Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 12/01 **, 2008, and ending** 11/30 , 2009

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

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

Name of foundation: THE HANDLER FAMILY FOUNDATION

Number and street (or P O. box number if mail is not delivered to street address): 25 WOODWAY ROAD — Room/suite:

City or town, state, and ZIP code: SOUTH SALEM, NY 10590

A Employer identification number 13-7314630

B Telephone number (see page 10 of the instructions) (914) 763-5161

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, col (c), line 16)* ▶ $ 1,429,055.

J Accounting method [ ] Cash [X] Accrual

[ ] Other (specify) ____________

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	41,973.	41,973.		STMT 1
	4 Dividends and interest from securities	43,325.	43,325.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-929,796.			
	b Gross sales price for all assets on line 6a 809,790.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	129,366.	32.		STMT 3
	12 **Total.** Add lines 1 through 11	-715,132.	85,330.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 4	1,348.	NONE	NONE	1,348.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 5	12,939.	12,939.		
	17 Interest STMT 6	564.	564.		
	18 Taxes (attach schedule) (see page 14 of the instructions) *	667.	667.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 8	6,320.	6,320.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,838.	20,490.	NONE	1,348.
	25 Contributions, gifts, grants paid	1,008,435.			1,008,435.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,030,273.	20,490.	NONE	1,009,783.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,745,405.			
	b **Net investment income** (if negative, enter -0-)		64,840.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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Form **990-PF** (2008)

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	195,603.	155,409.	155,409.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 9	1,512,019.	1,081,365.	1,102,496.
	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) STMT 10	1,429,563.	155,006.	171,150.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,137,185.	1,391,780.	1,429,055.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,137,185.	1,391,780.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	3,137,185.	1,391,780.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,137,185.	1,391,780.	

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	3,137,185.
2 Enter amount from Part I, line 27a	2	-1,745,405.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,391,780.
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	1,391,780.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** -929,796.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 . . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	774,188.	2,171,888.	0.356459
2006	181,830.	5,604,397.	0.032444
2005	402,497.	3,480,432.	0.115646
2004	381,803.	905,405.	0.421693
2003	735,425.	1,466,552.	0.501465

2	**Total** of line 1, column (d)	2	1.427707
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	0.285541
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,469,771.
5	Multiply line 4 by line 3	5	419,680.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	648.
7	Add lines 5 and 6	7	420,328.
8	Enter qualifying distributions from Part XII, line 4	8	1,009,783.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18.

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter ________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	648.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	648.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	648.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 20,000.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	20,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	19,352.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 19,352. **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ NONE (2) On foundation managers ▶ $ NONE			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ NONE			
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, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARTHA HANDLER Telephone no ▶ 914-763-5161

Located at ▶ 25 WOODWAY ROAD, SOUTH SALEM, NY ZIP + 4 ▶ 10590

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

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ 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 page 20 of 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		
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 ▶				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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 page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** 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? ☐ 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**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶	NONE

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,146,503.
b	Average of monthly cash balances	1b	174,499.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	171,151.
d	**Total** (add lines 1a, b, and c)	1d	1,492,153.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,492,153.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	22,382.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,469,771.
6	**Minimum investment return.** Enter 5% of line 5	6	73,489.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	73,489.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	648.		
b	Income tax for 2008. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	648.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	72,841.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	72,841.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	72,841.

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,009,783.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,009,783.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	648.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,009,135.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7				72,841.
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only				
b	Total for prior years 20____,20____,20____				
3	Excess distributions carryover, if any, to 2008				
a	From 2003 ... 662,377.				
b	From 2004 ... 336,967.				
c	From 2005 ... 402,497.				
d	From 2006 ... NONE				
e	From 2007 ... 774,854.				
f	Total of lines 3a through e	2,176,695.			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 1,009,783.				
a	Applied to 2007, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	1,009,783.	STMT 12		
d	Applied to 2008 distributable amount				
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	72,841.			72,841.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,113,637.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	589,536.			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	2,524,101.			
10	Analysis of line 9				
a	Excess from 2004 ... 336,967.				
b	Excess from 2005 ... 402,497.				
c	Excess from 2006 ... NONE				
d	Excess from 2007 ... 774,854.				
e	Excess from 2008 ... 1,009,783.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(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 foundation had $5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

RICHARD AND MARTHA HANDLER

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

N/A

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

Check here ▶ [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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14				1,008,435.
Total . . . . . . ▶ **3a**				1,008,435.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of 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			14	41,973.	
4 Dividends and interest from securities			14	43,325.	
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	-929,796.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER INCOME FROM					
c INVESTMENTS			14	32.	
d INCOME TAX REFUND			01	129,334.	
e					
12 Subtotal Add columns (b), (d), and (e)				-715,132.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 -715,132.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ Martin Hurtz 9/14/10 ▶ CEO

Signature of officer or trustee   Date   Title

Paid Preparer's Use Only

Preparer's signature ▶		Date 9/9/10	Check if self-employed ▶ ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	▶ ERNST & YOUNG U.S. LLP 5 TIMES SQUARE NEW YORK, NY 10036			EIN ▶ 34-6565596 Phone no 212-773-3000

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PASSTHROUGH - INV IN BUCKEYE FUND SER 1				P	VAR	VAR
		PROPERTY TYPE: OTHER						
							-173,751.	
		PASSTHROUGH - INV IN BUCKEYE FUND SER 2				P	VAR	VAR
		PROPERTY TYPE: OTHER						
							-70,312.	
		PASSTHROUGH - INV IN RTS FUND LTD SER 2				P	VAR	VAR
		PROPERTY TYPE: OTHER						
							-74,907.	
		PASSTHROUGH - INV IN RTS FUND LTD SER 3				P	VAR	VAR
		PROPERTY TYPE: OTHER						
							-34,281.	
		REDEMPTION OF RTS FUND LTD SERIES 2				P	VAR	VAR
		PROPERTY TYPE: OTHER						
							-327,127.	
		REDEMPTION OF RTS FUND LTD SERIES 3				P	VAR	VAR
		PROPERTY TYPE: OTHER						
							-43,773.	
		SALE OF SECURITIES				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
580,892.		633,305.					-52,413.	
		REDEMPTION OF BUCKEYE SERIES 1				P	VAR	VAR
		PROPERTY TYPE: OTHER						
162,955.		272,950.					-109,995.	
		REDEMPTION OF BUCKEYE SERIES 2				P	VAR	VAR
		PROPERTY TYPE: OTHER						
65,943.		109,180.					-43,237.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							-929,796.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME FROM JEFFERIES CHY002062	40,912.	40,912.
INTEREST INCOME FROM JEFFERIES JW4008901	1,061.	1,061.
TOTAL	41,973.	41,973.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME FROM INVESTMENT IN JEFFERIES BUCKEYE FUND LTD SERIES 1	21,653.	21,653.
INTEREST INCOME FROM INVESTMENT IN JEFFERIES BUCKEYE FUND LTD SERIES 2	8,762.	8,762.
INTEREST INCOME FROM INVESTMENT IN JEFFERIES RTS FUND LTD SERIES 2	19.	19.
DIVIDEND INCOME FROM INVESTMENT IN JEFFERIES RTS FUND LTD SERIES 2	1,061.	1,061.
INTEREST INCOME FROM INVESTMENT IN JEFFERIES RTS FUND LTD SERIES 3	8.	8.
DIVIDEND INCOME FROM INVESTMENT IN JEFFERIES RTS FUND LTD SERIES 3	485.	485.
DIVIDEND INCOME FROM JEFFERIES CHZ001848	2,925.	2,925.
DIVIDEND INCOME FROM JEFFERIES CHZ001856	3,031.	3,031.
DIVIDEND INCOME FROM JEFFERIES CHZ001830	5,359.	5,359.
DIVIDEND INCOME FROM JEFFERIES JW4006375	22.	22.
TOTAL	43,325.	43,325.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME FROM INVESTMENT IN JEFFERIES BUCKEYE FUND LTD SERIES 1	23.	23.
OTHER INCOME FROM INVESTMENT IN JEFFERIES BUCKEYE FUND LTD SERIES 2	9.	9.
INCOME TAX REFUND	129,334.	
TOTALS	129,366.	32.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
WEIL, GOTSHAL & MANGES LLP	1,348.			1,348.
TOTALS	1,348.	NONE	NONE	1,348.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JEFFERIES & CO. - INVESTMENT MANAGEMENT FEES	12,939.	12,939.
TOTALS	12,939.	12,939.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INT EXP JEFFRIES CHY002062	564.	564.
TOTALS	564.	564.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	667.	667.
TOTALS	667.	667.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK FEES	1,248.	1,248.
INVESTMENT INTEREST EXPENSE INVESTMENT IN BUCKEYE SER 1	3,092.	3,092.
INVESTMENT INTEREST EXPENSE INVESTMENT IN BUCKEYE SER 2	1,251.	1,251.
INVESTMENT INTEREST EXPENSE INVESTMENT IN RTS SER 2	500.	500.
INVESTMENT INTEREST EXPENSE INVESTMENT IN RTS SER 3	229.	229.
TOTALS	6,320.	6,320.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT 13		
JEFFERIES & COMPANY		
ACCOUNT JW4-006375	206,367.	222,631.
ACCOUNT JW4-006383	246,377.	173,560.
ACCOUNT JW4-006367	181,333.	165,125.
ACCOUNT JW4-008901	447,288.	541,180.
TOTALS	1,081,365.	1,102,496.

THE HANDLER FAMILY FOUNDATION 13-7314630

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JEFFERIES BUCKEYE SERIES 1	110,964.	121,844.
JEFFERIES BUCKEYE SERIES 2	44,042.	49,306.
TOTALS	155,006.	171,150.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RICHARD HANDLER 25 WOODWAY ROAD SOUTH SALEM, NY 10590	PRESIDENT 1.	NONE	NONE	NONE
MARTHA HANDLER 25 WOODWAY ROAD SOUTH SALEM, NY 10590	VICE PRESIDENT 1.	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION
===

PURSUANT TO REG. 53.4942(A)-3(D)(2), THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS.

