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

Department of the Treasury
Internal Revenue Service (77)

2008

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

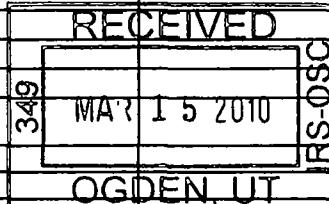
For calendar year 2008, or tax year beginning 11/01, 2008, and ending 10/31, 2009

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.	HARVEY & LUCILLE WEISBERG FAMILY FOUNDATION 4795 APPLE GROVE CT. BLOOMFIELD HILLS, MI 48301					A Employer identification number 38-2637140
						B Telephone number (see the instructions) 248-855-5516
H Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, column (c), line 16)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____				
► \$ 247,110.		(Part I, column (d) must be on cash basis)				

Part I Analysis of Revenue and Expenses

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)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	11,276.	11,276.	11,276.	
	4 Dividends and interest from securities	1,176.	1,176.	1,176.	
	5a Gross rents b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a.	-16,434. 83,258.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	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)				
	12 Total. Add lines 1 through 11	-3,982.	12,452.	12,452.	
ADMINISTRATIVE AND 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 1 c Other prof fees (attach sch)	2,015.			2,015.
	17 Interest				
	18 Taxes (attach schedule) SEE STMT 2	326.			20.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23.	2,341.			2,035.
	25 Contributions, gifts, grants paid PART. XV	6,908.			6,908.
26 Total expenses and disbursements. Add lines 24 and 25	9,249.	0.	0.	8,943.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	-13,231.	12,452.	12,452.		



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		24,485.	48,560.	48,560.
	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) STATEMENT 3		52,639.	53,604.	52,953.
	c Investments – corporate bonds (attach schedule)		40,000.		
LIABILITIES	11 Investments – land, buildings, and equipment: basis	►			
	Less: accumulated depreciation (attach schedule)	►			
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule) STATEMENT 4		138,271.	140,000.	145,597.
	14 Land, buildings, and equipment. basis	►			
	Less: accumulated depreciation (attach schedule)	►			
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)		255,395.	242,164.	247,110.
NET FUND ASSETS	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.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	►	<input checked="" type="checkbox"/>		
	24 Unrestricted ..		255,395.	242,164.	
	25 Temporarily restricted ..				
	26 Permanently restricted ..				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	►	<input type="checkbox"/>		
	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 ..				
	30 Total net assets or fund balances (see the instructions)		255,395.	242,164.	
	31 Total liabilities and net assets/fund balances (see the instructions)		255,395.	242,164.	

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	255,395.
2 Enter amount from Part I, line 27a	2	-13,231.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	242,164.
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	242,164.

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	40,000 GMAC CORPORATE BONDS	P	11/01/01	6/30/09
b	500 BEAR STEARNS CAP TR III 7.8%	P	1/14/09	2/18/09
c	25,000 TRASURY BANK VA	P	9/08/06	6/23/09
d	1,000 WELLS FARGO CAPITAL XIV 8.625%	P	9/03/08	12/10/08
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 22,609.		40,000.	-17,391.	
b 10,184.		11,025.	-841.	
c 25,000.		23,272.	1,728.	
d 25,465.		25,395.	70.	
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			-17,391.	
b			-841.	
c			1,728.	
d			70.	
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	-16,434.
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	-771.

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	11,655.	236,652.	0.049250
2006	10,361.	247,292.	0.041898
2005	6,710.	230,325.	0.029133
2004	12,201.	233,485.	0.052256
2003	14,927.	240,226.	0.062137

2 Total of line 1, column (d) 2 0.234674

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 0.046935

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 4 229,101.

5 Multiply line 4 by line 3 5 10,753.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 125.

7 Add lines 5 and 6 7 10,878.

8 Enter qualifying distributions from Part XII, line 4 8 8,943.

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

Part VII-A: Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/>	X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	<input type="checkbox"/>	X
<i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
1c Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	X
1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	0.	
1(1) On the foundation ► \$ <input type="text"/> 0.	1(2) On foundation managers ► \$ <input type="text"/>	0.
1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <input type="text"/> 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.	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	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? If 'Yes,' attach the statement required by General Instruction T.	X	
4b If 'Yes,' has it filed a tax return on Form 990-T for this year? If 'Yes,' attach the statement required by General Instruction T.	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.	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
6a By language in the governing instrument, or		
6b By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.		
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► MI		
8b 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.	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	X	
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities Continued

11		X
12		X
13	X	
Website address	► N/A	
14	Telephone no ► 248-855-5516	
Located at ► 4795 APPLE GROVE CT. BLOOMFIELD HILLS MI	ZIP + 4 ► 48301	
15	N/A ►	N/A
	► 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
1a During the year did the foundation (either directly or indirectly).		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b 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)?		N/A
Organizations relying on a current notice regarding disaster assistance check here	►	<input type="checkbox"/>
1c 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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
► 20__ , 20__ , 20__ , 20__		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		

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

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
------------------------------	--

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered 'Yes' to 6b, also file Form 8870

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

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
HARVEY WEISBERG 4795 APPLE GROVE COURT BLOOMFIELD HILLS, MI	PRESIDENT 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

BAA

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0

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

3 Five highest-paid independent contractors for professional services – (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.

