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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE ELLIOTT & HARRIET GOLDSTEIN PRIVATE FDN, DBA HIGHLAND VINEYARD FOUNDATION		A Employer identification number 37-6456099
Number and street (or P O box number if mail is not delivered to street address) 40 BURTON HILLS BLVD	Room/suite 300	B Telephone number 615-783-1446
City or town, state or province, country, and ZIP or foreign postal code NASHVILLE, TN 37215		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,458,287.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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))		(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		14,514.	14,514.		STATEMENT 1
4 Dividends and interest from securities		134,940.	132,551.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		293,782.			
b Gross sales price for all assets on line 6a 1,025,435.					
7 Capital gain net income (from Part IV, line 2)			293,782.		
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)					
11 Other income		264,575.	2,447.		STATEMENT 3
12 Total. Add lines 1 through 11		707,811.	443,294.		
13 Compensation of officers, directors, trustees, etc		87,481.	19,481.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		5,281.	0.		0.
b Accounting fees STMT 5		6,320.	1,580.		0.
c Other professional fees					
17 Interest		10.	10.		0.
18 Taxes STMT 6		2,206.	104.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		26,052.	0.		26,052.
22 Printing and publications					
23 Other expenses STMT 7		34,431.	34,431.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		161,781.	55,606.		26,052.
25 Contributions, gifts, grants paid		657,500.			657,500.
26 Total expenses and disbursements. Add lines 24 and 25		819,281.	55,606.		683,552.
27 Subtract line 26 from line 12		-111,470.			
a Excess of revenue over expenses and disbursements			387,688.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

G14 PD

**THE ELLIOTT & HARRIET GOLDSTEIN PRIVATE
FDN, DBA HIGHLAND VINEYARD FOUNDATION**

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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
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		338,548.	238,959.	238,959.
	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 8		0.	17,138.	16,814.
	b	Investments - corporate stock STMT 9		4,525,784.	2,199,493.	3,708,125.
	c	Investments - corporate bonds STMT 10		907,112.	287,140.	284,613.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		1,032,252.	3,950,835.	4,209,776.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)		1,339.	0.	0.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		6,805,035.	6,693,565.	8,458,287.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
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		0.	0.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		6,805,035.	6,693,565.		
30	Total net assets or fund balances		6,805,035.	6,693,565.		
31	Total liabilities and net assets/fund balances		6,805,035.	6,693,565.		

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	6,805,035.
2	Enter amount from Part I, line 27a	2	-111,470.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,693,565.
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	6,693,565.

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 1,025,435.		731,653.	293,782.

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			293,782.

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	293,782.
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))
2012	173,513.	6,952,183.	.024958
2011	150,796.	5,976,801.	.025230
2010	151,133.	719,942.	.209924
2009	0.	3.	.000000
2008			

2 Total of line 1, column (d)	2	.260112
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	.065028
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,997,618.
5 Multiply line 4 by line 3	5	520,069.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,877.
7 Add lines 5 and 6	7	523,946.
8 Enter qualifying distributions from Part XII, line 4	8	683,552.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,877.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,877.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,877.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,400.
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	4,400.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	1.
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	522.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 522. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address ► N/A	13	X	
14	The books are in care of ► CUMBERLAND TRUST & INVESTMENT COMPA Telephone no ► 615-783-1446 Located at ► 40 BURTON HILLS BLVD, STE 300, NASHVILLE, TN ZIP+4 ► 37215			
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 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? 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 2013?	1b	
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))	1c	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►	2b	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
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	3b	
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)	4a	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	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?		

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?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
LIL FRIEDLANDER	CO-TRUSTEE			
886 AMSTERDAM AVE NE				
ATLANTA, GA 30306	2.50	24,000.	0.	0.
BURTON GOLDSTEIN	CO-TRUSTEE			
124 FERN LANE				
CHAPEL HILL, NC 27514	4.00	44,000.	0.	0.
CUMBERLAND TRUST & INVESTMENT CO	CO-TRUSTEE			
40 BURTON HILLS BLVD				
NASHVILLE, TN 37215	2.00	19,481.	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."