Summary of Gains and Losses

	Realized This Period	Realized Year-to-Date	Unrealized This Period
Short-Term Gain/Loss	0 00	143 94	9,050 03
Long-Term Gain/Loss	-241 77	-241.77	7,213 73
Net Gain/Loss	**-241.77**	**-97.83**	**16,263.76**

This summary excludes transactions where cost basis information is not available.

Customer Service Information

Your Investment Professional: P11	Contact Information	Customer Service Information
JACK CARVALHO / WHIT YATES 3414 PEACHTREE ROAD, SUITE 810 ATLANTA GA 30326-1165	**Telephone Number:** (404) 264-5030	**Customer Service Telephone Number:** (800) 727-0544 **Web Site:** www.jefferies com

Portfolio Manager: TRANSAMERICA INVESTMENT MGMT

Portfolio Investment Style: LARGE CAPITALIZATION GROWTH

As you requested, copies of this statement have been sent to:
LLOYD FELLER

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and FDIC Deposits 6.00% of Portfolio									
Money Market									
TREASURY OBLIGATIONS SRVICE SH									
15,273 470	10/29/09	0000003700	11/30/09	0.00	15,273 47	0.00	0.08	0 01%	0 01%
Total Money Market				**$0.00**	**$15,273.47**	**$0.00**	**$0.08**		
Total Cash, Money Funds, and FDIC Deposits				**$0.00**	**$15,273.47**	**$0.00**	**$0.08**		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 94.00% of Portfolio								
Common Stocks								
³AMAZON COM INC								
Dividend Option. Cash								
Security Identifier AMZN								
58 000	04/24/08	80.4810	4,667 88	135.9100	7,882 78	3,214 90		
21 000	05/22/08	78.9300	1,657 54	135.9100	2,854.11	1,196 57		
43 000	10/13/08	58.7030	2,524 23	135 9100	5,844 13	3,319 90		

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
AMAZON COM INC *(continued)*								
23 000	10/23/08	46 2020	1,062.65	135.9100	3,125 93	2,063 28		
145.000	**Total**		**$9,912.30**		**$19,706.95**	**$9,794.65**	**$0.00**	
3ANADARKO PETE CORP								
Dividend Option· Cash								
Security Identifier APC								
60 000	08/24/09	54.3980	3,263 90	59 5300	3,571 80	307.90	21.60	0 60%
30 000	10/09/09	67.3790	2,021 36	59.5300	1,785 90	-235 46	10.80	0 60%
90.000	**Total**		**$5,285.26**		**$5,357.70**	**$72.44**	**$32.40**	
3APPLE INC COM								
Dividend Option· Cash								
Security Identifier: AAPL								
69.000	02/12/08	129.2770	8,920 11	199 9100	13,793.79	4,873 68		
5 000	02/23/09	87.6220	438.11	199 9100	999 55	561.44		
74.000	**Total**		**$9,358.22**		**$14,793.34**	**$5,435.12**	**$0.00**	
3AUTOMATIC DATA PROCESSING INC COM								
Dividend Option. Cash								
Security Identifier: ADP								
45.000	03/04/09	34 0320	1,531 43	43.4500	1,955 25	423 82	61.20	3 13%
45.000	03/17/09	35 4500	1,595 27	43 4500	1,955 25	359 98	61.20	3.13%
23 000	03/19/09	36.6500	842 95	43.4500	999 35	156.40	31 28	3.13%
113.000	**Total**		**$3,969.65**		**$4,909.85**	**$940.20**	**$153.68**	
3BORGWARNER INC COM								
Dividend Option· Cash								
Security Identifier: BWA								
62.000	05/05/08	51.0630	3,165 92	30.2100	1,873 02	-1,292 90		
57.000	05/22/08	52.0960	2,969 47	30.2100	1,721 97	-1,247 50		
43 000	10/13/08	25 3370	1,089 51	30 2100	1,299 03	209 52		
12 000	02/06/09	21 0230	252.27	30 2100	362.52	110.25		
174.000	**Total**		**$7,477.17**		**$5,256.54**	**-$2,220.63**	**$0.00**	

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
3CATERPILLAR INC								
Dividend Option: Cash								
Security Identifier: CAT								
61.000	02/12/08	70.9460	4,327.68	58.3900	3,561.79	-765.89	102.48	2.87%
7.000	02/23/09	73.7040	515.93	58.3900	408.73	-107.20	11.76	2.87%
23.000	03/19/09	76.7250	1,764.67	58.3900	1,342.97	-421.70	38.64	2.87%
91.000	**Total**		**$6,608.28**		**$5,313.49**	**-$1,294.79**	**$152.88**	
3CISCO SYSTEMS INC								
Dividend Option: Cash								
Security Identifier: CSCO								
114.000	10/31/08	17.5990	2,006.31	23.4000	2,667.60	661.29		
103.000	12/09/08	17.3020	1,782.06	23.4000	2,410.20	628.14		
35.000	05/01/09	19.7100	689.84	23.4000	819.00	129.16		
252.000	**Total**		**$4,478.21**		**$5,896.80**	**$1,418.59**	**$0.00**	
3DISNEY WALT CO DISNEY COM								
Dividend Option: Cash								
Security Identifier: DIS								
126.000	11/03/08	24.2500	3,055.50	30.2200	3,807.72	752.22	44.10	1.15%
24.000	12/09/08	24.0880	578.10	30.2200	725.28	147.18	8.40	1.15%
26.000	03/19/09	17.6500	458.90	30.2200	785.72	326.82	9.10	1.15%
176.000	**Total**		**$4,092.50**		**$5,318.72**	**$1,226.22**	**$61.60**	
3EOG RES INC COM								
Dividend Option: Cash								
Security Identifier: EOG								
28.000	06/22/09	67.5800	1,892.25	86.4900	2,421.72	529.47	16.24	0.67%
19.000	07/21/09	72.3160	1,374.00	86.4900	1,643.31	269.31	11.02	0.67%
18.000	10/13/09	89.2040	1,605.67	86.4900	1,556.82	-48.85	10.44	0.67%
65.000	**Total**		**$4,871.92**		**$5,621.85**	**$749.93**	**$37.70**	
3ECOLAB INC								
Dividend Option: Cash								
Security Identifier: ECL								
68.000	02/12/08	48.3960	3,290.91	44.9100	3,053.88	-237.03	38.08	1.24%
58.000	02/27/08	48.3200	2,802.55	44.9100	2,604.78	-197.77	32.48	1.24%
18.000	02/23/09	32.3460	582.22	44.9100	808.38	226.16	10.08	1.24%
144.000	**Total**		**$6,675.68**		**$6,467.04**	**-$208.64**	**$80.64**	

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
[3]EMERSON ELECTRIC CO COM								
Dividend Option· Cash								
Security Identifier: EMR								
54 000	12/18/08	35.2970	1,906 02	41 4100	2,236 14	330.12	72 36	3 23%
26.000	12/26/08	34.3420	892 89	41.4100	1,076 66	183.77	34 84	3 23%
33.000	03/17/09	26.2140	865 05	41 4100	1,366 53	501.48	44 22	3 23%
39.000	07/23/09	36.3740	1,418 57	41 4100	1,614 99	196.42	52.26	3 23%
25 000	09/18/09	41.3470	1,033 67	41 4100	1,035.25	1.58	33 50	3 23%
177.000	**Total**		**$6,116.20**		**$7,329.57**	**$1,213.37**	**$237.18**	
[3]EXPEDITORS INTL WASH INC								
Dividend Option: Cash								
Security Identifier: EXPD								
60.000	02/12/08	41.4390	2,486.31	31 9300	1,915 80	-570.51	22 80	1.19%
47.000	07/23/09	43.0870	2,025 09	31.9300	1,500 71	-524.38	17.86	1.19%
107.000	**Total**		**$4,511.40**		**$3,416.51**	**-$1,094.89**	**$40.66**	
[3]GILEAD SCIENCES INC								
Dividend Option· Cash								
Security Identifier: GILD								
105 000	02/12/08	45 4580	4,773 14	46 0500	4,835.25	62.11		
[3]GOOGLE INC CL A								
Dividend Option. Cash								
Security Identifier: GOOG								
21 000	02/12/08	529.6300	11,122 23	583.0000	12,243 00	1,120 77		
[3]INTEL CORP COM								
Dividend Option· Cash								
Security Identifier: INTC								
119 000	10/09/09	20.1430	2,396 99	19 2000	2,284 80	-112.19	66.64	2 91%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
[3]INTERNATIONAL BUSINESS MACHS CORP COM								
Dividend Option: Cash								
Security Identifier: IBM								
13.000	03/04/09	91.0410	1,183 53	126.3500	1,642 55	459 02	28 60	1 74%
18.000	03/17/09	90.8910	1,636 03	126.3500	2,274 30	638.27	39.60	1.74%
11.000	03/19/09	92.9210	1,022.13	126 3500	1,389 85	367 72	24.20	1.74%
9 000	09/18/09	121.9880	1,097 89	126.3500	1,137 15	39 26	19.80	1.74%
51.000	**Total**		**$4,939.58**		**$6,443.85**	**$1,504.27**	**$112.20**	
[3]INTUITIVE SURGICAL INC COM NEW								
Dividend Option: Cash								
Security Identifier: ISRG								
8.000	10/07/09	254.0940	2,032 75	280.5400	2,244.32	211 57		
[3]JACOBS ENGINEERING GROUP INC								
Dividend Option: Cash								
Security Identifier: JEC								
85 000	02/12/08	77.6000	6,596 00	34.9900	2,974 15	-3,621 85		
22 000	09/18/09	48.8140	1,073 90	34.9900	769.78	-304.12		
107.000	**Total**		**$7,669.90**		**$3,743.93**	**-$3,925.97**	**$0.00**	
[3]JOHNSON CONTROLS INC COM								
Dividend Option: Cash								
Security Identifier: JCI								
177.000	02/12/08	35.1410	6,219 95	27.0500	4,787 85	-1,432 10	92.04	1.92%
2 000	02/06/09	14.2450	28.49	27.0500	54 10	25 61	1.04	1.92%
107.000	02/06/09	38.7130	4,142 30	27.0500	2,894 35	-1,247 95	55 64	1 92%
67.000	03/19/09	11 5300	772.51	27.0500	1,812 35	1,039 84	34 84	1.92%
353.000	**Total**		**$11,163.25**		**$9,548.65**	**-$1,614.60**	**$183.56**	
[3]MICROSOFT CORP COM								
Dividend Option: Cash								
Security Identifier: MSFT								
80 000	06/25/09	23.8160	1,905 26	29 4100	2,352 80	447.54	41 60	1 76%
89.000	07/14/09	23 0820	2,054.29	29 4100	2,617 49	563 20	46 28	1.76%
68.000	07/23/09	25 4520	1,730 73	29.4100	1,999 88	269.15	35 36	1.76%
20 000	11/12/09	29.3700	587 40	29 4100	588 20	0 80	10.40	1.76%
257.000	**Total**		**$6,277.68**		**$7,558.37**	**$1,280.69**	**$133.64**	

