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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE RUSSELL BERRIE FOUNDATION		A Employer identification number 22-2620908
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 300 FRANK W. BURR BLVD., BLDG EAST 7TH FL		B Telephone number 201-928-1880
	City or town, state, and ZIP code TEANECK, NJ 07666		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 226,531,108.			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		872,572.	872,572.		STATEMENT 2
4 Dividends and interest from securities		966,669.	966,669.		STATEMENT 3
5a Gross rents		-92,024.	-92,024.		STATEMENT 4
b Net rental income or (loss)		-92,024.			
6a Net gain or (loss) from sale of assets not on line 10		3,033,664.			STATEMENT 1
b Gross sales price for all assets on line 6a		391,937.			
7 Capital gain net income (from Part IV, line 2)			3,413,284.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-213,791.	0.		STATEMENT 5
12 Total. Add lines 1 through 11		4,567,090.	5,160,501.		
13 Compensation of officers, directors, trustees, etc.		829,700.	199,128.		552,032.
14 Other employee salaries and wages		179,647.	43,115.		136,532.
15 Pension plans, employee benefits		118,972.	26,174.		92,798.
16a Legal fees STMT 6		44,375.	0.		39,375.
b Accounting fees STMT 7		99,649.	8,968.		90,501.
c Other professional fees STMT 8		854,157.	187,590.		618,154.
17 Interest		73,229.	73,229.		0.
18 Taxes STMT 9		142,554.	41,431.		29,193.
19 Depreciation and depletion		31,567.	0.		
20 Occupancy		194,798.	50,648.		144,150.
21 Travel, conferences, and meetings		121,695.	0.		116,695.
22 Printing and publications					
23 Other expenses STMT 10		703,403.	585,008.		114,559.
24 Total operating and administrative expenses. Add lines 13 through 23		3,393,746.	1,215,291.		1,933,989.
25 Contributions, gifts, grants paid		6,966,141.			20,676,733.
26 Total expenses and disbursements. Add lines 24 and 25		10,359,887.	1,215,291.		22,610,722.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-5,792,797.			
b Net investment income (if negative, enter -0-)			3,945,210.		
c Adjusted net income (if negative, enter -0-)				N/A	

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

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,949,420.	2,542,615.	2,542,615.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶	12,548,619.			
		Less: allowance for doubtful accounts ▶		11,711,064.	12,548,619.	12,548,619.
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		137,929.		
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 13	14,729,242.	12,307,305.	12,307,305.
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment, basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 14	169,416,836.	198,531,387.	198,531,387.
	14	Land, buildings, and equipment, basis ▶	213,661.			
		Less: accumulated depreciation ▶	196,595.	46,720.	17,066.	17,066.
	15	Other assets (describe ▶ OTHER ASSETS)		332,799.	584,116.	584,116.
	16	Total assets (to be completed by all filers)		198,324,010.	226,531,108.	226,531,108.
	17	Accounts payable and accrued expenses		97,091.	112,353.	
	18	Grants payable		44,725,395.	31,014,803.	
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		44,822,486.	31,127,156.	
	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	25	Unrestricted		141,790,460.	182,855,333.	
26	Temporarily restricted		11,711,064.	12,548,619.		
Net Assets or Fund Balances	27	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	28	Capital stock, trust principal, or current funds				
	29	Paid-in or capital surplus, or land, bldg., and equipment fund				
	30	Retained earnings, accumulated income, endowment, or other funds				
	31	Total net assets or fund balances		153,501,524.	195,403,952.	
31	Total liabilities and net assets/fund balances		198,324,010.	226,531,108.		

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	153,501,524.
2	Enter amount from Part I, line 27a	2	-5,792,797.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	48,091,358.
4	Add lines 1, 2, and 3	4	195,800,085.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	396,133.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	195,403,952.

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 PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b GAIN FROM PARTNERSHIPS	P	VARIOUS	VARIOUS
c 86,140 SHARES EDMUNDS HOLDING COMPANY	D	VARIOUS	12/28/09
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			2,434,533.
b			599,131.
c 391,937.		12,317.	379,620.
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			2,434,533.
b			599,131.
c			379,620.
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	3,413,284.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	25,777,460.	244,612,159.	.105381
2007	16,622,618.	286,214,355.	.058078
2006	21,027,640.	170,687,411.	.123194
2005	19,648,776.	135,805,332.	.144683
2004	19,887,659.	133,723,468.	.148722

2 Total of line 1, column (d)	2	.580058
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	.116012
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	213,853,070.
5 Multiply line 4 by line 3	5	24,809,522.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	39,452.
7 Add lines 5 and 6	7	24,848,974.
8 Enter qualifying distributions from Part XII, line 4	8	22,610,722.

