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Return of Private Foundation

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation HERBERT GOLDSTEN TRUST 58017730		A Employer identification number 36-3412270
Number and street (or P O box number if mail is not delivered to street address) 8712 WEST DODGE ROAD #300		B Telephone number (see instructions) 402-963-2154
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code OMAHA, NE 68114		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply.	<input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,503,766.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	5.	5.		STMT 1
4	Dividends and interest from securities	70,473.	70,473.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	116,069.			
b	Gross sales price for all assets on line 6a	1,334,960.			
7	Capital gain net income (from Part IV, line 2)		116,069.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total: Add lines 1 through 11	186,547.	186,547.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	20,803.	16,643.		4,160.
17	Interest				
18	Taxes (attach schedule) (see instructions)	3,713.	854.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)	29.	9.		20.
24	Total operating and administrative expenses. Add lines 13 through 23	24,545.	17,506.	NONE	4,180.
25	Contributions, gifts, grants paid	105,100.			105,100.
26	Total expenses and disbursements Add lines 24 and 25	129,645.	17,506.	NONE	109,280.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	56,902.			
b	Net investment income (if negative, enter -0-)		169,041.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		937.	937.
	2	Savings and temporary cash investments	16,513.	219,391.	219,391.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶		NONE	
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶		NONE	
	5	Grants receivable		NONE	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		NONE	
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	NONE	NONE	
	8	Inventories for sale or use		NONE	
	9	Prepaid expenses and deferred charges		NONE	
	10 a	Investments - U.S. and state government obligations (attach schedule)		NONE	
	b	Investments - corporate stock (attach schedule) . STMT 5	1,438,372.	1,391,542.	1,752,681.
	c	Investments - corporate bonds (attach schedule) . STMT 9	613,627.	515,214.	529,820.
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans		NONE		
13	Investments - other (attach schedule)		NONE		
14	Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation (attach schedule) ▶		NONE		
15	Other assets (describe ▶ ACCRUED INCOME)	2,029.	937.	937.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,070,541.	2,128,021.	2,503,766.	
Liabilities	17	Accounts payable and accrued expenses		NONE	
	18	Grants payable		NONE	
	19	Deferred revenue		NONE	
	20	Loans from officers, directors, trustees, and other disqualified persons		NONE	
	21	Mortgages and other notes payable (attach schedule)		NONE	
	22	Other liabilities (describe ▶ RETURN OF CAPITAL ADJUSTMENT)	184.	761.	
	23	Total liabilities (add lines 17 through 22)	184.	761.	
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2,070,357.	2,127,260.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	2,070,357.	2,127,260.		
31	Total liabilities and net assets/fund balances (see instructions)	2,070,541.	2,128,021.		

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 2,070,357.
2	Enter amount from Part I, line 27a	2 56,902.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3 1.
4	Add lines 1, 2, and 3	4 2,127,260.
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 2,127,260.

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 PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,334,960.		1,218,891.	116,069.	
b				
c				
d				
e				
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) 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			116,069.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 116,069.
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	112,079.	2,206,768.	0.050789
2011	112,237.	2,269,707.	0.049450
2010	96,698.	2,223,869.	0.043482
2009	112,216.	2,015,257.	0.055683
2008	118,746.	2,231,141.	0.053222
2 Total of line 1, column (d)			2 0.252626
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 0.050525
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 2,346,978.
5 Multiply line 4 by line 3			5 118,581.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,690.
7 Add lines 5 and 6			7 120,271.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 109,280.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
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	3,381.
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	3,381.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,381.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,632.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,632.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,749.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of U S BANK NATIONAL ASSOCIATION Telephone no (402) 963-2154
Located at 525 N 132ND ST, OMAHA, NE ZIP+4 68154
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2013 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 2013) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

- 5a During the year did the foundation pay or incur any amount to:
 - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
- Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
- If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b

6b

7b

X

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
SEE STATEMENT 10				

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	2,285,496.
b	Average of monthly cash balances	1b	97,223.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,382,719.
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	NONE
3	Subtract line 2 from line 1d	3	2,382,719.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,741.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,346,978.
6	Minimum investment return. Enter 5% of line 5	6	117,349.

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	117,349.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,381.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,381.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	113,968.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	113,968.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	113,968.

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	109,280.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	109,280.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	109,280.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				113,968.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			102,933.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>109,280.</u>				
a Applied to 2012, but not more than line 2a			102,933.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				6,347.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				107,621.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

Table with 5 columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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).)

