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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

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

For calendar year 2012, or tax year beginning 06-01-2012, and ending 05-31-2013

Name of foundation THE GOLDSTONE FUND INC, % JANET L MULLIGAN, Number and street (or P O box number if mail is not delivered to street address) C/O TANTON COMPANY LLP 37 WEST 57TH STREET 5TH FLOOR Suit, City or town, state, and ZIP code NEW YORK, NY 10019, A Employer identification number 13-6028782, B Telephone number (see instructions) (212) 583-1100, G Check all that apply, H Check type of organization, I Fair market value of all assets at end of year \$ 6,271,672, J Accounting method Cash, E If private foundation status was terminated, F If the foundation is in a 60-month termination

Part I Analysis of Revenue and Expenses table with columns (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), with totals for 2012.

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	258,691	190,977	190,977	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	3,259,600	3,483,990	6,080,695	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	1,505	1,505			
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,519,796	3,676,472	6,271,672		
Liabilities	17 Accounts payable and accrued expenses	111,500	112,144		
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
23 Total liabilities (add lines 17 through 22)	111,500	112,144			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	3,408,296	3,564,328		
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	3,408,296	3,564,328			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,519,796	3,676,472			

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	3,408,296
2	Enter amount from Part I, line 27a	2	156,032
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,564,328
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,564,328

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a SEE ATTACHMENT	P		
b LITIG STTLMNT - HUNTINGTON BANK			2012-12-31
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,968,168		1,626,390	341,778
b 13			13
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			341,778
b			13
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	341,791
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	309,961	6,006,745	0.051602
2010	279,941	6,062,034	0.046179
2009	290,234	5,593,689	0.051886
2008	374,320	5,722,689	0.06541
2007	353,867	7,682,933	0.046059

2 Total of line 1, column (d).	2	0.261136
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052227
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,177,597
5 Multiply line 4 by line 3.	5	322,637
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,787
7 Add lines 5 and 6.	7	325,424
8 Enter qualifying distributions from Part XII, line 4.	8	273,632

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	5,575
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	5,575
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	5,575
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	181
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	7,200
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	7,381
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	14
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,792
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,792 Refunded <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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>		No
c Did the foundation file Form 1120-POL for this year?		
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>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY _____		
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? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes	
14 The books are in care of ▶ <u>JANET L MULLIGAN</u> Telephone no ▶ <u>(212) 583-1100</u> Located at ▶ <u>37 W 57TH ST 5TH FL NEW YORK NEW YORK NY</u> ZIP +4 ▶ <u>10019</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	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		

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ _____

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input checked="" type="checkbox"/>	1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	7b		No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ARTHUR H GOLDSTONE C/O TANTON CO LLP NEW YORK, NY 10019	PRESIDENT 0 5	0		
JANET L MULLIGAN C/O TANTON CO LLP NEW YORK, NY 10019	TREASURER/SECRETARY 0 5	0		
JANE G RITTMASER 911 PARK AVENUE NEW YORK, NY 10021	VICE PRESIDENT 0 5	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
Total number of other employees paid over \$50,000. <input type="checkbox"/>				

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3. ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	6,271,672
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,271,672
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	6,271,672
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	94,075
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,177,597
6	Minimum investment return. Enter 5% of line 5.	6	308,880

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	308,880
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,575
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,575
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	303,305
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	303,305
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	303,305

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	273,632
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	273,632
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	273,632

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				303,305
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			264,494	
b Total for prior years 2010, 2009, 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>273,632</u>				
a Applied to 2011, but not more than line 2a			264,494	
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.				9,138
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				294,167
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.	0			

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 264,494
b <i>Approved for future payment</i>				
Total				3b

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

b If "Yes," complete the following schedule 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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

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

TY 2012 Accounting Fees Schedule

Name: THE GOLDSTONE FUND INC

EIN: 13-6028782

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,250	1,312		3,938

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE GOLDSTONE FUND INC

EIN: 13-6028782

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE GOLDSTONE FUND INC

EIN: 13-6028782

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS THRU SCHWAB	3,483,990	6,080,695

TY 2012 Investments Government Obligations Schedule

Name: THE GOLDSTONE FUND INC

EIN: 13-6028782

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Land, Etc. Schedule

Name: THE GOLDSTONE FUND INC

EIN: 13-6028782

TY 2012 Legal Fees Schedule

Name: THE GOLDSTONE FUND INC

EIN: 13-6028782

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FULLBRIGHT & JAWORSKI LLP	5,200			5,200

TY 2012 Other Assets Schedule

Name: THE GOLDSTONE FUND INC

EIN: 13-6028782

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM OFFICERS	1,505	1,505	

TY 2012 Other Expenses Schedule

Name: THE GOLDSTONE FUND INC

EIN: 13-6028782

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	61,078	61,078		
MISCELLANEOUS FEES	266	266		