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)		1	78,904.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	78,904.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	78,904.
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-		7	150,913.
6 Credits/Payments:			
-a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	60,913.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	90,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	8		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	9		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	10	72,009.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	11	0.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 72,009. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► ADAM HIRSCH Located at ► 300 FRANK W. BURR BLVD., BLDG. EAST, TEANECK, NJ Telephone no. ► 201-928-1880 ZIP+4 ► 07666-6704			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

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? SEE STATEMENT 17

☒ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

7b

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		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
RUTH SALZMAN - C/O RUSS BERRIE FD, 300 FRANK W BURR, TEANECK, NJ 07666	CEO 40.00	340,000.	10,625.	0.
ADAM HIRSCH - C/O RUSS BERRIE FD, 300 FRANK W BURR, TEANECK, NJ 07666	CFO 40.00	187,000.	22,744.	0.
NAOMI SHANK - C/O RUSS BERRIE FD, 300 FRANK W BURR, TEANECK, NJ 07666	PROGRAM DIRECTOR 40.00	160,500.	26,100.	0.
JOANN TORTORICI - C/O RUSS BERRIE FD, 300 FRANK W BURR, TEANECK, NJ	ACCT MANAGER 40.00	70,000.	16,389.	0.
CARA KUO - C/O RUSS BERRIE FD, 300 FRANK W BURR, TEANECK, NJ 07666	PROGRAM OFFICER 40.00	72,200.	3,441.	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
ANAP, LTD HOSHAYA, MP HAMOVIL ISRAEL WEISER LLP 3000 MARUCS AVE, LAKE SUCCESS, NY 11042	PHILANTHROPIC ADVISOR	253,807.
THE PHILANTHROPIC INITIATIVE, INC. 160 FEDERAL STREET, 8TH, BOSTON, MA 02110	ACCOUNTING PHILANTHROPIC ADVISOR	94,309. 64,689.
CAMBRIDGE ASSOCIATES LLC PO BOX 10317, UNIONDALE, NY 11555	INVESTMENT CONSULTING	64,000.

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	85,081,258.
b	Average of monthly cash balances	1b	7,254,797.
c	Fair market value of all other assets	1c	124,773,661.
d	Total (add lines 1a, b, and c)	1d	217,109,716.
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	217,109,716.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,256,646.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	213,853,070.
6	Minimum investment return. Enter 5% of line 5	6	10,692,654.

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	10,692,654.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	78,904.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	78,904.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,613,750.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,613,750.
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	10,613,750.

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	22,610,722.
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	22,610,722.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,610,722.

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.

Form 990-PF (2009)

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				10,613,750.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	2,977,317.			
b From 2005	12872191.			
c From 2006	12633718.			
d From 2007	2,579,680.			
e From 2008	13632078.			
f Total of lines 3a through e	44,694,984.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 22,610,722.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				10,613,750.
e Remaining amount distributed out of corpus	11,996,972.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	56,691,956.			
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	2,977,317.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	53,714,639.			
10 Analysis of line 9:				
a Excess from 2005	12872191.			
b Excess from 2006	12633718.			
c Excess from 2007	2,579,680.			
d Excess from 2008	13632078.			
e Excess from 2009	11996972.			

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)				
a Paid during the year SEE STATEMENT 16	NONE	PUBLIC	GENERAL PURPOSE	20,676,733.
Total				▶ 3a 20,676,733.
b Approved for future payment SEE STATEMENT 16	NONE	PUBLIC	GENERAL PURPOSE	31,014,803.
Total				▶ 3b 31,014,803.

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. | | |

[illegible]

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

(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.

Sign Here	Signature of officer or trustee <u>Norman Sinden</u>		Date <u>11/12/10</u>		Title <u>TRUSTEE</u>	
	Preparer's signature <u>[Signature]</u>		Date <u>11/11/10</u>		Preparer's identifying number <u>094-45017</u>	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code <u>WEISERMAZARS LLP</u> <u>399 THORNALL STREET</u> <u>EDISON, NJ 08837-2246</u>				EIN <u> </u>	
					Phone no. <u>(732) 549-2800</u>	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
PUBLICLY TRADED SECURITIES	0.	0.	0.	0.	2,434,533.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
GAIN FROM PARTNERSHIPS	0.	0.	0.	0.	599,131.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DONATED	(F) DATE ACQUIRED VARIOUS	DATE SOLD 12/28/09
86,140 SHARES EDMUNDS HOLDING COMPANY	391,937.	391,937.	0.	0.	0.	

