



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

**2008**

Department of the Treasury  
 Internal Revenue Service

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

For calendar year 2008, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_  
 G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

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

Name of foundation: **THE LITMAN FOUNDATION**

Employer identification number: **75-2892769**

Number and street (or P O box number if mail is not delivered to street address): **3010 LBJ FREEWAY**

Room/suite: **712**

Telephone number: **214-750-9006**

City or town, state, and ZIP code: **DALLAS, TX 75234**

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 23,817,074**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

F 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

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		20,779.	20,779.		STATEMENT 2
4 Dividends and interest from securities		621,315.	621,315.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-3,329,821.			STATEMENT 1
b Gross sales price for all assets on line 6a		47,698,886.			
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)		584,247.	584,247.		STATEMENT 4
11 Other income		-2,103,480.	1,226,341.		
12 Total. Add lines 1 through 11					
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		2,942.	1,471.		1,471.
c Other professional fees		104,388.	97,094.		7,294.
17 Interest		24,386.	24,386.		0.
18 Taxes		21,684.	10,684.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,200.	0.		1,200.
22 Printing and publications					
23 Other expenses		537.	537.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		155,137.	134,172.		9,965.
25 Contributions, gifts, grants paid		2,096,285.			2,096,285.
26 Total expenses and disbursements. Add lines 24 and 25		2,251,422.	134,172.		2,106,250.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-4,354,902.			
b Net investment income (if negative, enter -0-)			1,092,169.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 22 2010

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	3,159,661.	1,165,494.	1,165,494.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	552,559.		
	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			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	37,349,192.	35,541,016.	22,651,580.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ )				
16 Total assets (to be completed by all filers)	41,061,412.	36,706,510.	23,817,074.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ )				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	41,061,412.	36,706,510.		
30 Total net assets or fund balances	41,061,412.	36,706,510.		
31 Total liabilities and net assets/fund balances	41,061,412.	36,706,510.		

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 41,061,412.
2 Enter amount from Part I, line 27a	2 -4,354,902.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 36,706,510.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 36,706,510.

**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 STATEMENT D-1	P	VARIOUS	VARIOUS
b SEE STATEMENT D-1	P	VARIOUS	VARIOUS
c CURRENCY GAIN	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
e			

(a) 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 41,123,986.		44,362,903.	-3,238,917.
b 6,224,576.		6,665,804.	-441,228.
c 56,841.			56,841.
d 293,483.			293,483.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
(j) FMV. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any	
a			-3,238,917.
b			-441,228.
c			56,841.
d			293,483.
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	-3,329,821.
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))
2007	1,483,175.	42,993,665.	.034498
2006	1,883,893.	41,210,724.	.045714
2005	1,942,819.	38,451,606.	.050526
2004	294,976.	36,872,405.	.008000
2003	289,622.	11,797,613.	.024549

2 Total of line 1, column (d)	2	.163287
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	.032657
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	35,825,336.
5 Multiply line 4 by line 3	5	1,169,948.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,922.
7 Add lines 5 and 6	7	1,180,870.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	2,106,250.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	10,922.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	10,922.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	10,922.
6	<b>Credits/Payments</b>		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	10,690.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d. <b>O.R. OVERPAYMENT</b>	7	-5,800.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,032.
10	<b>Overpayment.</b> 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 2009 estimated tax	11	

**Part VII-A Statements Regarding Activities**

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

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ DAVID S. LITMAN Located at ▶ 3010 LBJ FREEWAY, SUITE 712, DALLAS, TX	Telephone no ▶ 214-239-2666 ZIP+4 ▶ 75234		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 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 2008) 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 2008?	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 propoganda, 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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If you answered "Yes" to 6a, 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?  Yes  No

**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
DAVID S. LITMAN 3010 LBJ FREEWAY, SUITE 712 DALLAS, TX 75234	DIRECTOR 5.00	0.	0.	0.
MALIA A. LITMAN 3010 LBJ FREEWAY, SUITE 712 DALLAS, TX 75234	DIRECTOR 5.00	0.	0.	0.
ROBERT B. DIENER 5521 GREENVILLE AVENUE, SUITE 104-540 DALLAS, TX 75206	DIRECTOR 0.00	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

**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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	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	33,200,180.
b	Average of monthly cash balances	1b	3,170,719.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	36,370,899.
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	36,370,899.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	545,563.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,825,336.
6	Minimum investment return. Enter 5% of line 5	6	1,791,267.

