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

2008

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

For calendar year 2008, or tax year beginning 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 THE FRANK M. & LEE GOLDBERG FOUNDATION		A Employer identification number 95-3678549
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 1333 CAMINO DEL RIO SOUTH, SUITE 310		B Telephone number (619) 297-3900
	City or town, state, and ZIP code SAN DIEGO, CA 92108-3520		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,405,364. (Part I, column (d) must be on cash basis)		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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 ☐

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	32.	32.		STATEMENT 1
	4 Dividends and interest from securities	30,736.	30,736.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	109,285.			
	b Gross sales price for all assets on line 6a	868,236.			
	7 Capital gain net income (from Part IV, line 2)		109,285.		
	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					
12 Total. Add lines 1 through 11	140,053.	140,053.			
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	STMT 3	3,150.	1,575.	1,575.
	c Other professional fees	STMT 4	17,154.	8,577.	8,577.
	17 Interest				
	18 Taxes	STMT 5	13,280.	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		33,584.	10,152.	10,152.
	25 Contributions, gifts, grants paid		466,500.		466,500.
26 Total expenses and disbursements. Add lines 24 and 25		500,084.	10,152.	476,652.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<360,031.>			
b Net investment income (if negative, enter -0-)			129,901.		
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions

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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	19,608.	14,183.	14,183.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	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	1,469,187.	1,121,803.	1,378,181.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ MISC RECEIVABLE)		13,000.	13,000.	13,000.
16 Total assets (to be completed by all filers)		1,501,795.	1,148,986.	1,405,364.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	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.		
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	46,625.	1,148,986.	
	30 Total net assets or fund balances	1,501,795.	1,148,986.	
31 Total liabilities and net assets/fund balances	1,501,795.	1,148,986.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,501,795.
2 Enter amount from Part I, line 27a	2	<360,031.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	7,222.
4 Add lines 1, 2, and 3	4	1,148,986.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,148,986.

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 BERNSTEIN ACCOUNT SHORT TERM - STMT A		P		
b BERNSTEIN ACCOUNT LONG TERM - STMT A		P		
c BERNSTEIN ACCOUNT CASH IN LIEU - STMT A		P		
d CAPITAL GAINS DIVIDENDS				
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 183,892.		204,241.	<20,349.>
b 676,492.		554,710.	121,782.
c 33.			33.
d 7,819.			7,819.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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			<20,349.>
b			121,782.
c			33.
d			7,819.
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	109,285.
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	452,512.	1,505,328.	.300607
2006	619,431.	1,388,604.	.446082
2005	58,704.	1,295,542.	.045312
2004	555,595.	1,403,814.	.395775
2003	967,123.	1,106,299.	.874197

2 Total of line 1, column (d)	2	2.061973
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	.412395
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,197,885.
5 Multiply line 4 by line 3	5	494,002.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,299.
7 Add lines 5 and 6	7	495,301.
8 Enter qualifying distributions from Part XII, line 4	8	476,652.

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	2,598.
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	2,598.
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	2,598.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	10,240.	
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	10,240.	
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	7,642.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ☐ 7,642. Refunded ☐ 0.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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? Website address ► N/A	13	X	
14	The books are in care of ► FRANK M. & LEE GOLDBERG Telephone no. ► (619) 297-3900 Located at ► 1333 CAMINO DEL RIO SOUTH, #310, SAN DIEGO, CA ZIP+4 ► 92108			
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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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

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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

6b

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

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

☐ Yes ☒ No

7b

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

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
FRANK M. GOLDBERG	CHAIRMAN			
1333 CAMINO DEL RIO SOUTH, SUITE 310	10.00	0.	0.	0.
SAN DIEGO, CA 92108				
LEE GOLDBERG	SECRETARY			
1333 CAMINO DEL RIO SOUTH, SUITE 310	1.00	0.	0.	0.
SAN DIEGO, CA 92108				
EDWARD GOLDBERG	DIRECTOR			
1333 CAMINO DEL RIO SOUTH, SUITE 310	1.00	0.	0.	0.
SAN DIEGO, CA 92108				
ANNE NAGORNER	PRESIDENT			
1333 CAMINO DEL RIO SOUTH, SUITE 310	1.00	0.	0.	0.
SAN DIEGO, CA 92108				

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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 CASH CONTRIBUTIONS TO PUBLIC CHARITIES FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL AND PUBLIC SAFETY PURPOSES.	466,500.
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 NONE	0.
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	1,180,811.
b	Average of monthly cash balances	1b	35,316.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,216,127.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,216,127.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,242.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,197,885.
6	Minimum investment return. Enter 5% of line 5	6	59,894.

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	59,894.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	2,598.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,598.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	57,296.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	57,296.
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	57,296.

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	476,652.
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	476,652.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	476,652.

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.

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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				57,296.
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	932,002.			
b From 2004	491,854.			
c From 2005				
d From 2006	564,795.			
e From 2007	387,465.			
f Total of lines 3a through e	2,376,116.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$	476,652.			
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				57,296.
e Remaining amount distributed out of corpus	419,356.			
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:	2,795,472.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see 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	932,002.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,863,470.			
10 Analysis of line 9:				
a Excess from 2004	491,854.			
b Excess from 2005				
c Excess from 2006	564,795.			
d Excess from 2007	387,465.			
e Excess from 2008	419,356.			

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				
UNITED WAY				457,500.
SAN DIEGO MUSEUM OF ART				1,500.
RADY CHILDRENS HOSPITAL				5,000.
UCSD FOUNDATION				2,500.
Total				466,500.
b Approved for future payment				
NONE				
Total				0.

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

SOURCE	AMOUNT
BERNSTEIN CALIFORNIA BANK & TRUST	25. 7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	32.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNSTEIN-DIVIDENDS	37,648.	7,819.	29,829.
BERNSTEIN-DIVIDENDS FOREIGN	907.	0.	907.
TOTAL TO FM 990-PF, PART I, LN 4	38,555.	7,819.	30,736.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,150.	1,575.		1,575.
TO FORM 990-PF, PG 1, LN 16B	3,150.	1,575.		1,575.

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
BROKER FEES	4,654.	2,327.		2,327.
OUTSIDE CONSULTANT	12,500.	6,250.		6,250.
TO FORM 990-PF, PG 1, LN 16C	17,154.	8,577.		8,577.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE INCOME TAX	2,645.	0.		0.	
FOREIGN TAX	136.	0.		0.	
FEDERAL INCOME TAX	10,499.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	13,280.	0.		0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
ADJUSTMENT TO TIE OUT BOOK VALUE TO COST BASIS OF EQUITIES		7,222.	
TOTAL TO FORM 990-PF, PART III, LINE 3		7,222.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SECURITIES	1,121,803.	1,378,181.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,121,803.	1,378,181.	

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2008 to November 30, 2009
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
Short Term								
04/01/2008	12/08/2008	35	ASHLAND INC	9.29	48.19	325.20	1,686.81	-1,361.61
08/28/2008	12/15/2008	3	APACHE CORP	70.82	116.79	212.45	350.37	-137.92
05/29/2008	12/15/2008	12	APACHE CORP	70.82	137.23	849.79	1,646.78	-796.99
05/01/2008	12/15/2008	20	BAXTER INTERNATIONAL INC	50.29	62.58	1,005.82	1,251.51	-245.69
03/28/2008	12/15/2008	15	BECTON DICKINSON & CO	65.62	87.95	984.30	1,319.19	-334.89
02/26/2008	12/15/2008	20	HARTFORD FINANCIAL SVCS GRP	13.81	74.67	276.15	1,493.30	-1,217.15
06/13/2008	12/15/2008	10	HARTFORD FINANCIAL SVCS GRP	13.81	73.00	138.07	730.02	-591.95
01/15/2008	12/15/2008	55	KB HOME	13.25	17.25	728.56	948.74	-220.18
10/23/2008	12/15/2008	25	LOWE'S COS INC	21.79	18.21	544.75	455.13	89.62
10/06/2008	12/15/2008	30	NOKIA CORP-SPON ADR	15.13	16.26	453.91	487.72	-33.81
12/19/2007	12/15/2008	25	PROCTER & GAMBLE CO	59.06	73.18	1,476.57	1,829.38	-352.81
04/18/2008	12/15/2008	67	REPUBLIC SERVICES INC	23.01	27.29	1,541.67	1,828.22	-286.55
03/28/2008	12/15/2008	115	SCHERING-PLOUGH CP	16.86	19.64	1,939.27	2,258.49	-319.22
04/23/2008	12/15/2008	85	VERIZON COMMUNICATIONS INC	31.98	36.28	2,718.37	3,083.40	-365.03
06/02/2008	12/15/2008	35	WISCONSIN ENERGY CORP	42.00	47.87	1,470.00	1,675.61	-205.61
05/29/2008	12/19/2008	90	CENTEX CORP	11.88	19.29	1,068.89	1,736.46	-667.57
12/26/2007	12/19/2008	25	METLIFE INC	36.72	62.49	918.02	1,562.21	-644.19
10/31/2008	12/19/2008	10	METLIFE INC	36.72	30.77	367.21	307.74	59.47
06/16/2008	12/19/2008	20	TOTAL SA-SPON ADR	55.11	81.72	1,102.11	1,634.35	-532.24
09/11/2008	12/23/2008	25	KELLOGG CO	41.82	55.31	1,045.47	1,382.65	-337.18
08/28/2008	01/07/2009	20	APACHE CORP	83.41	116.79	1,668.29	2,335.86	-667.57
02/11/2008	01/15/2009	50	CITIGROUP INC	3.81	25.83	190.48	1,291.31	-1,100.83
01/30/2008	01/15/2009	150	CITIGROUP INC	3.81	28.23	571.43	4,234.35	-3,662.92
02/25/2008	01/15/2009	10	CITIGROUP INC	3.81	24.71	38.10	247.13	-209.03
05/28/2008	01/21/2009	15	TOYOTA MOTOR CORP -SPON ADR	66.34	97.79	995.05	1,466.91	-471.86
01/21/2009	02/02/2009	30	AFLAC INC	23.15	35.45	694.62	1,063.38	-368.76
06/24/2008	02/04/2009	15	HARTFORD FINANCIAL SVCS GRP	15.19	68.89	227.78	1,033.29	-805.51
06/13/2008	02/04/2009	10	HARTFORD FINANCIAL SVCS GRP	15.19	73.00	151.85	730.02	-578.17
12/22/2008	02/04/2009	60	TEXTRON INC	7.64	15.22	458.35	913.37	-455.02
11/06/2008	02/05/2009	10	ERICSSON (LM) TEL-SP ADR	8.21	6.73	82.11	67.26	14.85
11/06/2008	02/05/2009	200	ERICSSON (LM) TEL-SP ADR	8.21	6.73	1,642.20	1,345.24	296.96

