Process as original Return

AMENDED RETURN

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

0808

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 SEP 1, 2007 , and ending AUG 31, 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
SEYMOUR & SYLVIA ROTHCHILD FAMILY 2004
CHAR FOUNDATION, A ROTHCHILD ET AL TTEES

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
% FOUNDATION SOURCE, 501 SILVERSIDE RD. 123

City or town, state, and ZIP code
WILMINGTON, DE 19809-1377

A Employer identification number
20-6307347

B Telephone number
(800) 839-1754

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) ▶$ 1,890,804.

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))

	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	300,000.		N/A	
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	6,386.	6,386.		STATEMENT 1
	4	Dividends and interest from securities	47,271.	44,260.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-5,128.			
	b	Gross sales price for all assets on line 6a 218,303.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	348,529.	50,646.		
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				
	b	Accounting fees				
	c	Other professional fees STMT 3	25,468.	25,468.		0.
	17	Interest				
	18	Taxes STMT 4	274.	274.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses** Add lines 13 through 23	25,742.	25,742.		0.
	25	Contributions, gifts, grants paid	171,500.			171,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	197,242.	25,742.		171,500.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	151,287.			
	b	**Net investment income** (if negative, enter -0-)		24,904.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

STATUTE UNIT
RECEIVED
JUL 27 2012
TPR BRANCH
OGDEN

RECEIVED
JUL 23 2012
IRS-OSC
OGDEN, UT

STATUTE CLEARED
JUL 31 2012

549-18

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions**

Form **990-PF** (2007)

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16210517 706902 ROTH 2007.07050 SEYMOUR & SYLVIA ROTHCHILD ROTH___6

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	980.	778.	778.
	2 Savings and temporary cash investments	123,987.	268,088.	268,088.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	515,167.	466,829.	415,791.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1,114,332.	1,197,457.	1,206,147.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,754,466.	1,933,152.	1,890,804.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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	1,754,466.	1,933,152.	
	30 Total net assets or fund balances	1,754,466.	1,933,152.	
	31 Total liabilities and net assets/fund balances	1,754,466.	1,933,152.	

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	1,754,466.
2 Enter amount from Part I, line 27a	2	151,287.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	30,754.
4 Add lines 1, 2, and 3	4	1,936,507.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	3,355.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,933,152.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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	218,303.		223,431.	-5,128.

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				-5,128.

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	-5,128.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	182,000.	1,705,047.	.106742
2005	132,641.	939,793.	.141139
2004	98,000.	968,872.	.101149
2003			
2002			

2	**Total** of line 1, column (d)	2	.349030
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	.116343
4	Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	1,958,715.
5	Multiply line 4 by line 3	5	227,883.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	249.
7	Add lines 5 and 6	7	228,132.
8	Enter qualifying distributions from Part XII, line 4	8	171,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling 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	498.
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	498.
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	498.
6	Credits/Payments:		
a	2007 estimated tax payments and 2006 overpayment credited to 2007 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
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	498.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2008 estimated tax** ▶ **Refunded** ▶	11	

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 instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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? N/A	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		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 instructions) ▶ MA			
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 9	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 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? N/A	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 ▶ C/O FOUNDATION SOURCE Telephone no. ▶ (800) 839-1754

Located at ▶ 501 SILVERSIDE RD, SUITE 123, WILMINGTON, DE ZIP+4 ▶ 19809-1377

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

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

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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SYLVIA ROTHCHILD 19 HILLTOP ROAD CHESTNUT HILL, MA 02467	TRUSTEE 1.00	0.	0.	0.
JOSEPH ROTHCHILD 194 WABAN AVENUE WABAN, MA 02468	TRUSTEE 1.00	0.	0.	0.
ALICE ROTHCHILD 44 CYPRESS STREET BROOKLINE, MA 02445	TRUSTEE 1.00	0.	0.	0.
JUDITH ROTHCHILD OCTON 34800, MAS D'I'EGLISE FRANCE	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	1,981,377.
b	Average of monthly cash balances		1b	7,166.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,988,543.
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	1,988,543.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	29,828.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,958,715.
6	**Minimum investment return.** Enter 5% of line 5		6	97,936.

