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

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491321019594

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. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
THE GOLDSTEIN FAMILY FOUNDATION

A Employer identification number
42-1467354

Number and street (or P O box number if mail is not delivered to street address)
C/O TRICIA MENDOZA 2117 STATE STREET

Room/suite

B Telephone number (see instructions)
(563) 344-5119

City or town, state or province, country, and ZIP or foreign postal code
BETTENDORF, IA 52722

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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)*▶$ 10,747,899

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

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

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	154,804	152,524		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	370,055			
	b	Gross sales price for all assets on line 6a 10,589,671				
	7	Capital gain net income (from Part IV, line 2)		367,052		
	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)	16,875	17,080		
	12	**Total.** Add lines 1 through 11	541,734	536,656		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,325	994		331
	c	Other professional fees (attach schedule)	58,680	15,063		43,617
	17	Interest		755		
	18	Taxes (attach schedule) (see instructions)	4,489	2,294		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,282	6,201		1,008
	24	**Total operating and administrative expenses.** Add lines 13 through 23	65,776	25,307		44,956
	25	Contributions, gifts, grants paid	468,254			468,254
	26	**Total expenses and disbursements.** Add lines 24 and 25	534,030	25,307		513,210
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	7,704			
	b	**Net investment income** (if negative, enter -0-)		511,349		
	c	**Adjusted net income** (if negative, enter -0-)				

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	1,997,010	8,772	8,772
	2	Savings and temporary cash investments	2,826,964	1,098,577	1,098,577
	3	Accounts receivable ▶ ___ Less allowance for doubtful accounts ▶ ___			
	4	Pledges receivable ▶ ___ Less allowance for doubtful accounts ▶ ___			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ___ Less allowance for doubtful accounts ▶ ___			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	750,321	2,015,637	2,962,383
	c	Investments—corporate bonds (attach schedule)	10,000	2,438,905	2,545,598
	11	Investments—land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,973,825	3,986,215	4,123,585
	14	Land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	15	Other assets (describe ▶ ___)	0	8,984	8,984
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9,558,120	9,557,090	10,747,899
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ___)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☑ 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	9,558,120	9,557,090	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	9,558,120	9,557,090	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,558,120	9,557,090	

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	9,558,120
2	Enter amount from Part I, line 27a	2	7,704
3	Other increases not included in line 2 (itemize) ▶ ___	3	0
4	Add lines 1, 2, and 3	4	9,565,824
5	Decreases not included in line 2 (itemize) ▶ ___	5	8,734
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,557,090

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	See Additional Data Table			
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	See Additional Data Table			
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) 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	See Additional Data Table			
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	367,052
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	58,143	8,323,441	0 006985
2011	89,975	1,414,093	0 063627
2010	102,447	942,723	0 108671
2009	71,202	964,369	0 073833
2008	76,877	1,030,055	0 074634

2	**Total** of line 1, column (d).	2	0 327750
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 065550
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	9,977,232
5	Multiply line 4 by line 3.	5	654,008
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,113
7	Add lines 5 and 6.	7	659,121
8	Enter qualifying distributions from Part XII, line 4.	8	513,210

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	1	10,227
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	10,227
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	10,227
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,373		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 20,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	21,373
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	11,146
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 11,146 **Refunded** ▶	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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IA			
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*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NONE

14 The books are in care of ▶TRICIA MENDOZA Telephone no ▶(563) 344-5119

Located at ▶2117 STATE STREET BETTENDORF IA ZIP+4 ▶52722

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 |

			Yes	No
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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	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?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ 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 ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ 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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	7b		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
RICHARD A GOLDSTEIN 6 COUNTRY ESTATES ST LOUIS, MO 63131	VICE PRESIDENT/SECRETARY 1 00	0	0	0
ROBERT S GOLDSTEIN 16047 COLLINS AVENUE 1504 SUNNY ISLES BEACH, FL 33160	TREASURER 1 00	0	0	0
JEFFREY D GOLDSTEIN 2076 LUNDY LANE BETTENDORF, IA 52722	PRESIDENT 1 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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 (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		
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	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	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	7,918,023
b	Average of monthly cash balances	1b	2,211,147
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	10,129,170
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	10,129,170
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	151,938
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,977,232
6	**Minimum investment return.** Enter 5% of line 5	6	498,862