Stmt A

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2008 to November 30, 2009
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
02/27/2008	02/06/2009	50	CITIGROUP INC	3.93	25.46	196.26	1,273.10	-1,076.84
02/25/2008	02/06/2009	40	CITIGROUP INC	3.93	24.71	157.01	988.52	-831.51
09/22/2008	02/06/2009	110	CITIGROUP INC	3.93	20.01	431.77	2,200.57	-1,768.80
03/28/2008	02/11/2009	25	SCHERING-PLOUGH CP	19.25	19.64	481.25	490.97	-9.72
09/29/2008	02/17/2009	85	ACTIVISION BLIZZARD INC	9.53	16.19	809.73	1,376.29	-566.56
07/08/2008	02/20/2009	55	BANK OF AMERICA CORP	3.52	21.62	193.57	1,189.09	-995.52
10/07/2008	02/20/2009	35	BANK OF AMERICA CORP	3.52	22.00	123.18	770.00	-646.82
09/23/2008	02/20/2009	25	BANK OF AMERICA CORP	3.52	34.65	87.99	866.33	-778.34
12/01/2008	02/20/2009	140	BANK OF AMERICA CORP	3.52	14.39	492.73	2,014.54	-1,521.81
01/22/2009	02/20/2009	100	DELL INC	8.13	9.93	813.27	993.11	-179.84
04/28/2008	02/23/2009	75	SPRINT NEXTEL CORP	3.34	7.83	250.78	587.58	-336.80
02/04/2009	02/26/2009	40	CUMMINS INC	20.81	25.51	832.48	1,020.21	-187.73
04/28/2008	03/03/2009	20	CATERPILLAR INC	22.76	82.54	455.24	1,650.84	-1,195.60
02/09/2009	03/11/2009	45	WELLS FARGO & COMPANY	11.99	19.20	539.49	863.83	-324.34
03/28/2008	03/17/2009	15	GENENTECH INC	93.80	80.77	1,407.05	1,211.50	195.55
04/01/2008	03/17/2009	10	GENENTECH INC	93.80	81.40	938.04	814.03	124.01
05/12/2008	03/18/2009	75	AMERICAN INTERNATIONAL GROUP	1.31	38.00	98.03	2,850.00	-2,751.97
04/28/2008	03/18/2009	25	AMERICAN INTERNATIONAL GROUP	1.31	46.90	32.68	1,172.58	-1,139.90
12/30/2008	03/18/2009	175	FIFTH THIRD BANCORP	2.16	7.74	377.76	1,354.47	-976.71
04/08/2008	03/23/2009	5	ROYAL DUTCH SHELL PLC-ADR	46.66	72.59	233.30	362.93	-129.63
09/05/2008	03/25/2009	45	NVIDIA CORP	10.10	11.60	454.51	522.07	-67.56
10/22/2008	03/26/2009	35	GENENTECH INC	95.00	83.63	3,325.00	2,927.17	397.83
11/26/2008	03/26/2009	10	GENENTECH INC	95.00	75.35	950.00	753.49	196.51
07/15/2008	03/27/2009	60	GANNETT CO	2.58	16.64	154.51	998.12	-843.61
05/07/2008	03/27/2009	115	GANNETT CO	2.58	29.42	296.15	3,383.06	-3,086.91
11/06/2008	04/08/2009	24	BUNGE LTD	56.03	41.48	1,344.78	995.61	349.17
12/01/2008	04/09/2009	8	BUNGE LTD	56.91	38.99	455.25	311.93	143.32
11/06/2008	04/09/2009	6	BUNGE LTD	56.91	41.49	341.44	248.91	92.53
12/04/2008	04/09/2009	5	METLIFE INC	25.94	25.81	129.72	129.03	0.69
10/31/2008	04/09/2009	15	METLIFE INC	25.94	30.77	389.14	461.61	-72.47
08/27/2008	04/09/2009	35	WYETH	42.30	42.68	1,480.41	1,493.82	-13.41
12/04/2008	04/14/2009	20	METLIFE INC	27.01	25.81	540.19	516.13	24.06

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2008 to November 30, 2009
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
01/23/2009	04/14/2009	5	NOKIA CORP-SPON ADR	13.66	12.32	68.31	61.61	6.70
10/06/2008	04/14/2009	120	NOKIA CORP-SPON ADR	13.66	16.26	1,639.48	1,950.89	-311.41
12/22/2008	04/14/2009	40	TJX COMPANIES INC	27.09	19.87	1,083.56	794.74	288.82
05/28/2008	04/14/2009	7	TOYOTA MOTOR CORP -SPON ADR	75.96	97.79	531.74	684.56	-152.82
09/29/2008	04/21/2009	10	LOCKHEED MARTIN CORP	76.07	113.10	760.72	1,130.99	-370.27
06/18/2008	04/23/2009	125	MOTOROLA INC	5.38	8.67	672.79	1,084.05	-411.26
10/22/2008	04/23/2009	21	PROCTER & GAMBLE CO	49.16	60.70	1,032.37	1,274.75	-242.38
05/28/2008	04/24/2009	13	TOYOTA MOTOR CORP -SPON ADR	80.40	97.79	1,045.22	1,271.33	-226.11
10/22/2008	04/28/2009	10	WAL-MART STORES INC	48.75	52.38	487.51	523.75	-36.24
08/28/2008	04/30/2009	1	ALTRIA GROUP INC	16.60	20.78	16.60	20.78	-4.18
04/14/2009	04/30/2009	15	PACCAR INC	35.31	31.20	529.72	467.98	61.74
09/29/2008	05/01/2009	7	BECTON DICKINSON & CO	61.06	81.08	427.39	567.57	-140.18
07/15/2008	05/01/2009	23	BECTON DICKINSON & CO	61.06	79.83	1,404.27	1,835.99	-431.72
11/26/2008	05/01/2009	5	COCA-COLA CO/THE	42.34	44.26	211.71	221.30	-9.59
02/23/2009	05/01/2009	35	MICROSOFT CORP	20.00	17.99	700.09	629.60	70.49
07/08/2008	05/01/2009	21	PHILIP MORRIS INTERNATIONAL	36.89	52.22	774.72	1,096.57	-321.85
12/22/2008	05/01/2009	15	TJX COMPANIES INC	27.88	19.87	418.23	298.04	120.19
12/22/2008	05/01/2009	35	TJX COMPANIES INC	27.88	19.87	975.87	695.40	280.47
09/29/2008	05/05/2009	13	BECTON DICKINSON & CO	61.17	81.08	795.27	1,054.08	-258.81
11/26/2008	05/05/2009	20	MOLSON COORS BREWING CO -B	42.08	43.63	841.52	872.69	-31.17
12/04/2008	05/06/2009	65	ERICSSON (LM) TEL-SP ADR	8.78	7.06	570.69	459.01	111.68
11/06/2008	05/06/2009	40	ERICSSON (LM) TEL-SP ADR	8.78	6.73	351.20	269.05	82.15
02/04/2009	05/06/2009	30	HONEYWELL INTERNATIONAL INC	32.84	32.31	985.32	969.21	16.11
11/06/2008	05/07/2009	9	LOCKHEED MARTIN CORP	79.35	82.59	714.11	743.32	-29.21
03/19/2009	05/07/2009	35	MICROSOFT CORP	19.32	17.25	676.14	603.65	72.49
04/14/2009	05/07/2009	15	PACCAR INC	32.90	31.20	493.49	467.99	25.50
06/24/2008	05/07/2009	20	QUALCOMM INC	41.91	47.58	838.20	951.55	-113.35
11/26/2008	05/11/2009	15	COCA-COLA CO/THE	42.83	44.26	642.44	663.93	-21.49
07/22/2008	05/12/2009	14	BAXTER INTERNATIONAL INC	50.83	68.36	711.62	957.10	-245.48
12/04/2008	05/12/2009	115	BRISTOL-MYERS SQUIBB CO	20.43	21.26	2,349.38	2,445.27	-95.89
10/23/2008	05/12/2009	55	HOME DEPOT INC	24.54	19.17	1,349.79	1,054.32	295.47
06/18/2008	05/14/2009	50	MOTOROLA INC	5.72	8.67	286.16	433.62	-147.46

