Gross sales price for all assets on line 6a 11,127,745 | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 99,369 | | |
| | 8 | Net short-term capital gain | | | 0 | |
| | 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 | 25,116,083 | 447,854 | 0 | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 176,905 | | | 176,905 |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | 13,642 | | | 13,642 |
| | 16a | Legal fees (attach schedule) | | | | |
| | b | Accounting fees (attach schedule) | | | | |
| | c | Other professional fees (attach schedule) Stmt 2 | 56,605 | 46,572 | | 10,033 |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) Stmt 3 | 12,476 | | | 12,476 |
| | 19 | Depreciation (attach schedule) and depletion Stmt 4 | 1,499 | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | 3,228 | | | 3,228 |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (att sch ) Stmt 5 | 19,921 | 500 | | 19,421 |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 284,276 | 47,072 | 0 | 235,705 |
| | 25 | Contributions, gifts, grants paid | 3,010,756 | | | 3,010,756 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 3,295,032 | 47,072 | 0 | 3,246,461 |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | 21,821,051 | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 400,782 | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | 0 | |

RECEIVED NOV 2 5 2013 OGDEN, UT IRS-OSC

SCANNED DEC 0 4 2013

**For Paperwork Reduction Act Notice, see instructions.**

DAA



PS

## 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 (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|---|
| Assets | 1 | Cash – non-interest-bearing | 22,155 | 10,951 | 10,951 |
| | 2 | Savings and temporary cash investments | 26,016,957 | 4,771,220 | 4,771,220 |
| | 3 | Accounts receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (att schedule) ▶ | | | |
| | | Less allowance for doubtful accounts ▶ 0 | | | |
| | 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 sch ) ▶ | | | |
| | 12 | Investments – mortgage loans | | | |
| | 13 | Investments – other (attach schedule) See Statement 6 | 150,000 | 44,330,397 | 44,330,397 |
| | 14 | Land, buildings, and equipment basis ▶ 15,069 | | | |
| | | Less accumulated depreciation (attach sch ) ▶ Stmt 7 13,948 | 613 | 1,121 | 15,069 |
| | 15 | Other assets (describe ▶ See Statement 8 ) | 2,518 | 7,553 | 7,553 |
| | 16 | **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I) | 26,192,243 | 49,121,242 | 49,135,190 |
| 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 ▶ See Statement 9 ) | | 11,469 | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 0 | 11,469 | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 | Unrestricted | 26,192,243 | 49,109,773 | |
| | 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 | | | |
| | 30 | **Total net assets or fund balances** (see instructions) | 26,192,243 | 49,109,773 | |
| | 31 | **Total liabilities and net assets/fund balances** (see instructions) | 26,192,243 | 49,121,242 | |

## 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 | 26,192,243 |
| 2 | Enter amount from Part I, line 27a | 2 | 21,821,051 |
| 3 | Other increases not included in line 2 (itemize) ▶ See Statement 10 | 3 | 1,097,808 |
| 4 | Add lines 1, 2, and 3 | 4 | 49,111,102 |
| 5 | Decreases not included in line 2 (itemize) ▶ See Statement 11 | 5 | 1,329 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 49,109,773 |

## 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 | NORTHERN TRUST | | | |
| 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 | 99,369 | | | 99,369 |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| a | | | | 99,369 |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | | |
|---|---|---|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } | 2 | 99,369 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | 3 | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---|---|---|
| 2011 | 4,521,618 | 3,685,055 | 1.227015 |
| 2010 | 5,494,367 | 2,093,265 | 2.624783 |
| 2009 | 8,247,466 | 3,129,756 | 2.635179 |
| 2008 | 4,082,746 | 5,112,872 | 0.798523 |
| 2007 | 3,668,949 | 8,464,303 | 0.433461 |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | 7.718961 |
| 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 | 1.543792 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 28,971,234 |
| 5 Multiply line 4 by line 3 | 5 | 44,725,559 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 4,008 |
| 7 Add lines 5 and 6 | 7 | 44,729,567 |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 3,246,461 |

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 ☐ 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 | 8,016 |
| 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 | 8,016 |
| 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 | 8,016 |
| 6 | Credits/Payments | | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 2,038 | | |
| 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 | 2,038 |
| 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 | 5,978 |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | |
| 11 | Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 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 | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? | 1b | | X |
| | 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 | | X |
| 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 | | 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? N/A | 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) ▶ TX | | | |
| 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 Stmt 12 | 10 | X | |

11/15 INT 98 FTP 179 TOT 6,255

## Part VII-A Statements Regarding Activities (continued)

| | | | | 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 | | 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 ▶ GOLDSBURY-FOUNDATION.ORG

14 The books are in care of ▶ SUZIE MEAD FELDMANN Telephone no ▶ 210-930-1251
PO BOX 460567
Located at ▶ SAN ANTONIO TX ZIP+4 ▶ 78246

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

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

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

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

| | | | | 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)? | | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here | ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | | 1c | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? | ☐ Yes ☒ 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 ) | 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 ▶ 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 ) | 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? | N/A | 4b | | |

**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)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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 | 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 |

**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 |
|---|---|---|---|---|---|
| CHRISTOPHER GOLDSBURY, JR.<br>P.O. BOX 460567 | SAN ANTONIO<br>TX 78246 | PRESIDENT/ME<br>0.00 | 0 | 0 | 0 |
| WILLIAM SCANLAN, JR.<br>112 E. PECAN STREET, SUITE 3000 | SAN ANTONIO<br>TX 78205 | SECRETARY/DI<br>0.00 | 0 | 0 | 0 |
| ANGELA ABOLTIN GOLDSBURY<br>P.O. BOX 460567 | SAN ANTONIO<br>TX 78246 | VICE PRESIDE<br>5.00 | 50,111 | 0 | 0 |
| SUZIE MEAD FELDMANN<br>P.O. BOX 460567 | SAN ANTONIO<br>TX 78246 | EXECUTIVE DI<br>32.00 | 126,794 | 0 | 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 ▶ 0

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

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

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | |

## 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 (see instructions)

| 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<br>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 | 29,404,362 |
| b | Average of monthly cash balances | 1b | 6,048 |
| c | Fair market value of all other assets (see instructions) | 1c | 2,010 |
| d | **Total** (add lines 1a, b, and c) | 1d | 29,412,420 |
| 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 | 29,412,420 |
| 4 | Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions) | 4 | 441,186 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 28,971,234 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 1,448,562 |

**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 | 1,448,562 |
| 2a | Tax on investment income for 2012 from Part VI, line 5 2a 8,016 | | |
| b | Income tax for 2012 (This does not include the tax from Part VI ) 2b | | |
| c | Add lines 2a and 2b | 2c | 8,016 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 1,440,546 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 1,440,546 |
| 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 | 1,440,546 |

**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 | 3,246,461 |
| 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 | 3,246,461 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | 5 | 0 |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 3,246,461 |

**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 | | | | | 1,440,546 |
| 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 | 3,254,279 | | | | |
| b From 2008 | 3,830,928 | | | | |
| c From 2009 | 8,091,346 | | | | |
| d From 2010 | 5,389,744 | | | | |
| e From 2011 | 4,337,373 | | | | |
| f **Total** of lines 3a through e | | 24,903,670 | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 3,246,461 | | | | | |
| 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) | | | | | |
| d Applied to 2012 distributable amount | | | | | 1,440,546 |
| e Remaining amount distributed out of corpus | | 1,805,915 | | | |
| 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 | | 26,709,585 | | | |
| 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) | | 3,254,279 | | | |
| 9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | | 23,455,306 | | | |
| 10 Analysis of line 9 | | | | | |
| a Excess from 2008 | 3,830,928 | | | | |
| b Excess from 2009 | 8,091,346 | | | | |
| c Excess from 2010 | 5,389,744 | | | | |
| d Excess from 2011 | 4,337,373 | | | | |
| e Excess from 2012 | 1,805,915 | | | | |

**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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

CHRISTOPHER GOLDSBURY, JR. $24,861,108

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT A

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

SEE STATEMENT A

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

SEE STATEMENT A

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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<br>SEE STATEMENT 13 | NONE | | | 3,010,756 |
| Total | | | ▶ 3a | 3,010,756 |
| **b** Approved for future payment<br>N/A | | | | |
| Total | | | ▶ 3b | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income (a) Business code | Unrelated business income (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | Excluded by section 512, 513, or 514 (d) Amount | (e) Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| 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 | 348,485 | |
| 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 | | | 14 | -93,510 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | 0 | | 254,975 | 0 |

**13 Total.** Add line 12, columns (b), (d), and (e) 13 254,975

(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 ) |
|---|---|
| N/A | |



DAA

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

| | | Line | 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.

