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 , 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
SOPHIE & ARTHUR BRODY FOUNDATION
C/O LOWENSTEIN, SANDLER, ET AL

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
65 LIVINGSTON AVENUE

City or town, state, and ZIP code
ROSELAND, NJ 07068

A Employer identification number
22-6097164

B Telephone number
(973) 597-2500

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) ▶$ 8,343,610.

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).)

		(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	276,641.		N/A	
	2 Check ▶[ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24,417.	24,417.		STATEMENT 1
	4 Dividends and interest from securities	192,481.	192,481.		STATEMENT 2
	5a Gross rents	-288.	-288.		STATEMENT 3
	b Net rental income or (loss) -288.				
	6a Net gain or (loss) from sale of assets not on line 10	-234,015.			
	b Gross sales price for all assets on line 6a 369,969.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	2,255.	394.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	261,491.	217,004.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	3,480.	0.		3,480.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	865.	865.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,345.	865.		3,480.
	25 Contributions, gifts, grants paid	464,022.			464,022.
	26 **Total expenses and disbursements.** Add lines 24 and 25	468,367.	865.		467,502.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-206,876.			
	b **Net investment income** (if negative, enter -0-)		216,139.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.**

Form **990-PF** (2009)

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P24

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	292,996.	213,052.	213,052.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 1,015,234.			
	Less: allowance for doubtful accounts ▶	1,542,082.	1,015,234.	919,257.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	6,507,196.	6,769,411.	6,712,108.
	c Investments - corporate bonds STMT 8	209,833.	350,176.	353,458.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	131,550.	127,287.	143,372.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	742.	2,363.	2,363.
	16 **Total assets** (to be completed by all filers)	8,684,399.	8,477,523.	8,343,610.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,684,399.	8,477,523.	
	30 **Total net assets or fund balances**	8,684,399.	8,477,523.	
	31 **Total liabilities and net assets/fund balances**	8,684,399.	8,477,523.	

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	8,684,399.
2	Enter amount from Part I, line 27a	2	-206,876.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,477,523.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,477,523.

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				
b	SEE ATTACHED STATEMENT			
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	369,969.		603,984.	-234,015.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-234,015.

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 — -234,015.

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	572,645.	9,383,960.	.061024
2007	554,457.	11,766,122.	.047123
2006	504,662.	11,125,101.	.045362
2005	474,979.	10,154,496.	.046775
2004	412,616.	9,612,162.	.042926

2	Total of line 1, column (d)	2	.243210
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	.048642
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,678,356.
5	Multiply line 4 by line 3	5	373,491.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,161.
7	Add lines 5 and 6	7	375,652.
8	Enter qualifying distributions from Part XII, line 4	8	467,502.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	2,161.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	2,161.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	2,161.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 2,880.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	2,880.
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	719.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 719. **Refunded** ▶		11	0.

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 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	4b		
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 instructions) ▶ 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*	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)? *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)*

		Line	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 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 ▶ SOPHIE & ARTHUR BRODY FOUNDATION Telephone no. ▶ (973) 597-2500
Located at ▶ 65 LIVINGSTON AVE, ROSELAND, NJ ZIP+4 ▶ 07068

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.

			Line	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)?	N/A	1b		
	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 instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

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

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

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

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

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

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

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

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

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

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
ARTHUR BRODY P.O. BOX 655 RANCHO SANTA FE, CA 92067-0655	PRESIDENT 0.50	0.	0.	0.
DONALD BRODY 2431 FIFTH STREET BERKELEY, CA 94710	TREASURER 0.50	0.	0.	0.
JANICE BRODY 820 BEAR GULCH ROAD WOODSIDE, CA 94062-4430	SECRETARY 0.50	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	6,327,488.
b	Average of monthly cash balances	1b	253,024.
c	Fair market value of all other assets	1c	1,214,773.
d	**Total** (add lines 1a, b, and c)	1d	7,795,285.
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	7,795,285.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	116,929.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,678,356.
6	**Minimum investment return** Enter 5% of line 5	6	383,918.