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2008 to November 30, 2009
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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
12/11/2008	05/14/2009	50	MOTOROLA INC	5.72	4.15	286.16	207.52	78.64
02/20/2009	05/14/2009	50	PRUDENTIAL FINANCIAL INC	37.34	18.13	1,867.08	906.66	960.42
03/20/2009	05/18/2009	35	COOPER INDUSTRIES PLC	33.45	23.94	1,170.72	837.84	332.88
02/20/2009	05/18/2009	25	PRUDENTIAL FINANCIAL INC	39.07	18.13	976.68	453.33	523.35
01/21/2009	05/20/2009	20	JACOBS ENGINEERING GROUP INC	40.40	43.23	808.01	864.52	-56.51
08/15/2008	05/26/2009	5	WESTERN DIGITAL CORP	24.90	29.40	124.51	147.02	-22.51
07/21/2008	05/26/2009	25	WESTERN DIGITAL CORP	24.90	32.97	622.55	824.13	-201.58
08/15/2008	05/26/2009	15	WESTERN DIGITAL CORP	24.90	29.40	373.53	441.07	-67.54
08/28/2008	05/28/2009	15	DEVON ENERGY CORPORATION	62.77	105.93	941.61	1,588.93	-647.32
04/20/2009	05/28/2009	60	NETAPP INC	18.70	17.73	1,121.84	1,063.63	58.21
12/22/2008	05/28/2009	55	SANOFLI-AVENTIS ADR	31.35	32.63	1,724.30	1,794.61	-70.31
12/04/2008	05/29/2009	30	METLIFE INC	31.12	25.81	933.60	774.20	159.40
08/27/2008	05/29/2009	20	WYETH	44.63	42.68	892.60	853.62	38.98
09/05/2008	06/01/2009	85	NVIDIA CORP	10.85	11.60	921.93	986.14	-64.21
10/22/2008	06/01/2009	55	SCHWAB (CHARLES) CORP	18.19	18.97	1,000.38	1,043.20	-42.82
01/22/2009	06/04/2009	75	LINCOLN NATIONAL CORP	18.87	15.01	1,415.34	1,125.44	289.90
02/20/2009	06/15/2009	15	EASTMAN CHEMICAL COMPANY	39.19	23.23	587.82	348.46	239.36
07/03/2008	06/19/2009	24	AMGEN INC	52.97	50.39	1,271.33	1,209.38	61.95
12/04/2008	06/19/2009	12	AMGEN INC	52.97	56.61	635.67	679.33	-43.66
01/07/2009	06/19/2009	25	TYSON FOODS INC-CL A	12.56	8.36	314.01	208.94	105.07
01/07/2009	06/19/2009	5	TYSON FOODS INC-CL A	12.56	8.36	62.80	41.78	21.02
07/28/2008	06/22/2009	30	MORGAN STANLEY	27.47	37.01	824.13	1,110.44	-286.31
12/04/2008	06/25/2009	30	METLIFE INC	29.79	25.81	893.64	774.20	119.44
01/21/2009	06/26/2009	50	CORNING INC	16.03	9.34	801.74	466.93	334.81
01/21/2009	07/02/2009	25	CAPITAL ONE FINANCIAL CORP	21.32	22.08	533.08	552.11	-19.03
01/23/2009	07/02/2009	50	NOKIA CORP-SPON ADR	14.54	12.32	727.23	616.10	111.13
01/23/2009	07/02/2009	5	NOKIA CORP-SPON ADR	14.54	12.32	72.72	61.61	11.11
04/07/2009	07/08/2009	45	ELI LILLY & CO	33.57	31.92	1,510.47	1,436.18	74.29
10/22/2008	07/08/2009	7	PROCTER & GAMBLE CO	52.44	60.70	367.11	424.92	-57.81
04/14/2009	07/08/2009	5	PROCTER & GAMBLE CO	52.44	47.51	262.22	237.56	24.66
11/11/2008	07/08/2009	10	PROCTER & GAMBLE CO	52.44	64.66	524.44	646.55	-122.11
03/19/2009	07/13/2009	4	EOG RESOURCES INC	62.84	64.23	251.36	256.93	-5.57

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2008 to November 30, 2009

Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
07/23/2008	07/13/2009	15	EOG RESOURCES INC	62.84	104.68	942.59	1,570.16	-627.57
12/04/2008	07/14/2009	9	AMGEN INC	58.22	56.61	524.02	509.51	14.51
03/27/2009	07/14/2009	10	AMGEN INC	58.22	52.49	582.24	524.94	57.30
10/22/2008	07/16/2009	10	MCDONALD'S CORP	57.08	54.77	570.79	547.71	23.08
01/07/2009	07/17/2009	5	THE WALT DISNEY CO.	24.49	23.69	122.47	118.46	4.01
10/22/2008	07/17/2009	45	THE WALT DISNEY CO.	24.49	24.32	1,102.23	1,094.54	7.69
01/07/2009	07/17/2009	10	THE WALT DISNEY CO	24.49	23.69	244.94	236.92	8.02
03/11/2009	07/21/2009	35	AUTOLIV INC	32.40	14.30	1,134.03	500.50	633.53
04/21/2009	07/22/2009	35	LIBERTY ENTERTAINMENT	26.47	23.74	926.57	830.99	95.58
04/21/2009	07/23/2009	20	LIBERTY ENTERTAINMENT	26.93	23.74	538.68	474.86	63.82
09/29/2008	07/23/2009	1	MONSANTO CO	80.54	102.09	80.54	102.09	-21.55
12/02/2008	07/27/2009	16	PHILIP MORRIS INTERNATIONAL	46.63	40.46	746.05	647.29	98.76
08/15/2008	07/28/2009	15	WESTERN DIGITAL CORP	30.99	29.41	464.84	441.08	23.76
01/14/2009	07/30/2009	35	ARCHER-DANIELS-MIDLAND CO	30.48	24.28	1,066.93	849.65	217.28
01/21/2009	08/03/2009	20	CAPITAL ONE FINANCIAL CORP	31.16	22.08	623.20	441.69	181.51
02/20/2009	08/03/2009	20	THE WALT DISNEY CO.	25.52	17.32	510.35	346.35	164.00
01/07/2009	08/03/2009	15	THE WALT DISNEY CO.	25.52	23.69	382.77	355.40	27.37
05/05/2009	08/03/2009	20	FREEMONT-MCMORAN COPPER	64.92	49.31	1,298.44	986.17	312.27
03/19/2009	08/04/2009	8	EOG RESOURCES INC	76.15	64.24	609.23	513.88	95.35
10/22/2008	08/04/2009	23	MCDONALD'S CORP	55.01	54.77	1,265.14	1,259.73	5.41
02/11/2009	08/05/2009	40	EMERSON ELECTRIC CO	34.84	32.80	1,393.67	1,312.07	81.60
11/26/2008	08/05/2009	15	EMERSON ELECTRIC CO	34.84	33.35	522.63	500.18	22.45
12/04/2008	08/06/2009	15	METLIFE INC	35.28	25.81	529.14	387.10	142.04
10/22/2008	08/06/2009	12	PROCTER & GAMBLE CO	51.78	60.70	621.39	728.42	-107.03
09/11/2008	08/06/2009	10	PROCTER & GAMBLE CO	51.78	72.35	517.83	723.52	-205.69
03/19/2009	08/07/2009	7	APACHE CORP	87.29	67.56	611.02	472.92	138.10
02/04/2009	08/07/2009	14	APACHE CORP	87.29	76.33	1,222.03	1,068.66	153.37
08/28/2008	08/07/2009	1	APACHE CORP	87.29	116.79	87.29	116.79	-29.50
09/29/2008	08/07/2009	7	MONSANTO CO	84.08	102.10	588.59	714.67	-126.08
03/12/2009	08/07/2009	50	TYSON FOODS INC-CL A	11.21	8.93	560.51	446.69	113.82
01/07/2009	08/07/2009	25	TYSON FOODS INC-CL A	11.21	8.36	280.25	208.95	71.30
03/23/2009	08/11/2009	5	CHEVRON CORP	68.28	67.75	341.38	338.76	2.62

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08/28/2008	08/11/2009	15	CHEVRON CORP	68.28	86.84	1,024.13	1,302.65	-278.52
12/04/2008	08/14/2009	15	CARDINAL HEALTH INC	32.64	31.67	489.62	475.05	14.57
01/28/2009	08/14/2009	2	OCCIDENTAL PETROLEUM CORP	70.77	59.14	141.54	118.28	23.26
02/04/2009	08/14/2009	11	OCCIDENTAL PETROLEUM CORP	70.77	55.81	778.45	613.93	164.52
04/14/2009	08/19/2009	5	EMERSON ELECTRIC CO	34.61	31.24	173.05	156.21	16.84
02/11/2009	08/19/2009	20	EMERSON ELECTRIC CO	34.61	32.80	692.21	656.04	36.17
03/19/2009	08/20/2009	8	EOG RESOURCES INC	73.59	64.24	588.72	513.88	74.84
12/23/2008	08/24/2009	75	ERICSSON (LM) TEL-SP ADR	9.55	7.45	715.88	558.80	157.08
12/04/2008	08/24/2009	35	ERICSSON (LM) TEL-SP ADR	9.55	7.06	334.08	247.17	86.91
09/29/2008	08/24/2009	7	MONSANTO CO	84.57	102.10	591.96	714.69	-122.73
08/28/2008	08/24/2009	15	XL CAPITAL LTD -CLASS A	16.32	20.05	244.73	300.79	-56.06
04/23/2009	09/02/2009	19	TIME WARNER CABLE	35.82	26.87	680.55	510.47	170.08
02/20/2009	09/04/2009	25	EASTMAN CHEMICAL COMPANY	50.16	23.23	1,254.04	580.77	673.27
09/26/2008	09/04/2009	14	JPMORGAN CHASE & CO	42.39	40.50	593.40	567.00	26.40
02/02/2009	09/04/2009	40	LIMITED BRANDS INC	15.55	7.93	621.92	317.20	304.72
04/09/2009	09/10/2009	50	ALTRIA GROUP INC	18.54	16.26	926.84	813.00	113.84
07/08/2009	09/10/2009	5	ALTRIA GROUP INC	18.54	16.35	92.68	81.74	10.94
11/11/2008	09/10/2009	15	BAXTER INTERNATIONAL INC	55.65	60.84	834.71	912.59	-77.88
12/04/2008	09/10/2009	20	CAREFUSION CORP	18.71	17.86	374.24	357.19	17.05
10/22/2008	09/10/2009	4	PROCTER & GAMBLE CO	55.88	60.70	223.50	242.81	-19.31
04/14/2009	09/10/2009	1	PROCTER & GAMBLE CO	55.88	47.51	55.88	47.51	8.37
11/06/2008	09/11/2009	2	GOLDMAN SACHS GROUP INC	174.69	86.60	349.38	173.20	176.18
09/12/2008	09/11/2009	2	GOLDMAN SACHS GROUP INC	174.69	157.36	349.38	314.72	34.66
09/26/2008	09/11/2009	15	JPMORGAN CHASE & CO	42.58	40.50	638.70	607.50	31.20
05/05/2009	09/11/2009	25	NUCOR CORP	46.43	44.09	1,160.71	1,102.22	58.49
11/26/2008	09/16/2009	15	COCA-COLA CO/THE	52.34	44.26	785.03	663.93	121.10
04/14/2009	09/16/2009	15	EMERSON ELECTRIC CO	40.50	31.24	607.44	468.66	138.78
10/22/2008	09/16/2009	20	MCDONALD'S CORP	55.42	54.77	1,108.42	1,095.42	13.00
03/19/2009	09/16/2009	25	MICROSOFT CORP	25.09	17.25	627.18	431.19	195.99
04/07/2009	09/17/2009	60	ELI LILLY & CO	32.74	31.92	1,964.55	1,914.92	49.63
10/10/2008	09/18/2009	1	APACHE CORP	94.69	66.28	94.69	66.28	28.41
06/22/2009	09/18/2009	50	TEXTRON INC	19.44	9.41	971.81	470.60	501.21