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	498,862
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 10,227		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	10,227
3	Distributable amount before adjustments Subtract line 2c from line 1	3	488,635
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	488,635
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	488,635

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	513,210
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	513,210
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	513,210

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				488,635
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			183,524	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 513,210				
a Applied to 2012, but not more than line 2a			183,524	
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.				329,686
e Remaining amount distributed out of corpus	0			
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	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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				158,949
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
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. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

TRICIA MENDOZA
2117 STATE STREET
BETTENDORF,IA 52722
(563) 344-5119

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

NO PARTICULAR FORM REQUIRED

c Any submission deadlines

NONE

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

DISTRIBUTIONS FOR CHARITABLE PURPOSES DESCRIBED IN INTERNAL REVENUE CODE SECTION 501(C)(3)

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*				
See Additional Data Table				
Total . . . . ▶ **3a**				468,254
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	154,804	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	16,875	
8 Gain or (loss) from sales of assets other than inventory			18	370,055	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		541,734	0

13 Total. Add line 12, columns (b), (d), and (e) 13 541,734

(See worksheet in line 13 instructions to verify calculations)

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) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-11-13 | ******

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 if self-employed ☐	PTIN
JOHN J ROMANO				P00227323
Firm's name ▶ MCGLADREY LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 201 N HARRISON STREET SUITE 300 DAVENPORT, IA 528011999			Phone no (563) 888-4000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
JPMORGAN (3003) - PUBLICLY TRADED SECURITIES			
CREDIT SUISSE (026564) - PUBLICLY TRADED SECURITIES			
CREDIT SUISSE (068937) - PUBLICLY TRADED SECURITIES			
CREDIT SUISSE (068945) - PUBLICLY TRADED SECURITIES			
CREDIT SUISSE (068952) - PUBLICLY TRADED SECURITIES			
CREDIT SUISSE (429727) - PUBLICLY TRADED SECURITIES			
UNITED STATES OIL FUND LP - SEC 1256	P		
LANDMARK EQUITY PARTNERS LP - CAPITAL GAINS	P		
390,909 SH NATIONAL BANCSHARES (CMN)	D		
90,909 SH NATIONAL BANCSHARES (PFD)	D		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,395		18,790	-395
132,638		137,171	-4,533
58,430		40,973	17,457
392,444		390,777	1,667
499,255		485,276	13,979
9,246,168		8,646,629	599,539
			-3,600
			597
151,432		390,909	-239,477
90,909		109,091	-18,182

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-395
			-4,533
			17,457
			1,667
			13,979
			599,539
			-3,600
			597
			-239,477
			-18,182

