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 10/01 **, 2008, and ending** 9/30 , 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.

THE GOLDENBERG FOUNDATION
2600 NOSTRAND AVE
BROOKLYN, NY 11210

A Employer identification number
11-3182539

B Telephone number (see 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: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,880,316.

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 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 (att sch)	60,000.			
	2 Ck ► [ ] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	8,530.	8,530.	8,530.	
	4 Dividends and interest from securities	18,310.	18,310.	18,310.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	43,746.			
	b Gross sales price for all assets on line 6a 784,846.				
	7 Capital gain net income (from Part IV, line 2)		43,746.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	-29,532.			
	12 **Total.** Add lines 1 through 11	101,054.	70,586.	26,840.	
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)				
	c Other prof fees (attach sch)				
	17 Interest	230.	230.		230.
	18 Taxes (attach schedule) See Stmt 2	1,049.	1,049.		1,049.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 3	250.	250.		250.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,529.	1,529.		1,529.
	25 Contributions, gifts, grants paid Stmt 4	100,000.			100,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	101,529.	1,529.	0.	101,529.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-475.			
	b **Net investment income** (if negative, enter -0-)		69,057.		
	c **Adjusted net income** (if negative, enter -0-)			26,840.	

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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	434,981.	341,347.	341,347.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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 (attach schedule)			
	b Investments – corporate stock (attach schedule)	927,087.	1,014,655.	1,121,368.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 5)	412,010.	417,601.	417,601.
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	1,774,078.	1,773,603.	1,880,316.
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 ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,774,078.	1,773,603.	
	30 **Total net assets or fund balances** (see the instructions)	1,774,078.	1,773,603.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	1,774,078.	1,773,603.	

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	1,774,078.
2	Enter amount from Part I, line 27a	2	-475.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,773,603.
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	1,773,603.

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	VARIOUS PER ATTACHED	P	Various	Various
b	VARIOS K-1	P	Various	Various
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	668,734.		741,100.	-72,366.
b	116,112.			116,112.
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				-72,366.
b				116,112.
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** 43,746.

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** 0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	76,645.	1,840,822.	0.041636
2006	80,345.	1,702,801.	0.047184
2005	65,317.	1,451,336.	0.045005
2004	70,213.	1,178,086.	0.059599
2003	95,134.	946,034.	0.100561

2	**Total** of line 1, column (d)	2	0.293985
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	0.058797
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,663,864.
5	Multiply line 4 by line 3	5	97,830.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	691.
7	Add lines 5 and 6	7	98,521.
8	Enter qualifying distributions from Part XII, line 4	8	101,529.

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 ► [ ] 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	691.
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	691.
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	691.
6 Credits/Payments:				
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	1,500.		
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	1,500.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	18.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	791.
11 Enter the amount of line 10 to be **Credited to 2009 estimated tax** ►	791.	**Refunded** ►	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 ► $ 0. **(2)** On foundation managers ► $ 0.			
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? *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	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► N/A			
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 ► N/A

14 The books are in care of ► HAROLD GOLDENBERG Telephone no ►

Located at ► 2600 NOSTRAND AVE BROOKLYN NY ZIP + 4 ► 11210

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

and enter the amount of tax-exempt interest received or accrued during the year ► 15 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)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 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)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2008 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b		X

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

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 ► ☐

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 (No)

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
HAROLD GOLDENBERG 1660 54 ST BROOKLYN, NY 11204	President 0	0.	0.	0.
M. GOLDENBERG 1660 54 ST BROOKLYN, NY 11204	Trustee 0	0.	0.	0.
M.BAKST 10 WHISPERING PINES LAKEWOOD, NJ 08701	Trustee 0	0.	0.	0.
A.GOLDENBERG 201 HADASSAH LN LAKEWOOD, NJ 08701	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 ► 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 ►		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 ►	0.

BAA

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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	861,265.
b Average of monthly cash balances		1b	385,935.
c Fair market value of all other assets (see instructions)		1c	442,002.
d **Total** (add lines 1a, b, and c)		1d	1,689,202.
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	1,689,202.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	25,338.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,663,864.
6 **Minimum investment return.** Enter 5% of line 5		6	83,193.

