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 DEC 1, 2008 , **and ending** NOV 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
MIDLER FAMILY FOUNDATION
C/O SUSSMAN & ASSOCIATES

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1222 16TH AVENUE S., 3RD FLOOR

City or town, state, and ZIP code
NASHVILLE, TN 37212

A Employer identification number
13-7437183

B Telephone number
615-320-9161

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 ☒ 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)* ▶$ 4,843,743.

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify) ____________

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

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

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	55,153.	55,153.		STATEMENT 1
	4	Dividends and interest from securities	17,914.	17,914.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	150,236.			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		150,236.		
	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)				
	11	Other income	<85,859.>	<85,859.>		STATEMENT 3
	12	**Total.** Add lines 1 through 11	137,444.	137,444.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 4	2,826.	0.		0.
	17	Interest				
	18	Taxes STMT 5	263.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,089.	0.		0.
	25	Contributions, gifts, grants paid	651,690.			651,690.
	26	**Total expenses and disbursements.** Add lines 24 and 25	654,779.	0.		651,690.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	<517,335.>			
	b	**Net investment income** (if negative, enter -0-)		137,444.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	239,189.	86,954.	86,954.
	2 Savings and temporary cash investments	123,157.	40,925.	40,925.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	66,459.	131,971.	150,494.
	c Investments - corporate bonds STMT 8	31,476.	161,330.	173,145.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	5,833,097.	4,382,603.	4,392,225.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	6,293,378.	4,803,783.	4,843,743.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,293,378.	4,803,783.	
	30 **Total net assets or fund balances**	6,293,378.	4,803,783.	
	31 **Total liabilities and net assets/fund balances**	6,293,378.	4,803,783.	

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	6,293,378.
2 Enter amount from Part I, line 27a	2	<517,335.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,776,043.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	972,260.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,803,783.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				150,236.

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				150,236.

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	150,236.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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 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	723,125.	6,168,540.	.117228
2006	524,240.	6,706,847.	.078165
2005	1,176,112.	6,476,378.	.181600
2004	0.	5,772,316.	.000000
2003			

2	Total of line 1, column (d)	2	.376993
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	.094248
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	5,433,619.
5	Multiply line 4 by line 3	5	512,108.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,374.
7	Add lines 5 and 6	7	513,482.
8	Enter qualifying distributions from Part XII, line 4	8	651,690.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 ▶ ☒ and enter 1% of Part I, line 27b			1	1,374.
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	0.
3	Add lines 1 and 2			3	1,374.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,374.
6	Credits/Payments				
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	1,825.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,825.
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	451.
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 451. **Refunded** ▶			11	0.

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 instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
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 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)? *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)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUSSMAN & ASSOCIATES Telephone no ▶615-320-9161

Located at ▶1222 16TH AVE. S., 3RD FLOOR, NASHVILLE, TN ZIP+4 ▶37212

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b		
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.)*	N/A	3b		
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)? ☐ Yes ☒ No

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

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

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

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

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

(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
BETTE MIDLER 1222 16TH AVENUE SOUTH, THIRD FLOOR NASHVILLE, TN 37212	TRUSTEE 0.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	5,296,214.
b	Average of monthly cash balances		1b	220,150.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,516,364.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	5,516,364.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	82,745.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,433,619.
6	**Minimum investment return** Enter 5% of line 5		6	271,681.

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

1	Minimum investment return from Part X, line 6		1	271,681.
2a	Tax on investment income for 2008 from Part VI, line 5	2a 1,374.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,374.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	270,307.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	270,307.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	270,307.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	651,690.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	651,690.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,374.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	650,316.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7					270,307.
2 Undistributed income, if any, as of the end of 2007					
a Enter amount for 2007 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2008					
a From 2003					
b From 2004					
c From 2005	854,069.				
d From 2006	191,892.				
e From 2007	415,048.				
f **Total** of lines 3a through e		1,461,009.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $	651,690.				
a Applied to 2007, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2008 distributable amount					270,307.
e Remaining amount distributed out of corpus		381,383.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,842,392.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		1,842,392.			
10 Analysis of line 9					
a Excess from 2004					
b Excess from 2005	854,069.				
c Excess from 2006	191,892.				
d Excess from 2007	415,048.				
e Excess from 2008	381,383.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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))

BETTE MIDLER

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 10				
Total			▶ 3a	651,690.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					55,153.
4 Dividends and interest from securities					17,914.
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					<85,859.>
8 Gain or (loss) from sales of assets other than inventory					150,236.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		0.	137,444.