TY 2012 Other Income Schedule

Name: THE GOLDSTONE FUND INC

EIN: 13-6028782

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME			

TY 2012 Taxes Schedule

Name: THE GOLDSTONE FUND INC

EIN: 13-6028782

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	390	390		

The Goldstone Fund, Inc
FEIN : 13-6028782
Capital Gains Schedule
FYE 5/31/2013

<u>Shs</u>	<u>Description</u>	<u>Purchase Date</u>	<u>Sales Date</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Capital Gain</u>
200,000	Goldman Sachs due 6/15/12	11/26/2008	6/15/2012	200,000.00	200,000.00	0.00
600,000	US T-Bill due 11/15/12		11/15/2012	600,000.00	600,000.00	
1,000	Chicago Bridge & Iron	10/16/2003	3/11/2013	56,467.53	13,252.70	43,214.83
2,000	Exxon Mobil Corporation	7/23/1991	3/13/2013	177,853.01	4,417.27	173,435.74
500	Chicago Bridge & Iron	10/16/2003	3/19/2013	28,225.01	6,626.35	21,598.66
50,000	US T-Bill due 7/25/13	11/15/2012	4/1/2013	49,986.54	49,951.19	35.35
50,000	US T-Bill due 7/25/13	11/15/2012	4/24/2013	49,992.67	49,951.19	41.48
1,000	Chicago Bridge & Iron	4/20/2004	4/1/2013	60,452.04	14,980.00	45,472.04
1,200	ICICI Bank Ltd	6/12/2007	4/1/2013	50,433.86	56,767.16	(6,333.30)
300	ICICI Bank Ltd	5/15/2008	4/1/2013	12,608.47	13,201.65	(593.18)
1,200	Ishares S&P Latin Amer	11/23/2009	4/11/2013	52,556.82	57,479.96	(4,923.14)
2,500	Intel Corp	5/20/2010	4/12/2013	53,829.62	52,743.50	1,086.12
500	Intel Corp	4/27/2011	4/12/2013	10,765.92	11,275.30	(509.38)
2,000	Microsot Corp	11/18/2003	4/12/2013	57,609.45	50,763.40	6,846.05
500	Microsoft Corp	2/25/2004	4/12/2013	14,402.36	13,380.00	1,022.36
500	SPDR Gold Trust	9/28/2010	4/15/2013	67,509.63	63,933.15	3,576.48
2,971	Barrick Gold Corp	1/25/2006	4/18/2013	53,171.29	88,387.25	(35,215.96)
1,000	Nothern Trust Corp	7/23/1991	4/22/2013	52,208.83	1,025.69	51,183.14
4,000	Wisdomtree India	1/19/2012	4/24/2013	74,138.33	73,516.40	621.93
1,500	Varian Medical Systems	6/9/2009	4/25/2013	95,963.59	54,883.85	41,079.74
150,000	US T-Bill due 7/25/13	11/15/2012	5/22/2013	149,993.44	149,853.59	139.85
Totals				1,968,168.41	1,626,389.60	341,778.81

Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0 00	0 58	0 00	3 84
Cash Dividends	0 00	9,985 62	0 00	48,000 63
Corporate Bond and Other Interest	0 00	0 00	0 00	7,300 00

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	2,043 00	<1%

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB US TREAS MONEY FD SWUXX	188,933 7000	1 0000	188,933 70	0 01%	3%

Investment Detail - Fixed Income

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
U.S. Treasuries	Units Purchased	Cost Per Unit	Cost Basis		Acquired		Yield to Maturity
US TREAS BILL 0%07/13	250,000.0000	99.9957	249,989.25	249,947.50	4%	41.75^b	N/A
UST BILL DUE 07/25/13	250,000 0000	99 9023	249,755 97	249,947 50	11/15/12	41 75 ^b	0 14%
CUSIP 9127957A3							Accrued Interest: 0.00

Total Accrued Interest for U.S. Treasuries: 0.00

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
Corporate Bonds	Units Purchased	Cost Per Unit	Cost Basis		Acquired		Yield to Maturity
AMERICAN EXPRESS 7.3%13	200,000.0000	101.4127	202,825.40	200,050.42	3%	2,774.98^b	14,600.00
MED TRM NT DUE 08/20/13	200,000 0000	100 4880	200,976 00	200,050 42	08/19/08	2,774 98 ^b	7 18%
CUSIP 0258M0CY3							Accrued Interest: 4,096.11
MOODY'S A2 S&P A-							

Total Accrued Interest for Corporate Bonds: 4,096.11

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment

Investment Detail - Fixed Income (continued)

