Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
31-669145907250 BIRNKRANT FDN FOR SENIOR CITIZENS

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
666 5TH AVENUE - FLOOR 12B

City or town, state, and ZIP code
NEW YORK, NY 10103

A Employer identification number
20-4103741

B Telephone number (see page 10 of the instructions)
(800) 770-8444

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,079,250.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ______
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	23,066.	23,564.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-41,433.			
	b Gross sales price for all assets on line 6a 334,023.				
	7 Capital gain net income (from Part IV, line 2)		NONE		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	31.			STMT 2
	12 **Total** Add lines 1 through 11	-18,336.	23,564.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,000.	7,500.		7,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	750.	NONE	NONE	750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	40.	50.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	29.	4.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,819.	7,554.	NONE	8,275.
	25 Contributions, gifts, grants paid	38,125.			38,125.
	26 Total expenses and disbursements Add lines 24 and 25	53,944.	7,554.	NONE	46,400.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-72,280.			
	b **Net investment income** (if negative, enter -0-)		16,010.		
	c **Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	93,034.	137,596.	137,596.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 6	1,018,072.	901,694.	941,654.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,111,106.	1,039,290.	1,079,250.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	1,111,106.	1,039,290.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,111,106.	1,039,290.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,111,106.	1,039,290.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,111,106.
2	Enter amount from Part I, line 27a	2	-72,280.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	599.
4	Add lines 1, 2, and 3	4	1,039,425.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	135.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,039,290.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-41,434.
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) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	66,640.	1,143,538.	0.05827528250
2007	62,518.	1,343,813.	0.04652284209
2006	72,233.	1,291,136.	0.05594530708
2005	NONE	1,245,850.	NONE
2004			

2 **Total** of line 1, column (d)	2	0.16074343167
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.04018585792
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	975,230.
5 Multiply line 4 by line 3	5	39,190.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	160.
7 Add lines 5 and 6	7	39,350.
8 Enter qualifying distributions from Part XII, line 4	8	46,400.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	160.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	160.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	160.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . 6a 230.		
b	Exempt foreign organizations-tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c NONE		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments. Add lines 6a through 6d	7	230.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	70.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 70. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 9			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CITIBANK, N.A. Telephone no ▶ (800)770-8444

Located at ▶ 666 FIFTH AVENUE- FLOOR 12B, NEW YORK, NY ZIP + 4 ▶ 10103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	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?	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? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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	N/A	
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	N/A	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 [X] 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 [X] No

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) [ ] Yes [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 5b N/A

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X (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 [X] No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		15,000.	-0-	-0-

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

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

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

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

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

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

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

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	835,742.
b	Average of monthly cash balances	1b	154,339.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	990,081.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ... 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	990,081.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	14,851.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	975,230.
6	**Minimum investment return.** Enter 5% of line 5	6	48,762.

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

1	Minimum investment return from Part X, line 6			1	48,762.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	160.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	160.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	48,602.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	48,602.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	48,602.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	46,400.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	46,400.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	160.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,240.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				48,602.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			47,625.	
b Total for prior years 20 07 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004 ... NONE				
b From 2005 ... NONE				
c From 2006 ... NONE				
d From 2007 ... NONE				
e From 2008 ... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 46,400.				
a Applied to 2008, but not more than line 2a			46,400.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			* 1,225.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010			Please see attached Statement 13.	48,602.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005 ... NONE				
b Excess from 2006 ... NONE				
c Excess from 2007 ... NONE				
d Excess from 2008 ... NONE				
e Excess from 2009 ... NONE				

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

1a 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a 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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 12				
Total . . . . . ▶ **3a**				38,125.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

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 (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	23,066.	
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			18	-41,433.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FED TAX REFUND			1	31.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-18,336.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -18,336.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Ralph Cheifetz — 04/16/2010 — TRUSTEE

Signature of officer or trustee RALPH CHEIFETZ Date Title

Paid Preparer's Use Only

Preparer's signature: Jeffrey E Kuhlin	Date 04/16/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
Firm's name (or yours if self-employed), address, and ZIP code: KPMG LLP, P.O. BOX 6768, PROVIDENCE, RI 02940			EIN ▶ 13-5565207
			Phone no 800-770-8444