[illegible]

Total number of others receiving over \$50,000 for professional services	0
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Part IX-A	Summary of Direct Charitable Activities
------------------	--

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

1	N/A	
2		
3		
4		

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

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

1	N/A	
2		
All other program-related investments See instructions		
3		

Total. Add lines 1 through 3	0.
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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	7,713,485.
b	Average of monthly cash balances	1b	405,924.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,119,409.
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	8,119,409.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	121,791.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,997,618.
6	Minimum investment return. Enter 5% of line 5	6	399,881.

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	399,881.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,877.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,877.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	396,004.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	396,004.
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	396,004.

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	683,552.
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	683,552.
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	3,877.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	679,675.

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

THE ELLIOTT & HARRIET GOLDSTEIN PRIVATE
FDN, DBA HIGHLAND VINEYARD FOUNDATION

Form 990-PF (2013)

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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				396,004.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			194,941.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 683,552.				
a Applied to 2012, but not more than line 2a			194,941.	
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 2013 distributable amount				396,004.
e Remaining amount distributed out of corpus	92,607.			
5 Excess distributions carryover applied to 2013 (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	92,607.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	92,607.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	92,607.			

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 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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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

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	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 Paid during the year				
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E LOWERY BLVD NW ATLANTA, GA 30318	N/A	501(C)(3) ORGANIZATION	WELFARE	10,000.
DREPUNG LOSELING MONASTERY INC 1781 DRESDEN DR NE ATLANTA, GA 30319	N/A	501(C)(3) ORGANIZATION	RELIGIOUS RELIGIOUS	5,000.
EMORY UNIVERSITY WOMEN'S CENTER 1762 CLIFTON RD NE, STE 1400 ATLANTA, GA 30322	N/A	501(C)(3) ORGANIZATION	EDUCATION	6,000.
LIFECYCLE BUILDING CENTER 1116 MURPHY AVE SW ATLANTA, GA 30310	N/A	501(C)(3) ORGANIZATION	COMMUNITY SERVICE	5,000.
NATIONAL PHILANTHROPIC TRUST - WIND HORSE DONOR ADVISED FUND 165 TOWNSHIP LINE RD, STE 150 JENKINTOWN, PA 19046	N/A	501(C)(3) ORGANIZATION	COMMUNITY SERVICE	105,000.
Total	SEE CONTINUATION SHEET(S)			657,500.
b Approved for future payment				
NONE				
Total				0.

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


		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here  **CO-TRUSTEE**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DANIELLE L. LAMBERT	<i>Danielle Lambert</i>	5/7/14		P00022388
	Firm's name ▶ DUGGAN & MASSEY, P.C.			Firm's EIN ▶ 58-1180006	
	Firm's address ▶ 3575 PIEDMONT RD NE, #200 ATLANTA, GA 30305-1733			Phone no 404.262.3300	

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	FIDELITY - SEE ATTACHED	P	VARIOUS	
b	FIDELITY - SEE ATTACHED	P	VARIOUS	
c	US TRUST - SEE ATTACHED	P	VARIOUS	
d	FIDELITY - SEE ATTACHED	P	VARIOUS	
e	FRIST EAGLE	P	VARIOUS	
f	JP MORGAN A/C 37008009, SEE ATTACHED	P	VARIOUS	
g	JP MORGAN A/C 37008009, SEE ATTACHED	P	VARIOUS	
h	JPM ACCESS MULTI-STRATEGY FD II	P	VARIOUS	
i	JPM TRI I STRG INCOME OPPT FD #3844	P	VARIOUS	
j	CAPITAL GAINS DIVIDENDS			
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 19,053.		19,554.	-501.
b 303,098.		295,591.	7,507.
c 135,717.		178,489.	-42,772.
d 41,094.		32,194.	8,900.
e 76,754.			76,754.
f 110,267.			110,267.
g 112,303.			112,303.
h 142,500.		130,825.	11,675.
i 75,000.		75,000.	0.
j 9,649.			9,649.
k			
l			
m			
n			
o			