**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	1,791,267.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	10,922.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,922.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,780,345.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,780,345.
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	1,780,345.

**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	2,106,250.
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	2,106,250.
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	10,922.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,095,328.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,780,345.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			2,096,285.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 2,106,250.				
a Applied to 2007, but not more than line 2a			2,096,285.	
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 2008 distributable amount				9,965.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				1,770,380.
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 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

**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 2008, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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					
3 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))

SEE STATEMENT 10  
 b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
 NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed  
 DAVID & MALIA LITMAN

b The form in which applications should be submitted and information and materials they should include  
 NO SPECIFIC FORM

c Any submission deadlines  
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
 NONE

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
VARIOUS CASH CONTRIBUTIONS SEE STATEMENT 11	N/A	PUBLIC CHARITIES	VARIOUS	2,096,285.
<b>Total</b>			<b>▶ 3a</b>	<b>2,096,285.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>





## FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE STATEMENT D-1	41,123,986.	44,362,903.	0.	0.	VARIOUS	VARIOUS
						-3,238,917.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE STATEMENT D-1	6,224,576.	6,665,804.	0.	0.	VARIOUS	VARIOUS
						-441,228.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CURRENCY GAIN	56,841.	0.	0.	0.	PURCHASED	VARIOUS
						VARIOUS
						56,841.

CAPITAL GAINS DIVIDENDS FROM PART IV						293,483.
TOTAL TO FORM 990-PF, PART I, LINE 6A						-3,329,821.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
VARIOUS	20,779.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	20,779.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	914,798.	293,483.	621,315.
TOTAL TO FM 990-PF, PART I, LN 4	914,798.	293,483.	621,315.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME (LOSS)	387,965.	387,965.	
OTHER INVESTMENT INCOME	196,282.	196,282.	
TOTAL TO FORM 990-PF, PART I, LINE 11	584,247.	584,247.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,942.	1,471.		1,471.
TO FORM 990-PF, PG 1, LN 16B	2,942.	1,471.		1,471.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	104,203.	96,909.		7,294.
BANK FEES	185.	185.		0.
TO FORM 990-PF, PG 1, LN 16C	104,388.	97,094.		7,294.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	11,000.	0.		0.
FOREIGN TAX	10,684.	10,684.		0.
TO FORM 990-PF, PG 1, LN 18	21,684.	10,684.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	537.	537.		0.
TO FORM 990-PF, PG 1, LN 23	537.	537.		0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MISCELLANEOUS INVESTMENTS	COST	35,541,016.	22,651,580.
TOTAL TO FORM 990-PF, PART II, LINE 13		35,541,016.	22,651,580.