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12/05/2008	09/22/2009	115	NEWS CORP	12.28	7.70	1,411.83	886.05	525.78
04/30/2009	09/23/2009	14	TOYOTA MOTOR CORP -SPON ADR	82.34	79.76	1,152.82	1,116.68	36.14
12/04/2008	09/24/2009	40	CARDINAL HEALTH INC	26.97	22.74	1,078.82	909.64	169.18
11/06/2008	09/24/2009	3	GOLDMAN SACHS GROUP INC	183.08	86.60	549.24	259.80	289.44
05/05/2009	09/28/2009	7	APACHE CORP	93.01	79.22	651.05	554.57	96.48
03/19/2009	09/28/2009	1	APACHE CORP	93.01	67.57	93.01	67.57	25.44
06/04/2009	10/02/2009	13	WHIRLPOOL CORP	66.02	43.18	858.31	561.39	296.92
04/30/2009	10/06/2009	16	VISA INC - CLASS A SHRS	68.01	67.09	1,088.12	1,073.39	14.73
01/21/2009	10/07/2009	35	CAPITAL ONE FINANCIAL CORP	36.86	22.08	1,290.26	772.96	517.30
01/21/2009	10/07/2009	5	CAPITAL ONE FINANCIAL CORP	36.86	22.08	184.32	110.42	73.90
04/23/2009	10/08/2009	45	LOWE'S COS INC	20.84	20.66	937.69	929.71	7.98
05/13/2009	10/08/2009	15	LOWE'S COS INC	20.84	18.97	312.56	284.61	27.95
07/23/2009	10/12/2009	30	AMERICAN TOWER CORP-CL A	37.44	33.66	1,123.11	1,009.91	113.20
07/09/2009	10/12/2009	40	CROWN CASTLE INTL CORP	31.94	23.79	1,277.65	951.50	326.15
01/21/2009	10/12/2009	30	CAPITAL ONE FINANCIAL CORP	37.92	22.09	1,137.74	662.55	475.19
05/27/2009	10/12/2009	30	CATERPILLAR INC	53.67	35.24	1,610.11	1,057.10	553.01
07/09/2009	10/12/2009	10	CATERPILLAR INC	53.67	30.92	536.70	309.18	227.52
02/04/2009	10/12/2009	10	EOG RESOURCES INC	91.17	68.85	911.71	688.46	223.25
10/22/2008	10/12/2009	12	MCDONALD'S CORP	56.79	54.77	681.51	657.26	24.25
03/19/2009	10/12/2009	10	MCDONALD'S CORP	56.79	55.46	567.93	554.63	13.30
05/05/2009	10/13/2009	10	APACHE CORP	97.39	79.23	973.91	792.25	181.66
05/05/2009	10/22/2009	6	APACHE CORP	101.27	79.23	607.62	475.35	132.27
05/13/2009	10/22/2009	15	EMERSON ELECTRIC CO	40.00	33.60	599.96	504.05	95.91
07/06/2009	10/26/2009	15	FREEMPORT-MCMORAN COPPER	82.92	45.90	1,243.83	688.47	555.36
06/04/2009	10/26/2009	10	FREEMPORT-MCMORAN COPPER	82.92	55.35	829.22	553.47	275.75
07/13/2009	10/27/2009	65	ALTERA CORPORATION	20.65	16.18	1,342.01	1,051.80	290.21
09/18/2009	10/27/2009	5	ALTERA CORPORATION	20.65	20.35	103.23	101.73	1.50
08/21/2009	10/27/2009	15	BLACK & DECKER CORP	49.15	44.76	737.27	671.35	65.92
06/04/2009	10/27/2009	17	WHIRLPOOL CORP	76.42	43.18	1,299.13	734.14	564.99
02/04/2009	10/29/2009	12	EOG RESOURCES INC	85.36	68.85	1,024.28	826.15	198.13
02/04/2009	10/29/2009	5	OCCIDENTAL PETROLEUM CORP	79.39	55.81	396.97	279.07	117.90
06/17/2009	10/29/2009	10	OCCIDENTAL PETROLEUM CORP	79.39	63.69	793.95	636.92	157.03

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08/07/2009	11/02/2009	5	ARCELORMITTAL-NY REGISTERED	33.44	37.94	167.21	189.70	-22.49
06/04/2009	11/02/2009	30	ARCELORMITTAL-NY REGISTERED	33.44	34.17	1,003.27	1,025.23	-21.96
04/14/2009	11/03/2009	20	DU PONT (E.I.) DE NEMOURS	32.12	26.68	642.39	533.58	108.81
05/04/2009	11/04/2009	45	SCHERING-PLOUGH CP	10.50	9.72	472.50	437.58	34.92
04/14/2009	11/04/2009	25	SCHERING-PLOUGH CP	10.50	9.85	262.50	246.24	16.26
03/20/2009	11/04/2009	20	SCHERING-PLOUGH CP	10.50	10.00	210.00	199.95	10.05
04/30/2009	11/04/2009	15	UNION PACIFIC CORP	59.60	49.81	893.94	747.09	146.85
09/18/2009	11/05/2009	50	ALTERA CORPORATION	20.04	20.35	1,002.14	1,017.30	-15.16
08/21/2009	11/05/2009	10	BLACK & DECKER CORP	60.38	44.76	603.81	447.57	156.24
06/04/2009	11/05/2009	25	PETROLEO BRASILEIRO-SPON AD	41.84	34.70	1,046.02	867.46	178.56
01/07/2009	11/06/2009	15	GLAXOSMITHKLINE PLC-SPON AD	40.01	38.64	600.12	579.67	20.45
02/02/2009	11/06/2009	35	LIMITED BRANDS INC	17.78	7.93	622.33	277.55	344.78
11/26/2008	11/09/2009	10	COLGATE-PALMOLIVE CO	80.19	62.02	801.86	620.24	181.62
09/11/2009	11/10/2009	20	AETNA INC	29.59	30.37	591.82	607.44	-15.62
05/13/2009	11/11/2009	105	TAIWAN SEMICONDUCTOR-SP ADR	10.24	10.06	1,075.22	1,056.44	18.78
12/04/2008	11/12/2009	20	METLIFE INC	34.70	25.81	694.09	516.14	177.95
04/14/2009	11/13/2009	27	PROCTER & GAMBLE CO	61.69	47.51	1,665.75	1,282.83	382.92
09/18/2009	11/18/2009	21	UNITED TECHNOLOGIES CORP	68.53	62.91	1,439.19	1,321.17	118.02
06/17/2009	11/19/2009	15	OCCIDENTAL PETROLEUM CORP	81.42	63.69	1,221.37	955.40	265.97
05/13/2009	11/23/2009	50	US BANCORP	23.59	17.54	1,179.73	876.79	302.94
07/02/2009	11/24/2009	6	RIO TINTO PLC-SPON ADR	210.09	159.38	1,260.52	956.29	304.23
09/21/2009	11/24/2009	5	RIO TINTO PLC-SPON ADR	210.09	172.97	1,050.44	864.85	185.59
06/04/2009	11/25/2009	5	PETROLEO BRASILEIRO-SPON AD	46.24	34.70	231.20	173.50	57.70
09/25/2009	11/25/2009	35	PETROLEO BRASILEIRO-SPON AD	46.24	37.91	1,618.42	1,326.95	291.47
02/04/2009	11/30/2009	15	ALLSTATE CORP	28.10	22.24	421.42	333.65	87.77
02/04/2009	11/30/2009	25	ALLSTATE CORP	28.10	22.24	702.38	556.08	146.30
*** Subtotal For Short Term						183,892.50	204,241.49	-20,348.99

Long Term

01/15/2004	12/01/2008	7	CHEVRON CORP	76.19	42.46	533.32	297.22	236.10
06/19/1997	12/04/2008	3,106.12600	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	11.59	13.19	36,000.00	40,957.16	-4,957.16
11/02/2006	12/08/2008	25	BP PLC-SPONS ADR	44.67	67.08	1,116.78	1,676.95	-560.17