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	97,936.
2a	Tax on investment income for 2007 from Part VI, line 5	2a 498.		
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	498.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	97,438.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	97,438.
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	97,438.

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	171,500.
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	171,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	171,500.

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 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				97,438.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2007:				
a From 2002				
b From 2003				
c From 2004 50,329.				
d From 2005 86,369.				
e From 2006 94,888.				
f Total of lines 3a through e	231,586.			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ $ 171,500.				
a Applied to 2006, but not more than line 2a			0.	
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 2007 distributable amount				97,438.
e Remaining amount distributed out of corpus	74,062.			
5 Excess distributions carryover applied to 2007 (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	305,648.			
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 2006. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	305,648.			
10 Analysis of line 9:				
a Excess from 2003				
b Excess from 2004 50,329.				
c Excess from 2005 86,369.				
d Excess from 2006 94,888.				
e Excess from 2007 74,062.				

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

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

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

SYLVIA ROTHCHILD

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

NONE

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

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

a The name, address, and telephone number 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 10				
Total			▶ 3a	171,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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
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			14	6,386.	
4 Dividends and interest from securities			14	47,271.	
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	-5,128.	
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.		48,529.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 48,529.

(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).
	N/A

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	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

X Alice Rothchild | 5/24/12 | TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶ ☐	Preparer's SSN or PTIN
[signature]	5/17/12		P00030806

Firm's name (or yours if self-employed), address, and ZIP code: EDWARDS WILDMAN PALMER LLP, P O BOX 990129, BOSTON, MA 02199-0129

EIN ▶ 05-0135015

Phone no. (617) 239-0100

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
SEYMOUR & SYLVIA ROTHCHILD FAMILY 2004
CHAR FOUNDATION, A ROTHCHILD ET AL TTEES

Employer identification number
20-6307347

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	[X] 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-

[X] 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	Employer identification number
SEYMOUR & SYLVIA ROTHCHILD FAMILY 2004 CHAR FOUNDATION, A ROTHCHILD ET AL TTEES	20-6307347

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SYLVIA ROTHCHILD 19 HILLTOP ROAD CHESTNUT HILL, MA 02467	$ 300,000.	Person [X] Payroll [ ] Noncash [ ] (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.)
		$	Person [ ] Payroll [ ] Noncash [ ] (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.)

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	31 SHS BROOKDALE SR LIVING INC		09/10/07	03/20/08
b	72 SHS BROOKDALE SR LIVING INC		09/10/07	03/24/08
c	24 SHS BROOKDALE SR LIVING INC		09/10/07	03/25/08
d	23 SHS BROOKDALE SR LIVING INC		09/10/07	01/26/08
e	189 SHS ISTAR FINANCIAL INC		11/08/07	03/07/08
f	118 SHS ISTAR FINANCIAL INC		11/09/07	03/07/08
g	33 SHS ISTAR FINANCIAL INC		11/12/07	03/07/08
h	59 SHS PACCAR INC		10/15/07	03/24/08
i	31 SHS PACCAR INC		10/16/07	03/24/08
j	48 SHS PACCAR INC		10/16/07	03/25/08
k	52 SHS PACCAR INC		10/17/07	03/25/08
l	180 SHS PINNACLE WEST CAP CORP		01/08/07	03/07/08
m	57 ARES CAPITAL CORP RTS		03/28/08	04/09/08
n	96 ARES CAPITAL CORP RTS		03/28/08	04/10/08
o	61 SHS BROOKDALE SR LIVING INC		09/10/07	03/27/08

	(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	704.		1,201.	-497.
b	1,744.		2,789.	-1,045.
c	578.		930.	-352.
d	559.		891.	-332.
e	2,951.		5,484.	-2,533.
f	1,842.		3,483.	-1,641.
g	515.		1,012.	-497.
h	2,793.		3,240.	-447.
i	1,468.		1,725.	-257.
j	2,240.		2,671.	-431.
k	2,427.		2,761.	-334.
l	6,239.		9,115.	-2,876.
m	30.			30.
n	42.			42.
o	1,516.		2,363.	-847.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-497.
b				-1,045.
c				-352.
d				-332.
e				-2,533.
f				-1,641.
g				-497.
h				-447.
i				-257.
j				-431.
k				-334.
l				-2,876.
m				30.
n				42.
o				-847.