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-501.
b			7,507.
c			-42,772.
d			8,900.
e			76,754.
f			110,267.
g			112,303.
h			11,675.
i			0.
j			9,649.
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	293,782.
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 ELLIOTT & HARRIET GOLDSTEIN PRIVATE
FDN, DBA HIGHLAND VINEYARD FOUNDATION

37-6456099

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NOURISH INTERNATIONAL 133 1/2 E. FRANKLIN ST, STE 105 CHAPEL HILL, NC 27514	N/A	501(C)(3) ORGANIZATION	HEALTHCARE	13,000.
TEMPLE ISRAEL OF GREATER MIAMI, GRACE G & B.B. GOLDSTEIN MEMORIAL MUSIC FD 137 NE 19TH ST MIAMI, FL 33132	N/A	501(C)(3) ORGANIZATION	ARTS	1,000.
UNIVERSITY OF NORTH CAROLINA - CHAPEL HILL 200 EAST CAMERON AVENUE CHAPEL HILL, NC 27514	N/A	501(C)(3) ORGANIZATION	EDUCATION	455,000.
WIKIMEDIA FOUNDATION INC 149 NEW MONTGOMERY ST FLOOR 3 SAN FRANCISCO, CA 94105	N/A	501(C)(3) ORGANIZATION	EDUCATION	5,000.
CHILMARK POND ASSOCIATION 30 ITHACA CIRCLE NEWTON, MA 02462	N/A	501(C)(3) ORGANIZATION	ENVIRONMENT	500.
HELP TO IMPACT LIVES PO BOX 14714 RTP, NC 27709	N/A	501(C)(3) ORGANIZATION	EDUCATION	1,000.
HOSPICE ATLANTA CENTER 1244 PARK VISTA DR ATLANTA, GA 30319	N/A	501(C)(3) ORGANIZATION	HEALTHCARE	500.
YALE UNIVERSITY 38 HILLHOUSE AVENUE NEW HAVEN, CT 06511	N/A	501(C)(3) ORGANIZATION	EDUCATION	5,000.
ROOM TO READ 111 SUTTER STREET 16TH FLOOR SAN FRANCISCO, CA 94104	N/A	501(C)(3) ORGANIZATION	EDUCATION	5,000.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE ARLINGTON, VA 22203	N/A	501(C)(3) ORGANIZATION	ENVIRONMENT	5,000.
Total from continuation sheets				526,500.

