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

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

For calendar year 2008, or tax year beginning **04/01**, 2008, and ending **03/31**, 2009

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 SAUL STEINBERG FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **C/O SHEILA SCHWARTZ**
75 EAST END AVENUE #4K

Room/suite: _____

City or town, state, and ZIP code: **NEW YORK, NY 10028**

A Employer identification number: **13-4115047**

B Telephone number (see page 10 of the instructions): **(212) 327-1446**

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) ▶ \$ **8,211,316.**

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

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 . ▶

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(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 (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	3,973.	3,973.	3,973.	
4	Dividends and interest from securities	21,867.	21,867.	21,867.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-42,064.			
b	Gross sales price for all assets on line 6a 668,714.				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	150,297.	-2,669.	150,297.	STMT 1
12	Total. Add lines 1 through 11	134,073.	23,171.	176,137.	
13	Compensation of officers, directors, trustees, etc.	104,146.	5,207.	37,173.	66,973.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule) STMT 2	8,264.	NONE	2,670.	5,594.
b	Accounting fees (attach schedule) STMT 3	6,426.	1,607.	3,164.	3,262.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)*	12,818.	380.	2,713.	5,138.
19	Depreciation (attach schedule) and depletion	225.			
20	Occupancy STMT 13				
21	Travel, conferences, and meetings	9,411.		3,041.	6,370.
22	Printing and publications	41,291.		13,340.	27,951.
23	Other expenses (attach schedule) STMT 5	152,354.		71,949.	80,405.
24	Total operating and administrative expenses. Add lines 13 through 23	334,935.	7,194.	134,050.	195,693.
25	Contributions, gifts, grants paid	NONE			NONE
26	Total expenses and disbursements. Add lines 24 and 25	334,935.	7,194.	134,050.	195,693.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-200,862.			
b	Net investment income (if negative, enter -0-)		15,977.		
c	Adjusted net income (if negative, enter -0-)			42,087.	

SCANNED FEB 09 2010 Revenue Operating and Administrative Expenses

914 3 5

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	270,374.	213,435.	213,435.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons(attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule), STMT 6 .	952,821.	818,823.	747,751.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule), STMT 7 .	164,000.	190,000.	160,795.
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	7,318. 7,206.	337. 112.	112. STMT 8
15	Other assets (describe ▶ STMT 9)	7,124,923.	7,089,223.	7,089,223.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I).	8,512,455.	8,311,593.	8,211,316.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	50,000.	50,000.	STMT 10
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	50,000.	50,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	8,462,455.	8,261,593.	
30	Total net assets or fund balances (see page 17 of the instructions)	8,462,455.	8,261,593.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,512,455.	8,311,593.		

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 8,462,455.
2	Enter amount from Part I, line 27a	2 -200,862.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 8,261,593.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30.	6 8,261,593.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 -42,064.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 }		3 -66,020.

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	91,683.	1,342,245.	0.068306
2006	149,091.	1,302,316.	0.114481
2005	115,249.	1,284,138.	0.089748
2004	60,408.	1,218,939.	0.049558
2003	78,705.	1,147,274.	0.068602
2 Total of line 1, column (d)			2 0.390695
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.078139
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 1,205,290.
5 Multiply line 4 by line 3			5 94,180.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 160.
7 Add lines 5 and 6			7 94,340.
8 Enter qualifying distributions from Part XII, line 4			8 195,693.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	160.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	160.
4	Subtitle A (Income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	160.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	2,600.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,600.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,440.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> 2,440. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>NONE</u> (2) On foundation managers. ▶ \$ <u>NONE</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>NONE</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes.</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>DE, NY</u>		
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? <i>If "No," attach explanation</i>	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the 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?	13	X	
Website address ▶ WWW.SAULSTEINBERGFUNDATION.ORG				
14 The books are in care of ▶ SHEILA SCHWARTZ Telephone no. ▶ (212) 327-1446				
Located at ▶ 75 EAST END AVENUE #4K NEW YORK, NY ZIP+4 ▶ 10028				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ <input type="checkbox"/>			
				15

