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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 05/01 **, 2008, and ending** 04/30 **, 20**09

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 LILLIAN GOLDMAN CHARITABLE TRUST
C/O ANCHIN, BLOCK & ANCHIN LLP

Number and street (or P O box number if mail is not delivered to street address) | Room/suite

1375 BROADWAY 18TH FL.

City or town, state, and ZIP code

NEW YORK, NY 10018

A Employer identification number

13-7048279

B Telephone number (see page 10 of the instructions)

(212) 536-6878

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)* ▶ $ 26,163,366.

J Accounting method: [X] Cash [ ] Accrual

[ ] Other (specify)

(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25,675.	25,675.		
	4 Dividends and interest from securities	660,170.	660,170.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-3,657,255.			
	b Gross sales price for all assets on line 6a 9,987,509.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-2,971,410.	685,845.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 1	58,796.	44,097.		14,699.
	b Accounting fees (attach schedule) STMT 2	47,281.	35,461.		11,820.
	c Other professional fees (attach schedule) STMT 3	74,837.	74,837.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) * *	43,544.	3,544.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	9,420.			9,420.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	233,878.	157,939.		35,939.
	25 Contributions, gifts, grants paid	1,660,600.			1,660,600.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,894,478.	157,939.		1,696,539.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-4,865,888.			
	b **Net investment income** (if negative, enter -0-)		527,906.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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

		Beginning of year	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	7,020,665.	3,540,682.	3,540,682.
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)* *	2,411,297.	4,741,500.	4,869,024.
b	Investments - corporate stock (attach schedule) STMT 7	25,834,445.	19,915,252.	13,213,225.
c	Investments - corporate bonds (attach schedule) STMT 8	2,631,301.	4,629,643.	4,276,852.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 9)	58,840.	263,583.	263,583.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	37,956,548.	33,090,660.	26,163,366.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	37,956,548.	33,090,660.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	37,956,548.	33,090,660.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	37,956,548.	33,090,660.	

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	37,956,548.
2	Enter amount from Part I, line 27a	2	-4,865,888.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	33,090,660.
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	33,090,660.

**STMT 6

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-3,657,255.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	8,582,512.	44,320,312.	0.193647
2006	2,359,710.	43,654,559.	0.054054
2005	2,599,620.	42,886,440.	0.060616
2004	3,123,056.	41,879,247.	0.074573
2003	1,636,348.	43,249,050.	0.037835

2 **Total** of line 1, column (d)	2	0.420725
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	0.084145
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	29,691,544.
5 Multiply line 4 by line 3	5	2,498,395.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,279.
7 Add lines 5 and 6	7	2,503,674.
8 Enter qualifying distributions from Part XII, line 4	8	1,696,539.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter ________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	10,558.
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	10,558.
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	10,558.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 47,767.		
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	47,767.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	37,209.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 37,209. **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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ NONE (2) On foundation managers ▶ $ NONE			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ NONE			
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* STMT 10	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY,			
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *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*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(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 ▶ N/A

14 The books are in care of ▶ ANCHIN, BLOCK & ANCHIN LLP Telephone no. ▶ 212-536-6878

Located at ▶ 1375 BROADWAY 18TH FL. NEW YORK, NY ZIP + 4 ▶ 10018

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b	N/A	
	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 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 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?	☐ Yes ☒ 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)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☒ Yes	☐ No
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**	X	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes	☐ No
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If you answered "Yes" to 6b, also file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 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		NONE	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				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 12		126,373.

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

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

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

Part IX-B **Summary of Program-Related Investments** (see page 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 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	23,496,684.
b	Average of monthly cash balances	1b	6,647,016.
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	30,143,700.
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	30,143,700.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	452,156.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,691,544.
6	**Minimum investment return.** Enter 5% of line 5	6	1,484,577.

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	1,484,577.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	10,558.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,558.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,474,019.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,474,019.
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	1,474,019.

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	1,696,539.
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	1,696,539.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,696,539.

Note: *The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.*

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,474,019.
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 ...... NONE				
b From 2004 ...... NONE				
c From 2005 ...... NONE				
d From 2006 ...... 37,533.				
e From 2007 ...... 8,634,745.				
f Total of lines 3a through e	8,672,278.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 1,696,539.				
a Applied to 2007, but not more than line 2a				
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)	1,696,539.			
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	1,474,019.			1,474,019.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	8,894,798.			
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				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				
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	8,894,798.			
10 Analysis of line 9				
a Excess from 2004 ... NONE				
b Excess from 2005 ... NONE				
c Excess from 2006 ... NONE				
d Excess from 2007 ... 7,198,259.				
e Excess from 2008 ... 1,696,539.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

NONE

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total . . . . . ▶ **3a**				1,660,600.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	25,675.	
4 Dividends and interest from securities			14	660,170.	
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	-3,657,255.	
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)				-2,971,410.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -2,971,410.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions.)
	NOT APPLICABLE

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

Amy Goldman — 2/25/10 — Trustee

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	Date 2/11/10	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions) 37769		
Firm's name (or yours if self-employed), address, and ZIP code	ANCHIN BLOCK & ANCHIN LLP 1375 BROADWAY NEW YORK, NY 10018-7001	EIN ▶ 13-0436940 Phone no 212-840-3456

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2008

Name of estate or trust THE LILLIAN GOLDMAN CHARITABLE TRUST C/O ANCHIN, BLOCK & ANCHIN LLP

Employer identification number 13-7048279

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

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-3,657,255.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-3,657,255.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-3,657,255.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-3,657,255.

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

Part IV Capital Loss Limitation

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

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

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

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,200			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)					34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
THE LILLIAN GOLDMAN CHARITABLE TRUST	13-7048279

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a PUBLICLY TRADED SECURITIES			9,987,509.	13,644,764.	-3,657,255.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -3,657,255.

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)	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
9,987,509.		13644764.					-3657255.	
TOTAL GAIN(LOSS)							-3657255.	

JSA
8E1730 1 000

G810-02

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES INCURRED IN CONNECTION WITH VARIOUS FOUNDATION MATTERS	58,796.	44,097.		14,699.
TOTALS	58,796.	44,097.	NONE	14,699.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES FOR BOOKKEEPING AND TAX PREPARATION SERVICES	47,281.	35,461.		11,820.
TOTALS	47,281.	35,461.	NONE	11,820.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CONSULTING FEES	5,000.	5,000.
INVESTMENT ADVISORY FEES	67,577.	67,577.
CUSTODIAN FEE	2,260.	2,260.
TOTALS	74,837.	74,837.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN INCOME TAX WITHHELD	3,544.	3,544.
FEDERAL EXCISE TAX ON NET INVESTMENT INCOME	40,000.	
TOTALS	43,544.	3,544.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PROFESSIONAL DUES&SUBSCRIPTION	8,580.	8,580.
FILING FEES	750.	750.
BANK FEES	90.	90.
TOTALS	9,420.	9,420.

THE LILLIAN GOLDMAN CHARITABLE TRUST 13-7048279

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE 1	2,411,297.	4,656,014.	4,780,164.
US OBLIGATIONS TOTAL	2,411,297.	4,656,014.	4,780,164.
SEE ATTACHED SCHEDULE 1	NONE	85,486.	88,860.
STATE OBLIGATIONS TOTAL	NONE	85,486.	88,860.
US AND STATE OBLIGATIONS TOTAL	2,411,297.	4,741,500.	4,869,024.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE 1		25,834,445.	19,915,252.	13,213,225.
	TOTALS	25,834,445.	19,915,252.	13,213,225.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE 1	2,631,301.	4,629,643.	4,276,852.
TOTALS	2,631,301.	4,629,643.	4,276,852.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DUE FROM BROKER	58,840.	263,583.	263,583.
TOTALS	58,840.	263,583.	263,583.