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Holding Days	Holding Period	
ABB LTD ADR F	5,000.0000	21.7900	108,950.00	2%	27,093.60	0.00%	0.00
SPONSORED ADR	4,000 0000	14 8946	59,578 40	04/02/09	27,581 60	1520	Long-Term
1 ADR REP 1 REG SH	1,000 0000	22 2780	22,278 00	04/24/13	(488 00)	37	Short-Term
SYMBOL ABB							
<i>Cost Basis</i>			81,856 40				
AMERICAN EXPRESS COMPANY	2,400.0000	75.7100	181,704.00	3%	159,147.57	1.05%	1,920.00
SYMBOL AXP	1,800 0000	8 1181	14,612 65 ^t	11/09/93	121,665 35	7143	Long-Term
	600 0000	13 2396	7,943 78 ^t	09/20/96	37,482 22	6097	Long-Term
<i>Cost Basis</i>			22,556 43				
BANK OF NY MELLON CP NEW	4,528.0000	30.0600	136,111.68	2%	129,935.14	1.99%	2,716.80
SYMBOL BK	4,528 0000	1 3640	6,176 54 ^t	07/23/91	129,935 14	7983	Long-Term
CHEVRON CORPORATION	1,000.0000	122.7500	122,750.00	2%	49,181.70	3.25%	4,000.00
SYMBOL CVX	800 0000	73 7938	59,035 04	03/11/10	39,164 96	1177	Long-Term
	200 0000	72 6663	14,533 26	07/15/10	10,016 74	1051	Long-Term
<i>Cost Basis</i>			73,568 30				

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Account Assets Acquired	Gain or (Loss)	Yield	Annual Income
						Holding Days	Holding Period
CISCO SYSTEMS INC	5,000.0000	24.1150	120,575.00	2%	29,309.25	2.81%	3,400.00
SYMBOL CSCO	2,500 0000	17 9148	44,787 00 ^t	06/06/03	15,500 50	3647	Long-Term
	500 0000	17 4848	8,742 40 ^t	06/10/03	3,315 10	3643	Long-Term
	500 0000	16 9022	8,451 10 ^t	06/24/03	3,606 40	3629	Long-Term
	500 0000	17 5525	8,776 25	04/27/11	3,281 25	765	Long-Term
	1,000 0000	20 5090	20,509 00	04/24/13	3,606 00	37	Short-Term
<i>Cost Basis</i>			91,265 75				
COLGATE-PALMOLIVE CO	2,000.0000	57.8400	115,680.00	2%	54,959.00	4.70%	5,440.00
SYMBOL CL	2,000 0000	30 3605	60,721 00	04/02/09	54,959 00	1520	Long-Term
COMCAST CORP NEW CL A	3,000.0000	40.1650	120,495.00	2%	96,389.03	1.94%	2,340.00
SYMBOL CMCSA	1,000 0000	5 3791	5,379 17 ^t	09/20/96	34,785 83	6097	Long-Term
	750 0000	5 1833	3,887 50 ^t	11/11/96	26,236 25	6045	Long-Term
	1,250 0000	11 8714	14,839 30 ^t	12/11/96	35,366 95	6015	Long-Term
<i>Cost Basis</i>			24,105 97				
COMCAST CP NEW CL A SPL	3,750.0000	38.8300	145,612.50	2%	125,587.50	2.00%	2,925.00
CLASS A SPL NON-VOTING	3,000 0000	5 3791	16,137 50 ^t	09/20/96	100,352 50	6097	Long-Term
SYMBOL CMCSK	750 0000	5 1833	3,887 50 ^t	11/11/96	25,235 00	6045	Long-Term
<i>Cost Basis</i>			20,025 00				
CONOCOPHILLIPS	2,000.0000	61.3400	122,680.00	2%	10,307.00	4.30%	5,280.00
SYMBOL COP	1,200 0000	54 9661	65,959 40	08/01/12	7,648 60	303	Short-Term
	300 0000	57 4220	17,226 60	04/22/13	1,175 40	39	Short-Term
	500 0000	58 3740	29,187 00	04/24/13	1,483 00	37	Short-Term
<i>Cost Basis</i>			112,373 00				

