Form **990-PF**

Department of the Treasury Internal Revenue Service (77)

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 8/01 , 2008, and ending 7/31 , 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type See Specific Instructions

Freygish Foundation
c/o Bloom, 292 Hicks Street
Brooklyn, NY 11201

A Employer identification number 11-3578290

B Telephone number (see the instructions) 718-522-3275

C If exemption application is pending, check here G ☐

D 1 Foreign organizations, check here G ☐

2 Foreign organizations meeting the 85% test, check here and attach computation G ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here G ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here G ☐

H Check type of organization ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) G $ 2,336,113

J Accounting method ☒ 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 the instructions))

	Line	Description	(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 (att sch)	1,016,416			
	2	Ck G ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	66,525	66,525	66,525.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	411,235			
	b	Gross sales price for all assets on line 6a 1,122,807				
	7	Capital gain net income (from Part IV, line 2)		681,262.		
	8	Net short-term capital gain			52,488.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) See Statement 1	118			
	12	Total Add lines 1 through 11	1,494,294	747,787	119,013	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) See St 2	2,475.	2,475.	2,475	
	c	Other prof fees (attach sch)				
	17	Interest	2,223.	2,223	2,223.	
	18	Taxes (attach schedule) See Stmt 3	12,853			12,853
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 4	36,614	36,614	36,614	
	24	Total operating and administrative expenses Add lines 13 through 23	54,165.	41,312	41,312.	12,853
	25	Contributions, gifts, grants paid Stmt 5	745,649.			745,649.
	26	Total expenses and disbursements Add lines 24 and 25	799,814.	41,312.	41,312	758,502.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	694,480.			
	b	Net investment income (if negative, enter -0-)		706,475		
	c	Adjusted net income (if negative, enter -0-)			77,701.	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash ' non-interest-bearing			
	2 Savings and temporary cash investments	178,092	551,305.	551,305
	3 Accounts receivable G			
	Less allowance for doubtful accounts G			
	4 Pledges receivable G			
	Less allowance for doubtful accounts G			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) G			
	Less allowance for doubtful accounts G			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments ' U S and state government obligations (attach schedule)			
	b Investments ' corporate stock (attach schedule) Statement 6	594,477	204,615.	73,888.
	c Investments ' corporate bonds (attach schedule) Statement 7		100,243	126,225
	11 Investments ' land, buildings, and equipment basis G			
	Less accumulated depreciation (attach schedule) G			
	12 Investments ' mortgage loans			
	13 Investments ' other (attach schedule) Statement 8	999,942	1,610,828	1,584,695
	14 Land, buildings, and equipment basis G			
	Less accumulated depreciation (attach schedule) G			
	15 Other assets (describe G)			
	16 Total assets (to be completed by all filers ' see instructions Also, see page 1, item I)	1,772,511	2,466,991	2,336,113
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe G)			
	23 Total liabilities (add lines 17 through 22)	0.	0	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here G ☐ 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 G ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,772,511	2,466,991.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	1,772,511	2,466,991.	
	31 Total liabilities and net assets/fund balances (see the instructions)	1,772,511.	2,466,991	

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	1,772,511
2	Enter amount from Part I, line 27a	2	694,480
3	Other increases not included in line 2 (itemize) G	3	
4	Add lines 1, 2, and 3	4	2,466,991.
5	Decreases not included in line 2 (itemize) G	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) ' Part II, column (b), line 30	6	2,466,991.

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 shares MLC Company)	(b) How acquired P Purchase D Donation	(c) Date acquired (month day, year)	(d) Date sold (month day, year)
1a See Statement 9			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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	681,262.
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 the instructions) If (loss), enter -0- in Part I, line 8	3	52,488.