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		.23 BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					01/11/2005	01/08/2009
3.00		16.00					-13.00	
		100. CONTINENTAL AIRLS INC CL B PROPERTY TYPE: SECURITIES					10/08/2008	01/15/2009
1,707.00		1,115.00					592.00	
		20. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					02/29/2008	01/15/2009
1,499.00		1,738.00					-239.00	
		1000. COMCAST CORP NEW 5.900% 3/15/ PROPERTY TYPE: SECURITIES					05/05/2008	01/20/2009
975.00		1,021.00					-46.00	
		1000. CONOCO FUNDING 6.350% 10/15/ PROPERTY TYPE: SECURITIES					01/09/2007	01/20/2009
1,062.00		1,049.00					13.00	
		1000. CREDIT SUISSE FIRST 5.500% 8/15/ PROPERTY TYPE: SECURITIES					08/14/2008	01/20/2009
997.00		1,001.00					-4.00	
		2000. DISNEY WALT CO NEW 6.375% 3/01/ PROPERTY TYPE: SECURITIES					04/30/2007	01/20/2009
2,155.00		2,113.00					42.00	
		4000. FED HOME LN MTG CORP 5.000% 1/30/ PROPERTY TYPE: SECURITIES					06/12/2006	01/20/2009
4,415.00		3,925.00					490.00	
		1000. FEDERAL HOME LOAN MORTGAGE ASSN D PROPERTY TYPE: SECURITIES					05/18/2006	01/20/2009
1,085.00		1,014.00					71.00	
		2000. FEDERAL NATL MTG AS 6.625% 9/15/ PROPERTY TYPE: SECURITIES					01/24/2007	01/20/2009
2,077.00		2,076.00					1.00	
		1000. FED NATL MTG ASSN 6.000% 5/15/ PROPERTY TYPE: SECURITIES					06/13/2007	01/20/2009
1,098.00		1,020.00					78.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2000. FED NATL MTG ASSN 5.250% 9/15/ PROPERTY TYPE: SECURITIES					11/03/2006	01/20/2009
2,250.00		2,028.00					222.00	
		2000. GEN ELEC CAP CORP 4.875% 3/04/ PROPERTY TYPE: SECURITIES					09/30/2005	01/20/2009
1,922.00		2,000.00					-78.00	
		2000. GLAXOSMITHKLINE CAP 4.850% 5/15/ PROPERTY TYPE: SECURITIES					06/20/2008	01/20/2009
2,109.00		1,981.00					128.00	
		2000. GOLDMAN SACHS GROUP 4.500% 6/15/ PROPERTY TYPE: SECURITIES					08/16/2006	01/20/2009
1,983.00		1,971.00					12.00	
		2000. MORGAN STANLEY 4.000% 1/15/ PROPERTY TYPE: SECURITIES					12/21/2005	01/20/2009
1,975.00		1,969.00					6.00	
		2000. PEPSICO INC 5.000% 6/01/ PROPERTY TYPE: SECURITIES					06/20/2008	01/20/2009
2,090.00		1,943.00					147.00	
		2000. UNITED MEXICAN STS 6.625% 3/03/ PROPERTY TYPE: SECURITIES					05/29/2007	01/20/2009
2,098.00		2,149.00					-51.00	
		1000. U.S. TREASURY NOTES 4.000% 11/15/ PROPERTY TYPE: SECURITIES					01/11/2005	01/20/2009
1,104.00		995.00					109.00	
		2000. U.S. TREASURY NOTES 4.250% 8/15/ PROPERTY TYPE: SECURITIES					06/22/2007	01/20/2009
2,264.00		1,938.00					326.00	
		13000. U S TREASURY NOTES 4.875% 8/15 PROPERTY TYPE: SECURITIES					04/07/2008	01/20/2009
15,355.00		14,364.00					991.00	
		2000. VERIZON GLOBAL FDG 7.250% 12/01/ PROPERTY TYPE: SECURITIES					09/25/2007	01/20/2009
2,120.00		2,119.00					1.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1000. WACHOVIA CORP NEW 5.250% 8/01/ PROPERTY TYPE: SECURITIES					08/21/2006	01/20/2009
942.00		978.00					-36.00	
		1000. WAL-MART STORES PROPERTY TYPE: SECURITIES					09/28/2007	01/20/2009
1,029.00		1,038.00					-9.00	
		120. DISCOVER FINL SVCS PROPERTY TYPE: SECURITIES					04/10/2008	01/22/2009
903.00		2,138.00					-1,235.00	
		5000. WELLS FARGO & CO 4.950% 10/16/ PROPERTY TYPE: SECURITIES					04/14/2008	01/28/2009
4,832.00		5,122.00					-290.00	
		211. DELL INC PROPERTY TYPE: SECURITIES					02/01/2006	01/29/2009
2,136.00		8,509.00					-6,373.00	
		129. DELL INC PROPERTY TYPE: SECURITIES					02/24/2006	01/30/2009
1,254.00		3,812.00					-2,558.00	
		100. GENENTECH INC PROPERTY TYPE: SECURITIES					01/11/2005	01/30/2009
8,111.00		5,159.00					2,952.00	
		90. DELL INC PROPERTY TYPE: SECURITIES					03/06/2008	02/02/2009
835.00		1,761.00					-926.00	
		10. DELL INC PROPERTY TYPE: SECURITIES					02/24/2006	02/02/2009
93.00		290.00					-197.00	
		7000. MERRILL LYNCH & CO 4.125% 9/10/ PROPERTY TYPE: SECURITIES					07/21/2005	02/04/2009
6,930.00		6,939.00					-9.00	
		13000. FEDERAL NATL MTG AS 6.625% 9/15 PROPERTY TYPE: SECURITIES					01/24/2007	02/17/2009
13,437.00		13,494.00					-57.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		30. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					01/11/2005	02/19/2009
456.00		671.00					-215.00	
		570. TIME WARNER INC NEW PROPERTY TYPE: SECURITIES					01/11/2005	02/19/2009
4,383.00		10,767.00					-6,384.00	
		6000. U.S. TREASURY NOTES 3.375% 9/15/ PROPERTY TYPE: SECURITIES					05/23/2007	02/25/2009
6,092.00		5,927.00					165.00	
		120. WYETH PROPERTY TYPE: SECURITIES					11/26/2008	03/02/2009
4,879.00		4,165.00					714.00	
		60. AMAZON COM INC PROPERTY TYPE: SECURITIES					07/21/2006	03/06/2009
3,697.00		1,966.00					1,731.00	
		20. GENENTECH INC PROPERTY TYPE: SECURITIES					01/11/2005	03/06/2009
1,793.00		1,032.00					761.00	
		5000. WAL-MART STORES PROPERTY TYPE: SECURITIES					09/28/2007	03/12/2009
5,106.00		5,192.00					-86.00	
		6000. FEDERAL HOME LOAN MORTGAGE ASSN D PROPERTY TYPE: SECURITIES					05/18/2006	03/25/2009
6,464.00		6,086.00					378.00	
		80. GENENTECH INC PROPERTY TYPE: SECURITIES					01/11/2005	03/27/2009
7,600.00		4,127.00					3,473.00	
		300. CHARMING SHOPPES INC PROPERTY TYPE: SECURITIES					02/24/2006	04/08/2009
610.00		4,108.00					-3,498.00	
		66. DISCOVERY COMMUNICATNS NEW PROPERTY TYPE: SECURITIES					04/27/2005	04/08/2009
1,130.00		962.00					168.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		66. DISCOVERY COMMUNICATNS NEW PROPERTY TYPE: SECURITIES					04/27/2005	04/08/2009
1,030.00		864.00					166.00	
		.3336 TIME WARNER INC PROPERTY TYPE: SECURITIES					01/11/2005	04/08/2009
7.00		14.00					-7.00	
		.9781 TIME WARNER CABLE W/I PROPERTY TYPE: SECURITIES					01/11/2005	04/08/2009
26.00		55.00					-29.00	
		387. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					03/04/2008	04/15/2009
3,832.00		22,271.00					-18,439.00	
		105. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					01/11/2005	04/16/2009
1,106.00		3,164.00					-2,058.00	
		35. TIME WARNER CABLE W/I PROPERTY TYPE: SECURITIES					03/31/2006	04/16/2009
1,008.00		1,866.00					-858.00	
		75. AT&T INC PROPERTY TYPE: SECURITIES					10/29/2008	04/28/2009
1,933.00		2,036.00					-103.00	
		1000. TIME WARNER INC NT 6.875% 5/01/ PROPERTY TYPE: SECURITIES					09/30/2008	05/06/2009
1,044.00		1,007.00					37.00	
		6000. TIME WARNER INC NT 6.875% 5/01/ PROPERTY TYPE: SECURITIES					05/29/2007	05/06/2009
6,265.00		6,284.00					-19.00	
		80. AT&T INC PROPERTY TYPE: SECURITIES					10/21/2008	05/06/2009
2,125.00		2,089.00					36.00	
		20. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					02/29/2008	05/06/2009
1,368.00		1,738.00					-370.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		85. AT&T INC PROPERTY TYPE: SECURITIES					10/21/2008	05/07/2009
2,174.00		2,220.00					-46.00	
		6000. UNITED MEXICAN STS 6.625% 3/03/ PROPERTY TYPE: SECURITIES					05/29/2007	05/07/2009
6,525.00		6,447.00					78.00	
		50. KOHLS CORP PROPERTY TYPE: SECURITIES					02/27/2008	05/12/2009
2,180.00		2,320.00					-140.00	
		75. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES					03/13/2009	05/14/2009
1,851.00		936.00					915.00	
		7000. JPMORGAN CHASE & CO 4.500% 1/15/ PROPERTY TYPE: SECURITIES					09/25/2007	05/18/2009
7,142.00		6,887.00					255.00	
		115. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					02/27/2008	05/26/2009