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)? <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? <input type="checkbox"/>	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? N/A <input type="checkbox"/> Yes <input 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 page 20 of the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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 propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No 5b N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No N/A

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? Yes No 6b 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? Yes No 7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		104,146.	NONE	NONE

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

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

Total number of other employees paid over \$50,000 Yes No NONE

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 <u>MAINTAINING THE SAUL STEINBERG ART COLLECTION AND ORGANIZING THE STEINBERG ARCHIVE FOR PUBLIC RESEARCH AND EXHIBITIONS.</u>	322,549.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	999,555.
b	Average of monthly cash balances	1b	224,090.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,223,645.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,223,645.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	18,355.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,205,290.
6	Minimum investment return. Enter 5% of line 5	6	60,265.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2008 from Part VI, line 5	2a	
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	195,693.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	195,693.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	160.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	195,533.

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.

NOT APPLICABLE

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				
2 Undistributed Income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20____, 20____, 20____				
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				
4 Qualifying distributions for 2008 from Part XII, line 4: \$				
a Applied to 2007, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a				
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 page 27 of the instructions and Part VII-A, question 9)

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 **07/05/2000**

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		(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	42,087.	26,864.	41,232.	34,414.	144,597.
b 85% of line 2a	35,774.	22,834.	35,047.	29,252.	122,907.
c Qualifying distributions from Part XII, line 4 for each year listed	195,693.	91,683.	149,473.	115,249.	552,098.
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	195,693.	91,683.	149,473.	115,249.	552,098.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets	8,211,316.	8,451,740.	8,451,505.	8,495,795.	33,610,356.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	7,089,223.	7,124,923.	7,143,673.	7,143,673.	28,501,492.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 8 for each year listed	40,177.	44,741.	43,411.	42,805.	171,134.
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)					NONE
(2) Support from general public and 6 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					NONE
(3) Largest amount of support from an exempt organization					NONE
(4) Gross investment income					NONE

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year NONE				NONE
Total ▶ 3a				NONE
b Approved for future payment NONE				NONE
Total ▶ 3b				NONE

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					771.	
220,519.		SEE STATEMENT "A" PROPERTY TYPE: SECURITIES 286,539.				P	VARIOUS -66,020.	VARIOUS
255,623.		SEE STATEMENT "A" PROPERTY TYPE: SECURITIES 311,818.				P	VARIOUS -56,195.	VARIOUS
115,080.		SEE STATEMENT "A" PROPERTY TYPE: OTHER 35,700.				D	VARIOUS 79,380.	VARIOUS
TOTAL GAIN(LOSS)							----- -42,064. =====	