13 Total. Add line 12, columns (b), (d), and (e) 13 137,444.

(See worksheet in line 13 instructions 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)
4	PROVIDING FUNDS FOR THE ORGANIZATIONS EXEMPT PURPOSES
7	PROVIDING FUNDS FOR THE ORGANIZATIONS EXEMPT PURPOSES
8	PROVIDING FUNDS FOR THE ORGANIZATIONS EXEMPT PURPOSES

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 2/15/10 | Title Pres.

Paid Preparer's Use Only

Preparer's signature | Date 1/28/10 | Check if self-employed ☐ | Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: SUSSMAN & ASSOCIATES
1222 16TH AVE SO 3RD FLOOR
NASHVILLE, TN 37212

EIN

Phone no 615-320-9161

MIDLER FAMILY FOUNDATION
C/O SUSSMAN & ASSOCIATES

CONTINUATION FOR 990-PF, PART IV
13-7437183 PAGE 1 OF 1

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	PERSHING - 556010 - SEE ATTACHED STATEMENT AA			
b	HAMPSHIRE INSTITUTIONAL FUND LP			
c	HAMPSHIRE INSTITUTIONAL FUND LP			
d	HAMPSHIRE INSTITUTIONAL FUND LP			
e	HAMPSHIRE INSTITUTIONAL FUND LP			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				<26,314.>
b				11,083.
c				92,768.
d				29,080.
e				43,619.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<26,314.>
b				11,083.
c				92,768.
d				29,080.
e				43,619.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	150,236.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
HAMPSHIRE INSTITUTIONAL FUND LP	50,233.
PERSHING 556010	7,169.
PERSHING 556010 - ACCRUED INTEREST	<2,064.>
PERSHING 556010 - AMORTIZATION	<185.>
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	55,153.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HAMPSHIRE INSTITUTIONAL FUND LP	13,550.	0.	13,550.
PERSHING - 556010	4,364.	0.	4,364.
TOTAL TO FM 990-PF, PART I, LN 4	17,914.	0.	17,914.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
HAMPSHIRE INSTITUTIONAL FUND LP	<29,033.>	<29,033.>	
HAMPSHIRE INSTITUTIONAL FUND LP	<56,605.>	<56,605.>	
HAMPSHIRE INSTITUTIONAL FUND LP	<221.>	<221.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<85,859.>	<85,859.>	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	2,826.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	2,826.	0.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	13.	0.		0.
FILING FEES	250.	0.		0.
TO FORM 990-PF, PG 1, LN 18	263.	0.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
HAMPSHIRE INSTITUTIONAL FUND LP - UNREALIZED GAINS/LOSSES	924,888.
HAMPSHIRE INSTITUTIONAL FUND LP - PRIOR PERIOD ADJUSTMENT	47,372.
TOTAL TO FORM 990-PF, PART III, LINE 5	972,260.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	131,971.	150,494.
TOTAL TO FORM 990-PF, PART II, LINE 10B	131,971.	150,494.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	161,330.	173,145.
TOTAL TO FORM 990-PF, PART II, LINE 10C	161,330.	173,145.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HAMPSHIRE INSTITUTIONAL FUND	FMV	4,353,723.	4,353,723.
EXCHANGE-TRADED PRODUCTS	FMV	20,030.	23,727.
MUTUAL FUNDS	FMV	8,850.	14,775.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,382,603.	4,392,225.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADOPT A HIGHWAY 1211 E DYER ROAD #110, SANTA ANA, CA 92705	GENERAL DONATION		12,840.
CAMP LAUREL 75 SOUTH GRAND AVENUE, PASADENA, CA 91105	GENERAL DONATION		10,000.
CHEZ PANISSE FONDATION 1517 SHATTUCK AVENUE, BERKELEY, CA 94709	GENERAL DONATION		2,500.
LOWERNINE ORGANIZATION PO BOX 524, WEST BOOTHBAY HARBOR, ME 04575	GENERAL DONATION		140,000.

