Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

Return of Private Foundation

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

Note: *The foundation may be able to use a copy of this return to satisfy state reporting requirements.*

OMB No 1545-0052

2007

For calendar year 2007, or tax year beginning 07/01 , 2007, and ending 06/30/2008

G Check all that apply: [ ] Initial return [ ] Final return [X] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
39-15C039572631 BARBARA & WILLIAM ROSENTHAL FAMILY FOUNDATION

A Employer identification number
22-6753977

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
666 5TH AVENUE - FLOOR 12B

B Telephone number (see the instructions)
( ) -

City or town, state, and ZIP code
NEW YORK, NY 10103

C If exemption application is pending, check here ▶ [ ]
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 ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] 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) ▶ $ 4,834,104.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ____________
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** (*The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).*)

		(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)	993,370.			STMT 1
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	156,485.	196,791.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	921,808.			
b	Gross sales price for all assets on line 6a 2,864,746.				
7	Capital gain net income (from Part IV, line 2)		1,050,240.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	2,960.			STMT 2
12	**Total.** Add lines 1 through 11	2,074,623.	1,247,031.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	44,573.	22,286.		22,286.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see the instructions) STMT 3	6,694.	2,986.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,450.			1,450.
22	Printing and publications				
23	Other expenses (attach schedule) STMT 4	250.			250.
24	**Total operating and administrative expenses.** Add lines 13 through 23	52,967.	25,272.		23,986.
25	Contributions, gifts, grants paid	122,500.			122,500.
26	**Total expenses and disbursements** Add lines 24 and 25	175,467.	25,272.		146,486.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	1,899,156.			
b	**Net investment income** (if negative, enter -0-)		1,221,759.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	23,138.	168,292.	168,292.
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less. allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 5	4,811,377.	4,367,588.	3,581,994.
c	Investments - corporate bonds (attach schedule) STMT 6	55,675.	1,313,377.	1,083,818.
11	Investments - land, buildings, and equipment. basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,890,190.	5,849,257.	4,834,104.
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)			
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. ▶ X			
27	Capital stock, trust principal, or current funds	4,867,052.	168,292.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	23,138.	5,680,965.	
30	Total net assets or fund balances (see page 17 of the instructions)	4,890,190.	5,849,257.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,890,190.	5,849,257.	

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	4,890,190.
2	Enter amount from Part I, line 27a	2	1,899,156.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	3,849,358.
4	Add lines 1, 2, and 3	4	10,638,704.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	4,789,447.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,849,257.

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	1,050,240.
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 pages 13 and 17 of the 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))
2006	192,617.	3,964,803.	0.04858173281
2005	86,944.	3,273,607.	0.02655908299
2004	75,618.	2,349,902.	0.03217921428
2003	107,964.	1,458,930.	0.07400217968
2002	14,622.	1,270,714.	0.01150691658

2	**Total** of line 1, column (d)	2	0.19282912634
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	0.03856582527
4	Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	4,910,190.
5	Multiply line 4 by line 3	5	189,366.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,218.
7	Add lines 5 and 6	7	201,584.
8	Enter qualifying distributions from Part XII, line 4	8	146,486.

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 on page 18

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 letter: __________ (attach copy of ruling 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	24,435.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		2	
3	Add lines 1 and 2 . . .		3	24,435.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- . . .		5	24,435.
6	Credits/Payments:			
a	2007 estimated tax payments and 2006 overpayment credited to 2007 . . .	6a 28,852.		
b	Exempt foreign organizations-tax withheld at source . . .	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c NONE		
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments. Add lines 6a through 6d . . .		7	28,852.
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	4,417.
11	Enter the amount of line 10 to be: **Credited to 2008 estimated tax** ▶ Refunded ▶		11	4,417.

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		X
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		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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		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* . . .	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year? . . .	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? . . .	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . *If "Yes," attach the statement required by General Instruction T*	5		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? . . .	6	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* . . .	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 9			
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	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 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? *If "Yes," complete Part XIV* . . .	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . . STMT 10	10	X	

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

			Yes	No
11a	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 page 20 of the instructions)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b		
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CITIBANK, N.A. Telephone no ▶ (800)770-8444

Located at ▶ 666 FIFTH AVENUE, FLOOR 12B NEW YORK, NY ZIP + 4 ▶ 10103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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 22 of the instructions)?		1b		X
	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 2007?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ___, ___, ___, ___				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions.)		2b	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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2007 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 2007.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?		4b		X

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

5a During the year did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?		5b N/A
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 No: X
If you answered "Yes" to 6b, also 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 N/A

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 page 23 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		44,573.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services . . . ▶ NONE

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

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

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	4,772,163.
b	Average of monthly cash balances	1b	212,801.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,984,964.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,984,964.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	74,774.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,910,190.
6	**Minimum investment return.** Enter 5% of line 5	6	245,510.

