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 07/01, 2008, and ending 06/30, 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: JOSEPH S. & DIANE H. STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

Number and street (or P O box number if mail is not delivered to street address): 315 PARK AVENUE SOUTH, 20TH FLR — Room/suite:

City or town, state, and ZIP code: NEW YORK, NY 10010-3607

A Employer identification number: 13-7002791

B Telephone number (see page 10 of the instructions): ( ) -

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: [ ] Section 501(c)(3) exempt private foundation [X] 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) ▶ $ 40,451,430.

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	10,189.	10,189.	NONE	STMT 1
	4 Dividends and interest from securities	1,380,695.	1,380,695.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-4,868,604.			
	b Gross sales price for all assets on line 6a 35,974,019.				
	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)	-92,707.	-92,707.		STMT 3
	12 **Total.** Add lines 1 through 11	-3,570,427.	1,298,177.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	9,000.	NONE	NONE	NONE
	c Other professional fees (attach schedule) STMT 5	292,043.	292,043.		
	17 Interest STMT 6	41,741.	41,741.		
	18 Taxes (attach schedule) (see page 14 of the instructions)**	235,225.	24,475.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	578,009.	358,259.	NONE	NONE
	25 Contributions, gifts, grants paid	3,622,860.			3,622,860.
	26 **Total expenses and disbursements** Add lines 24 and 25	4,200,869.	358,259.	NONE	3,622,860.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-7,771,296.			
	b **Net investment income** (if negative, enter -0-)		939,918.		
	c **Adjusted net income** (if negative, enter -0-)			NONE	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	15,538,685.	8,535,570.	8,535,570.
2 Savings and temporary cash investments			
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) STMT 8	9,338,636.	5,670,433.	5,291,044.
c Investments - corporate bonds (attach schedule) STMT 9	15,224,010.	21,324,765.	18,256,164.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 10	13,740,463.	12,170,314.	8,368,652.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	53,841,794.	47,701,082.	40,451,430.
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. ▶ X			
27 Capital stock, trust principal, or current funds	53,841,794.	47,701,082.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30 Total net assets or fund balances (see page 17 of the instructions)	53,841,794.	47,701,082.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	53,841,794.	47,701,082.	

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	53,841,794.
2 Enter amount from Part I, line 27a	2	-7,771,296.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	1,630,584.
4 Add lines 1, 2, and 3	4	47,701,082.
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	47,701,082.

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	-4,868,604.
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	-2,148,214.

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	3,583,693.	47,455,657.	0.075517
2006	2,634,661.	40,801,191.	0.064573
2005	3,096,109.	39,081,086.	0.079223
2004	2,346,493.	33,261,080.	0.070548
2003	2,540,166.	26,018,676.	0.097629

2 **Total** of line 1, column (d)	2	0.387490
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	0.077498
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	44,189,002.
5 Multiply line 4 by line 3	5	3,424,559.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,399.
7 Add lines 5 and 6	7	3,433,958.
8 Enter qualifying distributions from Part XII, line 4	8	3,622,860.

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 ▶ [X] and enter 1% of Part I, line 27b	1	9,399.
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	9,399.
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	9,399.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 164,137.		
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	164,137.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	154,738.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 154,738. **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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (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 ▶$ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
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* SEE STATEMENT 12	10	X	

Part VII-A Statements Regarding Activities (continued)

			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 ▶ MR. JOSEPH S. STEINBERG Telephone no ▶ 212-460-1943

Located at ▶ 315 PARK AVE. SOUTH, N.Y.,N.Y. ZIP + 4 ▶ 10010

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

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.

			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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [ ] Yes [X] 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 [X] 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 [X] 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		X
	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 [X] 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		X
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 [X] 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		X
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**		X

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 13		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
NOT APPLICABLE				

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
NOT APPLICABLE		

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 NOT APPLICABLE	
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 NOT APPLICABLE	
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	32,553,278.
b	Average of monthly cash balances	1b	12,308,653.
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	44,861,931.
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	44,861,931.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	672,929.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	44,189,002.
6	**Minimum investment return.** Enter 5% of line 5	6	2,209,450.

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	2,209,450.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	9,399.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,399.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,200,051.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,200,051.
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	2,200,051.

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	3,622,860.
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	3,622,860.
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	9,399.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,613,461.