MAYOR'S FUND TO ADVANCE NEW YORK CITY 1 CENTRE STREET, 23RD FLOOR, NEW YORK, NY 10007	GENERAL DONATION	5,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE, NEW YORK, NY 10028-0198	GENERAL DONATION	10,000.
MIDORI AND FRIENDS 352 7TH AVENUE, STE 201, NEW YORK, NY 10001	GENERAL DONATION	100,000.
MOUNT SINAI 1 GUSTAVE L LEVY PLACE, BOX 1049, NEW YORK, NY 10029-6574	GENERAL DONATION	10,000.
PROJECT RENEWAL 200 VARICK STREET, 9TH FLOOR, NEW YORK, NY 10014	GENERAL DONATION	10,000.
NEW YORK RESTORATION PROJECT 254 WEST 31ST STREET, 10TH FLOOR, NEW YORK, NY 10001	GENERAL DONATION	187,500.
COMMUNITIES IN SCHOOL	GENERAL DONATION	5,000.
NEW YORK CITY POLICE FOUNDATION INC 162 WEST 56TH STREET, STE 405, NEW YORK, NY 10019	GENERAL DONATION	3,000.
LITERACY PARTNERS INC 30 EAST 33RD STREET, 6TH FLOOR, NEW YORK, NY 10016	GENERAL DONATION	15,000.
MS FOUNDATION FOR WOMEN 12 METROTECH CENTER, 26TH FLOOR, BROOKLYN, NY 11201	GENERAL DONATION	10,000.

ST LUKE'S CHAMBER ENSEMBLE INC 330 WEST 42ND STREET, 9TH FLOOR, NEW YORK, NY 10036	GENERAL DONATION	5,000.
WESTCHESTER LAND TRUST 403 HARRIS ROAD, SUITE 1, BEDFORD HILLS, NY 10507	GENERAL DONATION	10,000.
NATIONAL AUDUBON SOCIETY 225 VARICK STREET, 7TH FLOOR, NEW YORK, NY 10014	GENERAL DONATION	5,000.
CHAI LIFELINE 151 WEST 30TH STREET, 3RD FLOOR, NEW YORK, NY 10001	GENERAL DONATION	2,500.
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET, NEW YORK, NY 10022	GENERAL DONATION	10,000.
EVAN B DONALDSON ADOPTION INSTITUTE 1 WEST AVENUE, SUITE 208, LARCHMONT, NY 206	GENERAL DONATION	5,000.
CITY PARKS FOUNDATION 830 5TH AVENUE, NEW YORK, NY 10021	GENERAL DONATION	1,250.
YALE UNIVERSITY PARENTS FUND PO BOX 2038, NEW HAVEN, CT 60521	GENERAL DONATION	5,000.
MUSEUM OF THE CITY OF NEW YORK 1220 5TH AVENUE, NEW YORK, NY 10029	GENERAL DONATION	5,000.
JUBILEE CAMPAIGN USA 9689-C MAIN STREET, FAIRFAX, VA 22031	GENERAL DONATION	10,000.
UCLA DEVELOPMENT 10920 WILSHIRE BLVD, SUITE 1400, LOS ANGELES, CA 90024	GENERAL DONATION	2,500.

FITCH'S CORNER HORSE TRAILS 632 NORTH MABBETTSVILLE ROAD, MILLBROOK, NY 12545	GENERAL DONATION	10,000.
YOUNG WOMEN'S LEADERSHIP NETWORK 322 8TH AVENUE, 14TH FLOOR, NEW YORK, NY 10001	GENERAL DONATION	25,000.
THE BREAST CANCER RESEARCH FOUNDATION 60 EAST 89TH STREET, 8TH FLOOR, NEW YORK, NY 10022	GENERAL DONATION	10,000.
METROPOLITAN OPERA LINCOLN CENTER, NEW YORK, NY 10023	GENERAL DONATION	10,000.
THE MICHAEL J FOX FOUNDATION 162 WEST 56TH STREET, STE 405, NEW YORK, NY 10019	GENERAL DONATION	10,000.
BURBANK CIVIC & IMPROVEMENT ASSOCIATION 6025 WILDAIR DRIVE, NEW ORLEANS, LA 70122	GENERAL DONATION	4,600.
TOTAL TO FORM 990-PF, PART XV, LINE 3A		651,690.

