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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

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
InstructionsName of foundation
SADIE AND LOUIS ROTH FOUNDATION
C/O GEORGE F. HEINRICH, M.D.

A Employer identification number

13-3071645

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

P.O. BOX 367

(212) 794-2155

City or town, state, and ZIP code

ELMWOOD PARK, NJ 07407

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,422,784.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)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 ▶ ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	966.	966.		ATCH 1
4 Dividends and interest from securities	18,110.	18,110.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-5,444.			
b Gross sales price for all assets on line 6a	206,205.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances (attach schedule)				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	13,632.	19,076.		
13 Compensation of officers, directors, trustees, etc.	3,700.	1,850.	0.	1,850.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) [3]	5,000.	4,000.	0.	1,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	27.	27.	0.	0.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) [5]	17,805.	17,555.	0.	250.
24 Total operating and administrative expenses. Add lines 13 through 23	26,532.	23,432.	0.	3,100.
25 Contributions, gifts, grants paid	140,000.			140,000.
26 Total expenses and disbursements. Add lines 24 and 25	166,532.	23,432.	0.	143,100.
27 Subtract line 26 from line 12:	-152,900.			
a Excess of revenue over expenses and disbursements		-0-		
b Net investment income (if negative, enter -0-)			-0-	
c Adjusted net income (if negative, enter -0-)				

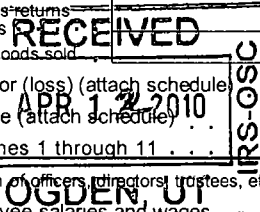
Revenue
Operating and Administrative Expenses

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA ** ATCH 4

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SCANNED APR 14 2010



Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	306,238.	159,690.	159,690.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) <u>ATCH 6</u>	983,369.	977,017.	1,138,284.
	c Investments - corporate bonds (attach schedule) <u>ATCH 7</u>	125,360.	125,360.	124,810.
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,414,967.	1,262,067.	1,422,784.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,414,967.	1,262,067.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see page 17 of the instructions)	1,414,967.	1,262,067.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,414,967.	1,262,067.		

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	1,414,967.
2 Enter amount from Part I, line 27a	2	-152,900.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,262,067.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,262,067.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-5,444.	
<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> <p>If gain, also enter in Part I, line 7</p> <p>If (loss), enter -0- in Part I, line 7</p> </div> <div style="font-size: 2em;">}</div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> <p>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).</p> <p>If (loss), enter -0- in Part I, line 8.</p> </div> <div style="font-size: 2em;">}</div> </div>					

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))	
2008	143,959.	1,631,386.	0.088243	
2007	145,971.	1,988,371.	0.073412	
2006	142,993.	1,977,564.	0.072308	
2005	145,710.	2,029,075.	0.071811	
2004	140,532.	2,087,482.	0.067321	
2 Total of line 1, column (d)			2	0.373095
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3	0.074619
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4	1,334,929.
5 Multiply line 4 by line 3			5	99,611.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	
7 Add lines 5 and 6			7	99,611.
8 Enter qualifying distributions from Part XII, line 4			8	143,100.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	0.
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	0.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	2,129.	
b Exempt foreign organizations-tax withheld at source	6 b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,129.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	2,129.	
11 Enter the amount of line 10 to be. Credited to 2010 estimated tax <input checked="" type="checkbox"/> 2,129. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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
4 a 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?		X
If "Yes," attach the statement required by General Instruction T		
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/>		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N				
14	The books are in care of ▶ GEORGE F. HEINRICH, M.D. Telephone no. ▶			
	Located at ▶ PO BOX 367 ELMWOOD PK, NJ 07407 ZIP + 4 ▶			
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			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009)	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 2009?	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)? (see page 22 of the instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		3,700.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0.	0.	0.

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

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

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

Amount

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	1,087,703.
b	Average of monthly cash balances	1b	267,555.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,355,258.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,355,258.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	20,329.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,334,929.
6	Minimum investment return. Enter 5% of line 5	6	66,746.

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

1	Minimum investment return from Part X, line 6	1	66,746.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	0.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	66,746.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	66,746.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	66,746.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	143,100.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	143,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	143,100.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				66,746.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	36,974.			
b From 2005	44,696.			
c From 2006	46,169.			
d From 2007	50,810.			
e From 2008	62,452.			
f Total of lines 3a through e	241,101.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 143,100.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				66,746.
e Remaining amount distributed out of corpus	76,354.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	317,455.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	36,974.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	280,481.			
10 Analysis of line 9:				
a Excess from 2005	44,696.			
b Excess from 2006	46,169.			
c Excess from 2007	50,810.			
d Excess from 2008	62,452.			
e Excess from 2009	76,354.			

