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

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

, and ending

G Check all that apply:

 Initial return  
 Amended return Initial return of a former public charity  
 Address change Final return  
 Name change

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions</b>	Name of foundation <b>BARBARA AND DAVID ZALAZNICK FOUNDATION DAVID ZALAZNICK, TRUSTEE</b>		A Employer identification number <b>13-3921831</b>		
	Number and street (or P O box number if mail is not delivered to street address) <b>C/O ERIC KAPLAN, 335 MADISON AVE.</b>		Room/suite <b>1500</b>		
	City or town, state, and ZIP code <b>NEW YORK, NY 10017</b>		B Telephone number <b>212 708-0280</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"/>		
<b>H Check type of organization:</b> <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		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></b> <b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></b>			
<b>I Fair market value of all assets at end of year</b> (from Part II, col. (c), line 16) <b>► \$ 12,568,733.</b> (Part I, column (d) must be on cash basis.)		<b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
<b>Part I</b> Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	300,000.			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	421,247.	421,247.	421,247.	Statement 1
	4 Dividends and interest from securities	112,565.	112,565.	112,565.	Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-81,724.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 20)		0.		
	8 Net short-term capital gains				
	9 Income modifications				
	Gross sales less returns and allowances				
10a b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-1,086,709.	0.	-1,086,709.	Statement 3	
12 Total. Add lines 1 through 11	-334,621.	533,812.	-552,897.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	22,973.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	5,002.	3,920.	0.	1,082.
	24 Total operating and administrative expenses. Add lines 13 through 23	27,975.	3,920.	0.	1,082.
25 Contributions, gifts, grants paid	976,636.			976,636.	
26 Total expenses and disbursements. Add lines 24 and 25	1,004,611.	3,920.	0.	977,718.	
27 Subtract line 26 from line 12:	-1,339,232.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		529,892.			
c Adjusted net income (if negative, enter -0-)			0.		

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<b>Part II</b> <b>Balance Sheets</b>		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
<b>Assets</b>	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		3,349,336.	2,673,196.	2,673,196.
	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		13,331.	25,369.	25,369.
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	Stmt 7	2,854,066.	2,854,066.	6,870,168.
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	Stmt 8	3,963,939.	3,288,809.	3,000,000.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		10,180,672.	8,841,440.	12,568,733.
<b>Liabilities</b>	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				
<b>Net Assets or Fund Balances</b>	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		10,180,672.	8,841,440.	
	30 Total net assets or fund balances		10,180,672.	8,841,440.	
	31 Total liabilities and net assets/fund balances		10,180,672.	8,841,440.	

**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 10,180,672.
2 Enter amount from Part I, line 27a	2 -1,339,232.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 8,841,440.
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 8,841,440.

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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.)
<b>1a K-1: JZ INTERNATIONAL, LLC</b>					
<b>b K-1: JZ INTERNATIONAL, LLC</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>		<b>32,395.</b>			<b>-32,395.</b>
<b>b</b>		<b>49,329.</b>			<b>-49,329.</b>
<b>c</b>					
<b>d</b>					
<b>e</b>					
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			
<b>a</b>					<b>-32,395.</b>
<b>b</b>					<b>-49,329.</b>
<b>c</b>					
<b>d</b>					
<b>e</b>					
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 }		<b>2</b>		<b>-81,724.</b>
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	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		<b>3</b>		<b>-32,395.</b>

**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	<b>1,492,771.</b>	<b>18,204,427.</b>	<b>.082000</b>
2007	<b>824,913.</b>	<b>18,155,430.</b>	<b>.045436</b>
2006	<b>986,612.</b>	<b>15,778,246.</b>	<b>.062530</b>
2005	<b>875,190.</b>	<b>13,791,846.</b>	<b>.063457</b>
2004	<b>528,845.</b>	<b>13,356,028.</b>	<b>.039596</b>

2 Total of line 1, column (d)

**2** **.293019**

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** **.058604**

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

**4** **12,021,011.**

5 Multiply line 4 by line 3

**5** **704,479.**

6 Enter 1% of net investment income (1% of Part I, line 27b)

**6** **5,299.**

7 Add lines 5 and 6

**7** **709,778.**

8 Enter qualifying distributions from Part XII, line 4

**8** **977,718.**

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <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		
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-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	25,000.	
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			
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ►			
	19,669.	Refunded ►	11	0.
	5,299.		1	5,299.
	0.		2	0.
	5,299.		3	5,299.
	0.		4	0.
	5,299.		5	5,299.
	25,000.		7	25,000.
	32.		8	32.
	19,669.		9	
	19,669.		10	19,669.