Part XI Distributable Amount (see page 25 of the 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	245,510.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	24,435.		
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	24,435.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	221,075.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	221,075.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	221,075.

Part XII Qualifying Distributions (see page 26 of the 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	146,486.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	146,486.
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 page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	146,486.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				221,075.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only			119,844.	
b Total for prior years: 2005 , ,		NONE		
3 Excess distributions carryover, if any, to 2007				
a From 2002 ...... NONE				
b From 2003 ...... NONE				
c From 2004 ...... NONE				
d From 2005 ...... NONE				
e From 2006 ...... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ $ 146,486.				
a Applied to 2006, but not more than line 2a			119,844.	
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)	NONE			
d Applied to 2007 distributable amount				26,642.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2007 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2006. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			none	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				194,433.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2003 ... NONE				
b Excess from 2004 ... NONE				
c Excess from 2005 ... NONE				
d Excess from 2006 ... NONE				
e Excess from 2007 ... NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, 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	Prior 3 years			
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(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 foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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 STATEMENT 12				
Total . . . . ▶ 3a				122,500.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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	156,485.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	921,808.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b			01	2,960.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,081,253.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,081,253.

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions.)
	NOT APPLICABLE

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2 a 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		

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

John L Achinty | 10/28/2010 | Trustee
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: Jeffrey E Kuhlin	Date	Check if self-employed ☐	Preparer's SSN or PTIN (See Signature on page 30 of the instructions) P00353001
Firm's name (or yours if self-employed), address, and ZIP code	KPMG LLP 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-9605	EIN ▶ 13-5565207 Phone no 800-770-8444	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2007

Name of organization

39-15C039572631 BARBARA & WILLIAM ROSENTHAL

Employer identification number

22-6753977

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.** (**Note:** *Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule - see instructions.)*

General Rule -

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules -

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of $5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year.) . . . . ▶ $ ____________

Caution: *Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they* **must** *check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).*

Name of organization: 39-15C039572631 BARBARA & WILLIAM ROSENTHAL

Employer identification number: 22-6753977

Part I **Contributors** (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DR. & MRS. WILLIAM ROSENTHAL 524 EAST 72ND STREET NEW YORK, NY 10021	$ 241,080.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	DR. & MRS. WILLIAM ROSENTHAL 524 EAST 72ND STREET NEW YORK, NY 10021	$ 238,420.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	DR. & MRS. WILLIAM ROSENTHAL 524 EAST 72ND STREET NEW YORK, NY 10021	$ 254,856.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4	DR. & MRS. WILLIAM ROSENTHAL 524 EAST 72ND STREET NEW YORK, NY 10021	$ 259,014.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: 39-15C039572631 BARBARA & WILLIAM ROSENTHAL

Employer identification number: 22-6753977

Part II **Noncash Property** (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	COMMON STOCK (MB FINANCIAL INC.)	$ 241,080.	08/10/2007
2	COMMON STOCK (MB FINANCIAL INC.)	$ 238,420.	08/13/2007
3	COMMON STOCK (MB FINANCIAL INC.)	$ 254,856.	12/18/2007
4	COMMON STOCK (MB FINANCIAL INC.)	$ 259,014.	12/19/2007
		$	
		$	

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

CONTRIBUTOR NAME:
DR. & MRS. WILLIAM ROSENTHAL
CONTRIBUTOR ADDRESS:
524 EAST 72ND STREET
NEW YORK, NY 10021
CONTRIBUTION DATE:
08/10/2007
DIRECT PUBLIC SUPPORT .... 241,080.

CONTRIBUTOR NAME:
DR. & MRS. WILLIAM ROSENTHAL
CONTRIBUTOR ADDRESS:
524 EAST 72ND STREET
NEW YORK, NY 10021
CONTRIBUTION DATE:
08/13/2007
DIRECT PUBLIC SUPPORT .... 238,420.

CONTRIBUTOR NAME:
DR. & MRS. WILLIAM ROSENTHAL
CONTRIBUTOR ADDRESS:
524 EAST 72ND STREET
NEW YORK, NY 10021
CONTRIBUTION DATE:
12/18/2007
DIRECT PUBLIC SUPPORT .... 254,856.

