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

2008

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

7/1/2008

, and ending

6/30/2009

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 <b>THE LIPMAN FAMILY FOUNDATION INC</b>	A Employer identification number <b>13-6066963</b>	
	Number and street (or P O box number if mail is not delivered to street address) <b>C/O BOYLE P O BOX 3188</b>	Room/suite	B Telephone number (see page 10 of the instructions) <b>650 854 9199</b>
	City or town, state, and ZIP code <b>NEW YORK NY 10008-3188</b>		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
<b>H Check type of organization:</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
<b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>18,307,097</b></b>		<b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <i>(Part I, column (d) must be on cash basis.)</i>	

<b>Part I Analysis of Revenue and Expenses</b> <i>(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))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>					
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	1,047	1,047			
4 Dividends and interest from securities	105,459	105,459			
5 a Gross rents		0			
b Net rental income or (loss)	0				
6 a Net gain or (loss) from sale of assets not on line 10	-1,045,509				
b Gross sales price for all assets on line 6a	5,253,562				
7 Capital gain net income (from Part IV, line 2)		0			
8 Net short-term capital gain					51 MAR 29 0000
9 Income modifications					
10 a Gross sales less returns and allowances	0				
b Less: Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0	0	
12 Total. Add lines 1 through 11	-939,003	106,506			
<b>Operating and Administrative Expenses</b>					
13 Compensation of officers, directors, trustees, etc.	0				
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)	2,047	0	0	2,047	
b Accounting fees (attach schedule)	5,000	0	0	5,000	
c Other professional fees (attach schedule)	63,646	63,646	0	0	
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions)	0	0	0	0	
19 Depreciation (attach schedule) and depletion	0	0	0	0	
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	750	0	0	0	
24 Total operating and administrative expenses.					
Add lines 13 through 23	71,443	63,646	0	7,047	
25 Contributions, gifts, grants paid	522,394			522,394	
26 Total expenses and disbursements. Add lines 24 and 25	593,837	63,646	0	529,441	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,532,840				
b Net investment income (if negative, enter -0)		42,860			
c Adjusted net income (if negative, enter -0)			0		

	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
	1 Cash—non-interest-bearing		278,271	15,295	15,295
	2 Savings and temporary cash investments		302,722	252,835	252,835
	3 Accounts receivable ►	0			
	Less: allowance for doubtful accounts ►	0			
	4 Pledges receivable ►	0			
	Less: allowance for doubtful accounts ►	0			
	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) ►	0			
	Less allowance for doubtful accounts ►	0			
	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)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment: basis ►	0			
	Less accumulated depreciation (attach schedule) ►	0			
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment: basis ►	0			
	Less accumulated depreciation (attach schedule) ►	0			
	15 Other assets (describe ► FINE ARTS)				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		8,046,100	8,046,100	8,046,100
			17,412,424	15,879,584	18,307,097
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21 Mortgages and other notes payable (attach schedule)		0	0	
	22 Other liabilities (describe ►)		0	0	
	23 Total liabilities (add lines 17 through 22)		0	0	
	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 ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		9,366,324	7,835,330	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		8,046,100	8,046,100	
	30 Total net assets or fund balances (see page 17 of the instructions)				
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		17,412,424	15,881,430	
			17,412,424	15,881,430	

## 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	17,412,424
2 Enter amount from Part I, line 27a	2	-1,532,840
3 Other increases not included in line 2 (itemize) ►	3	0
4 Add lines 1, 2, and 3	4	15,879,584
5 Decreases not included in line 2 (itemize) ►	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,879,584

**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.)
<b>1a LISTED SECURITIES</b>			P	2/9/2007	2/19/2009
<b>b SECURITIES SETTLEMENTS</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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 5,226,690	0	6,299,071	-1,072,381		
b 26,872	0	0	26,872		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
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 0	0	0	-1,072,381		
b 0	0	0	26,872		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-1,045,509	
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	0	

**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	529,012	11,616,074	0.045541
2006	860,700	14,928,659	0.057654
2005	703,010	14,625,547	0.048067
2004	486,614	11,770,102	0.041343
2003	358,772	10,872,673	0.032998
2 Total of line 1, column (d)			2 0.225603
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 0.045121
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 11,616,074
5 Multiply line 4 by line 3			5 524,129
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 429
7 Add lines 5 and 6			7 524,558
8 Enter qualifying distributions from Part XII, line 4			8 529,441
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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	(attach copy of ruling letter if necessary—see instructions)	1	429
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			
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)	(attach copy of ruling letter if necessary—see instructions)	2	0
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0)			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0			
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	(attach copy of ruling letter if necessary—see instructions)	6a	20,624
b Exempt foreign organizations—tax withheld at source			
c Tax paid with application for extension of time to file (Form 8868)			
d Backup withholding erroneously withheld			
7 Total credits and payments Add lines 6a through 6d	(attach copy of ruling letter if necessary—see instructions)	7	20,624
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ► 20,195 Refunded ► 11 0			