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 3,033,664.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BANK OF AMERICA	64.
GOLDMAN SACHS	184.
INTEREST FROM PARTNERSHIPS	336,447.
NEW AMSTERDAM	477.
OTHER INTEREST	530,362.
PECAUT & COMPANY	879.
PZENA	4.
STRAUS	936.
YACKTMAN ASSET MGMT	3,219.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	872,572.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITIFUNDS INST.	7,736.	0.	7,736.
DIVIDEND FROM PARTNERSHIPS	416,510.	0.	416,510.
NEW AMSTERDAM	43,622.	0.	43,622.
OTHER DIVIDEND	7,918.	0.	7,918.
PECAUT & CO.	69,930.	0.	69,930.
STRAUS	274,367.	0.	274,367.
YACKTMAN ASSET MGMT	146,586.	0.	146,586.
TOTAL TO FM 990-PF, PART I, LN 4	966,669.	0.	966,669.

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
INCOME FROM PARTNERSHIPS	1	-92,024.
TOTAL TO FORM 990-PF, PART I, LINE 5A		-92,024.

FORM 990-PF	OTHER INCOME	STATEMENT	5
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PARTNERSHIPS	-213,791.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-213,791.	0.	

FORM 990-PF	LEGAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	44,375.	0.		39,375.	
TO FM 990-PF, PG 1, LN 16A	44,375.	0.		39,375.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	99,649.	8,968.		90,501.	
TO FORM 990-PF, PG 1, LN 16B	99,649.	8,968.		90,501.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	81,544.	18,755.		62,789.	
INVESTMENT MANAGEMENT FEES	333,131.	129,282.		155,436.	
CONSULTING	439,482.	39,553.		399,929.	
TO FORM 990-PF, PG 1, LN 16C	854,157.	187,590.		618,154.	

FORM 990-PF	TAXES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	58,386.	29,193.		29,193.
FEDERAL EXCISE TAXES	71,930.	0.		0.
FOREIGN TAXES	12,238.	12,238.		0.
TO FORM 990-PF, PG 1, LN 18	142,554.	41,431.		29,193.

FORM 990-PF	OTHER EXPENSES			STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	35,626.	0.		35,626.
OFFICE EXPENSE	26,189.	7,071.		19,118.
TELEPHONE	15,057.	3,915.		11,142.
COMPUTER EXPENSE	50,711.	13,185.		37,526.
MISCELLANEOUS	11,147.	0.		11,147.
PARTNERSHIP PORTFOLIO EXPENSES	538,269.	538,269.		0.
OTHER PARTNERSHIP EXPENSES	26,404.	22,568.		0.
TO FORM 990-PF, PG 1, LN 23	703,403.	585,008.		114,559.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT 11
DESCRIPTION				AMOUNT
UNREALIZED GAIN ON INVESTMENTS				45,992,251.
CHANGE IN VALUE OF LEAD UNITRUST				2,099,107.
TOTAL TO FORM 990-PF, PART III, LINE 3				48,091,358.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 12

DESCRIPTION	AMOUNT
PARTNERSHIP INCOME NOT RECORDED ON BOOKS	396,133.
TOTAL TO FORM 990-PF, PART III, LINE 5	396,133.

FORM 990-PF CORPORATE STOCK STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PECAUT & CO.	4,876,774.	4,876,774.
YACKTMAN ASSET MGMT	7,430,531.	7,430,531.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,307,305.	12,307,305.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LONGLEAF PARTNERS	COST	12,258,889.	12,258,889.
LEGG MASON	COST	9,784,512.	9,784,512.
AXIOM INTERNATIONAL	COST	12,066,481.	12,066,481.
FIXED INCOME LOGAN CIRCLE	COST	20,204,893.	20,204,893.
FIXED INCOME - STATE OF ISRAEL 3RD JUBILEE	COST	200,000.	200,000.
FIXED INCOME - YACKTMAN	COST	364,437.	364,437.
TPG-AXON PARTNERS LTD	COST	838,547.	838,547.
YORK SELECT UNIT TRUST	COST	12,866,303.	12,866,303.
BRAHMAN PARTNERS II OFFSHORE	COST	14,592,015.	14,592,015.
BEAR STEARNS MERCHANT BANKING	COST	538,686.	538,686.
SHELTURE VENTURE FUND	COST	812,490.	812,490.
TRI-ARTISAN PARTNERS, LLC	COST	42,945.	42,945.
CERBERUS ASIA PARTNERS	COST	148,485.	148,485.
FORUM REVIVAL COMPANY	COST	-1,650.	-1,650.
JVP MEDIA V LP	COST	701,405.	701,405.
VPARTNERS II	COST	547,427.	547,427.
CO-INVESTMENT PARTNERS	COST	277,732.	277,732.
PRIVATE EQUITY PARTNERS XIV	COST	809,066.	809,066.
MONTAUK SECONDARY BUYOUT	COST	375,437.	375,437.
KRG/GREENBRIAR PARTNERS	COST	800,739.	800,739.
PRIVATE EQUITY PARTNERS XVIII	COST	2,777,666.	2,777,666.
DISTRESSED OPPORTUNITIES	COST	875,428.	875,428.