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| N/A | | | |

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 | | |

**Sign Here**

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Signature of officer or trustee | Date 11/14/13 | Title PRESIDENT

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| DANIEL R. HAMM | | 11/12/13 | | P00739673 |

Firm's name ▶ Daniel R. Hamm, PC

Firm's EIN ▶ 26-1204221

Firm's address ▶ PO Box 700205 San Antonio, TX 78232

Phone no 210-494-1040



DAA

**Schedule B** (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

# Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

| Name of the organization | Employer identification number |
| --- | --- |
| THE GOLDSBURY FOUNDATION | 74-2780083 |

**Organization type** (check one)

| Filers of: | Section: |
| --- | --- |
| Form 990 or 990-EZ | ☐ 501(c)( ) (enter number) organization |
| | ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation |
| | ☐ 527 political organization |
| Form 990-PF | ☒ 501(c)(3) exempt private foundation |
| | ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | ☐ 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule.**
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

**General Rule**

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: THE GOLDSBURY FOUNDATION

Employer identification number: 74-2780083

**Part I** **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | CHRISTOPHER GOLDSBURY, JR.<br>P.O. BOX 460567<br>SAN ANTONIO TX 78246 | $ 24,861,108 | Person [X]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |

Name of organization
THE GOLDSBURY FOUNDATION

Employer identification number
74-2780083

**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| 1 | SEE STATEMENT 15 | $ 15,861,108 | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | $ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | $ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | $ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | $ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | $ | |

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

# Depreciation and Amortization
## (Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172
**2012**
Attachment Sequence No **179**

Name(s) shown on return: THE GOLDSBURY FOUNDATION

Identifying number: 74-2780083

Business or activity to which this form relates: ALL BUSINESS ACTIVITIES

**Part I Election To Expense Certain Property Under Section 179**
**Note:** If you have any listed property, complete Part V before you complete Part I

| | | | |
|---|---|---|---|
| 1 | Maximum amount (see instructions) | 1 | 500,000 |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation (see instructions) | 3 | 2,000,000 |
| 4 | Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions | 5 | |

| 6 (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
|---|---|---|
| | | |
| | | |

| | | | | | |
|---|---|---|---|---|---|
| 7 | Listed property Enter the amount from line 29 | 7 | | | |
| 8 | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | | | 8 | |
| 9 | Tentative deduction Enter the **smaller** of line 5 or line 8 | | | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2011 Form 4562 | | | 10 | |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) | | | 11 | |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | | | 12 | |
| 13 | Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶ | 13 | | | |

Note: Do not use Part II or Part III below for listed property Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)**

| | | | |
|---|---|---|---|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 | 1,003 |
| 15 | Property subject to section 168(f)(1) election | 15 | |
| 16 | Other depreciation (including ACRS) | 16 | 25 |

**Part III MACRS Depreciation (Do not include listed property.) (See instructions )**

**Section A**

| | | | |
|---|---|---|---|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2012 | 17 | 269 |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐ | | |

**Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System**

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only–see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|---|---|---|---|---|---|---|
| 19a 3-year property | | | | | | |
| b 5-year property | | 1,003 | 5.0 | HY | 200DB | 201 |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs | | S/L | |
| h Residential rental property | | | 27 5 yrs | MM | S/L | |
| | | | 27 5 yrs | MM | S/L | |
| i Nonresidential real property | | | 39 yrs | MM | S/L | |
| | | | | MM | S/L | |

**Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System**

| | | | | | | |
|---|---|---|---|---|---|---|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs | | S/L | |
| c 40-year | | | 40 yrs | MM | S/L | |

**Part IV Summary (See instructions )**

| | | | |
|---|---|---|---|
| 21 | Listed property Enter amount from line 28 | 21 | |
| 22 | **Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions | 22 | 1,498 |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

**For Paperwork Reduction Act Notice, see separate instructions.**



DAA

There are no amounts for Page 2

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

| Description: Whom Sold | Date Acquired | Date Sold | How Received / Sale Price | Cost | Expense | Depreciation | Net Gain / Loss |
|---|---|---|---|---|---|---|---|
| ASSETS NO LONGER IN SERVICE | Various | 12/31/12 | Purchase $ | $ 21,096 | $ | $ 21,096 | $ |
| WTC DIVERSIFIED INFLATION | Various | 11/01/12 | Purchase 7,748 | 7,472 | | | 276 |
| NORTHERN TRUST SEE STMNT 14 | 12/20/11 | 12/26/12 | Purchase 11,020,628 | 11,213,783 | | | -193,155 |
| Total | | | $ 11,028,376 | $ 11,242,351 | $ 0 | $ 21,096 | $ -192,879 |

## Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|---|---|---|---|---|
| LEGAL FEES | $ 10,033 | $ | $ | $ 10,033 |
| MANAGEMENT | 46,572 | 46,572 | | |
| Total | $ 56,605 | $ 46,572 | $ 0 | $ 10,033 |

## Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|---|---|---|---|---|
| PAYROLL TAXES | $ 12,476 | $ | $ | $ 12,476 |
| Total | $ 12,476 | $ 0 | $ 0 | $ 12,476 |

## Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

| Description | | | | | | | |
|---|---|---|---|---|---|---|---|
| Date Acquired | Cost Basis | Prior Year Depreciation | Method | Life | Current Year Depreciation | Net Investment Income | Adjusted Net Income |
| | $ | $ | | | $ 1,499 | $ | $ |
| Total | $ 0 | $ 0 | | | $ 1,499 | $ 0 | $ 0 |

## Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|---|---|---|---|---|
| | $ | $ | $ | $ |
| Expenses | | | | |
| ADVERTISING | 925 | | | 925 |
| POSTAGE & DELIVERY | 173 | | | 173 |
| CONTRACT LABOR | 1,388 | | | 1,388 |
| DUES AND SUBSCRIPTIONS | 1,203 | | | 1,203 |
| MEALS & ENTERTAINMENT | 1,430 | | | 1,430 |
| PAYROLL PROCESSING | 1,622 | | | 1,622 |
| TELEPHONE | 8,173 | | | 8,173 |
| CUSTODY FEES | 500 | 500 | | |
| EDUCATION & TRAINING | 665 | | | 665 |
| REPAIRS & MAINTENANCE | 3,842 | | | 3,842 |
| Total | $ 19,921 | $ 500 | $ 0 | $ 19,421 |

# Federal Statements



## Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

| Description | Beginning of Year | End of Year | Basis of Valuation | Fair Market Value |
|---|---|---|---|---|
| ALTAR | $ 150,000 | $ 150,000 | | $ 150,000 |
| MUTUAL FUND INVESTMENT | | 44,180,397 | | 44,180,397 |
| Total | $ 150,000 | $ 44,330,397 | | $ 44,330,397 |

## Statement 7 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

| Description | Beginning Net Book | End Cost / Basis | End Accumulated Depreciation | Net FMV |
|---|---|---|---|---|
| BUILDINGS | $ 613 | $ 15,069 | $ 13,948 | $ 15,069 |
| Total | $ 613 | $ 15,069 | $ 13,948 | $ 15,069 |

# Federal Statements

## Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

| Description | Beginning of Year | End of Year | Fair Market Value |
|---|---|---|---|
| PREPAID EXPENSES | $ 2,518 | $ 7,553 | $ 7,553 |
| Total | $ 2,518 | $ 7,553 | $ 7,553 |

## Statement 9 - Form 990-PF, Part II, Line 22 - Other Liabilities

| Description | Beginning of Year | End of Year |
|---|---|---|
| ACCRUED LIABILITIES | $ | $ 11,344 |
| INTERCO AP | | 125 |
| Total | $ 0 | $ 11,469 |

## Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

| Description | Amount |
|---|---|
| UNREALIZED GAIN | $ 1,097,808 |
| Total | $ 1,097,808 |

## Statement 11 - Form 990-PF, Part III, Line 5 - Other Decreases

| Description | Amount |
|---|---|
| PRIOR PERIOD ADJUSTMENT | $ 1,329 |
| Total | $ 1,329 |

# Federal Statements

## Statement 12 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

| Name | Address | City, State, Zip |
| --- | --- | --- |
| Christopher Goldsbury, Jr. | P.O. Box 460567 | San Antonio TX 78246 |

# Federal Statements



## Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

| Name of Manager | Amount |
|---|---|
| CHRISTOPHER GOLDSBURY, JR. | $ 24,861,108 |
| Total | $ 24,861,108 |

## Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

| Description |
|---|
| SEE STATEMENT A |

## Form 990-PF, Part XV, Line 2c - Submission Deadlines

| Description |
|---|
| NONE |

## Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

| Description |
|---|
| SEE STATEMENT A |

**Goldsbury Foundation**
**Appropriations and Payments**
**YE 12/31/12**
**Statement 13**

| | |
|---|---|
| **Alamo Heights Junior School**<br>7607 N. New Braunfels<br>San Antonio, TX 78209<br>*Contribution* | $500.00 |
| **Alamo Heights School Foundation**<br>7101 Broadway<br>San Antonio, TX 78209<br>*Contribution to the Endowment Fund supporting the Wellness Program at Alamo Heights Independent School District* | $25,000.00 |
| **Any Baby Can**<br>217 Howard<br>San Antonio, TX 78212<br>*Families RISE (Realization, Inclusion, Self-Determination and Empowerment)* | $17,472.91 |
| **Avance (San Antonio Chapter)**<br>118 North Medina, Suite 300<br>San Antonio, TX 78207<br>*A contribution in honor of The Mother of the Year* | $5,000.00 |
| **Avance (San Antonio Chapter)**<br>118 North Medina, Suite 300<br>San Antonio, TX 78207<br>*Parent-Child Education Program* | $49,000.00 |
| **Baptist Child and Family Services**<br>1506 Bexar Crossing<br>San Antonio, TX 78232<br>*Family Ties* | $71,000.00 |
| **Catholic Charities Archdiocese San Antonio**<br>202 W. French Place<br>San Antonio, TX 78212-5818<br>*Paloma Parenting Program* | $260,000.00 |
| **The Charity Ball Association**<br>200 Patterson Avenue<br>San Antonio, TX 78209<br>*A grant to support Children's Charities* | $5,000.00 |
| **Communities in Schools of San Antonio** | $157,000.00 |

**Goldsbury Foundation**
**Appropriations and Payments**
**YE 12/31/12**
**Statement 13**
1616 E. Commerce, Bldg. 1
San Antonio, TX 78205
*Families, Schools and Communities Collaboration*

| | |
|---|---|
| **Daughters of Charity Services of San Antonio**<br>7607 Somerset Road<br>San Antonio, TX 78211-3752<br>*Comprehensive Child Development and Family Services* | $66,000.00 |
| **Eastside College Preparatory School**<br>1041 Myrtle Street<br>East Palo Alto, CA 94303<br>*Contribution* | $250.00 |
| **Family Services Association of San Antonio, Inc.**<br>702 San Pedro<br>San Antonio, TX 78212<br>*Families, Schools and Communities Collaboration - A comprehensive K-12 continuum of services that improves educational attainment & achievement, reduces risky behavior, improves community engagement, and assists with transitions to adulthood* | $162,000.00 |
| **Good Samaritan Center**<br>1600 Saltillo<br>San Antonio, TX 78207<br>*GSCS Youth Development Services Program- College to Career Readiness* | $136,000.00 |
| **The Humane Society & Adoption Center of Rockport-Fulton**<br>P.O. Box 782<br>Rockport, TX 78381<br>*Contribution* | $100.00 |
| **KIPP Aspire Academy, Inc.**<br>735 Fredericksburg Road<br>San Antonio, TX 78201<br>*A grant to support the expansion of KIPP SA* | $1,000,000.00 |
| **Mind Science Foundation** | $500.00 |