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Account Assets Acquired	Gain or (Loss)	Yield	Annual Income
						Holding Days	Holding Period
DISNEY WALT CO	3,000.0000	63.0800	189,240.00	3%	143,415.85	1.18%	2,250.00
SYMBOL DIS	1,500 0000	13 5041	20,256 22 ^t	04/28/93	74,363 78	7338	Long-Term
	1,500 0000	17 0452	25,567 93 ^a	07/31/02	69,052 07	3957	Long-Term
<i>Cost Basis</i>			45,824 15				
E M C CORP MASS	4,000.0000	24.7600	99,040.00	1%	5,476.80	0.00%	0.00
SYMBOL EMC	3,000 0000	23 8005	71,401 70	03/26/13	2,878 30	66	Short-Term
	500 0000	21 7260	10,863 00	04/22/13	1,517 00	39	Short-Term
	500 0000	22 5970	11,298 50	04/24/13	1,081 50	37	Short-Term
<i>Cost Basis</i>			93,563 20				
EMERSON ELECTRIC CO	1,800.0000	57.4600	103,428.00	2%	24,140.00	2.85%	2,952.00
SYMBOL EMR	1,600 0000	42 6628	68,260 60 ^t	10/26/06	23,675 40	2409	Long-Term
	200 0000	55 1370	11,027 40	04/24/13	464 60	37	Short-Term
<i>Cost Basis</i>			79,288 00				
EXXON MOBIL CORPORATION	6,000.0000	90.4700	542,820.00	8%	529,568.19	2.78%	15,120.00
SYMBOL XOM	6,000 0000	2 2086	13,251 81 ^t	07/23/91	529,568 19	7983	Long-Term
FEDEX CORPORATION	1,000.0000	96.3400	96,340.00	1%	9,794.24	0.58%	560.00
SYMBOL FDX	800 0000	85 0669	68,053 56 ^t	07/22/05	9,018 44	2870	Long-Term
	200 0000	92 4610	18,492 20	04/23/13	775 80	38	Short-Term
<i>Cost Basis</i>			86,545 76				
GENERAL ELECTRIC COMPANY	6,000.0000	23.3200	139,920.00	2%	133,625.26	3.25%	4,560.00
SYMBOL GE	6,000 0000	1 0491	6,294 74 ^t	07/23/91	133,625 26	7983	Long-Term
GOOGLE INC CLASS A	120.0000	871.2180	104,546.16	2%	43,900.99	0.00%	0.00
SYMBOL GOOG	100 0000	513 1213	51,312 13	02/08/08	35,809 67	1939	Long-Term
	20 0000	466 6520	9,333 04	08/23/10	8,091 32	1012	Long-Term
<i>Cost Basis</i>			60,645 17				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Account Assets Acquired	Gain or (Loss)	Yield	Annual Income
						Holding Days	Holding Period
HALLIBURTON CO HLDG CO	2,000.0000	41.8500	83,700.00	1%	6,901.45	1.19%	1,000.00
SYMBOL HAL	1,500 0000	38 1000	57,150 05	01/10/11	5,624 95	872	Long-Term
	300 0000	39 8270	11,948 10	04/01/13	606 90	60	Short-Term
	200 0000	38 5020	7,700 40	04/22/13	669 60	39	Short-Term
<i>Cost Basis</i>			76,798 55				
HONEYWELL INTERNATIONAL	2,000.0000	78.4600	156,920.00	2%	98,882.20	2.09%	3,280.00
SYMBOL HON	2,000 0000	29 0189	58,037 80 ^t	10/27/03	98,882 20	3504	Long-Term
ILLINOIS TOOL WORKS INC	1,200.0000	70.1300	84,156.00	1%	25,782.28	2.16%	1,824.00
SYMBOL ITW	1,200 0000	48 6447	58,373 72	11/09/10	25,782 28	934	Long-Term
INTL BUSINESS MACHINES	500.0000	208.0200	104,010.00	2%	52,765.70	1.82%	1,900.00
SYMBOL IBM	500 0000	102 4886	51,244 30	05/21/09	52,765 70	1471	Long-Term
JOHNSON & JOHNSON	1,200.0000	84.1800	101,016.00	2%	66,305.00	3.13%	3,168.00
SYMBOL JNJ	1,200 0000	28 9258	34,711 00 ^t	09/25/97	66,305 00	5727	Long-Term
MEDTRONIC INC	2,000.0000	51.0100	102,020.00	2%	459.52	2.03%	2,080.00
SYMBOL MDT	1,000 0000	53 5718	53,571 80 ^t	09/30/05	(2,561 80)	2800	Long-Term
	200 0000	53 2774	10,655 48 ^t	03/08/06	(453 48)	2641	Long-Term
	300 0000	46 7270	14,018 10	04/01/13	1,284 90	60	Short-Term
	300 0000	46 7190	14,015 70	04/23/13	1,287 30	38	Short-Term
	200 0000	46 4970	9,299 40	04/24/13	902 60	37	Short-Term
<i>Cost Basis</i>			101,560 48				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Account Assets Acquired	Gain or (Loss)	Yield	Annual Income