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

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 2009, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 ATTACHMENT 9				
Total. ▶ 3a				140,000.
b Approved for future payment				
Total. ▶ 3b				

Enter gross amounts unless otherwise indicated.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
----------------------	--

JSA
9E1492 1 000

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

- | 1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|--|-------|-----|----|
| 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. | | | |

[illegible]

- 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

[illegible]

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.

Sign Here

Signature of officer or trustee

Date _____

Title

Preparer's
signature

Date _____

Check if
self-employed

Preparer's identifying
number (See **Signature** on
page 30 of the instructions)
P00077323

Firm's name (or yours if self-employed), address, and ZIP code

▶ KRANZ & COMPANY LLP
145 EAST 57TH STREET
NEW YORK, NY

10022

EIN ► 13-2766940

Phone no. 212-355-4990

Form **990-PF** (2009)

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				455.	
20,019.		SMITH BARNEY A/C 313-38564 - SEE ATTACHE P PROPERTY TYPE: SECURITIES 7,252.				VARIOUS 12,767.	VARIOUS
185,731.		SMITH BARNEY A/C 313-38564 - SEE ATTACHE P PROPERTY TYPE: SECURITIES 204,397.				VARIOUS -18,666.	VARIOUS
TOTAL GAIN(LOSS)						<u>-5,444.</u>	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SALOMON SMITH BARNEY	966.	966.
TOTAL	966.	966.

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SALOMON SMITH BARNEY	18,110.	18,110.
TOTAL	<u>18,110.</u>	<u>18,110.</u>

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	5,000.	4,000.	0.	1,000.
TOTALS	5,000.	4,000.	0.	1,000.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAX	27.	27.	0.	0.
TOTALS	27.	27.	0.	0.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BANK CHARGES	250.	250.	0.	0.
NYS DEPT OF LAW	250.	0.	0.	250.
INVESTMENT ADVISORY FEES	17,305.	17,305.	0.	0.
TOTALS	17,805.	17,555.	0.	250.

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	977,017.	1,138,284.
TOTALS	977,017.	1,138,284.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	125,360.	124,810.
TOTALS	125,360.	124,810.

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DR. GEORGE HEINRICH P.O. BOX 367 P.O. BOX 367, NJ 07407	V. PRES	1,850.	0.	0.
ANTHONY P. LEICHTER KIPP-STAWSKI MANAGEMENT GROUP 565 FIFTH AVENUE NEW YORK, NY 10017	PRES	1,850.	0.	0.
GRAND TOTALS		3,700.	0.	0.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YESHIVA UNIVERSITY 500 WEST 185TH NEW YORK, NY 10038	NONE PUBLIC CHARITY	SCHOLARSHIP	10,000.
THE NY HOSPITAL 56-45 MAIN STREET FLUSHING, NY 11355	NONE PUBLIC CHARITY	RESEARCH	50,000
THE SKIN CANCER FOUNDATION 245 FIFTH AVENUE NEW YORK, NY 10016	NONE PUBLIC CHARITY	RESEARCH	5,000.
JEWISH FAMILY & CHILDREN SERVICES 705 SUMMERFIELD AVENUE ASBURY PARK, NJ 07712	NONE PUBLIC CHARITY	GENERAL FUND	250
TRUSTEE OF THE UNIVERSITY OF PENNSYLVANIA PENN TOWER, SUITE 1400 PHILADELPHIA, PA 19104	NONE PUBLIC CHARITY	RESEARCH	1,000.
JEWISH FEDERATION OF PALM BEACH 4601 COMMUNITY DRIVE WEST PALM BEACH, FLORIDA 33417	NONE PUBLIC CHARITY	GENERAL FUND	3,000.
JEWISH FEDERATION OF MONMOUTH COUNTY 100 GRAND AVENUE DEAL, NJ 07723	NONE PUBLIC CHARITY	GENERAL FUND	1,800
FRIENDS OF KAREN 118 TITICUS ROAD PURDY'S, NY 10578	NONE PUBLIC CHARITY	GENERAL FUND	1,000.

