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**return of Private Foundation**  
 or Section 4947(a)(1) Nonexempt Charitable Trust  
 Treated as a Private Foundation

*Amended*

**2012**

Department of the Treasury  
 Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

**Open to Public Inspection**

For calendar year 2012 or tax year beginning 02/01, 2012, and ending 01/31, 2013

Name of foundation  
**THE ROBERT GOELET FOUNDATION P62701001**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
10 S DEARBORN IL1-0117

City or town, state, and ZIP code  
CHICAGO, IL 60603

**A Employer identification number**  
13-6146654

**B Telephone number (see instructions)**  
866- 888-5157

**C** If exemption application is pending, check here

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

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,364,503.

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

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	55,623.	55,623.		
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	50,820.			
<b>b</b>	Gross sales price for all assets on line 6a <u>350,507.</u>				
<b>7</b>	Capital gain net income (from Part IV, line 2)		50,820.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)	-9.	-9.		
<b>12</b>	<b>Total</b> Add lines 1 through 11	106,434.	106,434.		
<b>13</b>	Compensation of officers, directors, trustees, etc.	35,525.	26,644.		8,881.
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule)				
<b>c</b>	Other professional fees (attach schedule)				
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions) <b>STMT. 2</b>	687.	687.		
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule) <b>STMT. 3</b>	880.			880.
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	37,092.	27,331.		9,761.
<b>25</b>	Contributions, gifts, grants paid	90,000.			90,000.
<b>26</b>	<b>Total expenses and disbursements</b> Add lines 24 and 25	127,092.	27,331.		99,761.
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	Excess of revenue over expenses and disbursements	-20,658.			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		79,103.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year		End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	-2,765.	13,168.	13,168.	
	2	Savings and temporary cash investments	NONE	25,490.	25,490.	
	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 (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	1,153,020.	1,215,229.	1,774,345.	
	c	Investments - corporate bonds (attach schedule)	537,439.	413,108.	449,029.	
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	75,318.	75,318.	102,471.		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,763,012.	1,742,313.	2,364,503.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	<b>Total liabilities</b> (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>					
	27	Capital stock, trust principal, or current funds	1,763,012.	1,742,313.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see instructions)	1,763,012.	1,742,313.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,763,012.	1,742,313.			

**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	1,763,012.
2	Enter amount from Part I, line 27a	2	-20,658.
3	Other increases not included in line 2 (itemize) <b>MUTUAL FUND INCOME TIMING DIFFERENCES</b>	3	8.
4	Add lines 1, 2, and 3	4	1,742,362.
5	Decreases not included in line 2 (itemize) <b>RETURN OF CAPITAL ADJUSTMENTS</b>	5	49.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	1,742,313.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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 350,500.		299,687.	50,813.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))			
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col (j), if any				
a			50,813.			
b						
c						
d						
e						
<b>2 Capital gain net income or (net capital loss)</b>				<b>2</b>	50,820.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

**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	140,519.	2,283,623.	0.061533
2010	128,203.	2,144,522.	0.059782
2009	102,207.	1,823,649.	0.056045
2008	116,471.	1,975,692.	0.058952
2007	116,410.	2,378,427.	0.048944
<b>2</b> Total of line 1, column (d)			0.285256
<b>3</b> 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			0.057051
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			2,246,226.
<b>5</b> Multiply line 4 by line 3			128,149.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			791.
<b>7</b> Add lines 5 and 6			128,940.
<b>8</b> Enter qualifying distributions from Part XII, line 4			99,761.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	}	1	1,582.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2		
3	Add lines 1 and 2 . . . . .	3		1,582.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4		NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5		1,582.
6	<b>Credits/Payments</b>			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a		686.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b		NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c		1,829.
d	Backup withholding erroneously withheld . . . . .	6d		
7	Total credits and payments. Add lines 6a through 6d . . . . .	7		2,515.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		14.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10		919.
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> 919. <b>Refunded</b> <input type="checkbox"/> . . . . .	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? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? . . . . . <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	X	
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>NY</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . . . .	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)? <i>If "Yes," complete Part XIV</i> . . . . .		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address n/a
14 The books are in care of JPMorgan Chase Bank, NA Telephone no. (866) 888-5157
Located at 10 S DEARBORN ST., FL 21, CHICAGO, IL ZIP+4 60603
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No 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.
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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X 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 X 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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **6b** 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?  Yes  No **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
JPMorgan Chase Bank, NA 10 S Dearborn St., Chicago, IL 60603	trustee 2	32,272.	-0-	-0-
Louise B Frost 270 Park Ave. FL 18, New York, NY 10017	trustee 1	3,253.		