THE RUSSELL BERRIE FOUNDATION

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EDMUNDS HOLDING COMPANY	COST	241,027.	241,027.
REDOX PHARMACEUTICAL CORP.	COST	718,200.	718,200.
HIGH RISE	COST	9,261,024.	9,261,024.
GOLDMAN SACHS EMERGING MARKET REAL ESTATE	COST	21,940.	21,940.
GOLDMAN SACHS SPECIAL OPPORTUNITIES	COST	53,100.	53,100.
MULTI FAMILY INVESTMENT II	COST	117,667.	117,667.
ENTREPRENEURIAL II	COST	51,032.	51,032.
ENTREPRENEURIAL III	COST	429,600.	429,600.
ENTREPRENEURIAL IV	COST	1,084,794.	1,084,794.
MEJOR ANGORA LLC	COST	1,198,293.	1,198,293.
MEJOR DONRUSS LLC	COST	221,986.	221,986.
STRUCTURED PRODUCTS III	COST	236,190.	236,190.
GOLDMAN SACHS VINTAGE FUND II	COST	1,055,860.	1,055,860.
LP MILLENIUM LTD	COST	5,292,854.	5,292,854.
BROOK HIGHLAND PARTNERS	COST	43,200.	43,200.
ONE EAST PARTNERS	COST	9,732,224.	9,732,224.
OCH-ZIFF OVERSEAS FUND II	COST	11,860,381.	11,860,381.
RIVA RIDGE OVERSEAS FUND	COST	11,718,917.	11,718,917.
CANYON VALUE REALIZATION FUND	COST	11,042,594.	11,042,594.
WESLEY CAPITAL	COST	7,984,800.	7,984,800.
FAIRHOLME	COST	10,026,054.	10,026,054.
THE ROYCE FUNDS	COST	5,150,929.	5,150,929.
L&S BROADWAY	COST	1,174.	1,174.
BARCLAYS WEATH	COST	12,781,538.	12,781,538.
VARDE INVESTMENT PARTNERS	COST	6,324,076.	6,324,076.
TOTAL TO FORM 990-PF, PART II, LINE 13		198,531,387.	198,531,387.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MYRON ROSNER C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	SECRETARY 15.00	0.	0.	0.
SCOTT BERRIE C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	VICE PRESIDENT 10.00	0.	0.	0.
ANGELICA BERRIE C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	PRESIDENT 20.00	0.	0.	0.
STEPHEN SEIDEN C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	TREASURER 10.00	0.	0.	0.
NORMAN SEIDEN C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	TRUSTEE 5.00	0.	0.	0.
ILAN KAUFTHAL C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	TRUSTEE 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