ATTACHMENT 9

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PALM BEACH COUNTY CLUB FOUNDATION 760 NORTH OCEAN BLVD PALM BEACH, FL 33480	NONE PUBLIC		GENERAL FUND	500.
FOUNDATION OF UNI. MEDICINE AND DENTISTRY OF NJ 120 ALBANY STREET NEW BRUNSWICK, NJ 08901	NONE PUBLIC		SCHOLARSHIP	5,000
BEN GURION UNIVERSITY 1114 AVENUE OF AMERICAS NEW YORK, NY 10038	NONE PUBLIC CHARITY		EDUCATIONAL-GENERAL FUND	6,700
JOHN HOPKINS UNIVERSITY 1101 E 33RD ST STE C202 BALTIMORE, MD 21218	NONE PUBLIC CHARITY		SCHOLARSHIP	38,250
HILLEL HOUSE OF JOHN HOPKINS UNIVERSITY 1101 E 33RD ST STE C202 BALTIMORE, MD 21218	NONE PUBLIC CHARITY		GENERAL FUND	3,000
ROCKEFELLER UNIVERSITY 1230 YORK AVE NEW YORK, NY 10021	NONE PUBLIC CHARITY		GENERAL FUND	10,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVE LOS ANGELES, CA 90012	NONE PUBLIC		GENERAL FUND	2,000
NEW YORK UNIVERSITY 730 BROADWAY SUITE 9TH FLOOR NEW YORK, NY 10003	NONE PUBLIC		GENERAL FUND	1,000

ATTACHMENT 9

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FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

UNITED WAY OF PALM BEACH
2600 QUANTUM ROAD
BOYNTON BEACH, FL 33426

NONE
PUBLIC

GENERAL FUND

500

AMERICAN FRIENDS OF MAGEN DAVID ADOM
352 SEVENTH AVENUE, SUITE 400
NEW YORK, NY 10001

NONE
PUBLIC

GENERAL FUND

1,000

TOTAL CONTRIBUTIONS PAID

140,000.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust **SADIE AND LOUIS ROTH FOUNDATION**
C/O GEORGE F. HEINRICH, M.D.

Employer identification number
13-3071645

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	12,767.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	12,767.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 10		455.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-18,666.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	-18,211.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		12,767.
14	Net long-term gain or (loss):			
a	Total for year	14a		-18,211.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-5,444.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	(3,000.)
a	The loss on line 15, column (3) or		
b	\$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23.	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).	34	

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2009

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

SADIE AND LOUIS ROTH FOUNDATION

Employer identification number

13-3071645

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	12,767.
---	---------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-18,666.
---	----------

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 10

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

SMITH BARNEY

455.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

455.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

455.

SADIE AND LOUIS ROTH FOUNDATION
STOCKS
DECEMBER 31, 2009

SECURITIES	COST BASIS BEGINNING OF YEAR	COST BASIS END OF YEAR	MARKET VALUE END OF YEAR
AUTODESK INC	9,704.38	9,704.38	6,352.50
AUTODESK INC	1,649.99	1,649.99	1,270.50
AUTODESK INC	0.00	1,155.10	1,651.65
AKAMAI TECHNOLOGIES INC	0.00	11,938.75	12,670.00
AMAZON COM INC	6,389.49	6,389.49	24,213.60
AMAZON COM INC	3,194.75	0.00	0.00
AMAZON COM INC	1,064.92	0.00	0.00
AMAZON COM INC	3,272.80	3,272.80	13,452.00
AMAZON COM INC	6,459.62	0.00	0.00
AMAZON COM INC	339.98	0.00	0.00
AMGEN INC	7,491.24	7,491.24	29,416.40
AMGEN INC	0.00	9,855.00	10,182.60
ANADARKO PETROLIUM CORP	10,912.71	10,912.71	15,292.90
ANADARKO PETROLIUM CORP	2,004.38	0.00	0.00
BED BATH & BEYOND	7,960.00	7,960.00	7,722.00
BED BATH & BEYOND	1,990.00	0.00	0.00
BED BATH & BEYOND	7,419.63	0.00	0.00
BED BATH & BEYOND	2,606.90	0.00	0.00
BED BATH & BEYOND	6,630.88	6,630.88	9,652.50
BERKSHIRE HATHAWAY INC	17,203.42	17,203.42	32,860.00
BERKSHIRE HATHAWAY INC	0.00	4,615.56	6,572.00
BIOGEN IDEC INC	18,203.32	18,203.32	21,400.00
BIOGEN IDEC INC	17,846.51	17,846.51	14,712.50
BIOGEN IDEC INC	0.00	5,795.80	6,687.50
BLACKROCK INC	0.00	2,858.50	5,805.00
BLACKROCK INC	0.00	3,025.02	5,572.80
BLACKROCK INC	0.00	2,827.52	5,108.40
BROADCOM CORP	8,846.70	8,846.70	9,441.00
BROADCOM CORP	2,894.40	2,894.40	3,933.75
CABLEVISION SYSTEMS CORP	6,372.00	6,372.00	7,746.00
CABLEVISION SYSTEMS CORP	2,361.91	2,361.91	2,582.00
CABLEVISION SYSTEMS CORP	0.00	1,234.43	1,291.00
CELGENE CORP	3,118.96	3,118.96	3,507.84
CELGENE CORP	3,174.27	3,174.27	3,452.16
CELGENE CORP	0.00	5,323.33	5,568.00
CELGENE CORP	0.00	4,161.56	5,568.00
CELGENE CORP	0.00	6,734.78	6,960.00
CISCO SYS INC	25,907.60	25,907.60	32,438.70
CISCO SYS INC	2,772.40	0.00	0.00
COCA-COLA CO	5,770.80	5,770.80	6,840.00
COCA-COLA CO	16,864.00	16,864.00	22,800.00
COCA-COLA CO	0.00	10,104.84	10,260.00
COMCAST CORP CL A	22,149.83	22,149.83	19,051.90
COMCAST CORP CL A	0.00	2,326.24	2,561.60

SADIE AND LOUIS ROTH FOUNDATION
STOCKS
DECEMBER 31, 2009

SECURITIES	COST BASIS BEGINNING OF YEAR	COST BASIS END OF YEAR	MARKET VALUE END OF YEAR
CREE INC	5,660.00	5,660.00	14,092.50
CREE INC	905.60	0.00	0.00
CREE INC	2,339.00	0.00	0.00
CVS CAREMARK CORP	6,443.75	6,443.75	7,408.30
CVS CAREMARK CORP	2,846.75	2,846.75	3,059.95
CVS CAREMARK CORP	0.00	4,583.72	5,636.75
CVS CAREMARK CORP	0.00	2,934.72	3,221.00
CVS CAREMARK CORP	0.00	2,989.80	3,221.00
CVS CAREMARK CORP	0.00	1,670.91	1,739.34
DELL	2,287.35	0.00	0.00
DELL	19,193.85	0.00	0.00
DELL	11,668.80	0.00	0.00
DELL	5,156.30	0.00	0.00
DOLBY LABORATORIES INC	313.15	313.15	525.03
DOLBY LABORATORIES INC	2,795.53	2,795.53	4,486.62
DOLBY LABORATORIES INC	1,071.92	1,071.92	1,670.55
DOLBY LABORATORIES INC	159.32	159.32	238.65
EBAY INC	19,147.63	19,147.63	14,706.25
EBAY INC	2,034.13	2,034.13	1,764.75
ELECTRONIC ARTS	25,499.95	25,499.95	8,875.00
ELECTRONIC ARTS	5,097.66	5,097.66	1,775.00
ELECTRONIC ARTS	5,034.41	5,034.41	5,058.75
ELECTRONIC ARTS	0.00	3,650.36	3,816.25
ELECTRONIC ARTS	0.00	2,290.42	2,130.00
EXPEDIA INC	0.00	23,947.66	25,601.35
FIRST SOLAR INC	3,191.83	3,191.83	3,791.20
FIRST SOLAR INC	2,722.35	2,722.35	2,978.80
FIRST SOLAR INC	0.00	2,744.35	3,385.00
WALT DISNEY HOLDING CO	11,554.84	11,554.84	10,965.00
WALT DISNEY HOLDING CO	16,560.06	16,560.06	16,125.00
FLUOR CORP	1,661.97	1,661.97	2,252.00
FLUOR CORP	2,285.21	2,285.21	3,378.00
FLUOR CORP	0.00	1,047.69	1,126.00
FLUOR CORP	0.00	935.91	1,126.00
FOREST LABORATORIES INC	14,892.00	14,892.00	12,844.00
FOREST LABORATORIES INC	0.00	2,307.88	2,568.80
FREEPORT MCMORAN COPPER & GOLD CL B	0.00	2,607.88	8,831.90
GENENTECH INC	11,191.60	0.00	0.00
GENENTECH INC	7,194.60	0.00	0.00
GENENTECH INC	5,595.80	0.00	0.00
GENENTECH INC	3,857.00	0.00	0.00
GENENTECH INC	3,959.88	0.00	0.00
GENERAL ELECTRIC CO	27,000.00	27,000.00	13,617.00
GENERAL ELECTRIC CO	18,270.00	18,270.00	9,078.00