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04/02/2007	12/11/2008	35	ABBOTT LABORATORIES	51.28	55.70	1,794.95	1,949.67	-154.72
06/25/2007	12/11/2008	20	TEVA PHARMACEUTICAL-SP ADR	42.39	40.69	847.87	813.72	34.15
06/19/1997	12/15/2008	8,862.88000	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	11.56	13.19	102,457.54	116,865.35	-14,407.81
04/29/1999	12/15/2008	763.94200	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	11.56	13.09	8,831.40	10,000.00	-1,168.60
09/10/1997	12/15/2008	602.41000	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	11.56	13.28	6,964.04	8,000.00	-1,035.96
01/08/2001	12/15/2008	464.80000	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	11.56	12.84	5,373.23	5,968.03	-594.80
05/11/2000	12/15/2008	442.62300	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	11.56	12.20	5,116.85	5,400.00	-283.15
12/28/1998	12/15/2008	303.73600	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	11.56	13.16	3,511.28	3,997.16	-485.88
12/04/1997	12/15/2008	291.82300	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	11.56	13.23	3,373.56	3,860.82	-487.26
05/13/1999	12/15/2008	1,537.27900	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	11.56	13.01	17,771.40	20,000.00	-2,228.60
04/27/1998	12/15/2008	1,349.50700	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	11.56	13.19	15,600.70	17,800.00	-2,199.30
01/08/2001	12/15/2008	0.37700	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	11.56	12.84	0.00	4.84	-4.84
09/30/1998	12/15/2008	290	BERNSTEIN EMERGING MARKETS PORTFOLIO	15.32	10.32	4,400.00	2,991.73	1,408.27
09/30/1998	12/15/2008	0.10700	BERNSTEIN EMERGING MARKETS PORTFOLIO	15.32	10.28	0.00	1.10	-1.10
04/30/1999	12/15/2008	1,622.77000	BERNSTEIN INTERNATIONAL PORTFOLIO	11.77	19.43	19,100.00	31,530.42	-12,430.42
09/20/2006	12/15/2008	50	AMERISOURCEBERGEN CORP	32.87	44.85	1,643.26	2,242.62	-599.36
12/10/2007	12/15/2008	20	AMERISOURCEBERGEN CORP	32.87	45.63	657.31	912.58	-255.27
03/06/2006	12/15/2008	10	ALCON INC	80.65	112.38	806.47	1,123.76	-317.29
08/27/2007	12/15/2008	65	AT&T INC	26.77	40.21	1,740.08	2,613.77	-873.69
08/23/2007	12/15/2008	25	AT&T INC	26.77	40.05	669.26	1,001.27	-332.01
03/06/2006	12/15/2008	10	APPLE INC	93.72	66.27	937.22	662.69	274.53
11/02/2006	12/15/2008	5	BP PLC-SPONS ADR	47.05	67.08	235.26	335.39	-100.13
12/12/2006	12/15/2008	20	BP PLC-SPONS ADR	47.05	68.35	941.06	1,367.07	-426.01
10/27/2006	12/15/2008	35	BLACK & DECKER CORP	41.17	84.84	1,440.86	2,969.25	-1,528.39
01/15/2004	12/15/2008	13	CHEVRON CORP	79.89	42.46	1,038.58	551.98	486.60
01/15/2004	12/15/2008	32	CHEVRON CORP	77.32	42.46	2,474.24	1,358.72	1,115.52
03/26/2007	12/15/2008	4	CME GROUP INC	199.00	539.00	796.02	2,155.99	-1,359.97
04/02/2007	12/15/2008	1	CME GROUP INC	199.00	536.77	199.00	536.77	-337.77
08/08/2001	12/15/2008	30	CONOCOPHILLIPS	51.13	29.18	1,533.95	875.39	658.56
11/02/2006	12/15/2008	20	CONOCOPHILLIPS	51.13	59.75	1,022.64	1,195.01	-172.37
05/09/2007	12/15/2008	25	CELGENE CORP	47.97	64.00	1,199.25	1,600.12	-400.87
02/21/2006	12/15/2008	32	EXXON MOBIL CORP	79.16	60.77	2,533.24	1,944.77	588.47

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04/24/2007	12/15/2008	65	FIDELITY NATIONAL CL A	12.71	26.46	826.25	1,719.93	-893.68
03/06/2006	12/15/2008	18	FRANKLIN RESOURCES INC	57.69	102.47	1,038.34	1,844.41	-806.07
03/06/2006	12/15/2008	2	FRANKLIN RESOURCES INC	57.69	102.47	115.37	204.93	-89.56
04/02/2004	12/15/2008	15	HARTFORD FINANCIAL SVCS GRP	13.81	65.51	207.11	982.70	-775.59
02/14/2007	12/15/2008	25	HEWLETT-PACKARD CO	34.75	42.70	868.65	1,067.60	-198.95
05/11/2006	12/15/2008	5	JPMORGAN CHASE & CO	28.33	45.74	141.64	228.68	-87.04
06/21/2006	12/15/2008	25	JPMORGAN CHASE & CO	28.33	41.01	708.21	1,025.35	-317.14
04/30/2007	12/15/2008	40	KB HOME	13.25	44.34	529.87	1,773.46	-1,243.59
07/14/2006	12/15/2008	15	MONSANTO CO	70.00	41.63	1,050.02	624.52	425.50
11/23/2007	12/15/2008	29	MEDCO HEALTH SOLUTIONS INC	38.74	48.58	1,123.53	1,408.94	-285.41
04/13/1998	12/15/2008	35	PHILIP MORRIS INTERNATIONAL	41.19	21.42	1,441.81	749.54	692.27
06/04/2007	12/15/2008	20	PHILIP MORRIS INTERNATIONAL	41.19	49.57	823.89	991.36	-167.47
07/24/2003	12/15/2008	300	SANMINA-SCI CORP	0.50	7.66	150.00	2,299.17	-2,149.17
02/08/2007	12/15/2008	7	TYCO INTERNATIONAL LTD	20.31	53.24	142.14	372.69	-230.55
01/29/2007	12/15/2008	20	TYCO INTERNATIONAL LTD	20.31	48.36	406.11	967.25	-561.14
05/07/2007	12/15/2008	10	TYCO INTERNATIONAL LTD	20.31	51.20	203.05	512.04	-308.99
04/22/1999	12/15/2008	55	TECH DATA CORP	16.38	23.71	901.13	1,304.29	-403.16
08/09/2007	12/19/2008	15	METLIFE INC	36.72	62.86	550.81	942.88	-392.07
01/16/2007	12/19/2008	15	METLIFE INC	36.72	62.28	550.82	934.14	-383.32
09/28/2007	12/19/2008	15	METLIFE INC	36.72	69.86	550.81	1,047.97	-497.16
08/06/2007	12/19/2008	15	METLIFE INC	36.72	61.94	550.81	929.08	-378.27
03/06/2006	01/06/2009	2	APPLE INC	94.15	66.27	188.29	132.54	55.75
05/26/2006	01/06/2009	10	APPLE INC	94.15	64.00	941.46	640.02	301.44
09/17/2007	01/07/2009	50	AT&T INC	27.42	40.36	1,370.85	2,017.91	-647.06
08/10/2006	01/07/2009	70	GENERAL ELECTRIC CO	16.43	32.49	1,149.81	2,274.43	-1,124.62
06/14/2004	01/07/2009	45	GENERAL ELECTRIC CO	16.43	31.54	739.16	1,419.40	-680.24
05/26/2006	01/15/2009	20	APPLE INC	82.85	64.00	1,657.07	1,280.05	377.02
03/23/2005	01/15/2009	40	CITIGROUP INC	3.81	44.52	152.37	1,780.85	-1,628.48
04/30/2007	01/21/2009	5	ABBOTT LABORATORIES	51.71	56.57	258.55	282.86	-24.31
04/02/2007	01/21/2009	10	ABBOTT LABORATORIES	51.71	55.71	517.10	557.06	-39.96
06/01/2006	01/22/2009	3	ALCON INC	83.03	108.55	249.11	325.66	-76.55
03/06/2006	01/22/2009	21	ALCON INC	83.03	112.38	1,743.73	2,359.91	-616.18