117 West El Prado
San Antonio, TX 78209
*Contribution*

| | |
|---|---|
| **Myeloma Institute for Research and Therapy**<br>UAMS #816<br>4301 West Markham Street<br>Little Rock, AR 72205<br>*A grant to support research at the Myeloma Institute for Research and Therapy* | $100,000.00 |
| **The National WWII Museum**<br>945 Magazine Street<br>New Orleans, LA 70130<br>*Contribution* | $500 00 |
| **Old Spanish Missions, Inc.**<br>P.O. Box 7804<br>San Antonio, TX 78207<br>*Contribution* | $1,000 00 |
| **Old Spanish Missions, Inc.**<br>P.O. Box 7804<br>San Antonio, TX 78207<br>*Contribution* | $500.00 |
| **Roaring Fork Valley Early Learning Fund**<br>0849 Mountain Laurel Drive<br>Aspen, CO 81611<br>*A grant to support the Raising A Reader Program that helps distribute free books to school children in and around Aspen, Colorado* | $5,000.00 |
| **SA Youth**<br>1700 Tampico<br>San Antonio, TX 78207<br>*YouthBuild* | $50,000.00 |
| **SA Youth**<br>1700 Tampico<br>San Antonio, TX 78207<br>*A grant to Rosemary's Kitchen - A Culinary Arts Training Program for at-risk young adults ages 16-21* | $12,000.00 |

**Goldsbury Foundation**
**Appropriations and Payments**
**YE 12/31/12**
**Statement 13**

| | |
|---|---|
| **San Antonio Area Foundation**<br>110 Broadway, Suite 230<br>San Antonio, Texas 78205<br>*San Antonio International Folk Art Festival* | $10,000.00 |
| **San Antonio Botanical Society**<br>555 Funston Place<br>San Antonio, TX 78209<br>*Contribution* | $1,000.00 |
| **San Antonio Children's Museum**<br>305 East Houston<br>San Antonio, TX 78205<br>*Capital Campaign for the San Antonio Children's Museum* | $333,333.33 |
| **San Antonio Conservation Society**<br>107 King William Street<br>San Antonio, Texas 78204<br>*Annual Awards Dinner* | $600.00 |
| **San Antonio Food Bank**<br>5200 Highway 90 W<br>San Antonio, TX 78227<br>*Healthy Eating for Healthy Families* | $300,000.00 |
| **San Antonio Museum of Art**<br>200 West Jones<br>San Antonio, TX 78215<br>*Contribution* | $5,000.00 |
| **Historical Centre Foundation/San Fernando Cathedral**<br>P.O. Box 831078<br>San Antonio, TX 78283-1078<br>*Second Annual Holiday Concert benefitting San Fernando's outreach efforts* | $1,000.00 |
| **Santa Rosa Children's Hospital Foundation**<br>343 West Houston Street, Suite 505<br>San Antonio, TX 78205<br>*Ongoing Support of the Muzquiz Project* | $75,000.00 |
| **SAY Si**<br>1518 S. Alamo<br>San Antonio, TX 78204<br>*Preservation of Latin American Culture* | $10,000.00 |

**Goldsbury Foundation**
**Appropriations and Payments**
**YE 12/31/12**
**Statement 13**

*Dia de Los Muertos Festival and Family Day*

| | |
|---|---|
| **Seton Home for Pregnant Woment**<br>1115 Mission Road<br>San Antonio, TX 78210<br>*Pathways to Success for Parenting Students (PSPS)* | $43,000.00 |
| **Teach for America, Inc.**<br>700 North Saint Mary's Street, Suite 200<br>San Antonio, TX 78205<br>*Support for San Antonio Growth Plan* | $100,000.00 |
| **The Texas Cavaliers Charitable Foundation**<br>4319 Medical Drive<br>Suite 211<br>San Antonio, TX 78229<br>*Contribution* | $5,000.00 |
| **Witte Museum**<br>3801 Broadway<br>San Antonio, TX 78209-6396<br>*Contribution* | $3,000.00 |
| **Grand Totals (37 items)** | $3,010,756.24 |

Goldsbury Foundation #74-2780083
Statement 14
REALIZED GAINS AND LOSSES
YE 12/31/12

| Open Date | Close Date | Quantity | Security | Proceeds | FMV at Date of Gift | Adjusted Gain |
|---|---|---|---|---|---|---|
| 3/22/1996 | 12/26/2012 | 1016 | ADOBE SYS INC COM | 37,872.48 | 38,506.40 | (633.92) |
| 8/10/2004 | 12/26/2012 | 32 | ADT CORP COM | 1,433.56 | 1,451.84 | (18.28) |
| 2/29/1996 | 12/26/2012 | 2200 | AFLAC INC COM | 117,454.26 | 120,340.00 | (2,885.74) |
| 4/30/1996 | 12/26/2012 | 1000 | ALLERGAN INC COM | 90,964.96 | 93,090.00 | (2,125.04) |
| 11/11/2002 | 12/26/2012 | 175 | AMC NETWORKS INC CL A | 8,644.80 | 8,645.00 | (0.20) |
| 2/8/1994 | 12/26/2012 | 400 | AMERICAN EXPRESS CO | 22,935.89 | 22,960.00 | (24.11) |
| 6/23/2009 | 12/26/2012 | 96 | AMERICAN EXPRESS CO | 5,504.61 | 5,510.40 | (5.79) |
| 2/29/1996 | 12/26/2012 | 319 | AMERIPRISE FINL INC COM | 19,931.46 | 20,259.69 | (328.23) |
| 2/8/1994 | 12/26/2012 | 81 | AMERIPRISE FINL INC COM | 5,060.97 | 5,144.31 | (83.34) |
| 2/29/1996 | 12/26/2012 | 2364 | AMERISOURCEBERGEN CORP COM | 101,747.11 | 103,543.20 | (1,796.09) |
| 10/10/2008 | 12/26/2012 | 2500 | ANADARKO PETRO CORP COM | 184,502.36 | 188,837.50 | (4,335.14) |
| 2/29/1996 | 12/26/2012 | 900 | APACHE CORP COM | 70,429.45 | 71,973.00 | (1,543.55) |
| 4/30/1996 | 12/26/2012 | 672 | APPLE INC COM STK | 344,868.25 | 350,770.56 | (5,902.31) |
| 8/15/2006 | 12/26/2012 | 1650 | APPLE INC COM STK | 846,774.72 | 861,267.00 | (14,492.28) |
| 5/20/2009 | 12/26/2012 | 2500 | AT&T INC COM | 84,160.11 | 84,575.00 | (414.89) |
| 6/19/2009 | 12/26/2012 | 2500 | AT&T INC COM | 84,160.11 | 84,575.00 | (414.89) |
| 2/29/1996 | 12/26/2012 | 724 | BED BATH BEYOND INC COM | 39,798.39 | 40,819.12 | (1,020.73) |
| 8/13/1997 | 12/26/2012 | 631 | BIOGEN IDEC INC COM STK | 93,312.70 | 95,470.30 | (2,157.60) |
| 3/22/1996 | 12/26/2012 | 100 | CAMERON INTL CORP COM STK | 5,545.20 | 5,654.00 | (108.80) |
| 2/29/1996 | 12/26/2012 | 1600 | CAMERON INTL CORP COM STK | 88,723.12 | 90,464.00 | (1,740.88) |
| 11/11/2002 | 12/26/2012 | 400 | CELGENE CORP COM | 31,402.54 | 32,024.00 | (621.46) |
| 6/28/2002 | 12/26/2012 | 400 | CELGENE CORP COM | 31,402.53 | 32,024.00 | (621.47) |
| 2/29/1996 | 12/26/2012 | 104 | CHEVRON CORP COM | 11,264.59 | 11,479.52 | (214.93) |
| 1/23/2006 | 12/26/2012 | 1000 | CHEVRON CORP COM | 108,313.37 | 109,430.00 | (1,116.63) |
| 4/21/2006 | 12/26/2012 | 1000 | CHEVRON CORP COM | 108,313.37 | 109,430.00 | (1,116.63) |
| 3/23/2006 | 12/26/2012 | 500 | CHEVRON CORP COM | 54,156.68 | 54,715.00 | (558.32) |
| 11/11/2002 | 12/26/2012 | 700 | CITRIX SYS INC COM | 45,552.94 | 45,899.00 | (346.06) |
| 7/31/2001 | 12/26/2012 | 800 | COACH INC COM | 43,246.07 | 46,736.00 | (3,489.93) |
| 11/4/2009 | 12/26/2012 | 2500 | COMCAST CORP NEW-CL A | 92,518.68 | 93,375.00 | (856.32) |
| 3/10/2009 | 12/26/2012 | 2500 | COMCAST CORP NEW-CL A | 92,518.67 | 93,375.00 | (856.33) |
| 4/30/1996 | 12/26/2012 | 420 | CONOCOPHILLIPS COM | 24,328.79 | 24,897.60 | (568.81) |
| 3/22/1996 | 12/26/2012 | 1920 | CONOCOPHILLIPS COM | 111,217.34 | 113,817.60 | (2,600.26) |
| 2/29/1996 | 12/26/2012 | 960 | CONOCOPHILLIPS COM | 55,608.68 | 56,908.80 | (1,300.12) |
| 11/11/2002 | 12/26/2012 | 3500 | CORNING INC COM | 43,987.01 | 44,765.00 | (777.99) |
| 2/29/1996 | 12/26/2012 | 1100 | COSTCO WHOLESALE CORP NEW COM | 107,899.44 | 109,153.00 | (1,253.56) |
| 2/29/1996 | 12/26/2012 | 1373.2 | CVS CAREMARK CORP COM STK | 66,259.12 | 67,465.32 | (1,206.20) |
| 3/31/2002 | 12/26/2012 | 3.76 | CVS CAREMARK CORP COM STK | 181.43 | 184.73 | (3.30) |
| 3/22/1996 | 12/26/2012 | 2123.04 | CVS CAREMARK CORP COM STK | 102,440.11 | 104,304.95 | (1,864.84) |
| 9/1/1998 | 12/26/2012 | 100 | CYPRESS SEMICONDUCTOR CORP COM | 1,098.97 | 1,135.00 | (36.03) |
| 4/30/1996 | 12/26/2012 | 1040 | DISCOVER FINL SVCS COM STK | 39,843.69 | 39,946.40 | (102.71) |
| 2/29/1996 | 12/26/2012 | 860 | DISCOVER FINL SVCS COM STK | 32,947.66 | 33,032.60 | (84.94) |
| 7/15/1998 | 12/26/2012 | 1000 | DISH NETWORK CORP CL A COM STK | 35,086.71 | 36,710.00 | (1,623.29) |
| 2/29/1996 | 12/26/2012 | 200 | DOMINION RES INC VA NEW COM | 10,359.76 | 10,440.00 | (80.24) |
| 11/11/2002 | 12/26/2012 | 800 | EDISON INTL COM | 35,970.23 | 36,840.00 | (869.77) |
| 4/30/1996 | 12/26/2012 | 200 | EDWARDS LIFESCIENCES CORP COM | 18,105.59 | 18,460.00 | (354.41) |
| 7/12/2006 | 12/26/2012 | 2500 | EMC CORP COM | 62,983.08 | 63,625.00 | (641.92) |
| 2/29/1996 | 12/26/2012 | 46 | EXELIS INC | 520.71 | 540.04 | (19.33) |
| 5/4/1990 | 12/26/2012 | 370 | EXELIS INC | 4,188.30 | 4,343.80 | (155.50) |
| 4/15/1993 | 12/26/2012 | 184 | EXELIS INC | 2,082.83 | 2,160.16 | (77.33) |
| 3/22/1996 | 12/26/2012 | 2172 | EXPRESS SCRIPTS HLDG CO | 115,485.91 | 118,808.40 | (3,322.49) |
| 2/29/1996 | 12/26/2012 | 1078.432 | EXXON MOBIL CORP COM | 93,492.67 | 95,861.82 | (2,369.15) |