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	383,918.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 2,161.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	2,161.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	381,757.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	381,757.
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	381,757.

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	467,502.
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	467,502.
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	2,161.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	465,341.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				381,757.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			459,827.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 467,502.				
a Applied to 2008, but not more than line 2a			459,827.	
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				7,675.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				374,082.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

ARTHUR BRODY

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

NONE

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

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

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

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 11				
Total ▶ 3a				464,022.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	24,417.	
4 Dividends and interest from securities			14	192,481.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			15	-288.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	394.	
8 Gain or (loss) from sales of assets other than inventory			18	-234,015.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL REFUND			01	1,861.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-15,150.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -15,150.

(See worksheet in line 13 instructions 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).
	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

Signature of officer or trustee: [signature] Date: 5/11/10 Title: PRESIDENT

Paid Preparer's Use Only

Preparer's signature: [signature]	Date: MAY 03 2010	Check if self-employed ▶ ☐ Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code: LAVINE, LOFGREN, MORRIS&ENGELBERG LLP, 4180 LA JOLLA VILLAGE DR, STE 300, LA JOLLA, CA 92037		EIN ▶
		Phone no. (858)455-1200

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
SOPHIE & ARTHUR BRODY FOUNDATION C/O LOWENSTEIN, SANDLER, ET AL	22-6097164

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	[ ] 501(c)( ) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization
SOPHIE & ARTHUR BRODY FOUNDATION
C/O LOWENSTEIN, SANDLER, ET AL

Employer identification number
22-6097164

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ARTHUR BRODY P.O. BOX 655 RANCHO SANTA FE, CA 92067-0655	$ 276,641.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
SOPHIE & ARTHUR BRODY FOUNDATION C/O LOWENSTEIN, SANDLER, ET AL	22-6097164

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	600 SHS (IBM) $79,128; 520 SHS (JNJ)$33,873; 2000 SHS (OXY) $163,640	$ 276,641.	12/29/09
		$	
		$	
		$	
		$	
		$	

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	500 SHS ARCHER DANIELS MIDLND CO	P	VARIOUS	10/06/09
b	5050 SHS CITIGROUP INC.	P	VARIOUS	07/15/09
c	100 SHS FRONTLINE LTD	P	VARIOUS	10/06/09
d	1250 SHS PEPSICO INC	P	VARIOUS	10/06/09
e	100 SHS SCOTTS MIRACLE GRO CO	P	VARIOUS	10/06/09
f	711 SHS TELECOM CP N Z SPON ADRF	P	VARIOUS	10/06/09
g	500 SHS WINDSTREAM CORP	P	VARIOUS	10/06/09
h	FED FARM CR BK 4.5%	P	02/20/09	05/12/09
i	FED HOME LN BK 4.5%	P	03/16/09	09/16/09
j	CASH IN LIEU	P	VARIOUS	VARIOUS
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

	(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	14,452.		18,395.	-3,943.
b	12,919.		250,769.	-237,850.
c	2,226.		3,695.	-1,469.
d	73,328.		53,888.	19,440.
e	4,198.		4,571.	-373.
f	6,718.		14,685.	-7,967.
g	5,002.		7,254.	-2,252.
h	91,000.		90,727.	273.
i	160,000.		160,000.	0.
j	11.			11.
k	115.			115.
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-3,943.
b				-237,850.
c				-1,469.
d				19,440.
e				-373.
f				-7,967.
g				-2,252.
h				273.
i				0.
j				11.
k				115.
l				
m				
n				
o				

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	-234,015.
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