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				2,200,051.
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 ...... 1,362,726.				
b	From 2004 ...... 921,480.				
c	From 2005 ...... 1,200,347.				
d	From 2006 ...... 681,771.				
e	From 2007 ...... 1,526,634.				
f	Total of lines 3a through e	5,692,958.			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 3,622,860.				
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)				
d	Applied to 2008 distributable amount				2,200,051.
e	Remaining amount distributed out of corpus	1,422,809.			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,115,767.			
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)	1,362,726.			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	5,753,041.			
10	Analysis of line 9				
a	Excess from 2004 ... 921,480.				
b	Excess from 2005 ... 1,200,347.				
c	Excess from 2006 ... 681,771.				
d	Excess from 2007 ... 1,526,634.				
e	Excess from 2008 ... 1,422,809.				

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))

SEE STATEMENT 14

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

N/A

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

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

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

N/A

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

A LETTER REFLECTING NEED AND IRC SECTION 501(C)(3) STATUS OF CHARITY.

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient 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 15				
Total . . . . ▶ **3a**				3,622,860.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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Part XVI-A Analysis of Income-Producing Activities

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	
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	10,189.	
4 Dividends and interest from securities			14	1,380,695.	
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			14	-92,707.	
8 Gain or (loss) from sales of assets other than inventory			18	-4,868,604.	
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)				-3,570,427.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -3,570,427.

(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

Signature of officer or trustee — Date 5/13/10 — Title TRUSTEE

Paid Preparer's Use Only

Preparer's signature Kenneth Rosenberg CPA	Date 5/13/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	KENNETH M. ROSENBERG, CPA, P.C. 80 NEPTUNE AVENUE WOODMERE, NY 11598	EIN ▶ 11-3048330	Phone no 516-374-5400

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-813,907.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-888,000.	
		BROWARD CNTY-CHASE A/C					VAR	07/08/2008
25,000.		25,000.						
		ICF INT'L-CHASE A/C					02/06/2009	05/05/2009
80,687.		18,062.					62,625.	
		UBS A/C-EURO PUTS					VAR	03/13/2009
37,364.							37,364.	
		UBS A/C-EURO PUT					VAR	03/26/2009
41,291.							41,291.	
		PER UBS STMNT					VAR	VAR
1,116,566.		1,463,690.					-347,124.	
		PER UBS STMNT					VAR	VAR
268,186.		306,132.					-37,946.	
		PER WELLS FARGO STMNT					VAR	VAR
7,658,341.		8,993,255.					-1334914.	
		PER WELLS FARGO STMNT					VAR	VAR
300,042.		479,267.					-179,225.	
		PER WELLS FARGO-OPTIONS					VAR	VAR
179,794.		61,085.					118,709.	

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)	
		PER WELLS FARGO STMNT					VAR	VAR
2,210,135.		2,184,327.					25,808.	
		PER WELLS FARGO STMNT					VAR	VAR
153,257.		158,481.					-5,224.	
		PER WELLS FARGO STMNT					VAR	VAR
26,315.		46,265.					-19,950.	
		PER STATE ST. STMNT					VAR	VAR
13411331.		13411331.						
		PER STATE ST. STMNT					VAR	VAR
1,148,982.		2,706,783.					-1557801.	
		PER STATE ST. STMNT					VAR	VAR
6,968,270.		6,951,482.					16,788.	
		PER STATE ST. STMNT					VAR	VAR
2,472,306.		2,524,500.					-52,194.	
		PER STATE ST. STMNT					VAR	VAR
1,562,390.		1,512,963.					49,427.	
		PER STATE ST 1256 CONTRACTS					VAR	VAR
15,669.							15,669.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							-4868604.	

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FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
HSBC	NONE	NONE	NONE
WELLS FARGO MNT MRKT	1,465.	1,465.	
STATE ST MONEY MARKET	8,724.	8,724.	
TOTAL	10,189.	10,189.	NONE