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

APPOINTMENT OF ADDITIONAL TRUSTEES, DATED JANUARY 21, 2009.
ADDITIONAL TRUSTEES APPOINTED: DONALD A. GOLDSMITH & NEIL HAMILTON.

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
AMY GOLDMAN C/O ANCHIN, BLOCK & ANCHIN LLP 1375 BROADWAY 18TH FL. NEW YORK, NY 10018	TRUSTEE 10.	NONE	NONE	NONE
DONALD A. GOLDSMITH 195 BROADWAY NEW YORK, NY 10007	TRUSTEE 3.	NONE	NONE	NONE
NEIL HAMILTON SUNSTEAD FARM 31810 TIMBER RIDGE TRAIL WAUKEE, IA 50263	TRUSTEE 3.	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
THE BANK OF NEW YORK 1633 BROADWAY NEW YORK, NY 10019	INVESTMENT SERVICES	67,577.
HOLLAND & KNIGHT 195 BROADWAY NEW YORK, NY 10007	LEGAL	58,796.
	TOTAL COMPENSATION	126,373.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE SCHEDULE # 2 ATTACHED	NONE PUBLIC	GENERAL	1,660,600.
		TOTAL CONTRIBUTIONS PAID	1,660,600.

FEDERAL FOOTNOTES

PART XV-SUPPLEMENTAL INFORMATION:

ALTHOUGH AMY GOLDMAN IS NOT IN CONTROL OF ANY GRANTEE ORGANIZATIONS, SHE IS A MEMBER OF THE BOARD OF MANAGERS OF THE NEW YORK BOTANICAL GARDEN, A GRANTEE ORGANIZATION.

THE LILLIAN GOLDMAN CHARITABLE TRUST
13-7048279
TAX YEAR ENDED: APRIL 30, 2009

RE: EXPENDITURE RESPONSIBILITY GRANTS

THE LILLIAN GOLDMAN CHARITABLE TRUST PAID $75,000 DURING 2008 TO 'GARDEN ORGANIC', A FOREIGN FOUNDATION LOCATED WITHIN THE UNITED KINGDOM

DATE		AMOUNT		FUNDS SPENT
8/15/2008		75,000		75,000
TOTALS		75,000		75,000

THESE AMOUNTS REIMBURSED THE GARDEN ORGANIC FOR PROGRAM AND OPERATING EXPENSES INCURRED IN PROVIDING GLOBAL EDUCATION RELATED TO ORGANIC GARDENING.

THE FOUNDATION HAS NO KNOWLEDGE OF ANY DIVERSION OF ITS FUNDS FROM THEIR INTENDED PURPOSE OF PROVIDING GLOBAL EDUCATION RELATED TO ORGANIC GARDENING.

THE LATEST REPORT FROM THE GRANTEE, WHICH WAS ITS BUDGET FOR THE YEAR ENDED DECEMBER 31, 2008, WAS RECEIVED IN 2009.

THE LILLIAN GOLDMAN CHARITABLE TRUST
13-7048279
TAX YEAR ENDED: APRIL 30, 2009

RE: EXPENDITURE RESPONSIBILITY GRANTS

THE LILLIAN GOLDMAN CHARITABLE TRUST PAID $200,000 DURING 2008 TO 'GLOBAL CROP DIVERSITY TRUST', A FOREIGN FOUNDATION LOCATED WITHIN ITALY.

DATE		AMOUNT		FUNDS SPENT
11/21/2008		200,000		200,000
TOTALS		200,000		200,000

THESE AMOUNTS REIMBURSED THE GLOBAL CROP DIVERSITY TRUST FOR PROGRAM AND OPERATING EXPENSES INCURRED IN PROMOTING THE CONSERVATION AND AVAILABILITY OF CROP DIVERSITY FOR FOOD SECURITY WORLDWIDE.

THE FOUNDATION HAS NO KNOWLEDGE OF ANY DIVERSION OF ITS FUNDS FROM THEIR INTENDED PURPOSE OF PROMOTING THE CONSERVATION AND AVAILABILITY OF CROP DIVERSITY FOR FOOD SECURITY WORLDWIDE.

THE LATEST REPORT FROM THE GRANTEE, WHICH WAS ITS BUDGET FOR THE YEAR ENDED DECEMBER 31, 2008, WAS RECEIVED IN 2009.

APPOINTMENT OF ADDITIONAL TRUSTEE
LILLIAN GOLDMAN CHARITABLE TRUST

WHEREAS, Amy Goldman is the sole Trustee of the Lillian Goldman Charitable Trust (the "Trust") created under Agreement dated May 24, 1994 by Lillian Goldman as Grantor and as Trustee and amended by an Amendment dated November 7, 2001 and a Second Amendment dated as of March 19, 2008 (said Agreement, as amended, is hereinafter collectively referred to as the "Trust Agreement"); and

WHEREAS, Article SIXTH of the Trust Agreement provides, in pertinent part, as follows:

> "A. Additional Trustees: Amy, or if she is not acting as a Trustee hereunder, Sara, or if neither Amy nor Sara is acting as a Trustee hereunder, a majority of the Trustees acting at any time hereunder who are descendants of Amy, or, if none, a majority of the Trustees acting hereunder, are hereby empowered (but not required) to appoint, in the exercise of absolute discretion, one or more individuals and/or a bank or trust company as additional and/or successor Trustees; provided, however, that there shall not be more than seven Trustees acting hereunder at any time (unless the reason there are more than seven is the addition of Trustees pursuant to paragraph B of this Article); and provided further, however, that only one bank or trust company may act as Trustee at any time. The appointment of additional and/or successor Trustees shall be made by a written instrument of appointment, signed and acknowledged by the person or persons so making the appointment, and shall take effect at the time and upon the contingencies and conditions set fort in the instrument of appointment (including, without limitation, a stated passage of time or occurrence of an event or specified date), subject, however, to the written acceptance of the appointee, and may be revoked at any time before such appointment shall take effect by a written instrument signed and acknowledged by the person or persons who shall have made such appointment"; and

WHEREAS, Amy Goldman wishes to appoint Donald A. Goldsmith of New York, New York, and Neil Hamilton, of Waukee, Iowa, as additional Trustees of the Trust

NOW, THEREFORE, Amy Goldman, pursuant to the power given to her in Article SIXTH of the Trust Agreement does hereby appoint Donald A. Goldsmith and Neil Hamilton as additional Trustees of the Lillian Goldman Charitable Trust, effective as to each upon his acceptance of such appointment.

This appointment supersedes any and all prior appointments by the undersigned.

Amy Goldman

Amy Goldman

Dated: January 21, 2009
New York, New York

Appointment Accepted:
this 21 day of January, 2009

Donald A. Goldsmith

Donald A. Goldsmith

Appointment Accepted:
this 31 day of Jan., 2009

Neil Hamilton

Neil Hamilton

STATE OF NEW YORK)
. ss.:
COUNTY OF New York)

On the 21st day of January, 2009 before me, the undersigned, a Notary Public in and for said State, personally appeared AMY GOLDMAN personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.