## **Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*  
c Did the foundation file Form 1120-POL for this year?  
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.  
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.  
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities.*  
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*  
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
b If "Yes," has it filed a tax return on Form 990-T for this year?  
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T.*  
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?

  
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.*  
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

N/A

**NY**

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation

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)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input type="checkbox"/> <input checked="" type="checkbox"/> X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	<input type="checkbox"/> <input checked="" type="checkbox"/> X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<input type="checkbox"/> <input checked="" type="checkbox"/> X
14 The books are in care of ► <b>E KAPLAN, CPA., BRISTOL CONSULTANTS</b> Telephone no. ► <b>212-708-0280</b> Located at ► <b>335 MADISON AVE, 15TH FLOOR, NEW YORK, N.Y.</b> ZIP+4 ► <b>10017</b>		
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	<input type="checkbox"/> <input checked="" type="checkbox"/> X

**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.

**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"/> X 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"/> X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> X 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"/> X 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"/> X No

**b** If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here ►

**c** Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?

1b

**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)):

1c

**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?

Yes  X 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.)

2b

**c** If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

► \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_

**3a** Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

Yes  X 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

**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?

Yes  X

4b

## 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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)?

(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 Yes  No Yes  No Yes  No 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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

► 

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes  No

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes  No

6b

X

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

If "Yes," file Form 8870

 Yes  No

N/A

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

## 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
DAVID ZALAZNICK 335 MADISON AVE SUITE 1500 NEW YORK, NY 10017	TRUSTEE 0.00	0.	0.	0.
IRMA MILSTEIN 335 MADISON AVE SUITE 1500 NEW YORK, NY 10017	TRUSTEE 0.00	0.	0.	0.
BARBARA ZALAZNICK 335 MADISON AVE SUITE 1500 NEW YORK, NY 10017	TRUSTEE 0.00	0.	0.	0.

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

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

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

►

0

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

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

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

**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	<b>N/A</b>	
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	<b>N/A</b>	
2		
3		
<b>Total.</b> Add lines 1 through 3		► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,043,596.
b	Average of monthly cash balances	1b	3,136,833.
c	Fair market value of all other assets	1c	23,643.
d	Total (add lines 1a, b, and c)	1d	12,204,072.
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	12,204,072.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	183,061.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,021,011.
6	Minimum investment return. Enter 5% of line 5	6	601,051.

**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	601,051.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,299.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,299.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	595,752.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	595,752.
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	595,752.

**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	977,718.
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	977,718.
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	5,299.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	972,419.

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				595,752.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005	137,022.			
c From 2006	212,330.			
d From 2007				
e From 2008	628,496.			
f Total of lines 3a through e	977,848.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 977,718.			0.	
a Applied to 2008, but not more than line 2a				
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				595,752.
e Remaining amount distributed out of corpus	381,966.			0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.		
6 Enter the net total of each column as indicated below:	1,359,814.			
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	1,359,814.			
10 Analysis of line 9:				
a Excess from 2005	137,022.			
b Excess from 2006	212,330.			
c Excess from 2007				
d Excess from 2008	628,496.			
e Excess from 2009	381,966.			

**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)

**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 9

**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:

**BARBARA AND DAVID ZALAZNICK FOUNDATION**  
**DAVID ZALAZNICK, TRUSTEE**

Form 990-PF (2009)

**13-3921831** Page 11

**Part XV Supplementary Information (continued)**

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
<b>SEE STATEMENT ATTACHED</b>			IRC SEC. 170(c) ORGANIZATIONS - PUBLIC CHARITIES  THRU K-1 PASSTHRU - CHARITABLE CONTRIBUTIONS	<b>976,500.</b>  <b>136.</b>
<b>Total</b>				<b>► 3a 976,636.</b>
<i>b Approved for future payment</i>				
<b>None</b>				
<b>Total</b>				<b>► 3b 0.</b>

923611 02-02-10

**Form 990-PF (2009)**

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a See Statement 10					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					
13 Total. Add line 12, columns (b), (d), and (e)					
(For each line 13, enter line 12, step 13, from the previous column.)					

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

**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?

**a Transfers from the reporting foundation to a noncharitable exempt organization of:**

(1) Cash

(2) Other assets

Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

b If "Yes," complete the following schedule.

