Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation: PHILIP & MYN ROOTBERG FOUNDATION

A Employer identification number: 23-7169351

Number and street (or P O box number if mail is not delivered to street address): 1 S. WACKER DRIVE — Room/suite: 1800

B Telephone number (see page 10 of the instructions): (312) 602-6800

City or town, state, and ZIP code: CHICAGO, IL 60606

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,058,353.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,083.	6,083.		ATCH 1
	4 Dividends and interest from securities	18,034.	18,034.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-101,211.			
	b Gross sales price for all assets on line 6a 363,664.				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-77,094.	24,117.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	6,092.	3,046.	0.	3,046.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	1,235.	1,235.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	6,209.			6,209.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,536.	4,281.	0.	9,255.
	25 Contributions, gifts, grants paid	50,750.			50,750.
	26 **Total expenses and disbursements** Add lines 24 and 25	64,286.	4,281.	0.	60,005.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-141,380.			
	b **Net investment income** (if negative, enter -0-)		19,836.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,549.	3,432.	3,432.
	2 Savings and temporary cash investments	506,859.	59,094.	59,094.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	642.		
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 6	337,056.	739,175.	842,890.
	c Investments - corporate bonds (attach schedule) ATCH 7	100,876.	39,817.	41,259.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 8	404,916.	367,710.	111,678.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,352,898.	1,209,228.	1,058,353.
Liabilities	17 Accounts payable and accrued expenses	2,290.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	2,290.		
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,350,608.	1,209,228.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,350,608.	1,209,228.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,352,898.	1,209,228.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,350,608.
2	Enter amount from Part I, line 27a	2	-141,380.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,209,228.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,209,228.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(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				

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	-101,211.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	16,526.	800,186.	0.020653
2007	24,455.	339,975.	0.071932
2006	16,855.	319,525.	0.052750
2005	4,852.	314,671.	0.015419
2004	17,262.	202,608.	0.085199

2	**Total** of line 1, column (d)	2	0.245953
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049191
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,336,630.
5	Multiply line 4 by line 3	5	65,750.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	198.
7	Add lines 5 and 6	7	65,948.
8	Enter qualifying distributions from Part XII, line 4	8	60,005.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	397.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	397.
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	397.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 954.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	954.
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	557.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 557. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RUTH ROOTBERG Telephone no ▶ 312-602-6800

Located at ▶ 478 OLD FARM ROAD AMHERST, MA ZIP + 4 ▶ 01002

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

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

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

		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)?	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 page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
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)? (see page 22 of the instructions)	☐ 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 page 22 of the instructions)?		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?	☐ 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
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?		7b	X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		-0-	-0-	-0-

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

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,048,786.
b	Average of monthly cash balances	1b	308,199.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	1,356,985.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,356,985.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	20,355.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,336,630.
6	**Minimum investment return.** Enter 5% of line 5	6	66,832.

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

1	Minimum investment return from Part X, line 6			1	66,832.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	397.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	397.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	66,435.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	66,435.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	66,435.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	60,005.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	60,005.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	60,005.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				66,435.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . 2,559.				
b From 2005				
c From 2006 . . . 1,883.				
d From 2007 . . . 7,936.				
e From 2008				
f **Total** of lines 3a through e	12,378.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 60,005.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				60,005.
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).)*	6,430.			6,430.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,948.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 *Amounts treated as distributions out of corpus* to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	5,948.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007 . . . 5,948.				
d Excess from 2008				
e Excess from 2009				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 10				
Total ▶ **3a**				50,750.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,083.	
4 Dividends and interest from securities			14	18,034.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-101,211.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-77,094.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -77,094.