**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		NONE	NONE	NONE

**Total number of other employees paid over \$50,000**  **NONE**

**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		NONE
-----		
-----		
-----		
-----		
-----		
<b>Total</b> number of others receiving over \$50,000 for professional services . . . . . ▶		NONE

**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 NONE	
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 NONE		
2		
All other program-related investments See instructions		
3 NONE		
<b>Total.</b> Add lines 1 through 3 . . . . . ▶		

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,264,404.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	16,028.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,280,432.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,280,432.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	34,206.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,246,226.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	112,311.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	112,311.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,582.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,582.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	110,729.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	110,729.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	110,729.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	99,761.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	99,761.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	99,761.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				110,729.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			NONE	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .				NONE
<b>b</b> From 2008 . . . . .				NONE
<b>c</b> From 2009 . . . . .				NONE
<b>d</b> From 2010 . . . . .				20,115.
<b>e</b> From 2011 . . . . .				28,058.
<b>f</b> Total of lines 3a through e . . . . .	48,173.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4. ► \$ 99,761.				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				99,761.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	10,968.			10,968.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	37,205.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	37,205.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2008 . . . . .				NONE
<b>b</b> Excess from 2009 . . . . .				NONE
<b>c</b> Excess from 2010 . . . . .				9,147.
<b>d</b> Excess from 2011 . . . . .				28,058.
<b>e</b> Excess from 2012 . . . . .				

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

NOT APPLICABLE

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total

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
(2) Support from general public and 5 or more exempt organizations
(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).)

NONE

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.

NONE

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 4

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
Old Westbury Gardens Inc P.O. B. 430 Old Westbury NY 11568	NONE	PUBLIC CHA	GRANT	10,000.
St. Marys Healthcare System for Children Inc 2901 216TH STREET Bayside NY 11360	NONE	PUBLIC CHA	GRANT	10,000.
Metropolitan Museum of Art 1000 FIFTH AVE New York NY 10028	NONE	PUBLIC CHA	GRANT	10,000.
Metropolitan Opera Association Inc 30 LINCOLN CENTER New York NY 10023	NONE	PUBLIC CHA	GRANT	15,000.
New York City Ballet Inc 20 LINCOLN CENTER New York NY 10025	NONE	PUBLIC CHA	GRANT	15,000.
Les Turner ALS Foundation 5550 W TOUHY AVE. SUITE 302 Skokie IL 60077	NONE	PUBLIC CHA	GRANT	10,000.
American National Red Cross 2025 E STREET Washington DC 20006	NONE	PUBLIC CHA	GRANT	10,000.
Memorial Sloan Kettering Cancer Cen 1275 YORK AVE New York NY 10065	NONE	PUBLIC CHA	GRANT	10,000.
<b>Total</b> . . . . . ▶ <b>3a</b>				90,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ▶ <b>3b</b>				



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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Anthony Ward, Date: 12/16/2013, Title: TRUST OFFICER.

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADJUST FOR ROUNDING	-9.	-9.
TOTALS	-9.	-9.
	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	35.	35.
FOREIGN TAXES ON QUALIFIED FOR	590.	590.
FOREIGN TAXES ON NONQUALIFIED	62.	62.
TOTALS	687.	687.

FORM 990PF, PART I - OTHER EXPENSES  
=====

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

PUBLISH NEWS PAPER NOTICE  
NY STATE ATTORNEY GENERAL FILLI

130.  
750.

130.  
750.