Rosalie J Maimone

Notary Public

ROSALIE J MAIMONE
Notary Public State of New York
No 4935481
Qualified in New York County
Commission Expires ~~January 17,~~ May 1, 2011

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The Lillian Goldman Charitable Trust
EIN: 13-7048279
Tax Period Ending April 30, 2009

<u>Election to Treat Current Year Qualifying Distributions as Being Made out of Corpus</u>

Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3(d)(2), the above-referenced foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus.

Amount of Election $ 1,696,539

Amy Goldman 2/25/10
Signature Date

Amy P. Goldman
Name

Trustee
Title

Asset detail

Lillian Goldman Charitable Trust
EIN #: 13-7048279
Holdings Report 4/30/09
Schedule # 1

Equities

U.S. common stocks

Energy

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,000	Nabors Industries LTD (NBR)	$ 15.2100	$ 15,210.00	$ 39,528.90	$ -24,318.90	$ 0.00	0.0%	0.1%
1,500	Apache Corp (APA)	72.8600	109,290.00	141,180.33	-31,890.33	900.00	0.8	0.4
700	Bp PLC Spons ADR (BP)	42.4600	29,722.00	42,831.32	-13,109.32	2,331.70	7.8	0.1
1,200	Cameron International Corporation (CAM)	25.5800	30,696.00	43,671.85	-12,975.85	0.00	0.0	0.1
3,200	Chevron Corporation (CVX)	66.1000	211,520.00	232,197.36	-20,677.36	8,320.00	3.9	0.8
2,970	Conocophillips (COP)	41.0000	121,770.00	196,017.77	-74,247.77	5,583.60	4.6	0.5
1,850	Devon Energy Corporation New (DVN)	51.8500	95,922.50	122,997.47	-27,074.97	1,184.00	1.2	0.4
1,800	Eog Res Inc (EOG)	63.4800	114,264.00	137,806.02	-23,542.02	1,044.00	0.9	0.4
3,800	Exxon Mobil Corp (XOM)	66.6700	253,346.00	229,463.59	23,882.41	6,080.00	2.4	1.0
400	Gulfmark Offshore Inc (GLF)	26.8800	10,752.00	12,078.75	-1,326.75	0.00	0.0	0.0
161	National Oilwell Varco Inc. (NOV)	30.2800	4,875.08	5,493.60	-618.52	0.00	0.0	0.0
900	Occidental Petroleum Corp (OXY)	56.2900	50,661.00	50,172.35	488.65	1,152.00	2.3	0.2
1,520	Petroleo Brasileiro SA ADR (PBR.A) Petrobras Sponsored	26.9800	41,009.60	36,811.20	4,198.40	436.24	1.1	0.2
1,050	Royal Dutch Shell PLC (RDS.A) ADR	45.6800	47,964.00	72,574.12	-24,610.12	2,856.00	6.0	0.2
3,680	Schlumberger LTD (SLB)	48.9900	180,283.20	225,395.70	-45,112.50	3,091.20	1.7	0.7
800	Southwestern Energy Co (SWN)	35.8600	28,688.00	24,310.85	4,377.15	0.00	0.0	0.1
2,200	Williams Cos Inc (WMB)	14.1000	31,020.00	47,238.00	-16,218.00	968.00	3.1	0.1
Total energy			$ 1,376,993.38	$ 1,659,769.18	$ -282,775.80	$ 33,946.74		5.3%

Materials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
650	Air Products & Chemicals Inc (APD)	$ 65.9000	$ 42,835.00	$ 44,568.16	$ -1,733.16	$ 1,170.00	2.7%	0.2%
415	Allegheny Technologies Inc (ATI) *to Be Spun Off From Alghnyteledyne	32.7300	13,582.95	31,353.25	-17,770.30	298.80	2.2	0.1
660	Cliffs Nats Res Inc (CLF)	23.0600	15,219.60	29,247.04	-14,027.44	231.00	1.5	0.1
800	Eastman Chem Co (EMN)	39.6800	31,744.00	32,470.24	-726.24	1,408.00	4.4	0.1
400	Freeport McMoran Copper & Gold Inc (FCX)	42.6500	17,060.00	15,299.00	1,761.00	800.00	4.7	0.1
650	Praxair Inc (PX)	74.6100	48,496.50	24,585.34	23,911.16	1,040.00	2.1	0.2
Total materials			$ 168,938.05	$ 177,523.03	$ -8,584.98	$ 4,947.80		0.7%

Industrials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,300	Cooper Inds LTD (CBE)	$ 32.7900	$ 42,627.00	$ 31,989.10	$ 10,637.90	$ 1,300.00	3.1%	0.2%
1,370	Caterpillar Inc (CAT)	35.5800	48,744.60	74,574.58	-25,829.98	2,301.60	4.7	0.2
300	Danaher Corp (DHR)	58.4400	17,532.00	15,636.63	1,895.37	36.00	0.2	0.1
900	Eaton Corp (ETN)	43.8000	39,420.00	54,231.74	-14,811.74	1,800.00	4.6	0.2
4,100	Emerson Electric Co (EMR)	34.0400	139,564.00	171,238.49	-31,674.49	5,412.00	3.9	0.5
150	Fluor Corp New (FLR)	37.8700	5,680.50	10,473.22	-4,792.72	75.00	1.3	0.0
5,400	General Electric Company (GE)	12.6500	68,310.00	178,060.40	-109,750.40	2,160.00	3.2	0.3
1,250	Honeywell Intl Inc (HON)	31.2100	39,012.50	43,203.58	-4,191.08	1,512.50	3.9	0.2
700	Jacobs Engr Group Inc (JEC)	38.0400	26,628.00	27,361.29	-733.29	0.00	0.0	0.1
125	Lockheed Martin Corp (LMT)	78.5300	9,816.25	11,161.36	-1,345.11	285.00	2.9	0.0
515	McDermott Intl Inc (MDR)	16.1400	8,312.10	23,609.25	-15,297.15	0.00	0.0	0.0
900	Norfolk Southern Corporation (NSC)	35.6800	32,112.00	44,890.39	-12,778.39	1,224.00	3.8	0.1
600	Northrop Grumman Corp (NOC)	48.3500	29,010.00	26,721.66	2,288.34	960.00	3.3	0.1
500	Paccar Inc (PCAR)	35.4400	17,720.00	13,343.70	4,376.30	360.00	2.0	0.1
1,000	Union Pac Corp (UNP)	49.1400	49,140.00	42,345.39	6,794.61	1,080.00	2.2	0.2

Industrials
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,900	United Technologies Corp (UTX)	48.8400	92,796.00	96,980.78	-4,184.78	2,926.00	3.2	0 4
Total industrials			$ 666,424.95	$ 865,821.56	$ -199,396.61	$ 21,432.10		2.6%

Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
700	Autoliv Inc (ALV)	$ 24.6700	$ 17,269.00	$ 40,882.03	$ -23,613.03	$ 588.00	3.4%	0.1%
4,900	Cbs Corp (CBS) Class B	7.0400	34,496.00	98,749.14	-64,253.14	980.00	2.8	0.1
2,600	Comcast Corp CL A (CMCSA)	15.4600	40,196.00	36,198.50	3,997.50	702.00	1.8	0.2
4,000	The Walt Disney Company (DIS)	21.9000	87,600.00	79,805.69	7,794.31	1,400.00	1.6	0.3
450	Gamestop Corp (GME) Class A	30.1600	13,572.00	12,691.70	880.30	0.00	0.0	0.1
4,200	Home Depot Inc (HD)	26.3200	110,544.00	109,384.15	1,159.85	3,780.00	3.4	0.4
2,300	Johnson Ctls Inc (JCI)	19.0100	43,723.00	75,677.88	-31,954.88	1,196.00	2.7	0.2
1,650	Kohls Corp (KSS)	45.3500	74,827.50	67,986.06	6,841.44	0.00	0.0	0.3
425	Liberty Media Corp - Entertainment (LMDIA)	24.3500	10,348.75	9,637.30	711.45	0.00	0.0	0.0
2,600	Limited Brands Inc (LTD)	11.4200	29,692.00	20,618.26	9,073.74	1,560.00	5.3	0.1
3,650	Lowe's Companies Inc (LOW)	21.5000	78,475.00	65,305.08	13,169.92	1,241.00	1.6	0.3
2,300	Macy's Inc (M)	13.6800	31,464.00	77,938.33	-46,474.33	460.00	1.5	0.1
1,400	Mc Donald's Corporation (MCD)	53.2900	74,606.00	78,207.11	-3,601.11	2,800.00	3.8	0.3
11,100	News Corporation (NWSA) Class A	8.2600	91,686.00	79,869.71	11,816.29	1,332.00	1.5	0.4
180	Nike Inc Class B Stock (NKE)	52.4700	9,444.60	12,196.94	-2,752.34	180.00	1.9	0.0
1,025	Penney J C Inc (JCP)	30.6900	31,457.25	17,466.70	13,990.55	820.00	2.6	0.1
950	T J X Companies Inc (TJX)	27.9700	26,571.50	18,591.97	7,979.53	456.00	1.7	0.1
975	Target Corp (TGT)	41.2600	40,228.50	35,067.67	5,160.83	624.00	1.6	0.2
4,400	Time Warner Inc (TWX)	21.8300	96,052.00	126,993.43	-30,941.43	3,300.00	3.4	0.4
2,325	Time Warner Cable Inc (TWC)	32.2300	74,934.75	74,681.70	253.05	0.00	0.0	0.3
375	Toyota Motor Corp ADR (TM)	79.1600	29,685.00	36,198.49	-6,513.49	952.88	3.2	0.1

Consumer discretionary
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,500	Viacom Inc Class B (VIA.B)	19.2400	48,100.00	41,119.65	6,980.35	0.00	0.0	0.2
475	Whirlpool Corp (WHR)	45.1600	21,451.00	35,511.00	-14,060.00	817.00	3.8	0.1
Total consumer discretionary			$ 1,116,423.85	$ 1,250,778.49	$ -134,354.64	$ 23,188.88		4.3%

Consumer staples

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
850	Bunge Limited (BG)	$ 48.0100	$ 40,808.50	$ 42,378.51	$ -1,570.01	$ 646.00	1.6%	0.2%
2,800	Archer Daniels Midland Co (ADM)	24.6200	68,936.00	74,980.36	-6,044.36	1,568.00	2.3	0.3
1,000	Avon Products Inc (AVP)	22.7600	22,760.00	29,508.72	-6,748.72	840.00	3.7	0.1
1,400	Cvs Caremark Corporation (CVS)	31.7800	44,492.00	56,812.84	-12,320.84	427.00	1.0	0.2
665	Coca - Cola Co (KO)	43.0500	28,628.25	40,064.41	-11,436.16	1,090.60	3.8	0.1
925	Colgate-Palmolive Company (CL)	59.0000	54,575.00	57,287.46	-2,712.46	1,628.00	3.0	0.2
1,400	Costco Whsl Corp New (COST)	48.6000	68,040.00	79,429.68	-11,389.68	896.00	1.3	0.3
1,650	General Mls Inc (GIS)	50.6900	83,638.50	89,372.01	-5,733.51	2,838.00	3.4	0.3
800	Kraft Foods Inc CL A (KFT)	23.4000	18,720.00	23,734.80	-5,014.80	928.00	5.0	0.1
600	Molson Coors Brewing Co (TAP) CL B	38.2500	22,950.00	23,547.83	-597.83	480.00	2.1	0.1
2,800	Pepsico Inc (PEP)	49.7600	139,328.00	163,268.80	-23,940.80	4,760.00	3.4	0.5
3,400	The Procter & Gamble Company (PG)	49.4400	168,096.00	160,721.23	7,374.77	5,984.00	3.6	0.7
4,900	Safeway Inc (SWY)	19.7500	96,775.00	130,958.85	-34,183.85	1,621.90	1.7	0.4
2,900	Tyson Foods Inc Class A (TSN)	10.5400	30,566.00	36,434.16	-5,868.16	464.00	1.5	0.1
2,100	Wal Mart Stores Inc (WMT)	50.4000	105,840.00	115,251.62	-9,411.62	2,289.00	2.2	0.4
Total consumer staples			$ 994,153.25	$ 1,123,751.28	$ -129,598.03	$ 26,460.50		3.8%

Healthcare

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
325	Alcon Inc (ACL)	$ 92.0100	$ 29,903.25	$ 31,257.15	$ -1,353.90	$ 823.88	2.8%	0.1%
1,525	Abbott Laboratories (ABT)	41.8500	63,821.25	87,031.98	-23,210.73	2,440.00	3.8	0.3
1,000	Amgen Inc (AMGN)	48.4700	48,470.00	52,548.38	-4,078.38	0.00	0.0	0.2
950	Baxter International Inc (BAX)	48.5000	46,075.00	60,665.91	-14,590.91	988.00	2.1	0.2
1,100	Becton Dickinson & Co (BDX)	60.4800	66,528.00	86,677.90	-20,149.90	1,452.00	2.2	0.3
1,500	Bristol-Myers Squibb Company (BMY)	19.2000	28,800.00	30,581.70	-1,781.70	1,860.00	6.5	0.1
2,400	Cardinal Health Inc (CAH)	33.7900	81,096.00	131,455.18	-50,359.18	1,344.00	1.7	0.3
1,510	Celgene Corp (CELG)	42.7200	64,507.20	97,131.53	-32,624.33	0.00	0.0	0.3
3,600	Gilead Sciences Inc (GILD)	45.8000	164,880.00	135,365.34	29,514.66	0.00	0.0	0.6
2,270	Glaxo Smithkline PLC Spons ADR (GSK)	30.7600	69,825.20	98,606.06	-28,780.86	4,308.46	6.2	0.3
1,900	Johnson & Johnson (JNJ)	52.3600	99,484.00	115,893.60	-16,409.60	3,724.00	3.7	0.4
2,000	Lilly Eli & Co (LLY)	32.9200	65,840.00	65,669.80	170.20	3,920.00	6.0	0.3
1,300	Medco Health Solutions Inc (MHS)	43.5500	56,615.00	63,841.43	-7,226.43	0.00	0.0	0.2
1,200	Medtronic Inc (MDT)	32.0000	38,400.00	62,077.02	-23,677.02	900.00	2.3	0.2
5,600	Merck & Co Inc (MRK)	24.2400	135,744.00	203,716.12	-67,972.12	8,512.00	6.3	0.5
10,800	Pfizer Inc (PFE)	13.3600	144,288.00	284,741.13	-140,453.13	6,912.00	4.8	0.6
1,000	Sanofi-Aventis ADR (SNY)	28.7200	28,720.00	32,629.30	-3,909.30	2,287.00	8.0	0.1
6,300	Schering Plough Corp (SGP)	23.0200	145,026.00	156,210.97	-11,184.97	1,638.00	1.1	0.6
3,225	Teva Pharmaceutical Inds LTD ADR (TEVA)	43.8900	141,545.25	139,087.35	2,457.90	1,360.95	1.0	0.6
1,200	Thermo Fisher Scientific Inc. (TMO)	35.0800	42,096.00	65,979.84	-23,883.84	0.00	0.0	0.2
425	Wyeth (WYE)	42.4000	18,020.00	18,139.30	-119.30	510.00	2.8	0.1
Total healthcare			$ 1,579,684.15	$ 2,019,306.99	$ -439,622.84	$ 42,980.29		6.1%