CONTRIBUTOR NAME:
DR. & MRS. WILLIAM ROSENTHAL
CONTRIBUTOR ADDRESS:
524 EAST 72ND STREET
NEW YORK, NY 10021
CONTRIBUTION DATE:
12/19/2007
DIRECT PUBLIC SUPPORT .... 259,014.

TOTAL DIRECT PUBLIC SUPPORT: 993,370.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FED TAX REFUND		2,960.
	TOTALS	2,960.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX ESTIMATES	6,694.	
FOREIGN TAXES		2,986.
TOTALS	6,694.	2,986.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
NY AG FILING FEE	250.	250.
TOTALS	250.	250.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	4,811,377.	4,367,588.	3,581,994.
TOTALS	4,811,377.	4,367,588.	3,581,994.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	55,675.	1,313,377.	1,083,818.
TOTALS	55,675.	1,313,377.	1,083,818.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
CTF TAX COST ADJUSTMENT		55,534.
RECEIPT-IN-KIND (ETF VANGUARD BD IDX)		2,477,267.
RECEIPT-IN-KIND (VANGUARD BD IDX)		1,316,557.
	TOTAL	3,849,358.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
DISTRIBUTION-IN-KIND (CITIBANK EQUITY FU	584,537.
DISTRIBUTION-IN-KIND (CITIBANK BALANCED	3,154,550.
DISTRIBUTION-IN-KIND (CITIBANK TAXABLE B	54,737.
TAX COST ADJUSTMENT (VANGUARD BD IDX)	3,083.
TAX COST ADJUSTMENT (ETF VANGUARD)	4,098.
MARKET TO TAX COST ADJ (MB FINL INC NEW)	239,960.
MARKET TO TAX COST ADJ (MB FINL INC NEW)	237,300.
MARKET TO TAX COST ADJ (MB FINL INC NEW)	253,512.
MARKET TO TAX COST ADJ (MB FINL INC NEW)	257,670.
TOTAL	4,789,447.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
NY

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-20,203.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					369,492.	
		500. MB FINL INC NEW PROPERTY TYPE: SECURITIES					09/09/1983	08/13/2007
16,865.00		80.00					16,785.00	
		6500. MB FINL INC NEW PROPERTY TYPE: SECURITIES					09/09/1983	08/14/2007
217,147.00		1,040.00					216,107.00	
		3500. MB FINL INC NEW PROPERTY TYPE: SECURITIES					09/09/1983	08/14/2007
116,926.00		560.00					116,366.00	
		1750. MB FINL INC NEW PROPERTY TYPE: SECURITIES					09/09/1983	08/14/2007
58,463.00		280.00					58,183.00	
		1750. MB FINL INC NEW PROPERTY TYPE: SECURITIES					09/09/1983	08/14/2007
58,463.00		280.00					58,183.00	
		3400. MB FINL INC NEW PROPERTY TYPE: SECURITIES					09/09/1983	12/19/2007
105,787.00		544.00					105,243.00	
		6000. MB FINL INC NEW PROPERTY TYPE: SECURITIES					09/09/1983	12/20/2007
184,936.00		960.00					183,976.00	
		3400. MB FINL INC NEW PROPERTY TYPE: SECURITIES					09/09/1983	12/21/2007
111,394.00		544.00					110,850.00	
		4000. MB FINL INC NEW PROPERTY TYPE: SECURITIES					09/09/1983	12/27/2007
131,315.00		640.00					130,675.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		122. CITIBANK SPECIAL EQUITY FUND PROPERTY TYPE: SECURITIES					05/25/2007	12/27/2007
25,953.00		30,908.00					-4,955.00	
		1844. CITIBANK SPECIAL EQUITY FUND PROPERTY TYPE: SECURITIES					04/07/2006	12/27/2007
392,274.00		461,789.00					-69,515.00	
		24405. CITIBANK BALANCED FUND 00 PROPERTY TYPE: SECURITIES					08/13/1998	12/28/2007
1041508.00		1261820.00					-220312.00	
		4702. CITIBANK TAXABLE BOND FUND PROPERTY TYPE: SECURITIES					01/21/2005	12/28/2007
54,167.00		54,737.00					-570.00	
		.9317 VANGUARD BD IDX FD TOTAL BD MKT ET PROPERTY TYPE: SECURITIES					12/28/2007	12/31/2007
72.00		71.00					1.00	
		.4735 VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES					12/23/1999	12/31/2007
70.00		94.00					-24.00	
		.803 VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES					12/23/1999	12/31/2007
117.00		159.00					-42.00	
TOTAL GAIN(LOSS)		....					1,050,240.	