TOTALS

-----  
880.  
=====

-----  
880.  
=====

RECIPIENT NAME:

JPMorgan Chase Bank, NA C Berozsky

ADDRESS:

270 Park Ave. Fl 18

New York, NY 10017

RECIPIENT'S PHONE NUMBER: 212-464-1949

FORM, INFORMATION AND MATERIALS:

no application form

SUBMISSION DEADLINES:

none

RESTRICTIONS OR LIMITATIONS ON AWARDS:

limited to IRC Section 501 C 3

organization chosen by the trustee

The Robert Goelet Foundation P62701001

EIN 13-6146654

Form 990-PF

Year 01/31/2013

Amended return: Page 11, Part XV, 3

The named charitable beneficiaries and the amounts distributed were changed to reflect the actual distributions. The total amounts of the charitable distributions on Parts I, Part XV and Part XIII were unchanged. The Federal excise tax on Page 4, Part VI is unchanged.



THE ROBERT GOELET FDTN ACCT. P62701001  
For the Period 1/1/13 to 1/31/13

## Account Summary

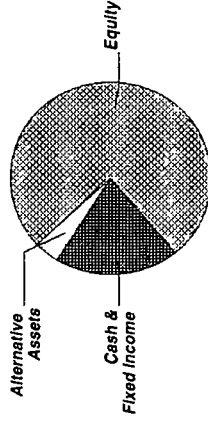
### PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,685,994.02	1,774,345.04	88,351.02	32,670.39	76%
Alternative Assets	100,736.65	102,471.22	1,734.57	254.71	4%
Cash & Fixed Income	474,261.11	474,518.99	257.88	21,561.26	20%
<b>Market Value</b>	<b>\$2,260,991.78</b>	<b>\$2,351,335.25</b>	<b>\$90,343.47</b>	<b>\$54,486.36</b>	<b>100%</b>

### INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	21,437.40	13,168.03	(8,269.37)
Accruals	3,081.76	2,291.40	(790.36)
<b>Market Value</b>	<b>\$24,519.16</b>	<b>\$15,459.43</b>	<b>(\$9,059.73)</b>

### Asset Allocation



### INCOME

	Current Period Value	Year-to-Date Value
	21,437.40	(2,765.02)
		2,765.02
	(11,514.24)	(41,802.49)
	(\$11,514.24)	(\$39,037.47)
	3,244.87	54,970.52
	\$13,168.03	\$13,168.03
	2,291.40	2,291.40
	\$15,459.43	\$15,459.43

### PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	2,260,991.78	2,249,012.30
Additions		
Withdrawals & Fees		(87,402.64)
Net Additions/Withdrawals	\$0.00	(\$87,402.64)
Income		
Change In Investment Value	90,343.47	189,725.59
Ending Market Value	\$2,351,335.25	\$2,351,335.25
Accruals	--	--
Market Value with Accruals	--	--



THE ROBERT GOELET FDTN ACCT. P62701001  
For the Period 1/1/13 to 1/31/13

### Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	3,198.78	54,502.99
Foreign Dividends	45.38	461.51
Interest Income	0.71	6.02
<b>Taxable Income</b>	<b>\$3,244.87</b>	<b>\$54,970.52</b>

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		3,105.88
ST Realized Gain/Loss		(6,039.05)
LT Realized Gain/Loss		53,751.95
<b>Realized Gain/Loss</b>		<b>\$50,818.78</b>

	To-Date Value
<b>Unrealized Gain/Loss</b>	<b>\$622,190.87</b>

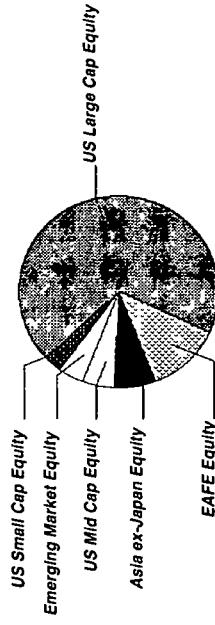
Cost Summary	Cost
Equity	1,215,229.37
Cash & Fixed Income	438,597.45
<b>Total</b>	<b>\$1,653,826.82</b>