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail address 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
JEWISH FAMILY SERVICE 333 S 132ND STREET OMAHA NE 68154	NONE	N/A	GENERAL SUPPORT	5,000.
JEWISH COMMUNITY CTR OF OMAHA OMAHA NE	NONE	N/A	SCHOLARSHIPS	3,000.
FRIEDEL JEWISH ACADEMY 333 S 132ND STREET OMAHA NE 68154	NONE	N/A	UNRESTRICTED	5,000.
BETH EL SYNAGOGUE 14506 CALIFORNIA STREET OMAHA NE 68154	NONE	N/A	GENERAL SUPPORT	11,125.
PLAINS STATES REGION OF ADL 333 SOUTH 132ND ST OMAHA NE 68154	NONE	N/A	DIVERSITY COUNT PROGRAM	10,700.
THE JEWISH PRESS OMAHA NE	NONE	NONE	WALL OF COMMUNITY NEWSPAPER HISTORY	10,000.
JEWISH FEDERATION OF OMAHA 333 S 132ND STREET OMAHA NE 68154	NONE	N/A	UNRESTRICTED	27,000.
JEWISH COMMUNITY CENTER 333 S 132ND STREET OMAHA NE 68154	NONE	N/A	GENERAL	3,000.
CENTER FOR JEWISH LIFE 333 SOUTH 132ND ST OMAHA MP 68154	NONE	N/A	GENERAL	24,375.
NEBRASKA JEWISH HISTORICAL SOCIETY 333 SOUTH 132ND ST OMAHA NE 68154	NONE	N/A	GENERAL	5,900.
Total			▶ 3a	105,100.
b Approved for future payment				
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 2 columns: Yes, No. Rows 1a(1) through 1c. All 'No' boxes are checked (X).

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) is based on all information of which preparer has any knowledge. Signature of officer or trustee: David J. Haworth, Date: 4-24-2014, Title: TRUSTEE / SEC TREAS.

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

Paid Preparer Use Only Print/Type preparer's name: RICHARD HAWORTH, Preparer's signature: [Signature], Date: 4/17/14, Check self-employed if: [], PTIN: P01292709, Firm's name: U.S. BANK NATIONAL ASSOCIATION, Firm's EIN: 31-0841368, Firm's address: P O BOX 64713; TRUST TAX SERVICES ST. PAUL, MN 55164-0713, Phone no.: 877-209-7529

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST ON SAVINGS AND TEMPORARY CASH	5.	5.
TOTAL	5.	5.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
INVESTMENT MANAGEMENT FEE	20,803.	16,643.	4,160.
TOTALS	20,803.	16,643.	4,160.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	22.	22.
FEDERAL TAX PAYMENT - PRIOR YE	1,227.	
FEDERAL TAX	1,632.	
FOREIGN TAXES ON QUALIFIED FOR	746.	746.
FOREIGN TAXES ON NONQUALIFIED	86.	86.
TOTALS	3,713.	854.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NONALLOCABLE EXPENSES -	9.	9.	
OTHER EXPENSES	20.		20.
TOTALS	29.	9.	20.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GENERAL ELEC CO	24,521.	24,343.	25,479.
UNITED TECHNOLOGIES CORP	7,546.	5,180.	19,232.
EXXON MOBIL CORP	2,523.	2,523.	17,305.
ANADARKO PETROLEUM CORP	21,830.	16,227.	17,688.
CAPITAL ONE FINANCIAL CORP	12,701.		
EMERSON ELECTRIC CO	13,069.	12,449.	13,966.
FREEMPORT MCMORAN COPPER & GOLD	29,654.		
PFIZER INC	28,979.	12,487.	22,605.
AMERICAN TOWER CORP	12,396.	6,890.	14,128.
ACE LTD	9,649.	9,649.	15,426.
LAUDUS INTL MRKTMASTERS INV FD	95,034.	116,726.	136,833.
MACYS INC	11,416.	8,048.	15,059.
MERCK AND CO	23,205.		
J P MORGAN CHASE	28,024.	18,847.	25,790.
OCCIDENTAL PETROLEUM CORP	9,633.	9,634.	16,833.
FIFTH THIRD BANCORP	16,059.	10,486.	11,251.
ALLERGAN INC	12,907.		
CATERPILLAR INC		16,086.	16,981.
BOEING CORP	12,611.	12,611.	23,476.
ISHARES MSCI EMERGING MKTS ETF	99,931.	99,931.	107,873.
NATIONAL OILWELL VARCO INC	13,407.		
FOOT LOCKER INC	4,325.	4,325.	12,473.
UNITED HEALTH GROUP INCORPORAT	14,636.	14,636.	25,602.
TERADATA CORP DEL	14,005.		
AMERICAN CENY SMALL CAP GRTH	39,877.	39,877.	59,007.
IPATH DOW JONES UBS COMMODITY	113,762.	64,005.	60,491.
DOVER CORP	10,439.		
PIONEER NAT RES CO	13,637.		
PRUDENTIAL FINANCIAL CORP	16,844.	11,313.	17,337.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SIM COPRP	25,722.	13,257.	22,023.
SCHLUMBERGER LTD	26,459.	11,058.	15,138.
NUVEEN GLOBAL INFRAST FD	25,000.		
NUVEEN SMALL CAP GROWTH OPP FD	53,314.	92,388.	116,767.
APPLE INC	20,647.	16,529.	20,758.
BANK OF AMERICA CORP	23,967.	10,785.	20,039.
CF INDUSTRIES HOLDINGS INC	12,566.		
CITIGROUP INC	25,466.	18,108.	27,827.
CONAGRA FOOD INC	10,542.		
CVS CAREMARK CORP	16,628.		
DOLLAR TREE INC	13,091.		
DOW CHEM CO	10,716.	10,716.	16,206.
EDISON INTL	16,165.		
GILEAD SCIENCES INC	13,042.	8,514.	22,455.
GOOGLE INC CL A	12,797.	12,797.	23,535.
HOME DEPOT INC	16,385.		
INTERNATIONAL BUSINESS MACHINE	11,044.		
JARDEN CORP	15,320.		
LIBERY MEDIA CORP	12,015.		
LOWES CO INC	12,442.	12,442.	17,392.
LSI CORPORATION	15,934.		
MARATHON OIL CORPORATION	33,774.	12,773.	16,167.
MASTERCARD INC	23,098.	7,272.	14,203.
MAXIM INTEGRATED PRODS INC	11,811.		
MONDELEZ INTERNATIONAL W I	10,927.	19,466.	25,451.
MOTOROLA SOLUTIONS INC	11,591.		
POLARS INDS INC	15,653.	9,441.	14,855.
STAPLES INC	10,024.	10,024.	10,217.
STARBUCKS CORP	12,063.		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TYSON FOODS INC	10,473.		
WELLS FARGO CO	24,003.	15,625.	24,471.
WILLIAMS COS INC	13,752.		
COVIDIEN PLC	12,016.		
EATON CORP PLC	14,493.	7,948.	11,646.
GLAXO SMITHKLINE P L C A D R	12,006.		
INGERSOLL RAND PLC	9,729.		
NIELSEN HOLDINGS N V	10,756.		
NUVEEN REAL ESTATE SECS I	100,321.		
AGILENT TECHNOLOGIES INC		7,062.	10,968.
AUTODESK INC		121,375.	110,706.
BEST BUY CO		14,630.	16,128.
BORG WARNER INC		10,355.	15,096.
BRUNSWICK CORP		6,258.	11,884.
CA INC		9,342.	13,195.
CHEVRON CORPORATION		12,151.	13,496.
CIGNA CORP		9,658.	12,989.
HARLEY DAVIDSON INC		11,093.	10,992.
ILLINOIS TOO, WORKSINC		9,688.	13,035.
INTERNATIONAL PAPER CO		9,373.	10,248.
KOHL'S CORP		11,732.	14,378.
LINCOLN NAT'L CORP		12,768.	13,974.
MICROSOFT CORP		11,271.	12,145.
MOHAWK CORP		18,923.	24,881.
MONSANTO CO		19,798.	21,211.
MORGAN STANLEY		14,406.	15,188.
NRG ENERGY INC		6,840.	7,809.
P P G INDS INC		10,155.	14,112.
PITNEY BOWES INC		13,639.	16,054.
		10,991.	11,569.
		16,485.	22,554.