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
DR. & MRS. WILLIAM ROSENTHAL 524 EAST 72ND STREET NEW YORK, NY 10021	08/10/2007	241,080.
DR. & MRS. WILLIAM ROSENTHAL 524 EAST 72ND STREET NEW YORK, NY 10021	08/13/2007	238,420.
DR. & MRS. WILLIAM ROSENTHAL 524 EAST 72ND STREET NEW YORK, NY 10021	12/18/2007	254,856.
DR. & MRS. WILLIAM ROSENTHAL 524 EAST 72ND STREET NEW YORK, NY 10021	12/19/2007	259,014.
TOTAL CONTRIBUTION AMOUNTS		993,370.

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

OFFICER NAME:
CITIBANK N.A.
ADDRESS:
666 FIFTH AVE, FLOOR 12B
NEW YORK, NY 10103
TITLE:
TRUSTEE, AS REQ'D
COMPENSATION .... 44,573.

TOTAL COMPENSATION: 44,573.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHMENT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 122,500.

TOTAL GRANTS PAID: 122,500.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2007

Name of estate or trust: 39-15C039572631 BARBARA & WILLIAM ROSENTHAL

Employer identification number: 22-6753977

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-4,954.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-20,203.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2006 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-25,157.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	705,905.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	369,492.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2006 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	1,075,397.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II **Caution:** *Read the instructions* **before** *completing this part.*		(1) Beneficiaries' (see page 41)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			-25,157.
14 **Net long-term gain or (loss):**				
a Total for year	14a			1,075,397.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,050,240.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet**, *as necessary.*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *on page 42 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 43 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 43 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20	Add lines 18 and 19	20				
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21				
22	Subtract line 21 from line 20. If zero or less, enter -0-			22		
23	Subtract line 22 from line 17. If zero or less, enter -0-			23		
24	Enter the **smaller** of the amount on line 17 or $2,150			24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 through 27; go to line 28 and check the "No" box. ☐ **No.** Enter the amount from line 23			25		
26	Subtract line 25 from line 24			26		
27	Multiply line 26 by 5% (05)					27
28	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 28 thru 31, go to line 32 ☐ **No.** Enter the smaller of line 17 or line 22			28		
29	Enter the amount from line 26 (If line 26 is blank, enter -0-)			29		
30	Subtract line 29 from line 28			30		
31	Multiply line 30 by 15% (15)					31
32	Figure the tax on the amount on line 23. Use the 2007 Tax Rate Schedule on page 27 of the instructions					32
33	Add lines 27, 31, and 32					33
34	Figure the tax on the amount on line 17. Use the 2007 Tax Rate Schedule on page 27 of the instructions					34
35	**Tax on all taxable income.** Enter the **smaller** of line 33 or line 34 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)					35

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2007

Name of estate or trust
39-15C039572631 BARBARA & WILLIAM ROSENTHAL

Employer identification number
22-6753977

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 40 of the instructions)	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 122. CITIBANK SPECIAL EQUITY FUND	05/25/2007	12/27/2007	25,953.00	30,908.00	-4,955.00
.9317 VANGUARD BD IDX FD TOTAL BD MKT ETF	12/28/2007	12/31/2007	72.00	71.00	1.00

1b. Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -4,954.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2007**

JSA
7F1221 4 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: 39-15C039572631 BARBARA & WILLIAM ROSENTHAL

Employer identification number: 22-6753977

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price (see page 40 of the instructions)	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 500. MB FINL INC NEW	09/09/1983	08/13/2007	16,865.00	80.00	16,785.00
6500. MB FINL INC NEW	09/09/1983	08/14/2007	217,147.00	1,040.00	216,107.00
3500. MB FINL INC NEW	09/09/1983	08/14/2007	116,926.00	560.00	116,366.00
1750. MB FINL INC NEW	09/09/1983	08/14/2007	58,463.00	280.00	58,183.00
1750. MB FINL INC NEW	09/09/1983	08/14/2007	58,463.00	280.00	58,183.00
3400. MB FINL INC NEW	09/09/1983	12/19/2007	105,787.00	544.00	105,243.00
6000. MB FINL INC NEW	09/09/1983	12/20/2007	184,936.00	960.00	183,976.00
3400. MB FINL INC NEW	09/09/1983	12/21/2007	111,394.00	544.00	110,850.00
4000. MB FINL INC NEW	09/09/1983	12/27/2007	131,315.00	640.00	130,675.00
1844. CITIBANK SPECIAL EQUITY FUND	04/07/2006	12/27/2007	392,274.00	461,789.00	-69,515.00
24405. CITIBANK BALANCED FUND 00	08/13/1998	12/28/2007	1,041,508.00	1,261,820.00	-220,312.00
4702. CITIBANK TAXABLE BOND FUND	01/21/2005	12/28/2007	54,167.00	54,737.00	-570.00
.4735 VANGUARD TOTAL STOCK MARKET ETF	12/23/1999	12/31/2007	70.00	94.00	-24.00
.803 VANGUARD TOTAL STOCK MARKET ETF	12/23/1999	12/31/2007	117.00	159.00	-42.00