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	83,193.
2a Tax on investment income for 2008 from Part VI, line 5	2a 691.		
b Income tax for 2008 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	691.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	82,502.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	82,502.
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	82,502.

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	101,529.
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	101,529.
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	691.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	100,838.

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					82,502.
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	51,414.				
b From 2004	14,987.				
c From 2005					
d From 2006					
e From 2007					
f **Total** of lines 3a through e		66,401.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► $ 101,529.					
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					82,502.
e Remaining amount distributed out of corpus		19,027.			
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		85,428.			
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)		51,414.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		34,014.			
10 Analysis of line 9					
a Excess from 2004	14,987.				
b Excess from 2005					
c Excess from 2006					
d Excess from 2007					
e Excess from 2008	19,027.				

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 ►

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**
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 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).)

None

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

None

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

Check here ► [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see 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			► **3a**	
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(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					8,530.
4 Dividends and interest from securities					18,310.
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					-29,532.
8 Gain or (loss) from sales of assets other than inventory					43,746.
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)					41,054.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 41,054.

(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			

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		

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] 1/14/10 ▶

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only				
Preparer's signature ▶	Self-Prepared	Date	Check if self-employed ▶ ☐	Preparer's Identifying number (See **Signature** in the instrs)
Firm's name (or yours if self-employed), address, and ZIP code ▶			EIN ▶	
			Phone no ▶	

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ and 990-PF**
► **See separate instructions.**

OMB No 1545-0047

2008

Name of the organization	Employer identification number
THE GOLDENBERG FOUNDATION	11-3182539

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule** (**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions)

General Rule —

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules —

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (**1**) $5,000 or (**2**) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year.) ► $__________

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: THE GOLDENBERG FOUNDATION

Employer identification number: 11-3182539

Part I **Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HAROLD GOLDENBERG 1660 54 ST BKLYN, NY 11204	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	LEON GOLDENBERG 1255 E 27 ST BKLYN, NY 11210	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization
THE GOLDENBERG FOUNDATION

Employer identification number
11-3182539

Part II Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: THE GOLDENBERG FOUNDATION

Employer identification number: 11-3182539

Part III ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete cols **(a)** through **(e)** and the following line entry)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once – see instructions) ► $ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	$ -29,532.		
Total	$ -29,532.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT TAX	$ 1,049.	$ 1,049.		$ 1,049.
Total	$ 1,049.	$ 1,049.	$ 0.	$ 1,049.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEES	$ 250.	$ 250.		$ 250.
Total	$ 250.	$ 250.	$ 0.	$ 250.

Statement 4
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity:	FURTHER RELIGIOUS PURSITS	
Donee's Name:	BEIS JOEL OHEL	
Donee's Address:	535 BEDFORD AVE BROOKLYN, NY 11211	
Relationship of Donee:	NONE	
Organizational Status of Donee:	PUBLIC CHARITY	
Amount Given:		$ 25,000.
Class of Activity:	FURTHER RELIGIOUS PURSITS	
Donee's Name:	CONG. OHOLEY SHEM	
Donee's Address:	5205 12 AVE BROOKLYN, NY 11219	
Relationship of Donee:	NONE	
Organizational Status of Donee:	PUBLIC CHARITY	
Amount Given:		50,000.

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Class of Activity:	FURTHER RELIGIOUS PURSITS	
Donee's Name:	BETH FEIGE INC	
Donee's Address:	110 ROSS ST. BROOKLYN, NY 11211	
Relationship of Donee:	NONE	
Organizational Status of Donee:	PUBLIC CHARITY	
Amount Given:		$ 25,000.
	Total	$ 100,000.

Statement 5
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
REAL ESTATE PARTNERSHIPS	$ 417,601.	$ 417,601.
Total	$ 417,601.	$ 417,601.