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
[3]MONSANTO CO NEW COM								
Dividend Option· Cash								
Security Identifier: MON								
21 000	03/27/09	86 5580	1,817 72	80.7500	1,695 75	-121 97	22 26	1.31%
2.000	05/01/09	85.7400	171.48	80 7500	161.50	-9.98	2.12	1.31%
20.000	07/21/09	80 0330	1,600.66	80.7500	1,615 00	14 34	21.20	1.31%
11 000	11/12/09	73 7200	810.92	80.7500	888.25	77.33	11.66	1.31%
54.000	**Total**		**$4,400.78**		**$4,360.50**	**-$40.28**	**$57.24**	
[3]PACCAR INC								
Dividend Option. Cash								
Security Identifier PCAR								
131.000	02/12/08	44 5870	5,840 90	37.0800	4,857 48	-983 42	47 16	0 97%
7.000	03/17/09	23 8130	166 69	37.0800	259.56	92 87	2 52	0.97%
34 000	03/17/09	45.0710	1,532 43	37.0800	1,260.72	-271.71	12.24	0.97%
172.000	**Total**		**$7,540.02**		**$6,377.76**	**-$1,162.26**	**$61.92**	
[3]PALM INC NEW COM ISIN#US6966431057								
Dividend Option. Cash								
Security Identifier: PALM								
75 000	10/22/09	15.5290	1,164 65	10.9100	818 25	-346.40		
[3]PRAXAIR INC								
Dividend Option. Cash								
Security Identifier: PX								
72.000	02/12/08	83.3340	6,000 05	82.0300	5,906 16	-93.89	115 20	1.95%
[3]PRICE T ROWE GROUP INC COM								
Dividend Option· Cash								
Security Identifier: TROW								
10.000	02/27/08	54 0770	540 77	48 9300	489.30	-51 47	10 00	2.04%
59 000	04/24/08	60 2230	3,553 14	48 9300	2,886.87	-666 27	59 00	2 04%
20.000	05/22/08	58.5170	1,170 34	48 9300	978.60	-191.74	20 00	2 04%
50.000	10/30/08	37.9390	1,896 95	48 9300	2,446 50	549.55	50.00	2 04%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
PRICE T ROWE GROUP INC COM *(continued)*								
13 000	05/01/09	38.4050	499 26	48 9300	636.09	136 83	13 00	2.04%
152.000	**Total**		**$7,660.46**		**$7,437.36**	**-$223.10**	**$152.00**	
3PRICELINE COM INC COM NEW								
Dividend Option: Cash								
Security Identifier: PCLN								
20 000	10/07/09	173 4850	3,469 70	214 1200	4,282 40	812 70		
3QUALCOMM INC								
Dividend Option: Cash								
Security Identifier: QCOM								
66 000	02/12/08	41 9880	2,771 24	45 0000	2,970 00	198.76	44 88	1 51%
33.000	10/23/08	35 7830	1,180 84	45.0000	1,485 00	304.16	22.44	1.51%
14.000	10/30/08	39 3500	550.90	45 0000	630 00	79.10	9.52	1.51%
113.000	**Total**		**$4,502.98**		**$5,085.00**	**$582.02**	**$76.84**	
3ROCHE HLDGS LTD SPONSORED ADR								
ISIN#US7711951043								
Dividend Option. Cash								
Security Identifier: RHHBY								
58 000	08/21/09	39.8720	2,312 57	40 9010	2,372 26	59.69	38.58	1.62%
58.000	10/07/09	40 3470	2,340 10	40 9010	2,372 26	32.16	38.58	1.62%
116.000	**Total**		**$4,652.67**		**$4,744.52**	**$91.85**	**$77.16**	
3SCHLUMBERGER LTD COM ISIN#AN8068571086								
Dividend Option. Cash								
Security Identifier SLB								
40.000	09/18/09	61 5030	2,460 11	63 8900	2,555 60	95.49	33.60	1.31%
16.000	10/13/09	64 2180	1,027.48	63.8900	1,022 24	-5 24	13.44	1.31%
56.000	**Total**		**$3,487.59**		**$3,577.84**	**$90.25**	**$47.04**	
3CHARLES SCHWAB CORP COM NEW								
Dividend Option: Cash								
Security Identifier: SCHW								
162.000	11/06/08	18.2740	2,960.38	18.3300	2,969 46	9 08	38 88	1 30%
39 000	12/09/08	19.4380	758 09	18 3300	714 87	-43 22	9 36	1 30%
59.000	02/06/09	14 6600	864.94	18.3300	1,081 47	216.53	14.16	1.30%
48.000	03/19/09	13.9240	668 35	18 3300	879.84	211 49	11 52	1 30%
61.000	05/01/09	18.1650	1,108 08	18 3300	1,118 13	10.05	14 64	1.30%
369.000	**Total**		**$6,359.84**		**$6,763.77**	**$403.93**	**$88.56**	

Jefferies

800 727 0544

Jeffenes & Company Inc | Wealth Management | 520 Madison Avenue, New York, NY 10022

Brokerage
Account Statement

Statement Period: 10/29/2009 - 11/30/2009

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
3SIGMA ALDRICH CORP								
Dividend Option. Cash								
Security Identifier: SIAL								
47.000	02/12/08	52.4360	2,464 47	53 3400	2,506 98	42 51	27 26	1 08%
18 000	02/27/08	57 2690	1,030 84	53 3400	960.12	-70.72	10 44	1.08%
46.000	10/30/08	41.4760	1,907 89	53.3400	2,453 64	545.75	26 68	1.08%
111.000	**Total**		**$5,403.20**		**$5,920.74**	**$517.54**	**$64.38**	
3TEVA PHARMACEUTICAL INDUSTRIES LTD ADR								
ISIN#US8816242098								
Dividend Option: Cash								
Security Identifier: TEVA								
17 000	03/06/09	44 0120	748 21	52.7900	897.43	149.22	8 20	0.91%
37.000	03/17/09	45 2340	1,673 65	52.7900	1,953 23	279 58	17 85	0 91%
13 000	05/01/09	43 9120	570 85	52.7900	686.27	115.42	6.27	0.91%
22.000	08/18/09	50.6400	1,114 08	52.7900	1,161 38	47.30	10 61	0 91%
9 000	11/12/09	52.3800	471.42	52.7900	475.11	3 69	4 35	0 91%
98.000	**Total**		**$4,578.21**		**$5,173.42**	**$595.21**	**$47.28**	
3UNION PACIFIC CORP COM								
Dividend Option. Cash								
Security Identifier: UNP								
25 000	04/24/08	69.4960	1,737 41	63.2600	1,581 50	-155.91	27.00	1.70%
56.000	10/30/08	63.3870	3,549 69	63.2600	3,542 56	-7.13	60 48	1 70%
81.000	**Total**		**$5,287.10**		**$5,124.06**	**-$163.04**	**$87.48**	
3WAL MART STORES INC								
Dividend Option· Cash								
Security Identifier: WMT								
32.000	03/04/09	48 5770	1,554 46	54 5500	1,745 60	191 14	34.88	1 99%
17.000	03/17/09	49 6320	843 74	54 5500	927.35	83 61	18 53	1 99%
17.000	03/19/09	49.8300	847 11	54 5500	927 35	80.24	18.53	1 99%
11 000	05/01/09	49 8200	548 02	54 5500	600.05	52 03	11.99	1.99%
77.000	**Total**		**$3,793.33**		**$4,200.35**	**$407.02**	**$83.93**	

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Equities *(continued)*									
Common Stocks *(continued)*									
3WELLS FARGO & CO NEW COM									
Dividend Option: Cash									
Security Identifier: WFC									
76.000	09/16/08	33.2770	2,529.07	28.0400	2,131.04	-398.03		15.20	0.71%
108.000	10/13/08	28.0890	3,033.61	28.0400	3,028.32	-5.29		21.60	0.71%
46.000	12/18/08	30.1880	1,388.65	28.0400	1,289.84	-98.81		9.20	0.71%
38.000	02/06/09	19.2500	731.50	28.0400	1,065.52	334.02		7.60	0.71%
83.000	07/23/09	24.4400	2,028.55	28.0400	2,327.32	298.77		16.60	0.71%
351.000	**Total**		**$9,711.38**		**$9,842.04**	**$130.66**		**$70.20**	
3YUM BRANDS INC COM									
Dividend Option: Cash									
Security Identifier: YUM									
100.000	10/07/09	34.3110	3,431.06	35.2700	3,527.00	95.94		84.00	2.38%
34.000	10/13/09	35.0530	1,191.79	35.2700	1,199.18	7.39		28.56	2.38%
134.000	**Total**		**$4,622.85**		**$4,726.18**	**$103.33**		**$112.56**	
Total Common Stocks			**$206,367.12**		**$222,630.88**	**$16,263.76**		**$2,434.57**	
Total Equities			**$206,367.12**		**$222,630.88**	**$16,263.76**		**$2,434.57**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$221,640.59**	**$237,904.35**	**$16,263.76**	**$0.00**	**$2,434.65**

[3] The cost basis of securities positions acquired prior to the availability of the PORTFOLIO EVALUATION SERVICE for this account, or delivered into this account, has been provided to PERSHING by your financial institution, and we make no representation as to the accuracy of such cost basis.