923591
04-24-09

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

SOURCE	AMOUNT
AMERICAN ASSETS, INC.	453.
CHARLES SCHWAB	17,341.
YOSEMITE MORTGAGE FUND II LLC	6,623.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	24,417.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	173,749.	115.	173,634.
DIMENSIONAL	15,234.	0.	15,234.
W.P. CAREY & CO. LLC	3,613.	0.	3,613.
TOTAL TO FM 990-PF, PART I, LN 4	192,596.	115.	192,481.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
YOSEMITE MORTGAGE FUND II, LLC	1	-345.
W.P. CAREY & CO. LLC	2	57.
TOTAL TO FORM 990-PF, PART I, LINE 5A		-288.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION	296.	296.	
OTHER INCOME	98.	98.	
FEDERAL REFUND	1,861.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,255.	394.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,480.	0.		3,480.
TO FORM 990-PF, PG 1, LN 16B	3,480.	0.		3,480.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	865.	865.		0.
TO FORM 990-PF, PG 1, LN 18	865.	865.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK- SEE ATTACHMENT	6,769,411.	6,712,108.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,769,411.	6,712,108.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100,000 GOLDMAN SACHS 6.875% DUE 1/15/11	104,500.	106,190.
100,000 HEINZ 6.625% DUE 7/15/11	105,333.	107,117.
140,000 FED HOME LN BK 2% DUE 02/03/10	140,343.	140,151.
TOTAL TO FORM 990-PF, PART II, LINE 10C	350,176.	353,458.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1,500 SH W.P. CAREY & CO. LLC	COST	25,435.	41,520.
YOSEMITE MORTGAGE FUND	COST	101,852.	101,852.
TOTAL TO FORM 990-PF, PART II, LINE 13		127,287.	143,372.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MISCELLANEOUS RECEIVABLE	742.	2,363.	2,363.
TO FORM 990-PF, PART II, LINE 15	742.	2,363.	2,363.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACLU 125 BROAD STREET, 18TH FL NEW YORK, NY 10004-2400	GENERAL OPERATIONS	501C(3)	50.
ADOLESCENT COUNSELING SERVICES 4000 MIDDLEFIELD ROAD, SUITE FH PALO ALTO, CA 94303	GENERAL OPERATIONS	501C(3)	250.
ALZHEIMER'S ASSOCIATION 6632 CONVOY COURT SAN DIEGO, CA 92111	GENERAL OPERATIONS	501C(3)	1,000.
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE 711 THIRD AVENUE NEW YORK, NY 10017-4014	GENERAL OPERATIONS	501C(3)	50,000.
AMNESTY INTERNATIONAL 5 PENN PLAZA-14TH FLOOR NEW YORK, NY 10001	GENERAL OPERATIONS	501C(3)	200.
ART OF YOGA PROJECT 821 WAVERYLEY STREET PALO ALTO, CA 94301	GENERAL OPERATIONS	501C(3)	500.
BOY SCOUTS OF AMERICA 1207 UPAS ST SAN DIEGO, CA 92103-5127	GENERAL OPERATIONS	501C(3)	500.
BUILDING OPPTY FOR SELF SUFFICIENCY 2065 KITTREDGE ST. BERKELEY, CA 94704	GENERAL OPERATIONS	501C(3)	50.

BURNHAM CANCER INSTITUTE 10901 N TORREY PINES RD LA JOLLA, CA 92037	GENERAL OPERATIONS	501C(3)	52,000.
CENTRAL ASIA INSTITUTE PO BOX 7209 BOZEMAN, MT 59771	GENERAL OPERATIONS	501C(3)	250.
CHALLENGED ATHLETES PO BOX 910769 SAN DIEGO, CA 92191	GENERAL OPERATIONS	501C(3)	2,000.
CONGREGATION OF BETH ISRAEL 9001 TOWNE CENTRE DRIVE SAN DIEGO, CA 92122	GENERAL OPERATIONS	501C(3)	10,075.
FOUNDATION FOR A COLLEGE EDUCATION 2160 EUCLID AVENUE EAST PALO ALTO, CA 94303	GENERAL OPERATIONS	501C(3)	5,574.
FRIENDS OF SCOUTING-HERMES DISTRICT 800 ELLINWOOD WAY PLEASANT HILL, CA 94523-4703	GENERAL OPERATIONS	501C(3)	750.
GLOBAL FUND FOR WOMEN 222 SUTTER ST, SUITE 500 SAN FRANCISCO, CA 94108	GENERAL OPERATIONS	501C(3)	1,000.
HABITAT FOR HUMANITY 121 HABITAT AMERICAS, GA 31709	GENERAL OPERATIONS	501C(3)	100.
HARLEM CHILDREN'S ZONE 35 E. 125TH STREET NEW YORK, NY 10035	GENERAL OPERATIONS	501C(3)	100.
HEAD ROYCE SCHOOL 4315 LINCOLN AVE OAKLAND, CA 94602	GENERAL OPERATIONS	501C(3)	100.