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 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 (column (b) divided by column (c))
2007	401,117	1,323,440	0 303087
2006	68,690.	541,893	0 126759
2005	128,051	163,008	0.785550
2004	29,833.	140,790.	0 211897
2003	60,686	162,694	0.373007

2 Total of line 1, column (d)	2	1 800300
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 360060
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	2,031,809.
5 Multiply line 4 by line 3	5	731,573
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,065.
7 Add lines 5 and 6	7	738,638
8 Enter qualifying distributions from Part XII, line 4	8	758,502

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here G [ ] 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 G [X] and enter 1% of Part I, line 27b		1	7,065
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	7,065
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-		5	7,065
6 Credits/Payments			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a 8,000		
b Exempt foreign organizations ' tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	8,000
8 Enter any penalty for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	103
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed G		9	0
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid G		10	832
11 Enter the amount of line 10 to be Credited to 2009 estimated tax G 832. Refunded G		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 G $ 0 (2) On foundation managers G $ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers G $ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T			
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, column (c), and Part XV	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) G 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)? If 'Yes,' complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities Continued

			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)(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?	13	X	

Website address G N/A

14 The books are in care of G Peter Bloom Telephone no G 718-522-3275

Located at G 292 Hicks Street, Brooklyn, NY ZIP + 4 G 11201

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 ' Check here N/A G ☐

and enter the amount of tax-exempt interest received or accrued during the year G 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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	G ☐			
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?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If 'Yes,' list the years G 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement ' see the instructions)		2 b	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 G 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? 5b N/A

Organizations relying on a current notice regarding disaster assistance check here G ☐

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
Peter Bloom 292 Hicks Street Brooklyn, NY 11201	Trustee 0	0.	0.	0
Janet Greenfield 292 Hicks Street Brooklyn, NY 11201	Trustee 0	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services ' (see instructions) If none, enter 'NONE '

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services	G	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 (see instructions)

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	
All other program-related investments See instructions 3	
Total Add lines 1 through 3 G	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	1,698,052.
b	Average of monthly cash balances	1b	364,698
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,062,750
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	2,062,750
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	30,941
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,031,809.
6	Minimum investment return Enter 5% of line 5	6	101,590

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

1	Minimum investment return from Part X, line 6	1	101,590.
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a: 7,065		
b	Income tax for 2008 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	7,065
3	Distributable amount before adjustments Subtract line 2c from line 1	3	94,525.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	94,525
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	94,525

Part XII Qualifying Distributions (see 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	758,502.
b	Program-related investments ' total from Part IX-B	1b	
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	758,502.
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 instructions)	5	7,065
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	751,437

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 instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				94,525.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003 52,620				
b From 2004 22,847				
c From 2005 121,435				
d From 2006 41,684.				
e From 2007 342,641.				
f Total of lines 3a through e	581,227			
4 Qualifying distributions for 2008 from Part XII, line 4 G $ 758,502.				
a Applied to 2007, but not more than line 2a			0	
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				94,525.
e Remaining amount distributed out of corpus	663,977			
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				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,245,204			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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 instructions			0	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	52,620.			
9 Excess distributions carryover to 2009 Subtract lines 7 and 8 from line 6a	1,192,584			
10 Analysis of line 9				
a Excess from 2004 22,847				
b Excess from 2005 121,435				
c Excess from 2006 41,684				
d Excess from 2007 342,641.				
e Excess from 2008 663,977				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling G

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			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
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 organization had $5,000 or more in assets at any time during the year ' see 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))

Peter Bloom

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

None

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

Check here D ☐ 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					66,525.
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					118
8 Gain or (loss) from sales of assets other than inventory					411,235.
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)					477,878
13 Total Add line 12, columns (b), (d), and (e)				13	477,878.

(See worksheet in the instructions for line 13 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 the instructions)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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			

2 a 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		

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

G [signature] 6/14/2010 G Trustee

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	G Barry C Picker, CPA/PFS, CFP	Date	Check if self-employed G ☐ — Preparer's Identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self-employed), address, and ZIP code	G Picker & Auerbach, CPAs, P.C 1908 Avenue O Brooklyn, NY 11230		EIN G N/A Phone no G (718) 336-8842

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ 118.		
Total	$ 118	$ 0.	$ 0

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	$ 2,475	$ 2,475.	$ 2,475	
Total	$ 2,475	$ 2,475.	$ 2,475	$ 0

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise Tax	$ 12,853			$ 12,853.
Total	$ 12,853	$ 0.	$ 0.	$ 12,853.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank/Broker Charge	$ 261.	$ 261	$ 261	
Investment Management Fee	36,000.	36,000.	36,000.	
Misc portfolio deductions	103	103.	103	
NYS Filing Fee	250.	250	250	
Total	$ 36,614.	$ 36,614	$ 36,614.	$ 0