						Holding Days	Holding Period
METLIFE INC	2,500.0000	44.2100	110,525.00	2%	12,444.50	2.90%	3,212.50
SYMBOL MET	1,500 0000	40 3290	60,493 50	10/20/10	5,821 50	954	Long-Term
	300 0000	38 1970	11,459 10	04/01/13	1,803 90	60	Short-Term
	200 0000	35 5690	7,113 80	04/22/13	1,728 20	39	Short-Term
	500 0000	38 0282	19,014 10	04/24/13	3,090 90	37	Short-Term
<i>Cost Basis</i>			98,080 50				
NEWMONT MINING CORP	2,500.0000	34.2800	85,700.00	1%	22,664.58	4.95%	4,250.00
SYMBOL NEM	1,200 0000	22 7910	27,349 24 ^t	10/15/02	13,786 76	3881	Long-Term
	800 0000	23 6908	18,952 68 ^t	10/16/02	8,471 32	3880	Long-Term
	500 0000	33 4670	16,733 50	04/24/13	406 50	37	Short-Term
<i>Cost Basis</i>			63,035 42				
NORFOLK SOUTHERN CORP	3,000.0000	76.5900	229,770.00	3%	218,340.73	2.61%	6,000.00
SYMBOL NSC	3,000 0000	3 8097	11,429 27 ^t	07/23/91	218,340 73	7983	Long-Term
NORTHERN TRUST CORP	4,000.0000	58.1500	232,600.00	3%	228,497.22	2.06%	4,800.00
SYMBOL NTRS	4,000 0000	1 0256	4,102 78 ^t	07/23/91	228,497 22	7983	Long-Term
PEPSICO INCORPORATED	1,500.0000	80.7700	121,155.00	2%	71,932.01	2.66%	3,225.00
SYMBOL PEP	1,000 0000	27 8929	27,892 99 ^t	09/20/96	52,877 01	6097	Long-Term
	500 0000	42 6600	21,330 00 ^t	07/31/02	19,055 00	3957	Long-Term
<i>Cost Basis</i>			49,222 99				
PROCTER & GAMBLE	1,200.0000	76.7600	92,112.00	1%	18,054.16	3.13%	2,887.20
SYMBOL PG	1,200 0000	61 7148	74,057 84	07/29/11	18,054 16	672	Long-Term
QUALCOMM INC	1,500.0000	63.4800	95,220.00	1%	1,761.79	1.57%	1,500.00
SYMBOL QCOM	1,200 0000	62 2927	74,751 32	04/25/13	1,424 68	36	Short-Term
	300 0000	62 3563	18,706 89	04/26/13	337 11	35	Short-Term
<i>Cost Basis</i>			93,458 21				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Account Assets Acquired	Gain or (Loss)	Yield Holding Days	Annual Income Holding Period
RAYTHEON COMPANY NEW	1,200.0000	66.6400	79,968.00	1%	25,907.80	3.30%	2,640.00
SYMBOL RTN	1,200 0000	45 0501	54,060 20	04/28/09	25,907 80	1494	Long-Term
ROCKWELL COLLINS INC	1,000.0000	64.7500	64,750.00	<1%	(2,270.10)	1.85%	1,200.00
SYMBOL COL	1,000 0000	67 0201	67,020 10	01/09/08	(2,270 10)	1969	Long-Term
ROYAL DUTCH SHELL A ADRF	1,200.0000	66.3700	79,644.00	1%	25,691.80	5.18%	4,128.00
SPONSORED ADR	800 0000	45 0040	36,003 20 ^t	09/20/01	17,092 80	4271	Long-Term
1 ADR REPS 2 CL A ORD	200 0000	44 6850	8,937 00 ^t	07/19/02	4,337 00	3969	Long-Term
SYMBOL RDSA	200 0000	45 0600	9,012 00 ^t	07/31/02	4,262 00	3957	Long-Term
<i>Cost Basis</i>			53,952 20				
SCHLUMBERGER LTD F	2,000.0000	73.0300	146,060.00	2%	131,011.71	1.71%	2,500.00
SYMBOL SLB	2,000 0000	7 5241	15,048 29 ^t	07/23/91	131,011 71	7983	Long-Term
SIEMENS A G ADR F	1,000.0000	105.1000	105,100.00	2%	340.31	3.80%	3,995.79
1 ADR REP 1 ORD	500 0000	104 5660	52,283 00	03/13/07	267 00	2271	Long-Term
SYMBOL SI	100 0000	115 5289	11,552 89	05/15/08	(1,042 89)	1842	Long-Term
	200 0000	101 8810	20,376 20	04/23/13	643 80	38	Short-Term
	200 0000	102 7380	20,547 60	04/24/13	472 40	37	Short-Term
<i>Cost Basis</i>			104,759 69				
UNION PACIFIC CORP	1,000.0000	154.6200	154,620.00	2%	107,158.90	1.78%	2,760.00
SYMBOL UNP	1,000 0000	47 4611	47,461 10	12/18/08	107,158 90	1625	Long-Term
UNITED PARCEL SERVICE B	800.0000	85.9000	68,720.00	1%	11,072.04	2.88%	1,984.00
CLASS B	800 0000	72 0599	57,647 96 ^t	01/31/07	11,072 04	2312	Long-Term
SYMBOL UPS							