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
05/07/2007	01/22/2009	20	MACY'S INC	9.60	43.89	192.09	877.82	-685.73
03/01/2007	01/22/2009	20	MACY'S INC	9.60	44.30	192.09	886.00	-693.91
05/01/2007	01/22/2009	20	MACY'S INC	9.60	43.85	192.09	877.03	-684.94
05/25/2007	01/22/2009	10	MACY'S INC	9.60	38.40	96.04	383.97	-287.93
05/25/2007	01/22/2009	5	MACY'S INC	9.60	38.40	48.02	191.99	-143.97
03/06/2006	01/26/2009	2	GOOGLE INC-CL A	326.88	375.08	653.76	750.16	-96.40
03/21/2003	01/28/2009	125	SPRINT NEXTEL CORP	2.65	10.68	330.75	1,335.18	-1,004.43
09/15/2005	01/28/2009	125	SPRINT NEXTEL CORP	2.65	22.57	330.75	2,821.40	-2,490.65
03/06/2006	01/30/2009	2	GOOGLE INC-CL A	340.54	375.08	681.08	750.16	-69.08
01/08/2007	02/02/2009	55	CONOCOPHILLIPS	45.98	67.97	2,529.15	3,738.49	-1,209.34
11/02/2006	02/02/2009	5	CONOCOPHILLIPS	45.98	59.75	229.92	298.76	-68.84
10/15/2007	02/04/2009	50	BP PLC-SPONS ADR	43.51	75.73	2,175.50	3,786.27	-1,610.77
01/23/2008	02/04/2009	5	BP PLC-SPONS ADR	43.51	61.19	217.55	305.93	-88.38
03/06/2006	02/04/2009	25	GILEAD SCIENCES INC	51.82	29.99	1,295.57	749.72	545.85
04/30/2007	02/05/2009	3	CME GROUP INC	180.66	524.68	541.99	1,574.05	-1,032.06
04/02/2007	02/05/2009	1	CME GROUP INC	180.66	536.78	180.66	536.78	-356.12
11/16/2007	02/05/2009	25	SUPERVALU INC	18.79	39.55	469.64	988.63	-518.99
08/24/2007	02/06/2009	4	CME GROUP INC	189.25	556.32	757.02	2,225.27	-1,468.25
07/14/2006	02/06/2009	5	MONSANTO CO	84.14	41.64	420.71	208.18	212.53
07/20/2006	02/06/2009	2	MONSANTO CO	84.14	42.43	168.29	84.86	83.43
08/09/2007	02/09/2009	50	MORGAN STANLEY	23.48	62.26	1,173.75	3,113.02	-1,939.27
09/21/2007	02/09/2009	15	MORGAN STANLEY	23.48	64.06	352.13	960.86	-608.73
08/29/2007	02/09/2009	15	MORGAN STANLEY	23.48	60.61	352.13	909.12	-556.99
10/08/2007	02/09/2009	10	MORGAN STANLEY	23.48	68.24	234.75	682.37	-447.62
06/04/2007	02/11/2009	8	ALTRIA GROUP INC	16.53	21.93	132.24	175.40	-43.16
04/13/1998	02/11/2009	79	ALTRIA GROUP INC	16.53	9.47	1,305.87	748.35	557.52
10/02/2006	02/11/2009	13	ALTRIA GROUP INC	16.53	17.92	214.89	232.95	-18.06
02/07/2008	02/20/2009	75	BANK OF AMERICA CORP	3.52	43.10	263.96	3,232.57	-2,968.61
12/26/2007	02/20/2009	50	BANK OF AMERICA CORP	3.52	42.02	175.98	2,101.11	-1,925.13
07/03/2007	02/20/2009	20	BANK OF AMERICA CORP	3.52	49.52	70.39	990.30	-919.91
12/26/2007	02/23/2009	75	SPRINT NEXTEL CORP	3.34	13.75	250.78	1,031.36	-780.58
11/02/2006	02/23/2009	50	SPRINT NEXTEL CORP	3.34	18.91	167.18	945.51	-778.33

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09/15/2005	02/23/2009	25	SPRINT NEXTEL CORP	3.34	22.57	83.59	564.28	-480.69
06/21/2006	02/24/2009	50	JPMORGAN CHASE & CO	20.77	41.01	1,038.39	2,050.71	-1,012.32
12/26/2007	02/24/2009	5	JPMORGAN CHASE & CO	20.77	44.73	103.84	223.63	-119.79
11/27/2007	02/24/2009	25	JPMORGAN CHASE & CO	20.77	42.04	519.20	1,051.10	-531.90
11/08/2007	03/04/2009	2	DEERE & CO	26.64	78.28	53.28	156.56	-103.28
02/26/2008	03/04/2009	13	DEERE & CO	26.64	88.05	346.30	1,144.68	-798.38
06/28/2007	03/17/2009	26	GENENTECH INC	93.80	75.69	2,438.89	1,967.83	471.06
03/06/2006	03/17/2009	14	GENENTECH INC	93.80	84.00	1,313.25	1,176.02	137.23
01/09/2006	03/18/2009	75	AMERICAN INTERNATIONAL GROUP	1.31	69.73	98.03	5,230.02	-5,131.99
05/11/2006	03/18/2009	40	AMERICAN INTERNATIONAL GROUP	1.31	64.57	52.28	2,582.96	-2,530.68
02/13/2008	03/18/2009	25	AMERICAN INTERNATIONAL GROUP	1.31	45.75	32.68	1,143.73	-1,111.05
02/21/2008	03/18/2009	25	AMERICAN INTERNATIONAL GROUP	1.31	48.43	32.68	1,210.84	-1,178.16
02/11/2008	03/18/2009	25	AMERICAN INTERNATIONAL GROUP	1.31	45.06	32.68	1,126.58	-1,093.90
03/07/2007	03/18/2009	19	AMERICAN INTERNATIONAL GROUP	1.31	69.55	24.84	1,321.48	-1,296.64
07/05/2006	03/18/2009	16	AMERICAN INTERNATIONAL GROUP	1.31	59.19	20.91	947.05	-926.14
11/06/2006	03/18/2009	13	AMERICAN INTERNATIONAL GROUP	1.31	67.54	16.99	878.03	-861.04
08/29/2006	03/18/2009	12	AMERICAN INTERNATIONAL GROUP	1.31	63.47	15.69	761.65	-745.96
12/26/2007	03/18/2009	5	JPMORGAN CHASE & CO	26.61	44.73	133.04	223.64	-90.60
12/26/2007	03/18/2009	15	JPMORGAN CHASE & CO	26.61	44.73	399.11	670.89	-271.78
01/17/2008	03/18/2009	5	JPMORGAN CHASE & CO	26.61	40.60	133.04	203.00	-69.96
08/20/2007	03/23/2009	25	ROYAL DUTCH SHELL PLC-ADR	46.66	73.35	1,166.51	1,833.67	-667.16
09/11/2007	03/23/2009	15	ROYAL DUTCH SHELL PLC-ADR	46.66	80.49	699.90	1,207.34	-507.44
11/01/2007	03/23/2009	15	ROYAL DUTCH SHELL PLC-ADR	46.66	85.64	699.90	1,284.55	-584.65
07/30/2003	03/23/2009	44	TRAVELERS COS INC/THE	39.87	37.12	1,754.25	1,633.37	120.88
10/08/2007	03/24/2009	30	MORGAN STANLEY	24.67	68.24	740.05	2,047.13	-1,307.08
05/16/2006	03/26/2009	55	PFIZER INC	14.43	24.92	793.74	1,370.63	-576.89
05/11/2006	03/26/2009	35	PFIZER INC	14.43	25.07	505.11	877.45	-372.34
06/13/2006	03/26/2009	35	PFIZER INC	14.43	23.19	505.11	811.65	-306.54
02/11/2008	03/27/2009	20	J.C. PENNEY CO INC	21.20	49.11	424.08	982.17	-558.09
06/25/2007	03/27/2009	20	TEVA PHARMACEUTICAL-SP ADR	45.25	40.69	904.97	813.72	91.25
09/14/2005	03/31/2009	30	MERCK & CO. INC.	26.79	28.85	803.56	865.50	-61.94
03/09/2007	03/31/2009	25	MERCK & CO. INC.	26.79	44.61	669.63	1,115.30	-445.67

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06/28/2007	04/08/2009	15	ABBOTT LABORATORIES	43.53	53.82	652.89	807.29	-154.40
04/30/2007	04/08/2009	10	ABBOTT LABORATORIES	43.53	56.57	435.26	565.74	-130.48
07/10/2007	04/08/2009	15	COLGATE-PALMOLIVE CO	60.23	65.96	903.40	989.44	-86.04
08/29/2007	04/08/2009	5	GOLDMAN SACHS GROUP INC	115.46	171.49	577.30	857.46	-280.16
07/22/2004	04/08/2009	3	GOLDMAN SACHS GROUP INC	115.46	87.68	346.38	263.03	83.35
08/27/2007	04/08/2009	10	GOLDMAN SACHS GROUP INC	115.46	178.59	1,154.60	1,785.88	-631.28
01/17/2008	04/13/2009	20	JPMORGAN CHASE & CO	33.29	40.60	665.84	812.02	-146.18
02/26/2008	04/13/2009	10	MORGAN STANLEY	26.38	45.06	263.76	450.61	-186.85
10/08/2007	04/13/2009	10	MORGAN STANLEY	26.38	68.24	263.76	682.38	-418.62
08/22/2007	04/14/2009	9	DEUTSCHE BANK AG-REGISTERED	51.39	125.89	462.51	1,132.97	-670.46
08/20/2007	04/14/2009	11	DEUTSCHE BANK AG-REGISTERED	51.39	125.76	565.29	1,383.34	-818.05
02/11/2008	04/14/2009	15	J.C. PENNEY CO INC	25.79	49.11	386.88	736.63	-349.75
11/08/2007	04/16/2009	20	ABBOTT LABORATORIES	42.50	53.56	850.09	1,071.18	-221.09
02/11/2008	04/16/2009	7	COLGATE-PALMOLIVE CO	59.11	75.19	413.75	526.32	-112.57
07/10/2007	04/16/2009	10	COLGATE-PALMOLIVE CO	59.11	65.96	591.06	659.64	-68.58
03/06/2006	04/20/2009	4	GOOGLE INC-CL A	380.06	375.08	1,520.25	1,500.33	19.92
11/16/2007	04/21/2009	45	SUPERVALU INC	14.51	39.55	652.83	1,779.56	-1,126.73
12/19/2007	04/28/2009	5	ABBOTT LABORATORIES	43.18	57.39	215.92	286.95	-71.03
11/08/2007	04/28/2009	15	ABBOTT LABORATORIES	43.18	53.56	647.74	803.40	-155.66
01/29/2008	04/28/2009	25	MICROSOFT CORP	20.08	32.72	501.98	817.96	-315.98
03/26/2007	04/28/2009	10	MICROSOFT CORP	20.08	27.88	200.79	278.75	-77.96
02/11/2008	04/28/2009	35	WAL-MART STORES INC	48.75	48.67	1,706.27	1,703.62	2.65
04/08/2008	04/29/2009	15	ROYAL DUTCH SHELL PLC-ADR	46.07	72.59	691.01	1,088.81	-397.80
08/09/2007	04/30/2009	30	ALTRIA GROUP INC	16.60	20.98	497.90	629.39	-131.49
06/04/2007	04/30/2009	19	ALTRIA GROUP INC	16.60	21.93	315.33	416.59	-101.26
01/17/2008	04/30/2009	20	COCA-COLA CO/THE	43.18	62.81	863.67	1,256.23	-392.56
07/20/2006	04/30/2009	8	MONSANTO CO	84.54	42.43	676.31	339.46	336.85
08/09/2007	04/30/2009	29	PHILIP MORRIS INTERNATIONAL	36.38	47.43	1,055.12	1,375.46	-320.34
03/28/2008	05/01/2009	2	BECTON DICKINSON & CO	61.06	87.95	122.11	175.90	-53.79
01/17/2008	05/01/2009	10	COCA-COLA CO/THE	42.34	62.81	423.42	628.12	-204.70
10/25/2007	05/01/2009	12	EOG RESOURCES INC	66.08	80.12	792.97	961.47	-168.50
02/14/2007	05/01/2009	35	HEWLETT-PACKARD CO	35.84	42.70	1,254.51	1,494.64	-240.13