The Russell Berrie Foundation

FORM 990-PF, PART XV

DECEMBER 31, 2009

Organization	Balance 12/31/2008	Grants Paid	Commitments/ Adjustments	Balance 12/31/2009
Adler Aphasia Center - journal ad (08/27/09)	-	10,000	(10,000)	-
American Friends of Beit Morasha:				
Identity & Purpose Program - unrestricted (01/29/08)	(677,740)	441,500		(236,240)
Identity & Purpose Program - challenge restrictions (01/29/08)	(580,000)	330,000		(250,000)
American Friends of IDC - 2010 Herzliya Conference (12/11/09)	-	25,000	(25,000)	-
American Friends of Keshet Eilon - Semion Gavrikov (10/19/09)	-	5,000	(5,000)	-
American Friends of NATAL - general operating (07/09/09)	-	50,000	(50,000)	-
American Friends of Re'ut Institute:				
general operating (11/07/08)	(50,000)	50,000		-
Agent of Change grant (12/11/09)	-		(100,000)	(100,000)
American Friends of the Israel Museum - honor of Judy & Michael Steinhardt (09/09/09)	-	10,000	(10,000)	-
American Friends of Shalom Hartman Institute:				
Scholars in residence program (11/02/08)	(100,000)			(100,000)
Melamid Program (09/07/07) - amount amended 02/26/08 (docket #79)	(217,500)	217,500		-
Be'eri Initiative (04/07/06) - amount amended 06/25/08 (docket #83)	(440,000)	440,000		-
Be'eri Initiative (06/25/08)	(5,060,000)	1,860,000		(3,200,000)
General operating support (12/11/09)	-	200,000	(200,000)	-
American Joint Distribution Committee - general operating support (11/23/09)	-	10,000	(10,000)	-
American Society for Technion:				
Establishment of Russell Berrie Nanotechnology Institute (01/10/05)	(5,200,000)	5,200,000		-
Na'am - program at Technion (11/07/08)	(200,000)	100,000		(100,000)
Yitzhak Apeloig Endowed Annual Distinguished Visiting Lectureship Fund (11/23/09)	-	5,000	(5,000)	-
Americas Huey 091 Foundation - IBOT wheel chair	-	25,000	(25,000)	-
Arnold Gold Foundation, The:				
Challenge Grant - Gold Humanism Honor Society (10/01/09)	(200,000)	200,000		-
Endowment Campaign (03/13/09)	-	200,000	(1,000,000)	(800,000)
Gala Dinner (03/13/09)	-	25,000	(25,000)	-
Avon Products Foundation - Walk for breast cancer support Cheryl Vickery (04/06/09)	-	500	(500)	-
Bergen Performing Arts Center, Inc.:				
Capital & Endowment Campaign - Challenge Grant (05/02/05)	(1,000,000)			(1,000,000)
Spring Gala (03/23/09)	-	10,000	(10,000)	-
Bergen Volunteer Medical Initiative - medical offices (03/23/09)	-	5,000	(5,000)	-
Boys Town Jerusalem - Campus renovation (09/09/05)	(100,000)	100,000		-
Caucus Educational Corporation Inc.:				
Stand and Deliver (04/06/09)	-	2,500	(2,500)	-
Center for Food Action in New Jersey:				
Community stabilization (04/24/09)	-	100,000	(100,000)	-
Community Stabilization - second round (10/19/09)	-	42,500	(85,000)	(42,500)
Center for Inter-Religious Understanding:				
General operating (12/09/08)	(200,000)	235,000	(35,000)	-
PR work related to Pope's visit to Israel (04/06/09)	-	17,500	(17,500)	-
Columbia University:				
Naomi Berrie Diabetes Award and Frontiers Symposium (07/02/08)	(600,000)	150,000		(450,000)
Naomi Berrie Diabetes Award and Frontiers Symposium (02/03/06)	(400,000)	100,000		(300,000)
To secure the future of the Naomi Berrie Diabetes Center (01/29/08)	(15,945,000)	3,420,000		(12,525,000)
Center for Bioethics - memory of Hilda Prager (09/30/09)	-	1,000	(1,000)	-
Naomi Berrie Diabetes Center - Young Friends Event (10/19/09)	-	25,000	(25,000)	-
Naomi Berrie Diabetes Center - Bowery Hotel for Art Rocks event (10/19/09)	-	5,000	(5,000)	-
Counterterrorism & Security Education - Investigative Project capacity building (12/09/09)	(36,000)	36,000		-
Cystic Fibrosis Foundation - Great Strides Walk (05/12/09)	-	1,000	(1,000)	-
Downtown Arts Development - Schmooze Conference (10/19/09)	-	5,000	(5,000)	-
Elisabeth Morrow School, The - Summer String Festival (05/05/09)	-	10,000	(10,000)	-
Englewood Hospital and Medical Center - Black Tie Gala (03/23/09)	-	10,000	(10,000)	-
Feinstein Institute for Medical Research, The - Jesse Roth Research (09/27/04)	(100,000)	100,000		-
FJC - Artis Contemporary Israeli Art Fund (01/26/09)	-	10,000	(10,000)	-
Friends of Ofanim				