Goldsbury Foundation #74-2780083
Statement 14
REALIZED GAINS AND LOSSES
YE 12/31/12

| Open Date | Close Date | Quantity | Security | Proceeds | FMV at Date of Gift | Adjusted Gain |
|---|---|---|---|---|---|---|
| 9/20/1995 | 12/26/2012 | 0.568 | EXXON MOBIL CORP COM | 49.24 | 50.49 | (1.25) |
| 2/29/1996 | 12/26/2012 | 1123 | FASTENAL CO COM | 51,709.62 | 50,557.46 | 1,152.16 |
| 3/22/1996 | 12/26/2012 | 700 | FISERV INC COM | 55,053.76 | 56,231.00 | (1,177.24) |
| 12/1/2003 | 12/26/2012 | 800 | FMC TECHNOLOGIES INC COM | 33,188 61 | 33,872.00 | (683.39) |
| 6/28/2002 | 12/26/2012 | 400 | FMC TECHNOLOGIES INC COM | 16,594.31 | 16,936.00 | (341 69) |
| 10/31/1995 | 12/26/2012 | 1800 | FOREST LABORATORIES INC | 63,026.12 | 64,134.00 | (1,107.88) |
| 3/22/1996 | 12/26/2012 | 400 | FRKLN RES INC COM | 50,807.18 | 51,764.00 | (956 82) |
| 10/10/1996 | 12/26/2012 | 400 | GILEAD SCIENCES INC | 28,966.75 | 29,484.00 | (517.25) |
| 7/15/1998 | 12/26/2012 | 1600 | GILEAD SCIENCES INC | 115,867.00 | 117,936.00 | (2,069.00) |
| 4/30/1996 | 12/26/2012 | 464 | INTERNATIONAL BUSINESS MACHS CORP COM | 88,745.57 | 90,373.28 | (1,627.71) |
| 6/15/2010 | 12/26/2012 | 300 | INTERNATIONAL BUSINESS MACHS CORP COM | 57,378.60 | 58,003.50 | (624.90) |
| 5/12/2010 | 12/26/2012 | 500 | INTERNATIONAL BUSINESS MACHS CORP COM | 95,631.01 | 96,672.50 | (1,041.49) |
| 10/3/2005 | 12/26/2012 | 475 | INTUITIVE SURGICAL INC COM NEW STK | 228,680.87 | 232,009.00 | (3,328.13) |
| 12/1/2003 | 12/26/2012 | 56.8 | JOHN BEAN TECHNOLOGIES CORP COM STK | 993.41 | 988.89 | 4.52 |
| 6/28/2002 | 12/26/2012 | 43.2 | JOHN BEAN TECHNOLOGIES CORP COM STK | 755.55 | 752.11 | 3.44 |
| 11/10/2008 | 12/26/2012 | 2000 | LAS VEGAS SANDS CORP COM STK | 91,536.54 | 94,240.00 | (2,703.46) |
| 3/22/1996 | 12/26/2012 | 30 | LIBERTY GLOBAL INC COM SER A | 1,852.39 | 1,896.00 | (43.61) |
| 8/10/2004 | 12/26/2012 | 6 | LIBERTY GLOBAL INC COM SER A | 370.48 | 379.20 | (8.72) |
| 3/1/2004 | 12/26/2012 | 24 | LIBERTY GLOBAL INC COM SER A | 1,481.91 | 1,516.80 | (34.89) |
| 4/30/1996 | 12/26/2012 | 247 | LIBERTY GLOBAL INC COM SER A | 15,251.36 | 15,610.40 | (359.04) |
| 2/29/1996 | 12/26/2012 | 12 | LIBERTY GLOBAL INC COM SER A | 740.96 | 758.40 | (17.44) |
| 12/1/2003 | 12/26/2012 | 490 | LIBERTY GLOBAL INC COM SER A | 30,255.74 | 30,968.00 | (712.26) |
| 3/22/1996 | 12/26/2012 | 91 | LIBERTY GLOBAL INC COM SER A | 5,618.93 | 5,751.20 | (132.27) |
| 1/19/2006 | 12/26/2012 | 9900 | LIBERTY GLOBAL INC COM SER C COM SER C | 570,752.89 | 584,991.00 | (14,238.11) |
| 9/30/2003 | 12/26/2012 | 30 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 3,440.72 | 3,493.20 | (52.48) |
| 3/22/1996 | 12/26/2012 | 63 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 7,225.51 | 7,335.72 | (110.21) |
| 3/22/1996 | 12/26/2012 | 42 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 4,817.01 | 4,890.48 | (73.47) |
| 4/30/1996 | 12/26/2012 | 246.8 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 28,305.65 | 28,737.39 | (431.74) |
| 2/29/1996 | 12/26/2012 | 12 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 1,376.29 | 1,397.28 | (20.99) |
| 3/22/1996 | 12/26/2012 | 490.4 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 56,244.28 | 57,102.18 | (857.90) |
| 3/22/1996 | 12/26/2012 | 120.8 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 13,854.62 | 14,065.95 | (211.33) |
| 11/11/2002 | 12/26/2012 | 400 | LORILLARD INC COM STK | 46,608.95 | 47,316.00 | (707.05) |
| 10/19/2009 | 12/26/2012 | 1300 | MC DONALDS CORP COM | 114,995.94 | 117,052.00 | (2,056.06) |
| 11/30/1994 | 12/26/2012 | 0.55 | MERCK & CO INC NEW COM | 22.71 | 23.19 | (0.48) |
| 3/31/1995 | 12/26/2012 | 1407.45 | MERCK & CO INC NEW COM | 58,112.16 | 59,338.09 | (1,225.93) |
| 2/22/1994 | 12/26/2012 | 259 | MERCK & CO INC NEW COM | 10,693.84 | 10,919.44 | (225.60) |
| 4/30/1996 | 12/26/2012 | 900 | MICROCHIP TECHNOLOGY INC COM | 29,181.30 | 29,358.00 | (176.70) |
| 2/29/1996 | 12/26/2012 | 363 | MICROSOFT CORP COM | 9,720.92 | 10,047.84 | (326.92) |
| 4/30/1996 | 12/26/2012 | 147.116 | MONSANTO CO NEW COM | 13,793.29 | 13,614.11 | 179.18 |
| 2/29/1996 | 12/26/2012 | 852.884 | MONSANTO CO NEW COM | 79,964.60 | 78,925.89 | 1,038.71 |
| 2/29/1996 | 12/26/2012 | 700 | MURPHY OIL CORP COM | 41,769.53 | 43,008.00 | (1,238.47) |
| 10/10/2008 | 12/26/2012 | 2500 | MYLAN INC | 68,392.22 | 69,262.50 | (870.28) |
| 10/28/2008 | 12/26/2012 | 2500 | MYLAN INC | 68,392.21 | 69,262.50 | (870.29) |
| 2/29/1996 | 12/26/2012 | 188 | NATL FUEL GAS CO COM | 9,621.62 | 9,994.08 | (372.46) |
| 2/17/2009 | 12/26/2012 | 18100 | NEWS CORP CL A COM | 450,185.76 | 460,102.00 | (9,916.24) |
| 3/12/2009 | 12/26/2012 | 700 | NEWS CORP CL A COM | 17,410.50 | 17,794.00 | (383.50) |
| 3/9/2009 | 12/26/2012 | 900 | NEWS CORP CL A COM | 22,384.93 | 22,878.00 | (493.07) |
| 3/9/2009 | 12/26/2012 | 500 | NEWS CORP CL A COM | 12,436.07 | 12,710.00 | (273.93) |
| 11/11/2002 | 12/26/2012 | 1800 | OCCIDENTAL PETROLEUM CORP | 138,592.93 | 142,236.00 | (3,643.07) |
| 12/15/1995 | 12/26/2012 | 8826 | ORACLE CORP COM | 295,212.48 | 299,554.44 | (4,341.96) |
| 2/29/1996 | 12/26/2012 | 900 | PACCAR INC COM | 40,365.98 | 40,473.00 | (107.02) |
| 6/28/2002 | 12/26/2012 | 400 | PEABODY ENERGY CORP COM STK | 10,569.76 | 10,696.00 | (126.24) |