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

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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	27 SHSBROOKDALE SR LIVING INC		09/10/07	03/28/08
b	7 SHS BROOKDALE SR LIVING INC		09/10/07	03/31/08
c	52 SHS AIRCASTLE LTD		06/29/07	06/16/08
d	63 SHS AIRCASTLE LTD		06/29/07	06/17/08
e	48 SHS AIRCASTLE LTD		06/29/07	06/19/08
f	50 SHS AIRCASTLE LTD		06/29/07	06/20/08
g	22 SHS AIRCASTLE LTD		06/29/07	06/23/08
h	10 SHS AIRCASTLE LTD		06/29/07	06/24/08
i	195 SHS AMERICAN CAP LTD		01/08/07	07/15/08
j	170 SHS BANK OF AMERICA CORP		01/08/07	07/15/08
k	95 SHS BANK OF AMERICA CORP		07/27/07	07/15/08
l	425 SHS AUST NW Z B G ADR		01/08/07	08/27/08
m	130 SHS BK OF IRELAND SPNS ADR		03/24/08	08/28/08
n	425 SHS FELCOR LODGING TRUST TEX		01/08/07	08/28/08
o	585 SHS SUNCORP-METWAY LTD		08/31/07	08/29/08

	(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	665.		1,046.	-381.
b	168.		271.	-103.
c	441.		2,061.	-1,620.
d	534.		2,497.	-1,963.
e	421.		1,902.	-1,481.
f	440.		1,981.	-1,541.
g	188.		872.	-684.
h	81.		396.	-315.
i	3,360.		8,947.	-5,587.
j	3,229.		9,078.	-5,849.
k	1,805.		4,560.	-2,755.
l	5,803.		9,155.	-3,352.
m	4,289.		8,142.	-3,853.
n	3,352.		8,924.	-5,572.
o	5,730.		9,597.	-3,867.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-381.
b				-103.
c				-1,620.
d				-1,963.
e				-1,481.
f				-1,541.
g				-684.
h				-315.
i				-5,587.
j				-5,849.
k				-2,755.
l				-3,352.
m				-3,853.
n				-5,572.
o				-3,867.

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

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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	70 SHS PETROCHINA		01/08/07	10/15/07
b	380 SHS CORUS BKSHS		01/08/07	11/08/07
c	120 SHS CITIGROUP		06/08/07	11/08/07
d	65 SHS CITIGROUP		06/12/07	11/08/07
e	180 SHS TSAKOS ENRGY		04/23/07	11/02/07
f	170 SHS WACHOVIA		02/05/07	11/08/07
g	140 SHS OWENS CORNING		12/07/06	11/27/07
h	660 SHS DYNEGY		12/07/06	11/27/07
i	60 SHS BARNES & NOBLE		08/09/07	03/31/08
j	100 SHS BARNES & NOBLE		08/09/07	06/03/08
k	120 SHS ABBOTT LABS		08/31/07	06/03/08
l	80 SHS HOME DEPOT		02/04/08	08/08/08
m	20 SHS ROGERS COMM		12/07/06	12/17/07
n	110 LYONDELL CHEMICAL		12/07/06	12/20/07
o	50 SHS BARD C R		12/07/06	01/08/08

	(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	16,165.		9,196.	6,969.
b	3,395.		9,006.	-5,611.
c	3,964.		6,341.	-2,377.
d	2,147.		3,461.	-1,314.
e	11,869.		9,814.	2,055.
f	6,736.		9,673.	-2,937.
g	3,053.		4,382.	-1,329.
h	4,916.		4,501.	415.
i	1,836.		1,890.	-54.
j	3,028.		3,149.	-121.
k	6,370.		6,166.	204.
l	4,476.		3,905.	571.
m	860.		599.	261.
n	5,280.		2,855.	2,425.
o	4,800.		4,260.	540.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6,969.
b				-5,611.
c				-2,377.
d				-1,314.
e				2,055.
f				-2,937.
g				-1,329.
h				415.
i				-54.
j				-121.
k				204.
l				571.
m				261.
n				2,425.
o				540.