The Russell Berrie Foundation

FORM 990-PF, PART XV

DECEMBER 31, 2009

Organization	Balance 12/31/2008	Grants Paid	Commitments/ Adjustments	Balance 12/31/2009
Establishment of northern branch organization (11/15/07)	(83,333)	41,667		(41,666)
Friends of Ofanim - Israel Discretionary (07/09/09)	-	10,000	(10,000)	-
In honor of Brian Kriftcher (12/11/09)	-	1,200	(1,200)	-
Friends of Yemin Orde - General Campaign Gift (08/04/06)	(40,000)	20,000		(20,000)
Gilda's Club Northern NJ - journal ad/sponsorship of Ladies of Laughter event (11/07/08)	-	5,000	(5,000)	-
Hillel, The Foundation for Jewish Campus Life - support Hillels in Israel (11/07/08)	(100,000)	33,333		(66,667)
Holy Name Hospital - platinum journal sponsorship (09/30/09)	-	10,000	(10,000)	-
INROADS, Inc - general operating support (11/23/09)	-	2,500	(2,500)	-
Institute for International Education - Pope John Paul II Chair:				
Pope John Paul II Chair - Angelicum 2008-2011 (04/09/08)	(2,007,570)	566,565		(1,441,005)
Pope John Paul II Chair - Angelicum 2010-2013 (09/22/09)	-		(2,300,000)	(2,300,000)
Investigative Project on Terrorism Foundation - general operating support (12/11/09)	-	100,000	(100,000)	-
Israel Documentaries for Education - Israel discretionary fund (05/05/09)	-	10,000	(10,000)	-
JCC On The Palisades:				
Capital campaign for building renovation Part A - matching grant (04/24/07)	(409,390)	409,390		-
Community outreach program to the unaffiliated & intermarried - Part B (04/24/07)	(204,000)	23,000	112,000	(69,000)
PJ Library Community Part C	-	87,000	(87,000)	-
Event in honor of David Benaroya (Part D)	-		(25,000)	(25,000)
Jerusalem Foundation, Inc.:				
Jerusalem cinematheque - help defray costs of int'l guests	-	7,500	(7,500)	-
Jerusalem Circus - salary of addtl trainer for summer workshop	-	2,500	(2,500)	-
Cinematheques' Jewish Film Festival - Israel Discretionary (09/22/09)	-	10,000	(10,000)	-
Jewish Community Project of Lower Manhattan - loan guarantee (03/29/07)	(159,920)		39,920	(120,000)
Jewish Family Service of Bergen County:				
Emergency Passover food (03/13/09)	-	3,750	(3,750)	-
Community stabilization (04/24/09)	-	75,000	(75,000)	-
Community stabilization (10/19/09)	-		(50,000)	(50,000)
Jewish Funders Network:				
Federation/Foundation project (11/07/08)	(9,000)		9,000	-
Annual membership (11/23/09)	-	10,000	(10,000)	-
Jewish Home Foundation of North Jersey - Boneh Olam challenge grant (01/26/09)	-	100,000	(100,000)	-
Jewish Outreach Institute - general support	-	25,000	(25,000)	-
KBY Congregations Together - Beit Tefilah Israel (01/26/09)	-	10,000	(10,000)	-
Making A Difference (04/24/09)	-	173,611	(173,611)	-
Metropolitan Opera, The - Golden Horseshoe Pledge (07/01/08)	(200,000)	66,667		(133,333)
Middle East Media Research Institute - general operating (07/09/09)	-	50,000	(50,000)	-
National Foundation for Jewish Culture - the Purim project challenge grant (01/29/09)	(5,000)	5,000		-
Nefesh B' Nefesh Jewish Souls United, Inc. - 'Go North' Aliyah Project (11/07/08)	(3,477,500)		1,000,000	(2,477,500)
New Israel Fund:				
JVP Community - Fund the Lab (09/24/08)	(200,000)	100,000		(100,000)
AHD - Agent of Change Grant (10/19/09)	-	20,000	(20,000)	-
Fund Bakhila Leadership (12/11/09)	-	25,000	(25,000)	-
New York Presbyterian Hospital - Diabetes & Heart Center of Excellence (11/15/07)	(5,500,000)	1,000,000		(4,500,000)
Project EZRAH Needs:				
Community Stabilization (04/24/09)	-	75,000	(75,000)	-
Community Stabilization (10/19/09)	-	32,500	(65,000)	(32,500)
Ramaz School - journal ad in honor of Binny Shalev (12/11/09)	-	10,000	(10,000)	-
Rutgers Hillel:				
challenge grant-continuing support student engagement program 2008-2009 (06/07/08)	(141,000)	141,000		-
challenge grant-continuing support student engagement program 2009-2010 (08/07/09)	-	150,000	(150,000)	-
Shakespeare Theatre of NJ, The - in honor of David Grant (05/05/09)	-	1,500	(1,500)	-
Sisters, Servants of the Immaculate Heart - in honor of Sister Julietta (04/24/09)	-	5,000	(5,000)	-
Time to Share Foundation - Fulfilling Dreams/Community Fund (03/13/09)	-	1,800	(1,800)	-
Tomchei Shabbos - emergency Passover food (03/13/09)	-	3,750	(3,750)	-
UJA Federation of Northern New Jersey:				
Berrie Leadership Development Program (11/09/05)	(271,468)	144,000		(127,468)
Israel Emergency Aid (08/04/06) - NEFESH	(1,000,000)	412,500		(587,500)