Financials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
850	Deutsche Bank AG-Reg (DB)	$ 52.4300	$ 44,565.50	$ 99,647.51	$ -55,082.01	$ 5,933.00	13.3%	0.2%
1,600	Invesco Limited (IVZ)	14.7200	23,552.00	35,330.08	-11,778.08	643.20	2.7	0.1
1,500	X L Capital LTD Class A (XL)	9.5100	14,265.00	74,042.59	-59,777.59	1,290.00	9.0	0.1

Financials
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,300	Aflac Inc (AFL)	28.8900	37,557.00	33,521.16	4,035.84	1,456.00	3.9	0.1
3,400	Allstate Corp (ALL)	23.3300	79,322.00	134,012.32	-54,690.32	2,720.00	3.4	0.3
1,000	American Express Company (AXP)	25.2200	25,220.00	58,353.20	-33,133.20	720.00	2.9	0.1
400	The Bank Of New York Mellon (BK) Corporation	25.4800	10,192.00	11,965.08	-1,773.08	144.00	1.4	0.0
210	Cme Group Inc (CME)	221.3500	46,483.50	107,041.27	-60,557.77	966.00	2.1	0.2
1,800	Capital One Financial Corp (COF)	16.7400	30,132.00	44,732.52	-14,600.52	360.00	1.2	0.1
525	Franklin Res Inc (BEN)	60.4800	31,752.00	58,566.00	-26,814.00	441.00	1.4	0.1
2,400	Genworth Financial Inc (GNW) Class A	2.3600	5,664.00	79,722.08	-74,058.08	960.00	17.0	0.0
1,500	Goldman Sachs Group Inc (GS)	128.5000	192,750.00	181,378.21	11,371.79	2,100.00	1.1	0.7
1,000	Hartford Finl Svcs Group Inc (HIG)	11.4700	11,470.00	63,784.38	-52,314.38	200.00	1.7	0.0
2,000	Hudson City Bancorp Inc (HCBK)	12.5600	25,120.00	24,320.00	800.00	1,200.00	4.8	0.1
7,720	JP Morgan Chase & Co (JPM)	33.0000	254,760.00	298,825.80	-44,065.80	1,544.00	0.6	1.0
1,400	Lincoln Natl Corp Ind (LNC)	11.2400	15,736.00	24,158.96	-8,422.96	56.00	0.4	0.1
3,025	Metlife Inc (MET)	29.7500	89,993.75	74,025.49	15,968.26	2,238.50	2.5	0.4
3,550	Morgan Stanley (MS)	23.6400	83,922.00	172,679.08	-88,757.08	947.85	1.1	0.3
1,500	Prudential Financial Inc (PRU)	28.8800	43,320.00	29,862.00	13,458.00	870.00	2.0	0.2
700	Schwab Charles Corp New (SCHW)	18.4800	12,936.00	13,607.53	-671.53	168.00	1.3	0.1
500	State Street Corp (STT)	34.1300	17,065.00	15,310.00	1,755.00	20.00	0.1	0.1
2,425	The Travelers Companies Inc (TRV)	41.1400	99,764.50	122,878.68	-23,114.18	2,910.00	2.9	0.4
3,000	US Bancorp (USB)	18.2200	54,660.00	84,572.00	-29,912.00	600.00	1.1	0.2
Total financials			$ 1,250,202.25	$ 1,842,335.94	$ -592,133.69	$ 28,487.55		4.8%

Information technology

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,200	Accenture LTD (ACN)	$ 29.4300	$ 64,746.00	$ 63,189.71	$ 1,556.29	$ 1,100.00	1.7%	0.3%
1,500	Akamai Technologies Inc (AKAM)	22.0200	33,030.00	46,250.55	-13,220.55	0.00	0.0	0.1
1,650	Apple Inc (AAPL)	125.8300	207,619.50	142,682.89	64,936.61	0.00	0.0	0.8
800	Broadcom Corp CL A (BRCM)	23.1900	18,552.00	15,266.60	3,285.40	0.00	0.0	0.1
6,500	Cisco Systems Inc (CSCO)	19.3200	125,580.00	165,831.15	-40,251.15	0.00	0.0	0.5
8,600	Corning Inc (GLW)	14.6200	125,732.00	108,048.56	17,683.44	1,720.00	1.4	0.5
3,600	Ericsson L M Tel Co ADR (ERIC)	8.5300	30,708.00	27,101.79	3,606.21	558.00	1.8	0.1
515	Google Inc (GOOG)	395.9700	203,924.55	233,221.24	-29,296.69	0.00	0.0	0.8
6,000	Hewlett Packard Co (HPQ)	35.9800	215,880.00	238,627.77	-22,747.77	1,920.00	0.9	0.8
6,400	Intel Corp (INTC)	15.7800	100,992.00	133,282.31	-32,290.31	3,584.00	3.6	0.4
4,400	Microsoft Corporation (MSFT)	20.2600	89,144.00	103,781.22	-14,637.22	2,288.00	2.6	0.3
500	Microchip Technology Inc (MCHP)	23.0000	11,500.00	10,674.25	825.75	678.00	5.9	0.0
12,400	Motorola Inc (MOT)	5.5300	68,572.00	64,701.86	3,870.14	2,480.00	3.6	0.3
1,130	N C R Corp New (NCR)	10.1500	11,469.50	23,493.55	-12,024.05	0.00	0.0	0.0
475	Netapp Inc (NTAP)	18.3000	8,692.50	8,420.37	272.13	0.00	0.0	0.0
5,700	Nokia Corp (NOK) Sponsored ADR	14.1400	80,598.00	68,428.20	12,169.80	2,126.10	2.6	0.3
1,550	Nvidia Corp (NVDA)	11.4800	17,794.00	14,720.75	3,073.25	0.00	0.0	0.1
2,700	Oracle Corp (ORCL)	19.3400	52,218.00	52,233.60	-15.60	540.00	1.0	0.2
4,100	Qualcomm Inc (QCOM)	42.3200	173,512.00	178,249.52	-4,737.52	2,788.00	1.6	0.7
3,400	Symantec Corp (SYMC)	17.2500	58,650.00	46,387.71	12,262.29	0.00	0.0	0.2
1,000	Texas Instruments Inc (TXN)	18.0600	18,060.00	29,213.60	-11,153.60	440.00	2.4	0.1
2,800	Western Digital Corp (WDC)	23.5200	65,856.00	89,950.31	-24,094.31	0.00	0.0	0.3
Total information technology			$ 1,782,830.05	$ 1,863,757 51	$ -80,927.46	$ 20,222.10		6.9%