THE ROBERT GOELET FDTN ACCT. P62701001  
For the Period 1/1/13 to 1/31/13

## Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,178,864 59	1,246,948 35	68,083 76	53%
US Mid Cap Equity	81,360 00	87,280 00	5,920 00	4%
US Small Cap Equity	41,737 41	44,342 10	2,604 69	2%
EAFE Equity	190,521 91	199,968 20	9,446 29	9%
Asia ex-Japan Equity	124,029 23	126,096 15	2,066 92	5%
Emerging Market Equity	69,480 88	69,710 24	229 36	3%
<b>Total Value</b>	<b>\$1,685,994.02</b>	<b>\$1,774,345.04</b>	<b>\$88,351.02</b>	<b>76%</b>



Equity as a percentage of your portfolio - 76 %

## Market Value/Cost

Market Value/Cost	Current Period Value
Market Value	1,774,345 04
Tax Cost	1,215,229 37
Unrealized Gain/Loss	559,115 67
Estimated Annual Income	32,670 39
Accrued Dividends	1,274.75
Yield	1 84 %

## Equity Detail

J.P.Morgan



THE ROBERT GOELET FDTN ACCT. P62701001  
For the Period 1/1/13 to 1/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
<b>US Large Cap Equity</b>							
ABBOTT LABORATORIES 002824-10-0 ABT	33.88	265 000	8,978.20	6,847.39	2,130.81	148.40 37.10	1.65% 4.36%
ABBVIE INC COM 00287Y-10-9 ABBV	36.69	265.000	9,722.85	7,425.40	2,297.45	424.00 106.00	4.36%
ACE LTD NEW H0023R-10-5 ACE	85.33	55 000	4,693.15	2,404.60	2,288.55	107.80	2.30%
AMERICAN CENTURY EQUITY INCOME FUND (FUND 123) 025076-10-0 TWEI X	8.20	18,750.000	153,750.00	105,000.00	48,750.00	3,712.50	2.41%
APACHE CORP 037411-10-5 APA	83.76	60 000	5,025.60	4,664.40	361.20	40.80 10.20	0.81%
APPLE INC. 037833-10-0 AAPL	455.49	15 000	6,832.35	7,026.46	(194.11)	159.00	2.33%
BB & T CORP 054937-10-7 BBT	30.28	145 000	4,390.60	3,983.15	407.45	133.40 29.00	3.04%
BECTON DICKINSON & CO 075887-10-9 BDX	84.04	70 000	5,882.80	6,150.89	(268.09)	138.60	2.36%
CELGENE CORPORATION 151020-10-4 CELG	98.96	125.000	12,370.00	6,732.36	5,637.64		
COCA-COLA CO 191216-10-0 KO	37.24	360 000	13,406.40	7,989.26	5,417.14	367.20	2.74%
COVIDIEN PLC NEW G2554F-11-3 COV	62.34	145.000	9,039.30	5,817.40	3,221.90	150.80	1.67%
CVS CAREMARK CORPORATION 126650-10-0 CVS	51.20	610 000	31,232.00	14,783.36	16,448.64	549.00 137.25	1.76%



THE ROBERT GOELET FDTN ACCT. P62701001  
For the Period 1/1/13 to 1/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
<b>US Large Cap Equity</b>							
DEERE & CO 244199-10-5 DE	94.06	140 000	13,168 40	6,479.18	6,689 22	257 60 64 40	1 96 %
DEVON ENERGY CORP 25179M-10-3 DVN	57 19	110,000	6,290 90	7,446 80	(1,155 90)	88.00	1.40 %
DF DENT PREMIER GROWTH FUND 349903-41-9 DFDP X	20 81	5,307.856	110,456 48	50,000 00	60,456.48		
E I DU PONT DE NEMOURS & CO 263534-10-9 DD	47 45	130 000	6,168 50	4,664 40	1,504 10	223 60	3.62 %
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	14 56	6,772.687	98,610 32	65,000 00	33,610 32		
EDISON INTERNATIONAL 281020-10-7 EIX	48 19	60 000	2,891 40	1,998 60	892 80	81.00	2 80 %
EMERSON ELECTRIC CO 291011-10-4 EMR	57 25	95,000	5,438 75	4,548 60	890 15	155 80	2 86 %
EOG RESOURCES INC 26875P-10-1 EOG	124.98	55 000	6,873 90	4,088 49	2,785.41	37.40	0 54 %
EXXON MOBIL CORP 30231G-10-2 XOM	89.97	475 000	42,735 75	11,520 06	31,215 69	1,083.00	2.53 %
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	35 25	80 000	2,820 00	4,487 37	(1,667 37)	100.00 25.00	3 55 %
GENERAL MILLS INC 370334-10-4 GIS	41 94	110 000	4,613 40	3,229 60	1,383 80	145 20 36.30	3 15 %
GENERAL ELECTRIC CO 369604-10-3 GE	22 28	490 000	10,917.20	2,297 28	8,619 92	372.40	3.41 %
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	147 86	45,000	6,653 70	5,332 20	1,321.50	90 00	1 35 %