1,699.00		2,329.00					-630.00	
		18. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					03/04/2008	05/26/2009
2,509.00		2,945.00					-436.00	
		220. HOME DEPOT INC PROPERTY TYPE: SECURITIES					01/11/2005	05/28/2009
4,984.00		9,176.00					-4,192.00	
		5000. MORGAN STANLEY 4.000% 1/15/ PROPERTY TYPE: SECURITIES					12/21/2005	05/28/2009
5,030.00		4,929.00					101.00	
		35. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					02/27/2008	06/01/2009
488.00		709.00					-221.00	
		80. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					02/27/2008	06/01/2009
1,117.00		1,620.00					-503.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		320. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					02/27/2008	06/02/2009
4,583.00		6,481.00					-1,898.00	
		40. J. P . MORGAN CHASE & CO F/K/A PROPERTY TYPE: SECURITIES					09/29/2008	06/04/2009
1,404.00		1,855.00					-451.00	
		30. J. P . MORGAN CHASE & CO F/K/A PROPERTY TYPE: SECURITIES					04/17/2008	06/04/2009
1,053.00		1,332.00					-279.00	
		14000. FED NATL MTG ASSN 4.750% 3/12 PROPERTY TYPE: SECURITIES					02/17/2009	06/09/2009
14,445.00		14,555.00					-110.00	
		60. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					02/29/2008	06/10/2009
400.00		748.00					-348.00	
		20. DU PONT E I DE NEMOURS & CO. PROPERTY TYPE: SECURITIES					06/27/2006	06/11/2009
545.00		820.00					-275.00	
		80. DU PONT E I DE NEMOURS & CO. PROPERTY TYPE: SECURITIES					07/13/2006	06/16/2009
2,024.00		3,247.00					-1,223.00	
		209. PFIZER INC. PROPERTY TYPE: SECURITIES					01/11/2005	07/09/2009
2,989.00		5,480.00					-2,491.00	
		76. PFIZER INC. PROPERTY TYPE: SECURITIES					01/11/2005	07/10/2009
1,080.00		1,993.00					-913.00	
		10. ARCH COAL INC PROPERTY TYPE: SECURITIES					02/29/2008	08/10/2009
182.00		520.00					-338.00	
		20. ARCH COAL INC PROPERTY TYPE: SECURITIES					09/09/2008	08/11/2009
347.00		717.00					-370.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. ARCH COAL INC					02/29/2008	08/11/2009
		PROPERTY TYPE: SECURITIES						
781.00		2,339.00					-1,558.00	
		222. SMITHFIELD FOODS INC COM					02/28/2008	08/12/2009
		PROPERTY TYPE: SECURITIES						
2,632.00		5,971.00					-3,339.00	
		48. SMITHFIELD FOODS INC COM					02/28/2008	08/13/2009
		PROPERTY TYPE: SECURITIES						
552.00		1,291.00					-739.00	
		32. TIDEWATER INC					02/29/2008	08/18/2009
		PROPERTY TYPE: SECURITIES						
1,378.00		1,803.00					-425.00	
		38. TIDEWATER INC					02/29/2008	08/19/2009
		PROPERTY TYPE: SECURITIES						
1,653.00		2,142.00					-489.00	
		25. TIDEWATER INC					02/29/2008	08/19/2009
		PROPERTY TYPE: SECURITIES						
1,087.00		1,409.00					-322.00	
		5000. PEPSICO INC 5.000% 6/01/					06/20/2008	08/20/2009
		PROPERTY TYPE: SECURITIES						
5,224.00		4,865.00					359.00	
		34. TIDEWATER INC					02/29/2008	08/21/2009
		PROPERTY TYPE: SECURITIES						
1,506.00		1,916.00					-410.00	
		150. BOSTON SCIENTIFIC CORP					03/05/2008	08/24/2009
		PROPERTY TYPE: SECURITIES						
1,715.00		1,915.00					-200.00	
		21. TIDEWATER INC					02/29/2008	08/24/2009
		PROPERTY TYPE: SECURITIES						
929.00		1,184.00					-255.00	
		20. AMERICAN EXPRESS CO					03/09/2009	08/26/2009
		PROPERTY TYPE: SECURITIES						
657.00		217.00					440.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25. MARSH & MCLENNAN PROPERTY TYPE: SECURITIES					04/11/2006	09/16/2009
600.00		731.00					-131.00	
		9000. FEDERAL HOME LOAN MORTGAGE ASSN D PROPERTY TYPE: SECURITIES					08/13/2009	09/17/2009
9,637.00		9,663.00					-26.00	
		7000. FEDERAL HOME LOAN MORTGAGE ASSN D PROPERTY TYPE: SECURITIES					05/18/2006	09/17/2009
7,496.00		7,101.00					395.00	
		143. TIME WARNER INC PROPERTY TYPE: SECURITIES					03/31/2006	09/17/2009
4,209.00		5,814.00					-1,605.00	
		5. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					03/04/2008	09/21/2009
911.00		818.00					93.00	
		155. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					02/29/2008	09/21/2009
1,487.00		1,931.00					-444.00	
		35. CONTINENTAL AIRLS INC CL B PROPERTY TYPE: SECURITIES					03/30/2009	09/22/2009
583.00		313.00					270.00	
		125. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					02/29/2008	09/22/2009
1,195.00		1,557.00					-362.00	
		80. CIGNA CORP PROPERTY TYPE: SECURITIES					01/28/2009	09/23/2009
2,448.00		1,467.00					981.00	
		185. BOSTON SCIENTIFIC CORP PROPERTY TYPE: SECURITIES					03/05/2008	09/25/2009
1,942.00		2,362.00					-420.00	
		175. BOSTON SCIENTIFIC CORP PROPERTY TYPE: SECURITIES					03/05/2008	09/28/2009
1,902.00		2,234.00					-332.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. KOHLS CORP PROPERTY TYPE: SECURITIES					02/27/2008	10/05/2009
557.00		464.00					93.00	
		120. CIGNA CORP PROPERTY TYPE: SECURITIES					03/06/2009	10/08/2009
3,404.00		1,692.00					1,712.00	
		70. CONTINENTAL AIRLS INC CL B PROPERTY TYPE: SECURITIES					03/30/2009	10/08/2009
1,164.00		625.00					539.00	
		128. ANADARKO PETE CORP PROPERTY TYPE: SECURITIES					02/01/2006	10/12/2009
8,725.00		6,760.00					1,965.00	
		25. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					02/11/2009	10/14/2009
1,905.00		705.00					1,200.00	
		20. AMAZON COM INC PROPERTY TYPE: SECURITIES					04/28/2005	10/26/2009
2,456.00		650.00					1,806.00	
		10. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					03/06/2008	10/28/2009
1,730.00		1,603.00					127.00	
		55. INTEL CORP PROPERTY TYPE: SECURITIES					01/11/2005	11/03/2009
1,015.00		1,242.00					-227.00	
		30. J. P . MORGAN CHASE & CO F/K/A PROPERTY TYPE: SECURITIES					04/17/2008	11/03/2009
1,274.00		1,332.00					-58.00	
		10. KOHLS CORP PROPERTY TYPE: SECURITIES					02/27/2008	11/03/2009
561.00		464.00					97.00	
		25. AMAZON COM INC PROPERTY TYPE: SECURITIES					04/28/2005	11/05/2009
2,976.00		812.00					2,164.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		295. CISCO SYS INC PROPERTY TYPE: SECURITIES					01/11/2005	11/05/2009
7,039.00		5,484.00					1,555.00	
		10. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					03/14/2008	11/05/2009
668.00		940.00					-272.00	
		20. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES					03/09/2009	11/13/2009
803.00		217.00					586.00	
		50. COACH INC PROPERTY TYPE: SECURITIES					04/08/2009	11/20/2009
1,680.00		880.00					800.00	
		5. SAFEWAY INC NEW PROPERTY TYPE: SECURITIES					02/28/2008	11/20/2009
113.00		148.00					-35.00	
		35. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					03/14/2008	11/24/2009
2,485.00		3,290.00					-805.00	
		.0374 DIRECTV COM USD0.01 CLASS 'A' PROPERTY TYPE: SECURITIES					03/31/2008	12/01/2009
1.00		1.00						
		35. MARSH & MCLENNAN PROPERTY TYPE: SECURITIES					06/06/2006	12/02/2009
776.00		1,013.00					-237.00	
		170. MARSH & MCLENNAN PROPERTY TYPE: SECURITIES					03/04/2008	12/04/2009
3,729.00		4,505.00					-776.00	
		5000. GOLDMAN SACHS GROUP 4.500% 6/15/ PROPERTY TYPE: SECURITIES					08/16/2006	12/09/2009
5,102.00		4,944.00					158.00	
		7000. U S TREASURY NOTES 4.875% 8/15/ PROPERTY TYPE: SECURITIES					11/17/2009	12/10/2009
7,893.00		7,730.00					163.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		7000. U S TREASURY NOTES 4.875% 8/15/ PROPERTY TYPE: SECURITIES					06/19/2008	12/10/2009
7,893.00		7,471.00					422.00	
TOTAL GAIN(LOSS)							-41,434.	