---

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 10

---

NAME OF MANAGER

DAVID S. LITMAN  
MALIA A. LITMAN

THE LITMAN FOUNDATION  
2008 DONATIONS

Name		Memo	Amount
American Bird Conservancy	PO BOX 249, 4249 LOUDOUN AVE, THE PLAINS, VA 20188-0249	Donation	1,000 00
American Cancer Society	PO BOX 22718--OKLAHOMA CITY, OK 73123-1718	Donation	200 00
American Heart Association	7272 GREENVILLE AVENUE--DALLAS, TX 75231	Donation	100 00
Anti-Defamation League	823 UNITED NATIONS PLAZA--NY, NY 10017	Donation	1,000 00
Audubon Texas	427 STERZING, #109--AUSTIN, TX 78704	FY08 Pledge	260,920 71
Brotherhood of Temple Emanu-El	8501 HILLCREST ROAD--DALLAS, TX 75225-4204	Donation	50 00
Lance Armstrong Foundation	2201 E SIXTH ST, AUSTIN, TX 78702	Donation - CAPITAL ONE	500 00
American Lung Association	1301PENNSYLVANIA AVE, STE 800, WASHINGTON, DC 20004	Donation - CAPITAL ONE	100 00
Planned Parenthood	434 WEST 33RD ST, NEW YORK, NY 10001	Donation - CAPITAL ONE	500 00
Center for Biological Diversity	PO BOX 710, TUSCON, AZ 85702-0710	Donation - CAPITAL ONE	500 00
Child Abuse Prevention Center	2820 SWISS AVE--DALLAS, TX 75204	Donation	10,000 00
Coastal Bend and Bays Estuaries	1305 N SHORELINE BLVD--CORPUS CHRISTI, TX 78401-1500	D Newstead and Audobon work	25,000 00
Conservation International	1919 M STREET, NW, SUITE 600--WASHINGTON, D C 20036	Donation	20,000 00
Cornell Law School	260 MYRON TAYLOR HALL--ITHACA, NY 14853	Annual Fund	75,000 00
Dallas Foundation	900 JACKSON ST, SUITE 705, DALLAS, TX 75202	Donation	1,120,000 00
Dallas Foundation	900 JACKSON ST, SUITE 705, DALLAS, TX 75202	Donation	72,366 00
Dallas Holocaust Museum	211 N RECORD ST, SUITE 100--DALLAS, TX 75202-3361	Donation	500 00
Defenders of Wildlife	1130 SEVENTEENTH ST N W --WASHINGTON, D C 20036-4604	Donation	15,000 00
Dian Fossey Gorilla Fund International	800 CHEROKEE AVE SE--ATLANTA, GA 30315-9884	Donation	500 00
Doctors Without Borders	PO BOX 5030--HAGERSTOWN, MD 21741-5030	Donation	2,000 00
Ducks Unlimited	ONE WATERFOWL WAY--MEMPHIS, TN 38120	Donation	500 00
Dysautonomia Foundation, Inc	315 W 39TH STREET SUITE 701--NEW YORK, NY 10018	Donation	1,000 00
Earth Justice	426 17TH STREET 6TH FLOOR--OAKLAND, CA 94612	Donation	10,000 00
Environmental Defense	257 PARK AVENUE SOUTH--NEW YORK, NY 10010	Donation	25,000 00
Girls, Inc	2040 EMPIRE CENTRAL DR--DALLAS, TX 75235	Donation	10,000 00
Greenhill School	4141 SPRING VALLEY ROAD--ADDISON, TX 75001-3683	Donation	30,000 00
Greenpeace	702 H STREET NW SUITE 300--WASHINGTON, DC 20001	Donation	10,000 00
Hasbara Fellowships	63 W 38TH STREET SUITE 1103--NY, NY 10018	Donation	55,000 00
Hillel	800 EIGHTH ST NW--WASHINGTON, DC 20001-3724	Donation	2,000 00
Israel-Texas Science & Education Fnd	1302 E COLLINS BLVD, RICHARDSON, TX 75081	Donation	5,000 00
Jewish Family Service	5402 ARAPAHO ROAD--DALLAS, TX 75248	Donation	2,000 00
Jewish Federation of Dallas	7800 NORTHAVEN--DALLAS, TX 75230	Donation	27,500 00
Juvenile Diabetes Research Foundation	9400 N CENTRAL EXPRESSWAY # 1201-DALLAS TX 75231	Walk to Cure Diabetes	300 00
Katy Trail	3523 MCKINNEY AVE PMB 441--DALLAS, TX 75204	Donation	2,500 00