**Part VII-A Statements Regarding Activities**

1 a 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?	(attach copy of ruling letter if necessary—see instructions)	1a	Yes 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)?			
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?	(attach copy of ruling letter if necessary—see instructions)	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
(1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____	(attach copy of ruling letter if necessary—see instructions)	2	X
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			
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	(attach copy of ruling letter if necessary—see instructions)	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?			
b If "Yes," has it filed a tax return on Form 990-T for this year?			
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	(attach copy of ruling letter if necessary—see instructions)	4a	X
If "Yes," attach the statement required by General Instruction T.			
4 b If "Yes," attach a detailed description of the activities			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	(attach copy of ruling letter if necessary—see instructions)	4b	N/A
● 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?			
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 XIV.	(attach copy of ruling letter if necessary—see instructions)	5	X
8 a 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			
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)?	(attach copy of ruling letter if necessary—see instructions)	6	X
If "Yes," complete Part XIV			
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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	► <b>NONE</b>		
14	The books are in care of ► <b>JOSEPH P BOYLE</b> Telephone no ► <b>(908) 771-0608</b> Located at ► <b>PO BOX 3188 NEW YORK NY</b> ZIP+4 ► <b>10008-3188</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year . . . . .	► 15	► <b>N/A</b>

**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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>		1b N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? . . . . .		1c X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20 . . . . . 20 . . . . . 20 . . . . . 20 . . . . .		
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. ► 20 . . . . . 20 . . . . . 20 . . . . . 20 . . . . .		
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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If you answered "Yes" to 6b, also file Form 8870.</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			7b
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				

**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 attached statement	.00	0	0	0
-----	.00	0	0	0
-----	.00	0	0	0
-----	.00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	.00	0	0	0
-----	.00	0	0	0
-----	.00	0	0	0
-----	.00	0	0	0
-----	.00	0	0	0

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (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		0
		0
		0
		0
		0
		0

Total number of others receiving over \$50,000 for professional services ► 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
<b>1 CONTRIBUTIONS TO ORGANIZATIONS WHICH HAVE ESTABLISHED AN EXEMPT STATUS WITH THE INTERNAL REVENUE SERVICE AND ARE DEDUCTIBLE UNDER SECTION 170 OF THE CODE.</b> <u>NUMBER OF ORGANIZATIONS AND EVENTS SUPPORTED-41.</u>	0
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
<b>1 NONE</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total. Add lines 1 through 3</b>	0

**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	11,368,517
b	Average of monthly cash balances	1b	424,452
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,792,969
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	
3	Subtract line 2 from line 1d	3	11,792,969
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	176,895
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,616,074
6	Minimum investment return. Enter 5% of line 5	6	580,804

**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	580,804
2a	Tax on investment income for 2008 from Part VI, line 5	2a	429
b	Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	429
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	580,375
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	580,375
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	580,375

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	529,441
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	0
b	Program-related investments—total from Part IX-B		
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	529,441
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4		
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	429
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	529,012

**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				580,375
2 Undistributed income, if any, as of the end of 2007			0	
a Enter amount for 2007 only		0		
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	NONE			
e From 2007	733,408			
f Total of lines 3a through e	733,408			
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ 529,441			0	
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)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	529,441			
d Applied to 2008 distributable amount	0			0
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).)	580,375			580,375
6 Enter the net total of each column as indicated below:	682,474			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5			0	
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		0		
e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0
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)	0			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	682,474			
10 Analysis of line 9				
a Excess from 2004	0			
b Excess from 2005	0			
c Excess from 2006	0			
d Excess from 2007	153,033			
e Excess from 2008	529,441			

\* Election is made to TREAT THE 6/190/09 Qualifying Distribution Form 990-PF (2008) AS A DISTRIBUTION OF CORPUS

**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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

NA

4942(j)(3) or

4942(1)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

Tax year	Prior 3 years				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
0	0	0	0	0	0
0	0	0	0	0	0
0	0	0	0	0	0
					0
					0
0	0	0	0	0	0
					0
					0
0	0	0	0	0	0
					0
					0
0	0	0	0	0	0
					0
					0
0	0	0	0	0	0
					0
					0

**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 ►  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	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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
PER SCHEDULE				
	NO INDIVIDUALS	PUBLIC	ANNUAL SUPPORT	522,394
<b>Total</b>			► 3a	522,394
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue.</b>					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>			14	1,047	
<b>4 Dividends and interest from securities</b>			14	105,459	
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>			18	-1,045,509	
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue. a</b>		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
<b>12 Subtotal Add columns (b), (d), and (e)</b>		0		-939,003	0
<b>13 Total Add lines 12, columns (b), (d), and (e)</b>					939,003

13 Total. Add line 12, columns (b), (d), and (e)  
(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.)
N/A	

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

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?	Yes	No
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.		