Form 990PF Part XV Line 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*				
SPECIAL OLYMPICS 1133 19TH STREET NW SUITE 1200 WASHINGTON, DC 20036	NONE	EXEMPT ORG	GENERAL FUND	1,000
THE AMERICAN CANCER SOCIETY 250 WILLIAMS STREET NW ATLANTA, GA 30303	NONE	EXEMPT ORG	GENERAL FUND	1,000
NATIONAL BRAIN TUMOR SOCIETY 55 CHAPEL STREET SUITE 200 NEWTON, MA 02458	NONE	EXEMPT ORG	GENERAL FUND	1,000
NATIONAL ORGANIZATION FOR ALBINISM AND HYPOPIGMENTATION PO BOX 959 EAST HAMPSTEAD, NH 03826	NONE	EXEMPT ORG	GENERAL FUND	4,000
AMERICAN FRIENDS OF SHALVA ISRAEL 315 5TH AVENUE FLOOR 6 NEW YORK, NY 10016	NONE	EXEMPT ORG	GENERAL FUND	5,000
ALTERNATIVES FOR THE OLDER ADULT 1803 7TH STREET MOLINE, IL 61265	NONE	EXEMPT ORG	GENERAL FUND	5,000
ISRAEL CANCER RESEARCH FUND 295 MADISON AVENUE ROOM 1030 NEW YORK, NY 10017	NONE	EXEMPT ORG	GENERAL FUND	754
SIXTEENTH STREET COMMUNITY HEALTH CARE 1337 SOUTH CESAR E CHAVEZ DRIVE MILWAUKEE, WI 53204	NONE	EXEMPT ORG	GENERAL FUND	27,000
JEWISH FEDERATION OF ST LOUIS 12 MILLSTONE CAMPUS DRIVE ST LOUIS, MO 63146	NONE	EXEMPT ORG	GENERAL FUND	50,000
JEWISH FEDERATION OF THE QUAD CITIES 2715 30TH STREET ROCK ISLAND, IL 61201	NONE	EXEMPT ORG	GENERAL FUND	26,000
COMMUNITY HEALTH CARE 500 WEST RIVER DRIVE DAVENPORT, IA 52801	NONE	EXEMPT ORG	GENERAL FUND	35,000
MOUNT SINAI MEDICAL CENTER 4300 ALTON ROAD SUITE 100 MIAMI BEACH, FL 33140	NONE	EXEMPT ORG	GENERAL FUND	7,500
FRIENDS OF WESTERN GALILEE HOSPITAL 317 MADISON AVENUE SUITE 607 NEW YORK, NY 10017	NONE	EXEMPT ORG	PEF ISRAEL ENDOWMENT FUNDS	5,000
QUAD CITY CULTURAL TRUST 201 WEST 2ND STREET SUITE 1000 DAVENPORT, IA 52801	NONE	EXEMPT ORG	GENERAL FUND	10,000
UNITED WAY OF THE QUAD CITIES 3247 EAST 35TH STREET COURT DAVENPORT, IA 52807	NONE	EXEMPT ORG	GENERAL FUND	5,000
Total . . . . ▶ **3a**				468,254

Form 990PF Part XV Line 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*				
RIVER MUSIC EXPERIENCE 129 NORTH MAIN STREET DAVENPORT, IA 52801	NONE	EXEMPT ORG	GENERAL FUND	5,000
WESTERN ILLINOIS UNIVERSITY FOUNDATION 3300 RIVER DRIVE MOLINE, IL 61265	NONE	EXEMPT ORG	GENERAL FUND	5,000
THE FOUNDATION FOR BARNES JEWISH HOSPITAL 1001 HIGHLANDS PLAZA DRIVE WEST SUITE 140 ST LOUIS, MO 63110	NONE	EXEMPT ORG	GENERAL FUND	10,500
UNIVERSITY OF ILLINOIS 1305 WEST GREEN STREET URBANA, IL 61801	NONE	EXEMPT ORG	GENERAL FUND	1,500
CROHN'S & COLITIS FOUNDATION OF AMERICA (NORTHWEST REGION) 9 LAKE BELLEVUE DRIVE SUITE 203 BELLEVUE, WA 98005	NONE	EXEMPT ORG	CAMP OASIS	10,000
JEWISH FEDERATION OF SOUTH PALM BEACH 9901 DONNA KLEIN BLVD BOCA RATON, FL 33428	NONE	EXEMPT ORG	GRANTING WISHES RECEPTION	2,500
HARVARD LAW SCHOOL 1585 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02138	NONE	EXEMPT ORG	GENERAL FUND	1,000
YOUNG JUDEA GLOBAL 50 WEST 58TH STREET PO BOX 745 NEW YORK, NY 10101	NONE	EXEMPT ORG	GENERAL FUND	1,000
THE SOULARD SCHOOL 1110 VICTOR STREET ST LOUIS, MO 63104	NONE	EXEMPT ORG	GENERAL FUND	1,000
WINGS OF HOPE FOUNDATION 18370 WINGS OF HOPE BLVD CHESTERFIELD, MO 63005	NONE	EXEMPT ORG	GENERAL FUND	1,000
CHILDREN'S CENTER FOR THE VISUALLY IMPAIRED 3101 MAIN STREET KANSAS CITY, MO 64111	NONE	EXEMPT ORG	GENERAL FUND	1,000
WASHINGTON TRAILS ASSOCIATION 705 2ND AVENUE SUITE 300 SEATTLE, WA 98104	NONE	EXEMPT ORG	GENERAL FUND	1,000
TIPITNA'S FOUNDATION 4040 TULANE AVENUE SUITE 6000 NEW ORLEANS, LA 70019	NONE	EXEMPT ORG	GENERAL FUND	5,000
ROOTS OF MUSIC 929 EUTERPE STREET NEW ORLEANS, LA 70130	NONE	EXEMPT ORG	GENERAL FUND	5,000
MULTIPLE MYELOMA RESEARCH FOUNDATION 383 MAIN AVENUE 5TH FLOOR NORWALK, CT 06851	NONE	EXEMPT ORG	GENERAL FUND	5,000
Total . . . . ▶ 3a				468,254