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

**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**

NOV 15 2010

*Trustee*

Sign Here

Sign Here Signature of owner or trustee		Date	Year
Paid Preparer's Use Only	Preparer's signature ► <i>EXL</i>	Nov 3 - 2010	Check if self- employed ► <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code ►		Preparer's identifying number	
BRISTOL CONSULTANTS, LLC 335 MADISON AVENUE, 15TH FLOOR NEW YORK, NY 10017		EIN ►	
		Phone no. 212-708-0280	

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2009**

Name of the organization

**BARBARA AND DAVID ZALAZNICK FOUNDATION  
DAVID ZALAZNICK, TRUSTEE**

Employer identification number

**13-3921831**

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:  
 501(c)( ) (enter number) organization  
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation  
 4947(a)(1) nonexempt charitable trust treated as a private foundation  
 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

BARBARA AND DAVID ZALAZNICK FOUNDATION  
DAVID ZALAZNICK, TRUSTEE

Employer identification number

13-3921831

## Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PAUL & IRMA MILSTEIN C/O ERIC KAPLAN 335 MADISON AVENUE 15TH FLOOR  NEW YORK, NY 10017	\$ 300,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	(Complete Part II if there is a noncash contribution.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash

Barbara and David Zalaznick Foundation

EIN 13-3921831

Year ended December 31, 2009

Form 990-PF

Part XV

Contributions Paid During the Year

Cornell University	4,550
Columbia Business School	500,000
New York City Center	230,000
Lincoln Center Theatre	2,330
Aspen Institute	16,600
Children Of Bellevue Read Out And Read	540
Brooklyn Academy Of Music	30,000
The Buoniconti Fund	10,000
New York City Ballet	10,000
New York Historical Society	9,300
New York Global Partners	35,000
St Ann's Warehouse	6,000
The Kitchen	5,000
The Public Theatre	4,300
Congregation Rodeph Sholom	7,500
Film Society of Lincoln Center	4,000
Rock & Roll Hall of Fame Foundation	36,500
Museum of Modern Art	2,000
Whitney Museum Of American Art	4,450
Ballet Hispanico	9,000
Lincoln Center For The Performing Arts	4,500
Manhattan Theatre Club	1,200
New York Cares	1,500
CCFA/Crohn's & Colitis Foundation of America	1,000
Pegasus Therapeutic Riding Inc	540
Roundabout Theatre Company Inc.	1,900
CRS Food Drive	500
Second Stage Theater	1,180
92nd St YMCA Harkness Dance	2,000
American Assn of The Royal National Theater	2,500
American Jewish Committee	10,000
American Ballet Theatre	10,000
NYU Child Study Center	1,000
Champions Of Choice (National Institute for Reproductive Health)	1,000
CSC Repertory Ltd.	1,500
Central Park Conservancy	1,000
Conservation International Group	1,000
Youth America Grand Prix	660
The Frick Collection	750
Henry Street Settlement	900
Hacker For Hope Inc	1,000
Planned Parenthood NYC	1,000
The Jewish Museum	1,000
WNYC Radio	500
Morris County Art Workshop	500
Ramapo For Children	350
92nd Street YMCA	450
<b>Total Contributions</b>	<b><u>976,500</u></b>

## Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
IRS - INTEREST	11.
JPMORGAN CHASE BANK NA	30.
K-1: JZ INTERNATIONAL LLC	421,206.
Total to Form 990-PF, Part I, line 3, Column A	421,247.

## Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
GOLDMAN SACHS	24,841.	0.	24,841.
JPMORGAN CHASE NA	11,570.	0.	11,570.
K-1: JZ INTERNATIONAL LLC	76,154.	0.	76,154.
Total to Fm 990-PF, Part I, ln 4	112,565.	0.	112,565.

## Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
JZ INTERNATIONAL LLC: ORDINARY LOSS	-1,085,570.	0.	-1,085,570.
JZ INTERNATIONAL LLC: MUNICIPAL INTEREST	21.	0.	21.
JZ INTERNATIONAL LLC: NONDEDUCTIBLE MEALS & ENTERTAINMENT	-1,160.	0.	-1,160.
Total to Form 990-PF, Part I, line 11	-1,086,709.	0.	-1,086,709.

Form 990-PF	Taxes	Statement	4
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2008 FEDERAL EXCISE TAX	22,973.	0.	0.	0.
To Form 990-PF, Pg 1, ln 18	22,973.	0.	0.	0.