6b. Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 705,905.00

FEDERAL FOOTNOTES
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THIS RETURN IS BEING AMENDED TO PROPERLY REFLECT CAPITAL GAINS OR LOSSES RECOGNIZED FROM THE CONVERSION OF CITI COMMON TRUST FUND SHARES TO VANGUARD MUTUAL FUNDS AND ETFS.

STATEMENT 1

SUPPLEMENTARY INFORMATION

Grants and Contributions Paid During the Year

Name and Address (home or business)	Relationship	Foundation status of recipient	Purpose of grant or contribution		Amount
CHILDREN S HOSPITAL GUILD ASSOCIATION	NONE	N/A	GENERAL CHARITABLE PURPOSES	$	2,500 00
NEW FEST	NONE	N/A	GENERAL CHARITABLE PURPOSES	$	10 000 00
AMACAIMFAC	NONE	N/A	GENERAL CHARITABLE PURPOSES	$	50 000 00
DAWN-DOMESTIC ABUSE WOMEN S NETWORK	NONE	N/A	GENERAL CHARITABLE PURPOSES	$	20 000 00
SPRINGBOARD ALLIANCE	NONE	N/A	GENERAL CHARITABLE PURPOSES	$	15,000 00
SUNY DOWNSTATE MEDICAL CENTER	NONE	N/A	GENERAL CHARITABLE PURPOSES	$	10,000 00
SOUTH COUNTRY OUTREACH	NONE	N/A	GENERAL CHARITABLE PURPOSES	$	15 000 00
			TOTAL CONTRIBUTIONS	$	122 500 00

Statement of Value and Activity

June 1, 2008 - June 30, 2008

Asset Detail

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Equity Mutual Funds						
Intl Equity Mutual Funds						
iShares MSCI EAFE Index Fund CUSIP· 464287465	11,750.00	$806,872.50	$867,216.41	-$60,343 91	$30,749 75	16 69%
		$806,872.50	$867,216 41	-$60,343 91	$30,749.75	16.69%
Closed End Equity Mutual Funds						
ETF Vanguard Total Stock Market ETF CUSIP 922908769	29,084 00	$1,863,993 56	$2,472,916 04	-$608,922.48	$36,413 17	38 55%
iShares Russell Midcap Index CUSIP· 464287499	250.00	$23,955 00	$26,321 50	-$2,366.50	$203 00	0 50%
S & P 500 Depository Receipt CUSIP 78462F103	4,025 00	$515,119.50	$582,967 65	-$67,848.15	$10,774 93	10 66%
Vanguard Small-Cap ETF CUSIP, 922908751	5,950 00	$372,053 50	$418,166 00	-$46,112 50	$142 80	7.70%
		$2,775,121 56	$3,500,371.19	-$725,249 63	$47,533.90	57 41%
Total Equity Mutual Funds		$3,581,994.06	$4,387,587.60	-$785,593.54	$78,283 65	74.10%
Fixed Income Mutual Funds						
Closed-End Fixed Income						
Vanguard Bd Idx Fd Total Bd Mkt ETF CUSIP: 921937835	14,214 00	$1,083,817.50	$1,313,376 60	-$229,559.10	$48,057 53	22 42%
Total Fixed Income Mutual Funds		$1,083,817.50	$1,313,376 60	-$229,559.10	$48,057.53	22.42%

Asset Detail Section (continued)

Statement of Value and Activity

June 1, 2008 - June 30, 2008

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Cash Equivalents						
Invested Cash						
Citibank M.D.A (L) CUSIP 9900CST72	139,717 35	$139,717 35	$139,717.35	$0.00	$3,164.60	2 89%
Citibank M D.A. (L) CUSIP. 9900CST72	28,575.01	$28,575 01	$28,575 01	$0.00	$647.22	0.59%(I)
Total Cash Equivalents		$168,292.36	$168,292.36	$0.00	$3,811.82	3.48%
Total All Assets		**$4,834,103.92**	**$5,849,256.56**	**-$1,015,152.64**	**$130,153.00**	**100.00%**