SAUL STEINBERG FOUNDATION
 REALIZED GAINS AND LOSSES
 EIN: 13-4115047
 4/1/08 - 3/31/09

	# SH	BOUGHT	SOLD	PROCEEDS	COST	GAIN/LOSS
SHORT TERM						
PRIN PROT NOTES-LESSER OF S&P						
JPMORGAN INTREPID EUROPEAN FD	50,000	4/11/07	4/2/08	50,000.00	50,000.00	-
JPMORGAN INTREPID INTL FD	377,358	12/11/07	4/11/08	10,000.00	12,656.58	(2,656.58)
JPMORGAN SHORT TERM BOND FUND	650,759	12/11/07	4/11/08	15,000.00	17,459.87	(2,459.87)
JPMORGAN SHORT TERM BOND FUND	250,048	5/1/07	4/11/08	2,227.93	2,385.46	(157.53)
JPMORGAN SHORT TERM BOND FUND	239,546	6/1/07	4/11/08	2,134.35	2,275.69	(141.34)
JPMORGAN SHORT TERM BOND FUND	241,266	7/2/07	4/11/08	2,149.68	2,284.79	(135.11)
JPMORGAN SHORT TERM BOND FUND	282,27	8/1/07	4/11/08	2,515.03	2,656.16	(141.13)
JPMORGAN SHORT TERM BOND FUND	292,522	9/4/07	4/11/08	2,606.37	2,729.23	(122.86)
JPMORGAN SHORT TERM BOND FUND	267,519	10/1/07	4/11/08	2,383.59	2,498.63	(115.04)
JPMORGAN SHORT TERM BOND FUND	275,838	11/1/07	4/11/08	2,457.72	2,570.81	(113.09)
JPMORGAN SHORT TERM BOND FUND	272,531	12/3/07	4/11/08	2,428.25	2,520.91	(92.66)
JPMORGAN SHORT TERM BOND FUND	78,314	1/2/08	4/11/08	697.78	719.71	(21.93)
JPMORGAN SHORT TERM BOND FUND	29,893	2/1/08	4/11/08	266.35	274.72	(8.37)
JPMORGAN SHORT TERM BOND FUND	55,783	3/3/08	4/11/08	497.03	513.20	(16.17)
JPMORGAN SHORT TERM BOND FUND	43,549	4/1/08	4/11/08	388.02	389.76	(1.74)
JPMORGAN INTREPID EUROPEAN FD	368,021	12/11/07	6/26/08	9,255.73	12,343.42	(3,087.69)
JPMORGAN INTREPID EUROPEAN FD	36,694	12/18/07	6/26/08	922.85	1,026.71	(103.86)
JPMORGAN INTREPID EUROPEAN FD	55,38	12/18/07	6/26/08	1,392.81	1,549.54	(156.73)
JPMORGAN INTREPID EUROPEAN FD	13,662	12/21/07	6/26/08	343.60	379.27	(35.67)
JPMORGAN INTREPID GROWTH FD	20,025	12/18/07	10/28/08	279.55	483.61	(204.06)
JPMORGAN INTREPID GROWTH FD	4,039	12/21/07	10/28/08	56.38	98.99	(42.61)
JPMORGAN INTREPID GROWTH FD	1259,737	11/7/08	11/7/08	19,336.96	17,585.92	1,751.04
BREN LINKED TO ASIA BSKT	50,000	4/23/08	11/21/08	25,600.00	50,000.00	(24,400.00)
BREN LINKED TO NON-EAFE	50,000	4/23/08	12/17/08	34,900.00	50,000.00	(15,100.00)
JPMORGAN EQUITY INCOME II	17,424	1/2/08	12/22/08	148.63	219.89	(71.26)
JPMORGAN EQUITY INCOME II	3,422	2/1/08	12/22/08	29.19	41.06	(11.87)
JPMORGAN EQUITY INCOME II	8,192	3/3/08	12/22/08	69.88	94.86	(24.98)
JPMORGAN EQUITY INCOME II	9,24	4/1/08	12/22/08	78.82	106.45	(27.63)
JPMORGAN EQUITY INCOME II	5,62	5/1/08	12/22/08	47.94	66.37	(18.43)
JPMORGAN EQUITY INCOME II	9,208	6/2/08	12/22/08	78.54	110.03	(31.49)
JPMORGAN EQUITY INCOME II	6,103	7/1/08	12/22/08	52.06	67.01	(14.95)
JPMORGAN EQUITY INCOME II	2,16	8/1/08	12/22/08	18.42	23.74	(5.32)