SADIE AND LOUIS ROTH FOUNDATION
STOCKS
DECEMBER 31, 2009

SECURITIES	COST BASIS BEGINNING OF YEAR	COST BASIS END OF YEAR	MARKET VALUE END OF YEAR
GENZYME CORP	15,250.00	15,250.00	12,252.50
GENZYME CORP	3,018.86	3,018.86	2,450.50
GOOGLE INC	6,479.59	6,479.59	11,159.64
GOOGLE INC	6,872.30	6,872.30	11,779.62
HOME DEPOT INC	6,279.50	6,279.50	5,496.70
HOME DEPOT INC	16,855.50	0.00	0.00
HOME DEPOT INC	12,098.88	12,098.88	8,679.00
HOME DEPOT INC	8,230.48	8,230.48	7,955.75
HOME DEPOT INC	3,602.22	3,602.22	3,905.55
INTEL CORP	20,974.85	20,974.85	30,804.00
INTEL CORP	972.34	0.00	0.00
INTEL CORP	15,750.00	0.00	0.00
JOHNSON & JOHNSON	16,843.91	16,843.91	35,103.45
JUNIPER NETWORKS INC	4,386.90	4,386.90	6,614.16
JUNIPER NETWORKS INC	1,969.39	1,969.39	3,120.39
JUNIPER NETWORKS INC	2,181.73	2,181.73	3,467.10
JUNIPER NETWORKS INC	1,369.01	1,369.01	2,133.60
JUNIPER NETWORKS INC	0.00	6,339.77	11,334.75
LIBERTY MEDIA HLDG CORP CAP SER A	877.35	0.00	0.00
LIBERTY MEDIA HLDG CORP CAP SER A	1,107.76	0.00	0.00
LIBERTY MEDIA HLDG CORP CAP SER A	1,689.69	0.00	0.00
LIBERTY MEDIA HLDG CORP CAP SER A	0.00	1,649.28	7,164.00
LIBERTY MEDIA HLDG CORP INTERACTIVE SER	4,686.40	4,686.40	3,165.28
LIBERTY MEDIA HLDG CORP INTERACTIVE SER	9,883.20	0.00	0.00
LIBERTY MEDIA HLDG CORP INTERACTIVE SER	955.38	955.38	628.72
LIBERTY MEDIA HLDG CORP INTERACTIVE SER	0.00	868.60	2,710.00
DIRECTV CL A	4,260.66	4,260.66	6,670.00
DIRECTV CL A - CASH IN LIEU	0.72	0.00	0.00
LIBERTY MEDIA CORP LIBERTY STARZ SER A	666.68	666.68	923.00
L 3 COMMUNICATIONS HLDGS INC	12,248.60	12,248.60	13,042.50
MICROSOFT CORP	9,433.32	9,433.32	11,887.20
MICROSOFT CORP	5,588.00	5,588.00	6,096.00
MICROSOFT CORP	9,305.97	9,305.97	9,144.00
NASDAQ OMX GROUP INC	16,769.01	16,769.01	8,522.60
NASDAQ OMX GROUP INC	4,880.81	4,880.81	2,973.00
NASDAQ OMX GROUP INC	3,231.93	3,231.93	2,576.60
NASDAQ OMX GROUP INC	0.00	3,535.62	3,765.80
NATIONAL OILWELL VARGO INC	4,146.38	4,146.38	2,469.04
NATIONAL OILWELL VARGO INC	0.00	3,133.48	5,246.71
NVIDIA CORP	9,832.81	9,832.81	24,284.00
NVIDIA CORP	3,025.48	0.00	0.00
NUCOR CORP	0.00	4,080.18	4,665.00
NUCOR CORP	0.00	1,016.68	1,166.25
NUCOR CORP	0.00	3,122.79	3,498.75