JSA
9E1730 1 000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	23,066.	23,564.
TOTAL	23,066.	23,564.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FED TAX REFUND		31.
	TOTALS	31.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CODE 18	750.			750.
TOTALS	750.	NONE	NONE	750.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX	40.	50.
TOTALS	40.	50.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FOREIGN FEES	4.	4.	
CA AG FILING FEE	25.		25.
TOTALS	29.	4.	25.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	1,018,072.	901,694.	941,654.
TOTALS		1,018,072.	901,694.	941,654.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ACCRUED MKT DISCOUNT		599.
	TOTAL	599.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
PURCHASED ACCRUEND INTEREST		100.
ROC TIME WARNER		35.
	TOTAL	135.

STATEMENT 8

STATE(S) WHERE THE FOUNDATION IS REGISTERED

CA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
CITIBANK, N.A.
ADDRESS:
666 FIFTH AVENUE- FLOOR 12B
NEW YORK, NY 10103
TITLE:
TRUSTEE, AS REQ'D
COMPENSATION .... 15,000.

OFFICER NAME:
STANLEY NUGIT
ADDRESS:
6017 BRISTOL PARKWAY
CULVER CITY, CA 90230
TITLE:
CO TRUSTEE

TOTAL COMPENSATION: 15,000.

STATEMENT 10

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WESTSIDE JCC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 9,500.

RECIPIENT NAME:
BET TZEDEK LEGAL SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A

RECIPIENT NAME:
OPICA ADULT DAY CARE
CENTER INC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 9,500.

RECIPIENT NAME:
LOS ANGELES JEWISH HOME FOR
THE AGING
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 9,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JEWISH FAMILY SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 9,625.

TOTAL GRANTS PAID: 38,125.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust: 31-669145907250 BIRNKRANT FDN FOR SENIOR

Employer identification number: 20-4103741

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	6,405.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	6,405.

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

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

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-47,839.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-47,839.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			6,405.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-47,839.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-41,434.

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

Part IV **Capital Loss Limitation**

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

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

Part V **Tax Computation Using Maximum Capital Gains Rates**

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

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

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

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

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: 31-669145907250 BIRNKRANT FDN FOR SENIOR

Employer identification number: 20-4103741

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

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100. CONTINENTAL AIRLS INC CL B	10/08/2008	01/15/2009	1,707.00	1,115.00	592.00
20. EXXON MOBIL CORP	02/29/2008	01/15/2009	1,499.00	1,738.00	-239.00
1000. COMCAST CORP NEW 5.900% 3/15/16	05/05/2008	01/20/2009	975.00	1,021.00	-46.00
1000. CREDIT SUISSE FIRST 5.500% 8/15/13	08/14/2008	01/20/2009	997.00	1,001.00	-4.00
2000. GLAXOSMITHKLINE CAP 4.850% 5/15/13	06/20/2008	01/20/2009	2,109.00	1,981.00	128.00
2000. PEPSICO INC 5.000% 6/01/18	06/20/2008	01/20/2009	2,090.00	1,943.00	147.00
13000. U S TREASURY NOTES 4.875% 8/15/16	04/07/2008	01/20/2009	15,355.00	14,364.00	991.00
120. DISCOVER FINL SVCS	04/10/2008	01/22/2009	903.00	2,138.00	-1,235.00
5000. WELLS FARGO & CO 4.950% 10/16/13	04/14/2008	01/28/2009	4,832.00	5,122.00	-290.00
90. DELL INC	03/06/2008	02/02/2009	835.00	1,761.00	-926.00
120. WYETH	11/26/2008	03/02/2009	4,879.00	4,165.00	714.00
75. AT&T INC	10/29/2008	04/28/2009	1,933.00	2,036.00	-103.00
1000. TIME WARNER INC NT 6.875% 5/01/12	09/30/2008	05/06/2009	1,044.00	1,007.00	37.00
80. AT&T INC	10/21/2008	05/06/2009	2,125.00	2,089.00	36.00
85. AT&T INC	10/21/2008	05/07/2009	2,174.00	2,220.00	-46.00
75. AMERICAN EXPRESS CO	03/13/2009	05/14/2009	1,851.00	936.00	915.00
40. J. P . MORGAN CHASE & CO F/K/A	09/29/2008	06/04/2009	1,404.00	1,855.00	-451.00
14000. FED NAT'L MTG ASSN 4.750% 3/12/10	02/17/2009	06/09/2009	14,445.00	14,555.00	-110.00
20. ARCH COAL INC	09/09/2008	08/11/2009	347.00	717.00	-370.00
20. AMERICAN EXPRESS CO	03/09/2009	08/26/2009	657.00	217.00	440.00
9000. FEDERAL HOME LOAN MORTGAGE ASSN DTD 03/15/01	08/13/2009	09/17/2009	9,637.00	9,663.00	-26.00
35. CONTINENTAL AIRLS INC CL B	03/30/2009	09/22/2009	583.00	313.00	270.00
80. CIGNA CORP	01/28/2009	09/23/2009	2,448.00	1,467.00	981.00
120. CIGNA CORP	03/06/2009	10/08/2009	3,404.00	1,692.00	1,712.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: 31-669145907250 BIRNKRANT FDN FOR SENIOR

Employer identification number: 20-4103741

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 70. CONTINENTAL AIRLS INC CL B	03/30/2009	10/08/2009	1,164.00	625.00	539.00
25. FREEPORT MCMORAN COPPER & GOLD	02/11/2009	10/14/2009	1,905.00	705.00	1,200.00
20. AMERICAN EXPRESS CO	03/09/2009	11/13/2009	803.00	217.00	586.00
50. COACH INC	04/08/2009	11/20/2009	1,680.00	880.00	800.00
7000. U S TREASURY NOTES 4.875% 8/15/16	11/17/2009	12/10/2009	7,893.00	7,730.00	163.00

1b Total Combine the amounts in column (f). Enter here and on Schedule D, line 1b 6,405.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side: 31-669145907250 BIRNKRANT FDN FOR SENIOR

Employer identification number: 20-4103741

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a .23 BANK OF AMERICA CORP	01/11/2005	01/08/2009	3.00	16.00	-13.00
1000. CONOCO FUNDING 6.350% 10/15/11	01/09/2007	01/20/2009	1,062.00	1,049.00	13.00
2000. DISNEY WALT CO NEW 6.375% 3/01/12	04/30/2007	01/20/2009	2,155.00	2,113.00	42.00
4000. FED HOME LN MTG CORP 5.000% 1/30/14	06/12/2006	01/20/2009	4,415.00	3,925.00	490.00
1000. FEDERAL HOME LOAN MORTGAGE ASSN DTD 03/15/01	05/18/2006	01/20/2009	1,085.00	1,014.00	71.00
2000. FEDERAL NATL MTG AS 6.625% 9/15/09	01/24/2007	01/20/2009	2,077.00	2,076.00	1.00
1000. FED NATL MTG ASSN 6.000% 5/15/11	06/13/2007	01/20/2009	1,098.00	1,020.00	78.00
2000. FED NATL MTG ASSN 5.250% 9/15/16	11/03/2006	01/20/2009	2,250.00	2,028.00	222.00
2000. GEN ELEC CAP CORP 4.875% 3/04/15	09/30/2005	01/20/2009	1,922.00	2,000.00	-78.00
2000. GOLDMAN SACHS GROUP 4.500% 6/15/10	08/16/2006	01/20/2009	1,983.00	1,971.00	12.00
2000. MORGAN STANLEY 4.000% 1/15/10	12/21/2005	01/20/2009	1,975.00	1,969.00	6.00
2000. UNITED MEXICAN STS 6.625% 3/03/15	05/29/2007	01/20/2009	2,098.00	2,149.00	-51.00
1000. U.S. TREASURY NOTES 4.000% 11/15/12	01/11/2005	01/20/2009	1,104.00	995.00	109.00
2000. U.S. TREASURY NOTES 4.250% 8/15/13	06/22/2007	01/20/2009	2,264.00	1,938.00	326.00
2000. VERIZON GLOBAL FDG 7.250% 12/01/10	09/25/2007	01/20/2009	2,120.00	2,119.00	1.00
1000. WACHOVIA CORP NEW 5.250% 8/01/14	08/21/2006	01/20/2009	942.00	978.00	-36.00
1000. WAL-MART STORES	09/28/2007	01/20/2009	1,029.00	1,038.00	-9.00
211. DELL INC	02/01/2006	01/29/2009	2,136.00	8,509.00	-6,373.00
129. DELL INC	02/24/2006	01/30/2009	1,254.00	3,812.00	-2,558.00
100. GENENTECH INC	01/11/2005	01/30/2009	8,111.00	5,159.00	2,952.00
10. DELL INC	02/24/2006	02/02/2009	93.00	290.00	-197.00
7000. MERRILL LYNCH & CO 4.125% 9/10/09	07/21/2005	02/04/2009	6,930.00	6,939.00	-9.00
13000. FEDERAL NATL MTG AS 6.625% 9/15/09	01/24/2007	02/17/2009	13,437.00	13,494.00	-57.00
30. TEXAS INSTRS INC	01/11/2005	02/19/2009	456.00	671.00	-215.00
570. TIME WARNER INC NEW	01/11/2005	02/19/2009	4,383.00	10,767.00	-6,384.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: 31-669145907250 BIRNKRANT FDN FOR SENIOR

