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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 JUL 1, 2008, and ending JUN 30, 2009

<input checked="" type="checkbox"/> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change						
Use the IRS label Otherwise, print or type. See Specific Instructions.		Name of foundation THE FRITZ AND ADELAIDE KAUFFMANN FOUNDATION INC.		A Employer identification number 22-3689518		
		Number and street (or P O box number if mail is not delivered to street address) 6 OXFORD PLACE		B Telephone number 201-871-3256		
		City or town, state, and ZIP code CRESSKILL, NJ 07626-1625		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 ►		
H Check type of organization <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				E If private foundation status was terminated under section 507(b)(1)(A), check here ►		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 7,926,904. <i>(Part I, column (d) must be on cash basis)</i>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►		
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
1 Contributions, gifts, grants, etc., received 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) _____				N/A		
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 1,943,735.		445,862.	445,862.		STATEMENT 2	
7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications Gross sales less returns and allowances 10a 1090 b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total Add lines 1 through 11		<539,826.>	0.		STATEMENT 1	
		RECEIVED FEB 17 2010 REC'D OSC OGDEN, UT				
13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees b Accounting fees c Other professional fees 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses		STMT 3 12,500.	0.	0.	12,500.	
24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25		STMT 4 105,847.	105,847.		0.	
		STMT 5 124,571.	112,071.		12,500.	
		27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0) c Adjusted net income (if negative, enter -0)	<663,535.>	333,791.	N/A	445,000.
LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions						

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1. Cash - non-interest-bearing		193,583.	657,943.	657,943.
	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				
	7. Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
	8. Inventories for sale or use				
	9. Prepaid expenses and deferred charges				
	10a. Investments - U.S. and state government obligations				
	b. Investments - corporate stock	STMT 6	5,844,646.	5,844,827.	4,751,286.
	c. Investments - corporate bonds	STMT 7	3,105,783.	2,488,235.	2,517,675.
	11. Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12. Investments - mortgage loans				
	13. Investments - other	STMT 8	1,167,536.	663,232.	0.
	14. Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15. Other assets (describe ►)				
	16. Total assets (to be completed by all filers)		10,311,548.	9,654,237.	7,926,904.
Liabilities	17. Accounts payable and accrued expenses			6,224.	
	18. Grants payable				
	19. Deferred revenue				
	20. Loans from officers, directors, trustees, and other disqualified persons				
	21. Mortgages and other notes payable				
	22. Other liabilities (describe ►)				
	23. Total liabilities (add lines 17 through 22)		0.	6,224.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.			
	24. Unrestricted				
	25. Temporarily restricted				
	26. Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 27 through 31			
	27. Capital stock, trust principal, or current funds		0.	0.	
	28. Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29. Retained earnings, accumulated income, endowment, or other funds		10,311,548.	9,648,013.	
	30. Total net assets or fund balances		10,311,548.	9,648,013.	
	31. Total liabilities and net assets/fund balances		10,311,548.	9,654,237.	

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	10,311,548.
2. Enter amount from Part I, line 27a	2	<663,535.>
3. Other increases not included in line 2 (itemize) ►	3	0.
4. Add lines 1, 2, and 3	4	9,648,013.
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	9,648,013.

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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					
b	SEE ATTACHED STATEMENT				
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	1,943,735.		2,483,561.		<539,826.>
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					<539,826.>
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	<539,826.>	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	0.	463,415.	.000000
2006	755,693.	10,600,976.	.071285
2005	738,870.	10,205,751.	.072397
2004	688,025.	10,387,835.	.066234
2003	526,025.	10,508,468.	.050057

2 Total of line 1, column (d)

2 .259973

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 .051995

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5

4 7,692,144.

5 Multiply line 4 by line 3

5 399,953.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 3,338.

7 Add lines 5 and 6

7 403,291.

8 Enter qualifying distributions from Part XII, line 4

8 457,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)	1 2 3 4 5	3,338. 0. 3,338. 0. 3,338.
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-)		
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	6a 6b 6c 6d	7,963. 0. 0. 0.
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	7 8 9	7,963. 48. 0.
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	10 11	4,577. 0.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ► 4,577. Refunded ►		

Part VII-A Statements Regarding Activities

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?	Yes 1a 1b 1c	No X X X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	N/A	2 3 4a 4b 5 6 7
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		
4a	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? <i>If "Yes," attach the statement required by General Instruction T.</i>		
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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NJ	8b 9 10	X X X
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)? 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		

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14	The books are in care of ► <u>THE FOUNDATION</u> Located at ► <u>6 OXFORD PLACE, CRESSKILL, NJ</u>	Telephone no ► <u>201-871-3256</u> ZIP+4 ► <u>07626-1625</u>	
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	► <input type="checkbox"/> 15	N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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	N/A ► <input type="checkbox"/>	
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?		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► _____ , _____ , _____ , _____ , _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____ , _____ , _____ , _____ , _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
►

5b

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?