SAUL STEINBERG FOUNDATION
 REALIZED GAINS AND LOSSES
 EIN: 13-4115047
 4/1/08 - 3/31/09

	# SH	BOUGHT	SOLD	PROCEEDS	COST	GAIN/LOSS
JPMORGAN EQUITY INCOME II	7.967	9/2/08	12/22/08	67.96	90.66	(22.70)
JPMORGAN EQUITY INCOME II	12.317	10/1/08	12/22/08	105.06	132.28	(27.22)
JPMORGAN EQUITY INCOME II	4.86	11/3/08	12/22/08	41.46	44.50	(3.04)
JPMORGAN EQUITY INCOME II	15.99	12/1/08	12/22/08	136.39	138.78	(2.39)
JPMORGAN EQUITY INCOME II	0.009	12/22/08	12/31/08	-	0.08	(0.08)
JPMORGAN SHORT TERM BOND FUND	0.059	4/11/08	12/31/08	-	0.53	(0.53)
DUAL-DIRECTNL BREN LNKD NONEAF	50,000	6/27/08	3/18/09	31,805.00	50,000.00	(18,195.00)
TOTAL SHORT TERM SECURITIES				220,519.33	286,539.22	(66,019.89)

LONG TERM

JPMORGAN INT'L VALUE FUND	881.834	3/12/07	4/11/08	15,000.00	15,828.92	(828.92)
JPMORGAN SHORT TERM BOND FUND	277.944	4/2/07	4/11/08	2,476.48	2,648.81	(172.33)
RETURN ENHANCED NOTES-S&P500	114,000	5/2/07	5/8/08	106,933.09	114,000.00	(7,066.91)
JPMORGAN EQUITY INCOME II	3.696	7/2/07	12/22/08	31.53	85.75	(54.22)
JPMORGAN EQUITY INCOME II	1.139	8/1/07	12/22/08	9.72	25.26	(15.54)
JPMORGAN EQUITY INCOME II	2.133	9/4/07	12/22/08	18.19	47.95	(29.76)
JPMORGAN EQUITY INCOME II	4.222	10/1/07	12/22/08	36.01	97.52	(61.51)
JPMORGAN EQUITY INCOME II	2.48	11/1/07	12/22/08	21.15	57.29	(36.14)
JPMORGAN EQUITY INCOME II	4.55	12/3/07	12/22/08	38.81	100.69	(61.88)
JPMORGAN EQUITY INCOME II	348.466	12/18/07	12/22/08	2,972.59	4,373.50	(1,400.91)
JPMORGAN EQUITY INCOME II	867.159	12/18/07	12/22/08	7,396.87	10,882.85	(3,485.98)
JPMORGAN SHORT TERM BOND FUND	10,009	10/17/00	4/11/08	89,182.65	96,403.88	(7,221.23)
JPMORGAN INTREPID GROWTH FD	1,236	4/7/06	10/28/08	17,249.99	27,075.45	(9,825.46)
JPMORGAN EQUITY INCOME II	1659.95	4/7/06	12/22/08	14,159.37	39,930.29	(25,770.92)
JPMORGAN EQUITY INCOME II	3.792	4/2/07	12/22/08	32.35	84.33	(51.98)
JPMORGAN EQUITY INCOME II	4.929	5/1/07	12/22/08	42.04	113.42	(71.38)
JPMORGAN EQUITY INCOME II	2.638	6/1/07	12/22/08	22.50	62.41	(39.91)
TOTAL LONG TERM SECURITIES				255,623.34	311,818.32	(56,194.98)

SAUL STEINBERG FOUNDATION
 REALIZED GAINS AND LOSSES
 EIN: 13-4115047
 4/1/08 - 3/31/09

Works of Art Created by Saul Steinberg

	BOUGHT	SOLD	PROCEEDS	COST	GAIN/LOSS
"Rabbit" 1984	5/12/1999	5/28/2008	1,080	450	630
"Easel" 1988	5/12/1999	11/15/2008	42,000	11,250	30,750
"Still Life" 1988	5/12/1999	11/15/2008	27,000	10,500	16,500
"1987" 1991	5/12/1999	11/15/2008	45,000	13,500	31,500
TOTAL LONG TERM ART			115,080	35,700	79,380
TOTAL LONG TERM CAPITAL GAINS			370,703.34	347,518.32	23,185.02