Employer identification number 20-4103741

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 6000. U.S. TREASURY NOTES 3.375% 9/15/09	05/23/2007	02/25/2009	6,092.00	5,927.00	165.00
60. AMAZON COM INC	07/21/2006	03/06/2009	3,697.00	1,966.00	1,731.00
20. GENENTECH INC	01/11/2005	03/06/2009	1,793.00	1,032.00	761.00
5000. WAL-MART STORES	09/28/2007	03/12/2009	5,106.00	5,192.00	-86.00
6000. FEDERAL HOME LOAN MORTGAGE ASSN DTD 03/15/01	05/18/2006	03/25/2009	6,464.00	6,086.00	378.00
80. GENENTECH INC	01/11/2005	03/27/2009	7,600.00	4,127.00	3,473.00
300. CHARMING SHOPPES INC	02/24/2006	04/08/2009	610.00	4,108.00	-3,498.00
66. DISCOVERY COMMUNICATNS NEW	04/27/2005	04/08/2009	1,130.00	962.00	168.00
66. DISCOVERY COMMUNICATNS NEW	04/27/2005	04/08/2009	1,030.00	864.00	166.00
.3336 TIME WARNER INC	01/11/2005	04/08/2009	7.00	14.00	-7.00
.9781 TIME WARNER CABLE W/I	01/11/2005	04/08/2009	26.00	55.00	-29.00
387. BANK OF AMERICA CORP	03/04/2008	04/15/2009	3,832.00	22,271.00	-18,439.00
105. BANK OF AMERICA CORP	01/11/2005	04/16/2009	1,106.00	3,164.00	-2,058.00
35. TIME WARNER CABLE W/I	03/31/2006	04/16/2009	1,008.00	1,866.00	-858.00
6000. TIME WARNER INC NT 6.875% 5/01/12	05/29/2007	05/06/2009	6,265.00	6,284.00	-19.00
20. EXXON MOBIL CORP	02/29/2008	05/06/2009	1,368.00	1,738.00	-370.00
6000. UNITED MEXICAN STS 6.625% 3/03/15	05/29/2007	05/07/2009	6,525.00	6,447.00	78.00
50. KOHLS CORP	02/27/2008	05/12/2009	2,180.00	2,320.00	-140.00
7000. JPMORGAN CHASE & CO 4.500% 1/15/12	09/25/2007	05/18/2009	7,142.00	6,887.00	255.00
115. COMCAST CORP NEW CL A	02/27/2008	05/26/2009	1,699.00	2,329.00	-630.00
18. GOLDMAN SACHS GROUP INC	03/04/2008	05/26/2009	2,509.00	2,945.00	-436.00
220. HOME DEPOT INC	01/11/2005	05/28/2009	4,984.00	9,176.00	-4,192.00
5000. MORGAN STANLEY 4.000% 1/15/10	12/21/2005	05/28/2009	5,030.00	4,929.00	101.00
35. COMCAST CORP NEW CL A	02/27/2008	06/01/2009	488.00	709.00	-221.00
80. COMCAST CORP NEW CL A	02/27/2008	06/01/2009	1,117.00	1,620.00	-503.00

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

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31-669145907250 BIRNKRANT FDN FOR SENIOR

Employer identification number
20-4103741

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 320. COMCAST CORP NEW CL A	02/27/2008	06/02/2009	4,583.00	6,481.00	-1,898.00
30. J. P . MORGAN CHASE & CO F/K/A	04/17/2008	06/04/2009	1,053.00	1,332.00	-279.00
60. SOUTHWEST AIRLS CO	02/29/2008	06/10/2009	400.00	748.00	-348.00
20. DU PONT E I DE NEMOURS & CO.	06/27/2006	06/11/2009	545.00	820.00	-275.00
80. DU PONT E I DE NEMOURS & CO.	07/13/2006	06/16/2009	2,024.00	3,247.00	-1,223.00
209. PFIZER INC.	01/11/2005	07/09/2009	2,989.00	5,480.00	-2,491.00
76. PFIZER INC.	01/11/2005	07/10/2009	1,080.00	1,993.00	-913.00
10. ARCH COAL INC	02/29/2008	08/10/2009	182.00	520.00	-338.00
45. ARCH COAL INC	02/29/2008	08/11/2009	781.00	2,339.00	-1,558.00
222. SMITHFIELD FOODS INC COM	02/28/2008	08/12/2009	2,632.00	5,971.00	-3,339.00
48. SMITHFIELD FOODS INC COM	02/28/2008	08/13/2009	552.00	1,291.00	-739.00
32. TIDEWATER INC	02/29/2008	08/18/2009	1,378.00	1,803.00	-425.00
38. TIDEWATER INC	02/29/2008	08/19/2009	1,653.00	2,142.00	-489.00
25. TIDEWATER INC	02/29/2008	08/19/2009	1,087.00	1,409.00	-322.00
5000. PEPSICO INC 5.000% 6/01/18	06/20/2008	08/20/2009	5,224.00	4,865.00	359.00
34. TIDEWATER INC	02/29/2008	08/21/2009	1,506.00	1,916.00	-410.00
150. BOSTON SCIENTIFIC CORP	03/05/2008	08/24/2009	1,715.00	1,915.00	-200.00
21. TIDEWATER INC	02/29/2008	08/24/2009	929.00	1,184.00	-255.00
25. MARSH & MCLENNAN	04/11/2006	09/16/2009	600.00	731.00	-131.00
7000. FEDERAL HOME LOAN MORTGAGE ASSN DTD 03/15/01	05/18/2006	09/17/2009	7,496.00	7,101.00	395.00
143. TIME WARNER INC	03/31/2006	09/17/2009	4,209.00	5,814.00	-1,605.00
5. GOLDMAN SACHS GROUP INC	03/04/2008	09/21/2009	911.00	818.00	93.00
155. SOUTHWEST AIRLS CO	02/29/2008	09/21/2009	1,487.00	1,931.00	-444.00
125. SOUTHWEST AIRLS CO	02/29/2008	09/22/2009	1,195.00	1,557.00	-362.00
185. BOSTON SCIENTIFIC CORP	03/05/2008	09/25/2009	1,942.00	2,362.00	-420.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
31-669145907250 BIRNKRANT FDN FOR SENIOR