MIDLER FAMILY FOUNDATION
13-7437183
ATTACHMENT FOR 2008 FORM 990-PF
CAPITAL GAINS AND LOSSES
PERSHING 556010
STATEMENT AA

	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	GAIN / (LOSS)
SHORT-TERM					
100 SHS OWENS ILL INC COM NEW	7/23/08	12/24/08	2,428	4,691	(2,263)
100 SHS OWENS ILL INC COM NEW	9/9/08	12/26/08	2,369	4,003	(1,634)
150 SHS OWENS ILL INC COM NEW	9/22/08	12/30/08	3,946	4,401	(455)
SHORT-TERM LOSSES FROM 1/01/09 - 11/30/09					
SEE ATTACHMENT TO STATEMENT AA					36,498
TOTAL SHORT-TERM					**32,146**
LONG-TERM					
LONG-TERM LOSSES FROM 1/01/09 - 11/30/09					
SEE ATTACHMENT TO STATEMENT AA					(5,832)
TOTAL LONG-TERM					**(5,832)**
TOTAL					**26,314**

MIDLER FAMILY FOUNDATION
13-7437183
2008 FORM 990-PF
ATTACHMENT TO STATEMENT AA

PERSHING NUH556010
From 01-01-09 Through 11-30-09

Open Date	Close Date	Quantity	Description	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12/11/2008	1/22/2009	300	Jackson Hewitt Tax Services Inc	4,403	4,219	-184	
4/3/2008	1/29/2009	100	Pfizer Inc	2,143	1,506	-637	
6/25/2008	1/29/2009	200	Pfizer Inc	3,614	3,012	-601	
10/14/2008	2/4/2009	100	Willis Group Holdings Ltd	2,663	2,314	-349	
7/30/2008	2/23/2009	200	SuperValu Inc	5,190	3,413	-1,778	
2/6/2009	3/2/2009	300	eBay Inc	4,076	3,203	-873	
2/9/2009	3/3/2009	250	Pactiv Corp	5,507	3,072	-2,435	
4/28/2008	3/6/2009	200	Goodyear Tire & Rubber Co	5,546	691	-4,855	
1/9/2009	3/25/2009	150	Conagra Foods Inc	2,524	2,309	-215	
1/6/2009	4/2/2009	0	Time Warner Cable Inc	7	5	-2	
3/16/2009	4/17/2009	500	Allstate Corp	8,928	11,583	2,655	
11/3/2008	4/20/2009	100	Lubrizol Corp	3,861	3,765	-97	
3/19/2009	4/21/2009	200	Jack in the Box Inc	4,453	4,699	246	
3/24/2009	4/21/2009	100	Owens IL Inc	1,361	1,597	236	
1/6/2009	4/21/2009	200	Time Warner Inc	4,973	4,391	-582	
1/6/2009	4/21/2009	50	Time Warner Cable Inc	1,632	1,365	-267	
3/26/2009	4/21/2009	300	Marathon Oil Corp	8,291	8,452	161	
10/30/2008	5/5/2009	200	Borgwarner Inc	4,379	5,951	1,572	
3/24/2009	5/8/2009	500	Ingram Micro Inc Cl A	6,241	7,830	1,589	
3/24/2009	5/11/2009	100	Owens IL Inc	1,361	2,606	1,245	
3/17/2009	5/12/2009	300	CSX Corp	7,464	8,362	899	
1/9/2009	5/12/2009	100	FMC Corp	4,549	4,718	169	
3/24/2009	5/12/2009	300	Owens IL Inc	4,084	7,859	3,775	
4/9/2009	5/14/2009	75	Everest RE Group Ltd	5,507	5,327	-180	
4/2/2009	5/14/2009	300	American Electric Power Inc	7,792	7,707	-85	
4/23/2009	5/14/2009	650	Burger King Holdings Inc	11,898	11,200	-698	
4/2/2009	5/14/2009	300	Hewlett Packard Co	10,113	10,491	378	
3/25/2009	5/14/2009	150	McGraw Hill Cos Inc	3,479	4,612	1,133	
10/15/2008	5/14/2009	200	Safeway Inc	4,444	3,927	-517	
4/16/2009	5/14/2009	200	Sonoco Prods Co	4,343	4,530	187	
12/8/2008	5/15/2009	125	Reinsurance Group America Inc	4,840	4,185	-655	
4/16/2009	5/21/2009	400	Covidien Ltd	13,566	14,045	479	
12/17/2008	5/21/2009	125	Whiting Petroleum Corp	4,431	5,301	870	
5/6/2009	6/3/2009	150	Chevron Corp	9,984	10,263	278	
3/25/2009	6/3/2009	200	McGraw Hill Cos Inc	4,639	6,176	1,537	
1/9/2009	6/8/2009	200	FMC Corp	9,099	10,218	1,119	
2/13/2008	6/8/2009	75	SPDR Gold Shares	6,720	6,967		247
3/27/2009	6/12/2009	1,000	Chiquita Brands Intl Inc	7,336	10,412	3,076	
1/9/2009	6/12/2009	550	Conagra Foods Inc	9,253	10,698	1,445	
1/21/2009	6/12/2009	400	Conagra Foods Inc	6,675	7,780	1,106	
5/4/2009	6/12/2009	400	Unum Group	6,776	6,666	-110	
4/8/2009	6/12/2009	800	Western Union Co	10,824	13,679	2,855	
5/15/2008	7/2/2009	2,000	Flextronics Intl Ltd	1,985	1,980		-5
4/23/2009	7/21/2009	100	Thermo Fisher Scientific Inc	3,209	4,137	928	
11/28/2007	7/24/2009	900	Flextronics Intl Ltd	11,000	4,927		-6,073
10/20/2008	7/24/2009	1,000	Flextronics Intl Ltd	4,608	5,474	866	
1/9/2009	7/24/2009	1,100	Flextronics Intl Ltd	3,304	6,021	2,717	
5/20/2009	7/28/2009	200	Forest Oil Corp	3,657	3,264	-393	
3/27/2009	8/6/2009	300	Chiquita Brands Intl Inc	2,201	3,816	1,615	