Disclosures and Other Information

Pricing - Securities prices may vary from actual liquidation value. Prices shown should only be used as a general guide to portfolio value. Prices are received from various pricing services. However, pricing services are sometimes unable to provide timely information. Where pricing sources are not readily available, particularly on certain debt securities, estimated prices may be generated by a matrix system taking various factors into consideration. The pricing of listed options takes into account the last closing price, as well as the current bid and offer prices. Where securities have not been priced, such securities have not been included in the Asset Allocation information at the beginning of this statement

Reinvestment - The dollar amount of Mutual Fund distributions, Money Market Fund dividend income, Bank Deposit interest income, or dividends for other securities shown on your Statement may have been reinvested. You will not receive confirmation of these reinvestments. However, information pertaining to these transactions which would otherwise appear on confirmations, including the time of execution and the name of the person from whom your security was purchased, will be furnished to you upon written request to your introducing firm In dividend reinvestment transactions, Pershing acts as your agent and receives payment for order flow, the source and nature of which payment will be furnished to you upon written request to your introducing firm.

Option Disclosure - Information with respect to commissions and other charges incurred in connection with the execution of option transactions has been included in confirmations previously furnished to you. A summary of this information is available to you promptly upon your written request directed to your introducing firm In order to assist your introducing firm in maintaining current background and financial information concerning your option accounts, please promptly advise them in writing of any material change in your investment objectives or financial situation. Expiring options which are valuable are exercised

[redacted]

Summary of Gains and Losses

	Realized This Period	Realized Year-to-Date	Unrealized This Period
Short-Term Gain/Loss	0 00	0.00	8,183 82
Long-Term Gain/Loss	0.00	-284 04	-81,000 88
Net Gain/Loss	**0.00**	**-284.04**	**-72,817.06**

This summary excludes transactions where cost basis information is not available.

Customer Service Information

Your Investment Professional: P11	Contact Information	Customer Service Information
JACK CARVALHO / WHIT YATES 3414 PEACHTREE ROAD, SUITE 810 ATLANTA GA 30326-1165	**Telephone Number:** (404) 264-5030	**Customer Service Telephone Number:** (800) 727-0544 **Web Site:** www jefferies com
Portfolio Manager: HORIZON ASSET MANAGEMENT		**Portfolio Investment Style:** ABSOLUTE RETURN
As you requested, copies of this statement have been sent to: LLOYD FELLER JEFFERIES		HORIZON ASSET MANAGEMENT

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and FDIC Deposits 5.00% of Portfolio									
Money Market									
TREASURY OBLIGATIONS SRVICE SH									
8,609 410	10/29/09	0000003701	11/30/09	0 00	8,609.41	0.00	0.05	0 01%	0.01%
Total Money Market				**$0.00**	**$8,609.41**	**$0.00**	**$0.05**		
Total Cash, Money Funds, and FDIC Deposits				**$0.00**	**$8,609.41**	**$0.00**	**$0.05**		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 92.00% of Portfolio								
Common Stocks								
3LONDON STOCK EXCHANG GROUP PLC LONDON ISIN#GB00B0SWJX34 Dividend Option Cash *Security Identifier* LDNXF								
430 000	02/12/08	34 4500	14,813 50	12.3477	5,309 54	-9,503 96		

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
[3]BEIJING CAPITAL INTERNATIONAL AIRPORT CO LTD BCIA SHS H ISIN#CNE100000221 Dividend Option: Cash								
Security Identifier: BJCHF								
4,000.000	02/12/08	1 1300	4,520 00	0.6941	2,776.79	-1,743 21		
[3]HENDERSON LAND DEVELOPMENT CO LTD SHS ISIN#HK0012000102 Dividend Option Cash								
Security Identifier: HLDVF								
1,000 000	02/09/09	3 6500	3,650 00	7.0581	7,058 11	3,408 11		
[3]HONG KONG EXCHANGES AND CLEARING LTD ISIN#HK0388045442 SHS Dividend Option. Cash								
Security Identifier HKXCF								
500 000	02/12/08	21.2000	10,600 00	17.8323	8,916 18	-1,683 82		
[3]ALLEGHENY ENERGY INC COM Dividend Option Cash								
Security Identifier AYE								
153 000	02/09/09	34.1860	5,230 52	21 9800	3,362.94	-1,867.58	91 80	2 72%
[3]ANGLO AMERN PLC ADR NEW Dividend Option Cash								
Security Identifier: AAUKY								
89 000	08/19/08	25.0330	2,227 92	21 3590	1,900.95	-326 97		
190.000	10/31/08	11.9690	2,274 19	21.3590	4,058 21	1,784 02		
279.000	**Total**		**$4,502.11**		**$5,959.16**	**$1,457.05**	**$0.00**	
[3]BERKSHIRE HATHAWAY HLDG CO CL B COM Dividend Option Cash								
Security Identifier: BRK B								
2 000	02/12/08	4,649 9900	9,299 98	3,353 0000	6,706 00	-2,593 98		

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
3BHP BILLITON LTD SPONSORED ADR ISIN#US0886061086 Dividend Option Cash *Security Identifier* BHP								
15.000	02/09/09	46.7100	700.65	75 3000	1,129 50	428 85	24 60	2.17%
3BROOKFIELD ASSET MGMT INC VTG SHS CL A ISIN#CA1125851040 Dividend Option Cash *Security Identifier:* BAM								
450.000	02/12/08	31.5700	14,206 50	21.2200	9,549 00	-4,657 50	234.00	2.45%
3BURLINGTON NORTHERN SANTA FE COMMON Dividend Option. Cash *Security Identifier:* BNI								
66.000	04/09/08	93.6580	6,181 41	98.3000	6,487 80	306 39	105 60	1 62%
3CME GROUP INC COM Dividend Option. Cash *Security Identifier:* CME								
31.000	05/16/08	478 2720	14,826 44	328.2300	10,175.13	-4,651 31	142 60	1.40%
3CNOOC LTD SPONSORED ADR ISIN#US1261321095 Dividend Option Cash *Security Identifier:* CEO								
29.000	02/12/08	149.8200	4,344 78	154.9400	4,493 26	148.48	67.35	1 49%
3CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP & 1 TR SH BEN INT P&O PRINCESS SPL VTG TR ISIN#PA1436583006 Dividend Option: Cash *Security Identifier* CCL								
119.000	09/08/08	39.5330	4,704 37	32 0300	3,811.57	-892.80		
3CHINA LIFE INS CO LTD SPONS ADR REPSTG H SHS ISIN#US16939P1066 Dividend Option: Cash *Security Identifier* LFC								
68 000	03/24/09	51.0600	3,472 05	75.6600	5,144 88	1,672 83	29.58	0 57%
3CHINA UNICOM HONG KONG LTD ADR ISIN#US16945R1041 Dividend Option. Cash *Security Identifier:* CHU								
244 000	08/12/08	19.6800	4,802 00	13 4500	3,281 80	-1,520 20	64.36	1 96%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
[3]DISNEY WALT CO DISNEY COM								
Dividend Option: Cash								
Security Identifier: DIS								
124 000	12/05/08	21 1340	2,620 59	30 2200	3,747 28	1,126.69	43 40	1 15%
[3]EL PASO CORP COM								
Dividend Option· Cash								
Security Identifier: EP								
500 000	02/12/08	16 6000	8,300 00	9 5600	4,780 00	-3,520 00	20 00	0 41%
[3]ENCANA CORP COM SHS								
ISIN#CA2925051047								
Dividend Option. Cash								
Security Identifier: ECA								
133.000	02/09/09	47.6170	6,333 00	53.8800	7,166 04	833 04		
[3]FANNIE MAE COM								
Dividend Option· Cash								
Security Identifier: FNM								
111 000	02/12/08	31.3700	3,482 07	0.8800	97.68	-3,384 39		
[3]GAZPROM O A O SPON ADR REG S								
RESTRICTION LIFTED ISIN#US3682872078								
Dividend Option. Cash								
Security Identifier: OGZPY								
200 000	02/12/08	49.5000	9,900 00	23.4000	4,680 00	-5,220 00	6.66	0 14%
[3]GENZYME CORP COM FORMERLY COM GEN DIV								
TO 5/27/2004								
Dividend Option Cash								
Security Identifier: GENZ								
54.000	04/27/09	54.3870	2,936 88	50.7000	2,737.80	-199.08		
[3]GRUPO TELEVISA SA DE CV SPON ADR REPSTG								
ORD PARTN CTF ISIN#US40049J2069								
Dividend Option: Cash								
Security Identifier: TV								

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
GRUPO TELEVISA SA DE CV SPON ADR REPSTG *(continued)*								
281 000	10/22/09	20 2470	5,689 49	20 5700	5,780.17	90.68	183.95	3 18%
[3]HUANENG PWR INTL INC SPONSORED ADR SER N								
SHS								
Dividend Option· Cash								
Security Identifier: HNP								
74.000	02/09/09	29.2950	2,167 85	25.1400	1,860 36	-307 49	41 84	2 24%
[3]ICICI BK LTD ADR ISIN#US45104G1040								
Dividend Option. Cash								
Security Identifier: IBN								
75 000	02/12/08	57.4000	4,305 00	37 2000	2,790 00	-1,515.00	73 03	2 61%
33.000	06/17/09	30.5160	1,007 02	37.2000	1,227.60	220 58	32 14	2 61%
108.000	**Total**		**$5,312.02**		**$4,017.60**	**-$1,294.42**	**$105.17**	
[3]IMPERIAL OIL LTD COM								
Dividend Option Cash								
Security Identifier: IMO								
110 000	02/19/08	54 5530	6,000 84	38.5200	4,237 20	-1,763 64		
[3]LEGG MASON INC								
Dividend Option· Cash								
Security Identifier LM								
80 000	02/12/08	71.2500	5,700 00	28 2900	2,263.20	-3,436 80	9.60	0.42%
[3]LEUCADIA NATIONAL CORP								
Dividend Option: Cash								
Security Identifier: LUK								
330.000	02/12/08	47.1560	15,561 51	21 5200	7,101.60	-8,459 91		
[3]MASTERCARD INC CL A COM								
Dividend Option. Cash								
Security Identifier MA								
9.000	07/28/08	265.0000	2,385 00	240 8600	2,167.74	-217 26	5 40	0 24%
9.000	02/24/09	155.4520	1,399 07	240.8600	2,167 74	768.67	5 40	0.24%
18.000	**Total**		**$3,784.07**		**$4,335.48**	**$551.41**	**$10.80**	
[3]NYSE EURONEXT COM								
Dividend Option: Cash								
Security Identifier: NYX								
177.000	02/12/08	69 8900	12,370 48	25 2800	4,474 56	-7,895 92	212 40	4.74%
[3]NASDAQ OMX GROUP INC COM								
Dividend Option: Cash								
Security Identifier NDAQ								