N/A

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If you answered "Yes" to 6b, also file Form 8870

Yes No

N/A

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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.

(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
ELLIOT M. HERSHBERG 21 RIGENE ROAD HARRISON, NY 10528	PRESIDENT 0.00	0.	0.	0.
THEODORE N. MIRVIS WACHTELL LIPTON ROSEN & KATZ 51 W. 52ND ST. NY, NY 10019	SECRETARY 0.00	0.	0.	0.
BERNARD TURNER 6 OXFORD PLACE CRESSKILL, NJ 07626	TREASURER 0.00	0.	0.	0.

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

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

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

►

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
3		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3 ►		0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities	1a	425,255.
b Average of monthly cash balances	1b	7,384,028.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	7,809,283.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	7,809,283.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	117,139.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,692,144.
6 Minimum investment return. Enter 5% of line 5	6	384,607.

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

1 Minimum investment return from Part X, line 6	1	384,607.
2a Tax on investment income for 2008 from Part VI, line 5	2a	3,338.
b Income tax for 2008 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	3,338.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	381,269.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	381,269.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	381,269.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	457,500.
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		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	457,500.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	3,338.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	454,162.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				381,269.
2 Undistributed income, if any, as of the end of 2007			0.	
a Enter amount for 2007 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003	10,131.			
b From 2004	181,347.			
c From 2005	240,752.			
d From 2006	244,106.			
e From 2007	268,716.			
f Total of lines 3a through e	945,052.			
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ 457,500.			0.	
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				381,269.
e Remaining amount distributed out of corpus	76,231.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,021,283.			
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	10,131.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,011,152.			
10 Analysis of line 9				
a Excess from 2004	181,347.			
b Excess from 2005	240,752.			
c Excess from 2006	244,106.			
d Excess from 2007	268,716.			
e Excess from 2008	76,231.			

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PAVE THE WAY FOUNDATION		ALL PUBLIC CHARITIES	GENERAL TAX-EXEMPT PURPOSES	175,000.
HAADASSAH CENTER EMERGENCY MEDICINE		ALL PUBLIC CHARITIES	GENERAL TAX-EXEMPT PURPOSES	10,000.
NY TROOPER FOUNDATION		ALL PUBLIC CHARITIES	GENERAL TAX-EXEMPT PURPOSES	10,000.
SHELTER		ALL PUBLIC CHARITIES	GENERAL TAX-EXEMPT PURPOSES	20,000.
UJA FEDERAL JOINT DISTRIBUTION		ALL PUBLIC CHARITIES	GENERAL TAX-EXEMPT PURPOSES	20,000.
MT SINAI MEDICAL CENTER		ALL PUBLIC CHARITIES	GENERAL TAX-EXEMPT PURPOSES	10,000.
NYU MEDICAL CENTER		ALL PUBLIC CHARITIES	GENERAL TAX-EXEMPT PURPOSES	200,000.
PER SCHEDULE ATTACHED				
Total				► 3a 445,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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		

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
N/A		

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	TREASURER	
			Title	
Paid Preparer's Use Only	Preparer's signature ►		Date	Check if self- employed ► <input type="checkbox"/>
	Firm's name (or yours (if self-employed), address, and ZIP code) ►			Preparer's identifying number
JOEL E. SAMMET & CO. LLP 60 BROAD STREET NEW YORK, NY 10004			EIN ► <input type="checkbox"/>	Phone no 212-269-8628

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 100 SHARES BANK OF AMERICA			P	05/19/08	07/28/08
b 100000 SHARES GOLDMAN SACHS			P	07/30/07	07/16/08
c 95000 SHARES FLUSHING SAVINGS			P	12/02/05	07/10/08
d 200000 SHARES IBM			P	06/26/00	10/01/08
e 600 GOODRICH PETROLEUM			P	09/26/07	07/14/08
f 1000 SHARES AMERICAN INTERNATIONAL GP			P	04/20/99	09/23/08
g 700 SHARES AMERICA INTERNATIONAL GP			P	07/30/07	09/23/08
h 800 SHARES NATIONWIDE FIN SERVICES			P	07/30/02	08/11/08
i 600 SHARES NATIONWIDE FIN SERVICES INC			P	09/15/03	08/11/08
j 95000 SHARES BANK HOLLAND			P	12/06/05	12/15/08
k SEE SCHEDULE ATTACHED			P	VARIOUS	VARIOUS
l SEE SCHEDULE ATTACHED			P	VARIOUS	VARIOUS
m					
n					
o					