MIDLER FAMILY FOUNDATION
13-7437183
2008 FORM 990-PF
ATTACHMENT TO STATEMENT AA

PERSHING NUH556010
From 01-01-09 Through 11-30-09 **Gain Or Loss**

Open Date	Close Date	Quantity	Description	Cost Basis	Proceeds	Short Term	Long Term
6/5/2009	8/10/2009	225	Diebold Inc	5,974	6,939	965	
7/30/2009	8/17/2009	350	Cabot Corp	6,356	6,768	413	
10/22/2008	8/19/2009	200	Merck & Co Inc	5,916	6,108	192	
8/6/2009	8/26/2009	250	Protective Life Corp	4,360	5,152	791	
7/27/2009	8/26/2009	650	Skyworks Solutions Inc	7,805	7,708	-97	
7/15/2009	8/26/2009	175	Whiting Petroleum Corp	6,387	8,330	1,944	
7/9/2009	9/1/2009	150	Omnicare Inc	3,784	3,447	-337	
7/27/2009	9/1/2009	200	Omnicare Inc	5,370	4,596	-774	
4/9/2009	9/2/2009	75	Everest RE Group Ltd	5,507	6,278	770	
6/25/2009	9/3/2009	200	Tyson Foods Inc Cl A	2,490	2,385	-105	
3/24/2009	9/4/2009	200	PowerShares DB	4,981	4,877	-103	
1/13/2009	9/15/2009	3,000	BellSouth Corp	3,056	3,000	-56	
4/16/2009	9/23/2009	250	PowerShares DB	6,129	6,164	35	
5/22/2009	9/24/2009	500	Comcast Corp Cl A Spl	6,762	7,941	1,179	
12/9/2008	10/1/2009	200	Aspen Insurance Hldgs Ltd	4,362	5,314	952	
3/31/2009	10/1/2009	500	Chiquita Brands Intl Inc	3,322	7,983	4,661	
6/2/2009	10/1/2009	125	L-3 Communications Hldgs Inc	9,363	9,801	439	
6/5/2009	10/1/2009	50	L-3 Communications Hldgs Inc	3,735	3,921	185	
8/21/2009	10/1/2009	600	Steel Dynamics Inc	10,181	8,998	-1,183	
6/25/2009	10/1/2009	200	Tyson Foods Inc Cl A	2,490	2,469	-21	
6/26/2009	10/1/2009	200	Tyson Foods Inc Cl A	2,513	2,469	-44	
7/16/2009	10/16/2009	200	Crown Holdings Inc	4,890	5,370	480	
4/23/2009	10/20/2009	175	Thermo Fisher Scientific Inc	5,616	8,267	2,651	
5/8/2009	10/23/2009	100	Morgan Stanley	2,609	3,472	864	
1/9/2009	10/26/2009	250	Flextronics Intl Ltd	751	1,790	1,039	
4/22/2009	11/2/2009	5,000	L-3 Communications Corp	5,075	5,064	-11	
4/30/2009	11/3/2009	100	Everest RE Group Ltd	7,407	8,615	1,208	
6/5/2009	11/12/2009	250	CVS Caremark Corp	7,628	7,483	-145	
4/29/2009	11/12/2009	300	Chiquita Brands Intl Inc	2,256	5,457	3,202	
11/11/2009	11/16/2009	300	Kinetic Concepts Inc	10,631	10,414	-217	
				426,639	457,305	36,498	-5,832