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE ST. OID INTEREST	9,822.	9,822.
STATE ST. BOND INTEREST	837,395.	837,395.
STATE ST. ACCRUED INTEREST RECEIVED	53,133.	53,133.
STATE ST. ACCRUED INTEREST PAID	-124,063.	-124,063.
STATE ST. DIVIDEND INCOME	65,836.	65,836.
WELLS FARGO INTEREST	16,818.	16,818.
WELLS FARGO DIVIDEND	66,943.	66,943.
UBS INTEREST	1,948.	1,948.
JP MORGAN/CHASE DIVIDEND INCOME	3,315.	3,315.
JP MORGAN/CHASE BOND INTEREST	60,082.	60,082.
FROM K-1'S INTEREST INCOME	103,563.	103,563.
FROM K-1'S DIVIDEND INCOME	282,053.	282,053.
CONGRESSIONAL FUND-DIVIDEND	3,850.	3,850.
TOTAL	1,380,695.	1,380,695.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME FROM K-1'S	-92,707.	-92,707.
TOTALS	-92,707.	-92,707.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING AND TAX PREPARATION	9,000.			
TOTALS	9,000.	NONE	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	32,688.	32,688.
BANK CHARGES	90.	90.
PORTFOLIO MNGMNT FEE	34,909.	34,909.
FROM K-1 OTHER DEDUCTIONS	224,356.	224,356.
TOTALS	292,043.	292,043.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST PER K-1	40,908.	40,908.
INVESTMENT INTEREST	833.	833.
TOTALS	41,741.	41,741.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NEW YORK DEPT. OF LAW	750.	
INTERNAL REVENUE SERVICE	210,000.	
FOREIGN TAXES PAID	3,648.	3,648.
FOREIGN TAXES PER K-1	20,827.	20,827.
TOTALS	235,225.	24,475.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WELLS FARGO	4,656,182.	2,401,280.	1,982,896.
CONGRESSIONAL EFFECT FUND	1,000,000.	1,000,000.	913,556.
CBM PARTNERS FUND	1,000,000.	1,000,000.	1,052,140.
STATE ST-EQUITY ASSETS	1,413,649.	1,269,153.	1,342,452.
UBS	1,268,805.	NONE	NONE
TOTALS	9,338,636.	5,670,433.	5,291,044.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
STATE ST-GOVT	2,072,308.	2,719,340.	2,814,222.
ARAFURA HLDNGS	NONE	95,320.	95,320.
STATE ST CORP BONDS	5,233,958.	10,056,832.	10,071,534.
STATE ST FOREIGN ASSETS	2,889,804.	2,772,419.	2,827,421.
JORDAN INDUSTRIES	2,954,606.	2,954,606.	151,731.
STATE ST-FIXED INCOME	1,162,465.	1,079,478.	894,535.
JP MORGAN CHASE-BEAR	910,869.	1,646,770.	1,401,401.
TOTALS	15,224,010.	21,324,765.	18,256,164.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PALISADES VENTURES LP	429,361.	497,657.	497,657.
HIGH RISE PARTNERSHIP LP	3,672,914.	3,953,623.	2,989,073.
SEAMANS GLOBAL INCOME	1,000,000.	1,078,540.	916,497.
CM EQUITY PARTNERSHIP LP	392,978.	263,827.	465,521.
NEW CENTURY LP	2,998,773.	3,066,733.	918,053.
FESTINA LENTE PARTNERS-B	2,278,527.	NONE	NONE
POWER SHARES DB COMM INDX	66,327.	47,103.	47,103.
CENTERBRIDGE PARTNERS	403,133.	681,790.	539,375.
ACACIA PARTNERS	1,000,000.	1,313,378.	734,370.
ASSCOIATED PARTNERS	NONE	767,663.	761,003.
FESTINA LENTE PARTNERS-C	1,000,000.	NONE	NONE
PSS PE1	498,450.	500,000.	500,000.
TOTALS	13,740,463.	12,170,314.	8,368,652.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
BOOK VERSUS TAX DIFFERENCES		1,630,584.
	TOTAL	1,630,584.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS	DATE
JOSEPH S. STEINBERG 84 REMSEN STREET BROOKLYN, NY 11201	

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
JOSEPH S. STEINBERG, TRUSTEE 84 REMSEN STREET BROOKLYN, NY 11201	TRUSTEES
DIANE H. STEINBERG, TRUSTEE 84 REMSEN STREET BROOKLYN, NY 11201	TRUSTEE
	GRAND TOTALS

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

MR. JOSEPH STEINBERG IS A TRUSTEE OF THE JOSEPH & DIANE H. STEINBERG 1992 CHARITABLE TRUST. MR. STEINBERG HAS CONTRIBUTED MORE THAN 2% OF THE TOTAL CONTRIBUTIONS IN PRIOR YEARS. CONTRIBUTIONS WERE MADE THIS YEAR. MR. STEINBERG DOES NOT MANAGE THE INVESTMENTS OF THE TRUST.