Goldsbury Foundation #74-2780083
Statement 14
REALIZED.GAINS AND LOSSES
YE 12/31/12

| Open Date | Close Date | Quantity | Security | Proceeds | FMV at Date of Gift | Adjusted Gain |
|---|---|---|---|---|---|---|
| 3/22/1996 | 12/26/2012 | 453 | PFIZER INC COM | 11,372.31 | 11,519.79 | (147.48) |
| 4/30/2008 | 12/26/2012 | 500 | PFIZER INC COM | 12,552.22 | 12,642.50 | (90.28) |
| 10/8/2009 | 12/26/2012 | 1500 | PFIZER INC COM | 37,656.66 | 37,927.50 | (270.84) |
| 1/23/2009 | 12/26/2012 | 1000 | PFIZER INC COM | 25,104.44 | 25,285.00 | (180.56) |
| 5/14/2010 | 12/26/2012 | 1000 | PFIZER INC COM | 25,104.43 | 25,285.00 | (180.57) |
| 3/22/1996 | 12/26/2012 | 1155 | PHILIP MORRIS INTL COM STK NPV | 96,004.44 | 98,752.50 | (2,748.06) |
| 4/30/1996 | 12/26/2012 | 210 | PHILLIPS 66 COM | 10,801.76 | 11,008.20 | (206.44) |
| 3/22/1996 | 12/26/2012 | 960 | PHILLIPS 66 COM | 49,379.47 | 50,323.20 | (943.73) |
| 2/29/1996 | 12/26/2012 | 22 | PHILLIPS 66 COM | 1,131.61 | 1,153.24 | (21.63) |
| 10/4/2005 | 12/26/2012 | 4700 | PRAXAIR INC COM | 517,265.23 | 514,462.00 | 2,803.23 |
| 2/29/1996 | 12/26/2012 | 227 | PRAXAIR INC COM | 24,982.81 | 24,847.42 | 135.39 |
| 12/1/2003 | 12/26/2012 | 500 | PRECISION CASTPARTS CORP COM | 93,686.90 | 94,410.00 | (723.10) |
| 3/22/1996 | 12/26/2012 | 579 | PROGRESSIVE CORP OH COM | 12,289.86 | 12,460.08 | (170.22) |
| 4/30/1996 | 12/26/2012 | 2435 | QUALCOMM INC COM | 149,438.69 | 153,100.63 | (3,661.94) |
| 12/1/2003 | 12/26/2012 | 400 | QUESTAR CORP COM | 7,828.50 | 7,872.00 | (43.50) |
| 6/28/2002 | 12/26/2012 | 200 | QUESTAR CORP COM | 3,914.25 | 3,936.00 | (21.75) |
| 6/21/2007 | 12/26/2012 | 551 | SALESFORCE COM INC COM STK | 91,369.90 | 93,714.08 | (2,344.18) |
| 1/31/2007 | 12/26/2012 | 441 | SALESFORCE COM INC COM STK | 73,129.08 | 75,005.28 | (1,876.20) |
| 1/31/2007 | 12/26/2012 | 189 | SALESFORCE COM INC COM STK | 31,341.04 | 32,145.12 | (804.08) |
| 1/30/2007 | 12/26/2012 | 321 | SALESFORCE COM INC COM STK | 53,230.01 | 54,595.68 | (1,365.67) |
| 1/29/2007 | 12/26/2012 | 433 | SALESFORCE COM INC COM STK | 71,802.48 | 73,644.64 | (1,842.16) |
| 1/29/2007 | 12/26/2012 | 31 | SALESFORCE COM INC COM STK | 5,140.59 | 5,272.48 | (131.89) |
| 1/26/2007 | 12/26/2012 | 421 | SALESFORCE COM INC COM STK | 69,812.57 | 71,603.68 | (1,791.11) |
| 1/25/2007 | 12/26/2012 | 413 | SALESFORCE COM INC COM STK | 68,485.97 | 70,243.04 | (1,757.07) |
| 6/4/2009 | 12/26/2012 | 563 | SALESFORCE COM INC COM STK | 93,359.80 | 95,755.04 | (2,395.24) |
| 6/4/2009 | 12/26/2012 | 216 | SALESFORCE COM INC COM STK | 35,818.33 | 36,737.28 | (918.95) |
| 6/3/2009 | 12/26/2012 | 247 | SALESFORCE COM INC COM STK | 40,958.92 | 42,009.76 | (1,050.84) |
| 6/3/2009 | 12/26/2012 | 874 | SALESFORCE COM INC COM STK | 144,931.55 | 148,649.92 | (3,718.37) |
| 12/23/2008 | 12/26/2012 | 1500 | SCHLUMBERGER LTD COM COM | 103,521.67 | 104,602.50 | (1,080.83) |
| 4/30/1996 | 12/26/2012 | 600 | SEMPRA ENERGY INC COM STK | 42,711.06 | 43,170.00 | (458.94) |
| 2/29/1996 | 12/26/2012 | 1800 | STARBUCKS CORP COM | 95,533.39 | 97,632.00 | (2,098.61) |
| 4/30/1996 | 12/26/2012 | 700 | STRYKER CORP | 38,758.83 | 39,599.00 | (840.17) |
| 4/20/1993 | 12/26/2012 | 1500 | SYSCO CORP COM | 47,385.43 | 48,585.00 | (1,199.57) |
| 3/22/1996 | 12/26/2012 | 1500 | T ROWE PRICE GROUP INC | 97,803.80 | 99,750.00 | (1,946.20) |
| 2/29/1996 | 12/26/2012 | 821 | TARGET CORP COM STK | 48,212.22 | 49,555.56 | (1,343.34) |
| 3/18/2009 | 12/26/2012 | 1700 | THERMO FISHER CORP | 107,758.20 | 110,755.00 | (2,996.80) |
| 1/8/2009 | 12/26/2012 | 3500 | THERMO FISHER CORP | 221,855.13 | 228,025.00 | (6,169.87) |
| 2/29/1996 | 12/26/2012 | 2668 | TJX COS INC COM NEW | 109,880.18 | 112,989.80 | (3,109.62) |
| 11/21/1994 | 12/26/2012 | 192.26 | TRAVELERS COS INC COM STK | 13,869.67 | 14,192.63 | (322.96) |
| 2/7/1994 | 12/26/2012 | 57.7 | TRAVELERS COS INC COM STK | 4,162.49 | 4,259.41 | (96.92) |
| 1/13/1994 | 12/26/2012 | 76.9 | TRAVELERS COS INC COM STK | 5,547.58 | 5,676.76 | (129.18) |
| 1/12/1995 | 12/26/2012 | 234.04 | TRAVELERS COS INC COM STK | 16,883.69 | 17,277.57 | (393.88) |
| 3/22/1996 | 12/26/2012 | 361.67 | TRAVELERS COS INC COM STK | 26,090.94 | 26,698.48 | (607.54) |
| 4/30/1996 | 12/26/2012 | 477.42 | TRAVELERS COS INC COM STK | 34,441.17 | 35,243.15 | (801.98) |
| 1/12/1995 | 12/26/2012 | 0.01 | TRAVELERS COS INC COM STK | 0.72 | | 0.72 |
| 3/24/2006 | 12/26/2012 | 500 | TRAVELERS COS INC COM STK | 36,070.09 | 36,572.50 | (502.41) |
| 1/28/2009 | 12/26/2012 | 1000 | TRAVELERS COS INC COM STK | 72,140.18 | 73,145.00 | (1,004.82) |
| 10/8/2008 | 12/26/2012 | 1000 | TRAVELERS COS INC COM STK | 72,140.18 | 73,145.00 | (1,004.82) |
| 2/29/1996 | 12/26/2012 | 1522 | UNITED TECHNOLOGIES CORP COM | 124,654.17 | 126,584.74 | (1,930.57) |
| 2/3/1999 | 12/26/2012 | 1822 | UNITEDHEALTH GROUP INC COM | 98,611.71 | 101,048.12 | (2,436.41) |
| 3/22/1996 | 12/26/2012 | 2425.95 | US BANCORP | 78,186.13 | 78,697.82 | (511.69) |
| 2/29/1996 | 12/26/2012 | 1774.05 | US BANCORP | 57,175.99 | 57,550.18 | (374.19) |

Goldsbury Foundation #74-2780083
Statement 14
REALIZED GAINS AND LOSSES
YE 12/31/12

| Open Date | Close Date | Quantity | Security | Proceeds | FMV at Date of Gift | Adjusted Gain |
|---|---|---|---|---|---|---|
| 2/29/1996 | 12/26/2012 | 1300 | VALERO ENERGY CORP COM STK NEW | 44,007.00 | 44,694.00 | (687.00) |
| 10/8/2009 | 12/26/2012 | 1000 | WAL-MART STORES INC COM | 67,722.48 | 68,715.00 | (992.52) |
| 8/17/2007 | 12/26/2012 | 1000 | WAL-MART STORES INC COM | 67,722.48 | 68,715.00 | (992.52) |
| 9/6/2007 | 12/26/2012 | 1500 | WAL-MART STORES INC COM | 101,583.72 | 103,072.50 | (1,488.78) |
| 10/10/1996 | 12/26/2012 | 1200 | WELLPOINT INC COM | 73,326.39 | 73,812.00 | (485.61) |
| 3/2/2009 | 12/26/2012 | 301 | WELLS FARGO & CO NEW COM STK | 10,335.36 | 10,553.06 | (217.70) |
| 3/22/1996 | 12/26/2012 | 3223 | WELLS FARGO & CO NEW COM STK | 110,667.27 | 112,998.38 | (2,331.11) |
| 11/11/2002 | 12/26/2012 | 600 | WILLIAMS CO INC COM | 19,315.54 | 19,710.00 | (394.46) |
| 11/11/2002 | 12/26/2012 | 200 | WPX ENERGY INC COM | 3,012.43 | 3,086.00 | (73.57) |
| 2/29/1996 | 12/26/2012 | 46 | XYLEM INC W/I | 1,230.05 | 1,234.64 | (4.59) |
| 4/15/1993 | 12/26/2012 | 184 | XYLEM INC W/I | 4,920.20 | 4,938.56 | (18.36) |
| 5/4/1990 | 12/26/2012 | 370 | XYLEM INC W/I | 9,893.87 | 9,930.80 | (36.93) |
| | | | | 11,020,627.79 | 11,213,782.79 | (193,155.00) |