Capital Gains Report - Last year
10/1/2008 through 9/30/2009

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/
Ameritrade						
C	1,000 00	11/18/2008	11/18/2008	8,393.95	8,075 00	318 95
C	2,000 00	11/20/2008	11/20/2008	11,473 93	10,992 93	481 00
C	5,000 00	11/20/2008	11/20/2008	27,461 82	25,487 78	1,974 04
DD-CALLS	20 00	5/29/2008	11/21/2008	0 00	6,421.00	-6,421 00
C	350 00	11/12/2007	11/24/2008	2,156 49	12,143 97	-9,987 48
C	450 00	4/1/2008	11/24/2008	2,772.63	10,631 87	-7,859 24
C	2,000 00	11/18/2008	11/24/2008	12,322 79	13,092 77	-769 98
MER	1,000 00	11/19/2008	11/24/2008	9,683 94	9,845 90	-161 96
MER	1,000 00	11/20/2008	11/24/2008	9,683 94	8,115 90	1,568 04
QQQ	500 00	11/19/2008	11/24/2008	13,893 97	13,636.00	257 97
UTF	2 00	7/2/2007	11/24/2008	19.12	64 50	-45 38
UTF	3 00	8/1/2007	11/24/2008	28 68	79 82	-51 14
UTF	3 00	9/4/2007	11/24/2008	28 68	80.25	-51 57
UTF	3.00	10/1/2007	11/24/2008	28 68	80.67	-51 99
UTF	3 00	11/1/2007	11/24/2008	28 68	81 07	-52 39
UTF	3 00	12/3/2007	11/24/2008	28 68	81 45	-52 77
UTF	114 00	12/18/2007	11/24/2008	1,089 95	3,278 48	-2,188 53
UTF	81 00	1/2/2008	11/24/2008	774 44	2,203 19	-1,428 75
UTF	6 00	2/1/2008	11/24/2008	57 37	166 26	-108 89
UTF	8 00	3/3/2008	11/24/2008	76 49	167 46	-90 97
UTF	7.00	4/1/2008	11/24/2008	66.93	168 74	-101 81
UTF	7 00	5/1/2008	11/24/2008	66.93	170 08	-103 15
UTF	7 00	6/2/2008	11/24/2008	66 93	171 37	-104 44
UTF	7 00	7/1/2008	11/24/2008	66 93	172 62	-105 69
UTF	8 00	8/1/2008	11/24/2008	76 49	195.09	-118 60
UTF	9 00	9/2/2008	11/24/2008	86 05	196 89	-110.84
UTF	13.00	10/1/2008	11/24/2008	124 29	198 74	-74 45
UTF	16 00	11/3/2008	11/24/2008	152.97	201.34	-48 37
JBLU	2,000.00	11/24/2008	11/24/2008	8,233.95	8,044.84	189 11
CMGI	200 00	12/9/2003	11/24/2008	733 61	3,900 00	-3,166 39
CMGI	300 00	1/27/2005	11/24/2008	1,100 42	5,500 00	-4,399 58
C	1,000 00	11/21/2008	11/26/2008	6,593 96	4,073.00	2,520 96
VDSI	400 00	12/24/2007	12/29/2008	3,777 97	11,304 55	-7,526.58
ASA	300 00	5/29/2007	12/31/2008	14,882.07	19,176 70	-4,294 63
MER	550 00	9/15/2008	1/2/2009	6,601 96	11,259 50	-4,657 54
WM	500 00	10/25/2007	1/2/2009	5.99	13,735 67	-13,729 68
UYG	3,000 00	1/20/2009	1/20/2009	9,083 94	8,825 82	258 12
NT	300 00	10/16/2002	2/18/2009	23 80	1,503.00	-1,479 20
NT	100 00	10/12/2006	2/18/2009	7 93	2,175 00	-2,167 07
NT	500 00	10/30/2007	2/18/2009	39 66	8,195 95	-8,156.29
UYG	2,000 00	2/20/2009	2/20/2009	4,293 97	4,026 00	267 97
JBLU-CALLS	100 00	1/27/2009	2/23/2009	0 00	2,081 00	-2,081 00
JBLU-CALLS	100 00	2/18/2009	2/23/2009	0.00	2,081 00	-2,081 00
JBLU-CALLS	30 00	2/20/2009	2/23/2009	2,221.48	1,676 10	545 38
JBLU	2,000 00	2/20/2009	2/23/2009	8,813.95	8,615 00	198 95
JBLU	2,000 00	2/23/2009	2/23/2009	8,813.95	8,506 00	307 95
UYG	2,000 00	2/23/2009	2/24/2009	4,473.97	4,286 00	187 97
CVX	50 00	12/14/2006	2/24/2009	3,267.51	3,766 00	-498 49
JBLU	5,000.00	3/5/2009	3/9/2009	15,293.91	14,506 00	787 91
JBLU	3,000 00	2/27/2009	3/12/2009	11,963 93	11,705 83	258 10
LU	214 64	5/9/2005	3/12/2009	286 77	2,947 00	-2,660 23
LU	956.11	6/2/2005	3/12/2009	1,277 45	13,779 00	-12,501 55
LU	129 25	11/2/2005	3/12/2009	172.69	1,791 78	-1,619 09
LU	200 00	1/24/2007	3/12/2009	267 22	2,601 00	-2,333 78
JBLU-CALLS	180.00	2/18/2009	3/20/2009	0 00	8,203 00	-8,203 00
UYG	3,000 00	3/20/2009	3/23/2009	8,093 95	7,416 00	677 95
GM	900.00	7/10/2008	4/3/2009	1,893 88	8,645 91	-6,752 03