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
NEW YORK UNIVERSITY 5 WASHINGTON SQUARE NORTH NEW YORK, NY 10003	NONE 501(C)(3)	CHARITABLE	150,000.
SOUTH FORK NATURAL HISTORY PO BOX NATURE AMAGANSETT, NY 11930	NONE 501(C)(3)	CHARITABLE	10,000.
CONGREGATION MT. SINAI 250 CADMAN PLAZA WEST BROOKLYN HEIGHTS, NY 11201	NONE 501(C)(3)	CHARITABLE	54,000.
ST. ANN CENTER WAREHOUSE 70 WASHINGTON STREET BROOKLYN, NY 11201	NONE 501(C)(3)	CHARITABLE	94,707.
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVE. BROOKLYN, NY 11217	NONE 501(C)(3)		275,248.
BCAP BROOKLYN, NY	NONE 501(C)(3)		1,000.
THE FOUNDATION FOR JEWISH CAMPUS LIFE 800 EIGHT STREET WASHINGTON, DC 20001	NONE 501(C)(3)	CHARITABLE	50,000.

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
CORO NY LEADERSHIP CTR 42 BROADWAY NEW YORK, NY 10004	NONE 501(C)(3)		10,000.
PARK SLOPE JEWISH CTR 8TH AVE 14TH STREET BROOKLYN, NY 11215	NONE 501(C)(3)	CHARITABLE	25,000.
BROOKLYN BOTANIC GARDEN 1000 WASHINGTON AVE. BROOKLYN, NY 11225	NONE 501(C)(3)		587,015.
CENTER FOR JEWISH HISTORY 15 WEST 16TH STREET NEW YORK, NY 10011	NONE 501(C)(3)	CHARITABLE	50,000.
AMERICAN SEPHARDI FEDERATION 15 WEST 16TH ST NEW YORK, NY 10011	NONE 501(C)(3)		1,000.
URBAN GLASS 647 FULTON ST BROOKLYN, NY 11217	NONE 501(C)(3)		1,000.
AMOS TUCK SCHOOL ANNUAL GIVING(DARTMOUTH) 100 TUCK HALL HANOVER, NH 03755	NONE 501(C)(3)		25,000.
PARTNERSHIP FOR CHILDREN'S RIGHTS 271 MADISON AVENUE NEW YORK, NY 10016	NONE 501(C)(3)	CHARITABLE	5,000.

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
JBFCS 120 WEST 57TH STREET NEW YORK, NY 10019	NONE 501(C)(3)		10,000.
RUSH PHILANTHROPIC ARTS FNDTN 512 SEVENTH AVE NEW YORK, NY 10018	NONE 501(C)(3)		1,000.
AMERICAN JEWISH HISTORICAL SOCIETY 162 WEST 56TH STREET, SUITE 405 NEW YORK, NY 10019	NONE 501(C)(3)	CHARITABLE	25,000.
ST. JOSEPH HIGH SCHOOL 80 WILLOUGHBY STREET BROOKLYN, NY 11201	NONE 501(C)(3)		5,000.
UNIVERSITY OF TEXAS MD ANDERSON CANCER CTR HOUSTON, TX 77230	NONE 501(C)(3)		1,000.
THE GILDER LERHMAN INSTITUTE 19 WEST 44TH ST NEW YORK, NY 10036	NONE 501(C)(3)		10,000.
CEI-PEA 95 MADISON AVE NEW YORK, NY 10016	NONE 501(C)(3)	CHARITABLE	10,000.

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
UC SAN DIEGO 9500 GILMAN DR. LA JOLLA, CA 92093	NONE 501(C)(3)		50,000.
BOWDOIN COLLEGE BRUNSWICK, ME 04011	NONE 501(C)(3)		50,000.
LEADERSHIP PREP 141 MACON STREET BROOKLYN, NY	NONE 501(C)(3)	CHARITABLE	50,000.
BROOKLYN CHILDREN'S MUSUEM 145 BROOKLYN AVE. BROOKLYN, NY 11201	NONE 501(C)(3)		1,000.
THE CIESLA FNDTN 3721 JENIFER ST NW WASHINGTON, DC 20015	NONE 501(C)(3)		50,100.
PROJECT EZRA 197 E.BROADWAY NEW YORK, NY 10002	NONE 501(C)(3)	CHARITABLE	2,800.
HANNAH SENESH COMMUNITY DAY SCHOOL 215 PACIFIC ST. BROOKLYN, NY 11201	NONE 501(C)(3)		100,000.
SHERIDAN ARTS FNDTN 110 N.OAK STREET TELLURIDE, CO 81435	NONE 501(C)(3)		1,000.