THE ELLIOTT & HARRIET GOLDSTEIN PRIVATE
FDN, DBA HIGHLAND VINEYARD FOUNDATION

37-6456099

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
INSTITUTE FOR THE STUDY OF GLOBAL ANTISEMITISM AND POLICY 165 EAST 56TH ST, 2ND FLOOR NEW YORK, NY 10022	N/A	501(C)(3) ORGANIZATION	EDUCATION	5,000.
SIMON WIESENTHAL CENTER 1399 SOUTH ROXBURY DRIVE LOS ANGELES, CA 90035	N/A	501(C)(3) ORGANIZATION	EDUCATION	5,000.
SAIS JOHNS HOPKINS 1740 MASSACHUSETTS AVE WASHINGTON, DC 20036	N/A	501(C)(3) ORGANIZATION	EDUCATION	3,750.
THE PAIDEIA SCHOOL 1509 PONCE DE LEON AVE ATLANTA, GA 30307	N/A	501(C)(3) ORGANIZATION	EDUCATION	3,750.
THE WHARTON SCHOOL 3620 LOCUST WALK PHILADELPHIA, PA 19104	N/A	501(C)(3) ORGANIZATION	EDUCATION	3,750.
ECOPEACE FRIENDS OF THE EARTH MIDDLE EAST PO BOX 840252 AMMAN, JORDAN 11181	N/A	501(C)(3) ORGANIZATION	ENVIRONMENT	3,750.
UNITED WITH ISRAEL 8/19 NACHAL MAOR ST BOX 71530 BET SHEMSH, ISRAEL 99623	N/A	501(C)(3) ORGANIZATION	RELIGIOUS	5,000.
AMERICAN CIVIL LIBERTIES UNION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004	N/A	501(C)(3) ORGANIZATION	HUMANITARIAN	5,000.
GREEK ORTHODOX CATHEDRAL 2500 CLAIRMONT ROAD ATLANTA, GA 30329	N/A	501(C)(3) ORGANIZATION	RELIGIOUS	500.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	11,312.	11,312.	
BANK OF AMERICA - OID	3,168.	3,168.	
FIDELITY	3.	3.	
HATTARAS VENTURE PARTNERS IV LP	13.	13.	
JP MORGAN A37008009	18.	18.	
TOTAL TO PART I, LINE 3	14,514.	14,514.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	15,356.	0.	15,356.	15,356.	
CUMBERLAND TRUST AND INVESTMENT CO	2,248.	0.	2,248.	5.	
FIDELITY	15,906.	9,649.	6,257.	6,111.	
FIRST EAGLE	59,078.	0.	59,078.	59,078.	
JP MORGAN A/C A37008009	33,364.	0.	33,364.	33,364.	
JPM ACCESS MULTI-STRATEGY FD II	18,637.	0.	18,637.	18,637.	
TO PART I, LINE 4	144,589.	9,649.	134,940.	132,551.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LIGATION PROCEEDS	2,447.	2,447.	
RECEIPTS FROM FAMILY TRUSTS	262,128.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	264,575.	2,447.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,281.	0.		0.
TO FM 990-PF, PG 1, LN 16A	5,281.	0.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,320.	1,580.		0.
TO FORM 990-PF, PG 1, LN 16B	6,320.	1,580.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAID	2,102.	0.		0.
FOREIGN DIVIDENDS TAX	104.	104.		0.
TO FORM 990-PF, PG 1, LN 18	2,206.	104.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	34,431.	34,431.		0.
TO FORM 990-PF, PG 1, LN 23	34,431.	34,431.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UNITED STATES TREAS	X		4,401.	4,315.
NEW JERSEY ECONOMIC DEV AUTH ST PENSION		X	6,079.	6,032.
CALIFORNIA ST GO BDS		X	6,658.	6,467.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,401.	4,315.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			12,737.	12,499.
TOTAL TO FORM 990-PF, PART II, LINE 10A			17,138.	16,814.