Form 990PF Part XV Line 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*				
THE CAMP RAINBOW FOUNDATION 13990 OLIVE BLVD SUITE 203-3 CHESTERFIELD, MO 63017	NONE	EXEMPT ORG	GENERAL FUND	5,000
PROJECT BACKPACK 9369 OLIVE BLVD SUITE 15 ST LOUIS, MO 63132	NONE	EXEMPT ORG	GENERAL FUND	5,000
TULANE EDUCATIONAL FUND - FREEMAN SCHOOL OF BUSINESS PO BOX 61075 NEW ORLEANS, LA 70161	NONE	EXEMPT ORG	GENERAL FUND	5,000
DEBRA OF AMERICA 16 EAST 41ST STREET FLOOR 3 NEW YORK, NY 10017	NONE	EXEMPT ORG	GENERAL FUND	5,000
HERZL-NER TAMID CONSERVATIVE SYNAGOGUE 3700 EAST MERCER WAY MERCER ISLAND, WA 98040	NONE	EXEMPT ORG	GENERAL FUND	10,000
AMERICAN FRIENDS OF MAGEN DAVID ADOM 352 7TH AVENUE SUITE 400 NEW YORK, NY 10001	NONE	EXEMPT ORG	GENERAL FUND	1,000
GOOD PEOPLE FUND 384 WYOMING AVENUE MILLBURN, NJ 07041	NONE	EXEMPT ORG	GENERAL FUND	1,000
ST LOUIS CHILDREN'S HOSPITAL FOUNDATION 1 CHILDRENS PLACE ST LOUIS, MO 63110	NONE	EXEMPT ORG	GENERAL FUND	40,500
JEWISH COMMUNITY CENTER OF ST LOUIS 2 MILLSTONE CAMPUS DRIVE ST LOUIS, MO 63146	NONE	EXEMPT ORG	GENERAL FUND	75,000
GOLDRINGWOLDENBERG INSTITUTE OF SOUTHERN JEWISH LIFE PO BOX 16528 JACKSON, MS 39236	NONE	EXEMPT ORG	GENERAL FUND	5,000
EASTERN IOWA COMMUNITY COLLEGE DISTRICT 306 WEST RIVER DRIVE DAVENPORT, IA 52801	NONE	EXEMPT ORG	GENERAL FUND	25,000
MILWAUKEE AREA TECHNICAL COLLEGE FOUNDATION 700 WEST STATE STREET SUITE 214 MILWAUKEE, WI 53233	NONE	EXEMPT ORG	GENERAL FUND	30,000
MICHAEL & BARBARA NEWMARK INSTITUTE FOR HUMAN RELATIONS 12 MILLSTONE CAMPUS DRIVE ST LOUIS, MO 63146	NONE	EXEMPT ORG	GENERAL FUND	5,000
SCOPE MISSOURI PO BOX 410348 ST LOUIS, MO 63141	NONE	EXEMPT ORG	GENERAL FUND	15,000
XTREME COUTURE G I FOUNDATION 4055 WEST SUNSET ROAD LAS VEGAS, NV 89118	NONE	EXEMPT ORG	GENERAL FUND	2,000
Total . . . . ▶ **3a**				468,254