Capital Gains Report - Last year

10/1/2008 through 9/30/2009

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/
JBLU-CALLS	20 00	2/20/2009	4/9/2009	1,578.95	1,117 40	461 55
APDN	500 00	12/16/2004	4/13/2009	50.40	726.00	-675 60
APDN	1,500 00	2/1/2005	4/13/2009	151 20	2,035 00	-1,883 80
APDN	3,500 00	3/18/2005	4/13/2009	352 80	3,265 00	-2,912 20
APDN	2,000 00	5/27/2005	4/13/2009	201 60	1,390 00	-1,188 40
APDN	7,000 00	12/13/2005	4/13/2009	705 60	1,480 00	-774 40
APDN	10,000.00	1/5/2006	4/13/2009	1,008 01	2,610 00	-1,601 99
APDN	6,000 00	2/1/2006	4/13/2009	604.80	1,202 40	-597 60
RNP	1,000 00	11/21/2008	4/13/2009	4,793 87	3,946 00	847 87
JBLU	700 00	3/14/2008	4/15/2009	3,531 41	3,313 63	217 78
JBLU	500 00	6/24/2008	4/15/2009	2,522 43	1,811 00	711 43
RNP	500 00	11/21/2008	4/24/2009	2,738 97	1,973 00	765 97
DTG	1,000 00	7/3/2008	4/30/2009	3,793 90	3,070 60	723 30
RNP	1,500 00	11/21/2008	5/11/2009	10,542 73	5,919 00	4,623 73
RNP	3,000 00	4/8/2009	5/11/2009	21,085 45	11,838 00	9,247 45
COP	350 00	10/10/2005	5/12/2009	15,875 17	21,891 50	-6,016 33
COP	150 00	10/20/2005	5/12/2009	6,803 64	8,649 85	-1,846 21
HPI	500 00	5/11/2009	5/12/2009	6,618 87	6,627 80	-8 93
GLBL	500 00	7/15/2008	5/12/2009	3,232 97	7,056 00	-3,823 03
GLBL	1,000 00	10/10/2008	5/12/2009	6,465 93	4,265 00	2,200 93
HPQ	500 00	9/22/2003	5/12/2009	17,441 55	10,160 00	7,281 55
DELL	500 00	2/21/2001	5/12/2009	5,494.35	10,769 75	-5,275 40
UYG	3,750 00	12/31/2008	5/12/2009	12,637 30	15,845 73	-3,208 43
UYG	1,150 00	1/2/2009	5/12/2009	3,875 44	6,898 85	-3,023 41
UYG	2,100 00	4/14/2009	5/12/2009	7,076 89	7,292.58	-215 69
KFT	346 00	3/31/2007	5/12/2009	8,764 90	0 01	8,764 89
DTG	1,500 00	7/3/2008	5/12/2009	6,927 57	4,605 90	2,321 67
DTG	500 00	11/6/2008	5/12/2009	2,309 19	806 00	1,503 19
CVX	169 49	10/19/2000	5/14/2009	11,528 69	6,501 12	5,027 57
CVX	5 66	12/8/2000	5/14/2009	385 22	225 00	160 22
CVX	5.90	1/17/2001	5/14/2009	401 05	228 24	172 81
CVX	7 19	3/9/2001	5/14/2009	488.85	316 66	172 19
CVX	5 77	6/8/2001	5/14/2009	392 76	273 76	119 00
CVX	5 99	9/10/2001	5/14/2009	407 32	270 66	136 66