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
UNITED TECHNOLOGIES CORP	1,600.0000	94.9000	151,840.00	2%	89,066.64	2.25%	3,424.00
SYMBOL UTX	1,200 0000	39 1733	47,008 00 ^t	08/27/03	66,872 00	3565	Long-Term
	400 0000	39 4134	15,765 36 ^t	10/01/03	22,194 64	3530	Long-Term
<i>Cost Basis</i>			62,773 36				
3M COMPANY	1,600.0000	110.2700	176,432.00	3%	166,071.08	2.30%	4,064.00
SYMBOL MMM	1,600 0000	6 4755	10,360 92 ^t	07/23/96	166,071 08	6156	Long-Term

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis	Acquired			
DIGITAL REALTY TRUST INC	1,500.0000	60.9100	91,365.00	1%	363.00		
REIT	1,000 0000	54 2150	54,215 00	05/20/10	6,695 00	1107	Long-Term
SYMBOL DLR	500 0000	73 5740	36,787 00	04/24/13	(6,332 00)	37	Short-Term
<i>Cost Basis</i>			91,002 00				
ISHARES FTSE CHINA 25	2,400.0000	36.0100	86,424.00	1%	35,707.60		
FTSE CHINA 25 INDEX FD	2,400 0000	21 1318	50,716 40 ^t	08/22/05	35,707 60	2839	Long-Term
SYMBOL FXI							

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis	Acquired			
ISHARES MSCI EMRG MKT FD	1,500.0000	41.1950	61,792.50	<1%	2,287.90		
EMERGING MARKETS INDX FD	1,500 0000	39 6697	59,504 60	11/06/09	2,287 90	1302	Long-Term
SYMBOL EEM							
ISHARES MSCI JPN IDX FD	6,000.0000	10.8400	65,040.00	<1%	8,886.20		
JAPAN INDEX FUND	6,000 0000	9 3589	56,153 80 ^t	05/11/04	8,886 20	3307	Long-Term
SYMBOL EWJ							
ISHARES S&P U S PFD FUND	3,500.0000	40.3300	141,155.00	2%	(263.00)		
S&P U S PFD STK INDEX FD	1,250 0000	40 4160	50,520 00	03/14/13	(107 50)	78	Short-Term
SYMBOL PFF	1,250 0000	40 3600	50,450 00	04/01/13	(37 50)	60	Short-Term
	1,000 0000	40 4480	40,448 00	04/17/13	(118 00)	44	Short-Term
<i>Cost Basis</i>			141,418 00				
POWERSHARES ETF	6,000.0000	25.0800	150,480.00	2%	(394.60)		
SENIOR LOAN PORTFOLIO	2,000 0000	25 2084	50,416 80	03/14/13	(256 80)	78	Short-Term
SYMBOL BKLN	2,000 0000	25 1089	50,217 80	04/01/13	(57 80)	60	Short-Term
	1,000 0000	25 1400	25,140 00	04/11/13	(60 00)	50	Short-Term
	1,000 0000	25 1000	25,100 00	04/17/13	(20 00)	44	Short-Term
<i>Cost Basis</i>			150,874 60				
POWERSHS EXCH TRAD FD TR	8,000.0000	18.3800	147,040.00	2%	(1,642.60)		
POWERSHARES FINANCIAL	3,000 0000	18 6278	55,883 60	03/14/13	(743 60)	78	Short-Term
PREFERRED PORTFOLIO	3,500 0000	18 5657	64,980 00	04/01/13	(650 00)	60	Short-Term
SYMBOL PGF	500 0000	18 5780	9,289 00	04/11/13	(99 00)	50	Short-Term
	1,000 0000	18 5300	18,530 00	04/17/13	(150 00)	44	Short-Term
<i>Cost Basis</i>			148,682 60				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
POWERSHS EXCH TRAD FD TR	10,000.0000	14.6900	146,900.00	2%	(2,394.80)		
PREFERRED PORTFOLIO ETF	4,000 0000	14 9450	59,780 00	03/14/13	(1,020 00)	78	Short-Term
SYMBOL PGX	4,000 0000	14 9442	59,776 80	04/11/13	(1,016 80)	50	Short-Term
	2,000 0000	14 8690	29,738 00	04/17/13	(358 00)	44	Short-Term
<i>Cost Basis</i>			<i>149,294 80</i>				
SPDR S&P CHINA ETF	800.0000	70.0400	56,032.00	<1%	(3,873.92)		
SYMBOL GXC	800 0000	74 8824	59,905 92	01/07/10	(3,873 92)	1240	Long-Term