Employer identification number
20-4103741

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 175. BOSTON SCIENTIFIC CORP	03/05/2008	09/28/2009	1,902.00	2,234.00	-332.00
10. KOHLS CORP	02/27/2008	10/05/2009	557.00	464.00	93.00
128. ANADARKO PETE CORP	02/01/2006	10/12/2009	8,725.00	6,760.00	1,965.00
20. AMAZON COM INC	04/28/2005	10/26/2009	2,456.00	650.00	1,806.00
10. GOLDMAN SACHS GROUP INC	03/06/2008	10/28/2009	1,730.00	1,603.00	127.00
55. INTEL CORP	01/11/2005	11/03/2009	1,015.00	1,242.00	-227.00
30. J. P . MORGAN CHASE & CO F/K/A	04/17/2008	11/03/2009	1,274.00	1,332.00	-58.00
10. KOHLS CORP	02/27/2008	11/03/2009	561.00	464.00	97.00
25. AMAZON COM INC	04/28/2005	11/05/2009	2,976.00	812.00	2,164.00
295. CISCO SYS INC	01/11/2005	11/05/2009	7,039.00	5,484.00	1,555.00
10. SEARS HLDGS CORP	03/14/2008	11/05/2009	668.00	940.00	-272.00
5. SAFEWAY INC NEW	02/28/2008	11/20/2009	113.00	148.00	-35.00
35. SEARS HLDGS CORP	03/14/2008	11/24/2009	2,485.00	3,290.00	-805.00
.0374 DIRECTV COM USD0.01 CLASS 'A'	03/31/2008	12/01/2009	1.00	1.00	
35. MARSH & MCLENNAN	06/06/2006	12/02/2009	776.00	1,013.00	-237.00
170. MARSH & MCLENNAN	03/04/2008	12/04/2009	3,729.00	4,505.00	-776.00
5000. GOLDMAN SACHS GROUP 4.500% 6/15/10	08/16/2006	12/09/2009	5,102.00	4,944.00	158.00
7000. U S TREASURY NOTES 4.875% 8/15/16	06/19/2008	12/10/2009	7,893.00	7,471.00	422.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -47,839.00

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply The foundation does not have any undistributed income from prior years

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Asset Detail

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
U.S. Treasuries and Agencies						
U.S. Treasury Bonds and Notes						
U.S Treasury Notes 4.000% 11/15/12 CUSIP: 912828AP5	23,000.00	$24,568.60	$23,534.62	$1,033.98	$920.00	2.28%
U.S. Treasury Notes 4.250% 8/15/13 CUSIP: 912828BH2	17,000.00	$18,344 02	$17,380.16	$963.86	$722 50	1 70%
U S Treasury Notes 4.875% 8/15/16 CUSIP: 912828FQ8	13,000.00	$14,295.97	$13,728.20	$567.77	$633.75	1.32%
U S Treas Nts 3.375% 11/15/19 CUSIP: 912828LY4	15,000 00	$14,428.20	$14,878 31	-$450.11	$506.25	1.34%
		$71,636.79	$69,521.29	$2,115.50	$2,782.50	6.64%
Government Agency Bonds/Notes						
Fed Natl Mtg Assn 6.000% 5/15/11 CUSIP: 31359MJH7	15,000.00	$16,059.45	$15,420.79	$638 66	$900.00	1.49%
Fedl Natl Mtg Assn 3.625% 8/15/11 CUSIP: 31398ATL6	16,000.00	$16,670.08	$16,780.00	-$109.92	$580.00	1.54%
Fed Home Ln Mtg Corp 5 000% 1/30/14 CUSIP: 3128X2TM7	20,000 00	$21,806 20	$19,870.31	$1,935.89	$1,000.00	2.02%
Fed Natl Mtg Assn 5.250% 9/15/16 CUSIP: 31359MW41	14.000.00	$15,465.66	$14,332.92	$1,132.74	$735.00	1.43%
		$70,001.39	$66,404.02	$3,597.37	$3,215.00	6.48%
Total U.S. Treasuries and Agencies		$141,638.18	$135,925.31	$5,712.87	$5,997 50	13.12%

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Corporate and Foreign Bonds *U.S. Corporate Bonds & Notes*						
Verizon Global Fdg 7.250% 12/01/10 CUSIP: 92344GAL0	7,000.00	$7,397.46	$7,394 02	$3.44	$507.50	0.69%
Conoco Funding 6.350% 10/15/11 CUSIP: 20825UAB0	6,000.00	$6,527.76	$6,272 92	$254.84	$381.00	0.60%
Hewlett-Pack Co Hpq 4.250% 2/24/12 CUSIP: 428236AU7	6,000.00	$6,293 64	$6,183 56	$110 08	$255 00	0.58%
Disney Walt Co New 6.375% 3/01/12 CUSIP: 25468PBX3	6,000.00	$6,553.86	$6,339.48	$214.38	$382.50	0 61%
Goldman Sachs 3.250% 6/15/12 CUSIP: 38146FAA9	6,000.00	$6,233.58	$6,219.12	$14.46	$195.00	0 58%
Bank of America Corp 3.125% 6/15/12 CUSIP: 06050BAA9	6,000.00	$6,217.20	$6,048.90	$168 30	$187.50	0.58%
Merrill Lynch & Co 5.450% 2/05/13 CUSIP: 59018YM40	7,000.00	$7,365.89	$6,607 02	$758 87	$381.50	0.68%
Glaxosmithkline Cap 4.850% 5/15/13 CUSIP: 377372AC1	5,000 00	$5,367 25	$4,951.75	$415.50	$242 50	0.50%
Credit Suisse First 5.500% 8/15/13 CUSIP: 22541LAH6	6,000.00	$6,518 10	$5,950.20	$567.90	$330.00	0.60%
Wyeth 5.500% 2/01/14 CUSIP: 983024AE0	8,000.00	$8,715.76	$7,889.44	$826.32	$440.00	0.81%
American Express Co 7.250% 5/20/14 CUSIP: 025816BA6	5,000.00	$5,641.85	$5,136 35	$505.50	$362.50	0.52%
JPMorgan Chase & Co 4.650% 6/01/14 CUSIP: 46625HHN3	7,000.00	$7,374.08	$6,978 72	$395.36	$325 50	0.68%

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Wachovia Corp New 5.250% 8/01/14 CUSIP: 929903AJ1	6,000.00	$6,211.56	$5,865.90	$345.66	$315.00	0.58%
Gen Elec Cap Corp 4.875% 3/04/15 CUSIP: 36962GP65	7,000.00	$7,271.60	$6,968.39	$303.21	$341.25	0.67%
Comcast Corp New 5 900% 3/15/16 CUSIP: 20030NAL5	6,000 00	$6,461 52	$6,085.41	$376.11	$354.00	0.60%
Time Warner Cable 5.850% 5/01/17 CUSIP: 88732JAH1	7,000.00	$7,354.69	$6,948.48	$406.21	$409.50	0.68%
XTO Energy Inc 6.250% 8/01/17 CUSIP: 98385XAL0	6,000.00	$6,794.04	$6,126.06	$667.98	$375.00	0.63%
At & T Inc 5.500% 2/01/18 CUSIP: 00206RAJ1	5,000.00	$5,217.10	$5,121.15	$95.95	$275.00	0.48%
Goldman Sachs 6.150% 4/01/18 CUSIP: 38141GFM1	5,000.00	$5,352.50	$5,454.25	-$101.75	$307.50	0.50%
CISCO Systems Inc 4.950% 2/15/19 CUSIP: 17275RAE2	7,000.00	$7,175.07	$7,017.71	$157.36	$346.50	0.66%
		$132,044.51	$125,558.83	$6,485.68	$6,714.25	12.23%
Foreign Corporate Bonds						
BP Capital Markets 5.250% 11/07/13 CUSIP: 05565QBF4	7,000.00	$7,624.61	$7,162.77	$461.84	$367.50	0.71%
Rio Tinto Finance PL 8.950% 5/01/14 CUSIP. 767201AF3	6,000.00	$7,189.80	$6,518.10	$671.70	$537.00	0.67%
		$14,814.41	$13,680 87	$1,133.54	$904.50	1.38%
Total Corporate and Foreign Bonds		$146,858.92	$139,239.70	$7,619.22	$7,618.75	13.61%