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
HURON CONSULTING GROUP INC			47,426.	157,928.
LKQ CORP			86,305.	296,100.
ARTHROCARE CORP			100,679.	160,960.
FURIEX PHARMACEUTICALS			2,296.	11,091.
HAEMONETICS CORP			111,637.	151,668.
FORRESTER RESEARCH INC			123,806.	168,421.
MANHATTAN ASSOCIATES INC			109,364.	478,848.
HOLOGIC INC			104,616.	134,100.
VALEANT PHARMACEUTICALS INTL			26,307.	234,800.
SPDR S&P 500 ETF TRUST			56,670.	75,723.
ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS INC			75,126.	61,840.
GENTEX CORP			235,807.	382,568.
IDEXX LABS INC			83,750.	148,918.
RESMED INC			90,948.	141,240.
FRANKLIN ELEC INC			74,292.	151,776.
NUVASIVE INC			106,846.	129,976.
WEBMD HEALTH CORP			82,750.	98,250.
ZEBRA TECHNOLOGIES CORP			79,843.	124,384.
FACTSET RESH SYS INC			112,665.	130,296.
HMS HOLDINGS CORP			131,365.	124,850.
ALBANY MOLECULAR RESH INC			122,913.	100,800.
NICE SYS LTD			122,049.	131,072.
ISHARES RUSSELL 1000 VALUE ETF			78,200.	81,269.
VANGUARD INDEX FDS			33,833.	31,247.
TOTAL TO FORM 990-PF, PART II, LINE 10B			2,199,493.	3,708,125.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VALEANT PHARMACEUTICALS INTL SR NT 144A	34,560.	37,170.
DOMTAR CORP	6,257.	6,241.
UNITED CONTL HLDGS INC	5,209.	5,225.
LUBRIZOL CORP NOTES CR SENS	6,576.	6,487.
ILLINOIS ST GO BDS	5,417.	5,460.
WEATHERFORD INTL LTD GTD	6,493.	6,424.
VALERO ENERGY CORP	6,517.	6,444.
RIO TINTO FINANCE LIMITED	6,568.	6,528.
CBS CORP NOTES CR	6,387.	6,393.
ARCELORMITTAL SA LUXEMBOURG	6,331.	6,325.
GENERAL ELEC CAP CORP	5,970.	5,867.
BOSTON SCIENTIFIC CORP	5,795.	5,740.
TEEKAY CORPORATION	5,431.	5,406.
TEREX CORP	5,334.	5,350.
CF INDUSTRIES HOLDINGS INC	5,897.	5,861.
RYLAND GROUP INC	5,265.	5,288.
ENERGY TRANSFER EQUITY	5,695.	5,613.
INTERNATIONAL LEASE FIN CORP	5,892.	5,850.
CRH AMERICA INC NOTE	5,471.	5,495.
RSC EQUIP RENT INC	5,700.	5,638.
CHESAPEAKE ENERGY CORP	5,442.	5,363.
L-3 COMMUNICATIONS CORP	5,290.	5,230.
DIRECTV HLDGS LLC	5,239.	5,253.
HUNTSMAN INTL LLC	5,632.	5,650.
GAP INC	5,514.	5,525.
GRAPHIC PACKAGING INTL	4,938.	4,950.
CHRYSLER GROUP LLC	5,649.	5,688.
MORGAN STANLEY BOND	5,606.	5,587.
BE AEROSPACE INC	5,137.	5,075.
QVC INC	5,007.	4,946.
AMERICAN AXLE & MFG INC	5,235.	5,263.
OWENS CORNING	4,957.	4,775.
HOST HOTELS & RESORT LP	5,050.	5,034.
VERIZON COMMUNICATIONS INC	5,368.	5,368.
MOSAIC CO	4,990.	4,938.
GEORGIA PAC CORP	6,500.	6,435.
FORD MTR CO	6,225.	6,123.
WEYERHAEUSER CO	6,165.	6,118.
GOLDMAN SACHS GROUP BONDS	5,574.	5,624.
COMCAST CORP	6,301.	6,049.
TECK RESOURCES LTD	4,823.	4,929.
BANK OF AMERICA CORP	5,610.	5,594.
JP MORGAN CHASE & CO	5,548.	5,513.
PNC FINANCIAL SERVICES	5,299.	5,203.
WELLS FARGO & CO	5,642.	5,575.
ACCRUED INTEREST	3,634.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	287,140.	284,613.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
J.P. MORGAN ACCESS MULTI-STRAT FUND	COST	383,413.	433,507.
FIRST EAGLE GLOBAL FUND	COST	2,773,947.	2,996,901.
JPM ACCESS MULTI STRATEGY FUND	COST	7,500.	7,500.
CALAMOS CONVERTIBLE	COST	78,235.	73,143.
COHEN & STEERS REALTY SHARES	COST	103,740.	94,324.
JP MORGAN RESEARCH MKT NEUTRAL	COST	128,712.	130,032.
MILLER CONVERTIBLE CLASS A	COST	74,325.	73,092.
OPPENHEIMER DEV MARKETS	COST	100,669.	99,249.
PIMCO TOTAL RETURN INSTL	COST	29,282.	29,531.
STADION MANAGED PORTFOLIO	COST	128,712.	130,755.
FEDL HOME LN MTG CRP	COST	12,451.	12,516.
FEDL NATL MTG ASSN POOL	COST	12,465.	12,328.
JOBSONIO BEVERAGE SYS OHIO STATEWIDE	COST	4,576.	4,610.
FEDL NATL MTG ASSN POOL	COST	30,108.	29,903.
FEDL NATL MTG ASSN POOL	COST	20,370.	20,340.
FEDL NATL MTG ASSN POOL	COST	34,264.	34,193.
METROPOLITAN TRANSN AUTH	COST	5,924.	5,847.
FEDL NATL MTG ASSN POOL	COST	22,142.	22,005.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,950,835.	4,209,776.