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

723591
04-27-07

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	260 SHS ACTIVISION		12/07/06	01/09/08
b	80 SHS PRINCIPAL FINCL		12/07/06	01/28/08
c	100 SHS ARCH COAL		12/07/06	01/29/08
d	200 SHS COLONIAL BANCGRP		12/07/06	02/05/08
e	680 SHS RADIO ONE		12/07/06	02/06/08
f	150 SHS MONEYGRAM		12/07/06	02/20/08
g	40 SHS AON CORP		12/07/06	03/11/08
h	116 SHS HERCILES OFFSHORE		12/07/06	03/25/08
i	120 SHS ISTAR FINCL		12/07/06	07/31/08
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,140.		4,633.	2,507.
b	4,613.		4,706.	-93.
c	4,281.		3,541.	740.
d	2,907.		4,856.	-1,949.
e	1,126.		4,581.	-3,455.
f	700.		4,623.	-3,923.
g	1,633.		1,474.	159.
h	2,735.		3,046.	-311.
i	945.		5,679.	-4,734.
j	57,174.			57,174.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2,507.
b				-93.
c				740.
d				-1,949.
e				-3,455.
f				-3,923.
g				159.
h				-311.
i				-4,734.
j				57,174.
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-5,128.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

723591
04-27-07

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

SOURCE	AMOUNT
MERRILL LYNCH - #281-02276	253.
PALMER & DODGE FIDUCIARY - #85220684	3,684.
PALMER & DODGE FIDUCIARY - #85225000	2,449.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,386.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH - #281-02276	21,491.	1,549.	19,942.
PALMER & DODGE FIDUCIARY - 85220684	76,921.	55,273.	21,648.
PALMER & DODGE FIDUCIARY - 85225000	6,033.	352.	5,681.
TOTAL TO FM 990-PF, PART I, LN 4	104,445.	57,174.	47,271.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES- #85225000	0.	0.		0.
INVESTMENT ADVISORY FEES - #85220684	14,049.	14,049.		0.
INVESTMENT ADVISORY - MERRILL LYNCH	2,997.	2,997.		0.
CUSTODIAN FEES - #85225000	1,629.	1,629.		0.
CUSTODIAN FEES - #85220684	6,793.	6,793.		0.
TO FORM 990-PF, PG 1, LN 16C	25,468.	25,468.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX W/H - #85225000	50.	50.		0.
FOREIGN TAX W/H - #85220684	161.	161.		0.
FOREIGN TAX W/H - MERRILL LYNCH	63.	63.		0.
TO FORM 990-PF, PG 1, LN 18	274.	274.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
TRANSACTIONS POSTED FOR PRIOR PERIOD - #85225000	379.
TRANSACTIONS POSTED FOR PRIOR PERIOD - #85220684	69.
CAPITAL GAIN POSTED FOR PRIOR PERIOD - MERRILL LYNCH	13,662.
CAPITAL LOSS POSTED AFTER PERIOD END - MERRILL LYNCH	16,644.
TOTAL TO FORM 990-PF, PART III, LINE 3	30,754.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
REVERSALS POSTED AFTER PERIOD END - #85220684	2,000.
TRANSACTIONS POSTED AFTER PERIOD END - #85220684	227.
TRANSACTIONS POSTED AFTER PERIOD END - #85225000	142.
SALE REVERSAL/REPOST AFTER PERIOD END - 85225000	79.
BOOK VALUE ADJUSTMENTS	907.
TOTAL TO FORM 990-PF, PART III, LINE 5	3,355.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	466,829.	415,791.
TOTAL TO FORM 990-PF, PART II, LINE 10B	466,829.	415,791.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - FIXED INCOME	COST	564,961.	570,479.
MUTUAL FUNDS - EQUITY	COST	632,496.	635,668.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,197,457.	1,206,147.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 9
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
SYLVIA ROTHCHILD	19 HILLTOP ROAD, CHESTNUT HILL, MA 02467