Telcommunications services

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
7,200	At & T Inc (T)	$ 25.6200	$ 184,464.00	$ 285,600.09	$ -101,136.09	$ 11,808.00	6.4%	0.7%
8,400	Sprint Nextel Corp (S)	4.3600	36,624.00	65,882.84	-29,258.84	0.00	0.0	0.1
4,400	Verizon Communicationsinc (VZ)	30.3400	133,496.00	157,266.74	-23,770.74	8,096.00	6.1	0.5
Total telcommunications services			$ 354,584.00	$ 508,749.67	$ -154,165.67	$ 19,904.00		1.4%

Utilities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
700	American Electric Power Inc (AEP)	$ 26.3800	$ 18,466.00	$ 31,900.00	$ -13,434.00	$ 1,148.00	6.2%	0.1%
1,300	Centerpoint Energy Inc (CNP)	10.6400	13,832.00	20,007.00	-6,175.00	988.00	7.1	0.1
400	Exelon Corp (EXC)	46.1300	18,452.00	32,085.56	-13,633.56	840.00	4.6	0.1
700	National Fuel Gas Co N J (NFG)	32.7100	22,897.00	27,858.25	-4,961.25	910.00	4.0	0.1
1,600	Reliant Energy Inc. (RRI)	4.9600	7,936.00	25,036.32	-17,100.32	0.00	0.0	0.0
875	Sempra Energy (SRE)	46.0200	40,267.50	49,367.68	-9,100.18	1,365.00	3.4	0.2
600	Wisconsin Energy Corp (WEC)	39.9600	23,976.00	27,261.54	-3,285.54	810.00	3.4	0.1
Total utilities			$ 145,826.50	$ 213,516.35	$ -67,689.85	$ 6,061.00		0.6%
Total U.S. common stocks			**$ 9,436,060.43**	**$ 11,525,310.00**	**$ -2,089,249.57**	**$ 227,630.96**		**36.3%**

International-developed

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
750	Ace LTD (ACE)	$ 46.3200	$ 34,740.00	$ 31,660.47	$ 3,079.53	$ 810.00	2.3%	0.1%
395	Transocean LTD (RIG)	67.4800	26,654.60		26,654.60	0.00	0.0	0.1
253,494.996	Bernstein Sanford C FD Inc (SIMTX) Intl Value Portfolio II	11.3400	2,874,633.25	6,149,492.15	-3,274,858.90	109,256.34	3.8	11.1
Total international-developed			**$ 2,936,027.85**	**$ 6,181,152.62**	**$ -3,245,124.77**	**$ 110,066.34**		**11.3%**

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
28,384.753	Sanford C Bernstein Fund, Inc - (SNEMX) Emerging Markets Value Portfolio	$ 18.5300	$ 525,969.47	$ 1,095,069.62	$ -569,100.15	$ 12,489.29	2.4%	2.0%
Total emerging markets			**$ 525,969.47**	**$ 1,095,069.62**	**$ -569,100.15**	**$ 12,489.29**		**2.0%**

Other equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
101,169.269	Alliancebernstein Real Estate (ARIIX) Investment Institutional Fund	$ 5.7200	$ 578,688.22	$ 1,339,736.11	$ -761,047.89	$ 76,888.64	13.3%	2.2%
Total other equity			**$ 578,688.22**	**$ 1,339,736.11**	**$ -761,047.89**	**$ 76,888.64**		**2.2%**
Total equities			**$ 13,476,745.97**	**$ 20,141,268.35**	**$ -6,664,522.38**	**$ 427,075.23**		**51.9%**

Fixed income

Taxable

Individual holdings Other

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
50,000	California ST DTD 4/28/2009 5.45% 4/1/2015 Build America Bonds-Taxable-Var Purp Moody's: A2 S&P: A	$ 104.4780	$ 52,239.00	$ 50,309.00	$ 1,930.00	$ 2,725.00	5.2%	0.2%
35,000	California ST DTD 4/28/2009 5.95% 4/1/2016 Build America Bonds-Taxable-Var Purp Moody's: A2 S&P: A	104.6320	36,621.20	35,177.10	1,444.10	2,082.50	5.7	0.1

Individual holdings Government related

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
200,000	Federal National Mortgage Assn DTD 9/12/2008 2.875% 10/12/2010 Moody's: AAA S&P: AAA	$ 102.8440	$ 205,688.00	$ 205,466.00	$ 222.00	$ 5,750.00	2.8%	0.8%

Individual holdings Government related
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
150,000	Federal Home Loan Mortgage Corp DTD 3/16/2009 2.0% 3/16/2011 Moody's: AAA S&P: AAA	100.4040	150,606.00	150,000.00	606.00	3,000.00	2.0	0.6
170,000	Federal Farm Credit Bank DTD 4/21/2008 2.625% 4/21/2011 Moody's: AAA S&P: AAA	102.3440	173,984.80	173,952.84	31.96	4,462.50	2.6	0.7
125,000	Federal Farm Credit Bank DTD 6/25/2008 3.875% 8/25/2011 Moody's: AAA S&P: AAA	105.1250	131,406.25	131,445.63	-39.38	4,843.75	3.7	0.5
125,000	Federal Farm Credit Bank DTD 2/24/2009 2.25% 4/24/2012 Moody's: AAA S&P: AAA	100.5630	125,703.75	124,997.50	706.25	2,812.50	2.2	0.5
85,000	Federal Home Loan Mortgage Corp DTD 4/27/2009 2.0% 4/27/2012 Moody's: AAA S&P: AAA	100.0320	85,027.20	84,872.50	154.70	1,700.00	2.0	0.3
200,000	Federal Natl Mtg Assn DTD 07/26/2002 5.250% 08/01/2012 Moody's: AA2 S&P: A	104.2530	208,506.00	208,148.00	358.00	10,500.00	5.0	0.8
175,000	Federal Home Loan Bank DTD 9/15/2008 3.625% 10/18/2013 Moody's: AAA S&P: AAA	104.6880	183,204.00	184,207.27	-1,003.27	6,343.75	3.5	0.7

Individual holdings Treasury

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
200,000	United States Treasury Note DTD 8/15/1999 6.0% 8/15/2009 Moody's: AAA S&P: AAA	$ 101.7030	$ 203,406.00	$ 196,666.80	$ 6,739.20	$ 12,000.00	5.9%	0.8%
415,000	US Treasury NT DTD 10/15/2004 3.375% 10/15/2009 Moody's: AAA S&P: AAA	101.4020	420,818.30	421,583.02	-764.72	14,006.25	3.3	1.6
350,000	United States Treas Nts DTD 12/15/2004 3.5% 12/15/2009 Moody's: AAA S&P: AAA	101.9570	356,849.50	357,260.94	-411.44	12,250.00	3.4	1.4