**Goldsbury Foundation #74-2780083**
**Statement 15**

| Shares | Date Contributed | Description | FMV |
|---|---|---|---|
| 1016 | 12/21/2012 | ADOBE SYS INC COM | 38,506.40 |
| 32 | 12/21/2012 | ADT CORP COM | 1,451.84 |
| 2200 | 12/21/2012 | AFLAC INC COM | 120,340.00 |
| 1000 | 12/21/2012 | ALLERGAN INC COM | 93,090.00 |
| 175 | 12/21/2012 | AMC NETWORKS INC CL A | 8,645.00 |
| 96 | 12/21/2012 | AMERICAN EXPRESS CO | 5,510.40 |
| 96 | 12/21/2012 | AMERICAN EXPRESS CO | 5,510.40 |
| 304 | 12/21/2012 | AMERICAN EXPRESS CO | 17,449.60 |
| 81 | 12/21/2012 | AMERIPRISE FINL INC COM | 5,144.31 |
| 319 | 12/21/2012 | AMERIPRISE FINL INC COM | 20,259.69 |
| 2364 | 12/21/2012 | AMERISOURCEBERGEN CORP COM | 103,543.20 |
| 900 | 12/21/2012 | APACHE CORP COM | 71,973.00 |
| 672 | 12/21/2012 | APPLE INC COM STK | 350,770.56 |
| 724 | 12/21/2012 | BED BATH BEYOND INC COM | 40,819.12 |
| 631 | 12/21/2012 | BIOGEN IDEC INC COM STK | 95,470.30 |
| 100 | 12/21/2012 | CAMERON INTL CORP COM STK | 5,654.00 |
| 1600 | 12/21/2012 | CAMERON INTL CORP COM STK | 90,464.00 |
| 400 | 12/21/2012 | CELGENE CORP COM | 32,024.00 |
| 400 | 12/21/2012 | CELGENE CORP COM | 32,024.00 |
| 104 | 12/21/2012 | CHEVRON CORP COM | 11,479.52 |
| 700 | 12/21/2012 | CITRIX SYS INC COM | 45,899.00 |
| 800 | 12/21/2012 | COACH INC COM | 46,736.00 |
| 420 | 12/21/2012 | CONOCOPHILLIPS COM | 24,897.60 |
| 960 | 12/21/2012 | CONOCOPHILLIPS COM | 56,908.80 |
| 1920 | 12/21/2012 | CONOCOPHILLIPS COM | 113,817.60 |
| 3500 | 12/21/2012 | CORNING INC COM | 44,765.00 |
| 1100 | 12/21/2012 | COSTCO WHOLESALE CORP NEW COM | 109,153.00 |
| 3.76 | 12/21/2012 | CVS CAREMARK CORP COM STK | 184.73 |
| 1373.2 | 12/21/2012 | CVS CAREMARK CORP COM STK | 67,465.32 |
| 2123.04 | 12/21/2012 | CVS CAREMARK CORP COM STK | 104,304.95 |
| 100 | 12/21/2012 | CYPRESS SEMICONDUCTOR CORP COM | 1,135.00 |
| 860 | 12/21/2012 | DISCOVER FINL SVCS COM STK | 33,032.60 |
| 1040 | 12/21/2012 | DISCOVER FINL SVCS COM STK | 39,946.40 |
| 1000 | 12/21/2012 | DISH NETWORK CORP CL A COM STK | 36,710.00 |
| 200 | 12/21/2012 | DOMINION RES INC VA NEW COM | 10,440.00 |
| 800 | 12/21/2012 | EDISON INTL COM | 36,840.00 |
| 200 | 12/21/2012 | EDWARDS LIFESCIENCES CORP COM | 18,460.00 |
| 46 | 12/21/2012 | EXELIS INC | 540.04 |
| 184 | 12/21/2012 | EXELIS INC | 2,160.16 |
| 370 | 12/21/2012 | EXELIS INC | 4,343.80 |
| 2172 | 12/21/2012 | EXPRESS SCRIPTS HLDG CO | 118,808.40 |
| 0.568 | 12/21/2012 | EXXON MOBIL CORP COM | 50.49 |
| 1078.432 | 12/21/2012 | EXXON MOBIL CORP COM | 95,861.82 |
| 1123 | 12/21/2012 | FASTENAL CO COM | 50,557.46 |
| 700 | 12/21/2012 | FISERV INC COM | 56,231.00 |
| 400 | 12/21/2012 | FMC TECHNOLOGIES INC COM | 16,936.00 |

**Goldsbury Foundation #74-2780083**
**Statement 15**

| Shares | Date Contributed | Description | FMV |
|---|---|---|---|
| 800 | 12/21/2012 | FMC TECHNOLOGIES INC COM | 33,872.00 |
| 1800 | 12/21/2012 | FOREST LABORATORIES INC | 64,134.00 |
| 400 | 12/21/2012 | FRKLN RES INC COM | 51,764.00 |
| 400 | 12/21/2012 | GILEAD SCIENCES INC | 29,484.00 |
| 1600 | 12/21/2012 | GILEAD SCIENCES INC | 117,936.00 |
| 464 | 12/21/2012 | INTERNATIONAL BUSINESS MACHS CORP COM | 90,373.28 |
| 43.2 | 12/21/2012 | JOHN BEAN TECHNOLOGIES CORP COM STK | 752.11 |
| 56.8 | 12/21/2012 | JOHN BEAN TECHNOLOGIES CORP COM STK | 988.89 |
| 6 | 12/21/2012 | LIBERTY GLOBAL INC COM SER A | 379.20 |
| 12 | 12/21/2012 | LIBERTY GLOBAL INC COM SER A | 758.40 |
| 24 | 12/21/2012 | LIBERTY GLOBAL INC COM SER A | 1,516.80 |
| 30 | 12/21/2012 | LIBERTY GLOBAL INC COM SER A | 1,896.00 |
| 91 | 12/21/2012 | LIBERTY GLOBAL INC COM SER A | 5,751.20 |
| 247 | 12/21/2012 | LIBERTY GLOBAL INC COM SER A | 15,610.40 |
| 490 | 12/21/2012 | LIBERTY GLOBAL INC COM SER A | 30,968.00 |
| 12 | 12/21/2012 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 1,397.28 |
| 30 | 12/21/2012 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 3,493.20 |
| 42 | 12/21/2012 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 4,890.48 |
| 63 | 12/21/2012 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 7,335.72 |
| 120.8 | 12/21/2012 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 14,065.95 |
| 246.8 | 12/21/2012 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 28,737.39 |
| 490.4 | 12/21/2012 | LIBERTY MEDIA CORP NEW LIBERT CAP COM | 57,102.18 |
| 400 | 12/21/2012 | LORILLARD INC COM STK | 47,316.00 |
| 0.55 | 12/21/2012 | MERCK & CO INC NEW COM | 23.19 |
| 259 | 12/21/2012 | MERCK & CO INC NEW COM | 10,919.44 |
| 1407.45 | 12/21/2012 | MERCK & CO INC NEW COM | 59,338.09 |
| 900 | 12/21/2012 | MICROCHIP TECHNOLOGY INC COM | 29,358.00 |
| 363 | 12/21/2012 | MICROSOFT CORP COM | 10,047.84 |
| 147.116 | 12/21/2012 | MONSANTO CO NEW COM | 13,614.11 |
| 852.884 | 12/21/2012 | MONSANTO CO NEW COM | 78,925.89 |
| 700 | 12/21/2012 | MURPHY OIL CORP COM | 43,008.00 |
| 188 | 12/21/2012 | NATIONAL FUEL GAS CO., COMMON STOCK, $10 P | 9,994.08 |
| 1800 | 12/21/2012 | OCCIDENTAL PETROLEUM CORP | 142,236.00 |
| 8826 | 12/21/2012 | ORACLE CORP COM | 299,554.44 |
| 900 | 12/21/2012 | PACCAR INC COM | 40,473.00 |
| 400 | 12/21/2012 | PEABODY ENERGY CORP COM STK | 10,696.00 |
| 453 | 12/21/2012 | PFIZER INC COM | 11,519.79 |
| 1155 | 12/21/2012 | PHILIP MORRIS INTL COM STK NPV | 98,752.50 |
| 22 | 12/21/2012 | PHILLIPS 66 COM | 1,153.24 |
| 210 | 12/21/2012 | PHILLIPS 66 COM | 11,008.20 |
| 960 | 12/21/2012 | PHILLIPS 66 COM | 50,323.20 |
| 227 | 12/21/2012 | PRAXAIR INC COM | 24,847.42 |
| 500 | 12/21/2012 | PRECISION CASTPARTS CORP COM | 94,410.00 |
| 579 | 12/21/2012 | PROGRESSIVE CORP OH COM | 12,460.08 |
| 2435 | 12/21/2012 | QUALCOMM INC COM | 153,100.63 |
| 200 | 12/21/2012 | QUESTAR CORP COM | 3,936.00 |