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ART ROYALTIES	59,684.		59,684.
EXHIBITION INCOME	93,282.		93,282.
LOSS ON CURRENCY CONVERSION	-2,669.	-2,669.	-2,669.
TOTALS	150,297.	-2,669.	150,297.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES RELATED TO EXEMPT PURPOSES	8,264.		2,670.	5,594.
TOTALS	8,264.	NONE	2,670.	5,594.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT & BOOKKEEPING WORK PREPARATION OF FORM 990-PF & REPORT TO ATTORNEY GENERAL	1,607.	1,607.	1,607.	3,262.
TOTALS	6,426.	1,607.	3,164.	3,262.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NYS FILING FEES	250.			250.
PAYROLL TAXES	7,601.	380.	2,713.	4,888.
FEDERAL EXCISE TAX ON INVESTMENT INCOME	4,967.			
TOTALS	12,818.	380.	2,713.	5,138.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ART EXPENSES			
STORAGE CHARGES	35,845.	11,581.	24,264.
SHIPPING	48,469.	15,659.	32,810.
CATALOGUES	15,500.	5,008.	10,492.
INSURANCE	8,711.	2,814.	5,897.
OTHER ART EXPENSES	3,995.	1,291.	2,704.
OFFICE SUPPLIES & EXPENSES	4,300.	1,389.	2,911.
PAYROLL SERVICE FEE	1,308.	423.	885.
EXHIBITION EXPENSES	33,574.	33,574.	
MISC EXPENSES	537.	173.	364.
PUBLIC INSPECTION NOTICE	115.	37.	78.
TOTALS	152,354.	71,949.	80,405.

THE SAUL STEINBERG FOUNDATION
F/Y/E 3/31/09
FID# 13-4115047

FORM 990-PF PART II
LINE 10, CORPORATE STOCK

SECURITY	QUANTITY	COST ENDING	MARKET VALUE
HIGBRIDGE STATISTICAL MKT FUND	3,323.20	50,279	53,603
JPM US LARGE CAPITAL CORE FD	2,450.69	46,160	30,536
JPMORGAN CORE BOND FUND	10,595.04	115,234	114,109
JPMORGAN INT'L VALUE FUND	2,590.60	45,744	21,968
JPMORGAN INTREPID AMERICA FUND	957.91	24,420	13,727
JPMORGAN INTREPID INTL FD	1,961.59	50,073	20,930
JPMORGAN INTREPID MID CAP FUND	898.48	16,004	7,583
JPMORGAN SHORT DURATION BD FD	11,229.09	119,582	119,814
JPMORGAN TREAS & AGENCY FD	35,691.47	351,328	365,481
TOTAL		<u>818,824</u>	<u>747,751</u>

FORM 990-PF PART II
LINE 13, INVESTMENTS - OTHER

SECURITY	QUANTITY	COST ENDING	MARKET VALUE
BREN LINKED TO ASIA BSKT	25,000	25,000	30,238
BREN LINKED TO EAFE	34,000	34,000	30,702
DUAL-DIRECTNL BREN LNKD EAFE	31,000	31,000	31,105
DUAL-DIRECTNL BREN LNKD S&P	100,000	100,000	68,750
TOTAL		<u>190,000</u>	<u>160,795</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
COMPUTER	M5	5,365.		5,365.	5,365.		5,365.
2004 COMPUTER	M5	1,953.		1,953.	1,616.	225.	1,841.
TOTALS		7,318.		7,318.	6,981.		7,206.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WORKS OF ART CREATED BY SAUL STEINBERG	6,859,453.	6,859,453.
COPYRIGHT & REPRODUCTION RIGHTS	226,832.	226,832.
ARCHIVE MATERIAL	2,938.	2,938.
TOTALS	7,089,223.	7,089,223.