The Russell Berrie Foundation

FORM 990-PF, PART XV

DECEMBER 31, 2009

Organization	Balance 12/31/2008	Grants Paid	Commitments/ Adjustments	Balance 12/31/2009
Headquarters Capital Campaign (01/29/08)	(400,000)	100,000		(300,000)
Israel Civic Leaders Mission (07/21/08)	(11,452)		11,452	-
AJEEC - Negev Institute for Strategies of Peace & Development (09/24/08)	(25,000)	25,000		-
Berrie Fellows Leadership Program - Cohort III (12/09/08)	(600,000)			(600,000)
Partnership 2000 - (P2K) - (09/22/09)	-	10,000	(10,000)	-
Israeli Opera, The - honor of Shimshon Shoshani (03/09/09)	-	10,000	(10,000)	-
Women's Division Spring Luncheon (03/13/09)	-	5,000	(5,000)	-
Honorarium for Micah Goodman - The Ein Prat Leadership Academy (03/09/09)	-	2,500	(2,500)	-
Ein Prat - Micah Goodman (08/27/09)	-	50,000	(50,000)	-
Yeshivat Hadar program in honor of Kaunfer, Tucker and Fleishman (04/24/09)	-	5,000	(5,000)	-
In honor of Wendy Federman (09/22/09)	-	1,000	(1,000)	-
In support of the Nahariya branch (10/19/09)	-	5,000	(5,000)	-
In honor of David Stone (12/11/09)	-	3,000	(3,000)	-
<u>2007 Campaign</u>				
Berrie Fellows Innovative Leadership Fund (10/31/06)	(100,000)	100,000		-
<u>2008 Campaign</u>				
JOI Outreach to Intermarried Families Initiative (09/07/07)	(200)		200	-
New Beginnings Early Childhood Initiative (08/16/07)	(125,000)	125,000		-
2009 Annual Campaign (05/05/09)	-	315,000	(315,000)	-
United Jewish Communities:				
ONO Academic College (07/09/09)	-	10,000	(10,000)	-
General operating support (CJAEB) (10/09)	-	25,000	(25,000)	-
United Way of Bergen County - community stabilization (04/24/09)	-	50,000	(50,000)	-
University Sales Education Foundation - evaluate RB Institute (10/28/09)	-		(40,000)	(40,000)
Volunteer Center of Bergen County, The - Bergen LEADS scholarship (07/09/09)	-	1,500	(1,500)	-
William Paterson University Foundation, The:				
Bridge funding (09/24/08)	(659,000)	609,000	50,000	-
General operating for 2009-2011 (08/27/09)	-	150,000	(490,000)	(340,000)
2009 National Sales Challenge (09/22/09)	-	10,000	(10,000)	-
WNYC Radio - campaign for NY public radio's development fund (09/24/08)	-	20,000	(80,000)	(60,000)
Yavneh Academy - journal ad (12/11/09)	-	2,000	(2,000)	-
Trustees' Initiative	(75,000)	1,272,000	(1,200,000)	(3,000)
Sub-total	(46,910,073)	20,676,733	(6,305,039)	(32,538,379)
Adjust grants payable for the present value of future grant payments	2,184,678		(661,102)	1,523,576
Total	(44,725,395)	20,676,733	(6,966,141)	(31,014,803)

STATEMENT 16 PART II, LINE 18A PART I, LINE 25(D)

PART II, LINE 18E

The Russell Berrie Foundation
EIN: 22-2620908
Year Ending December 31, 2009

Information with Respect to Expenditure Responsibility

Name and Address of the Grantee

Shalom Hartman Institute in Israel

Amount and Date of Grants Paid

1/16/09	\$440,000
6/12/09	\$430,000
9/15/09	\$500,000
12/29/09	\$500,000

The Purpose of the Grant

The Be'eri program, which pioneers a new model for secular Jewish pluralism, works with select schools in Israel to empower educators, students, and parents to serve as change agents active in transforming Jewish studies from a marginal discipline into a cornerstone of secular Israeli education.

Did the Grantee divert any portion of the funds (to the knowledge of the Grantor?)

No.