Statement 5
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity:	Charitable	
Donee's Name:	Cancer Research Institute	
Donee's Address:	681 Fifth Avenue New York, NY 10022,	
Relationship of Donee	None	
Organizational Status of Donee	Scientific	
Amount Given		$ 40,000
Class of Activity:	Charitable	
Donee's Name.	Brooklyn Friends School	
Donee's Address:	375 Pearl Street Brooklyn, NY 11201,	
Relationship of Donee:	None	
Organizational Status of Donee	Educational	
Amount Given:		2,000
Class of Activity.	Charitable	
Donee's Name:	Donors Choose	
Donee's Address.	347 West 36th St , Suite 503 New York, NY 10018,	
Relationship of Donee	None	
Organizational Status of Donee.	Charitable	
Amount Given.		144,424
Class of Activity.	Charitable	
Donee's Name.	All Stars Project, Inc	
Donee's Address:	543 Wst 42nd Street New York, NY 10036	
Relationship of Donee:	None	
Organizational Status of Donee.	Charitable	
Amount Given.		5,000
Class of Activity.	Charitable	
Donee's Name.	Peak Rescue	
Donee's Address:	7622 Tenth Street Everett, WA 98205	
Relationship of Donee.	None	
Organizational Status of Donee.	Charitable	
Amount Given:		11,000
Class of Activity.	Charitable	
Donee's Name:	Echoing Green	
Donee's Address:	62 West 42nd Street New York, NY 10165	
Relationship of Donee:	None	
Organizational Status of Donee	Charitable	
Amount Given		50,000
Class of Activity:	Charitable	
Donee's Name:	CASA	
Donee's Address.	100 West Harrison-North Tower Seattle, WA 98119	
Relationship of Donee	None	
Organizational Status of Donee:	Charitable	
Amount Given		40,000

Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Class of Activity	Charitable	
Donee's Name·	Food Bank For NYC	
Donee's Address.	39 Broadway New York, NY 10006	
Relationship of Donee·		
Organizational Status of Donee.		
Amount Given		$ 5,000.
Class of Activity·	Charitable	
Donee's Name:	IPEI	
Donee's Address·	PO Box 4268 Ithaca, NY 14850	
Relationship of Donee.	None	
Organizational Status of Donee·	Charitable	
Amount Given·		375.
Class of Activity·	Charitable	
Donee's Name·	Sam Magic Endowment	
Donee's Address·	PO Box 2900 Pathrump, NV 89041	
Relationship of Donee·	None	
Organizational Status of Donee	Charitable	
Amount Given.		10,000
Class of Activity·	Charitable	
Donee's Name·	Vassar College	
Donee's Address·	124 Raymond Ave , NY 12604	
Relationship of Donee:	None	
Organizational Status of Donee	Educational	
Amount Given·		100,000
Class of Activity.	Charitable	
Donee's Name:	Center for the Arts of Homer	
Donee's Address	72 S. Main Street Homer, NY 13077	
Relationship of Donee.	None	
Organizational Status of Donee.	Educational	
Amount Given.		1,000
Class of Activity·	Charitable	
Donee's Name.	Heartshare	
Donee's Address·	12 MetroTech Center Brooklyn, NY 11201	
Relationship of Donee·	None	
Organizational Status of Donee.	Charitable	
Amount Given:		1,000.
Class of Activity:	Charitable	
Donee's Name.	Hot Bread Kitchen	
Donee's Address.	232 3rd Street Brooklyn, NY 11215	
Relationship of Donee:	None	
Organizational Status of Donee·	Charitable	
Amount Given.		30,000.
Class of Activity·	Charitable	

Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Name:	Modest Needs Organization	
Donee's Address.	115 E 30th Street New York, NY 10016	
Relationship of Donee:	None	
Organizational Status of Donee	Charitable	
Amount Given.		$ 102,000.
Class of Activity	Charitable	
Donee's Name:	Family to Family	
Donee's Address:	PO Box 255 Hastings-On -Hudson, NY 10706	
Relationship of Donee:	None	
Organizational Status of Donee.	Charitable	
Amount Given:		10,000
Class of Activity	Charitable	
Donee's Name.	Intrepid Museum	
Donee's Address.	W 46th Street and 12th Ave. New York, NY 10036	
Relationship of Donee	None	
Organizational Status of Donee.	Educational	
Amount Given:		10,000.
Class of Activity:	Charitable	
Donee's Name.	East Brunswick Educational Foundation	
Donee's Address.	760 New Jersey 18 East Brunswick, NJ 08816	
Relationship of Donee:	None	
Organizational Status of Donee.	Educational	
Amount Given:		600.
Class of Activity		
Donee's Name	Town & Village Synagogue	
Donee's Address	334 E. 14th Street New York, NY 10003	
Relationship of Donee.		
Organizational Status of Donee:		
Amount Given:		800
Class of Activity:	Charitable	
Donee's Name:	Best Shot Foundation	
Donee's Address	700 E. 13th Street Northwest Washington, DC 20005	
Relationship of Donee:	None	
Organizational Status of Donee.	Charitable	
Amount Given.		2,600
Class of Activity:	Charitable	
Donee's Name.	World Learning	
Donee's Address.	PO Box 676 Brattleboro, VT 05302	
Relationship of Donee.	None	
Organizational Status of Donee:	Educational	
Amount Given:		20,250.
Class of Activity:	Charitable	
Donee's Name	Batya Friends of United Hatzalah Inc.	

Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Address:	300 East 51st Street New York, NY 10022	
Relationship of Donee	None	
Organizational Status of Donee	Charitable	
Amount Given:		$ 48,000
Class of Activity	Charitable	
Donee's Name	Youth Inc.	
Donee's Address.	1160 Gallitan Road South Madison, TX 37115	
Relationship of Donee:	None	
Organizational Status of Donee.	Charitable	
Amount Given.		5,000.
Class of Activity	Charitable	
Donee's Name	East European Folklife Center	
Donee's Address.	PO Box 12488 Berkeley, CA 94712	
Relationship of Donee.	None	
Organizational Status of Donee	Educational	
Amount Given		5,000.
Class of Activity.	Charitable	
Donee's Name:	Ithaca Youth Bureau	
Donee's Address:	1 James L. Gibbs Road Ithaca, NY 14850	
Relationship of Donee:	None	
Organizational Status of Donee	Charitable	
Amount Given:		1,600
Class of Activity:	Charitable	
Donee's Name:	Singularity University	
Donee's Address.	Nasa Ames Research Park-Bldg 20 Moffett Field, CA 94035	
Relationship of Donee:	None	
Organizational Status of Donee:	Educational	
Amount Given.		100,000.
	Total	$ 745,649.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Brigham Exploration	Cost	$ 26,000.	$ 24,400.
UBS AG Pfd Fndg Tr IV	Cost	50,000.	22,100
Uranium One Inc	Cost	128,615.	27,388
Proshares Trust Ultrashort	Cost	0	0.
Proshares Trust Ultrashort S&P	Cost	0	0
	Total	$ 204,615.	$ 73,888

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
WM Wrigley JR CO	Cost	$ 100,243	$ 126,225.
	Total	$ 100,243.	$ 126,225.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
Cadence Investments	Cost	$ 250,000.	$ 250,000
Gap Co Investment	Cost	609,128.	604,944.
Afflease Gold	Cost	36,000	36,000.
Cleanscapes	Cost	99,993	99,993
Tompkins Capital Trust	Cost	250,000.	250,000
Hewitt	Cost	146,607.	124,658
Total Other Investments		$ 1,391,728.	$ 1,365,595.

Other Securities	Valuation Method	Book Value	Fair Market Value
General Electric Commercial Paper	Cost	0	0
Savient Pharmaceuticals	Cost	219,100	219,100
Total Other Securities		$ 219,100	$ 219,100.
	Total	$ 1,610,828.	$ 1,584,695

Statement 9
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	5,193 Hewitt	Purchased	Various	Various
2	750 Proshares Ultra Short QQQ	Purchased	4/09/2008	10/16/2008
3	500 Proshares Ultra Short S&P	Purchased	4/09/2008	10/16/2008
4	3500 Proshares Ultra Short QQQ	Purchased	8/07/2007	10/10/2008
5	3250 Proshares Ultra Short S&P	Purchased	8/07/2007	10/16/2008
6	5477 Hewitt	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	158,260		25,258	133,002.				$ 133,002
2	62,082		35,100.	26,982.				26,982
3	55,694.		30,188	25,506				25,506
4	296,310.		153,940.	142,370				142,370
5	387,612.		170,634	216,978				216,978.
6	162,849.		26,425.	136,424				136,424
							Total	$ 681,262.