Jefferies

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Brokerage
Account Statement

Statement Period: 10/29/2009 - 11/30/2009

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
NASDAQ OMX GROUP INC COM *(continued)*								
298.000	02/12/08	42.0900	12,542 82	18 6800	5,566.64	-6,976 18		
[3]PHILIP MORRIS INTL INC COM								
Dividend Option: Cash								
Security Identifier: PM								
167.000	05/22/08	52 2930	8,732 90	48.0900	8,031 03	-701.87	387.44	4.82%
[3]RRI ENERGY INC COM								
Dividend Option: Cash								
Security Identifier: RRI								
650 000	02/12/08	21 2520	13,813 48	4 9200	3,198 00	-10,615 48		
[3]RIO TINTO PLC SPONSORED ADR								
ISIN#YS7672041008								
Dividend Option. Cash								
Security Identifier: RTP								
6.000	08/15/08	345.2830	2,071 70	204.1000	1,224 60	-847.10	32.64	2 66%
[3]TIME WARNER INC COM NEW								
Dividend Option. Cash								
Security Identifier: TWX								
196.000	08/28/08	36.3960	7,133 59	30.7200	6,021 12	-1,112 47	147.00	2 44%
Total Common Stocks			**$240,307.60**		**$165,482.02**	**-$74,825.58**	**$1,960.79**	
Real Estate Investment Trusts								
[3]VORNADO RLTY TR SBI								
Dividend Option Cash								
Security Identifier: VNO								
37 000	03/24/09	35.6760	1,320 03	65 4600	2,422 02	1,101.99	96 20	3 97%
Total Real Estate Investment Trusts			**$1,320.03**		**$2,422.02**	**$1,101.99**	**$96.20**	
Total Equities			**$241,627.63**		**$167,904.04**	**-$73,723.59**	**$2,056.99**	

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Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 3.00% of Portfolio								
Exchange-Traded Products								
[3]MARKET VECTORS ETF TR GAMING ETF								
Security Identifier BJK								
Dividend Option. Cash, Capital Gains Option: Cash								
45 000	03/13/09	15 0500	677 25	24 3801	1,097 10	419.85	10 35	0.94%
108 000	05/08/09	22.2000	2,397 60	24 3801	2,633 05	235.45	24.84	0 94%
79 000	05/21/09	21 2000	1,674 80	24 3801	1,926.03	251.23	18.17	0.94%
232.000	**Total**		**$4,749.65**		**$5,656.18**	**$906.53**	**$53.36**	
Total Exchange-Traded Products			**$4,749.65**		**$5,656.18**	**$906.53**	**$53.36**	
Total Exchange-Traded Products			**$4,749.65**		**$5,656.18**	**$906.53**	**$53.36**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$254,986.69**	**$182,169.63**	**-$72,817.06**	**$0.00**	**$2,110.40**

[3] The cost basis of securities positions acquired prior to the availability of the PORTFOLIO EVALUATION SERVICE for this account, or delivered into this account, has been provided to PERSHING by your financial institution, and we make no representation as to the accuracy of such cost basis

The values, where indicated, of real estate investment trusts (REITs) and direct participation programs (DPPs), including limited partnerships, have been provided by the REITs or DPPs, generally through an intermediary. The values are not guaranteed and are intended to reflect an estimate of the interest in the REIT or DPP represented by the units or shares described above. REIT and DPP securities are generally illiquid, and the value may not be realized when you seek to liquidate the security. Where no value is indicated, please note that·

- REIT or DPP securities are generally illiquid
- The value of the security may be different from its purchase price
- Accurate valuation information is not available

Please note the values for DPPs and REITs which are provided by the REITs and DPPs may not reflect recent activity and do not reflect an independent evaluation of the REIT or DPP.

Disclosures and Other Information

Pricing - Securities prices may vary from actual liquidation value Prices shown should only be used as a general guide to portfolio value. Prices are received from various pricing services. However, pricing services are sometimes unable to provide timely information Where pricing sources are not readily available, particularly on certain debt securities, estimated prices may be generated by a matrix system taking various factors into consideration The pricing of listed options takes into account the last closing price, as well as the current bid and offer prices Where securities have not been priced, such securities have not been included in the Asset Allocation information at the beginning of this statement.

Reinvestment - The dollar amount of Mutual Fund distributions, Money Market Fund dividend income, Bank Deposit interest income, or dividends for other securities shown on your Statement may have been reinvested. You will not receive confirmation of these reinvestments However, information pertaining to these transactions which would otherwise appear on confirmations, including the time of execution and the name of the person from whom your security was purchased, will be furnished to you upon written request to your introducing firm. In dividend reinvestment transactions, Pershing acts as your agent and receives payment for order flow, the source and nature of which payment will be furnished to you upon written request to your introducing firm.

Option Disclosure - Information with respect to commissions and other charges incurred in connection with the execution of option transactions has been included in confirmations previously furnished to you. A summary of this information is available to you promptly upon your written request directed to your introducing firm In order to assist your introducing firm in maintaining current background and financial information concerning your option accounts, please promptly advise them in writing of any material change in your investment objectives or financial situation. Expiring options which are valuable are exercised automatically pursuant to the exercise by exception procedure of the Options Clearing Corporation. Additional information regarding this procedure is available upon written request to your introducing firm

[redacted]

Summary of Gains and Losses

	Realized This Period	Realized Year-to-Date	Unrealized This Period
Short-Term Gain/Loss	0 00	0 00	7,018 33
Long-Term Gain/Loss	0 00	-512.54	-23,243 95
Net Gain/Loss	**0.00**	**-512.54**	**-16,225.62**

This summary excludes transactions where cost basis information is not available.

Customer Service Information

Your Investment Professional: P11	Contact Information	Customer Service Information
JACK CARVALHO / WHIT YATES 3414 PEACHTREE ROAD, SUITE 810 ATLANTA GA 30326-1165	**Telephone Number:** (404) 264-5030	**Customer Service Telephone Number:** (800) 727-0544 **Web Site:** www jeffenes com

Portfolio Manager: OPTIQUE CAPITAL MGMT, INC

Portfolio Investment Style: INTERNATIONAL EQUITY VALUE

As you requested, copies of this statement have been sent to:
LLOYD FELLER

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and FDIC Deposits 4.00% of Portfolio									
Money Market									
TREASURY OBLIGATIONS SRVICE SH									
5,990 030	10/29/09	0000003699	11/30/09	0 00	5,990 03	0 00	0 04	0.01%	0 01%
Total Money Market				**$0.00**	**$5,990.03**	**$0.00**	**$0.04**		
Total Cash, Money Funds, and FDIC Deposits				**$0.00**	**$5,990.03**	**$0.00**	**$0.04**		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 96.00% of Portfolio								
Common Stocks								
3DEUTSCHE BANK AG NAMEN AKT ISIN#DE0005140008 Dividend Option. Cash *Security Identifier:* DB								
25 000	02/12/08	111 6600	2,791 50	72.1401	1,803 51	-987 99	17 43	0 96%
20 000	10/24/08	37 9230	758 45	72 1401	1,442 80	684 35	13.95	0 96%
45.000	**Total**		**$3,549.95**		**$3,246.31**	**-$303.64**	**$31.38**	

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
[3]AEGON N V ORD AMER REG								
Dividend Option. Cash								
Security Identifier: AEG								
265 000	02/12/08	13.8400	3,667.57	7 2400	1,918 60	-1,748 97	215 52	11 23%
[3]ALLIANZ SE SPONS ADR REPSTG								
1/10 SHS ISIN#US0188051017								
Dividend Option· Cash								
Security Identifier AZSEY								
185.000	02/12/08	16 7000	3,089 48	12 2960	2,274 76	-814.72	188 99	8 30%
85 000	11/24/08	6 5100	553.32	12.2960	1,045 16	491 84	86 84	8 30%
270.000	**Total**		**$3,642.80**		**$3,319.92**	**-$322.88**	**$275.83**	
[3]ASTRAZENECA PLC SPONSORED ADR								
Dividend Option: Cash								
Security Identifier: AZN								
50 000	02/12/08	38 4600	1,923 00	44.8300	2,241 50	318.50	104.50	4.66%
[3]BASF SE SPONS ADR								
ISIN#US0552625057								
Dividend Option Cash								
Security Identifier BASFY								
55.000	02/12/08	63.0900	3,469 95	60 3690	3,320.30	-149.65	104.01	3 13%
10.000	10/20/08	33.1000	331 00	60 3690	603.69	272 69	18.91	3 13%
65.000	**Total**		**$3,800.95**		**$3,923.99**	**$123.04**	**$122.92**	
[3]BP PLC SPONS ADR								
Dividend Option: Cash								
Security Identifier: BP								
50 000	02/12/08	65.7500	3,287 50	57.1800	2,859 00	-428 50	168 00	5 87%
[3]BNP PARIBAS SPONSORED ADR REPSTG								
.25 SHS								
Dividend Option Cash								
Security Identifier: BNPQY								
35.000	02/12/08	44.1500	1,545 25	41 2870	1,445 04	-100.21	18.16	1.25%