HEIFER PROJECT INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	GENERAL OPERATIONS	501C(3)	500.
JCC EAST BAY 1414 WALNUT STREET BERKELEY, CA 94709	GENERAL OPERATIONS	501C(3)	1,500.
JCC EAST BAY 1414 WALNUT STREET BERL, CA 94709	GENERAL OPERATIONS	501C(3)	100.
JEWISH COMMUNITY FEDERATION 300 GRAND AVE OAKLAND, CA 94610-4826	GENERAL OPERATIONS	501C(3)	5,000.
KQED 2601 MARIPOSA ST. SAN FRANCISCO, CA 94110	GENERAL OPERATIONS	501C(3)	180.
LAWRENCE FAMILY JCC 4126 EXECUTIVE DRIVE LA JOLLA, CA 92037-1348	GENERAL OPERATIONS	501C(3)	11,000.
MAKE A WISH FOUNDATION PO BOX 7167 SAN FRANCISCO, CA 94120	GENERAL OPERATIONS	501C(3)	100.
MOVING FORWARD TOWARD INDEPENDENCE 1020 CLINTON STREET, SUITE 210 NAPA, CA 94559	GENERAL OPERATIONS	501C(3)	3,000.
MUSIC IN SCHOOLS PO BOX 6-323 PALO ALTO, CA 94306	GENERAL OPERATIONS	501C(3)	500.
OLD GLOBE PO BOX 122171 SAN DIEGO, CA 92112	GENERAL OPERATIONS	501C(3)	60,000.

PENINSULA BRIDGE PO BOX 963 MENLO PARK, CA 94026	GENERAL OPERATIONS	501C(3)	100.
PENINSULA HUMANE SOCIETY 12 AIRPORT BOULEVARD SAN MATEO, CA 94401-1006	GENERAL OPERATIONS	501C(3)	200.
PENN HILLEL 215 S. 39TH ST PHILADELPHIA , PA 19104	GENERAL OPERATIONS	501C(3)	72.
RADY CHILDREN'S HOSPITAL 3020 CHILDREN'S WAY/MC 5005 SAN DIEGO, CA 92123-4282	GENERAL OPERATIONS	501C(3)	5,000.
REDWOOD DAY SCHOOL 3245 SHEFFIELD AVE. OAKLAND, CA 94602	GENERAL OPERATIONS	501C(3)	200.
ROOM TO READ 111 SUTTER ST, 16TH FLOOR SAN FRANCISCO, CA 94104	GENERAL OPERATIONS	501C(3)	250.
SALK INSTITUTE 10010 N. TORREY PINES ROAD LA JOLLA, CA 92037	GENERAL OPERATIONS	501C(3)	26,500.
SAN DIEGO HOSPICE 4311 THIRD AVE SAN DIEGO, CA 92103	GENERAL OPERATIONS	501C(3)	5,000.
SAN DIEGO SYMPHONY 1245 SEVENTH AVE SAN DIEGO, CA 92101	GENERAL OPERATIONS	501C(3)	26,681.
SAN FRANCISCO BALLET 455 FRANKLIN ST SAN FRANCISCO, CA 94102	GENERAL OPERATIONS	501C(3)	100.