**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

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

Sign Here

 Beverly S. Lepineau  
Signature of officer or trustee

13/14/00  
Date

President

**Signature of officer or trustee**

Date \_\_\_\_\_ Title \_\_\_\_\_

Title

<b>Sign Here</b>  <b>Paid Preparer's Use Only</b>	Preparer's signature	Date	Check if self-employed <input checked="" type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions) 081-34-2016
	Firm's name (or yours if self-employed), address, and ZIP code	3/10/2010	EIN <input type="checkbox"/>	Phone no. (908) 771-0608

- 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).

<b>Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).</b>		
Type or print File by the extended due date for filing the return. See Instructions.	Name of Exempt Organization <b>THE LIPMAN FAMILY FOUNDATION INC</b> Number, street, and room or suite no. If a P.O. box, see instructions. <b>C/O BOYLE P O BOX 3188</b> City, town or post office, state, and ZIP code. For a foreign address, see Instructions. <b>NEW YORK NY 10008-3188</b>	Employer identification number <b>13-6066963</b> For IRS use only

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 ► **JOSEPH P BOYLE PO BOX 3188 NEW YORK NY NEW YORK NY 10008-3188**  
Telephone No. ► **(908) 771-0608** 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 **5/15/2010**  
 5 For calendar year **2008**, or other tax year beginning **7/1/2008**, and ending **6/30/2009**  
 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. More time is requested to acquire all information needed to complete and file an accurate return.

8 a 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 \$
8 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 \$ <b>20,624</b>
8 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 \$ <b>0</b>

**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 ► Joseph P Boyle Title ► Preparer

Date ► **7/8/2010**

Form 8868 (Rev. 4-2009)

**Line 16b (990-PF) - Accounting Fees**

	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	JOE BOYLE	5,000	0	0	5,000
2					
3					5,000

THE LIPMAN FAMILY FOUNDATION INC

13-6066963

**Line 16a (990-PF) - Legal Fees**

	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	TARTER KRINSKY & DROGIN	2,047	0	0	2,047
2					
3					2,047

THE LIPMAN FAMILY FOUNDATION INC

13-6066963

**Line 16c (990-PF) - Other Fees**

	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	NEUBERGER BERMAN INV ADV FEE	63,646	63,646	0	0
2		63,646	63,646		
3					

THE LIPMAN FAMILY FOUNDATION INC

13-6066963

**Line 23 (990-PF) - Other Expenses**

	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
1	Amortization. See attached statement	0	0	0	0
2	Fund Raising				
3	NY STATE DEPARTMENT OF LAW FILING FEE	750			
4	CHECKS AND BANK CHARGES				
5					
6					
7					
8					
9					
10					