HERBERT GOLDSTEN TRUST 58017730

36-3412270

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ROCKWELL AUTOMATION INC		11,402.	14,888.
STRYKER CORP		13,917.	14,126.
SYMANTEC CORP		28,121.	28,202.
XEROX CORP		11,240.	13,375.
ROYAL CARIBBEAN CRUISES		11,550.	14,842.
SCOUT INTERNATIONAL FUND		120,196.	126,762.
TOTALS	1,438,372.	1,391,542.	1,752,681.

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GENERAL ELECTRIC CO	50,970.		
HOUSEHOLD FIN CORP	46,950.		
ALLSTATE CORP	50,616.	50,616.	51,383.
ISRAEL ST DLR BD 4.62%	52,335.		
GOLDMAN SACHS GROUP 5.0% 2014	78,032.	78,032.	77,384.
PFIZER INC	50,797.	50,797.	52,833.
WESTPAC BANKING	49,804.	49,804.	51,945.
ISRAEL ST DIR BD 1/1/2021	25,000.	25,000.	25,000.
NUVEEN STRATEGIC INCOME I	209,123.	211,514.	221,858.
INTEL CORP		49,451.	49,417.
TOTALS	613,627.	515,214.	529,820.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:
 JOSEPH KIRSHENBAUM
 ADDRESS:
 1742 CRAWFORD ROAD
 OMAHA, NE
 TITLE:
 PRESIDENT
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

OFFICER NAME:
 JANIE MUROW
 ADDRESS:
 12911 LAFAYETTE AVENUE
 OMAHA, NE 68154
 TITLE:
 VICE-PRESIDENT
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

OFFICER NAME:
 HOWARD J. KASLOW
 ADDRESS:
 2403 SOUTH 102ND STREET
 OMAHA, NE
 TITLE:
 SEC/TREAS.
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

OFFICER NAME:
 NORMAN VEITZER
 ADDRESS:
 12617 CRYER AVENUE
 OMAHA, NE
 TITLE:
 VICE-PRESIDENT
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

ROBERT L. BELGRADE

ADDRESS:

1015 S 78TH ST
OMAHA, NE 68114

TITLE:

VICE-PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4