Organizations and other: Banche/branches served, conferences convened, research papers produced, etc.	
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.

1	<u>N/A</u>	
2		
3		
All other program-related investments. See instructions.		
Total	Add lines 1 through 3	► 0

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

1a	197,230.
1b	35,360.
1c	
1d	232,590.
2	0.
3	232,590.
4	3,489.
5	229,101.
6	11,455.

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

1	11,455.
2a	249.
2b	
2c	249.
3	11,206.
4	
5	11,206.
6	
7	11,206.

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
 - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4
- 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)
- 6 Adjusted qualifying distributions. Subtract line 5 from line 4

1a	8,943.
1b	
2	
3a	
3b	
4	8,943.
5	
6	8,943.

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				11,206.
2 Undistributed income, if any, as of the end of 2007.			0.	
a Enter amount for 2007 only		0.		
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008:				
a From 2003	3,204.			
b From 2004	814.			
c From 2005				
d From 2006				
e From 2007	128.			
f Total of lines 3a through e	4,146.			
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ 8,943.			0.	
a Applied to 2007, but not more than line 2a.				
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2008 distributable amount	0.			8,943.
e Remaining amount distributed out of corpus				2,263.
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	2,263.			
6 Enter the net total of each column as indicated below:	1,883.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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).	941.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	942.			
10 Analysis of line 9:				
a Excess from 2004	814.			
b Excess from 2005				
c Excess from 2006				
d Excess from 2007	128.			
e Excess from 2008				

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	<input type="checkbox"/> 4942(j)(3) or			<input checked="" type="checkbox"/> 4942(j)(5)
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year			
	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005
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 ► 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 5				
Total			► 3a	6,908.
b Approved for future payment				
Total			► 3b	
BAA	TEEA0501L 09/19/08			Form 990-PF (2008)

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11,276.	
4 Dividends and interest from securities			14	1,176.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-16,434.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-3,982.	
13 Total. Add line 12, columns (b), (d), and (e)			13		-3,982.
(See worksheet in the instructions for line 13 to verify calculations)					

Part XV-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

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
- (2) Other assets.

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)	X	
1a (2)	X	
1b (1)	X	
1b (2)	X	
1b (3)	X	
1b (4)	X	
1b (5)	X	
1b (6)	X	
1c	X	

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . .

Yes No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

► ✓ Harvey L. Weisberg		✓ 3/5/10	► ✓ PRESIDENT
Signature of officer or trustee		Date	Title
Paid Pre- parer's Use Only	Preparer's signature	MORRIS M. ROTTMAN, C.P.A., A.B.V.	Date 2/15/10
	Firm's name (or yours if self- employed), address, and ZIP code	ROTTMAN KINGSTON & NEUVIRTH PC 32871 MIDDLEBELT ROAD, STE 200 FARMINGTON HILLS, MI 48334	Preparer's Identifying number (See Signature in the instrs) Check if self- employed <input type="checkbox"/> P00000344
		EIN	► 38-1997231
		Phone no.	► (248) 855-3902

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	\$ 2,015.			\$ 2,015.
TOTAL	<u>\$ 2,015.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 2,015.</u>

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 EXCISE TAX MAR	\$ 306. 20.			\$ 20.
TOTAL	<u>\$ 326.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 20.</u>

STATEMENT 3
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>CORPORATE STOCKS</u>			
CAPITAL INCOME BUILDER	COST	\$ 28,261.	\$ 21,038.
WELLS FARGO CAPITAL XIV 6.875%	COST	0.	0.
BANK ONE CAPITAL TR VI 7.20%	COST	25,343.	31,915.
	TOTAL	<u>\$ 53,604.</u>	<u>\$ 52,953.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
C.D. - TREASURY BANK VA	COST	\$ 0.	\$ 0.
C.D. - GOLDMAN SACHS BANK	COST	25,000.	26,033.
C.D. - GE MONEY BANK	COST	90,000.	94,269.
HSBC BANK USA 5%, DTD 6/24/2024	COST	25,000.	25,295.
	TOTAL	<u>\$ 140,000.</u>	<u>\$ 145,597.</u>