KIDS of NYU Foundation, Inc	902 Broadway, Suite 1603 New York, NY 10010	Donation	200 00
LBJ Wildflower Center	4801 LA CROSSE AVE--AUSTIN, TX 78739	Donation	2,500 00
March of Dimes	1275 MAMARONECK AVENUE--WHITE PLAINS, NY 10605	Donation	100 00
National Multiple Sclerosis Society	3535 GRAND AVE--DALLAS, TX 75210	Donation	1,250 00
National Parks Conservation	1300 19TH STREET NW--WASHINGTON, DC 20036	Donation	1,200 00
National Wildlife Federation	11100 WILDLIFE CENTER--RESTON, VA 20190	Donation	4,500 00
Native Seeds/SEARCH	526 N 4th Ave, Tucson, AZ 85705	Donation	500 00
Nature Conservancy of Arkansas	601 N UNIVERSITY AVE--LITTLE ROCK, AR 72205	Donation	34,238 40
North Texas Food Bank	4500 S COCKRELL HILL RD, DALLAS, TX 75236	Donation	1,000 00
NRDC (National Resources Defense Council)	40 WEST 20TH STREET--NEW YORK, NY 10011	Donation	25,000 00
Ocean Conservancy	1725 DESALES STREET, N W--WASHINGTON, D C 20036	Donation	2,000 00
Oceana	2501 M STREET NW, SUITE 300--WASHINGTON, DC 20037-1311	Donation	7,000 00
Penn State Dance Marathon	UNIVERSITY PARK, PA 16802	Orchesis Dance Company THON	250 00
Pereganne Fund Inc	5668 WEST FLYING HAWK LANE--BOISE, ID 83709	Donation	2,500 00
Public Citizen's Foundation	1002 W AVENUE--AUSTIN, TX 78701	Donation	10,000 00
Rainforest Action Network	221 PINE STREET, SUITE 500--SAN FRANCISCO, CA 94104	Donation	500 00
RAINFOREST ALLIANCE	665 BROADWAY SUITE 500--NEW YORK, NY 10012	Donation	500 00
Rogers Wildlife Rehabilitation	1430 E CLEVELAND RD--HUTCHINS, TX 75141	Donation	5,000 00
Salvation Army	P O BOX 36006--DALLAS, TX 75235-1006	Donation	25,000 00
Save-the-Redwoods League	114 SANSOME STREET, ROOM 1200--SAN FRANCISCO, CA 94104-3823	Donation	500 00
Sierra Club	85 SECOND STREET, SECOND FLOOR--SAN FRANCISCO, CA 94105	Donation	5,000 00
Simon Wiesenthal Center	1399 S ROXBURY DRIVE--LOS ANGELES, CA 90035-4792	Donation	6,000 00
SPCA-Texas	362 SOUTH INDUSTRIAL BLVD--DALLAS, TX 75266-0412	Donation	1,000 00
Sunny Beaches	101 N SHORELINE DR CORPUS CHRISTI, TEXAS 78401	Donation	250 00
Temple Emanu El	5005 LBJ FREEWAY, SUITE 250--DALLAS, TX 75244	Donation	20,000 00
Texas Business for Clean Air Foundation	1601 ELM ST, SUITE 5000, DALLAS, TX 75201	TBCA Foundation	50,000 00
Texas Friends of Chabad	2711 N Haskell Ave, Dallas, TX 75204	Donation	37,859 60
TRUST FOR PUBLIC LAND	116 NEW MONTGOMERY ST 4TH FLOOR--SAN FRANCISCO, CA 94105	Donation	7,000 00
U S Holocaust Memorial Museum	100 RAOUL WALLENBERG PLACE, SW--WASHINGTON, D C 20024-2126	Donation	1,000 00
Union of Concerned Scientists (UCS)	TWO BRATTLE SQUARE P O BOX 9105--CAMBRIDGE, MA 02238-9105	Donation	2,500 00
UPLIFT Education	606 E ROYAL LANE--IRVING, TX 75039	Donation	20,000 00
WILDERNESS SOCIETY	1615 M STREET, NW, SUITE 200--WASHINGTON, DC 20036	Donation	1,000 00
Wildlife Land Trust	2100 L STREET, NW--WASHINGTON, D C 20037	Donation	2,000 00
World Wildlife Fund	1250 TWENTY-FOURTH ST, NW--WASHINGTON, DC 20037	Donation	12,500 00
Xerces Society	4828 SOUTHEAST HAWTHORNE BLVD--PORTLAND, OR 97215	Donation	400 00
Yale Parents Annual Fund	NEW HAVEN, CT 06511	Annual Fund	10,000 00
YMCA Dallas	4332 NORTHAVEN ROAD--DALLAS, TX 75229	Donation	10,000 00
			<b>2,098,284.71</b>