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08/27/2007	05/04/2009	55	ALLSTATE CORP	23.10	56.63	1,270.32	3,114.56	-1,844.24
11/16/2006	05/04/2009	11	MCDONALD'S CORP	52.62	41.32	578.77	454.51	124.26
01/15/2008	05/04/2009	10	TEVA PHARMACEUTICAL-SP ADR	44.22	46.93	442.22	469.31	-27.09
02/11/2008	05/05/2009	13	COLGATE-PALMOLIVE CO	61.70	75.19	802.15	977.45	-175.30
06/01/2006	05/07/2009	8	ALCON INC	96.26	108.56	770.08	868.44	-98.36
08/18/2006	05/07/2009	2	ALCON INC	96.26	114.78	192.52	229.56	-37.04
01/18/2008	05/07/2009	5	TEVA PHARMACEUTICAL-SP ADR	44.34	48.12	221.70	240.58	-18.88
01/15/2008	05/07/2009	10	TEVA PHARMACEUTICAL-SP ADR	44.34	46.93	443.41	469.32	-25.91
09/30/2003	05/08/2009	10	PEPSICO INC	49.45	45.97	494.50	459.73	34.77
11/23/2007	05/11/2009	20	MEDCO HEALTH SOLUTIONS INC	44.70	48.58	893.92	971.69	-77.77
05/01/2008	05/12/2009	5	BAXTER INTERNATIONAL INC	50.83	62.58	254.15	312.88	-58.73
12/19/2007	05/20/2009	20	ABBOTT LABORATORIES	43.57	57.39	871.33	1,147.84	-276.51
03/07/2008	05/26/2009	5	ALLSTATE CORP	26.25	47.02	131.25	235.10	-103.85
08/27/2007	05/26/2009	5	ALLSTATE CORP	26.25	56.63	131.24	283.15	-151.91
09/17/2007	05/26/2009	35	ALLSTATE CORP	26.25	54.53	918.73	1,908.52	-989.79
12/22/2006	05/26/2009	50	CISCO SYSTEMS INC	18.50	27.29	925.18	1,364.50	-439.32
12/22/2006	05/26/2009	30	CISCO SYSTEMS INC	18.50	27.29	555.11	818.70	-263.59
05/20/2008	05/26/2009	50	WESTERN DIGITAL CORP	24.90	34.37	1,245.11	1,718.33	-473.22
07/20/2006	05/28/2009	15	MONSANTO CO	79.22	42.43	1,188.29	636.50	551.79
06/06/2007	05/29/2009	30	EMERSON ELECTRIC CO	31.91	48.24	957.41	1,447.08	-489.67
11/26/2007	06/01/2009	10	DEUTSCHE BANK AG-REGISTERED	69.49	123.40	694.89	1,233.98	-539.09
06/28/2007	06/04/2009	25	CELGENE CORP	45.09	58.58	1,127.26	1,464.41	-337.15
02/02/2007	06/04/2009	7	FRANKLIN RESOURCES INC	72.69	120.95	508.85	846.68	-337.83
03/06/2006	06/04/2009	15	FRANKLIN RESOURCES INC	72.69	102.47	1,090.40	1,537.02	-446.62
02/14/2007	06/04/2009	15	HEWLETT-PACKARD CO	35.78	42.70	536.76	640.56	-103.80
07/20/2006	06/04/2009	16	MONSANTO CO	82.00	42.43	1,312.07	678.93	633.14
01/15/2004	06/10/2009	24	CHEVRON CORP	70.83	42.46	1,699.83	1,019.04	680.79
01/15/2004	06/10/2009	1	CHEVRON CORP	70.83	42.46	70.83	42.46	28.37
04/15/2008	06/15/2009	20	CARDINAL HEALTH INC	30.33	51.18	606.55	1,023.63	-417.08
09/21/2006	06/16/2009	6	CHEVRON CORP	70.16	61.36	420.96	368.16	52.80
01/15/2004	06/16/2009	10	CHEVRON CORP	70.16	42.46	701.61	424.60	277.01
04/13/1998	06/18/2009	44	PHILIP MORRIS INTERNATIONAL	42.96	21.42	1,890.46	942.29	948.17

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08/09/2007	06/18/2009	1	PHILIP MORRIS INTERNATIONAL	42.96	47.42	42.96	47.42	-4.46
05/07/2008	06/19/2009	95	TYSON FOODS INC-CL A	12.56	17.73	1,193.24	1,684.60	-491.36
04/15/2008	06/22/2009	40	CARDINAL HEALTH INC	30.91	51.18	1,236.22	2,047.27	-811.05
02/14/2007	06/22/2009	25	HEWLETT-PACKARD CO	37.79	42.70	944.69	1,067.61	-122.92
02/26/2008	06/22/2009	10	MORGAN STANLEY	27.47	45.06	274.71	450.61	-175.90
02/14/2007	06/24/2009	20	HEWLETT-PACKARD CO	37.52	42.70	750.46	854.08	-103.62
09/26/2007	06/24/2009	5	TRAVELERS COS INC/THE	41.14	50.21	205.71	251.07	-45.36
06/18/2007	06/24/2009	35	TRAVELERS COS INC/THE	41.14	53.65	1,439.95	1,877.90	-437.95
01/17/2008	06/25/2009	10	EOG RESOURCES INC	68.50	86.48	684.99	864.80	-179.81
01/17/2008	06/25/2009	17	EOG RESOURCES INC	68.50	86.48	1,164.47	1,470.16	-305.69
10/25/2007	06/25/2009	1	EOG RESOURCES INC	68.50	80.13	68.50	80.13	-11.63
07/20/2006	06/26/2009	11	MONSANTO CO	75.68	42.43	832.52	466.77	365.75
08/24/2007	07/07/2009	3	CME GROUP INC	283.48	556.32	850.45	1,668.96	-818.51
01/17/2008	07/09/2009	15	EOG RESOURCES INC	62.44	86.48	936.58	1,297.20	-360.62
09/21/2006	07/10/2009	9	CHEVRON CORP	61.36	61.36	552.25	552.24	0.01
10/13/2006	07/10/2009	12	CHEVRON CORP	61.36	64.09	736.33	769.13	-32.80
02/21/2006	07/10/2009	15	EXXON MOBIL CORP	65.09	60.77	976.41	911.61	64.80
04/08/2008	07/13/2009	40	ROYAL DUTCH SHELL PLC-ADR	47.19	72.59	1,887.58	2,903.50	-1,015.92
02/14/2007	07/16/2009	50	HEWLETT-PACKARD CO	39.13	42.70	1,956.60	2,135.22	-178.62
11/16/2006	07/16/2009	4	MCDONALD'S CORP	57.08	41.32	228.31	165.28	63.03
03/07/2008	07/16/2009	15	MCDONALD'S CORP	57.08	52.30	856.18	784.46	71.72
02/26/2007	07/21/2009	30	AUTOLIV INC	32.40	57.86	972.03	1,735.83	-763.80
07/20/2006	07/23/2009	8	MONSANTO CO	80.54	42.44	644.36	339.48	304.88
04/10/2008	07/23/2009	10	MONSANTO CO	80.54	120.97	805.45	1,209.65	-404.20
07/08/2008	07/27/2009	9	PHILIP MORRIS INTERNATIONAL	46.63	52.22	419.66	469.96	-50.30
12/10/2003	07/31/2009	85	KROGER CO	21.41	17.41	1,820.21	1,479.66	340.55
12/22/2006	08/03/2009	115	CISCO SYSTEMS INC	22.52	27.29	2,589.57	3,138.35	-548.78
12/22/2006	08/03/2009	15	CISCO SYSTEMS INC	22.52	27.29	337.77	409.35	-71.58
06/06/2007	08/05/2009	5	EMERSON ELECTRIC CO	34.84	48.24	174.21	241.18	-66.97
08/10/2005	08/05/2009	45	GENWORTH FINANCIAL INC-CL A	7.41	30.93	333.47	1,391.65	-1,058.18
08/29/2006	08/05/2009	45	GENWORTH FINANCIAL INC-CL A	7.41	33.95	333.48	1,527.84	-1,194.36
11/27/2006	08/05/2009	30	GENWORTH FINANCIAL INC-CL A	7.41	32.95	222.32	988.36	-766.04