THE ROBERT GOELET FDTN ACCT P62701001  
For the Period 1/1/13 to 1/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
<b>US Large Cap Equity</b>							
GOOGLE INC CL A 38259P-50-8 GOOG	755.69	20,000	15,113.80	6,061.60	9,052.20		
HALLIBURTON CO 406216-10-1 HAL	40.68	100,000	4,068.00	3,671.35	396.65	36.00	0.88%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	68.24	225,000	15,354.00	13,395.11	1,958.89	369.00	2.40%
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	203.07	200,000	40,614.00	15,470.60	25,143.40	680.00	1.67%
ISHARES DJ SELECT DIVIDEND INDEX FUND 464287-16-8 DVY	60.13	1,700,000	102,221.00	88,786.07	13,434.93	3,605.70	3.53%
JOHNSON & JOHNSON 478160-10-4 JNJ	73.92	150,000	11,088.00	8,024.65	3,063.35	366.00	3.30%
KRAFT FOODS GROUP INC COM 50076Q-10-6 KRFT	46.22	100,000	4,622.00	4,055.75	566.25	200.00	4.33%
LAM RESEARCH CORP 512807-10-8 LRCX	41.14	155,000	6,376.70	7,556.67	(1,179.97)		
LOWES COMPANIES INC 548661-10-7 LOW	38.19	445,000	16,994.55	12,679.10	4,315.45	284.80 71.20	1.68%
MC DONALDS CORP 580135-10-1 MCD	95.29	325,000	30,969.25	8,541.75	22,427.50	1,001.00	3.23%
MERCK AND CO INC 58933Y-10-5 MRK	43.25	170,000	7,352.50	6,215.20	1,137.30	292.40	3.98%
METLIFE INC 59156R-10-8 MET	37.34	350,000	13,069.00	14,927.47	(1,858.47)	259.00	1.98%



THE ROBERT GOELET FDTN ACCT P62701001  
For the Period 1/1/13 to 1/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
<b>US Large Cap Equity</b>							
MICROSOFT CORP 594918-10-4 MSFT	27.45	640,000	17,568.00	17,772.62	(204.62)	588.80	3.35%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	27.79	300,000	8,337.00	7,502.38	834.62	156.00	1.87%
NORFOLK SOUTHERN CORP 655844-10-8 NSC	68.87	300,000	20,661.00	12,312.00	8,349.00	600.00 150.00	2.90%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	88.27	160,000	14,123.20	12,630.58	1,492.62	345.60	2.45%
ORACLE CORP 68389X-10-5 ORCL	35.51	300,000	10,653.00	7,614.02	3,038.98	72.00	0.68%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	88.16	450,000	39,672.00	19,610.25	20,061.75	1,530.00	3.86%
PRAXAIR INC 74005P-10-4 PX	110.37	210,000	23,177.70	6,211.80	16,965.90	504.00	2.17%
PROCTER & GAMBLE CO 742718-10-9 PG	75.16	350,000	26,306.00	15,295.75	11,010.25	786.80 196.70	2.99%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	57.88	60,000	3,472.80	2,782.87	689.93	96.00	2.76%
QUALCOMM INC 747525-10-3 QCOM	66.02	195,000	12,873.90	7,847.68	5,026.22	195.00	1.51%
SCHLUMBERGER LTD 806857-10-8 SLB	78.05	165,000	12,878.25	9,255.39	3,622.86	206.25	1.60%
SOUTHERN CO 842587-10-7 SO	44.23	140,000	6,192.20	4,640.84	1,551.36	274.40 68.60	4.43%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	149.70	720,000	107,784.00	101,647.01	6,136.99	2,234.16	2.07%