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491321019594

TY 2013 Accounting Fees Schedule

Name: THE GOLDSTEIN FAMILY FOUNDATION

EIN: 42-1467354

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCGLADREY LLP	1,325	994		331

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491321019594

TY 2013 General Explanation Attachment

Name: THE GOLDSTEIN FAMILY FOUNDATION

EIN: 42-1467354

Identifier	Return Reference	Explanation
	FORM 926, PART IV, LINE 10 - SEC 351 STMT	STATEMENT PURSUANT TO IRC SECTION 1 351-3(A) BY THE GOLDSTEIN FAMILY FOUNDATION, FEIN #42-1467354, A SIGNIFICANT TRANSFEROR (1) NAME AND EMPLOYER IDENTIFICATION NUMBER OF THE TRANSFEREE CORPORATION NAME SEER CAPITAL PARTNERS OFFSHORE FUND LTDEIN 98-0626744(2) DATE(S) OF TRANSFER(S) OF ASSETS 10/01/2013(3) AGGREGATE FAIR MARKET VALUE AND BASIS OF PROPERTY TRANSFERRED FAIR MARKET VALUE 500,000BASIS 500,000(4) DATE AND CONTROL NUMBER OF PRIVATE LETTER RULING(S) ISSUED BY THE IRS IN CONNECTION WITH THE EXCHANGE NONE