SADIE AND LOUIS ROTH FOUNDATION
STOCKS
DECEMBER 31, 2009

SECURITIES	COST BASIS BEGINNING OF YEAR	COST BASIS END OF YEAR	MARKET VALUE END OF YEAR
PALL CORP	10,300.20	10,300.20	10,860.00
PALL CORP	6,866.80	0.00	0.00
PEPSICO INC	2,749.10	0.00	0.00
PEPSICO INC	10,488.17	10,488.17	24,320.00
PFIZER INC	6,759.00	0.00	0.00
PFIZER INC	5,666.00	0.00	0.00
PROCTER & GAMBLE CO	1,508.81	1,508.81	2,122.05
PROCTER & GAMBLE CO	13,300.00	13,300.00	23,645.70
QUALCOMM INC	13,512.62	13,512.62	15,959.70
QUALCOMM INC	0.00	2,337.44	2,544.30
QUALCOMM INC	0.00	6,988.64	7,401.60
ROCHE HLDG LTD	4,093.08	4,093.08	4,220.00
ROCHE HLDG LTD	2,046.54	2,046.54	2,110.00
ROCHE HLDG LTD	0.00	8,189.73	10,550.00
SANDISK CORP	10,005.40	10,005.40	5,798.00
SANDISK CORP	4,890.71	4,890.71	2,899.00
SANDISK CORP	1,435.39	1,435.39	1,449.50
SANDISK CORP	1,654.85	1,654.85	2,174.25
SCHWAB CHARLES CORP	0.00	5,591.64	7,528.00
SCHWAB CHARLES CORP	0.00	946.23	1,411.50
SCHWAB CHARLES CORP	0.00	5,849.87	8,469.00
SEAGATE TECHNOLOGY USD	13,105.00	13,105.00	9,095.00
SEAGATE TECHNOLOGY USD	2,703.91	2,703.91	2,273.75
SEAGATE TECHNOLOGY USD	0.00	1,220.89	1,364.25
SEARS HOLDINGS CORPORATION	9,658.25	0.00	0.00
SEARS HOLDINGS CORPORATION	298.71	0.00	0.00
SEARS HOLDINGS CORPORATION	4,882.64	4,882.64	4,255.95
SEARS HOLDINGS CORPORATION	886.32	0.00	0.00
SEARS HOLDINGS CORPORATION	884.30	0.00	0.00
SEARS HOLDINGS CORPORATION	3,045.92	3,045.92	2,586.95
SEARS HOLDINGS CORPORATION	2,246.46	2,246.46	2,086.25
SEARS HOLDINGS CORPORATION	4,041.88	4,041.88	3,588.35
TEXAS INSTRUMENTS INC.	12,218.75	12,218.75	26,060.00
TEXAS INSTRUMENTS INC.	2,443.75	0.00	0.00
TEXAS INSTRUMENTS INC.	2,443.75	0.00	0.00
TIME WARNER INC. (AOL TIME WARNER INC.)	6,001.67	0.00	0.00
TIME WARNER INC. (AOL TIME WARNER INC.)	11,400.00	0.00	0.00
TYCO INTL LTD CHF	5,216.68	5,216.68	4,460.00
TYCO INTL LTD CHF	2,963.06	2,963.06	2,212.16
TYCO INTL LTD CHF	5,719.13	5,719.13	4,959.52
TYCO INTL LTD CHF	4,064.69	4,064.69	3,532.32
TYCO ELECTRONICS LTD	3,907.83	3,907.83	3,068.75
TYCO ELECTRONICS LTD	2,219.64	2,219.64	1,522.10
TYCO ELECTRONICS LTD	3,529.79	3,529.79	2,626.85

SADIE AND LOUIS ROTH FOUNDATION
STOCKS
DECEMBER 31, 2009

SECURITIES	COST BASIS BEGINNING OF YEAR	COST BASIS END OF YEAR	MARKET VALUE END OF YEAR
TYCO ELECTRONICS LTD	2,477.78	2,477.78	1,841.25
TYCO ELECTRONICS LTD	1,840.66	1,840.66	1,374.80
COVIDIEN LTD	4,244.74	4,244.74	5,986.25
COVIDIEN PLC	2,411.00	2,411.00	2,969.18
UNITEDHEALTH GROUP INC	21,855.00	21,855.00	15,240.00
UNITEDHEALTH GROUP INC	0.00	4,138.38	6,096.00
VERTEX PHARMACEUTICALS INC	332.22	332.22	557.05
VERTEX PHARMACEUTICALS INC	624.65	624.65	985.55
VERTEX PHARMACEUTICALS INC	108.00	108.00	171.40
VERTEX PHARMACEUTICALS INC	109.68	109.68	171.40
VERTEX PHARMACEUTICALS INC	350.51	350.51	557.05
VERTEX PHARMACEUTICALS INC	1,149.35	1,149.35	1,842.55
VERTEX PHARMACEUTICALS INC	346.17	346.17	557.05
VERTEX PHARMACEUTICALS INC	983.63	983.63	1,585.45
WEATHERFORD INTL LTD	16,480.75	16,480.75	11,641.50
WEATHERFORD INTL LTD	0.00	2,955.21	4,620.78
YAHOO INC	0.00	5,944.58	7,299.30
YAHOO INC	0.00	7,194.04	9,061.20
YAHOO INC	0.00	2,299.61	2,517.00
INTEL CORP	5,000.00	5,000.00	3,508.80
rounding	0.42	0.08	(0.06)
TOTAL STOCKS	983,369.00	977,017.00	1,138,284.00