FORM 990PF, PART II - MORTGAGES AND OTHER NOTES PAYABLE

=====

LENDER: LOAN PAYABLE PACE WILDENSTEIN
ORIGINAL AMOUNT: 50,000.
DATE OF NOTE: 08/10/2005
REPAYMENT TERMS: ON DEMAND
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: WORKING CAPITAL
DESCRIPTION AND FMV CASH
OF CONSIDERATION:

BEGINNING BALANCE DUE	50,000.
ENDING BALANCE DUE	50,000.

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	50,000.
	=====
TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	50,000.
	=====

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN HOLLANDER C/O SHEILA SCHWARTZ 75 EAST END AVENUE #4K NEW YORK, NY 10028	PRESIDENT/DIRECTOR 1.	1,000.	NONE	NONE
PRUDENCE CROWTHER C/O SHEILA SCHWARTZ 75 EAST END AVENUE #4K NEW YORK, NY 10028	VICE PRES./DIRECTOR 1.	1,500.	NONE	NONE
IAN FRAZIER C/O SHEILA SCHWARTZ 75 EAST END AVENUE #4K NEW YORK, NY 10028	SECRETARY/DIRECTOR 1.	1,500.	NONE	NONE
JOHN SILBERMAN C/O SHEILA SCHWARTZ 75 EAST END AVENUE #4K NEW YORK, NY 10028	TREASURER 1.	1,500.	NONE	NONE
SHEILA SCHWARTZ C/O SHEILA SCHWARTZ 75 EAST END AVENUE #4K NEW YORK, NY 10028	EXECUTIVE DIRECTOR 32.	98,646.	NONE	NONE

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MEAGAN FOX KELLEY C/O SHEILA SCHWARTZ 75 EAST END AVENUE #4K NEW YORK, NY 10028	DIRECTOR 1.	NONE	NONE	NONE
GRAND TOTALS				
		104,146.	NONE	NONE

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box [XX]
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.

Form header section with fields: Type or print, Name of Exempt Organization (THE SAUL STEINBERG FOUNDATION), Employer identification number (13-4115047), Number, street, and room or suite no. (C/O JOHN SILBERMAN ASSOCIATES, 145 EAST 57TH STREET), City, town or post office, state, and ZIP code (NEW YORK, NY 10022).

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 []
Form 990-PF [X] Form 1041-A [] Form 8870 []

The books are in the care of HECHT & COMPANY P.C.
Telephone No. 212-819-8000 FAX No. 212-994-5852

- 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 November 16, 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 April 1, 2008, and ending March 31, 2009.

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

Table with 3 rows: 3a Tentative tax, less any nonrefundable credits. 500; 3b Refundable credits and estimated tax payments made. 2,600; 3c Balance Due. NONE

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.

If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization THE SAUL STEINBERG FOUNDATION	Employer identification number 13-4115047
	Number, street, and room or suite no. If a P O box, see instructions c/o HECHT & COMPANY, 622 THIRD AVENUE	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10017	

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

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

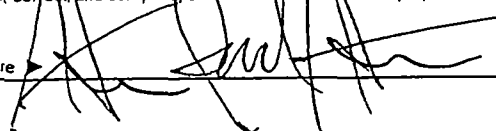
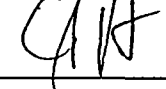
- The books are in the care of **TAXPAYER**
Telephone No **212-319-3737** FAX No **212-319-8188**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ 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 is for

- I request an additional 3-month extension of time until **February 15, 2010**
- For calendar year _____, or other tax year beginning **April 1, 2008**, and ending **March 31, 2009**
- If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period
- State in detail why you need the extension **INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT YET BEEN RECEIVED.**

8a 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	8a	\$ 500
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 2,600
c Balance Due. Subtract line 8b from line 8a. 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	8c	\$ NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title  Date **11/1/09**

HECHT AND COMPANY, P.C.
622 THIRD AVENUE - 8TH FL
NEW YORK, NY 10017