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STATEMENT 5
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
AMERICAN JEWISH COMMITTEE P.O. BOX 705 NEW YORK, NY 10150	NONE		ANNUAL FUND DRIVE	\$ 250.
AMER. RED MAGEN DAVID FOR ISRA 888 SEVENTH AVE., SUITE 403 NEW YORK, NY 10106	NONE		ANNUAL FUND RAISING	900.
AMERICAN TECHNION SOCIETY 55 EAST 59TH STREET NEW YORK, NY 10022	NONE		ANNUAL FUND DRIVE	200.
DETROIT INSTITUTE OF ARTS 5200 WOODWARD AVENUE DETROIT, MI 48202	NONE		ANNUAL FUND RAISING	110.
DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVENUE DETROIT, MI 48201	NONE		ANNUAL FUND DRIVE	100.
HOLOCAUST MEMORIAL CENTER 28123 ORCHARD LAKE ROAD FARMINGTON HILLS, MI 48334	NONE		ANNUAL FUND RAISING	600.
JEWISH COMMUNITY COUNCIL 29200 NORTHWESTERN HWY, SUITE 110 SOUTHFIELD, MI 48034	NONE		ANNUAL FUND RAISING	100.
JEWISH THEOLOGICAL SEMINARY 3080 BROADVIEW NEW YORK, NY 10027	NONE		JEWISH/GENERAL STUDIES	240.
JEWISH COMMUNITY RELATIONS COUNCIL 6735 TELEGRAPH ROAD, SUITE 205 BLOOMFIELD HILLS, MI 48301	NONE		ANNUAL FUND DRIVE	100.
PARENTS, FAMILIES & FRIENDS LG 1726 M STREET, NW, SUITE 400 WASHINGTON, DC 20036	NONE		ANNUAL FUND DRIVE	100.
B'NAI B'RITH INTERNATIONAL 6735 TELEGRAPH ROAD, SUITE 304 BLOOMFIELD HILLS, MI 48301	NONE		ANNUAL FUND DRIVE	250.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
WEIZMANN INSTITUTE OF SCIENCE 633 THIRD AVENUE NEW YORK, NY 10017	NONE		MEDICAL RESEARCH	\$ 250.
YAD EZRA 2850 WEST 11 MILE ROAD BERKLEY, MI 48072	NONE		FOOD FOR THE HUNGRY	130.
ORT AMERICA 75 MAIDEN LANE, 10TH FLOOR NEW YORK, NY 10038	NONE		ANNUAL FUND RAISING	100.
ZIONIST ORGANIZATION OF AMERICA 4 EAST 34TH STREET NEW YORK, NY 10016	NONE		ANNUAL FUND DRIVE	400.
AKIVA HEBREW DAY SCHOOL 21100 WEST 12 MILE ROAD SOUTHFIELD, MI 48076	NONE		ANNUAL FUND RAISING	100.
JEWISH APARTMENTS AND SERVICES 15000 WEST 10 MILE ROAD OAK PARK, MI 48237	NONE		ANNUAL FUND DRIVE	150.
JEWISH ENSEMBLE THEATRE 6600 WEST MAPLE ROAD WEST BLOOMFIELD, MI 48327	NONE		ANNUAL FUND DRIVE	250.
KADIMA 15999 W. 12 MILE ROAD, 2ND FLR SOUTHFIELD, MI 48076	NONE		ANNUAL FUND RAISING	148.
MICHIGAN OPERA THEATRE 1526 BROADWAY DETROIT, MI 48226	NONE		ANNUAL FUND RAISING	500.
JEWISH COMMUNITY CENTER 15110 WEST TEN MILE ROAD, OAK PARK, MI 48237	NONE		ANNUAL FUND RAISING	100.
TEMPLE ISAIAH 332 WEST ALEJO ROAD PALM SPRINGS, CA 92262	NONE		ANNUAL FUND DRIVE	600.
METROPOLITAN OPERA GUILD 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE		ANNUAL FUND DRIVE	125.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MI FRIENDS OF ISRAEL DEFENSE FORCES P.O. BOX 999 WALLED LAKE, MI 48390	NONE		MIDDLE EAST PEACE	\$ 180.
MI ROUNDTABLE FOR DIVERSITY, INCLUSION 3031 WEST GRAND BLVD, SUITE 525 DETROIT, MI 48202	NONE		ANNUAL FUND RAISING	100.
HEBREW FREE LOAN 6735 TELEGRAPH RD, STE. 300 BLOOMFIELD HILLS, MI 48301	NONE		ANNUAL FUND RAISING	150.
HEBREW IMMIGRANT AID SOCIETY 333 SEVENTH AVE, 16TH FLOOR NEW YORK, NY 10001	NONE		ANNUAL FUND DRIVE	100.
HENRY FORD HEALTH SYSTEM ONE FORD PLACE DETROIT, MI 48202	NONE		ANNUAL FUND RAISING	250.
LUBAVITCH CHEDER 14100 W 9 MILE ROAD OAK PARK, MI 48237	NONE		ANNUAL FUND RAISING	200.
ST JOHN HOSPICE PO BOX 673271 DETROIT, MI 48267	NONE		ANNUAL FUND RAISING	500.
REDUCTION OF CHARITABLE DEDUCTION FOR VOIDED OLD OUTSTANDING CHECKS	NONE		VOIDED CHECKS	-375.
TOTAL \$ <u>6,908.</u>				