CVX	100 00	1/27/2003	5/14/2009	6,801 94	3,101 00	3,700 94
APDN	8,735 00	2/1/2006	5/14/2009	981.03	1,750 49	-769 46
APDN	10,265 00	2/1/2006	5/22/2009	1,383 77	2,057 11	-673 34
APDN	10,000 00	6/26/2006	5/22/2009	1,348 05	1,255 00	93 05
APDN	11,000 00	3/7/2007	5/22/2009	1,482 85	2,205 24	-722 39
JBLU	1,000.00	5/22/2009	6/1/2009	4,873 87	4,595 20	278 67
APDN	10,000 00	6/2/2009	6/2/2009	1,993 94	1,806 00	187 94
C	200 00	6/2/2009	6/4/2009	704 00	704 58	-0 58
CL	200 00	9/20/2004	6/5/2009	14,163 39	9,715 98	4,447 41
CL	300 00	9/21/2004	6/5/2009	21,245 09	14,365 00	6,880 09
ERX	500 00	6/22/2009	6/26/2009	14,493 67	13,961 00	532 67
UYG-CALLS	25 00	6/15/2009	7/30/2009	1,725 20	1,521 75	203 45
UYG-CALLS	25 00	6/15/2009	8/4/2009	2,644 17	1,521 75	1,122 42
XHB	1,000 00	8/11/2009	8/12/2009	15,193.60	14,695 00	498 60
RTU	2,500 00	5/11/2009	8/12/2009	22,170 22	15,658 00	6,512 22
HPI	2,000 00	8/10/2009	8/12/2009	32,773 15	33,025 80	-252 65
TNA	500 00	8/17/2009	8/17/2009	17,593 54	17,106.00	487 54
TYH	100 00	8/24/2009	8/24/2009	12,378 33	12,106 00	272 33
ERX	150 00	5/14/2009	8/24/2009	5,565 00	4,805 88	759 12
FAS-CALLS	8 00	8/26/2009	8/24/2009	6,707 82	5,612 00	1,095 82
C	300.00	6/2/2009	8/27/2009	1,493 96	1,056 87	437 09
BAC-CALLS	30 00	9/1/2009	9/8/2009	2,521 43	1,798 50	722 93
FAS	800 00	9/21/2009	9/21/2009	64,788 33	67,710 00	-2,921 67
FAS-CALLS	13 00	9/23/2009	9/23/2009	5,508 10	2,509 75	2,998 35
				654,255.87	**723,553.13**	**-69,297.26**

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/
FC Stone						
JULY	14.00	4/24/2009	5/15/2009	506 66	1,593 34	-1,086 68
AUG	14 00	5/15/2009	4/24/2009	3,656 66	1,943 34	1,713 32
MAY	2 00	3/25/2009	5/18/2009	0 00	510 02	-510 02
MAY	10 00	5/18/2009	4/20/2009	11 90	0 00	11 90
JULY	2 00	7/17/2009	3/25/2009	2,289.98	0 00	2,289 98
JULY	10 00	4/20/2009	7/17/2009	0 00	1,388 10	-1,388 10
OCT	14 00	7/27/2009	9/16/2009	3,481 66	2,118 34	1,363 32
NOV	14 00	9/16/2009	7/27/2009	4,531 66	9,993 34	-5,461 68
				14,478.52	**17,546.48**	**-3,067.96**
				668,734.39	**741,099.61**	**-72,365.22**