THE ROBERT GOELET FDTN ACCT. P62701001  
For the Period 1/1/13 to 1/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
<b>US Large Cap Equity</b>							
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	87.57	215,000	18,827.55	15,352.95	3,474.60	460.10	2.44%
WELLS FARGO & CO 949746-10-1 WFC	34.83	300,000	10,449.00	9,420.17	1,028.83	300.00 75.00	2.87%
WILLIAMS COMPANIES INC 969457-10-0 WMB	35.05	320,000	11,216.00	9,737.60	1,478.40	433.60	3.87%
YUM BRANDS INC 988498-10-1 YUM	64.94	800,000	51,952.00	13,228.00	38,724.00	1,072.00 268.00	2.06%
<b>Total US Large Cap Equity</b>			<b>\$1,246,948.35</b>	<b>\$812,164.48</b>	<b>\$434,783.87</b>	<b>\$25,514.11</b> <b>\$1,274.75</b>	<b>2.04%</b>
<b>US Mid Cap Equity</b>							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	109.10	800,000	87,280.00	69,621.36	17,658.64	1,160.80	1.33%
<b>US Small Cap Equity</b>							
ISHARES RUSSELL 2000 INDEX FUND 464287-65-5 IWM	89.58	495,000	44,342.10	27,927.11	16,414.99	835.06	1.88%
<b>EAFE Equity</b>							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	31.86	2,330,953	74,264.16	55,500.00	18,764.16	685.30	0.92%



THE ROBERT GOELET FDTN ACCT. P62701001  
For the Period 1/1/13 to 1/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
<b>EAFE Equity</b>							
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	36.37	2,088,968	75,975.77	73,814.85	2,160.92	1,560.45	2.05%
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	8.14	6,109,124	49,728.27	34,333.27	15,395.00	739.20	1.49%
<b>Total EAFE Equity</b>			<b>\$199,968.20</b>	<b>\$163,648.12</b>	<b>\$36,320.08</b>	<b>\$2,984.95</b>	<b>1.49%</b>
<b>Asia ex-Japan Equity</b>							
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24.95	3,301,109	82,362.67	34,260.73	48,101.94	666.82	0.81%
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16.92	2,584,721	43,733.48	45,000.00	(1,266.52)	413.55	0.95%
<b>Total Asia ex-Japan Equity</b>			<b>\$126,096.15</b>	<b>\$79,260.73</b>	<b>\$46,835.42</b>	<b>\$1,080.37</b>	<b>0.86%</b>
<b>Emerging Market Equity</b>							
JPM EM MKTS EQUITY FD - SEL FUND 1235 4812A0-62-3 JEMS X	23.75	995,149	23,634.79	21,156.87	2,477.92	434.88	1.84%
VANGUARD FTSE EMERGING MARKETS ETF 922042-85-8 VWO	44.56	500,000	22,280.00	21,450.70	829.30	487.50	2.19%



THE ROBERT GOELET FDTN ACCT. P62701001  
For the Period 1/1/13 to 1/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
<b>Emerging Market Equity</b>							
VIRTUS INSIGHT TR VIRTUS EMRG FD I 92828T-88-9 HIEM X	10.47	2,272,727	23,795.45	20,000.00	3,795.45	172.72	0.73%
<b>Total Emerging Market Equity</b>			<b>\$69,710.24</b>	<b>\$62,607.57</b>	<b>\$7,102.67</b>	<b>\$1,095.10</b>	<b>1.57%</b>



THE ROBERT GOELET FDTN ACCT. P62701001  
For the Period 1/1/13 to 1/31/13

## Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hard Assets	100,736.65	102,471.22	1,734.57	4%

