



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2012

For calendar year 2012 or tax year beginning DEC 1, 2012, and ending NOV 30, 2013

Name of foundation

THE GOLDSTEIN FAMILY FOUNDATION

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

C/O ARTHUR FOX CPA, 420 LEXINGTON AVE

Room/suite
1733

City or town, state, and ZIP code

NEW YORK, NY 10170

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change 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) J Accounting method: Cash Accrual
 Other (specify) ► \$ 14,490,319. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		112.	112.		
4 Dividends and interest from securities		550,850.	529,090.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-120,814.			
b Gross sales price for all assets on line 6a	3,061,186.				
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
10a					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		430,148.	529,202.		
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		3,000.	1,500.	1,500.	
c Other professional fees					
17 Interest		11,848.	0.	750.	
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		3,784.	0.	3,784.	
22 Printing and publications					
23 Other expenses		200,000.	188,650.	11,350.	
24 Total operating and administrative expenses. Add lines 13 through 23		218,632.	190,150.	17,384.	
25 Contributions, gifts, grants paid		683,515.		683,515.	
26 Total expenses and disbursements. Add lines 24 and 25		902,147.	190,150.	700,899.	
27 Subtract line 26 from line 12:		-471,999.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			339,052.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		887.	8,740.	8,740.
	2 Savings and temporary cash investments		2,217,558.	4,094,625.	4,094,625.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	STMT 6	3,200,000.	3,100,000.	3,100,000.
	b Investments - corporate stock	STMT 7	1,206,743.	1,206,743.	2,752,644.
	c Investments - corporate bonds	STMT 8	6,596,032.	2,164,113.	2,363,650.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 9	0.	2,175,000.	2,170,660.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		13,221,220.	12,749,221.	14,490,319.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	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		3,724,638.	3,724,638.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		9,496,582.	9,024,583.	
	30 Total net assets or fund balances		13,221,220.	12,749,221.	
	31 Total liabilities and net assets/fund balances		13,221,220.	12,749,221.	

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	13,221,220.
2 Enter amount from Part I, line 27a	2	-471,999.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	12,749,221.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,749,221.

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
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					
b					
c					
d					
e	3,061,186.		3,182,000.	-120,814.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				-120,814.	
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	-120,814.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	709,290.	15,092,083.	.046997
2010	666,290.	12,765,512.	.052195
2009	705,574.	14,038,054.	.050262
2008	706,221.	13,885,053.	.050862
2007	738,251.	14,322,914.	.051543

2 Total of line 1, column (d)

2 .251859

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 .050372

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 14,330,977.

5 Multiply line 4 by line 3

5 721,880.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 3,391.

7 Add lines 5 and 6

7 725,271.

8 Enter qualifying distributions from Part XII, line 4

8 700,899.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 9,735.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 9,735.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 2,954.

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

11 0.

Part VII-A Statements Regarding Activities

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?

Yes

No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1a X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1b X

c Did the foundation file Form 1120-POL for this year?

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 X

*If "Yes," attach a detailed description of the activities.*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

• By language in the governing instrument, or

6 X

• 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?

7 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8b X

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

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)

10 X

of each state as required by General Instruction G? *If "No," attach explanation*9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

8b X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

9 X

Form 990-PF (2012)

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 ► **ARTHUR V. FOX, CPA P.C.** Telephone no. ► **212-752-6400**
Located at ► **126 EAST 56TH STREET-12FL, NEW YORK, NY** ZIP+4 ► **10022**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** N/A

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► 16 **Yes** **No**
X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A		
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 <input type="checkbox"/> 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)): 1b <input type="checkbox"/>		
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 ► _____, _____, _____, _____, _____		
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 <input type="checkbox"/>		
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? <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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 3b <input type="checkbox"/>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input type="checkbox"/> 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 <input type="checkbox"/>		

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

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

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

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

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

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

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

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

N/A



5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JEROME R. GOLDSTEIN C/O J.P. MORGAN 277 PARK AVE NEW YORK, NY 10172	PRESIDENT 0.00	0.	0.	0.
DOROTHY L. GOLDSTEIN C/O J.P. MORGAN 277 PARK AVE NEW YORK, NY 10172	VICE PRESIDENT 0.00	0.	0.	0.
BETTINA L. DECKER C/O J.P. MORGAN 277 PARK AVE NEW YORK, NY 10172	TREAS/SEC 0.00	0.	0.	0.