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Common Equity Securities						
Domestic Common Stocks						
Advent Software Inc CUSIP: 007974108	110.00	$4,480 30	$3,069.37	$1,410.93	$0.00	0 42%
Akamai Technologies Inc CUSIP· 00971T101	55 00	$1,393.70	$1,021.64	$372.06	$0.00	0.13%
ALCOA Inc Com CUSIP: 013817101	70 00	$1,128.40	$2,670.40	-$1,542.00	$8.40	0.10%
Amazon Com Inc CUSIP: 023135106	115 00	$15,469.80	$3,735.14	$11,734.66	$0 00	1.43%
American Express Co Com CUSIP: 025816109	110.00	$4,457 20	$1,191.22	$3,265.98	$79.20	0.41%
AMGEN Inc Com CUSIP. 031162100	240 00	$13,576.80	$12,743.14	$833 66	$0.00	1 26%
Anadarko Petroleum Corp CUSIP: 032511107	130.00	$8,114.60	$5,260.36	$2,854.24	$46.80	0.75%
Autodesk Inc CUSIP· 052769106	150.00	$3,811.50	$5,163.87	-$1,352.37	$0.00	0.35%
Bank of America Corp CUSIP. 060505104	500.00	$7,530.00	$7,431.36	$98.64	$20.00	0.70%
Bed Bath & Beyond Inc Com CUSIP: 075896100	175.00	$6,756.75	$6,966.68	-$209.93	$0.00	0.63%
Berkshire Hathaway Inc Del-Cl B CUSIP: 084670207	5.00	$16,430.00	$11,538.89	$4,891.11	$0 00	1.52%
Biogen IDEC Inc CUSIP: 09062X103	425.00	$22,737.50	$21,933.69	$803.81	$0.00	2.11%
Blackrock Inc CUSIP: 09247X101	25.00	$5,805.00	$3,188.81	$2,616 19	$78.00	0.54%

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Boeing Company Com CUSIP. 097023105	50.00	$2,706.50	$4,272.90	-$1,566.40	$84.00	0.25%
Bristol Myers Squibb Co Com CUSIP: 110122108	225.00	$5,681.25	$4,918.12	$763.13	$288.00	0.53%
Broadcom Corp Com CUSIP: 111320107	160.00	$5,035.20	$4,382.82	$652 38	$0 00	0.47%
Cablevision Sys Corp CUSIP: 12686C109	300.00	$7,746.00	$3,941.00	$3,805.00	$120 00	0.72%
Caterpillar Inc DEL Com CUSIP: 149123101	50.00	$2,849 50	$2,177 13	$672.37	$84.00	0.26%
Celgene Corp CUSIP: 151020104	75.00	$4,176.00	$3,850.16	$325 84	$0 00	0.39%
Chesapeake Energy Corp CUSIP: 165167107	85.00	$2,199.80	$2,347.56	-$147.76	$25.50	0.20%
Chubb Corp Com CUSIP: 171232101	95.00	$4,672 10	$5,131.00	-$458.90	$133.00	0.43%
CISCO Systems Inc Com CUSIP: 17275R102	405.00	$9,695.70	$7,526 95	$2,168.75	$0 00	0.90%
Coach Inc CUSIP: 189754104	75.00	$2,739.75	$1,319.69	$1,420.06	$22.50	0.25%
Coca Cola Co Com CUSIP: 191216100	190 00	$10,830.00	$7,821.35	$3,008.65	$311 60	1.00%
Comcast Corp New CL A Spl CUSIP: 20030N200	750.00	$12,007.50	$15,100.40	-$3,092.90	$283 50	1.11%
ConocoPhillips CUSIP: 20825C104	165.00	$8,426.55	$10,553.23	-$2,126.68	$330.00	0.78%
Cree Inc CUSIP: 225447101	150.00	$8,455.50	$3,610.91	$4,844 59	$0.00	0.78%

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Cvs/Caremark Corp CUSIP: 126650100	110 00	$3,543 10	$3,233.43	$309.67	$33 55	0.33%
Dean Foods Co New CUSIP. 242370104	435.00	$7,847.40	$8,334.87	-$487.47	$0.00	0.73%
Dell Inc CUSIP: 24702R101	530.00	$7,610.80	$8,718.86	-$1,108.06	$0.00	0.71%
DirecTV Com Usd0.01 Class 'a' CUSIP: 25490A101	220.00	$7,337 00	$3,450.22	$3,886.78	$0.00	0.68%
Dolby Laboratories Inc CUSIP: 25659T107	78.00	$3,722.94	$2,314 97	$1,407.97	$0.00	0.34%
Dow Chem Company Com CUSIP: 260543103	110.00	$3,039.30	$4,150.73	-$1,111.43	$66 00	0.28%
Ebay Inc CUSIP: 278642103	200.00	$4,706.00	$6,413 97	-$1,707.97	$0.00	0.44%
Electronic Arts Inc CUSIP: 285512109	390.00	$6,922.50	$13,428.85	-$6,506.35	$0.00	0.64%
Expedia Inc DEL CUSIP: 30212P105	270 00	$6,947.10	$4,728.75	$2,218.35	$0 00	0 64%
Exxon Mobil Corp CUSIP: 30231G102	50.00	$3,409 50	$3,848 78	-$439 28	$84.00	0.32%
First Solar Inc CUSIP: 336433107	25.00	$3,385 00	$2,846.64	$538.36	$0 00	0.31%
Fluor Corp New CUSIP: 343412102	90.00	$4,053 60	$3,086.79	$966.81	$45.00	0.38%
Forest Labs Inc CL A Com CUSIP: 345838106	350 00	$11,238.50	$12,927 26	-$1,688 76	$0.00	1.04%

Statement of Value and Activity

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Freeport McMoran Copper B CUSIP: 35671D857	100.00	$8,029 00	$2,821.62	$5,207.38	$60.00	0.74%
General Electric Corp Com CUSIP: 369604103	750.00	$11,347.50	$23,207.04	-$11,859.54	$300.00	1.05%
Genzyme Corp Com CUSIP: 372917104	150.00	$7,351.50	$8,907.00	-$1,555.50	$0.00	0.68%
Goldman Sachs Group Inc CUSIP: 38141G104	30.00	$5,065.20	$3,036.90	$2,028.30	$42.00	0.47%
Google Inc CUSIP: 38259P508	10.00	$6,199.80	$4,031.74	$2,168.06	$0.00	0.57%
Hewlett-Packard Co Com CUSIP: 428236103	100.00	$5,151.00	$4,815.00	$336.00	$32.00	0.48%
Home Depot Inc Com CUSIP: 437076102	280.00	$8,100.40	$11,678.80	-$3,578 40	$252.00	0.75%
Intel Corp Com CUSIP: 458140100	845.00	$17,238.00	$18,017.90	-$779.90	$473.20	1.60%
Johnson & Johnson Com CUSIP: 478160104	250.00	$16,102.50	$14,492.50	$1,610.00	$490.00	1.49%
JPMorgan Chase & Co CUSIP. 46625H100	255 00	$10,625.85	$8,061 85	$2,564.00	$51.00	0.98%
Juniper Networks Inc CUSIP: 48203R104	325.00	$8,667.75	$5,301.44	$3,366.31	$0 00	0.80%
Kohls Corp Com CUSIP: 500255104	55 00	$2,966.15	$2,213.86	$752.29	$0.00	0.27%
L-3 Communications Hldgs Inc CUSIP: 502424104	70 00	$6,086 50	$5,023 48	$1,063.02	$98.00	0.56%