## Alternative Assets Detail

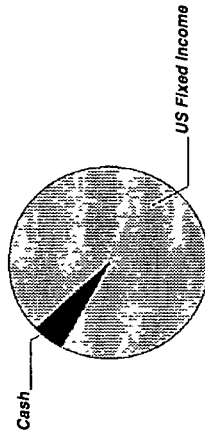
	Price	Quantity	Estimated Value	Cost
<b>Hard Assets</b>				
PIMCO COMMODITIES PLUS STRATEGY P 72201P-16-7 PCLP X	11 39	4,043 127	46,051.22	45,000 00
SPDR GOLD TRUST 78463V-10-7 GLD	161 20	350 000	56,420 00	30,317.56
<b>Total Hard Assets</b>			<b>\$102,471.22</b>	<b>\$75,317.56</b>



THE ROBERT GOELET FDTN ACCT. P62701001  
For the Period 1/1/13 to 1/31/13

## Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	25,489.83	25,489.83	0.00	1%
US Fixed Income	448,771.28	449,029.16	257.88	19%
<b>Total Value</b>	<b>\$474,261.11</b>	<b>\$474,518.99</b>	<b>\$257.88</b>	<b>20%</b>



Market Value/Cost	Current Period Value
Market Value	474,518.99
Tax Cost	438,597.45
Unrealized Gain/Loss	35,921.54
Estimated Annual Income	21,561.26
Accrued Interest	1,016.65
Yield	4.54%

Cash & Fixed Income as a percentage of your portfolio - 20 %

### SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months <sup>1</sup>	474,518.99	100%

<sup>1</sup> The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

### SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	25,489.83	5%
International Bonds	47,405.90	9%
Mutual Funds	401,623.26	86%
<b>Total Value</b>	<b>\$474,518.99</b>	<b>100%</b>



THE ROBERT GOELET FDTN ACCT P62701001  
For the Period 1/1/13 to 1/31/13

Note: <sup>1</sup> This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

### Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
<b>Cash</b>							
US DOLLAR PRINCIPAL	1.00	25,489.83	25,489.83	25,489.83		7.64 1.22	0.03% <sup>1</sup>
<b>US Fixed Income</b>							
HARBOR HIGH YIELD BOND FUND - INS 411511-55-3	11.19	4,098.36	45,860.66	45,000.00	860.66	2,668.03	5.82%
JPM TRI INFL MANAGED BD - SEL 48121A-56-3	10.79	5,193.58	56,038.72	55,000.00	1,038.72	1,116.61	1.99%
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.92	3,977.01	47,405.90	46,063.72	1,352.18	2,290.75 87.49	4.83%
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	11.98	14,453.64	173,154.62	152,196.84	20,957.78	6,272.88 346.89	3.62%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.20	10,741.36	88,079.14	75,841.22	12,237.92	7,357.83 440.40	8.35%



THE ROBERT GOELET FDTN ACCT P62701001

For the Period 1/1/13 to 1/31/13

	Price	Quantity	Value	Adjusted Tax Cost		Unrealized Gain/Loss	Est Annual Income		Yield
				Original Cost			Accrued Interest		
<b>US Fixed Income</b>									
T. ROWE PRICE INSTL INCOME FDS FLTG RATE FD F 77958B-10-5	10.25	3,755.13	38,490.12	39,015.84		(525.72)	1,847.52	140.65	4.80%
<b>Total US Fixed Income</b>			<b>\$449,029.16</b>	<b>\$413,107.62</b>		<b>\$35,921.54</b>	<b>\$21,553.62</b>	<b>\$1,015.43</b>	<b>4.80%</b>

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041)

OMB No 1545-0092

**2012**

Name of estate or trust: **THE ROBERT GOELET FOUNDATION P62701001** Employer identification number: **13-6146654**

Note: Form 5227 filers need to complete only Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					<b>1b</b> -6,038.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>3</b>
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					<b>4</b> ( )
<b>5</b> Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					<b>5</b> -6,038.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					3,106.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					<b>6b</b> 53,752.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>8</b>
<b>9</b> Capital gain distributions					<b>9</b>
<b>10</b> Gain from Form 4797, Part I					<b>10</b>
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					<b>11</b> ( )
<b>12</b> Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					<b>12</b> 56,858.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-6,038.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		56,858.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		7.
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		50,820.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	<b>16</b>	( )
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**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>	
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>	
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>	
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . .	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>	
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,400 . . . . .	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>	
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>	
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>	