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -		DLN: 93491321019594

TY 2013 Investments Corporate Bonds Schedule

Name: THE GOLDSTEIN FAMILY FOUNDATION

EIN: 42-1467354

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AIRCASTLE LTD SR NT	22,245	22,165
ALLY FINL INC GTD SR NT	14,133	14,385
ANTERO RES FIN CORP SR NT	8,496	8,600
ARCELORMITTAL SA LUXEMBOURG NT	30,230	31,440
BASIS ENERGY SVCS INC NEW SR NT	30,564	31,350
BNP PARIBAS US MED TERM NT PROGRAM LLC	15,000	17,815
CABLEVISION SYS CORP FIXED RT NT	15,798	15,645
CENTENE CORP DEL SR NT FIXED RATE	14,886	14,875
CHAPARRAL ENERGY INC GTD FIXED RT SR NT	14,401	14,980
CHESAPEAKE ENERGY CORP SR NT	14,254	14,420
CHESAPEAKE MIDSTREAM FIN CORP GTD SR NT	22,673	23,430
CINEMARK USA INC SR NT	15,450	15,480
CLAIRES STORES INC SR SECD SECOND LIEN NT	23,554	22,660
COMMERCIAL METALS CO FXD RT NT	14,885	14,880
CONCHO RES INC SR NT	15,920	16,520
CONTINENTAL RES INC OKLA GTD SR NT	30,071	31,162
CREDIT SUISSE MED TERM NTS	20,000	23,320
CROWN AMERS CAP CORP III GTD SR NT	15,088	15,190
DANA HLDG CORP SR FXD RT NT	30,516	30,112
DISH DBS CORP SR NT	44,167	44,520
EMERGENCY MED SVCS CORP SR NT	19,392	19,507
EQUINIX INC SR NT	29,884	29,325
EVEREST ACQUISITION FINANCE INC SR NT	29,196	29,998
FLEXTRONICS INTL LTD SR NT	15,898	15,600
GOLDMAN SACHS GROUP-S&P 500 INDEX-LINKED TRIGGER NOTES	500,000	585,675
HALCON RES CORP SR NT	14,263	14,140
HARRAHS OPER INC GTD SR SECD NT	14,414	14,245
HCA HLDGS INC SR NT	30,790	31,388
HD SUPPLY INC SR SECD 2ND PRIORITY NT	45,079	45,030
ICAHN ENTERPRISES FIN CO RP GTD SR NT	22,916	22,880
ING U S INC GTD JR SUB FIXED TO FLTG RATE NT	29,274	31,120
INTELSAT JACKSON HLDGS S A GTD SR NT	51,478	52,500
INTERNATIONAL LEASE FIN CORP SR NT	29,830	30,310
JPMORGAN CHASE BANK NEW YORK NY MEDIUM TERM BK NT	200,000	196,100
KEY ENERGY GROUP INC GTD SR NT	29,712	30,750
KODIAK OIL & GAS CORP SR NT	15,224	15,540
LENNAR CORP GTD FIXED RT SR NT	14,744	14,840
LEVEL 3 FING INC GTD SR NT	45,191	45,990
MORGAN STANLEY SUB NT	30,214	30,710
NAVISTAR INTL CORP FIXED RT SR NT	44,954	45,540
NCR CORP SR NT	29,358	28,725
NRG ENERGY INC SR NT	29,335	29,640
OASIS PETE INC SR NT	14,852	14,980
PAR PHARMACEUTIACAL COS INC GTD SR NT	22,952	22,743
QEP RES INC SR NT	37,677	37,500
RBS CAP TR III TR PFD SECS	45,090	52,380
REYNOLDS GROUP	30,140	30,600
SEAGATE HDD CAYMAN SR NT	30,119	30,275
SG STRUCTURED PRODUCTS MEDIUM TERM NT	250,000	246,925
SPRINT NEXTEL CORP NT	45,995	47,630
STANDARD PAC CORP SR NT GTD	14,000	14,595
SWIFT SVCS HLDGS INC GTD SR SECOND PRIORITY SECD NT	28,567	28,925
T-MOBILE USA INC GTD SR FIXED RATE NT	31,179	31,575
UNIVERSAL HOSP SVCS	29,631	29,540
XL CAP LTD BONDS	13,873	13,773
WELLCARE GROUP INC FXD RT SR NT	30,809	30,675
WIDEOPENWEST CAP CORP GTD SR NT	46,678	46,620
WMG ACQUITION CORP GTD SR NT	43,297	43,700
ZAYO CAP INC SR SECD 1ST PRIORITY NT	30,569	30,660
ISRAEL STATE 2ND LIBOR FLOATING RATE ISSUE DOLLAR BOND	10,000	10,000