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AIDS ACTION COMMITTEE 294 WASHINGTON ST 5TH FL, BOSTON, MA 02108	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET, 18TH FL, NEW YORK, NY 10004	NONE GENERAL & UNRESTRICTED	509(A)(1)	4,500.
AMREF USA 19 WEST 4TH STREET, RM 710, NEW YORK, NY 10036	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
BROOKLINE COMMUNITY FUND 40 WEBSTER PLACE, BROOKLINE, MA 02445	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,000.
BROOKLYN COLLEGE FOUNDATION 2900 BEDFORD AVENUE, BROOKLYN, NY 11219-2889	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,000.
BROWN UNIVERSITY P.O. BOX 1877, PROVIDENCE, RI 02912	NONE BROWN ANNUAL FUND	509(A)(1)	2,500.
CHERNOBYL CHILDREN'S PROJECT INTERNATIONAL 217 E 86TH ST PMB# 275, NEW YORK, NY 10028	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
COMBINED JEWISH PHILANTHROPIES 126 HIGH STREET, BOSTON, MA 02110	NONE GENERAL & UNRESTRICTED	509(A)(1)	15,000.
COMMUNITY MUSICWORKS 1392 WESTMINSTER STREET, PROVIDENCE, RI 02909	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,000.

COMMUNITY WORKS 25 WEST STREET, BOSTON, MA 02111	NONE GENERAL & UNRESTRICTED	509(A)(1)	5,000.
CONSERVATION LAW FOUNDATION 62 SUMMER ST, BOSTON, MA 02110-1208	NONE GENERAL & UNRESTRICTED	509(A)(1)	4,000.
DEMOCRACY NOW P.O. BOX 693, NEW YORK, NY 10013	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,000.
FACING HISTORY AND OURSELVES 16 HURD ROAD, BROOKLINE, MA 02445-6919	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,000.
GAZA MENTAL HEALTH FOUNDATION, INC. P.O. BOX 495, BOSTON, MA 02112	NONE GENERAL & UNRESTRICTED	509(A)(1)	3,000.
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET, 4TH FL, BOSTON, MA 02130	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
HORIZONS FOR HOMELESS CHILDREN 1705 COLUMBUS AVE, ROXBURY, MA 02119	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,000.
INTERFAITHFAMILY.COM P.O. BOX 9129, NEWTON, MA 02464	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
INTERNATIONAL INSTITUTE OF BOSTON ONE MILK ST, BOSTON, MA 02109	NONE GENERAL & UNRESTRICTED	509(A)(1)	10,000.
JEWISH FAMILY AND CHILDREN'S SVC 1430 MAIN ST, WALTHAM, MA 02451	NONE GENERAL & UNRESTRICTED	509(A)(1)	4,000.
MADRE, INC 121 WEST 27TH ST #301, NEW YORK, NY 10001	NONE WOMEN'S FREEDOM IN IRAQ	509(A)(1)	3,000.