**Goldsbury Foundation #74-2780083**
**Statement 15**

| Shares | Date Contributed | Description | FMV |
|---|---|---|---|
| 400 | 12/21/2012 | QUESTAR CORP COM | 7,872.00 |
| 600 | 12/21/2012 | SEMPRA ENERGY INC COM STK | 43,170.00 |
| 1800 | 12/21/2012 | STARBUCKS CORP COM | 97,632.00 |
| 700 | 12/21/2012 | STRYKER CORP | 39,599.00 |
| 1500 | 12/21/2012 | SYSCO CORP COM | 48,585.00 |
| 1500 | 12/21/2012 | T ROWE PRICE GROUP INC | 99,750.00 |
| 821 | 12/21/2012 | TARGET CORP COM STK | 49,555.56 |
| 2668 | 12/21/2012 | TJX COS INC COM NEW | 112,989.80 |
| 57.7 | 12/21/2012 | TRAVELERS COS INC COM STK | 4,259.41 |
| 76.9 | 12/21/2012 | TRAVELERS COS INC COM STK | 5,676.76 |
| 192.26 | 12/21/2012 | TRAVELERS COS INC COM STK | 14,192.63 |
| 199.23 | 12/21/2012 | TRAVELERS COS INC COM STK | 14,707.16 |
| 234.05 | 12/21/2012 | TRAVELERS COS INC COM STK | 17,277.57 |
| 278.19 | 12/21/2012 | TRAVELERS COS INC COM STK | 20,535.99 |
| 361.67 | 12/21/2012 | TRAVELERS COS INC COM STK | 26,698.48 |
| 1522 | 12/21/2012 | UNITED TECHNOLOGIES CORP COM | 126,584.74 |
| 1822 | 12/21/2012 | UNITEDHEALTH GROUP INC COM | 101,048.12 |
| 1774.05 | 12/21/2012 | US BANCORP | 57,550.18 |
| 2425.95 | 12/21/2012 | US BANCORP | 78,697.82 |
| 1300 | 12/21/2012 | VALERO ENERGY CORP COM STK NEW | 44,694.00 |
| 1200 | 12/21/2012 | WELLPOINT INC COM | 73,812.00 |
| 301 | 12/21/2012 | WELLS FARGO & CO NEW COM STK | 10,553.06 |
| 3223 | 12/21/2012 | WELLS FARGO & CO NEW COM STK | 112,998.38 |
| 600 | 12/21/2012 | WILLIAMS CO INC COM | 19,710.00 |
| 200 | 12/28/2012 | WPX ENERGY INC COM | 3,086.00 |
| 46 | 12/28/2012 | XYLEM INC W/I | 1,234.64 |
| 184 | 12/28/2012 | XYLEM INC W/I | 4,938.56 |
| 370 | 12/28/2012 | XYLEM INC W/I | 9,930.80 |
| 1650 | 12/28/2012 | APPLE INC COM STK | 861,267.00 |
| 475 | 12/28/2012 | INTUITIVE SURGICAL INC COM NEW STK | 232,009.00 |
| 2000 | 12/28/2012 | LAS VEGAS SANDS CORP COM STK | 94,240.00 |
| 31 | 12/28/2012 | SALESFORCE COM INC COM STK | 5,272.48 |
| 189 | 12/28/2012 | SALESFORCE COM INC COM STK | 32,145.12 |
| 216 | 12/28/2012 | SALESFORCE COM INC COM STK | 36,737.28 |
| 247 | 12/28/2012 | SALESFORCE COM INC COM STK | 42,009.76 |
| 321 | 12/28/2012 | SALESFORCE COM INC COM STK | 54,595.68 |
| 413 | 12/28/2012 | SALESFORCE COM INC COM STK | 70,243.04 |
| 421 | 12/28/2012 | SALESFORCE COM INC COM STK | 71,603.68 |
| 433 | 12/28/2012 | SALESFORCE COM INC COM STK | 73,644.64 |
| 441 | 12/28/2012 | SALESFORCE COM INC COM STK | 75,005.28 |
| 551 | 12/28/2012 | SALESFORCE COM INC COM STK | 93,714.08 |
| 563 | 12/28/2012 | SALESFORCE COM INC COM STK | 95,755.04 |
| 874 | 12/28/2012 | SALESFORCE COM INC COM STK | 148,649.92 |
| 1300 | 12/28/2012 | MC DONALDS CORP COM | 117,052.00 |
| 18100 | 12/28/2012 | NEWS CORP CL A COM | 460,102.00 |
| 900 | 12/28/2012 | NEWS CORP CL A COM | 22,878.00 |

Goldsbury Foundation #74-2780083
Statement 15

| Shares | Date Contributed | Description | FMV |
|---|---|---|---|
| 500 | 12/28/2012 | NEWS CORP CL A COM | 12,710.00 |
| 700 | 12/28/2012 | NEWS CORP CL A COM | 17,794.00 |
| 4700 | 12/28/2012 | PRAXAIR INC COM | 514,462.00 |
| 3500 | 12/28/2012 | THERMO FISHER CORP | 228,025.00 |
| 1700 | 12/28/2012 | THERMO FISHER CORP | 110,755.00 |
| 9900 | 12/28/2012 | LIBERTY GLOBAL INC COM SER C COM SER C | 584,991.00 |
| 2500 | 12/28/2012 | ANADARKO PETRO CORP COM | 188,837.50 |
| 2500 | 12/28/2012 | AT&T INC COM | 84,575.00 |
| 2500 | 12/28/2012 | AT&T INC COM | 84,575.00 |
| 1000 | 12/28/2012 | CHEVRON CORP COM | 109,430.00 |
| 500 | 12/28/2012 | CHEVRON CORP COM | 54,715.00 |
| 1000 | 12/28/2012 | CHEVRON CORP COM | 109,430.00 |
| 2500 | 12/28/2012 | COMCAST CORP NEW-CL A | 93,375.00 |
| 2500 | 12/28/2012 | COMCAST CORP NEW-CL A | 93,375.00 |
| 2500 | 12/28/2012 | EMC CORP COM | 63,625.00 |
| 500 | 12/28/2012 | INTERNATIONAL BUSINESS MACHS CORP COM | 96,672.50 |
| 300 | 12/28/2012 | INTERNATIONAL BUSINESS MACHS CORP COM | 58,003.50 |
| 2500 | 12/28/2012 | MYLAN INC | 69,262.50 |
| 2500 | 12/28/2012 | MYLAN INC | 69,262.50 |
| 1000 | 12/28/2012 | PFIZER INC COM | 25,285.00 |
| 1000 | 12/28/2012 | PFIZER INC COM | 25,285.00 |
| 1500 | 12/28/2012 | PFIZER INC COM | 37,927.50 |
| 500 | 12/28/2012 | PFIZER INC COM | 12,642.50 |
| 1500 | 12/28/2012 | SCHLUMBERGER LTD COM COM | 104,602.50 |
| 500 | 12/28/2012 | TRAVELERS COS INC COM STK | 36,572.50 |
| 1000 | 12/28/2012 | TRAVELERS COS INC COM STK | 73,145.00 |
| 1000 | 12/28/2012 | TRAVELERS COS INC COM STK | 73,145.00 |
| 1000 | 12/28/2012 | WAL-MART STORES INC COM | 68,715.00 |
| 1500 | 12/28/2012 | WAL-MART STORES INC COM | 103,072.50 |
| 1000 | 12/28/2012 | WAL-MART STORES INC COM | 68,715.00 |
| 4191 | 12/28/2012 | ABB LTD CHF1.03 (REGD) | 86,892.18 |
| 777 | 12/28/2012 | AGGREKO ORD GBP0.13708387 | 21,942.58 |
| 328 | 12/28/2012 | AIR LIQUIDE(L') EUR5.50 | 41,218.66 |
| 900 | 12/28/2012 | ALFA LAVAL AB NPV | 18,769.85 |
| 1200 | 12/28/2012 | ANADARKO PETROLEUM CORP, COMMON STOCK | 88,524.00 |
| 1266 | 12/28/2012 | ANHEUSER-BUSCH INBEV NV | 111,151.51 |
| 2038 | 12/28/2012 | ANTOFAGASTA ORD GBP0.05 | 44,405.83 |
| 160 | 12/28/2012 | ARKEMA EUR10 | 16,933.26 |
| 4826 | 12/28/2012 | ARM HOLDINGS PLC ORD GBP0.0005 | 59,815.22 |
| 5000 | 12/28/2012 | ASAHI GLASS CO NPV | 36,019.78 |
| 2400 | 12/28/2012 | ATLAS COPCO AB SER'A'NPV | 66,074.31 |
| 1200 | 12/28/2012 | ATLAS COPCO AB SER'B'NPV | 29,280.42 |
| 5457 | 12/28/2012 | AUSTRALIA & NEW ZEALAND BANK GROUP NPV | 140,834.28 |
| 1886 | 12/28/2012 | BASF - ORD SHS COMSTK | 179,052.23 |
| 1122 | 12/28/2012 | BAYER AG NPV (REGD) | 107,424.91 |
| 1164 | 12/28/2012 | BAYERISCHE MOTOREN WERKE AG EUR1 | 113,062.22 |