990-PF  
Part 1  
Fees and Other  
Expenses 16ab c  
and Line 23

**THE LIPMAN FAMILY FOUNDATION, INC**  
**Grants & Expenses, July 2008- June 2009 fiscal year**

Check#	Date	Organization	Amount
1 1124	7/24/08	George Adams Gallery; De Forest painting, SJMA	\$ 65,000
2 1125	7/24/08	Solway Jones, Mallinson painting, SJMA	\$ 56,000
3 1126	7/24/08	San Jose Museum (Council 100, ColCom, Trustee commit)	\$ 125,000
4 1127	7/26/08	ENS Nicaragua	\$ 500
5 1128	7/26/08	Town of Portola Valley (open Sausal Creek)	\$ 5,000
6 1129	7/26/08	Society for Art Publications of the Americas (Meridian Gal)	\$ 2,000
7 1130	9/21/08	Town of Portola Valley (open Sausal Creek)	\$ 5,000
8 cc	9/21/08	Palo Alto Arts Center	\$ 1,000
9 cc	9/21/08	ICA: Membership	\$ 2,500
10 1131	9/21/08	San Jose Museum (Directors Fund)	\$ 25,000
11 1132	9/21/08	Ayurveda Institute ( Ben)	\$ 23,000
12 cc	9/22/08	Nature Conservency	\$ 1,000
13 cc	9/22/08	Sempervirons Fund	\$ 1,000
14 cc	9/22/08	EarthJustice	\$ 1,000
15 cc	9/22/08	KQED	\$ 1,500
16 1133	9/22/08	Geological Society of America, research grants	\$ 25,000
17 1134	9/22/08	American Geophysical Union (annual contrib., Fred Spilhaus)	\$ 1,000
18 cc	9/22/08	Friends of Huddart & Wunderlich Parks	\$ 500
19 1135	9/22/08	ICA: Capital pledge (3rd of 3)	\$ 10,000
20 1136	10/24/08	Univ. Massachusetts Press (Stillinger book)	\$ 10,000
21 cc	11/8/08	SGS-Stanford Fellowship	\$ 1,000
22 cc	11/8/08	Djerrasi Resident Artist Program	\$ 500
23 cc	11/8/08	Peninsula Open Space Trust	\$ 2,000
24 1137	11/8/08	Whitney Museum (contribution)	\$ 10,000
27 1141	12/22/08	Smithsonian American Art Museum (W.T. Wiley exhibition)	\$ 5,000
28 cc	12/22/08	American Geologic Institute	\$ 1,000
29 cc	12/22/08	Stanford Hospital Partners	\$ 2,000
30 1142	12/22/08	Storm King Museum, contribution ( att. David Collens)	\$ 10,000
31 1143	12/22/08	NM Bureau Mines & Technology (Geochron Lab)	\$ 25,000
32 cc	12/22/08	SF Museum of Modern Art, membership (Artists Circle)	\$ 2,500
34 1145	1/24/09	Norton Museum (Calder mJewelry exhibition	\$ 25,000
35 1146	1/24/09	San Jose Museum of Art (Capital pledge, yr 2-1 of 3)	\$ 50,000
36 1147	1/24/09	Doctors for Global Health (Emergency Fund)--Tim	\$ 10,000
37 1148	1/24/09	Give-Tech--Tim	\$ 10,000
38 1149	2/18/09	Portola Valley Town Center artwork (Electric Works, UPS)	\$ 2,688
39 cc	2/19/09	Portola Valley Town Center artwork (UPS)	\$ 118
40 1150	3/13/09	Portola Valley Town Center artwork (Electric Works)	\$ 100
41 cc	4/18/09	Cantor Art Center (Stanford)	\$ 500
42 1151	4/19/09	For-Site Foundation (contribution)	\$ 2,000
43 cc	4/18/09	MOMA (NY) contribution/membership	\$ 500
44 1152	4/25/09	Sterling Art Services (PV Town Center artwork framing)	\$ 988

**TOTAL CASH CONTRIBUTIONS:** \$ 522,394

990-PF  
 Part 1  
 Line 25

THE LIPMAN FAMILY FOUNDATION INC

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

	Description	Num. shares/ face value	(a) Book value beg. of year	8,785,331	6,550,966	13,783,721	8,953,313
1	THRU MEMBERGEN BERNARD			8,785,331	6,550,966	13,783,721	8,953,313
2							

THE LIPMAN FAMILY FOUNDATION INC

13-6066963

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

	Description	Interest Rate	Maturity Date	(a) Book value beg. of year	0	1,014,388	0	1,039,554
1	THRU MEMBERGEN BERNARD				0	1,014,388	0	1,039,554
2								

THE LIPMAN FAMILY FOUNDATION INC

13-6066963

**Part II, Line 15 (990-PF) - Other Assets**

	Description	(a) Beginning balance	(b) Ending balance	(c) Fair market value
1	FINE ARTS	8,046,100	8,046,100	8,046,100
2				
3				
4				
5				
6				
7				
8				
9				
10				

990-PF  
Part II  
Line 10b, c  
and 15

**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours Devoted	Compensation	Benefits	Expense Account
1	BEVERLY S LIPMAN		188 FAVORONIO RD	PORTOLA VACA		94028		PRESIDENT	7			
2	PETER W LIPMAN	SAME						VP	5			
3	TIMOTHY E LIPMAN	SAME						VP	1			
4	BENJAMIN H LIPMAN	SAME						DIRECTOR	1			
5	ROGER A GOLDMAN	SAME	275 PARK AVE	NY	NY	10021		VP/TREASURER	1			
6	LESTER A GREENBERG	SAME	1350 BROADWAY	NY	NY	10018		SECRETARY	1			
7												
8												
9												
10												

990-PF  
Part V III  
Line 1

**THE LIPMAN FAMILY FOUNDATION, INC**  
**Grants & Expenses, July 2008- June 2009 fiscal year**

Check#	Date	Organization	Amount
1 1124	7/24/08	George Adams Gallery; De Forest painting, SJMA	\$ 65,000
2 1125	7/24/08	Solway Jones, Mattinson painting, SJMA	\$ 56,000
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13 cc	9/22/08	Sempervirens Fund	\$ 1,000
14 cc	9/22/08	EarthJustice	\$ 1,000
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16 1133	9/22/08	Geological Society of America, research grants	\$ 25,000
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43 cc	4/18/09	MOMA (NY) contribution/membership	\$ 500
44 1152	4/25/09	Sterling Art Services (PV Town Center artwork framing)	\$ 988

**TOTAL CASH CONTRIBUTIONS:** \$ 522,394

990PF  
 Part XV  
 Line 3a