SAN FRANCISCO SYMPHONY 201 VAN NESS SAN FRANCISCO, CA 94102	GENERAL OPERATIONS	501C(3)	100.
SAVE THE BAY 350 FRANK H. OGAWA PLAZA, SUITE 900 OAKLAND, CA 94612-2016	GENERAL OPERATIONS	501C(3)	100.
SEACREST VILLAGE RETIREMENT COMMUNITY 211 SAXONY ROAD ENCINITAS, CA 92024	GENERAL OPERATIONS	501C(3)	20,000.
SECOND HARVEST FOOD BANK 9151 REHCO RD SAN DIEGO, CA 92121	GENERAL OPERATIONS	501C(3)	305.
SIERRA CLUB FOUNDATION PO BOX 5916 BOULDER, CO 80322	GENERAL OPERATIONS	501C(3)	75.
SIERRA WATCH 408 BROAD ST, SUITE 12 NEVADA CITY, CA 95959	GENERAL OPERATIONS	501C(3)	50.
SMILE TRAIN PO BOX 96208 WASHINGTON , DC 20090	GENERAL OPERATIONS	501C(3)	100.
STANFORD FUND FOR UNDERGRADUATE EDUCATION 326 GALVEZ STREET STANFORD, CA 94305-6105	GENERAL OPERATIONS	501C(3)	100.
STANFORD LIVELY ARTS 537 LOMITA MALL, MC 250 STANFORD, CA 94305-2250	GENERAL OPERATIONS	501C(3)	150.
THE NATURE CONSERVANCY 4245 N. FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203-1606	GENERAL OPERATIONS	501C(3)	125.

TOYS FOR TOTS 18251 QUANTICA GATEWAY DR TRIANGLE, VA 22172	GENERAL OPERATIONS	501C(3)	100.
UC SAN DIEGO FOUNDATION 9500 GILMAN DRIVE #0940 LA JOLLA, CA 92093-0940	GENERAL OPERATIONS	501C(3)	72,000.
UNITED FARM WORKERS OF AMERICA PO BOX 91798 LOS ANGELES, CA 90009	GENERAL OPERATIONS	501C(3)	50.
UNITED JEWISH FEDERATION 4950 MURPHY CANYON RD SAN DIEGO, CA 92123-4325	GENERAL OPERATIONS	501C(3)	100,000.
UNIVERSITY OF PENNSYLVANIA - 3541 WALNUT ST, 433 FRANKLIN BLDG PHILADELPHIA, PA 19104-6205	GENERAL OPERATIONS	501C(3)	60.
WEBB SCHOOL 1175 WEST BASELINE RD CLAIREMONT, CA 91711-2199	GENERAL OPERATIONS	501C(3)	100.
WIKIMEDIA FOUNDATION 149 NEW MONTGOMER ST, 3RD FLOOR SAN FRANCISCO, CA 94105	GENERAL OPERATIONS	501C(3)	100.
WOMEN'S DAYTIME DROP-IN CENTER 2218 ACTON ST BERKLEY, CA 94702	GENERAL OPERATIONS	501C(3)	25.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			464,022.