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
THE HOPE PROGRAM ONE SMITH STREET BROOKLYN, NY 11201	NONE 501(C)(3)		1,000.
TE FOCUSING INSTITUTE 34 EAST LANE SPRING VALLEY, NY 10977	NONE 501(C)(3)	CHARITABLE	37,000.
COMMUNITY ROOTS CHARTER SCHOOL 51 ST EDWARD STREET BROOKLYN, NY 11205	NONE 501(C)(3)		6,000.
CHARTER OAK CHALLENGE 501 SILVERSIDE RD WILMINGTON, DE 19809	NONE 501(C)(3)		1,000.
SPCA OF WESTCHESTER 590 N. STATE ROAD BRIARCLIFF MANOR, NY 10510	NONE 501(C)(3)		1,444.
BROOKLYN MUSUEM 200 EASTERN PKWY BROOKLYN, NY 11238	NONE 501(C)(3)	CHARITABLE	260,000.
POLY PREP COUNTRY DAY SCHOOL 9216 SEVENTH AVENUE BROOKLYN, NY 11228	NONE 501(C)(3)		895,012.
CITY CENTER 55TH STREET 130 WEST 56TH ST. NEW YORK, NY 10019	NONE 501(C)(3)	CHARITABLE	130,127.

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
YIVO INSTITUTE 15 WEST 16TH STREET NEW YORK, NY 10011	NONE 501(C)(3)		125,000.
ADAPTIVE SPORTS FOUNDATION 100 SILVERMAN WAY WINDHAM, NH 12496	NONE 501(C)(3)	CHARITABLE	1,000.
ACGT 96 CUMMING PT ROAD STAMFORD, CT 06902	NONE 501(C)(3)		5,000.
BALLET HISPANICO 167 WEST 89TH STREET NEW YORK, NY 10024	NONE 501(C)(3)		6,000.
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE WHITE PLAINS, NY 10605	NONE 501(C)(3)		25,000.
YOUTHBRIDGE JCRC 70 WEST 36TH ST NEW YORK, NY 10018	NONE 501(C)(3)	CHARITABLE	1,000.
TRUST FOR THE NAT'L MALL PO BOX 96475 WASHINGTON, DC 20090	NONE 501(C)(3)		10,000.
TELLURIDE MEDICAL CTR 500 WEST PACIFIC AVE TELLURIDE, CO 81435	NONE 501(C)(3)		1,000.

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
THE BUONICONTI FUND 1095 NW 14TH TERRACE MIAMI, FL 33136	NONE 501(C)(3)		2,500.
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	NONE 501(C)(3)	CHARITABLE	10,000.
GIRL SCOUT COUNCIL 43 WEST 23RD STREET NEW YORK, NY 10010	NONE 501(C)(3)		494.
KANE ST. SYNAGOGUE 236 KANE STREET BROOKLYN, NY 11231	NONE 501(C)(3)		50,000.
TEMPLE BEIT HAYAM STUART, FL 34996	NONE 501(C)(3)		264.
GILDER LEHRMAN INSTITUTE 19 WEST 44TH ST NEW YORK, NY 10036	NONE 501(C)(3)	CHARITABLE	10,000.
HHCC 57 WILLOUGHBY ST BROOKLYN, NY 11201	NONE 501(C)(3)		500.
MAZON 1990 S.BUNDY DRIVE LOS ANGELES, CA 90025	NONE 501(C)(3)		18,000.

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
URBAN EDUCATION EXCHANGE 219 WEST 135TH STREET NEW YORK, NY 10030	NONE 501(C)(3)		50,000.
ST. MATTHEWS LUTHERAN CHURCH	NONE 501(C)(3)	CHARITABLE	1,500.
BROOKLYN HISTORICAL SOCIETY 128 PIERREPONT ST BROOKLYN, NY 11201	NONE 501(C)(3)		1,000.
TELLURIDE FILM FESTIVAL BERKLEY, CA	NONE 501(C)(3)		1,134.
PROSPECT PARK ALLIANCE 95 PROSPECT PARK WEST BROOKLYN, NY 11215	NONE 501(C)(3)		2,500.
MADISON SQUARE PARK CONSERVANCY 11 MADISON AVENUE NEW YORK, NY 10010	NONE 501(C)(3)	CHARITABLE	7,999.
THE FRIENDS OF EXPLORE CHARTER SCHOOL 15 SNYDER AVE BROOKLYN, NY 11226	NONE 501(C)(3)		1,000.
WHEATON COLLEGE NORTON, MA 02766	NONE 501(C)(3)	CHARITABLE	25,000.