Statement of Value and Activity

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Liberty Global Inc Com Ser A CUSIP: 530555101	82.00	$1,794.98	$1,706.66	$88.32	$0 00	0.17%
Liberty Media Corp New CUSIP: 53071M708	22.00	$1,015 30	$383 44	$631 86	$0 00	0.09%
Liberty Media Hldg Corp CUSIP: 53071M104	700.00	$7,588 00	$11,153.34	-$3,565.34	$0.00	0.70%
Liberty Media Hldg Corp CUSIP: 53071M302	450.00	$10,746.00	$4,339.80	$6,406.20	$0.00	1.00%
McDonalds Corp Com CUSIP: 580135101	70.00	$4,370.80	$3,950.66	$420.14	$154.00	0.40%
Merck & Co Inc New CUSIP: 58933Y105	165.00	$6,029.10	$5,913.74	$115.36	$250.80	0.56%
Microsoft Corp Com CUSIP: 594918104	300.00	$9,144.00	$8,010.25	$1,133.75	$156.00	0.85%
Morgan Stanley CUSIP: 617446448	75.00	$2,220.00	$2,408.31	-$188.31	$15.00	0.21%
Nasdaq Omx Group Inc CUSIP: 631103108	160.00	$3,171.20	$6,066.08	-$2,894.88	$0.00	0.29%
Nat'l Oilwell Varco CUSIP: 637071101	105 00	$4,629.45	$4,846.07	-$216.62	$0.00	0 43%
Newmont Mining Corp Com CUSIP: 651639106	60.00	$2,838.60	$3,143.62	-$305.02	$24.00	0.26%
Nucor Corp CUSIP: 670346105	60 00	$2,799.00	$2,446.76	$352.24	$86.40	0.26%
NVIDIA Corp CUSIP: 67066G104	450.00	$8,406.00	$8,413.30	-$7.30	$0.00	0.78%
Pall Corp Com CUSIP: 696429307	200.00	$7,240.00	$5,504 67	$1,735.33	$116 00	0 67%

Statement of Value and Activity

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Pepsico Inc Com CUSIP: 713448108	150 00	$9,120.00	$8,023.50	$1,096.50	$270.00	0.85%
Pfizer Inc Com CUSIP: 717081103	415.00	$7,548 85	$10,833.80	-$3,284.95	$298.80	0.70%
Procter & Gamble Company Com CUSIP: 742718109	160.00	$9,700.80	$7,299.28	$2,401.52	$281.60	0.90%
Qualcomm Inc Com CUSIP: 747525103	170.00	$7,864.20	$6,961.04	$903.16	$115.60	0.73%
Safeway Stores Inc Com New CUSIP: 786514208	165.00	$3,512.85	$4,880.25	-$1,367.40	$66.00	0.33%
Sandisk Corp CUSIP: 80004C101	217.00	$6,290.83	$5,171.65	$1,119 18	$0.00	0.58%
Schwab Charles Corp New CUSIP: 808513105	300.00	$5,646.00	$4,039.16	$1,606.84	$72.00	0.52%
Seagate Technology CUSIP: G7945J104	830.00	$15,097.70	$19,319.29	-$4,221.59	$0.00	1.40%
Sears Hldgs Corp CUSIP: 812350106	45.00	$3,755 25	$4,223.98	-$468.73	$0.00	0.35%
Southwest Airlines Com CUSIP: 844741108	380.00	$4,343.40	$4,734 42	-$391.02	$6 84	0.40%
Texas Instruments Com CUSIP: 882508104	370.00	$9,642.20	$8,271.35	$1,370.85	$177.60	0.89%
UnitedHealth Group Inc CUSIP: 91324P102	395.00	$12,039.60	$17,487.10	-$5,447.50	$11.85	1.12%
Urs Corp New CUSIP: 903236107	55.00	$2,448.60	$2,335.85	$112.75	$0.00	0.23%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Valero Energy Corp Com New CUSIP: 91913Y100	270.00	$4,522 50	$4,326.10	$196.40	$162.00	0.42%
Vertex Pharmaceuticals Inc CUSIP: 92532F100	90.00	$3,856 50	$2,407.18	$1,449.32	$0.00	0.36%
WalMart Stores Inc Com CUSIP: 931142103	230.00	$12,293.50	$11,014.86	$1,278.64	$250.70	1.14%
Walt Disney Company Com CUSIP: 254687106	350.00	$11,287.50	$9,855.12	$1,432 38	$122.50	1.05%
Wells Fargo & Co New Com CUSIP: 949746101	150 00	$4,048.50	$4,233.83	-$185.33	$30.00	0.38%
Williams Cos Inc Com CUSIP: 969457100	130.00	$2,740.40	$2,883.34	-$142.94	$57 20	0.25%
YAHOO Inc CUSIP: 984332106	300.00	$5,034.00	$3,857.40	$1,176 60	$0.00	0.47%
		$598,392.40	$562,406.24	$35,986 16	$6,666.14	55 44%
ADRs						
Axis Capital Holdings CUSIP: G0692U109	160 00	$4,545.60	$5,805.66	-$1,260.06	$134.40	0.42%
Covidien PLC Usd0.20 CUSIP: G2554F105	125.00	$5,986.25	$4,519.96	$1,466.29	$90.00	0.55%
Nabors Industries Ltd SHS CUSIP: G6359F103	160.00	$3,502.40	$5,490 28	-$1,987.88	$0.00	0 32%
Nokia Corp Spnsd ADR CUSIP· 654902204	290 00	$3,726.50	$6,745.20	-$3,018.70	$113.97	0.35%
Roche Holdings Ltd-Sponsored ADR CUSIP: 771195104	90.00	$3,798 00	$3,678 72	$119.28	$59 85	0.35%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Toyota Mtr Corp CUSIP: 892331307	100.00	$8,416.00	$11,185.72	-$2,769.72	$109.40	0.78%
Transocean Inc Com Usd0.01 'register CUSIP: H8817H100	80.00	$6,624.00	$7,563.88	-$939.88	$0.00	0.61%
Tyco Electronics Ltd Com Chf2.60 CUSIP: H8912P106	230.00	$5,646.50	$7,622.35	-$1,975.85	$147.20	0.52%
Tyco International Com Usd0.80 CUSIP: H89128104	125.00	$4,460 00	$5,554 92	-$1,094.92	$100.00	0.41%
Weatherford Int Ltd Com Usd1.00 CUSIP: H27013103	450.00	$8,059 50	$5,956.50	$2,103.00	$0.00	0.75%
		$54,764.75	$64,123 19	-$9,358.44	$754.82	5.06%
Total Common Equity Securities		$653,157.15	$626,529.43	$26,627.72	$7,420.96	60.50%
Cash Equivalents						
Invested Cash						
Citibank M.D.A. (L) CUSIP: 9900CST72	29,247.60	$29,247.60	$29,247.60	$0 00	$73 12	2.71%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Citibank M.D.A. (L) CUSIP: 9900CST72	103,348 88	$108,348.88	$108,348.88	$0.00	$270 87	10.06%(i)
Total Cash Equivalents		$137,596.48	$137,596.48	$0.00	$343.99	12.77%
Total All Assets		**$1,079,250.73**	**$1,039,290.92**	**$39,959.81**	**$21,381.20**	**100.00%**

Your holdings are valued using the most current prices available to us. For Alternative Investments, unrealized gain/ loss and original tax cost (excluding acquisition costs) are shown for information purposes only and do not reflect any adjustments necessitated by annual K-1 forms. Consult your tax advisor regarding use of this information. Estimated income for Alternative Investments and certain non-publicly traded Partnerships cannot be accurately forecasted and is therefore not listed.