SOPHIE AND ARTHUR BRODY FOUNDATION
DETAIL OF INVESTMENTS - CORPORATE STOCK
DECEMBER 31, 2009
EIN 22-6097164

HOLDING	12/31/2008 # SHARES	12/31/2008 BOOK VALUE	SHS Bought/(Sold	BV of SHS Bought/(Sold)	12/31/2009 # SHARES	12/31/2009 BOOK VALUE	FMV
ALCOA	4,400	100,320			4,400	100,320	70,928
ARCHER DANIELS MIDLAND	500	18,395	(500)	(18,395)	-	-	-
BANK OF AMERICA	19,000	722,906			19,000	722,906	286,140
BP PLC	5,400	239,656			5,400	239,656	313,038
CHEVRON TEXACO	5,200	172,776			5,200	172,776	400,348
CHINA PETR & CHEM	1,000	94,925			1,000	94,925	88,070
CISCO SYSTEMS, INC	6,000	143,300			6,000	143,300	143,640
CITIGROUP	5,050	250,769	(5,050)	(250,769)	-	-	-
CLAYMORE EXCHANGE	6,500	165,578			6,500	165,578	119,730
COLGATE PALMOLIVE	1,000	51,330			1,000	51,330	82,150
CORNING, INC	200	5,500	1,000	15,079	1,200	20,579	23,172
EL PASO CORPORATION	3,000	42,706	1,000	9,917	4,000	52,623	39,320
EMERSON ELECTRIC	5,400	209,902			5,400	209,902	230,040
EXXXON CORPORATION	4,600	162,265			4,600	162,265	313,674
FRONTLINE LTD	100	3,695	(100)	(3,695)	-	-	
GENERAL ELECTRIC	13,300	370,078			13,300	370,078	201,229
HOME DEPOT	5,500	141,350			5,500	141,350	159,115
HONEYWELL INTL	4,750	168,431			4,750	168,431	186,200
HRPT PROPERTIES TRUST	1,000	10,570			1,000	10,570	6,470
INTEL CORP	2,000	43,970	1,000	19,108	3,000	63,078	61,200
INTL BUSINESS MACHINES	1,100	89,694	600	79,128	1,700	168,822	222,530
JOHNSON & JOHNSON	8,500	351,808	520	33,873	9,020	385,681	580,978
JP MORGAN CHASE	7,000	257,600			7,000	257,600	291,690
LOWES COMPANIES	2,000	51,340	500	10,268	2,500	61,608	58,475
LUXOTTICA	2,000	62,300			2,000	62,300	51,360
MICROSOFT	500	14,210			500	14,210	15,240
MONSANTO	2,000	15,615			2,000	15,615	163,500
NESTLE	1,250	33,785			1,250	33,785	60,703
NOVARTIS AG SPON	1,000	56,840			1,000	56,840	54,430
OCCIDENTAL PETE	4,000	50,704	2,000	163,640	6,000	214,344	488,100
ORACLE	1,500	20,572			1,500	20,572	36,795
PENN WEST ENERGY	2,000	21,137			2,000	21,137	35,200
PEPSICO	1,250	53,888	(1,250)	(53,888)	-	-	-
PFIZER INC	9,000	242,274			9,000	242,274	163,710
PNC FINANCIAL SERVICES	1,000	54,210			1,000	54,210	52,790
PPG INDUSTRIES (PENTAIR)	4,100	130,861			4,100	130,861	132,430
PROCTER & GAMBLE	700	38,279			700	38,279	42,441
QUALCOMM INC	900	42,884			900	42,884	41,634
ROYAL DUTCH	2,500	165,405			2,500	165,405	150,275
SCOTTS MIRACLE GRO CO	100	4,571	(100)	(4,571)	-	-	-
SINGAPORE FUND INC	1,000	9,467			1,000	9,467	13,300
SPECTRA ENERGY CORP	-	-	800	13,288	800	13,288	16,408
TELECOM CP N Z SPON ADRI	711	14,685	(711)	(14,685)	-	-	-
THE SOUTHERN COMPANY	7,500	152,465			7,500	152,465	249,900
TRANSOCEAN INC	300	43,749	200	16,762	500	60,511	41,400
UNILEVER	4,000	101,764			4,000	101,764	129,320
UNITED TECHNOLOGY	5,000	171,740			5,000	171,740	347,050
VALE DO ADR	500	12,884			500	12,884	14,515
VERIZON	975	54,134			975	54,134	32,302
WELLS FARGO	6,590	1,039,296			6,590	1,039,296	177,864
WALGREEN COMPANY	700	29,711			700	29,711	25,704
WINDSTREAM CORP	500	7,254	(500)	(7,254)	-	-	-
1/100 BERKSHIRE HTWY CLA	-	-	300	254,409	300	254,409	297,600
UNIDENTIFIED		(6,352)				(6,352)	-
		6,507,196				6,769,411	6,712,108