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

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

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



0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A **Summary of Direct Charitable Activities**

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

1	N/A	Expenses
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A	Amount
2		
3		
All other program-related investments. See instructions.		
Total. Add lines 1 through 3	►	0.

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	14,544,401.
b Average of monthly cash balances	1b	4,814.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	14,549,215.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	14,549,215.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	218,238.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,330,977.
6 Minimum investment return. Enter 5% of line 5	6	716,549.

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	716,549.
2a Tax on investment income for 2012 from Part VI, line 5	2a	6,781.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	6,781.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	709,768.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	709,768.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	709,768.

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	700,899.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	700,899.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	700,899.

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				709,768.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			662,013.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 700,899.				
a Applied to 2011, but not more than line 2a			662,013.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount				38,886.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

1 a 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)

2 a 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

- 3 Complete 5a, b, or c for the alternative test relied upon:
 - a "Assets" alternative test - enter:
 - (1) Value of all assets
 - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
 - b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
 - c "Support" alternative test - enter:
 - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III)
 - (3) Largest amount of support from an exempt organization
 - (4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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.

2. The name, address, and telephone number or e-mail 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;

8. Any submission deadlines:

4. 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
a Paid during the year			THE PURPOSE OF THESE CONTRIBUTIONS IS TO	
VOID CHECKS 11/30/12-COLUMBIA BUSINESS SCHOOL	NONE		PROVIDE THE DONEE ORGANIZATIONS TO CARRY OUT	-5,000.
VOID CHECKS 11/30/12-THE JEWISH MUSEUM	NONE		THEIR EXEMPT FUNCTIONS	-1,000.
SEE SCHEDULE ATTACHED	NONE			689,515.
Total			► 3a	683,515.
b Approved for future payment				
NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
NOT APPLICABLE	

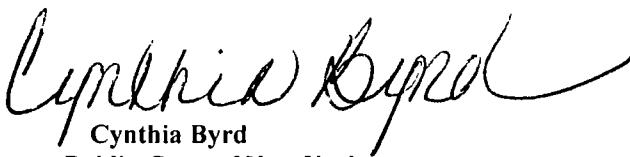
STATE OF NEW YORK
County of New York, s:

THE ANNUAL RETURN
OF The Goldstein Family
FOUNDATION for the fiscal
year ended 11/30/13 is
available at its principal
office located at c/o AR-
THUR FOX CPA 420 LEX-
INGTON AVENUE New
York, NY 10170 for inspec-
tion during regular busi-
ness hours by any citizen
who requests it within 180
days hereof. Principal
Manager of the Founda-
tion is Jerome Goldstein
2213388 J10

Mary Pawlina, being duly sworn, says that she is the PRINCIPAL
CLERK of the Publisher of the **NEW YORK LAW**
JOURNAL, a Daily Newspaper; that the Advertisement hereto
annexed has been published in the said **NEW YORK LAW**
JOURNAL one time on the 10th day of January, 2014.

TO WIT: JANUARY 10, 2014

SWORN BEFORE ME, this 10th day
Of January, 2014.


Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2015

THE GOLDSTEIN FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 432M AVIS BUDGET CAR RENTAL	5/15/16		P		12/10/12
b 200M CREDIT SUISSE	12/24/12		P		12/24/12
c 200M GOLDMAN SACHS GP	2/6/13		P		02/06/13
d 400M CREDIT SUISSE	4/10/17		P		04/10/13
e 1000M JP MORGAN CHASE			P		04/10/13
f ALCATEL-CIL			P		04/30/13
g 500M DEUTSCHE BANK	6/12/13		P		06/12/13
h 250M JP MORGAN CHASE	8/4/13		P		08/13/13
i 225M JP MORGAN CHASE	8/21/13		P		08/21/13
j					
k					
l					
m					
n					
o					

(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 443,159.		432,000.	11,159.
b 220,000.		200,000.	20,000.
c 220,000.		200,000.	20,000.
d 444,712.		400,000.	44,712.
e 710,294.		1,000,000.	-289,706.
f 21.			21.
g 523,750.		500,000.	23,750.
h 278,250.		250,000.	28,250.
i 221,000.		200,000.	21,000.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			11,159.
b			20,000.
c			20,000.
d			44,712.
e			-289,706.
f			21.
g			23,750.
h			28,250.
i			21,000.
j			
k			
l			
m			
n			
o			

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	-120,814.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

THE GOLDSTEIN FAMILY FOUNDATION

13-3192220

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JP MORGAN CHASE -BROKERAGE	112.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	112.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
J.P. MORGAN CHASE-BROKERAGE-CORP BOND INT	479,206.	0.	479,206.
J.P. MORGAN CHASE-BROKERAGE-DIVIDENDS	49,884.	0.	49,884.
J.P. MORGAN CHASE-BROKERAGE-MUNICIPAL INT	21,760.	0.	21,760.
TOTAL TO FM 990-PF, PART I, LN 4	550,850.	0.	550,850.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	3,000.	1,500.		1,500.
TO FORM 990-PF, PG 1, LN 16B	3,000.	1,500.		1,500.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	11,098.	0.		0.
NY STATE FILING FEE	750.	0.		750.
TO FORM 990-PF, PG 1, LN 18	11,848.	0.		750.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	200,000.	188,650.		11,350.
TO FORM 990-PF, PG 1, LN 23	200,000.	188,650.		11,350.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
2300M MASS ST HEALTH & EDL		X	2,300,000.	2,300,000.
800M NEW YORK NY ARS BDS		X	800,000.	800,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,100,000.	3,100,000.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,100,000.	3,100,000.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,171 SHS ALCATEL-LUCENT	185,112.	5,047.
10,000 SHS ANIXTER INTERNATIONAL INC	306,067.	884,000.
354 SHS LSI LOGIC CORP	41,046.	2,857.
3,000 SHS APPLE COMPUTER	416,110.	1,668,210.
5,550 SH. FREEPORT MCMORAN COPPER & GOLD	258,408.	192,530.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,206,743.	2,752,644.

THE GOLDSTEIN FAMILY FOUNDATION

13-3192220

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1000M CITIGROUP INC SUB NT	926,300.	1,031,500.
650M FORD MOTOR CREDIT NOTES	637,813.	692,718.
600M FORD MOTOR CREDIT NOTES	600,000.	639,432.
432M AVIS BUDGET CAR RENT LLC 14	0.	0.
CREDIT SUISSE AG	0.	0.
CREDIT SUISSE NEW YORK	0.	0.
GOLDMAN SACHS GROUP INC	0.	0.
JP MORGAN CHASE	0.	0.
DEUTSCHE BANK	0.	0.
JP MORGAN CHASE	0.	0.
JP MORGAN CHASE	0.	0.
JP MORGAN CHASE	0.	0.
JP MORGAN CHASE	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,164,113.	2,363,650.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
350M BARCLAYS BK 12/19/13	COST	350,000.	324,030.
575M JP MORGAN CHASE 2/12/14	COST	575,000.	619,735.
100M JP MORGAN CHASE 5/21/14	COST	100,000.	88,050.
100M JP MORGAN CHASE 6/11/14	COST	100,000.	96,820.
150M JP MORGAN CHASE 6/18/14	COST	150,000.	146,925.
200M JP MORGAN CHASE 6/19/14	COST	200,000.	188,040.
200M JP MORGAN CHASE 8/13/14	COST	200,000.	196,360.
500M JP MORGAN CHASE 9/4/14	COST	500,000.	510,700.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,175,000.	2,170,660.