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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MT SINAI MEDICAL CENTER ONE GUSTAVE L LEVY PLACE NEW YORK, NY 10029		501(c)(3)	GENERAL PURPOSE	5,000
MT SINAI HOSPITAL STANLEY MIRSKY DIABETES ED UNIT ONE GUSTAVE L LEVY PLACE NEW YORK, NY 10029		501(c)(3)	GENERAL PURPOSE	5,000
THE JEWISH MUSEUM 1109 FIFTH AVENUE NEW YORK, NY 10128		501(c)(3)	GENERAL PURPOSE	1,000
MT SINAI HOSPITAL VOICE ONE GUSTAVE L LEVY PLACE NEW YORK, NY 10029		501(c)(3)	GENERAL PURPOSE	1,000
THE FUND FOR PARK AVENUE 445 PARK AVENUE SUITE 1000 NEW YORK, NY 10022		501(c)(3)	GENERAL PURPOSE	1,000
MT SINAI ADOLESCENT HEALTH CENTER ONE GUSTAVE L LEVY PLACE NEW YORK, NY 10029		501(c)(3)	GENERAL PURPOSE	2,000
RICHARD TUCKER MUSIC FUND 1790 BROADWAY SUITE 715 NEW YORK, NY 10019		501(c)(3)	GENERAL PURPOSE	4,000
MT SINAI MEDICAL CENTER BREAST HEALTH RES PROGRAM ONE GUSTAVE L LEVY PLACE NEW YORK, NY 10029		501(c)(3)	GENERAL PURPOSE	1,000
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022		501(c)(3)	GENERAL PURPOSE	1,000
MT SINAI MED CENTER WOMENS HEALTH INITIATIVES ONE GUSTAVE L LEVY PLACE NEW YORK, NY 10029		501(c)(3)	GENERAL PURPOSE	7,500
NEW ALTERNATIVES FOR CHILDREN 37TH WEST 26TH STREET NEW YORK, NY 10010		501(c)(3)	GENERAL PURPOSE	2,000
CONGREGATION EMANU-EL 1 EAST 65TH STREET NEW YORK, NY 10065		501(c)(3)	GENERAL PURPOSE	1,800
DAMON RUNYON CANCER RESEARCH FOUNDATION 55 BROADWAY SUITE 302 NEW YORK, NY 10006		501(c)(3)	GENERAL PURPOSE	1,000
CITIZENS COMMITTEE FOR CHILDREN 105 EAST 22ND STREET 7TH FLOOR NEW YORK, NY 10100		501(c)(3)	GENERAL PURPOSE	500
MT SINAI SCHOOL OF MEDICINE CGDC FOR MS ONE GUSTAVE L LEVY PLACE NEW YORK, NY 10029		501(c)	GENERAL PURPOSE	1,000

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a <i>Paid during the year</i>				
HORACE MANN SCHOOL 231 WEST 246TH STREET BRONX, NY 10471		501(c)(3)	GENERAL PURPOSE	20,000
BLYTHEDALE CHIDRENS HOSPITAL 95 BRADHURST AVENUE NEW YORK, NY 10595		501(c)(3)	GENERAL PURPOSE	25,000
JEWISH GUILD FOR THE BLIND 15 WEST 65TH STREET NEW YORK, NY 10023		501(c)(3)	GENEAL PURPOSE	10,000
MT SINAI AUXILIARY BOARD ONE BUSTAVE L LEVY PLACE NEW YORK, NY 10029		501(c)(3)	GENERAL PURPOSE	5,000
THE DOE FUND 232 EAST 84TH STREET NEW YORK, NY 10028		501(c)(3)	GENERAL PURPOSE	1,000
DIGESTIVE DISEASE RESEARCH FOUNDATION 311 EAST 79TH STREET NEW YORK, NY 10075		501(c)(3)	GENERAL PURPOSE	1,000
NATIONAL ALOPECIA AREATA FOUNDATION 14 MITCHELL BOULEVARD SAN RAFAEL, CA 94903		501(c)(3)	GENERAL PURPOSE	1,000
BLYTHDALE CHILDRENS HOSPITAL 95 BRADHURST AVENUE VALHALLA, NY 10595		501(c)(3)	GENERAL PURPOSE	5,000
ST BERNARDS SCHOOL 4 EST 98TH STREET NEW YORK, NY 10029		501(c)(3)	GENERAL PURPOSE	12,500
DUBIN BREAST CENTER-MT SINAI MEDICAL CENTER ONE GULTAVE L LEVY PLACE NEW YORK, NY 10029		501(c)(3)	GENERAL PURPOSE	2,500
HERTZBERG PALLIATIVE CARE INSTITUTE-MT SINAI ONE GUSTAVE L LEVY PLACE NEW YORK, NY 10029		501(c)(3)	GENERAL PURPOSE	1,000
FRESH AIR FUND 633 THIRD AVENUE NEW YORK, NY 10017		501(c)(3)	GENERAL PURPOSE	1,000
WESTCHESTER REFORM TEMPLE 255 MAMARONECK ROAD SCARSDALE, NY 10583		501(c)(3)	GENERAL PURPOSE	2,500
CHARLEYS FUND 63 MAIN STREET SUITE 3 GREAT BARRINGTON, MA 01230		501(c)(3)	GENERAL PURPOSE	1,000
KNIGHTS OF COLUMBUS 1 COLUMBUS PLAZA NEW HAVEN, CT 06510		501(c)(3)	GENERAL PURPOSE	500