TY 2013 Investments Corporate Stock Schedule

Name: THE GOLDSTEIN FAMILY FOUNDATION

EIN: 42-1467354

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABB	79,492	94,208
ACCENTURE	45,343	49,496
ADVANCED ENERGY INDS	11,470	12,001
ALPHA NAT RES	9,779	10,888
ALTRIA GROUP	35,721	38,851
ALTSOURCE PORTFOLIO SOLUTIONS	12,629	15,863
ASTEC INDS	9,790	10,623
ASTRAZENECA	67,537	78,725
AUTOMATIC DATA PROCESSING	28,668	29,572
BABCOCK & WILCOX	7,105	7,693
BASF	31,762	37,799
BEMIS CO	28,965	28,467
BRIGGS & STRATTON	11,218	11,968
BRITISH AMERICAN TOBACCO	32,429	32,441
CA	28,723	32,371
CHEVRON	0	0
CHICOS FAS	21,472	24,021
CHINA MOBILE	27,566	26,668
CITIGROUP	0	0
CLOUD PEAK ENERGY	13,657	15,300
ECHO GLOBAL LOGISTICS	9,967	9,666
EMBRAER	4,270	4,441
EMERALD OIL	11,108	12,256
EPIQ SYS	9,373	11,723
ERICSSON L M TELEPHONE CO	27,712	24,456
FIRSTMERIT	12,710	12,226
FUSION-IO	16,120	14,113
GENERAL CABLE	21,051	19,558
GENERAL ELECTRIC	75,127	85,688
GENERAL MILLS	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENTEX	12,694	18,139
GENUINE PARTS	32,278	32,610
GREEN DOT	14,896	15,719
GULF IS FABRICATION	11,117	10,449
HARRIS	48,853	58,501
IBERIABANK	21,599	23,569
INTEL	19,096	21,465
INTERSIL	11,287	12,331
INTREPID POTASH	13,996	17,028
ISLE OF CAPRI CASINOS	116,751	895,284
KB FINANCIAL GROUP	1,041	1,094
KVH INDS	17,687	16,287
KNIGHT TRANSPORTATION	12,967	13,755
LILLY ELI & CO	42,202	40,698
LIQUIDITY SVCS	16,092	12,916
LORILLARD	42,106	48,653
LUMINEX	19,965	19,400
MANTECH INTL	10,332	10,475
MARINEMAX	12,473	16,884
MATTEL	33,286	37,921
MCDERMOTT INTL	11,233	11,679
MCDONALDS	0	0
MDC HLDGS	20,042	21,762
MERCK & CO	23,727	24,575
MONTPELIER RE HOLDINGS	14,965	16,005
NATIONAL BANCSHARES (COMMON)	0	0
NATIONAL BANCSHARES (PREFERRED)	0	0
NATUS MED	10,481	17,437
NOVARTIS	47,697	52,810
OUTERWALL	12,502	15,136

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PEPSICO	0	0
PPL	41,583	39,388
PROCTER & GAMBLE	0	0
QUALCOMM	52,453	57,321
QUIDEL	12,105	13,901
ROCHE HOLDINGS	35,296	40,069
SANOFI	57,772	61,514
SIEMENS	80,044	97,788
STANLEY BLACK & DECKER	26,219	24,368
STATOIL	47,523	53,183
STONE ENERGY	14,847	19,682
SUPERIOR ENERGY SVCS	15,917	15,966
SYMANTEC	32,856	29,310
SYSCO	25,614	27,003
TAIWAN SEMICONDUCTOR MANFACTURING	5,351	5,145
TATA MOTORS	2,075	2,156
THOMSON REUTERS	54,334	59,604
TOTAL	72,918	81,918
UNILEVER	35,928	36,503
VALE (PFD)	60,673	63,900
WELLS FARGO & CO	0	0

TY 2013 Investments - Other Schedule

Name: THE GOLDSTEIN FAMILY FOUNDATION

EIN: 42-1467354

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALPS ETF TR ALERIAN MLP ETF	AT COST	287,054	293,535
AMERICAN - INVESTMENT COMPANY OF AMERICA	AT COST	0	0
BBH FD INC TAX EFFIC EQ	AT COST	0	0
BLACKROCK HIGH YIELD BOND FUND	AT COST	0	0
BNP MARKET PLUS SX5E	AT COST	0	0
CS MARKET PLUS SX5E	AT COST	0	0
CREDIT SUISSE SECURITIZED PRODUCTS FUND	AT COST	1,000,000	1,074,964
DOUBLELINE - TOTAL RETURN BOND FUND I	AT COST	0	0
EATON VANCE FLOATING RATE FUND I	AT COST	0	0
FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND	AT COST	504,935	505,934
ISHARES DJ SELECT DIVIDEND INDEX FUND	AT COST	0	0
ISHARES CORE S&P MID-CAP ETF	AT COST	0	0
ISHARES INC MSCI CHILE CAPPED ETF	AT COST	29,330	27,033
ISHARES INC MSCI FRONTIER 100 EFT	AT COST	6,250	6,309
ISHARES INC MSCI MALAYSIA FREE ETF	AT COST	5,332	5,347
ISHARES INC MSCI SOUTH KOREA CAPPED ETF	AT COST	6,773	6,855
ISHARES INC MSCI TAIWAN ETF	AT COST	62,000	62,713
ISHARES TR 1-3 YR CR BD ETF	AT COST	418,799	421,840
ISHARES TR IBOXX USD INVT GRADE CORP BD ETF	AT COST	444,438	456,752
ISHARES TR MSCI CHINA ETF	AT COST	37,237	38,142
ISHARES TR MSCI INDIA ETF	AT COST	1,240	1,238
ISHARES TR MSCI POLAND CAPPED ETF	AT COST	6,277	6,441
ISHARES TR MSCI RUSSIA CAPPED ETF	AT COST	28,668	28,054
JOHN HANCOCK - REGIONAL BANK FUND	AT COST	0	0
JPM INTERNATIONAL CURRENCY INCOME FUND	AT COST	0	0
JPM LARGE CAP GROWTH FUND	AT COST	0	0
LANDMARK EQUITY PARTNERS XV LP	AT COST	54,721	78,155
MATTHEWS ASIA PACIFIC DIVIDEND INSTITUTIONAL FUND	AT COST	0	0
MATTHEWS PACIFIC TIGER INSTITUTIONAL FUND	AT COST	0	0
MFS INTERNATIONAL VALUE FUND I	AT COST	0	0