THE GOLDSTEIN FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FOR THE YEAR ENDED NOVEMBER 30, 2013

Check #	NAME	ADDRESS	AMOUNT
1263	Women's Campaign International	3701 Chestnut St, Philadelphia PA 19104	2,000.00
1264	Friends of Lasdon Park & Arboretum	2610 New York 35, Katonah, NY 10536	1,000.00
1265	Bedford Historical Society	612 Old Post Rd, Bedford, NY 10506	250.00
1266	American Jewish Committee	165 E 56th St New York, NY 10022	1,000.00
1267	St Lukes & Roosevelt Hospital	555 W 57 St NY NY 10019	1,500.00
1269	The Stecher & Horowitz Fnd	119 W 57 St NY NY 10019	1,000.00
1270	Canavan Foundation	450 West End Ave, NY NY 10024	500.00
1273	Women's Campaign International	3701 Chestnut St, Philadelphia PA 19104	4,500.00
1275	The United States Olympics Committee	27 South Tejon, Colorado Springs, CO 80903	500.00
1276	Safe Horizon	2 Lafayette ST NY NY 10007	500.00
1277	The Animal Medical Center	510 E 62nd St, New York, NY 10065	5,000.00
1278	The Lotos Foundation	5 East 66th St New York, NY 10065	500.00
1279	Congregation Emauel	1 E 65th St, New York, NY 10065	1,000.00
1280	Mt. Sinai Medical Center	5 E 98th St. #1188 New York, NY 10029	250.00
1281	United Hospital Fund	1411 Broadway 12th Fl, New York, NY 10018	300.00
1284	Westchester Land Trust	403 Harris Rd Bedford Hills NY 10507	3,000.00
1283	The Botanical Garden	2900 Southern Blvd, Bronx, NY 10458	400.00
1285	The Frances Perkins Center	170 Main St, Damariscotta, ME 04543	250.00
1286	Caramoor Center for Music & Arts	149 Girdle Ridge Rd, Katonah, NY 10536	1,200.00
1287	Lighthouse International	111 E 59th St, New York NY 10022	300.00
1288	Riverside Park Conservatory	475 Riverside Drive STE 455 New York, NY 10115	300.00
1289	Congregation Emauel	1 E 65th St, New York, NY 10065	2,300.00
1290	The Roosevelt Institute	570 Lexington Ave Rm 1801 New York NY 10022	2,500.00
1291	The Stecher & Horowitz Fnd	119 W 57 St NY NY 10019	1,000.00
1292	Conservation of Westchester County (CWC)	450 Saw Mill River Road, Ardsley, NY 10502	200.00
1293	Dartmouth College	6083 Alumni Gym Hanover NHJ 03755	115.00
1295	Dartmouth College Friends	6083 Alumni Gym Hanover NHJ 03755	500.00
1296	Children of Bellevue Hospital	462 1st Ave #Me15, New York NY 10016	250.00
1294	Friends of John Jay Homestead	E76th st FDR Drive New York, NY 10075	5,000.00