(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 89,494.		105,790.	<16,296.>
b 89,995.		94,876.	<4,881.>
c 95,284.		95,000.	284.
d 200,000.		178,193.	21,807.
e 43,574.		18,648.	24,926.
f 5,030.		72,444.	<67,414.>
g 3,521.		45,721.	<42,200.>
h 40,917.		24,172.	16,745.
i 30,687.		18,273.	12,414.
j 95,000.		95,000.	0.
k 311,837.		557,735.	<245,898.>
l 938,396.		1,177,709.	<239,313.>
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			<16,296.>
b			<4,881.>
c			284.
d			21,807.
e			24,926.
f			<67,414.>
g			<42,200.>
h			16,745.
i			12,414.
j			0.
k			<245,898.>
l			<239,313.>
m			
n			
o			

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	<539,826.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	N/A

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
100 SHARES BANK OF AMERICA				PURCHASED	05/19/08 07/28/08
	89,494.	105,790.	0.	0.	<16,296. >

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
100000 SHARES GOLDMAN SACHS				PURCHASED	07/30/07 07/16/08
	89,995.	94,876.	0.	0.	<4,881. >

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
95000 SHARES FLUSHING SAVINGS				PURCHASED	12/02/05 07/10/08
	95,284.	95,000.	0.	0.	284.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200000 SHARES IBM		06/26/00	10/01/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200,000.	178,193.	0.	0.	21,807.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
600 GOODRICH PETROLEUM		09/26/07	07/14/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,574.	18,648.	0.	0.	24,926.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHARES AMERICAN INTERNATIONAL GP		04/20/99	09/23/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,030.	72,444.	0.	0.	<67,414. >

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
700 SHARES AMERICA INTERNATIONAL GP		07/30/07	09/23/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,521.	45,721.	0.	0.	<42,200. >

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE	
				ACQUIRED	ACQUIRED	DATE SOLD
800 SHARES NATIONWIDE FIN SERVICES				PURCHASED	07/30/02	08/11/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
			DEPREC.	GAIN OR LOSS
40,917.	24,172.	0.	0.	16,745.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE	
				ACQUIRED	ACQUIRED	DATE SOLD
600 SHARES NATIONWIDE FIN SERVICES INC				PURCHASED	09/15/03	08/11/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
			DEPREC.	GAIN OR LOSS
30,687.	18,273.	0.	0.	12,414.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE	
				ACQUIRED	ACQUIRED	DATE SOLD
95000 SHARES BANK HOLLAND				PURCHASED	12/06/05	12/15/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
			DEPREC.	GAIN OR LOSS
95,000.	95,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE	
				ACQUIRED	ACQUIRED	DATE SOLD
SEE SCHEDULE ATTACHED				PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
			DEPREC.	GAIN OR LOSS
311,837.	557,735.	0.	0.	<245,898. >

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
938,396.	1,177,709.	0.	0.	<239,313.>	

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<539,826.>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
IOLAIRE INVESTORS	5,329.	0.	5,329.
MORGAN STANLEY	440,533.	0.	440,533.
TOTAL TO FM 990-PF, PART I, LN 4	445,862.	0.	445,862.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,500.	0.		12,500.
TO FORM 990-PF, PG 1, LN 16B	12,500.	0.		12,500.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	6,224.	6,224.		0.
TO FORM 990-PF, PG 1, LN 18	6,224.	6,224.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO MANAGEMENT SERVICES	71,849.	71,849.		0.
MISC	850.	850.		0.
FOREIGN TAXES PAID	102.	102.		0.
INVESTMENT INTEREST EXPENSE	1,798.	1,798.		0.
SERVICE FEE	366.	366.		0.
LOSS THRU PARTNERSHIP	20,946.	20,946.		0.
INTEREST EXPENSE	9,936.	9,936.		0.
TO FORM 990-PF, PG 1, LN 23	105,847.	105,847.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE CORPORATE STOCKS	5,844,827.	4,751,286.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,844,827.	4,751,286.

FORM 990-PF

CORPORATE BONDS

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE CORPORATE BONDS	2,488,235.	2,517,675.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,488,235.	2,517,675.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE
IOLAIRE INVESTORS L.P.	COST	663,232.
TOTAL TO FORM 990-PF, PART II, LINE 13		663,232.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BERNARD TURNER
6 OXFORD PLACE
CRESSKILL, NEW JERSEY 07626

TELEPHONE NUMBER

212-269-8628

FORM AND CONTENT OF APPLICATIONS

BY LETTER - INCLUDE PROOF OF TAX-EXEMPTION AND DESCRIPTION OF ORGANIZATION
AND ACTIVITIES

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE