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

**2009**

Department of the Treasury  
Internal Revenue Service

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

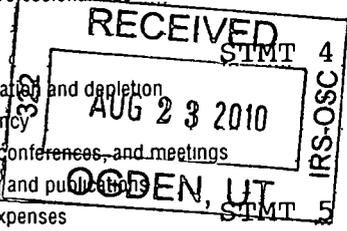
For calendar year **2009**, or tax year beginning , and ending

G Check all that apply  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation <b>THE VIOLA FUND</b>		A Employer identification number <b>13-3398045</b>	
	C/O ALAN S. HONIG, CPA		B Telephone number <b>(212) 682-4142</b>	
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite		
	<b>1501 BROADWAY</b>	<b>1313</b>		
	City or town, state, and ZIP code <b>NEW YORK, NY 10036</b>		C If exemption application is pending, check here <input type="checkbox"/>	
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>7,075,877.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
		(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	3,046.	3,046.		STATEMENT 1
4 Dividends and interest from securities	300,847.	300,847.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<236,097.>			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
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	67,796.	303,893.		
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 <span style="float:right">STMT 3</span>	36,000.	0.		0.
c Other professional fees				
17 Interest				
18 Taxes <span style="float:right">STMT 4</span>	5,886.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses <span style="float:right">STMT 5</span>	18,019.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	59,905.	0.		0.
25 Contributions, gifts, grants paid	521,390.			521,390.
26 Total expenses and disbursements. Add lines 24 and 25	581,295.	0.		521,390.
27 Subtract line 26 from line 12	<513,499.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		303,893.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED AUG 24 2010 Revenue



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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			
	2 Savings and temporary cash investments	715,745.	1,023,733.	1,023,733.
	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 6	6,383,920.	5,554,289.	6,036,326.
	c Investments - corporate bonds			
	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 ▶ PREPAID TAXES )	7,674.	15,818.	15,818.	
16 Total assets (to be completed by all filers)	7,107,339.	6,593,840.	7,075,877.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	7,107,339.	6,593,840.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	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	7,107,339.	6,593,840.		
31 Total liabilities and net assets/fund balances	7,107,339.	6,593,840.		

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	7,107,339.
2 Enter amount from Part I, line 27a	2	<513,499.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,593,840.
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	6,593,840.

**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 MERRILL LYNCH-SEE SCHEDULE		VARIOUS	VARIOUS
b MERRILL LYNCH-SEE SCHEDULE		VARIOUS	VARIOUS
c GARDNER RUSSO-PER SCHEDULE		VARIOUS	VARIOUS
d NUEBERGER BERMAN-PER SCHEDULE		VARIOUS	VARIOUS
e NUEBERGER BERMAN-PER SCHEDULE		VARIOUS	VARIOUS

(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			<390,718.>
b			163,771.
c			<683.>
d			<6,967.>
e			<1,500.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<390,718.>
b			163,771.
c			<683.>
d			<6,967.>
e			<1,500.>

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	<236,097.>
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))
2008	763,799.	10,998,619.	.069445
2007	659,161.	12,929,179.	.050982
2006	352,927.	13,047,702.	.027049
2005	769,313.	11,153,744.	.068974
2004	482,143.	11,624,192.	.041478

2 Total of line 1, column (d)	2	.257928
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	.051586
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,086,959.
5 Multiply line 4 by line 3	5	314,002.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,039.
7 Add lines 5 and 6	7	317,041.
8 Enter qualifying distributions from Part XII, line 4 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	8	521,390.

**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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
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	1	3,039.
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	3,039.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	3,039.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	15,818.
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	15,818.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,779.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 12,779. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	X		
14	The books are in care of ► ALAN S. HONIG, CPA Telephone no ► (212) 764-1234 Located at ► 1501 BROADWAY SUITE 1313, NEW YORK, NY ZIP+4 ► 10036			
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? <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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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 instructions ) <input type="checkbox"/> 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? <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.) <input type="checkbox"/> 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 2009?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here  N/A

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). N/A

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?  Yes  No

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?  Yes  No

**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
ABBY LEIGH 49 EAST 68TH STREET NEW YORK, NY 10021	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.
MITCH LEIGH 49 EAST 68TH STREET NEW YORK, NY 10021	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.

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

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,070,932.
b	Average of monthly cash balances	1b	1,108,722.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,179,654.
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	6,179,654.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	92,695.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,086,959.
6	Minimum investment return. Enter 5% of line 5	6	304,348.

**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	304,348.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,039.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,039.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	301,309.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	301,309.
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	301,309.

**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	521,390.
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	521,390.
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	3,039.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	518,351.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				301,309.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005	107,088.			
c From 2006				
d From 2007	28,564.			
e From 2008	221,578.			
f Total of lines 3a through e	357,230.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 521,390.				
a Applied to 2008, 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 2009 distributable amount				301,309.
e Remaining amount distributed out of corpus	220,081.			
5 Excess distributions carryover applied to 2009 (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:	577,311.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	577,311.			
10 Analysis of line 9				
a Excess from 2005	107,088.			
b Excess from 2006				
c Excess from 2007	28,564.			
d Excess from 2008	221,578.			
e Excess from 2009	220,081.			

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

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

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

SEE STATEMENT 7

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

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year SEE CHARITABLE CONTRIBUTION STATEMENT ATTACHED - VARIOUS</p>	NONE	QUALIFYING PUBLIC CHARITY	UNRESTRICTED USE FOR CHARITIES APPROVED	521,390.
<b>Total</b>				▶ 3a 521,390.
<p>b Approved for future payment  NONE</p>				
<b>Total</b>				▶ 3b 0.





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

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<u>SOURCE</u>	<u>AMOUNT</u>
MERRILL LYNCH	2,766.
NUEBERGER BERMAN	280.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	<u>3,046.</u>

FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT      2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	265,856.	0.	265,856.
NEUBERGER BERMAN, STRAUSS GROUP	18,377.	0.	18,377.
PERSHING, RUSSO	16,614.	0.	16,614.
TOTAL TO FM 990-PF, PART I, LN 4	300,847.	0.	300,847.



FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	2,030.	0.		0.
FEDERAL TAX	3,856.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,886.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES, GARDNER RUSSO	3,958.	0.		0.
INVESTMENT FEES, NUEBERGER BERMAN	13,691.	0.		0.
NEW YORK STATE FILING FEE	250.	0.		0.
PUBLICATION	120.	0.		0.
TO FORM 990-PF, PG 1, LN 23	18,019.	0.		0.



FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

ABBY LEIGH  
MITCH LEIGH

THE VIOLA FUND  
STATEMENT OF CHARITABLE CONTRIBUTIONS  
FOR THE YEAR ENDED DECEMBER 31, 2009

Yale University	\$ 107,500
Environmental Defense Fund	200,000
Institute of Fine Arts, NYU	100,000
New York Hospital	10,000
Dieu Donn� Papermill, Inc.	6,250
Brooklyn Academy of Music	3,000
Columbia University Medical School	3,000
Union of Concerned Scientists	10,000
The Brooklyn Rail	16,000
Natural Resources Defense Council	10,000
Human Rights Watch	10,000
National Breast Cancer Coalition Fund	10,000
Big Brother Big Sister	5,000
American Friends of Israel	1,500
Guild Hall Museum of Art	5,000
Women in Need	2,800
Museum of Modern Art	2,500
Hospital for Special Surgery	2,500
Bottomless Closet	2,500
Leukemia & Lymphoma Society	2,000
National Parks of NY Harbor	2,000
All Other	<u>9,840</u>
Total	<u>\$ 521,390</u>

See accountant's compilation report

13-3398045

VIOLA FUND

Account Number: 850-22C19

24-Hour Assistance: (800) MERRILL  
Access Code: 93-850-22219

**YOUR CMA FOR TRUST TRANSACTIONS**

ABBY LEIGHTEE

December 01, 2009 - December 31, 2009

Description	Quantity	Acquired/ Liquidation/		Sales Price	Cost Basis	This Statement	Gains/(Losses) *	
		Cover Short Date	Short Sale Date				Year to Date	Year to Date
PERNOD-RICARD DROIT	1100.0000	N/A	12/09/09	.00	N/A		N/A	
COHEN & STEERS TR RLT Y F	495.0000	02/27/07	12/14/09	4,617.88	9,414.90	(4,797.02)		
COHEN & STEERS TR RLT Y F	5.0000	03/30/07	12/14/09	46.65	96.75	(50.10)		
NEUBERGER RE SEC INC	250.0000	01/04/07	12/14/09	703.91	4,540.01	(3,836.10)		
NEUBERGER RE SEC INC	7.0000	01/31/07	12/14/09	19.70	136.50	(116.80)		
NEUBERGER RE SEC INC	993.0000	04/27/07	12/14/09	2,795.95	19,482.66	(16,686.71)		
PROSHARES ULTRA REAL	2500.0000	12/18/08	12/21/09	15,786.98	15,150.00 P	636.98		(423,638.11)
Subtotal (Long-Term)						(24,849.75)		
CALL UQF DEC 0007	25.0000	12/21/09	09/10/09 S	929.62	.00	929.62		
PROSHARES ULTRA REAL	2500.0000	12/18/08	12/15/09	16,090.52	16,005.35 P	85.17		
PROSHARES ULTRA REAL	2500.0000	01/12/09	12/21/09	15,786.99	12,477.67 P	3,309.32		
Subtotal (Short-Term)						4,324.11		163,770.85
<b>TOTAL FOR THE YEAR 2009</b>				<b>56,778.20</b>	<b>77,303.84</b>	<b>(20,525.64)</b>		<b>(259,867.26)</b>

\* - Excludes transactions for which we have insufficient data

S - Short Sale

P - Indicates that an option premium has been included in the calculation.

N/A - Results which cannot be calculated because of insufficient data are reflected by an N/A entry in the capital gain or (loss) column and are not included in the realized capital gain and loss summary.

The capital gains and losses shown above may not reflect all transactions which must be reported on your 2009 tax return. These reportable transactions will appear on your January statement.

Adjustments:

Page 7 Profit Long Term

Page 8 Profit Long Term

Adjusted Total for the year: Loss  
LONG TERM LOSS  
SHORT TERM GAIN

(390,718)  
163,771  
226,947

1763  
31,157  
32,920

(226,947)



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12 of 15

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13-3398045

ABBY LEIGH TTEE

Account Number: 850-22C19

24-Hour Assistance: (800) MERRILL  
Access Code: 93-850-22219

**YOUR CMA FOR TRUST TRANSACTIONS**

October 31, 2009 - November 30, 2009

**SECURITY TRANSACTIONS (continued)**

Date	Description	Transaction Type	Quantity	Unit Price	Debit	Credit	Accrued Interest Earned/(Paid)
11/23	CALL UQF 0006	Expired Options	50				
	PROSHARES ULTRA REAL EST EXP 11-21-09	NOCC					
	Subtotal (Other Security Transactions)				201,545.70	213,358.93	
	<b>TOTAL</b>						

**REALIZED GAINS/(LOSSES)**

Description	Quantity	Acquired/ Liquidation/		Sales Price	Cost Basis	This Statement	Gains/(Losses) * Year to Date
		Cover Short	Short Sale				
CEDAR SHOPPING CNTRS INC	1500.0000	12/28/06	10/29/09	9,194.41	23,925.00	(14,730.59)	
CEDAR SHOPPING CNTRS INC	1500.0000	12/28/06	11/23/09	8,901.13	23,925.00	(15,023.87)	
CEDAR SHOPPING CNTRS INC	1000.0000	12/29/06	11/23/09	5,934.10	15,900.00	(9,965.90)	
CEDAR SHOPPING CNTRS INC	877.0000	02/01/07	11/23/09	5,205.37	14,628.36	(9,422.99)	
CEDAR SHOPPING CNTRS INC	1623.0000	02/01/07	11/24/09	9,657.40	27,071.64	(17,414.24)	
COHEN AND STEERS QUALITY	1500.0000	06/21/07	11/05/09	7,616.59	31,125.00	(23,508.41)	
COHEN AND STEERS QUALITY	1000.0000	06/22/07	11/05/09	5,077.73	20,500.00	(15,422.27)	
COHEN AND STRS A IRY FD	1500.0000	06/21/07	11/05/09	7,766.58	32,880.00	(25,113.42)	
COHEN AND STRS A IRY FD	1000.0000	06/25/07	11/05/09	5,177.73	21,500.00	(16,322.27)	
NICHOLAS APPLGATE CONV	500.0000	01/11/07	11/05/09	4,269.54	8,015.00	(3,745.46)	
Subtotal (Long-Term)					(150,669.42)	(398,788.36)	
CALL CDR NOV 0007 1/2	25.0000	11/23/09	10/12/09 S	1,054.00	.00	1,054.00	
CALL UQF NOV 0006	50.0000	11/23/09	10/21/09 S	1,892.10	.00	1,892.10	
BRISTOL-MYERS SQUIBB CO	2500.0000	06/01/09	11/16/09	60,645.08	50,126.60	10,518.48	
NESTLE S A REP RG SH ADR	600.0000	05/14/09	11/13/09	27,854.93	14,657.99	13,196.94	
TERRA INDUSTRIES INC COM	1000.0000	05/27/09	11/05/09	35,748.73	29,541.75	6,206.98	
TIFFANY & CO NEW	500.0000	05/27/09	11/23/09	16,806.05	14,576.93 P	2,229.12	
Subtotal (Short-Term)					35,097.62	159,446.74	

TOTAL 11 MONTHS 2009

217,801.47

328,373.27

(115,571.80)

239,341.62



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13-3398045

ABBY LEIGH TTEE

Account Number: 850-22C19

24-Hour Assistance: (800) MERRILL  
Access Code: 93-850-22219

# YOUR CMA FOR TRUST TRANSACTIONS

October 01, 2009 - October 30, 2009

## SECURITY TRANSACTIONS (continued)

Date	Description	Transaction Type	Quantity	Unit Price	Debit	Credit	Accrued Interest Earned/(Paid)
10/22	CALL UQF 0006	Sale	-50	.4000		1,892.10	
	PROSHARES ULTRA REAL EXP 11-21-09 OPEN TRAN						
	UQF KF NOV 6.00000 PRICE .4000000						
	Subtotal (Sales)						
10/19	CALL UQF 0006	Expired Options	50				
10/19	PROSHARES ULTRA REAL EST EXP 10-17-09 NOCC						
10/19	CALL AA 0014	Exerc Options	15				
10/19	ALCOA INC SHS EXP 10-17-09 NOCC						
10/19	CALL KIM 0015	Expired Options	100				
10/19	KIMCO REALTY CORP SHS EXP 10-17-09 NOCC						
10/19	CALL AA 0012 1/2	Exerc Options	15				
10/19	ALCOA INC SHS EXP 10-17-09 NOCC						
	Subtotal (Other Security Transactions)						
	<b>TOTAL FOR</b>					<b>42,569.73</b>	

## REALIZED GAINS/(LOSSES)

Description	Quantity	Acquired/ Cover Short Date	Liquidation/ Short Sale Date	Sales Price	Cost Basis	This Statement	Gains/(Losses) * Year to Date
Subtotal (Long-Term)							(248,118.94)
CALL UQF OCT 0006	50.0000	10/19/09	09/10/09 S	1,412.11	.00	1,412.11	
CALL KIM OCT 0015	100.0000	10/19/09	09/16/09 S	8,684.42	.00	8,684.42	
ALCOA INC	1500.0000	09/10/09	10/21/09	20,168.28	19,247.37 P	920.91	
ALCOA INC	1500.0000	09/10/09	10/21/09	21,544.09	19,247.38 P	2,296.71	
Subtotal (Short-Term)						13,314.15	124,349.12
<b>TOTAL FOR 10 months 2009</b>				<b>51,808.90</b>	<b>38,494.75</b>	<b>13,314.15</b>	<b>(123,769.82)</b>

\* - Excludes transactions for which we have insufficient data

S - Short Sale

P - Indicates that an option premium has been included in the calculation.

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12 of 16

13-3398045

ABBY LEIGH TTEE

Account Number: 850-22C19

24-Hour Assistance: (800) MERRILL  
Access Code: 93-850-22219

**YOUR CMA FOR TRUST TRANSACTIONS**

September 01, 2009 - September 30, 2009

**SECURITY TRANSACTIONS (continued)**

Date	Description	Transaction Type	Quantity	Unit Price	Debit	Credit	Accrued Interest Earned/(Paid)	
09/17	CALL KIM 0015	Sale	-100	.9000		8,684.42		
	KIMCO REALTY CORP MID COM EXP 10-17-09 OPEN TRAN							
	(KIM JC OCT 15 000000 PRICE .900000)							
09/21	CADBURY PLC	Sale	4,000	12.9717	51,641.45			
	5 GBP PAR ORDINARY CUS NO G1843B107							
	Subtotal (Sales)					160,265.56		
	<b>TOTAL</b>					<b>151,635.57</b>		

will  
Signed  
w/initials

**REALIZED GAINS/(LOSSES)**

Description	Quantity	Acquired/ Cover Short Date	Liquidation/ Short Sale Date	Sales Price	Cost Basis	This Statement	Gains/(Losses) * Year to Date
Subtotal (Long-Term)							(248,118.94)
CALL KIM OCT 0012 1/2	100.0000	09/16/09	08/03/09 S	2,372.09	28,995.85	(26,623.76)	
BROWN FORMAN CORP CL B	150.0000	05/14/09	09/10/09	6,941.60	4,825.50	2,116.10	
HASBRO INC COM	525.0000	05/14/09	09/10/09	14,933.43	6,531.00	8,402.43	
MARTIN MARIETTA MATLS	500.0000	05/14/09	09/10/09	45,243.48	6,905.01	38,338.47	
TEEKAY OFFSHORE PARTNERS	1000.0000	08/21/09	09/09/09	14,659.27	13,945.35	713.92	
NAVIOS MARITIME PARTNERS	1000.0000	08/21/09	09/09/09	12,199.33	11,465.35	733.98	
CADBURY PLC	4000.0000	05/14/09	09/16/09	51,641.45	38,070.00	13,571.45	
Subtotal (Short-Term)						37,252.59	111,034.97
<b>TOTAL</b>				<b>147,990.65</b>	<b>110,738.06</b>	<b>37,252.59</b>	<b>(137,083.97)</b>

\* - Excludes transactions for which we have insufficient data

S - Short Sale

FOR THE 9 MONTHS



1/5

13-3398045

Account Number: 850-22C19

24-Hour Assistance: (800) MERRILL  
Access Code: 93-850-22219

# YOUR CMA FOR TRUST TRANSACTIONS

August 01, 2009 - August 31, 2009

## SECURITY TRANSACTIONS (continued)

Date	Description	Transaction Type	Quantity	Unit Price	Debit	Credit	Accrued Interest Earned/(Paid)
08/24	CALL TIF 0030	Exerc Options	5				
	TIFFANY & CO SHS EXP 08-22-09	NOCC					
	Subtotal (Other Security Transactions)						
	<b>TOTAL</b>				<b>66,072.00</b>	<b>100,241.51</b>	

## REALIZED GAINS/(LOSSES)

Description	Quantity	Acquired Date	Liquidation Date	Sales Price	Cost Basis	This Statement	Gains/(Losses) * Year to Date
Subtotal (Long-Term)							
MARTIN MARIETTA MATLS	400.0000	05/14/09	08/03/09	35,026.75	5,523.99	29,502.76	(248,118.94)
TIFFANY & CO NEW	500.0000	05/27/09	08/25/09	16,123.87	14,576.92 P	1,546.95	
TOOTSIE ROLL INDUST	500.0000	05/29/09	08/21/09	11,974.69	11,240.97	733.72	
TOOTSIE ROLL INDUST	500.0000	05/29/09	08/25/09	11,952.34	11,240.98	711.36	
YAHOO INC	1500.0000	06/03/09	07/29/09	22,851.76	24,237.65	(1,385.89)	
Subtotal (Short-Term)							
<b>TOTAL</b>				<b>97,929.41</b>	<b>66,820.51</b>	<b>31,108.90</b>	<b>(174,336.56)</b>

*for the 8 months*

\* - Excludes transactions for which we have insufficient data

P - Indicates that an option premium has been included in the calculation.

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13-3398045

ABBY LEIGH TTEE  
Account Number: 850-22C19  
24-Hour Assistance: (800) MERRILL  
Access Code: 93-850-22219  
July 01, 2009 - July 31, 2009

# YOUR CMA FOR TRUST TRANSACTIONS

## SECURITY TRANSACTIONS (continued)

Date	Description	Transaction Type	Quantity	Unit Price	Debit	Credit	Accrued Interest Earned/(Paid)	
07/20	CALL KIM 0010	Expired Options	100					
	KIMCO REALTY CORP SHS EXP 07-18-09	NOCC						
07/20	CALL AA 0010	Exerc Options	15					
	ALCOA INC SHS EXP 07-18-09	NOCC						
<b>Subtotal (Other Security Transactions)</b>								
<b>TOTAL</b>							<b>16,781.35</b>	<b>118,638.51</b>

## REALIZED GAINS/(LOSSES)

Description	Quantity	Acquired/ Cover Short Date	Liquidation/ Short Sale Date	Sales Price	Cost Basis	This Statement	Gains/(Losses) * Year to Date	
<i>Subtotal (Long-Term)</i>								
CALL KIM JUL 0010	100.0000	07/20/09	03/20/09 S	7,709.60	.00	7,709.60	(248,118.94)	
ALCOA INC	1500.0000	05/22/09	07/20/09	15,460.53	13,500.35 P	1,960.18		
COMCAST CRP NEW CL A SPL	2600.0000	05/14/09	07/27/09	35,307.52	53,261.76	(17,954.24)		
UNILEVER NV NY REG SHS	1000.0000	05/14/09	07/27/09	26,263.97	24,220.00	2,043.97		
WASHINGTON POST CO B	105.0000	05/14/09	07/27/09	42,451.11	55,864.00	(13,412.89)		
<i>Subtotal (Short-Term)</i>							<i>42,673.48</i>	
<b>TOTAL</b>							<b>127,192.73</b>	<b>(19,653.38)</b>

\* - Excludes transactions for which we have insufficient data

S - Short Sale

P - Indicates that an option premium has been included in the calculation.