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Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
BNP PARIBAS SPONSORED ADR REPSTG *(continued)*								
25.000	11/24/08	22.6480	566 20	41 2870	1,032 18	465.98	12.97	1 25%
60.000	**Total**		**$2,111.45**		**$2,477.22**	**$365.77**	**$31.13**	
3 5BANCO SANTANDER SA ADR								
ISIN#US05964H1059								
Dividend Option Cash								
Security Identifier: STD								
160.000	08/28/09	15 5630	2,490 05	17 3000	2,768 00	277 95	140 22	5.06%
1.000	11/23/09	N/A	Please Provide	17 3000	17.30	N/A	0 88	5.06%
161.000	**Total**		**$2,490.05**		**$2,785.30**	**$277.95**	**$141.10**	
3BARCLAYS PLC ADRS								
Dividend Option Cash								
Security Identifier: BCS								
130.000	11/24/08	8.8660	1,152 53	19.7300	2,564 90	1,412.37	8 69	0 33%
3BHP BILLITON LTD SPONSORED ADR								
ISIN#US0886061086								
Dividend Option Cash								
Security Identifier: BHP								
40 000	03/18/09	40.4000	1,616 01	75.3000	3,012 00	1,395 99	65 60	2.17%
15 000	07/06/09	50.6500	759 75	75.3000	1,129 50	369.75	24 60	2.17%
55.000	**Total**		**$2,375.76**		**$4,141.50**	**$1,765.74**	**$90.20**	
3BIOVAIL CORP COM								
ISIN#CA09067J1093								
Dividend Option: Cash								
Security Identifier BVF								
110 000	02/12/08	14.0600	1,546 59	14.4300	1,587 30	40 71		
75.000	08/18/08	9 7460	730 95	14 4300	1,082 25	351 30		
70 000	11/12/09	13.7500	962 50	14.4300	1,010 10	47 60		
255.000	**Total**		**$3,240.04**		**$3,679.65**	**$439.61**	**$0.00**	
3CANON INC ADR REPSTG 5 SHS								
Dividend Option. Cash								
Security Identifier CAJ								
75.000	02/12/08	41 1400	3,085 50	38.2200	2,866 50	-219 00	79.73	2.78%
3CEMEX S A B DE C V SPONSOR ADR NEW REP								
ORD PARTN CTF NEW FOR A & B SHS								
ISIN#US1512908898								
Dividend Option: Cash								
Security Identifier: CX								

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
CEMEX S A B DE C V SPONSOR ADR NEW REP *(continued)*								
156.000	02/12/08	25.3560	3,955 49	11.2900	1,761.24	-2,194.25		
[3]CHINA PETE & CHEM CORP SPONSORED ADR REPSTG H SHS Dividend Option Cash								
Security Identifier: SNP								
25.000	02/12/08	112.3600	2,809 00	83.6800	2,092 00	-717.00	51.72	2 47%
15 000	11/24/08	58.8900	883 35	83 6800	1,255 20	371 85	31 03	2 47%
40.000	**Total**		**$3,692.35**		**$3,347.20**	**-$345.15**	**$82.75**	
[3]CHUNGHWA TELECOM CO LTD SPONS ADR NEW 2009 ISIN#US17133Q4038 Dividend Option: Cash								
Security Identifier: CHT								
104 061	02/12/08	19.3220	2,010 71	17.7900	1,851 25	-159 46	200 00	10.80%
16 260	06/01/09	18.0540	293.55	17.7900	289 26	-4.29	31 25	10 80%
21.679	09/16/09	16 1640	350.42	17.7900	385.67	35.25	41 66	10 80%
142.000	**Total**		**$2,654.68**		**$2,526.18**	**-$128.50**	**$272.91**	
[3]DBS GROUP HLDGS LTD SPONS ADR Dividend Option Cash								
Security Identifier: DBSDY								
75.000	02/12/08	48 1600	3,612 00	41.3530	3,101 47	-510.53	116 50	3 75%
15 000	05/28/09	32 1000	481.50	41 3530	620 30	138 80	23 30	3.75%
90.000	**Total**		**$4,093.50**		**$3,721.77**	**-$371.73**	**$139.80**	
[3]DAI NIPPON PRTG LTD JAPAN SPON ADR ISIN#US2338063066 Dividend Option Cash								
Security Identifier: DNPLY								
160.000	02/12/08	14 3500	2,296 00	12 3860	1,981.76	-314 24	41 77	2 10%
20 000	09/16/09	14 0700	281.40	12.3860	247.72	-33.68	5.22	2 10%
180.000	**Total**		**$2,577.40**		**$2,229.48**	**-$347.92**	**$46.99**	

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
3DEUTSCHE BOERSE ADR								
ISIN#US2515421061								
Dividend Option: Cash								
Security Identifier DBOEY								
190.000	10/23/09	9.0200	1,713 80	8.3900	1,594 10	-119.70	37.60	2.35%
3DEUTSCHE TELEKOM AG SPONSORED ADR								
Dividend Option Cash								
Security Identifier DT								
145.000	02/12/08	19.3900	2,811 53	14 8500	2,153 25	-658.28	150.20	6.97%
40.000	06/01/09	11.6500	466 00	14.8500	594.00	128.00	41.44	6.97%
185.000	**Total**		**$3,277.53**		**$2,747.25**	**-$530.28**	**$191.64**	
3DIAGEO PLC SPONSORED ADR NEW								
Dividend Option. Cash								
Security Identifier: DEO								
45 000	02/12/08	83.2100	3,744 45	67 6100	3,042.45	-702 00	101.91	3.34%
3E ON AG SPONSORED ADR								
ISIN#US2687801033								
Dividend Option. Cash								
Security Identifier: EONGY								
65 000	02/12/08	65 1500	4,234 75	39.6050	2,574 33	-1,660 42	95.93	3.72%
20 000	10/20/08	42.3690	847 37	39 6050	792.10	-55.27	29.52	3.72%
85.000	**Total**		**$5,082.12**		**$3,366.43**	**-$1,715.69**	**$125.45**	
3ENCANA CORP COM SHS								
ISIN#CA2925051047								
Dividend Option Cash								
Security Identifier: ECA								
55 000	04/17/09	45.5690	2,506 29	53.8800	2,963 40	457.11		
10.000	08/28/09	53 5690	535 69	53 8800	538 80	3 11		
65.000	**Total**		**$3,041.98**		**$3,502.20**	**$460.22**	**$0.00**	
3ERICSSON L M TEL CO ADR CL B SEK 10 NEW								
EXCH FOR ADR CL B SEK NEW								
Dividend Option Cash								
Security Identifier: ERIC								
245 000	02/12/08	10 6400	2,606 79	9 7400	2,386 30	-220 49	39 31	1 64%
60.000	06/01/09	9.6090	576 56	9 7400	584.40	7 84	9.63	1.64%
305.000	**Total**		**$3,183.35**		**$2,970.70**	**-$212.65**	**$48.94**	

Jefferies

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Brokerage Account Statement

Statement Period: 10/29/2009 - 11/30/2009

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
[3]FOSTERS BREWING GRP LTD SPONS ADR NEW								
ISIN#US3502583079								
Dividend Option Cash								
Security Identifier: FBRWY								
605 000	02/12/08	5.0800	3,073.40	5.1440	3,112 12	38 72	116.80	3.75%
90 000	10/20/08	3 8500	346.50	5 1440	462.96	116.46	17.38	3.75%
695.000	**Total**		**$3,419.90**		**$3,575.08**	**$155.18**	**$134.18**	
[3]GDF SUEZ SPON ADR								
Dividend Option: Cash								
Security Identifier: GDFZY								
60 000	02/25/09	31.3800	1,882 80	41.7520	2,505 12	622 32	83.14	3.31%
[3]GLAXOSMITHKLINE PLC SPONS ADR								
Dividend Option: Cash								
Security Identifier: GSK								
55.000	02/12/08	43.9800	2,418 90	41.4700	2,280 85	-138 05	102.01	4.47%
15.000	01/08/09	38.9530	584 29	41.4700	622 05	37 76	27.82	4.47%
70.000	**Total**		**$3,003.19**		**$2,902.90**	**-$100.29**	**$129.83**	
[3]HSBC HLDGS PLC SPONS ADR NEW								
Dividend Option. Cash								
Security Identifier: HBC								
59.000	02/12/08	72.9700	4,305 23	59.0100	3,481.59	-823 64	100 30	2 88%
[3]HEINEKEN NV ADR								
Dividend Option. Cash								
Security Identifier: HINKY								
160 000	02/12/08	25.9000	4,144 00	23.5110	3,761 76	-382 24	48 58	1 29%
[3]HONDA MTR LTD ADR REPRESENTING 2 ORD SHS								
Dividend Option· Cash								
Security Identifier HMC								
100.000	02/12/08	29.8600	2,986 00	30.9900	3,099 00	113.00	33.82	1.09%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
3KONINKLIJKE PHILIPS ELECTRS N V								
SPONSORED ADR NEW 2000								
ISIN#US5004723038								
Dividend Option· Cash								
Security Identifier: PHG								
105 000	02/12/08	38 2500	4,016 24	27.4600	2,883.30	-1,132 94	83.66	2 90%
3KUBOTA CORP ADR FORMERLY KUBOTA LTD								
ADR (NO CUSIP CHANGE)								
Dividend Option: Cash								
Security Identifier KUB								
70 000	02/12/08	31 3100	2,191 69	43.9400	3,075 80	884 11	45.80	1.48%
3KYOCERA CORP ADR FRMLY KYOTO								
CERAMIC LTD 10/1/82								
Dividend Option Cash								
Security Identifier: KYO								
20 000	10/21/08	62.1870	1,243 74	79.0700	1,581 40	337 66	23.37	1.47%
5 000	06/01/09	79.0320	395 16	79.0700	395.35	0.19	5 84	1.47%
25.000	**Total**		**$1,638.90**		**$1,976.75**	**$337.85**	**$29.21**	
3LIHIR GOLD LIMITED ADR								
Dividend Option· Cash								
Security Identifier LIHR								
65.000	09/25/09	25.0720	1,629 65	32.8200	2,133 30	503 65	8 58	0.40%
3MAGNA INTERNATIONAL INC CLASS A								
ISIN#CA5592224011								
Dividend Option Cash								
Security Identifier: MGA								
50 000	02/12/08	79 3100	3,965 50	48.3800	2,419 00	-1,546 50		
15.000	12/03/08	27.0460	405 69	48.3800	725.70	320.01		
65.000	**Total**		**$4,371.19**		**$3,144.70**	**-$1,226.49**	**$0.00**	
3MITSUBISHI CORP SPONSORED ADR								
Dividend Option Cash								
Security Identifier: MSBHY								
75.000	02/12/08	56.8500	4,263.75	45 2730	3,395 48	-868.27	72.31	2.12%
3MITSUBISHI UFJ FINL GROUP INC SPON ADR								
Dividend Option: Cash								
Security Identifier: MTU								
280.000	02/12/08	8.9400	2,503 17	5.4900	1,537 20	-965 97	32.40	2.10%
40 000	08/18/08	7.4700	298.79	5 4900	219 60	-79 19	4.63	2 10%
115.000	06/01/09	6.5440	752 60	5.4900	631.35	-121.25	13 31	2 10%