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Name and address (home or business)				
a <i>Paid during the year</i>				
BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130		501(c)(3)	GENERAL PURPOSE	1,000
JEWISH WOMENS FOUNDATION OF NEW YORK 130 EAST 59TH STREET NEW YORK, NY 10022		501(c)(3)	GENERAL PURPOSE	1,000
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028		501(c)(3)	GENERAL PURPOSE	1,200
WHITNEY MUSEUM OF ART 945 MADISON AVENUE NEW YORK, NY 10021		501(c)(3)	GENERAL PURPOSE	1,000
LENOX HILL HOSPITAL 100 EAST 77TH STREET NEW YORK, NY 10065		501(c)(3)	GENERAL PURPOSE	500
CONGREGATION EMANU-EL POSNER FUND 1 EAST 65TH STREET NEW YORK, NY 10065		501(c)(3)	GENERAL PURPOSE	1,500
BLYTHDALE CHILDENS HOSPITAL 95 BRADHUST AVENUE VALHALLA, NY 10595		501(c)(3)	GENERAL PURPOSE	4,000
EARLY FORD V-8 FOUNDATON 5634 CR 11A AUBURN, IN 46706		501(c)(3)	GENERAL PURPOSE	2,000
UNITED CONGREGATIONAL CHURCH 310 WEST 139TH STREET NEW YORK, NY 10030		501(c)(3)	GENERAL PURPOSE	5,000
COLUMBIA UNIVERSITY 536 WEST 116TH STREET NEW YORK, NY 10027		501(c)(3)	GENERAL PURPOSE	500
JEWISH GUILD HEALTHCARE 15 WEST 65TH STREET NEW YORK, NY 10023		501(c)(3)	GENERAL PURPOSE	4,200
BETH ISRAEL MEDICAL CENTER 1ST AVENUE AT 16TH STREET NEW YORK, NY 10003		501(c)(3)	GENERAL PURPOSE	1,000
ALBERT EINSTEIN COLLEGE OF MEDICINE 500 WEST 185TH STREET NEW YORK, NY 10033		501(c)(3)	GENEAL PURPOSE	1,000
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022		501(c)(3)	GENERAL PURPOSE	650
CHILDRENS AID SOCIETY 1015 EAST 22ND STREET NEW YORK, NY 10010		501(c)(3)	GENERAL PURPOSE	1,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
ALZHEIMERS ASSOCIATION 360 LEXINGTON AVNEUE NEW YORK, NY 10017		501(c)(3)	GENERAL PURPOSE	1,000
FUND FOR PARK AVENUE 445 PARK AVENUE SUITE 1000 NEW YORK, NY 10022		501(c)(3)	GENERAL PURPOSE	1,000
THE SUMMER CAMP 8 CHURCH STREET BRIDGTON, ME 04009		501(c)(3)	GENERAL PURPOSE	500
ROUND HILL ASSOCIATION 101 WEST PUTANM AVENUE GREENWICH, CT 06830		501(c)(3)	GENERAL PURPOSE	500
ST BERNARDS SCHOOL 4 EAST 98TH STREET NEW YORK, NY 10029		501(c)(3)	GENREAL PURPOSE	14,500
AUDUBON SOCIETY 225 VARICK STREET NEW YORK, NY 10014		501(c)(3)	GENERATL PURPOSE	3,500
THINK NEW MEXICO 1227 PASEO DE PERALTA SANTA FE, NM 87501		501(c)(3)	GENERAL PURPOSE	500
FRIENDS OF THE BROWNELL LIBRARY 6 LINCOLN STREET ESSEX JUNCTIONS, VT 05452		501(c)(3)	GENEAL PURPOSE	1,500
SAKONNET PRESERVATION ASSOCIATION 7 S OF COMMONS ROAD LITTLE COMPTON, RI 02837		501(c)(3)	GENERAL PURPOSE	6,000
NATURE CONSERVANCY OF RHODE ISLAND BOX 226 LITTLE COMPTON, RI 02837		501(c)(3)	GENERAL PURPOSE	32,644
LITTLE COMPTON AGRICULTURAL CONSERVANCY TRUST BOX 226 LITTLE COMPTON, RI 02837		501(c)(3)	GENERAL PURPOSE	8,500
LAND TRUST COUNCILTSNE 89 SOUTH STREET SUIT 700 BOSTON, MA 02111			GENREAL PURPOSE	5,000
CORNELL UNIVERSITY DAY HALL LOBBY ITHACA, NY 14853		501(c)(3)	GENERAL PURPOSE	40,000
Total				264,494