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MILLENNIUM INTERNATIONAL HEDGEFOCUS FUND	AT COST	500,000	500,000
PIMCO SHORT-TERM FUND	AT COST	0	0
RIDGEWORTH FUNDS SEIX FLRT HI I	AT COST	0	0
SEER CAPITAL PARTNERS OFFSHORE FUND	AT COST	500,000	521,973
SPDR S&P 500	AT COST	0	0
TEMPLETON GLOBAL BOND FUND	AT COST	0	0
UNITED STATES OIL FUND LP	AT COST	93,161	88,300
VIRTUS INSIGHT TR EMERGING FUND I	AT COST	0	0
WISDOMTREE EMERGING MARKETS EQUITY INCOME FUND	AT COST	0	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491321019594

TY 2013 Other Assets Schedule

Name: THE GOLDSTEIN FAMILY FOUNDATION

EIN: 42-1467354

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CREDIT SUISSE (068945) - ACCRUED INTEREST PAID C/O TO 2014	0	8,984	8,984

TY 2013 Other Decreases Schedule

Name: THE GOLDSTEIN FAMILY FOUNDATION

EIN: 42-1467354

Description	Amount
BOOK > TAX K-1 INCOME	8,734

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491321019594

TY 2013 Other Expenses Schedule

Name: THE GOLDSTEIN FAMILY FOUNDATION

EIN: 42-1467354

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	188	0		188
ADR FEES	274	274		0
DUES	725	0		725
OTHER PORTFOLIO DEDUCTIONS	0	5,927		0
BANK SERVICE CHARGES	95	0		95

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491321019594

TY 2013 Other Income Schedule

Name: THE GOLDSTEIN FAMILY FOUNDATION

EIN: 42-1467354

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CREDIT SUISSE (429727) - OTHER INCOME	16,875	16,875	16,875
UNITED STATES OIL FUND LP - K-1 INCOME		-173	
LANDMARK EQUITY PARTNERS XV LP - K-1 INCOME		378	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491321019594

TY 2013 Other Professional Fees Schedule

Name: THE GOLDSTEIN FAMILY FOUNDATION

EIN: 42-1467354

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WELLS FARGO	0	0		0
JPMORGAN - ADVISOR FEES	673	673		0
CREDIT SUISSE - ADVISOR FEES	14,390	14,390		0
BENEFACTORY - CONSULTING FEES	43,617	0		43,617

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491321019594

TY 2013 Taxes Schedule

Name: THE GOLDSTEIN FAMILY FOUNDATION

EIN: 42-1467354

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID ON DIVIDENDS	2,289	2,294		0
FEDERAL EXCISE TAX	2,200	0		0