**SADIE AND LOUIS ROTH FOUNDATION
CORPORATE BONDS
DECEMBER 31, 2009**

SECURITIES	COST BASIS BEGINNING OF YEAR	COST BASIS END OF YEAR	MARKET VALUE END OF YEAR
KROGER CO 02/01/10 8.050%	28,492.75	28,492.75	25,120.75
ISHARES TR LEHMAN 7-10 YEAR T-BOND FUND	25,254.20	25,254.20	26,580.00
ISHARES TR LEHMAN 7-10 YEAR T-BOND FUND	25,782.20	25,782.20	26,580.00
ISHARES TR LEHMAN 1-3 TEAR T-BOND FUND	24,726.20	24,726.20	24,888.00
TRICON GLOBAL RESTAURANTS, INC. 8.875%	21,105.00	21,105.00	21,641.40
rounding	(0.35)	(0.35)	(0.15)
TOTAL CORP. BONDS	125,360.00	125,360.00	124,810.00

SADIE AND LOUIS ROTH FOUNDATION
ACCT# 313-38564-13
SMITH BARNEY - CAPITAL GAINS SCHEDULE
DECEMBER 31, 2009

SECURITIES	DATE PURCHASED	NUMBER OF SHARES	NET COST BASIS		DATE SOLD	# SHARES SOLD	INCOME FROM SALES	REALIZED GAIN/(LOSS)		
								ON SALE	ST	LT
STOCKS										
EXPEDIA INC	11/11/2009	5		120.34	12/02/2009	5	129.25		8.91	0.00
FREEMPORT MCMORAN COPPER & GOLD CL B	01/20/2009	65		1,541.02	11/11/2009	65	5,396.28		3,855.26	0.00
FREEMPORT MCMORAN COPPER & GOLD CL B	02/11/2009	10		282.16	11/11/2009	10	830.20		548.04	0.00
FREEMPORT MCMORAN COPPER & GOLD CL B	02/11/2009	40		1,128.65	10/14/2009	40	3,049		1,919.98	0.00
LIBERTY MEDIA HLDG CORP CAP SER A	01/29/2009	210		1,154.50	11/11/2009	210	5,182.44		4,027.94	0.00
NVIDIA CORP	12/29/2008	400		3,025.48	11/11/2009	400	5,432.46		2,406.98	0.00
TOTAL SHORT TERM										
				7,252.15			20,019.26		12,767.11	0.00
AMAZON COM INC	04/28/2006	90		3,194.75	11/11/2009	90	11,656.30		0.00	8,461.55
AMAZON COM INC	04/28/2006	30		1,064.92	03/06/2009	30	1,848.37		0.00	783.45
AMAZON COM INC	09/30/2008	95		6,459.62	11/05/2009	95	11,310.19		0.00	4,850.57
AMAZON COM INC	09/30/2008	5		339.98	11/11/2009	5	647.57		0.00	307.59
ANADARKO PETROLIUM CORP	06/28/2006	45		2,004.38	10/12/2009	45	3,067.23		0.00	1,062.85
BED BATH & BEYOND	04/02/2007	50		1,990.00	11/11/2009	50	1,892.10		0.00	(97.90)
BED BATH & BEYOND	05/16/2007	185		7,419.63	11/11/2009	185	7,000.75		0.00	(418.88)
BED BATH & BEYOND	05/16/2007	65		2,606.90	10/28/2009	65	2,325.38		0.00	(281.52)
CISCO SYS INC	06/28/2006	145		2,772.40	11/05/2009	145	3,459.73		0.00	687.33
CREE INC	06/28/2006	40		905.60	11/11/2009	40	1,858.51		0.00	952.91
CREE INC	07/06/2006	100		2,339.00	11/11/2009	100	4,646.28		0.00	2,307.28
DELL	03/18/2004	69		2,287.35	02/02/2009	69	640.43		0.00	(1,646.92)
DELL	03/18/2004	579		19,193.85	01/29/2009	579	5,860.48		0.00	(13,333.37)
DELL	03/18/2004	352		11,668.80	01/30/2009	352	3,421.28		0.00	(8,247.52)
DELL	05/03/2007	200		5,156.30	02/02/2009	200	1,856.30		0.00	(3,300.00)
GENENTECH INC	04/28/2006	140		11,191.60	03/26/2009	140	13,300.00		0.00	2,108.40
GENENTECH INC	04/28/2006	90		7,194.60	01/30/2009	90	7,300.02		0.00	105.42
GENENTECH INC	04/28/2006	70		5,595.80	03/06/2009	70	6,276.06		0.00	680.26
GENENTECH INC	06/28/2006	50		3,857.00	03/26/2009	50	4,750.00		0.00	893.00
GENENTECH INC	05/31/2007	50		3,959.88	03/26/2009	50	4,750.00		0.00	790.12
HOME DEPOT INC	09/13/2002	510		16,855.50	05/28/2009	510	11,554.82		0.00	(5,300.68)
INTEL CORP	10/24/1996	70		972.34	11/03/2009	70	1,291.19		0.00	318.85
INTEL CORP	02/10/1997	800		15,750.00	11/03/2009	800	14,756.41		0.00	(993.59)
LIBERTY MEDIA HLDG CORP CAP SER A	04/24/2007	50		877.35	11/11/2009	50	1,233.91		0.00	356.56
LIBERTY MEDIA HLDG CORP CAP SER A	06/04/2008	74		1,107.76	11/11/2009	74	1,826.19		0.00	718.43