FOR THE 7 MONTHS



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13-3398045  


Account Number: 850-22C19

TOTAL MERRILL\*

YOUR CMA FOR TRUST TRANSACTIONS

May 30, 2009 - June 30, 2009

SECURITY TRANSACTIONS (continued)		Transaction Type	Quantity	Unit Price	Debit	Credit	Accrued Interest Earned/(Paid)
06/22	CALL PFE 0015	Expired Options	50				
	PFIZER INC SHS EXP 06-20-09						
	Subtotal (Other Security Transactions)						
<b>TOTAL</b>					<b>238,287.35</b>	<b>97,322.12</b>	

REALIZED GAINS/(LOSSES)

Description	Quantity	Acquired/ Cover Short Date	Liquidation/ Short Sale Date	Sales Price	Cost Basis	This Statement	Gains/(Losses) * Year to Date
ALTRIA GROUP INC	1900.0000	N/A	05/27/09	31,668.83	29,906	1,763	
BERKSHIRE HATHAWAY CIB CXL	<del>23,0000</del>	N/A	05/20/09	<del>60,189.01</del>			
BERKSHIRE HATHAWAY CIB COR	23,0000	N/A	05/20/09	69,189.01			
BERKSHIRE HATHAWAY INC CXL	<del>1,0000</del>	N/A	05/20/09	<del>93,042.25</del>			
HEINEKEN HOLDINGS NV CXL	<del>150.0000</del>	N/A	05/20/09	<del>33,818.57</del>			
CIE FINANCIERE RICHEMONT CXL	2125.0000	N/A	05/19/09	45,304.11			
WELLS FARGO & CO NEW DEL CXL	<del>1025.0000</del>	N/A	05/20/09	<del>25,726.67</del>			
Subtotal (Long-Term)							
CALL UQF JUN 0006	10.0000	06/22/09	01/13/09 S	1,209.39	.00	1,209.39	(248,118.94)
CALL KIM JUN 0015	100.0000	06/22/09	04/30/09 S	4,784.52	.00	4,784.52	
CALL PFE JUN 0015	50.0000	06/22/09	02/26/09 S	1,744.63	.00	1,744.63	
ALCOA INC	1500.0000	05/20/09	06/23/09	14,373.92	14,524.90 P	(150.98)	
BERKSHIRE HATHAWAY INC COR	1.0000	05/14/09	05/20/09	93,042.25	63,300.00	29,742.25	
UNILEVER NV NY REG SHS	1250.0000	05/14/09	06/01/09	30,714.10	30,275.00	439.10	
HEINEKEN HOLDINGS NV COR	1150.0000	05/14/09	05/20/09	33,818.57	32,223.00	1,595.57	
CIE FINANCIERE RICHEMONT COR	2125.0000	05/14/09	05/19/09	45,304.11	26,508.00	18,796.11	
BRITISH AMERICAN TOBACCO	750.0000	05/14/09	05/27/09	20,340.28	20,541.00	(200.72)	
WELLS FARGO & CO NEW DEL COR	1025.0000	05/14/09	05/20/09	25,726.67	27,500.75	(1,774.08)	
Subtotal (Short-Term)							
<b>TOTAL</b>				<b>371,916.28</b>	<b>214,872.65</b>	<b>56,185.79</b>	<b>(185,792.08)</b>

ADD ALTRIA GAIN!

1763

8/12

13-3398045 8/12

ABBY LEIGH TTEE

Account Number: 850-22C19

24-Hour Assistance: (800) MERRILL  
Access Code: 93-850-22219

### YOUR CMA FOR TRUST TRANSACTIONS

May 01, 2009 - May 29, 2009

#### REALIZED GAINS/(LOSSES)

Description	Quantity	Acquired Date	Liquidation Date	Sales Price	Cost Basis	This Statement	Gains/(Losses)* Year to Date
BERKSHIRE HATHAWAY CLB	23.0000	N/A	05/20/09	69,189.01	75,877		
BERKSHIRE HATHAWAY INC	1.0000	N/A	05/20/09	93,042.25	63,300.		
HEINEKEN HOLDINGS NV	1150.0000	N/A	05/20/09	33,818.57	32,223		
CIE FINANCIERE RICHEMONT	2125.0000	N/A	05/19/09	45,304.11	36,019		
WELLS FARGO & CO NEW DEL	1025.0000	N/A	05/20/09	25,726.67	28,505		
Subtotal (Long-Term)							(248,118.94)
Subtotal (Short-Term)							6,141.07
<b>TOTAL</b>				<b>267,080.61</b>	<b>235,924</b>		<b>(241,977.87)</b>

\* - Excludes transactions for which we have insufficient data

#### GAIN FOR THE MONTH

N/A - Results which cannot be calculated because of insufficient data are reflected by an N/A entry in the capital gain or (loss) column and are not included in the realized capital gain and loss summary.