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
DANSPACE PROJECT 131 EAST 10TH STREET NEW YORK, NY 10003	NONE 501(C)(3)	CHARITABLE	4,516.
UJA FEDERATION NEW YORK, NY	NONE 501(C)(3)	CHARITABLE	200,000.
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK, NY 10027	NONE 501(C)(3)	CHARITABLE	25,000.
		TOTAL CONTRIBUTIONS PAID	3,622,860.

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: JOSEPH S. & DIANE H. STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

Employer identification number: 13-7002791

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	-1,334,307.
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	-813,907.
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	-2,148,214.

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	-1,832,390.
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	-888,000.
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	-2,720,390.

4

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			-2,148,214.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-2,720,390.
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			-4,868,604.

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	

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SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2008

Name of estate or trust: JOSEPH S. & DIANE H. STEINBERG 1992

Employer identification number: 13-7002791

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

(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)
1a					
ICF INT'L-CHASE A/C	02/06/2009	05/05/2009	80,687.	18,062.	62,625.
UBS A/C-EURO PUTS		03/13/2009	37,364.		37,364.
UBS A/C-EURO PUT		03/26/2009	41,291.		41,291.
PER UBS STMNT			1,116,566.	1,463,690.	-347,124.
PER WELLS FARGO STMNT			7,658,341.	8,993,255.	-1,334,914.
PER WELLS FARGO-OPTIONS			179,794.	61,085.	118,709.
PER WELLS FARGO STMNT			2,210,135.	2,184,327.	25,808.
PER WELLS FARGO STMNT			26,315.	46,265.	-19,950.
PER STATE ST. STMNT			13,411,331.	13,411,331.	
PER STATE ST. STMNT			6,968,270.	6,951,482.	16,788.
PER STATE ST. STMNT			1,562,390.	1,512,963.	49,427.
PER STATE ST 1256 CONTRACTS			15,669.		15,669.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -1,334,307.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2008**

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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**

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 BROWARD CNTY-CHASE A/C		07/08/2008	25,000.	25,000.	
PER UBS STMNT			268,186.	306,132.	-37,946.
PER WELLS FARGO STMNT			300,042.	479,267.	-179,225.
PER WELLS FARGO STMNT			153,257.	158,481.	-5,224.
PER STATE ST. STMNT			1,148,982.	2,706,783.	-1,557,801.
PER STATE ST. STMNT			2,472,306.	2,524,500.	-52,194.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -1,832,390.

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

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

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

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

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

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

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated 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	Employer identification number
File by the due date for filing your return See instructions	JOSEPH S. & DIANE H. STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP	13-7002791
	Number, street, and room or suite no If a P O box, see instructions: 315 PARK AVENUE SOUTH, 20TH FLR	
	City, town or post office, state, and ZIP code For a foreign address, see instructions: NEW YORK, NY 10010-3607	

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 ▶ MR. JOSEPH S. STEINBERG

Telephone No ▶ 212 460-1943 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 02/15 ,2010 , 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 07/01, 2008 , and ending 06/30, 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	$ 45,000.
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	$ 162,000.
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

- 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 JOSEPH S. & DIANE H. STEINBERG CHARITABLE TRUST C/O LEUCADIA NAT'L CORP	**Employer identification number** 13-7002791
	Number, street, and room or suite no If a P O box, see instructions 315 PARK AVENUE SOUTH, 20TH FLR	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10010-3607	

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 ▶ MR. JOSEPH S. STEINBERG
  Telephone No ▶ 212 460-1943 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 05/15/2010

5 For calendar year ______ , or other tax year beginning 07/01/2008 , and ending 06/30/2009

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 ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLE AND ACCURATE INCOME TAX RETURN DUE TO THIRD PARTY TAX DATA NOT YET RECEIVED.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 45,000.
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	$ 162,000.
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 ▶ Kenneth Rosenberg CPA Title ▶ Date ▶ 2/12/10

Form **8868** (Rev 4-2009)

KENNETH M. ROSENBERG, CPA, P.C.
80 NEPTUNE AVENUE
WOODMERE, NY 11598