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2008 to November 30, 2009
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
10/13/2006	08/11/2009	13	CHEVRON CORP	68.28	64.10	887.58	833.24	54.34
05/03/2006	08/12/2009	30	CBS CORP-CLASS B	10.83	25.64	324.77	769.26	-444.49
03/27/2006	08/12/2009	15	CBS CORP-CLASS B	10.83	24.79	162.38	371.88	-209.50
07/21/2008	08/13/2009	45	HARTFORD FINANCIAL SVCS GRP	19.65	59.95	884.13	2,697.90	-1,813.77
07/29/2008	08/13/2009	15	HARTFORD FINANCIAL SVCS GRP	19.65	62.37	294.71	935.49	-640.78
05/07/2008	08/14/2009	30	CARDINAL HEALTH INC	32.64	54.78	979.25	1,643.40	-664.15
03/19/2007	08/18/2009	25	EXXON MOBIL CORP	66.53	70.82	1,663.25	1,770.42	-107.17
02/21/2006	08/18/2009	20	EXXON MOBIL CORP	66.53	60.78	1,330.60	1,215.50	115.10
05/24/2005	08/24/2009	25	XL CAPITAL LTD -CLASS A	16.32	74.55	407.89	1,863.82	-1,455.93
04/28/2008	08/27/2009	23	NIKE INC -CL B	56.01	68.40	1,288.18	1,573.10	-284.92
02/14/2007	08/28/2009	5	HEWLETT-PACKARD CO	44.82	42.71	224.12	213.53	10.59
03/07/2007	08/28/2009	20	HEWLETT-PACKARD CO	44.82	40.19	896.49	803.77	92.72
01/17/2008	09/04/2009	11	JPMORGAN CHASE & CO	42.39	40.60	466.25	446.61	19.64
08/28/2008	09/10/2009	75	ALTRIA GROUP INC	18.54	20.78	1,390.27	1,558.58	-168.31
09/05/2008	09/10/2009	75	ALTRIA GROUP INC	18.54	20.92	1,390.27	1,569.25	-178.98
07/22/2008	09/10/2009	11	BAXTER INTERNATIONAL INC	55.65	68.37	612.12	752.02	-139.90
11/23/2007	09/16/2009	16	MEDCO HEALTH SOLUTIONS INC	55.76	48.58	892.18	777.35	114.83
11/13/2007	09/17/2009	15	FLUOR CORP	55.89	65.62	838.37	984.35	-145.98
08/28/2008	09/18/2009	14	APACHE CORP	94.69	116.79	1,325.61	1,635.09	-309.48
05/26/2006	09/21/2009	7	APPLE INC	182.14	64.00	1,275.00	448.02	826.98
08/28/2008	09/28/2009	5	APACHE CORP	93.01	116.79	465.03	583.96	-118.93
03/19/2007	10/01/2009	5	EXXON MOBIL CORP	67.75	70.82	338.76	354.09	-15.33
06/25/2007	10/01/2009	25	EXXON MOBIL CORP	67.75	82.80	1,693.79	2,069.99	-376.20
01/17/2008	10/02/2009	29	JPMORGAN CHASE & CO	41.26	40.60	1,196.54	1,177.42	19.12
09/30/2003	10/02/2009	20	PEPSICO INC	60.96	45.97	1,219.23	919.46	299.77
01/24/2008	10/05/2009	20	BP PLC-SPONS ADR	51.26	63.15	1,025.28	1,262.93	-237.65
01/23/2008	10/05/2009	20	BP PLC-SPONS ADR	51.26	61.19	1,025.27	1,223.76	-198.49
03/07/2007	10/05/2009	5	HEWLETT-PACKARD CO	45.58	40.19	227.89	200.95	26.94
03/08/2007	10/05/2009	15	HEWLETT-PACKARD CO	45.58	40.36	683.66	605.45	78.21
08/23/2007	10/12/2009	20	CELGENE CORP	55.20	60.01	1,103.99	1,200.21	-96.22
03/06/2006	10/15/2009	25	GILEAD SCIENCES INC	46.56	29.99	1,163.97	749.72	414.25
05/03/2006	10/16/2009	40	CBS CORP-CLASS B	13.06	25.64	522.50	1,025.68	-503.18

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2008 to November 30, 2009
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
03/06/2006	10/19/2009	2	GOOGLE INC-CL A	551.19	375.08	1,102.38	750.16	352.22
01/18/2008	10/22/2009	25	TEVA PHARMACEUTICAL-SP ADR	50.65	48.12	1,266.18	1,202.95	63.23
11/23/2007	10/27/2009	9	MEDCO HEALTH SOLUTIONS INC	57.19	48.59	514.67	437.27	77.40
02/11/2008	10/27/2009	15	MEDCO HEALTH SOLUTIONS INC	57.19	48.97	857.78	734.51	123.27
10/10/2008	11/03/2009	24	APACHE CORP	97.56	66.28	2,341.40	1,590.83	750.57
07/09/2008	11/04/2009	75	SCHERING-PLOUGH CP	10.50	9.16	787.50	686.99	100.51
03/28/2008	11/04/2009	35	SCHERING-PLOUGH CP	10.50	8.31	367.50	290.97	76.53
01/17/2008	11/06/2009	15	JPMORGAN CHASE & CO	43.15	40.60	647.30	609.01	38.29
04/23/2008	11/06/2009	30	MERCK & CO. INC.	32.62	38.44	978.61	1,153.25	-174.64
04/24/2008	11/06/2009	3	MERCK & CO. INC	32.62	40.09	97.86	120.28	-22.42
03/28/2008	11/06/2009	22	MERCK & CO. INC	32.62	18.02	717.65	396.41	321.24
03/23/2007	11/06/2009	10	MERCK & CO. INC.	32.62	44.42	326.20	444.24	-118.04
03/09/2007	11/06/2009	10	MERCK & CO. INC	32.62	44.61	326.21	446.13	-119.92
02/11/2008	11/09/2009	10	COLGATE-PALMOLIVE CO	80.19	75.19	801.86	751.89	49.97
06/24/2008	11/12/2009	8	MERCK & CO. INC.	33.34	36.76	266.71	294.08	-27.37
05/13/2008	11/12/2009	25	MERCK & CO. INC.	33.34	39.67	833.46	991.84	-158.38
04/24/2008	11/12/2009	2	MERCK & CO. INC.	33.34	40.10	66.68	80.19	-13.51
03/06/2006	11/12/2009	10	SCHLUMBERGER LTD	64.70	59.87	646.99	598.68	48.31
12/22/2006	11/13/2009	25	CISCO SYSTEMS INC	23.56	27.29	589.04	682.25	-93.21
10/22/2008	11/13/2009	6	PROCTER & GAMBLE CO	61.69	60.70	370.17	364.22	5.95
05/15/2006	11/16/2009	30	CBS CORP-CLASS B	13.34	25.60	400.33	767.96	-367.63
05/03/2006	11/16/2009	25	CBS CORP-CLASS B	13.34	25.64	333.60	641.06	-307.46
06/28/2006	11/16/2009	10	CBS CORP-CLASS B	13.34	26.54	133.44	265.43	-131.99
06/24/2008	11/20/2009	15	MERCK & CO. INC.	36.10	36.76	541.49	551.42	-9.93
03/07/2008	11/30/2009	35	ALLSTATE CORP	28.10	47.02	983.33	1,645.70	-662.37
*** Subtotal For Long Term						423,048.80	551,159.00	-128,110.20

Zero Cost

01/01/1950	12/15/2008	4,820	COSTCO WHOLESALE CORP	52.28	0.00	252,000.20	145	251,855
01/01/1950	03/26/2009	100	PFIZER INC	14.43	0.00	1,443.17	3406	-1963
*** Subtotal For Zero Cost						253,443.37	3,551	249,892
Total Long Term						676,492	554,710	121,782

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

December 01, 2008 to November 30, 2009

Reporting Currency: US dollars

Capital Gains

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
Cash in Lieu								
01/01/1900	12/15/2008		REPUBLIC SERVICES INC CASH IN LIEU OF FRACTIONS			11.52		11.52
			ON 0.50000@ \$00023.04					
01/01/1900	04/06/2009		TIME WARNER CABLE INC CASH IN LIEU OF .20200			5.21		5.21
			TIME WARNER INC					
01/01/1900	08/18/2009		***TAIWAN SEMICONDUCTOR MFG CO LTD- SPONSORED ADR REPSTG 5 COM			5.42		5.42
			CASH IN LIEU OF .52500					
01/01/1900	11/13/2009		MERCK & CO INC NEW CASH IN LIEU OF FRACTIONS			11.28		11.28
*** Subtotal For Cash in Lieu						33.43	0.00	33.43

For securities denominated in following currencies the quantities are divided and prices multiplied by the indicated factors:

Brazilian real	1,000
Japanese yen	100

Please note that prior to 2008, long-term capital gain distributions from mutual funds can be found on the Income report.

Short-term capital gains distributions from mutual funds are treated as ordinary income for tax purposes. See the Income report for details Please see your Year-End Tax Report for your official tax record. You should verify the accuracy of all calculations with your tax advisor.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - 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 Form 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	Employer identification number
	THE FRANK M. & LEE GOLDBERG FOUNDATION	95-3678549
	Number, street, and room or suite no. If a P.O. box, see instructions. 1333 CAMINO DEL RIO SOUTH, SUITE 310	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN DIEGO, CA 92108-3520	

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 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

FRANK M. & LEE GOLDBERG

- The books are in the care of ► **1333 CAMINO DEL RIO SOUTH, #310 - SAN DIEGO, CA 92108**
Telephone No ► **(619) 297-3900** 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 **JULY 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
► ☒ tax year beginning **DEC 1, 2008**, and ending **NOV 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	\$	10,240.
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	\$	10,240.
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	\$	0.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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

- 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 File by the extended due date for filing the return. See instructions	Name of Exempt Organization		Employer identification number
	THE FRANK M. & LEE GOLDBERG FOUNDATION		95-3678549
	Number, street, and room or suite no. If a P.O. box, see instructions 1333 CAMINO DEL RIO SOUTH, SUITE 310		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN DIEGO, CA 92108-3520		

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

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

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

FRANK M. & LEE GOLDBERG

- The books are in the care of **1333 CAMINO DEL RIO SOUTH, #310 - SAN DIEGO, CA 92108**

Telephone No. **(619) 297-3900**

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 **OCTOBER 15, 2010.**
- 5 For calendar year , or other tax year beginning **DEC 1, 2008**, and ending **NOV 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 REQUIRED IN ORDER TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX 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	\$	10,240.
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	\$	10,240.
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	\$	0.

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 **Mitchell Heil** Title **CPA** Date **7/15/10**

Form 8868 (Rev. 4-2009)