#### SECURITIES YOU TRANSFERRED IN/OUT

Date	Description	Transaction Type	Quantity	Value of Securities	Year To Date
05/14	ALTRIA GROUP INC	Cust Acct Trfr	1,900	32,300.00	
05/14	BERKSHIRE HATHAWAY CLB	Cust Acct Trfr	23	67,148.50	
05/14	BERKSHIRE HATHAWAY INC	Cust Acct Trfr	1	89,600.00	
	DELAWARE CL A \$5.00				
05/14	BROWN FORMAN CORP CL A	Cust Acct Trfr	825	40,458.00	
05/14	BROWN FORMAN CORP CL B	Cust Acct Trfr	150	6,936.00	
05/14	COMCAST CRP NEW CL A SPL	Cust Acct Trfr	5,100	70,890.00	
05/14	HASBRO INC COM	Cust Acct Trfr	525	12,138.00	
05/14	MARTIN MARIETTA MATLS	Cust Acct Trfr	900	73,485.00	
05/14	NESTLE S A REP RG SH ADR	Cust Acct Trfr	4,100	150,798.00	
05/14	PHILIP MORRIS INTL INC	Cust Acct Trfr	1,550	65,751.00	
05/14	SCRIPPS NETWORKS	Cust Acct Trfr	1,600	45,216.00	
	INTERACTIVE INC CL A				
05/14	UNILEVER NV NY REG SHS	Cust Acct Trfr	2,250	53,887.50	
05/14	HEINEKEN HOLDINGS NV	Cust Acct Trfr	3,150	88,817.71	
	EUR PAR ORDINARY				

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13-3398045



ABBY LEIGH TTEE

Account Number: 850-22C19

TOTAL MERRILL\*

### YOUR CMA FOR TRUST TRANSACTIONS

April 01, 2009 - April 30, 2009

Date	Transaction Type	Quantity	Description	Income	Year To Date
04/30	Cash Dividend		CMA TREASURY FUND	.70	
			PAY DATE 04/29/2009		
			FROM 03-31 THRU 04-29		
			CMA TREASURY FUND	5.00	
	Income Total			84,378.22	187,269.86
	Subtotal (Taxable Dividends)			<b>84,533.41</b>	<b>187,698.75</b>
	<b>NET TOTAL</b>				

### SECURITY TRANSACTIONS

Date	Description	Transaction Type	Quantity	Unit Price	Debit	Credit	Accrued Interest Earned/(Paid)
04/20	CALL KIM 0012 1/2	Expired Options	100				
	KIMCO REALTY CORP SHS EXP 04-18-09	NOCC					
04/20	CALL KIM 0022 1/2	Expired Options	25				
	KIMCO REALTY CORP SHS EXP 04-18-09	NOCC					
	Subtotal (Other Security Transactions)						
	<b>TOTAL</b>						

### REALIZED GAINS/(LOSSES)

Description	Quantity	Acquired/ Cover Short Date	Liquidation/ Short Sale Date	Sales Price	Cost Basis	This Statement	Gains/(Losses) * Year to Date
Subtotal (Long-Term)							(248,118.94)
CALL KIM APR 0012 1/2	50.0000	04/20/09	02/24/09 S	2,344.63	.00	2,344.63	
CALL KIM APR 0012 1/2	50.0000	04/20/09	02/26/09 S	2,344.63	.00	2,344.63	
CALL KIM APR 0022 1/2	25.0000	04/20/09	12/17/08 S	6,094.61	.00	6,094.61	
Subtotal (Short-Term)						10,783.87	6,141.07
<b>TOTAL</b>				<b>10,783.87</b>		<b>10,783.87</b>	<b>(241,977.87)</b>

\* - Excludes transactions for which we have insufficient data

S - Short Sale



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13-3398045

ABBY LEIGH TTEE

Account Number: 850-22C19

24-Hour Assistance: (800) MERRILL  
Access Code: 93-850-22219

# YOUR CMA FOR TRUST TRANSACTIONS

February 28, 2009 - March 31, 2009

Description	Acquired/ Liquidation/		Sales Price	Cost Basis	Gains/(Losses) *	
	Quantity	Cover Short Date			This Statement	Year to Date
COHEN AND STEERS PREMIUM	295.0000	12/28/06	423.96	7,731.95	(7,307.99)	
COHEN AND STEERS PREMIUM	5.0000	01/31/07	7.18	143.35	(136.17)	
COHEN AND STEERS PREMIUM	1500.0000	02/27/07	2,155.74	37,995.00	(35,839.26)	
NICHOLAS APPLGATE CONV	500.0000	01/11/07	1,684.64	8,015.00	(6,330.36)	
COHEN & STEERS REIT &PFD	1000.0000	12/28/06	3,035.00	30,760.00	(27,725.00)	
COHEN & STEERS REIT &PFD	6.0000	01/31/07	18.20	194.04	(175.84)	
COHEN & STEERS REIT &PFD	1000.0000	02/27/07	3,035.01	29,650.00	(26,614.99)	
NEUBERGER RE SEC INC	1250.0000	01/04/07	1,107.14	22,699.99	(21,592.85)	
WESTERN ASSET HIGH	506.0000	01/04/07	2,258.97	5,596.36	(3,337.39)	
COHEN & STEERS CLOSED	400.0000	12/28/06	2,842.63	8,268.00	(5,425.37)	
COHEN & STEERS CLOSED	600.0000	12/28/06	4,259.97	12,402.00	(8,142.03)	
COHEN & STEERS CLOSED	500.0000	01/05/07	3,549.98	9,900.00	(6,350.02)	
EATON VANCE TAX-MANAGED	1000.0000	01/11/07	8,444.60	20,080.00	(11,635.40)	
<i>Subtotal (Long-Term)</i>					(297,749.87)	(248,118.94)
CALL KIM MAR 0020	25.0000	03/23/09	2,969.63	.00	2,969.63	
CALL KIM MAR 0020	50.0000	03/23/09	3,094.63	.00	3,094.63	
CALL KIM MAR 0012 1/2	50.0000	03/23/09	1,094.64	.00	1,094.64	
CALL KIM MAR 0017 1/2	25.0000	03/23/09	2,719.63	.00	2,719.63	
CALL KIM MAR 0017 1/2	25.0000	03/23/09	2,974.98	.00	2,974.98	
CALL KIM MAR 0017 1/2	25.0000	03/23/09	3,099.98	.00	3,099.98	
CALL KIM MAR 0017 1/2	25.0000	03/23/09	2,019.63	.00	2,019.63	
CALL UQF MAR 0006	15.0000	03/23/09	720.64	.00	720.64	
ALTRIA GROUP INC	2500.0000	12/18/08	40,323.06	37,752.68 P	2,570.38	
CITIGROUP INC	4000.0000	05/06/08	33,074.46	100,000.00	(66,925.54)	
<i>Subtotal (Short-Term)</i>					(45,661.40)	(4,642.80)
<b>TOTAL</b>			<b>136,135.45</b>	<b>479,546.72</b>	<b>(343,411.27)</b>	<b>(252,761.74)</b>