Jefferies
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Jefferies & Company, Inc. | Wealth Management | 520 Madison Avenue New York, NY 10022

[redacted]

Brokerage
Account Statement

Statement Period: 10/29/2009 - 11/30/2009

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
MITSUBISHI UFJ FINL GROUP INC SPON ADR *(continued)*								
80 000	08/28/09	6.3200	505.60	5 4900	439.20	-66 40	9 26	2 10%
50.000	09/16/09	5 8900	294.49	5.4900	274 50	-19.99	5.77	2.10%
565.000	**Total**		**$4,354.65**		**$3,101.85**	**-$1,252.80**	**$65.37**	
3NATIONAL GRID PLC SPON ADR NEW								
Dividend Option Cash								
Security Identifier NGG								
55 000	02/12/08	76 8700	4,227 85	54.9700	3,023 35	-1,204 50	159 04	5.26%
10 000	09/16/09	51.8220	518.22	54.9700	549.70	31 48	28.92	5 26%
65.000	**Total**		**$4,746.07**		**$3,573.05**	**-$1,173.02**	**$187.96**	
3NESTLE SA SPONSORED ADRS REGISTERED								
Dividend Option Cash								
Security Identifier: NSRGY								
70.000	02/12/08	43.0600	3,014.20	47 2790	3,309 53	295 33	56.28	1.70%
3NIPPON TELEG & TELEPHONE CORP								
SPONSORED ADR								
Dividend Option Cash								
Security Identifier: NTT								
95 000	02/12/08	24.1900	2,298 04	21.4800	2,040 60	-257.44	54.04	2.64%
15 000	04/02/09	19.5720	293 58	21.4800	322 20	28.62	8 53	2 64%
35 000	09/16/09	23 0910	808.19	21.4800	751.80	-56 39	19.91	2 64%
145.000	**Total**		**$3,399.81**		**$3,114.60**	**-$285.21**	**$82.48**	
3NORMURA HLDGS INC SPONSORED ADR								
Dividend Option Cash								
Security Identifier: NMR								
285 000	02/12/08	14.2200	4,052.67	7.1800	2,046 30	-2,006 37	88 77	4.33%
3NOVARTIS AG SPONSORED ADR								
Dividend Option Cash								
Security Identifier: NVS								
50.000	02/12/08	49.7100	2,485 50	55 6000	2,780 00	294 50	72.69	2.61%
10.000	08/08/08	57.6380	576.38	55 6000	556 00	-20 38	14 54	2.61%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
NOVARTIS AG SPONSORED ADR *(continued)*								
10 000	05/28/09	39.6500	396.50	55.6000	556 00	159 50	14.53	2.61%
70.000	**Total**		**$3,458.38**		**$3,892.00**	**$433.62**	**$101.76**	
[3]POSCO SPON ADR								
Dividend Option· Cash								
Security Identifier PKX								
30 000	02/12/08	133 7300	4,011 90	119 2000	3,576 00	-435 90	38.99	1.09%
[3]ROYAL DUTCH SHELL PLC SPONSORED ADR								
RESPTG A SHS								
Dividend Option Cash								
Security Identifier RDS A								
50 000	02/12/08	70 0500	3,502 50	59.7600	2,988 00	-514.50	142.80	4.77%
10.000	08/28/09	55 6670	556 67	59.7600	597.60	40.93	28 56	4.77%
60.000	**Total**		**$4,059.17**		**$3,585.60**	**-$473.57**	**$171.36**	
[3]SANOFI AVENTIS SPONS ADR								
ISIN#US80105N1054								
Dividend Option Cash								
Security Identifier: SNY								
80.000	02/12/08	38.2500	3,059 99	37.9600	3,036 80	-23.19	89.38	2.94%
15.000	09/16/09	35 6410	534 62	37.9600	569.40	34 78	16.76	2.94%
95.000	**Total**		**$3,594.61**		**$3,606.20**	**$11.59**	**$106.14**	
[3]SIEMENS A G SPONSORED ADR								
ISIN#US8261975010								
Dividend Option Cash								
Security Identifier SI								
25.000	02/12/08	129.0500	3,226 25	98 6200	2,465 50	-760 75	38 30	1 55%
10 000	10/21/08	64 6480	646 48	98 6200	986.20	339.72	15.32	1.55%
35.000	**Total**		**$3,872.73**		**$3,451.70**	**-$421.03**	**$53.62**	
[3]SOCIETE GENERALE FRANCE SPON ADR								
Dividend Option Cash								
Security Identifier SCGLY								
110.000	10/23/08	12.5330	1,378 64	14.0800	1,548 80	170.16	31.59	2 03%
45.000	02/04/09	8 2200	369 90	14 0800	633 60	263.70	12.92	2.03%
155.000	**Total**		**$1,748.54**		**$2,182.40**	**$433.86**	**$44.51**	
[3]SONY CORP ADR AMERN SH NEW								
Dividend Option Cash								
Security Identifier: SNE								
90 000	02/12/08	43.9100	3,951.90	26 6900	2,402.10	-1,549 80	22 16	0 92%

Jefferies

Jefferies & Company, Inc | Wealth Management | 520 Madison Avenue, New York, NY 10022 800 727 0544

Brokerage Account Statement

Statement Period: 10/29/2009 - 11/30/2009

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
SONY CORP ADR AMERN SH NEW *(continued)*								
5.000	09/16/09	27 6400	138.20	26.6900	133 45	-4 75	1 23	0.92%
95.000	**Total**		**$4,090.10**		**$2,535.55**	**-$1,554.55**	**$23.39**	
[3]STMICROELECTRONICS NV SHS N Y REGISTRY								
Dividend Option· Cash								
Security Identifier STM								
220.000	02/12/08	11.8300	2,602 57	8.1000	1,782 00	-820 57	22 44	1.25%
40.000	10/21/08	8 2900	331 60	8.1000	324 00	-7.60	4.08	1.25%
260.000	**Total**		**$2,934.17**		**$2,106.00**	**-$828.17**	**$26.52**	
[3]STORA ENSO CORP SPONSORED ADR								
REPSTTG SER R SHS								
Dividend Option: Cash								
Security Identifier: SEOAY								
275.000	02/12/08	12.5180	3,442.37	7 6420	2,101 55	-1,340 82	74 19	3.53%
40 000	08/18/08	10.4080	416.31	7.6420	305.68	-110 63	10 79	3 53%
315.000	**Total**		**$3,858.68**		**$2,407.23**	**-$1,451.45**	**$84.98**	
[3]SWISS REINSURANCE SPONS ADR								
Dividend Option Cash								
Security Identifier: SWCEY								
35 000	02/12/08	68 5000	2,397 50	47.5680	1,664 88	-732.62	2.41	0 14%
[3]TNT N V SPONS ADR ISIN#US87260W1018								
Dividend Option Cash								
Security Identifier TNTTY								
97.000	02/04/09	18.0110	1,747 05	29 0060	2,813 58	1,066 53	18.99	0.67%
[3]TORONTO DOMINION BK ONT COM NEW								
ISIN#CA8911605092								
Dividend Option: Cash								
Security Identifier: TD								
35 000	02/04/09	31 9100	1,116 85	63.0400	2,206 40	1,089 55		
5.000	09/16/09	64 0400	320 20	63.0400	315.20	-5.00		
40.000	**Total**		**$1,437.05**		**$2,521.60**	**$1,084.55**	**$0.00**	

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
[3]TOTAL S A SPONSORED ADR								
Dividend Option: Cash								
Security Identifier: TOT								
45 000	02/12/08	71.7500	3,228 75	62.1900	2,798.55	-430.20	122 11	4 36%
10 000	07/06/09	52.1240	521.24	62.1900	621.90	100 66	27.13	4.36%
55.000	**Total**		**$3,749.99**		**$3,420.45**	**-$329.54**	**$149.24**	
[3]UNILEVER PLC SPON ADR NEW								
ISIN#US9047677045								
Dividend Option· Cash								
Security Identifier: UL								
110 000	02/12/08	31.7000	3,486 99	29.5300	3,248 30	-238 69	110.51	3 40%
[3]VODAFONE GROUP PLC SPON ADR NEW								
ISIN#US92857W2098								
Dividend Option. Cash								
Security Identifier: VOD								
110.000	02/12/08	34 7300	3,820 29	22 6900	2,495 90	-1,324.39	142 02	5 69%
10 000	10/20/08	20.1730	201.73	22 6900	226.90	25.17	12.91	5 69%
30 000	06/01/09	19.2800	578.40	22.6900	680.70	102.30	38.73	5 69%
150.000	**Total**		**$4,600.42**		**$3,403.50**	**-$1,196.92**	**$193.66**	
[3]VOLVO AKTIEBOLAGET ADR B								
Dividend Option. Cash								
Security Identifier: VOLVY								
240.000	02/12/08	13 2800	3,187 20	9.4790	2,274 96	-912 24	48 27	2.12%
55.000	04/03/09	6.0900	334.95	9 4790	521.35	186.40	11.06	2.12%
295.000	**Total**		**$3,522.15**		**$2,796.31**	**-$725.84**	**$59.33**	
Total Common Stocks			**$181,333.12**		**$165,124.80**	**-$16,225.62**	**$4,752.67**	
Total Equities			**$181,333.12**		**$165,124.80**	**-$16,225.62**	**$4,752.67**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$187,323.15**	**$171,114.83**	**-$16,225.62**	**$0.00**	**$4,752.71**

[3] The cost basis of securities positions acquired prior to the availability of the PORTFOLIO EVALUATION SERVICE for this account, or delivered into this account, has been provided to PERSHING by your financial institution, and we make no representation as to the accuracy of such cost basis.