MAKE-A-WISH FDN OF MASS ONE BULFINCH PL 2ND FL, BOSTON, MA 02114	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,000.
MASSACHUSETTS IMMIGRATION AND REFUGEE ADVOCACY 105 CHAUCER ST 9TH FL, BOSTON, MA 02111	NONE GENERAL & UNRESTRICTED	509(A)(1)	25,000.
METROWEST JEWISH DAY SCHOOL 29 UPPER JOCLYN AVE, FRAMINGHAM, MA 01701	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,000.
MIDDLE EAST CHILDREN'S ALLIANCE 901 PARKER STREET, BERKELEY, CA 94710	NONE GENERAL & UNRESTRICTED	509(A)(1)	3,500.
MITCHELL COLLEGE 437 PEQUOT AVENUE, NEW LONDON, CT 06320-9907	NONE LEARNING RESOURCE CENTER	509(A)(1)	5,000.
NATIONAL YIDDISH BOOK CTR 1021 WEST ST, AMHERST, MA 01002	NONE GENERAL & UNRESTRICTED	509(A)(1)	3,000.
NEW ENGLAND GRASS ROOTS FUND P O BOX 1057, MONTPELIER, VT 05601	NONE GENERAL & UNRESTRICTED	509(A)(1)	4,000.
NEW ISRAEL FUND 1101 14TH ST NW, 6TH FL, WASHINGTON, DC 20005	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
PEF ISRAEL ENDOWMENT FUND 317 MADISON AVE, SUITE 607, NEW YORK, NY 10017	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,000.
PHYSICIANS FOR A NATIONAL HEALTH PROGRAM 29 E MADISON, SUITE 602, CHICAGO, IL 60602	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
PHYSICIANS FOR REPRODUCTIVE CHOICE AND HEALTH 55 WEST 39TH ST, 10TH FL, NEW YORK, NY 10018	NONE GENERAL & UNRESTRICTED	509(A)(1)	3,000.

PORTLAND MUSEUM OF ART 7 CONGRESS SQUARE, PORTLAND, ME 04101	NONE WINSLOW HOMER STUDIO CAMPAIGN	509(A)(1)	1,500.
REACH P O BOX 540024, WALTHAM, MA 02454	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,000.
SHARE/WHEEL P P BOX 2548, SEATTLE, WA 98111-2548	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,000.
SOUTHERN CENTER FOR HUMAN RIGHTS 83 POPLAR STREET NW, ATLANTA, GA 30303	NONE GENERAL & UNRESTRICTED	509(A)(1)	3,000.
TEMPLE BETH ELOHIM 10 BETHEL ROAD, WELLESLEY, MA 02481-3595	NONE CAPITAL CAMPAIGN	509(A)(1)	5,000.
THE AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET, NEW YORK, NY 10018-7904	NONE THE WOMEN'S EMPOWERMENT FUND	509(A)(1)	2,500.
THE CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY, 7TH FL, NEW YORK, NY 10012	NONE GENERAL & UNRESTRICTED	509(A)(1)	3,000.
THE CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY, 7TH FL, NEW YORK, NY 10012	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,500.
THE FOOD PROJECT P O BOX 705, LINCOLN, MA 01773	NONE GENERAL & UNRESTRICTED	509(A)(1)	5,000.
THE PONHEARY LY FOUNDATION P.O. BOX 17034, AUSTIN, TX 78760-7034	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.

THE UNITED WAY OF MASSACHUSETTS 51 SLEEPER STREET, BOSTON, MA 02110-1208	NONE SPECIAL FUND	509(A)(1)	3,000.
THE WELCOME PROJECT 530 MYSTIC AVE #111, SOMERVILLE, MA 02145	NONE GENERAL & UNRESTRICTED	509(A)(1)	10,000.
UNION OF CONCERNED SCIENTISTS TWO BRATTLE STREET, CAMBRIDGE, MA 02238	NONE GENERAL & UNRESTRICTED	509(A)(1)	4,000.
WEST END HOUSE BOYS AND GIRLS CLUB 105 ALLSTON STREET, ALLSTON, MA 02134	NONE GENERAL & UNRESTRICTED	509(A)(1)	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			171,500.

Form **8868**
(Rev April 2008)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization SEYMOUR & SYLVIA ROTHCHILD FAMILY 2004 CHAR FOUNDATION, S ROTHCHILD ET AL TTEES	Employer identification number 20-6307347
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions. C/O EDWARDS ANGELL PALMER & DODGE LLP	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions 111 HUNTINGTON AVE BOSTON, MA 02199	

Check type of return to be filed(file a separate application for each return).

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ EDWARDS ANGELL PALMER & DODGE LLP
  Telephone No ▶ 617-239-0100 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until APRIL 15, 2009 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning SEP 1, 2007 , and ending AUG 31, 2008

2 If this tax year is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 4-2008)

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04-16-08