Dates reports were received from the Grantee

1/5/2009	For quarter ending 11/30/08; a comparison of budgeted vs. actual .sources & uses of funds statement for Be'eri Program, monthly cash flow projections for 12 months rolling forward and quarterly status report on fundraising.
1/5/2009	Quarterly status report on fundraising.
1/6/2009	SHI's & American Friends of SHI's annual audited financial statements for the prior year ending Dec. 31, 2007
1/27/2009	A projected sources and uses operating budget for the ensuing calendar year (2009).
3/9/2009	Update letter from D. Elazar on current status, including business objectives and priorities
3/31/2009	Quarterly narrative report on the progress against benchmarks with quarterly comparison of budgeted vs. actual sources and uses of funds statement. (for quarter ending 2/28/09).
3/31/2009	For quarter ending 2/28/09; a comparison of budgeted vs. actual sources & uses of funds statement for Be'eri Program, including monthly cash flow projections for 12 months rolling forward and 1 quarterly status report on fundraising.
4/27/2009	External evaluation on findings on the progress of the Be'eri Program

5/1/2009	For SHI -- a quarterly comparison of budgeted vs actual source and uses of funds statement for the quarter ending 3/31/09, including updated monthly cash flow projections for 12 months rolling forward
5/1/2009	SHI: Quarterly status report (ending 3/31/09) on fundraising. Includes a list of pledged contributions, list of collected pledges showing donor name & amount, earned income, indirect income, in-kind contributions from public and private sources.
6/4/2009	Be'eri: Quarterly status report (ending 2/28/09) on fundraising. Includes a list of pledged contributions, list of collected pledges showing donor name & amount, earned income, indirect income, in-kind contributions from public and private sources.
7/6/2009	For quarter ending 5/31/09, a comparison of budgeted vs. actual sources & uses of funds statement for Be'eri Program, including monthly cash flow projections for 12 months rolling forward.
7/6/2009	Be'eri: Quarterly status report (ending 5/31/09) on fundraising. Includes a list of pledged contributions, list of collected pledges showing donor name & amount, earned income, indirect income, in-kind contributions from public and private sources.
7/30/2009	A timeline of key milestones that need to happen for programmatic, operational, and fundraising goals to be accomplished in the 2009-2010 academic year.
7/30/2009	Be'eri: A detailed report that summarizes educational achievements; and progress on benchmarks, operational, staffing and administrative issues.
7/30/2009	An outline of general outcomes that the Be'eri program will achieve with students, schools, community and the educational system at large.
7/31/2009	Be'eri: End of fiscal year report from 9/1/2008-6/30/2009 (10 months) with revenue & expense projecting report for 7/1/09 - 8/31/09 (2 months).
8/24/2009	For SHI -- a quarterly comparison of budgeted vs actual sources and uses of funds statement, for the quarter ending 6/30/09, including updated monthly cash flow projections for 12 months rolling forward .
8/31/2009	External evaluation on findings on progress report.
9/3/2009	Projected Be'eri program budget for the ensuing Program year (9/1/2009 - 8/31/2010).
10/30/2009	For SHI -- a quarterly comparison of budgeted vs actual sources and uses of funds statement, for the quarter ending 9/30/09, including updated monthly cash flow projections for 12 months rolling forward .
10/30/2009	SHI: Quarterly status report (ending 9/30/09) on fundraising. Includes a list of pledged contributions, list of collected pledges showing donor name & amount, earned income, indirect income, in-kind contributions from public and private sources .
12/15/2009	Final annual evaluation .

Required Statement

The Russell Berrie Foundation has no reason to doubt the accuracy or reliability of the grantee's reports, or the date and results of any verification of the grantee's reports undertaken to investigate the reports.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

Part I only ☐

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

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

Type or print	Name of Exempt Organization THE RUSSELL BERRIE FOUNDATION	Employer identification number 22-2620908
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. 300 FRANK W. BURR BLVD., BLDG EAST, NO. 7TH FL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TEANECK, NJ 07666	

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 |

ADAM HIRSCH - 300 FRANK W. BURR BLVD., BLDG. EAST -

- The books are in the care of ► **TEANECK, NJ 07666-6704**
Telephone No. ► **201-928-1880** FAX No. ► _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► ☐. If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **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	\$	213,037.
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	\$	123,037.
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	\$	90,000.

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

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

Form 8868 (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number	
	THE RUSSELL BERRIE FOUNDATION	22-2620908	
	Number, street, and room or suite no. If a P.O. box, see instructions. 300 FRANK W. BURR BLVD., BLDG EAST, NO. 7TH F	For IRS use only	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TEANECK, NJ 07666		

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.

ADAM HIRSCH - 300 FRANK W. BURR BLVD., BLDG. EAST -

- The books are in the care of **TEANECK, NJ 07666-6704**
- Telephone No. **201-928-1880** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

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

INFORMATION 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	\$	213,037.
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	\$	213,037.
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 **Adam Hirsch, CPA** Title **Ac Agent** Date **8/2/10**

Form 8868 (Rev. 4-2009)