\* - Excludes transactions for which we have insufficient data

S - Short Sale

P - Indicates that an option premium has been included in the calculation

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ABBY LEIGH TTEE

Account Number: 850-22C19

TOTAL MERRILL\*

### YOUR CMA FOR TRUST TRANSACTIONS

January 31, 2009 - February 27, 2009

Description	Quantity	Acquired/ Liquidation/		Sales Price	Cost Basis	This Statement	Gains/(Losses) * Year to Date
		Cover Short	Short Sale				
		Date	Date				
GILMCHER REALTY TRUST	100.0000	01/11/07	01/29/09	437.66	2,550.00	(2,112.34)	49,630.93
<i>Subtotal (Long-Term)</i>							
CALL UQF FEB 0005	25.0000	02/23/09	01/13/09 S	1,769.63	.00	1,769.63	
CALL MO FEB 0016	25.0000	02/23/09	01/12/09 S	1,674.63	.00	1,674.63	
CALL KIM FEB 0015	50.0000	02/23/09	02/06/09 S	1,099.99	.00	1,099.99	
CALL KIM FEB 0015	50.0000	02/23/09	02/10/09 S	1,412.14	.00	1,412.14	
CALL UQF FEB 0006	50.0000	02/23/09	01/02/09 S	6,594.61	.00	6,594.61	
CALL KIM FEB 0020	50.0000	02/23/09	01/12/09 S	6,094.61	.00	6,094.61	
CALL KIM FEB 0020	50.0000	02/23/09	01/21/09 S	2,249.63	.00	2,249.63	
CALL KIM FEB 0017 1/2	50.0000	02/23/09	01/30/09 S	2,294.63	.00	2,294.63	
CALL KIM FEB 0017 1/2	25.0000	02/23/09	01/30/09 S	1,649.99	.00	1,649.99	
CALL KIM FEB 0012 1/2	50.0000	02/23/09	02/06/09 S	5,344.61	.00	5,344.61	
ALTRIA GROUP INC	2500.0000	12/18/08	02/23/09	40,247.56	37,752.67 P	2,494.89	
<i>Subtotal (Short-Term)</i>							
<b>TOTAL</b>				<b>70,869.69</b>	<b>40,302.67</b>	<b>30,567.02</b>	<b>90,649.53</b>

*PER THE 2 MONTHS*

\* - Excludes transactions for which we have insufficient data

S - Short Sale

P - Indicates that an option premium has been included in the calculation.

### CASH/OTHER TRANSACTIONS

Date	Transaction Type	Quantity	Description	Debit	Credit
02/17	Wire Transfer		WIRE TRF IN D30904810653 ORG=/N4Q-513977-1THE VIO		250,000.00
02/10	Journal Entry		TR TO 85026H25 N/O ALAN S HONIG	3,000.00	
	<i>Subtotal (Electronic Transfers)</i>				250,000.00
	<i>Subtotal (Other Debits/Credits)</i>			3,000.00	
	<b>NET TOTAL</b>			<b>247,000.00</b>	



13-3398045



ABBY LEIGH TTEE

Account Number: 850-22C19

TOTAL MERRILL\*

### YOUR CMA FOR TRUST TRANSACTIONS

January 01, 2009 - January 30, 2009

Description	Quantity	Acquired/ Liquidation/		Sales Price	Cost Basis	Gains/(Losses) *	
		Cover Short Date	Short Sale Date			This Statement	Year to Date
KIMCO REALTY CORP MD COM	2500.0000	12/11/98	01/02/09	46,169.39	31,925.00	14,244.39	
KIMCO REALTY CORP MD COM	2500.0000	12/11/98	01/13/09	41,001.91	31,924.99	9,076.92	
KIMCO REALTY CORP MD COM	2500.0000	12/11/98	01/13/09	41,124.76	31,924.99	9,199.77	
KIMCO REALTY CORP MD COM	2500.0000	12/11/98	01/16/09	41,347.41	31,924.99	9,422.42	
KIMCO REALTY CORP MD COM	2500.0000	12/11/98	01/16/09	41,724.76	31,924.99	9,799.77	
<i>Subtotal (Long-Term)</i>						51,743.27	51,743.27
CALL KIM JAN 0017 1/2	25.0000	01/20/09	12/17/08 S	5,344.61	.00	5,344.61	
CALL KIM JAN 0020	25.0000	01/20/09	12/17/08 S	2,994.63	.00	2,994.63	
<i>Subtotal (Short-Term)</i>						8,339.24	8,339.24
<b>TOTAL</b>				<b>219,707.47</b>	<b>159,624.96</b>	<b>60,082.51</b>	<b>60,082.51</b>