1297 NY Eye and Ear Infirmary	310 E 14 St NY NY 10003	1,550.00
1298 Dolphins Cycling Challenge	347 Don Shula Drive Miami Garens FL 33056	25,000.00
1299 Women's Campain International	3701 Chestnut St, Philadelphia PA 19104	2,000.00
1601 Dartmouth College Sponsors	6083 Alumni Gym Hanover NHJ 03755	500.00
1602 Dartmouth College Funds	6083 Alumni Gym Hanover NHJ 03755	50,000.00
1603 Dartmouth College Funds	6083 Alumni Gym Hanover NHJ 03755	10,000.00
1604 Dartmouth College Scholarships	6083 Alumni Gym Hanover NHJ 03755	25,000.00
1605 Westchester Land Trust	403 Harris Rd Bedford Hills NY 10507	17,000.00
1606 Central Park Conservacy	14 E 60th St, New York, NY 10022	500.00
1607 NY Eye and Ear Infirmary	310 E 14 St NY NY 10003	15,000.00
1608 Congregation Emael	1 E 65th St, New York, NY 10065	3,500.00
1609 The Museum of Modern Art	11 W 53rd St, New York, NY 10019	1,200.00
1610 The Jewish Museum	1109 5 Ave NY NY	1,000.00
1611 The Jewish Museum	1109 5 Ave NY NY	1,000.00
1612 The Columbia Business School	622 W 113 St NY NY	500.00
1613 The Animal Medical Center	510 E 62nd St, New York, NY 10065	10,000.00
1614 The American Jewish Committee	165 E 56th St New York, NY 10022	10,000.00
1615 Barnard College	3009 Broadway, New York NY 10027	500.00
1616 Wilkes University	111 E Market ST Wilkes Barre Pa 18701	1,000.00
1617 American Museum of Natural History	Central Park W New York, NY 10024	600.00
1618 Prep for Prep	328 W 71st New York, NY 10023	500.00
1619 United Way of Northern Westchester	336 Central Park Ave, White Plains, NY 10606	2,500.00
1620 W NET 13	Box 1313 NY NY 10102	500.00
1622 Facing History and Ourselves	16 Hurd Road, Brookline, MA 02445	500.00
1623 The NY Public Library	467 5th Ave NY NY 10138	500.00
1624 The Carl Schurz Park	E 86th Street and East End Ave, New York, NY 10028	500.00
1625 The Philanthropy Roundtable	1730 M St VW 601 Washington DC 20036	1,000.00
1626 The Northern Westchester Hospital	400 E Main St., Mt. Kisco, NY 10549	1,100.00
1627 The Frances Perkins Center	170 Main St, Damariscotta, ME 04543	500.00
1628 Congregation Emael	1 E 65th St, New York, NY 10065	1,000.00
1629 Friends of Lasdon Park & Arboretum	2610 New York 35, Katonah, NY 10536	1,000.00
1630 Gracie Mansion Conservacy	88th Street and E End Ave, New York, NY 10028	250.00
1631 St Lukes & Roosevelt Hospital	555 W 57 St NY NY 10019	25,000.00
1632 The NY Botanical Gardens	2900 Southern Blvd, Bronx, NY 10458	1,000.00

1633 Metropolitan Museum of Art	1000 5th Ave, New York, NY 10028	1,200.00
1634 Metropolitan Museum of Art	1000 5th Ave, New York, NY 10028	2,000.00
1635 The Chapin School	100 East End Ave NY NY 10028	5,000.00
1636 The Friends of Green Chimneys	400 Doansberg Rd Brewster NY	250.00
1637 The Mariposa Center	P.O. Box 6759 Providence RI 02940	250.00
1638 Memorial Sloan-Kettering Cancer Center	1275 York Ave, New York NY 10065	1,000.00
1639 The Chapin School	100 East End Ave NY NY 10028	30,000.00
1640 Gracie Mansion Conservancy	88th Street and E End Ave, New York, NY 10028	250.00
1641 The Alliance Eating Disorder Association	1649 Forum Place #2 West Palm Beach, FL 33401	500.00
1642 Museum Immagation	Ellis Island New York, NY 1004	250.00
1643 Mt. Sinai Medical Center	5 E 98th St. #1188 New York, NY 10029	100,000.00
1644 The Jewish Comm Fund	575 Madison Ave NY NY 10022	300,000.00
Total		<u><u>689,515.00</u></u>