Individual holdings Treasury
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
200,000	United States Treasury Note DTD 2/15/2000 6.5% 2/15/2010 Moody's: AAA S&P: AAA	104.7730	209,546.00	203,875.00	5,671.00	13,000.00	6.2	0.8
515,000	United States Treasury Note DTD 1/15/2006 4.25% 1/15/2011 Moody's: AAA S&P: AAA	105.9490	545,637.35	548,705.44	-3,068.09	21,887.50	4.0	2.1
85,000	United States Treasury Note DTD 8/15/2001 5.0% 8/15/2011 Moody's: AAA S&P: AAA	109.0940	92,729.90	87,536.72	5,193.18	4,250.00	4.6	0.4
500,000	United States Treasury Note DTD 8/31/2006 4.625% 8/31/2011 Moody's: AAA S&P: AAA	108.0940	540,470.00	542,540.74	-2,070.74	23,125.00	4.3	2.1
1,030,000	U S Treasury Note DTD 2/28/07 4.625% 2/29/2012 Moody's: AAA S&P: AAA	109.2500	1,125,275.00	1,129,987.04	-4,712.04	47,637.50	4.2	4.3
45,168.75	Tsy Infl IX N/B DTD 4/15/2008 .625% 4/15/2013 Moody's: AAA S&P: AAA	98.2500	44,378.30	43,846.02	532.28	282.30	0.6	0.2
200,000	United States Treas Nts DTD 8/15/2003 4.25% 8/15/2013 Moody's: AAA S&P: AAA	110.2890	220,578.00	198,578.13	21,999.87	8,500.00	3.9	0.9
200,000	United States Treasury Note DTD 5/17/2004 4.75% 5/15/2014 Moody's: AAA S&P: AAA	113.1560	226,312.00	200,671.88	25,640.12	9,500.00	4.2	0.9
200,000	U S Treasury Note DTD 11/15/2005 4.50% 11/15/2015 Moody's: AAA S&P: AAA	112.8130	225,626.00	198,984.38	26,641.62	9,000.00	4.0	0.9
110,000	U S Treasury Note DTD 5/15/2006 5.125% 5/15/2016 Moody's: AAA S&P: AAA	115.9770	127,574.70	109,836.72	17,737.98	5,637.50	4.4	0.5
165,000	United States Treasury Note DTD 8/15/2006 4.875% 8/15/2016 Moody's: AAA S&P: AAA	114.4060	188,769.90	166,063.47	22,706.43	8,043.75	4.3	0.7

Individual holdings Treasury
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
163,064.65	United States Treasury Infl Index Bond DTD 1/16/2007 2.375% 1/15/2017 Moody's: AAA S&P: AAA	104.6560	170,656.94	168,666.97	1,989.97	3,872.79	2.3	0.7
83,627.25	United States Treasury Inflation Bd DTD 7/15/2008 1.375% 7/15/2018 Moody's: AAA S&P: AAA	97.5000	81,536.57	81,230.74	305.83	1,149.87	1.4	0.3

Individual holdings Corporate

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
100,000	IBM Corp DTD 9/10/2002 4.25% 9/15/2009 Moody's: A1 S&P: A+	$ 101.0180	$ 101,018.00	$ 99,877.00	$ 1,141.00	$ 4,250.00	4.2%	0.4%
100,000	Target Corp DTD 1/10/2001 6.35% 1/15/2011 Moody's: A2 S&P: A+	106.6070	106,607.00	98,654.00	7,953.00	6,350.00	6.0	0.4
100,000	Wal-Mart Stores DTD 2/18/2004 4.125% 2/15/2011 Moody's: AA2 S&P: AA	104.2200	104,220.00	100,871.00	3,349.00	4,125.00	4.0	0.4
50,000	Aetna Inc DTD 6/9/2006 5.75% 6/15/2011 Moody's: A3 S&P: A-	102.9070	51,453.50	50,773.50	680.00	2,875.00	5.6	0.2
100,000	Bear Stearns Co Inc DTD 8/17/2006 5.5% 8/15/2011 Moody's: AA3 S&P: A+	103.1970	103,197.00	101,561.00	1,636.00	5,500.00	5.3	0.4
85,000	General Elec Cap Corp Medium Term Nts Book Entry Tranche # TR 00521 5.875% 2/15/2012 Moody's: AA2 S&P: AA+	101.9000	86,615.00	87,073.15	-458.15	4,993.75	5.8	0.3
30,000	Deere John Cap Corp NT DTD 3/22/2002 7.00% 3/15/2012 Moody's: A2 S&P: A	107.4120	32,223.60	32,676.30	-452.70	2,100.00	6.5	0.1

Individual holdings Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
50,000	Progress Energy Inc DTD 4/17/2002 6.85% 4/15/2012 Moody's: BAA2 S&P: BBB	105.8050	52,902.50	52,258.50	644.00	3,425.00	6.5	0.2
100,000	SBC Communications Inc 8/19/2002 5.875% 8/15/2012 Moody's: A2 S&P: A	106.2020	106,202.00	102,397.00	3,805.00	5,875.00	5.5	0.4
100,000	Citigroup Inc DTD 8/26/2002 5.625% 8/27/2012 Moody's: BAA1 S&P: A-	77.1320	77,132.00	102,853.00	-25,721.00	5,625.00	7.3	0.3
60,000	Nyse Euronext DTD 5/29/2008 4.8% 6/28/2013 Moody's: A1 S&P: AA	101.9100	61,146.00	59,768.40	1,377.60	2,880.00	4.7	0.2
50,000	General Dynamics Corp DTD 12/15/2008 5.25% 2/1/2014 Moody's: A2 S&P: A	106.1330	53,066.50	53,510.00	-443.50	2,625.00	5.0	0.2
60,000	Caterpillar Financial SE DTD 2/12/2009 6.125% 2/17/2014 Moody's: A2 S&P: A	102.0050	61,203.00	59,044.80	2,158.20	3,675.00	6.0	0.2
100,000	Morgan Stanley Global DTD 3/30/2004 4.75% 4/1/2014 Moody's: A3 S&P: A-	84.5310	84,531.00	96,666.00	-12,135.00	4,750.00	5.6	0.3
100,000	SBC Communications Inc DTD 11/3/2004 5.1% 9/15/2014 Moody's: A2 S&P: A	103.9300	103,930.00	98,097.86	5,832.14	5,100.00	4.9	0.4
80,000	Cisco Systems Inc DTD 2/22/2006 5.5% 2/22/2016 Moody's: A1 S&P: A+	105.8180	84,654.40	87,640.00	-2,985.60	4,400.00	5.2	0.3
65,000	Comcast Corp DTD 3/2/2006 5.9% 3/15/2016 Moody's: BAA1 S&P: BBB+	99.8580	64,907.70	64,094.55	813.15	3,835.00	5.9	0.3
100,000	Wachovia Bank Na DTD 3/9/2006 5.6% 3/15/2016 Moody's: AA3 S&P: AA	86.9840	86,984.00	102,662.23	-15,678.23	5,600.00	6.4	0.3