[5] Unrealized gains and losses are not reported for securities for which cost basis or market value is not available

Disclosures and Other Information

[redacted]

Summary of Gains and Losses

	Realized This Period	Realized Year-to-Date	Unrealized This Period
Short-Term Gain/Loss	0.00	0 00	8,798.29
Long-Term Gain/Loss	0.00	0 00	85,093 17
Net Gain/Loss	**0.00**	**0.00**	**93,891.46**

This summary excludes transactions where cost basis information is not available.

Purchasing Power Summary

Cash and Money Market Funds Available	125,486 29
Borrowing Power	275,299.74
Total Purchasing Power	**$400,786.03**

You may be able to borrow against the value of your brokerage account assets to buy additional securities or for other purposes. For more information, please call your Investment Professional.

Customer Service Information

Your Investment Professional: P11	Contact Information	Customer Service Information
JACK CARVALHO / WHIT YATES 3414 PEACHTREE ROAD, SUITE 810 ATLANTA GA 30326-1165	**Telephone Number:** (404) 264-5030	**Customer Service Telephone Number:** (800) 727-0544 **Web Site:** www.jefferies com To report a lost or stolen Debit Card or check call (800) 727-0544, 24 hours a day, 7 days a week.

As you requested, copies of this statement have been sent to:
LLOYD FELLER

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and FDIC Deposits 19.00% of Portfolio									
Money Market									
TREASURY OBLIGATIONS SRVICE SH									
125,486 290	10/29/09	0000003352	11/30/09	0.00	125,486.29	0 00	0.92	0.01%	0 01%
Total Money Market				**$0.00**	**$125,486.29**	**$0.00**	**$0.92**		
Total Cash, Money Funds, and FDIC Deposits				**$0.00**	**$125,486.29**	**$0.00**	**$0.92**		

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 81.00% of Portfolio								
Mutual Funds								
LOOMIS SAYLES BOND FUND RETAIL CLASS Open End Fund *Security Identifier:* LSBRX Dividend Option: Reinvest, Capital Gains Option: Reinvest 12,873 65 of these shares are in your margin account								
12,873 653	Average	10 3040	132,648 90	13.2000	169,932 22	37,283 32	10,483 01	6.16%
TEMPLETON GLOBAL BOND FUND CLASS A Open End Fund *Security Identifier:* TPINX Dividend Option: Reinvest, Capital Gains Option: Reinvest 5,385.79 of these shares are in your margin account								
5,385 785	Average	11.2350	60,511 49	12 6200	67,968 61	7,457 12	2,908 32	4.27%
WINTERGREEN FUND Open End Fund *Security Identifier:* WGRNX Dividend Option: Reinvest, Capital Gains Option. Reinvest 27,006.05 of these shares are in your margin account								
27,006 053	Average	9.4100	254,126 96	11.2300	303,277 98	49,151 02	3,802 74	1.25%
Total Mutual Funds			**$447,287.35**		**$541,178.81**	**$93,891.46**	**$17,194.07**	
Total Mutual Funds			**$447,287.35**		**$541,178.81**	**$93,891.46**	**$17,194.07**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$572,773.64**	**$666,665.10**	**$93,891.46**	**$0.00**	**$17,194.99**

Disclosures and Other Information

Pricing - Securities prices may vary from actual liquidation value. Prices shown should only be used as a general guide to portfolio value. Prices are received from various pricing services. However, pricing services are sometimes unable to provide timely information. Where pricing sources are not readily available, particularly on certain debt securities, estimated prices may be generated by a matrix system taking various factors into consideration The pricing of listed options takes into account the last closing price, as well as the current bid and offer prices. Where securities have not been priced, such securities have not

HANDLER FAMILY FOUNDATION
EIN 13-7314630
YEAR ENDED 11/30/2009

FORM 990-PF, PART XV - CONTRIBUTIONS, GIFTS AND GRANTS PAID

NAME & ADDRESS	FOUNDATION STATUS	PURPOSE	AMOUNT
ARTS ALIVE WEST POINT VA	509(a) 170(b)(1)(A)(vi)	GENERAL SUPPORT	125
BOYS & GIRLS CLUB OF NORTHERN WESTCHESTER MOUNT KISCO, NY	509(a) 170(b)(1)(A)(vi)	GENERAL SUPPORT	25 000
THE BRIDGE FOUNDATION NEW CANAAN, CT	509(a)(2)	GENERAL SUPPORT	50,000
CHABAD OF BEDFORD BEDFORD HILLS NY	509(a) 170(b)(1)(A)(i)	GENERAL SUPPORT	990
CHARITY BUZZ/RIVERKEEPER MANHATTAN PIERS NEW YORK, NY	509(a) 170(b)(1)(A)(vi)	GENERAL SUPPORT	24,750
CHILDREN'S MIRACLE NETWORK SALT LAKE CITY UT	509(a)(2)	GENERAL SUPPORT	5 000
FOODSHARE BLOOMFIELD, CT	509(a) 170(b)(1)(A)(vi)	GENERAL SUPPORT	200
GEORGE EASTMAN CIRCLE - UNIVERSITY OF ROCHESTER ROCHESTER, NY	509(a) 170(b)(1)(A)(ii)	GENERAL SUPPORT	50 000
THE HARVEY SCHOOL KATONAH NY	509(a) 170(b)(1)(A)(ii)	GENERAL SUPPORT	63 190
HEARTS OF GOLD NEW YORK NY	509(a)(2)	GENERAL SUPPORT	500
HOSPICE CARE OF WESTCHESTER WESTCHESTER, NY	509(a) 170(b)(1)(A)(iii)	GENERAL SUPPORT	200
ISLES INC TRENTON NJ	509(a) 170(b)(1)(A)(vi)	GENERAL SUPPORT	10 000
KAPLEN JCC ON THE PALISADES TENAFLY NJ	509(a) 170(b)(1)(A)(i)	GENERAL SUPPORT	1,000
KATONAH MUSEUM OF ART KATONAH, NY	509(a)(2)	GENERAL SUPPORT	11,970
KESSLER FAMILY BURN/TRAUMA ICU UNIV OF ROCHESTER MEDICAL CENTER ROCHESTER, NY	509(a) 170(b)(1)(A)(iii)	GENERAL SUPPORT	10 000
LEWISBORO VOLUNTEER AMBULANCE CORP SO SALEM, NY	509(a)(2)	GENERAL SUPPORT	30 895
NEIGHBORHOOD LINK MOUNT KISCO NY	509(a) 170(b)(1)(A)(vi)	GENERAL SUPPORT	1 000
NORTHERN WESTCHESTER HOSPITAL FOUNDATION MT KISCO NY	509(a)(2)	GENERAL SUPPORT	100 000
ONE FAMILY FUND TEANECK, NJ	509(a) 170(b)(1)(A)(vi)	GENERAL SUPPORT	10,000
ORLANDO BALLET ORLANDO, FL	509(a) 170(b)(1)(A)(vi)	GENERAL SUPPORT	6,000
REACH PREP STAMFORD CT	509(a)(2)	GENERAL SUPPORT	1 000
STEPPING STONE DAY SCHOOL NEW YORK, NY	509(a) 170(b)(1)(A)(ii)	GENERAL SUPPORT	5 000
UBUNTU AFRICA NEW YORK NY	509(a) 170(b)(1)(A)(vi)	GENERAL SUPPORT	60 615
THE UMBRELLA CLUB STAMFORD CT	509(a) 170(b)(1)(A)(vi)	GENERAL SUPPORT	500
UNIVERSITY OF MIAMI - PARENTS PROGRAM MIAMI FL	509(a) 170(b)(1)(A)(ii)	GENERAL SUPPORT	20 000
UNIVERSITY OF ROCHESTER ROCHESTER NY	509(a) 170(b)(1)(A)(ii)	GENERAL SUPPORT	500 000
URBAN ARTS PARTNERSHIP NEW YORK, NY	509(a) 170(b)(1)(A)(vi)	GENERAL SUPPORT	500
WESTCHESTER LAND TRUST BEDFORD HILLS NY	509(a)(2)	GENERAL SUPPORT	5 000
WOLF CONSERVATION CENTER SOUTH SALEM NY	509(a) 170(b)(1)(A)(vi)	GENERAL SUPPORT	15 000
			1 008 435

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box . . . . ▶ [x]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print		
	Name of Exempt Organization: THE HANDLER FAMILY FOUNDATION	Employer identification number: 13-7314630
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P O box, see instructions: 25 WOODWAY ROAD	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions.: SOUTH SALEM, NY 10590	

Check type of return to be filed (File a separate application for each return)

[ ] Form 990	[x] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ MARTHA HANDLER

  Telephone No ▶ 914 763-5161 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . ▶ [ ] . If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 10/15/2010

5 For calendar year ______ , or other tax year beginning 12/01/2008 ,and ending 11/30/2009

6 If this tax year is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 20,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 20,000.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ CPA Date ▶ 7/6/10

ERNST & YOUNG U.S. LLP
5 TIMES SQUARE
NEW YORK, NY 10036

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

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

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

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

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

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

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

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

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization THE HANDLER FAMILY FOUNDATION	**Employer identification number** 13-7314630
	Number, street, and room or suite no If a P O box, see instructions 25 WOODWAY ROAD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions SOUTH SALEM, NY 10590	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ► MARTHA HANDLER

Telephone No ► 914 763-5161 FAX No ►

- If the organization does not have an office or place of business in the United States, check this box . . . . ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . ► [ ] If it is for part of the group, check this box . . ► [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15 ,2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for

► [ ] calendar year ______ or
► [X] tax year beginning 12/01 , 2008 , and ending 11/30 , 2009

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 20,000.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 20,000.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

JSA
8F8054 3 000

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