Form 990-PF	Other Expenses	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FILING FEES	750.	0.	0.	750.
MISCELLANEOUS	332.	0.	0.	332.
FOREIGN TAXES PAID	3,920.	3,920.	0.	0.
To Form 990-PF, Pg 1, ln 23	5,002.	3,920.	0.	1,082.

Footnotes	Statement	6
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FOR CAPITAL GAIN PURPOSES, THE BASIS OF THE STOCK HELD BY  
THE FOUNDATION IS AS FOLLOWS:

71,971 SHARES MARCUS CORP	94,559.
---------------------------	---------

250,000 SHARES LEUCADIA NATIONAL CORP	120,849.
---------------------------------------	----------

LINE 11, COLUMN A, K-1: JZ INTERNATIONAL LLC

ORDINARY LOSS	-1,085,570.
MUNICIPAL INTEREST	21.
NON DEDUCTIBLE MEALS & ENTERTAINMENT	1,161.

Form 990-PF

Corporate Stock

Statement 7

Description	Book Value	Fair Market Value
71,971 SHS MARCUS CORP	973,858.	922,668.
250,000 SHS LEUCADIA NATIONAL	1,880,208.	5,947,500.
Total to Form 990-PF, Part II, line 10b	2,854,066.	6,870,168.

Form 990-PF

Other Investments

Statement 8

Description	Valuation Method	Book Value	Fair Market Value
INV IN JZ INTERNATIONAL LLC		3,288,809.	3,000,000.
Total to Form 990-PF, Part II, line 13		3,288,809.	3,000,000.

Form 990-PF

Part XV - Line 1a  
List of Foundation Managers

Statement 9

Name of Manager

DAVID ZALAZNICK  
 IRMA MILSTEIN  
 BARBARA ZALAZNICK

Form 990-PF

Other Revenue

Statement 10

Description	Bus Code	Unrelated Business Inc	Excl Code	Excluded Amount	Related or Exempt Function Income
JZ INTERNATIONAL LLC: ORDINARY LOSS				-1,085,570.	
JZ INTERNATIONAL LLC: MUNICIPAL INTEREST				21.	
JZ INTERNATIONAL LLC: NONDEDUCTIBLE MEALS & ENTERTAINMENT				-1,160.	
Total to Form 990-PF, Pg 11, ln 11				-1,086,709.	

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

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

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

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

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

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

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

Type or print	Name of Exempt Organization <b>BARBARA AND DAVID ZALAZNICK FOUNDATION PAUL MILSTEIN, TRUSTEE</b>	Employer identification number <b>13-3921831</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>C/O ERIC KAPLAN, 335 MADISON AVE., No. 1500</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10017</b>	

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

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

**E KAPLAN, CPA., BRISTOL CONSULTANTS**

- The books are in the care of ► **335 MADISON AVE, 15TH FLOOR, NEW YORK, N.Y. - 10017**  
Telephone No. ► **212-708-0280** FAX No. ► **212 708-0299** ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ►  If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **August 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
►  calendar year **2009** or  
►  tax year beginning , and ending .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ <b>24,000.</b>
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ <b>25,358.</b>
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ <b>0.</b>

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

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

Form 8868 (Rev. 4-2009)

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

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  File by the extended due date for filing the return. See instructions	Name of Exempt Organization  BARBARA AND DAVID ZALAZNICK FOUNDATION PAUL MILSTEIN, TRUSTEE	Employer identification number  13-3921831
	Number, street, and room or suite no. If a P.O. box, see instructions.  C/O ERIC KAPLAN, 335 MADISON AVE., No. 1500	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  NEW YORK, NY 10017	

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.**

**E KAPLAN, CPA., BRISTOL CONSULTANTS**

- The books are in the care of ► 335 MADISON AVE., 15TH FLOOR, NEW YORK, N.Y. - 10017  
Telephone No. ► 212-708-0280 FAX No. ► 212 708-0299
- 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.

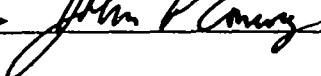
4 I request an additional 3-month extension of time until November 15, 2010.  
 5 For calendar year 2009, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.  
 6 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period  
 7 State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

**ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE 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 \$ 24,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ 25,358.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ 0.

**Signature and Verification**

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

Signature ►  Title ► C.P.A.

Date ► 8/5/10

Form 8868 (Rev. 4-2009)