Individual holdings Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
100,000	Bank Of America Corp DTD 8/14/2006 5.75% 8/15/2016 Moody's: A3 S&P: A-	73.6840	73,684.00	95,831.00	-22,147.00	5,750.00	7.8	0.3
100,000	Goldman Sachs Group Inc DTD 9/19/2006 5.75% 10/1/2016 Moody's: A1 S&P: A	93.3300	93,330.00	103,614.00	-10,284.00	5,750.00	6.2	0.4
100,000	JP Morgan Chase & Co DTD 6/27/2007 6.125% 6/27/2017 Moody's: A1 S&P: A	93.3340	93,334.00	99,857.00	-6,523.00	6,125.00	6.6	0.4
70,000	Astrazeneca PLC DTD 9/12/2007 5.9% 9/15/2017 Moody's: A1 S&P: AA-	105.2160	73,651.20	76,535.20	-2,884.00	4,130.00	5.6	0.3
50,000	McDonald's Corp DTD 10/18/2007 5.8% 10/15/2017 Moody's: A3 S&P: A	107.0880	53,544.00	54,183.00	-639.00	2,900.00	5.4	0.2
120,000	Coca-Cola Co DTD 11/1/2007 5.35% 11/15/2017 Moody's: AA3 S&P: A+	105.4560	126,547.20	129,087.35	-2,540.15	6,420.00	5.1	0.5
45,000	Prudential Financial Inc DTD 12/3/2007 6% 12/1/2017 Moody's: BAA2 S&P: A	70.3340	31,650.30	39,830.40	-8,180.10	2,700.00	8.5	0.1
70,000	Glaxosmithkline Cap Inc DTD 5/13/2008 5.65% 5/15/2018 Moody's: A1 S&P: A+	103.7910	72,653.70	73,098.20	-444.50	3,955.00	5.4	0.3
30,000	Amgen Inc DTD 1/16/2009 5.7% 2/1/2019 Moody's: A3 S&P: A+	102.8470	30,854.10	29,933.10	921.00	1,710.00	5.5	0.1
40,000	United Technologies Corp DTD 12/18/2005 6.125% 2/1/2019 Moody's: A2 S&P: A	107.6740	43,069.60	44,063.60	-994.00	2,450.00	5.7	0.2

Individual holdings Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
40,000	Pfizer Inc DTD 3/24/2009 6.2% 3/15/2019 Moody's: AA2 S&P: AAA	107.4740	42,989.60	39,959.60	3,030.00	2,480.00	5.8	0.2
Total taxable individual holdings			$ 8,290,451.56	$ 8,241,080.59	$ 49,370.97	$ 360,716 21		31.9%

Other fixed income

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
151,135.26	Dreyfus Premier Limited Term High Yield Fund Class I	$ 5.6600	$ 855,425.57	$ 1,130,062.27	$ -274,636.70	$ 82,066.45	9 6%	3.3%
Total taxable other fixed income			$ 855,425.57	$ 1,130,062.27	$ -274,636.70	$ 82,066.45		3.3%
Total taxable fixed income			**$ 9,145,877.13**	**$ 9,371,142.86**	**$ -225,265.73**	**$ 442,782.66**		**35.2%**
Total fixed income			**$ 9,145,877.13**	**$ 9,371,142.86**	**$ -225,265.73**	**$ 442,782.66**		**35.2%**
Total assets			**$ 25,957,238.41**	**$ 32,847,879.36**	**$ -6,889,788.11**	**$ 877,481.84**		**100.0%**

Reconciliation of Consolidated Investments from Statement to Trial Balance

	Cost Basis	FMV
Investments		
U S Govt Obligations per Schedule	4,656,014	4,780,164
U S Govt Obligations per 990-PF pg 2	4 656,014	4 780,164
U S State Obligations per Schedule	85 486	88,860
U S State Obligations per 990-PF pg 2	85,486	88,860
Investments Corp Bonds per Schedule	4,629,643	4,276,852
Investments Corp Bonds per 990-PF pg2	4,629 643	4 276,852
Investments Corp Stock per Schedule	20,141,268	13 476,746
Less sales not settled	(288,108)	(288,108)
Transocean cost not noted	41,127	41 127
Misc Difference	20,965	(16,540)
Investments Corp Stock per 990-PF pg 2	19,915,252	13 213,225

THE LILLIAN GOLDMAN CHARITABLE TRUST
EIN # 13-7048279
ATTACHMENT TO FORM 990PF PART XV
SCHEDULE # 2
FOR THE YEAR ENDED APRIL 30, 2009

DATE	RECIPIENT NAME	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	CASH CONTRIBUTION
5/6/2008	YALE LAW SCHOOL	127 Wall St New Haven, CT 06511	None Public	General	500,000 00
Various	PLANNED PARENTHOOD FEDERATION OF AMERICA	434 West 33rd St. New York, NY 10001	None Public	General	225,000 00
11/21/2008	GLOBAL CROP DIVERSITY TRUST	c/o FAO Viale delle Terme di Caracalla 00153 Rome Italy	None Public	General	200,000 00
5/22/2008	THE NEW YORK BOTANICAL GARDEN	200th Street & Kazimiroff Blvd Bronx, NY 10458	None Public	General	150,000 00
Various	PEN AMERICAN CENTER	588 Broadway , Room 303 New York, NY 10012	None Public	General	120 000 00
10/8/2008	PKD FOUNDATION	9221 Ward Parkway Suite 400 Kansas City, MO 64114	None Public	General	100,000 00
8/15/2008	GARDEN ORGANIC	Coventry Warwickshire United Kingdom CV8 3LG	None Public	General	75,000 00
7/7/2008	NEW YORK RESTORATION PROJECT	254 West 31st St New York, NY 10001	None Public	General	63,000 00
7/14/2008	JUST FOOD INC	208 E 51st St. 4th floor New York, NY 10022	None Public	General	50,000 00
5/19/2008	HORTICULTURAL SOCIETY OF NY	128 West 58th Street New York, NY 10019	None Public	General	50,000 00
5/6/2008	CENTER FOR JEWISH HISTORY	15 West 16th Street New York, NY 10011	None Public	General	50,000 00
5/6/2008	NATIVE SEEDS/ SEARCH	526 N 4th Avenue Tucson, AZ 85705	None Public	General	30,000 00
5/6/2008	AGRICULTURAL LAW CENTER, DRAKE UNIVERSITY	2507 University Ave Des Moines, IA 50311-4505	None Public	General	25 000 00
2/4/2009	ASSOCIATION OF TRUSTEES & FRIENDS AGRICULTURAL RESEARCH ORGANIZATION	The Association of Trustees & Friends Agricultural Research Organization The Volcani Center P O Box 6 Bet-Dagan 50-250 Israel	None Public	General	10,600 00
5/6/2008	KITCHEN GARDENERS INTERNATIONAL	3 Powderhorn Drive Scarborough, ME 04074	None Public	General	10,000 00
3/28/2009	ENVIRONMENTAL GRANTMAKERS ASSOCIATION	55 Exchange Place # 405 New York NY 10005	None Public	General	2 000 00
	Total Contributions				1,660,600

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

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ 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 ▶ [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 From 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 THE LILLIAN GOLDMAN CHARITABLE TRUST C/O ANCHIN, BLOCK & ANCHIN LLP	**Employer identification number** 13-7048279
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 1375 BROADWAY 18TH FL.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10018	

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 ▶ ANCHIN, BLOCK & ANCHIN LLP

Telephone No ▶ 212 536-6878 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 12/15 , 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 05/01 , 2008 , and ending 04/30 , 2009 .

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**	$ 47,767.
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**	$ 47,767.
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**	$ 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.

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

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

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 LILLIAN GOLDMAN CHARITABLE C/O ANCHIN, BLOCK & ANCHIN LLP	**Employer identification number** 13-7048279
	Number, street, and room or suite no If a P O box, see instructions 1375 BROADWAY 18TH FL.	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10018	

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

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] 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 ▶ ANCHIN, BLOCK & ANCHIN LLP

  Telephone No ▶ 212 536-6878 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 is for

4 I request an additional 3-month extension of time until 03/15/2010 .

5 For calendar year ______ , or other tax year beginning 05/01/2008 , and ending 04/30/2009

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

7 State in detail why you need the extension ALL OF THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

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	$ 47,767.
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	$ 47,767.
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 ▶ CPA Date ▶ 9/10/09

ANCHIN BLOCK & ANCHIN LLP
1375 BROADWAY
NEW YORK, NY 10018-7001

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