SADIE AND LOUIS ROTH FOUNDATION
ACCT# 313-38564-13
SMITH BARNEY - CAPITAL GAINS SCHEDULE
DECEMBER 31, 2009

SECURITIES	DATE PURCHASED	NUMBER OF SHARES	NET		DATE SOLD	# SHARES SOLD	INCOME FROM SALES	REALIZED GAIN/(LOSS)	
			COST BASIS					ST	LT
STOCKS									
LIBERTY MEDIA HLDG CORP CAP SER A	06/27/2008	116	1,689.69		11/11/2009	116	2,862.68	0.00	1,172.99
LIBERTY MEDIA HLDG CORP INTERACTIVE SE	03/19/2008	600	9,883.20		11/11/2009	600	6,667.92	0.00	(3,215.28)
DIRECTV CL A - CASH IN LIEU	04/24/2007	0	0.72		11/25/2009	0	1.09	0.00	0.37
PALL CORP	01/18/2007	200	6,866.80		11/11/2009	200	6,811.38	0.00	(55.42)
PEPSICO INC	09/17/1996	100	2,749.10		11/11/2009	100	6,262.23	0.00	3,513.13
PFIZER INC	07/18/2006	300	6,759.00		07/18/2009	300	4,270.63	0.00	(2,488.37)
PFIZER INC	10/04/2006	200	5,666.00		07/09/2009	200	2,859.97	0.00	(2,806.03)
SEARS HOLDINGS CORPORATION	01/07/2008	97	9,658.25		11/25/2009	97	6,953.04	0.00	(2,705.21)
SEARS HOLDINGS CORPORATION	01/07/2008	3	298.71		11/05/2009	3	200.37	0.00	(98.34)
SEARS HOLDINGS CORPORATION	01/10/2008	9	886.32		11/25/2009	9	645.13	0.00	(241.19)
SEARS HOLDINGS CORPORATION	01/11/2008	9	884.30		11/25/2009	9	645.12	0.00	(239.18)
TEXAS INSTRUMENTS INC.	06/17/1998	200	2,443.75		11/11/2009	200	5,062.12	0.00	2,618.37
TEXAS INSTRUMENTS INC.	06/17/1998	200	2,443.75		02/19/2009	200	3,039.98	0.00	596.23
TIME WARNER INC. (AOL TIME WARNER INC.)	09/13/1996	520	6,001.67		02/19/2009	520	3,998.67	0.00	(2,003.00)
TIME WARNER INC. (AOL TIME WARNER INC.)	10/04/1996	900	11,400.00		02/19/2009	900	6,920.78	0.00	(4,479.22)
TOTAL LONG TERM			204,396.57				185,730.61	0.00	(18,665.96)