**Goldsbury Foundation #74-2780083**
**Statement 15**

| Shares | Date Contributed | Description | FMV |
|---|---|---|---|
| 2033 | 12/28/2012 | BCE INC COM NPV | 87,515.89 |
| 5647 | 12/28/2012 | BHP BILLITON LIMITED NPV | 216,412.74 |
| 4538 | 12/28/2012 | BRITISH AMERICAN TOBACCO ORD GBP0.25 | 228,568.82 |
| 1284 | 12/28/2012 | BROOKFIELD ASSET MGMT INC LIMITED VOTING SHARE! | 46,666.24 |
| 31209 | 12/28/2012 | BT GROUP ORD GBP0.05 | 119,593.28 |
| 465 | 12/28/2012 | CIE FINANCIE RICHEMONT CHF | 36,197.76 |
| 2000 | 12/28/2012 | CITY DEVELOPMENTS LTD | 21,112.07 |
| 780 | 12/28/2012 | CSL LTD ORD NPV | 43,614.18 |
| 200 | 12/28/2012 | DAITO TRUST CONSTRUCTION CO NPV | 18,946.76 |
| 900 | 12/28/2012 | DANSKE BANK A/S DKK10 | 15,402.14 |
| 1000 | 12/28/2012 | DBS GROUP HLDGS LTD NPV | 12,159.90 |
| 1400 | 12/28/2012 | DNB ASA NOK10 | 17,861.72 |
| 1000 | 12/28/2012 | DSV DKK1 | 25,772.15 |
| 400 | 12/28/2012 | ELEKTA SER'B'NPV | 6,224.39 |
| 300 | 12/28/2012 | FANUC CORP NPV | 54,919.99 |
| 200 | 12/28/2012 | FAST RETAILING CO LTD NPV | 49,508.29 |
| 70 | 12/28/2012 | GEBERIT CHF0.10(REGD) | 15,554.70 |
| 2000 | 12/28/2012 | HONG KONG EXCHANGES & CLEARING HKD1 | 34,006.54 |
| 781 | 12/28/2012 | INDITEX (IND.DE DISENO TEXTIL SA) EUR0.15 | 111,477.51 |
| 6000 | 12/28/2012 | ITOCHU CORP NPV | 63,124.82 |
| 1200 | 12/28/2012 | JAPAN TOBACCO INC NPV | 33,741.05 |
| 4400 | 12/28/2012 | KEPPEL CORP NPV | 39,461.56 |
| 3918 | 12/28/2012 | KEPPEL LAND NPV | 12,952.60 |
| 1000 | 12/28/2012 | KOMATSU NPV | 24,893.80 |
| 480 | 12/28/2012 | KONE CORPORATION NPV ORD 'B' | 35,637.28 |
| 3000 | 12/28/2012 | KUBOTA CORP NPV | 34,285.71 |
| 561 | 12/28/2012 | LUXOTTICA GROUP EUR0.06 | 22,965.58 |
| 4000 | 12/28/2012 | MARUBENI CORP NPV | 28,303.75 |
| 7348 | 12/28/2012 | MEGGITT ORD GBP0.05 | 46,087.97 |
| 2000 | 12/28/2012 | MITSUBISHI ESTATE CO LTD | 47,413.44 |
| 3000 | 12/28/2012 | MITSUI FUDOSAN CO LTD NPV | 73,599.07 |
| 324 | 12/28/2012 | NESTLE SA CHF0.10(REGD) | 21,215.97 |
| 407 | 12/28/2012 | NEWCREST MINING LTD NPV | 9,496.06 |
| 8100 | 12/28/2012 | NISSAN MOTOR CO LTD | 75,226.07 |
| 200 | 12/28/2012 | NITORI HOLDINGS CO LTD NPV | 14,547.57 |
| 700 | 12/28/2012 | NOVO-NORDISK AS DKK1 SER'B' | 113,776.75 |
| 220 | 12/28/2012 | ORIX CORPORATION NPV | 24,912.42 |
| 5876 | 12/28/2012 | OVERSEA-CHINESE BANKING CORP NPV | 47,313.81 |
| 1500 | 12/28/2012 | OZ MINERALS LTD COMSTK | 10,334.60 |
| 258 | 12/28/2012 | PPR EUR4 | 48,100.81 |
| 1354 | 12/28/2012 | REYNOLDS AMERICAN INC COM | 55,798.34 |
| 938 | 12/28/2012 | ROGERS COMMUNICATIONS INC CLASS'B'COM CAD1.62 | 42,635.08 |
| 1018 | 12/28/2012 | SABMILLER ORD USD0.10 | 46,627.98 |
| 1035 | 12/28/2012 | SAIPEM EUR1 | 40,262.12 |
| 822 | 12/28/2012 | SCANIA AB SER'B'NPV | 17,155.75 |
| 2820 | 12/28/2012 | SEMBCORP INDUSTRIES NPV (POST REORG) | 12,137.96 |

**Goldsbury Foundation #74-2780083**
**Statement 15**

| Shares | Date Contributed | Description | FMV |
|---|---|---|---|
| 2800 | 12/28/2012 | SEMBCORP MARINE NPV | 10,608.40 |
| 15 | 12/28/2012 | SGS SA CHF1.00 (REGD) | 33,840.26 |
| 12000 | 12/28/2012 | SHINSEI BANK NPV | 24,160.61 |
| 1608 | 12/28/2012 | SHIRE PLC ORD GBP0.05 | 49,170.53 |
| 3200 | 12/28/2012 | SKANDINAVISKA ENSKILDA BANKEN SER'A'NPV | 27,352.95 |
| 1100 | 12/28/2012 | SOFTBANK CORP NPV | 40,517.89 |
| 133 | 12/28/2012 | SONOVA HOLDING AG COMMON STOCK | 14,842.45 |
| 3728 | 12/28/2012 | STANDARD CHARTERED ORD USD0.50 | 95,118.04 |
| 628 | 12/28/2012 | SUBSEA 7 SA COM USD2 | 15,022.98 |
| 120 | 12/28/2012 | SULZER AG-REG COMSTK | 19,207.88 |
| 592 | 12/28/2012 | SVENSKA HANDELSBANKEN SER'A'SEK4.30 | 21,167.84 |
| 214 | 12/28/2012 | SWATCH GROUP CHF0.45(REGD) | 18,438.18 |
| 106 | 12/28/2012 | SWATCH GROUP CHF2.25(BR) | 53,463.89 |
| 1000 | 12/28/2012 | SWEDISH MATCH NPV | 33,715.45 |
| 132 | 12/28/2012 | SWISS LIFE HOLDING AG | 17,662.58 |
| 624 | 12/28/2012 | SWISS RE AG CHF0.10 | 45,536.98 |
| 250 | 12/28/2012 | SYNGENTA AG REG CHF0.1 | 100,984.68 |
| 991 | 12/28/2012 | TELUS CORP NON VOTING SHS NPV | 64,893.02 |
| 747 | 12/28/2012 | TENARIS S.A. USD1 | 15,625.74 |
| 600 | 12/28/2012 | TOKYO ELECTRON NPV | 27,826.59 |
| 5000 | 12/28/2012 | TOKYU LAND CORP NPV | 36,252.55 |
| 276 | 12/28/2012 | UNIBAIL-RODAMCO SE EUR5 | 68,572.42 |
| 425 | 12/28/2012 | VOLKSWAGEN AG NON VTG PRF NPV | 96,993.65 |
| 163 | 12/28/2012 | VOLKSWAGEN AG ORD NPV | 34,861.45 |
| 400 | 12/28/2012 | WARTSILA EUR3.50 | 17,416.68 |
| 146 | 12/28/2012 | WENDEL EUR4 | 14,839.64 |
| 1567 | 12/28/2012 | WESFARMERS LTD ORD NPV | 59,825.62 |
| 5503 | 12/28/2012 | WESTPAC BANKING CORPORATION NPV | 148,806.10 |
| 800 | 12/28/2012 | XL GROUP PLC ORD USD0.01 | 19,832.00 |
| 3230 | 12/28/2012 | XSTRATA PLC ORD | 55,844.17 |
| | | **Total Contribution** | **15,861,108.24** |

Goldsbury Foundation provides funding to charitable organizations located in, and serving the children and families of San Antonio, Texas. The foundation is guided by the following Vision Statement: "*Healthy Families* and *Healthy Choices* lead to a *Healthy Future* – one in which the youth of San Antonio graduate from high school prepared to pursue a higher education and/or a viable vocation."

This strategy is defined by three funding domains:

- **Healthy Families:** Ensuring that children grow up in healthy, strong families that have access to health care, have their basic needs met, and are headed by well-prepared, nurturing parents.
- **Healthy Choices:** Preventing conduct problems and/or risky behavior by enhancing a young person's ability to make healthy choices.
- **Healthy Future:** Facilitating graduation from High School by encouraging an integrated focus on academics, youth development, family support, health and social services, and community development.

Target areas reflect current interests and emerging concerns; however, special projects outside the focus areas described may be initiated. This enables us to remain open to changing community needs, challenges, and opportunities.

**GEOGRAPHIC FOCUS**
Support is primarily directed to organizations located in, and serving the children and families of San Antonio, Texas.

**GRANT SIZE AND TYPE**
Depending on the scale of the organization, amount of other funding received, financial management capacity, and Goldsbury Foundation history with the organization, grants generally range from $25,000 to $100,000 per year. Grants may support a wide range of project activities, including planning, start-up, operations, demonstration, and replication.

## ELIGIBILITY CRITERIA

Non-profit organizations and public agencies designated as tax-exempt by the Internal Revenue Service under Sections 501(c)(3) and 509(a) are eligible to apply for funding.

Organizations may submit applications through a sponsoring organization if the sponsor has 501(c)(3) status, is not a private foundation, and provides written authorization confirming its willingness to act as fiscal sponsor.

Funding will not be considered for projects by individuals, or for political, sectarian, or religious purposes, tickets for dinners or other special events, requests for sponsorships, or courtesy advertising. Research, conferences, and capital campaigns are generally not considered for funding unless they are an integral part of a larger effort Goldsbury Foundation is supporting. Grants are not made to individuals. Goldsbury Foundation generally will not support organizations that discriminate in their leadership, staffing, or service provision or on the basis of age, gender, race, ethnicity, sexual orientation, disability, national origin, political affiliation, or religious belief.

## HOW TO APPLY

Goldsbury Foundation looks for innovative projects based on sound planning. Projects that demonstrate coordination and collaboration with public and private agencies and that leverage other support are favored. Proposals should have clear and quantifiable objectives and should describe a process for evaluating proposed measures of success.

To express interest in applying for a grant, please send a **brief letter of inquiry** (no more than three pages) that includes the following:

- Brief statement of the organization's goals and accomplishments;
- Purpose of project, target population to be served, and time-frame for activities;
- Amount of request and how grant funds would be used;
- Total project budget and total organization budget (line-item detail is not necessary);
- Sources of committed and anticipated funds

Please attach a copy of your IRS letter confirming 501(c)(3) status.

## REVIEW PROCESS

Letters of inquiry are reviewed throughout the year. Based upon a review of this letter, you will be informed in writing whether Goldsbury Foundation is able to encourage a full proposal. An invitation to submit a full proposal is not a guarantee of funding. The initial review of a letter takes up to 30 days. Full proposals are reviewed quarterly.

Please direct inquires to:

Suzanne Mead Feldmann, Executive Director
Goldsbury Foundation
303 Pearl Parkway, Suite 300
San Antonio, Texas 78215

Email: sfeldmann@goldsbury-foundation.org
Phone: (210) 582-2074
Fax: (210) 930-2482