LITMAN FOUNDATION							
SUMMARY OF CAPITAL GAINS / LOSSES - 2008							
TAX ID: 75-2892769							
Name	Account	Date Acquired (Mo/Da/Yr)	Date Sold (Mo/Da/Yr)	Gross Sales Price	Cost	Gain or (Loss)	
<b>Short Term</b>							
Fidelity	NATL FINANCIAL SVCS LLC	48320	Various	Various	54,393.44	52,880.17	1,513.27
SB-ETF	CITIGROUP GLOBAL MKTS INC	10624	Various	Various	18,529,183.45	20,538,337.44	(2,009,153.99)
SB-Horizon Research	CITIGROUP GLOBAL MKTS INC	10729	Various	Various	680,123.14	962,061.09	(281,937.95)
SB-Insight	CITIGROUP GLOBAL MKTS INC	9445	Various	Various	4,948,451.04	5,542,369.98	(593,918.94)
SB-Leuthold	CITIGROUP GLOBAL MKTS INC	10144	Various	Various	2,051,046.18	2,096,013.47	(44,967.29)
SB-WCM	CITIGROUP GLOBAL MKTS INC	09418	Various	Various	364,925.81	440,514.31	(75,588.50)
SB-Parametric	CITIGROUP GLOBAL MKTS INC	09138	Various	Various	10,832.24	9,341.88	1,490.36
SB-Top Holding	CITIGROUP GLOBAL MKTS INC	10962	Various	Various	5,188,543.94	5,349,653.71	(161,109.77)
Trapeze	TRAPEZE CAPITAL CORP	3A2513	Various	Various	168,042.82	244,534.43	(76,491.41)
USAA	USAA	11790649	Various	Various	1,247.39	0.00	1,247.39
Mellon					9,127,196.96	9,127,196.96	0.00
					<b>41,123,986</b>	<b>44,362,903</b>	<b>(3,238,917)</b>
<b>Long Term</b>							
Bernstein Global	Bernstein Global Wealth Mgt	52930	Various	Various	502,847.37	599,999.99	(97,152.62)
Fidelity	NATL FINANCIAL SVCS LLC	48320	Various	Various	147,396.22	143,295.55	4,100.67
SB-ETF	CITIGROUP GLOBAL MKTS INC	10624	Various	Various	1,489,453.51	1,546,008.09	(56,554.58)
SB-Horizon Research	CITIGROUP GLOBAL MKTS INC	10729	Various	Various	560,174.37	977,650.17	(417,475.80)
SB-Insight	CITIGROUP GLOBAL MKTS INC	9445	Various	Various	170,285.27	76,685.94	93,599.33
SB-Leuthold	CITIGROUP GLOBAL MKTS INC	10144	Various	Various	297,303.09	291,200.54	6,102.55
SB-Non-Mgd	CITIGROUP GLOBAL MKTS INC	06550	Various	Various	220,960.00	200,000.00	20,960.00
SB-WCM	CITIGROUP GLOBAL MKTS INC	09418	Various	Various	310,927.14	361,342.50	(50,415.36)
SB-Parametric	CITIGROUP GLOBAL MKTS INC	09138	Various	Various	29,780.97	27,534.46	2,246.51
Trapeze	TRAPEZE CAPITAL CORP	3A2513	Various	Various	262,480.99	350,124.39	(87,643.40)
Vanguard	THE VANGUARD GROUP	94620	Various	07/14/2008	1,200,000.00	1,201,961.88	(1,961.88)
USAA	USAA	11790649	Various	Various	67,684.67	0.00	67,684.67
Renaissance	CITIGROUP GLOBAL MKTS INC		Various	Various	965,282.73	890,000.00	75,282.73
					<b>6,224,576</b>	<b>6,665,804</b>	<b>(441,227)</b>

The Litman Foundation  
EIN: 75-2892769  
Tax year: 2008

The taxpayer is amending the 2008 tax return to include an amended K-1 recently received from Founding Partners Stable Value Fund, L.P. (EIN: 59-3441079)