*For January 2009*

\* - Excludes transactions for which we have insufficient data

S - Short Sale

### UNSETTLED TRADES

Trade Date	Settlement Date	Description	Symbol/ Cusip	Transaction Type	Quantity	Price	Amount
01/29	02/03	GLIMCHER REALTY TRUST	GRTPRG	Sale	100	4.9500	437.66
01/30	02/02	CALL KIM 0017 1/2	KIM BW	Sale	50	.5000	2,294.63
01/30	02/02	CALL KIM 0017 1/2	KIM BW	Sale	25	.7000	1,649.99
01/30	02/02	CALL KIM 0017 1/2	KIM CW	Sale	25	1.1500	2,719.63
01/30	02/02	CALL KIM 0017 1/2	KIM CW	Sale	25	1.2500	2,974.98
01/30	02/02	CALL KIM 0017 1/2	KIM CW	Sale	25	1.3000	3,099.98
01/30	02/02	CALL KIM 0020	KIM CD	Sale	50	.6500	3,094.63
<b>NET TOTAL</b>							<b>16,271.50</b>



STAPLES

13-3398045

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THE VIOLA FUND  
GARDNER RUSO

Prepared By	Initials	Date
Approved By		

2009

DATE	CAPITAL GAINS/LOSSES PERSHING SECURITY	SALE PROCEEDS	COST	GAIN (LOSS) LONG TERM	
1 2009	725 TELEGRAAF MEDIA GROEP	111765-	11803-	<	38->
2	633 SCRIPPS EW CLASS A	1050-	3523-	<	2473->
3	1200 TELEGRAAF MEDIA GROEP	21834-	19536		2298
4	1925 ALTRIA GROUP	32184-	30299		1885
5	1550 PHILLIP MORRIS INTL	57133-	51987-		5146
6	750 BRITISH AMER TOBACCO	20096-	20798-	<	702->
7	2250 SAB MILLER PLC	37794-	41940	<	4146->
8	2125 CIE RICHMONT A.	31122-	36019	<	4897->
9	516 BROWN FOREMAN B	2348-	1802		546
10	525 HEINEKEN HLDGS NV	11505-	14711	<	3206->
11	150 NESTLE REG ADR	4619-	3635		984
12	1110 PERNOD RICARD RTS	3920-	-0-		3920-
14	TOTALS Long TERM	235370	236053	<	683->

13-3398045

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# Client Statement

For the period 12/01/2009 to 12/31/2009

NEUBERGER BERMAN

THE VIOLA FUND

Ridge Account : 538-46912 MHB  
Base Currency : USD  
NB Account Number : 551-46912

Account Summary			
	Opening Balance <sup>(9)</sup>	Closing Balance <sup>(9)</sup>	Cost Basis <sup>(10)</sup>
CASH	0.00	850.88	850.88
CASH EQUIVALENT	67,305.54	35,077.17	35,077.17
EQUITIES	1,319,698.56	1,420,593.48	1,137,479.52
ACCRUED DIVIDEND	1,182.90	673.13	673.13
<b>TOTAL VALUE OF ACCOUNT</b>	<b>1,388,187.00</b>	<b>1,457,194.66</b>	<b>1,174,080.70</b>

Estimated Annual Income <sup>(6)</sup>		
Amount	% Yield <sup>(10)</sup>	
0.00	0.00	
52.62	0.15	
23,712.53	1.67	
0.00	0.00	
<b>23,765.15</b>	<b>1.63</b>	

Y-T-D Market Value Change Summary <sup>(6)</sup>	
PREVIOUS YEAR ENDING VALUE	981,215.32
NET DEPOSITS AND WITHDRAWALS	(1.90)
INCOME AND EXPENSE ITEMS (NET)	4,482.08
NET CHANGE IN ASSET VALUE	471,499.16
CURRENT PERIOD ENDING VALUE	1,457,194.66

Account Composition		% of Portfolio
CASH		0.06
CASH EQUIVALENT		2.41
EQUITIES		97.53

Y-T-D Net Realized Gains/Losses <sup>(7)</sup>	
TOTAL LONG TERM	(6,966.84)
TOTAL SHORT TERM	(1,500.40)
<b>2009 TOTAL LOSSES</b>	<b>(8,467.24)</b>

Income Summary <sup>(7)</sup>		
	This Month	Year-To-Date
TAXABLE DIVIDENDS	3,249.84	18,218.42
MONEY-MKT. FUND DIVIDENDS	7.72	280.11
FOREIGN TAX	(73.65)	(484.07)



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

**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).

<b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).		
Type or print	Name of Exempt Organization <b>THE VIOLA FUND, F/K/A THE MANDRAKE FUND</b>	Employer identification number <b>13-3398045</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>C/O ALAN S. HONIG, 1501 BROADWAY, NO. 1313</b>	For IRS use only
File by the extended due date for filing the return See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>NEW YORK, NY 10036</b>	

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.**

**ALAN S. HONIG, CPA**

The books are in the care of **1501 BROADWAY SUITE 1313 - NEW YORK, NY 10036**  
Telephone No. **(212) 764-1234** FAX No. **(212) 764-1197**

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.

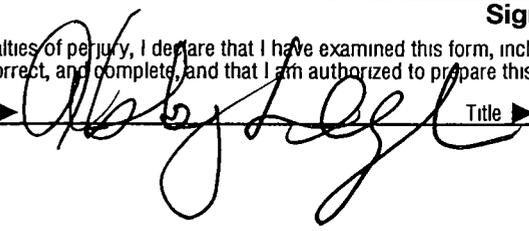
- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**
- 5 For calendar year **2009**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- 6 If this tax year is for less than 12 months, check reason:  Initial return     Final return     Change in accounting period
- 7 State in detail why you need the extension

**INFORMATION NEEDED TO COMPLETE THE TAX RETURN IS NOT YET AVAILABLE.**

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	\$	<b>4,000.</b>
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	\$	<b>15,818.</b>
c	<b>Balance Due.</b> 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	\$	<b>0.</b>

**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  Title **Trustee** Date **8/6/10**