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

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

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

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

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

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

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

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

Susan R. Shapiro | 6-11-10 | Secretary

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 6/8/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00006907
Firm's name (or yours if self-employed), address, and ZIP code	CBIZ MHM, LLC ONE SOUTH WACKER DRIVE, SUITE 1800 CHICAGO, IL 60606			EIN 34-1853929 Phone no 312-602-6800

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					424.	
		ROPES & GRAY ST -ATTACHMENT					VARIOUS	VARIOUS
76,845.		65,823.					11,022.	
		ROPES & GRAY LT - ATTACHMENT					VARIOUS	VARIOUS
258,529.		347,956.					-89,427.	
		FIDELITY ST - SEE ATTACHMENT					VARIOUS	VARIOUS
240.		414.					-174.	
		FIDELITY LT - SEE ATTACHMENT					VARIOUS	VARIOUS
27,626.		50,682.					-23,056.	
TOTAL GAIN(LOSS)							-101,211.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIVATE BANK INTEREST		11.	11.
STATE OF ISRAEL INTEREST		1,769.	1,769.
FIDELITY INTEREST		273.	273.
US TREASURY INTEREST		388.	388.
ROPES & GRAY		3,642.	3,642.
	TOTAL	6,083.	6,083.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY		22.	22.
ROPES & GRAY		18,012.	18,012.
	TOTAL	18,034.	18,034.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	6,092.	3,046.		3,046.
TOTALS	6,092.	3,046.	0.	3,046.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD	35.	35.
FEDERAL TAXES	1,200.	1,200.
TOTALS	1,235.	1,235.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ANNUAL REPORT	15.	15.
MISCELLANEOUS	4,345.	4,345.
ASSET MANAGEMENT FEES	1,849.	1,849.
TOTALS	6,209.	6,209.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FPL GROUP	1,314.	3,962.
PALL GROUP		
NORTHERN TRUST CORP		
MICROSOFT CORP	6,843.	7,620.
RIO TINTO PLC		
ROPER INDS INC		
DODGE & COX INTL STK FD		
FIDELITY FIFTY		
FIDELITY SELECT NATIONAL RES		
COLUMBIA MARSICO		
FIDELITY VALUE		
WASATCH HERITAGE GROWTH FUND		
EXELON		
FPL GROUP INC		
COLUMBIA ACORN INTERNATIONAL		
JANUS OVERSEAS FUND		
ISHARES RUSSELL 2000 INDEX		
ABB LTD	1,645.	2,101.
ABBOTT LABS	4,046.	4,859.
ACE LIMITED	1,776.	2,016.
AIR PRODUCTS & CHEMICALS	2,778.	3,648.
AT&T	6,211.	6,867.
AUTOMATIC DATA PROCESSING	6,429.	7,279.
BHP BILLITON	4,862.	5,361.
BP PLC	6,642.	7,246.
CANADIAN NATIONAL RAILWAY	3,983.	4,892.
CANADIAN OIL SANDS	2,485.	2,282.
CATERPILLAR	4,512.	4,844.
CHEVRON	5,593.	6,159.
CHUBB CORP	3,316.	3,197.
CISCO SYSTEMS	3,654.	4,788.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMPANHIA ENGERGETICA	4,445.	5,147.
CONOCOPHILLIPS	5,529.	5,873.
DUKE ENERGY CORP	4,019.	4,819.
EMC CORP MASS	1,570.	2,271.
EMERSON ELECTRIC CO	4,209.	4,899.
EXXON MOBIL	2,099.	2,046.
GENERAL MILLS	4,526.	4,957.
HEWLETT PACKARD	2,102.	2,318.
INTELL CORP	2,840.	3,468.
INTERNATIONAL BUSINESS MACHINE	5,073.	6,545.
ISHARES DJ	3,719.	4,768.
JOHNSON & JOHNSON	4,586.	4,831.
JP MORGAN CHASE	2,838.	3,334.
KIMBERLY CLARK	4,434.	4,778.
LILLY ELI	4,940.	4,999.
LOWES	2,213.	2,456.
MERCK & CO	4,575.	5,116.
MONSANTO	2,560.	2,453.
NESTLE	3,887.	5,077.
NOVARTIS AG	3,619.	4,899.
ORACLE CORP	5,032.	6,623.
PEPSICO	3,589.	4,256.
PFIZER	1,541.	1,601.
POTASH CORP	2,697.	2,713.
PROCTER & GAMBLE	3,840.	4,547.
SCHLUMBERGER	5,345.	6,184.
SPDR S&P BIOTECH	3,921.	4,559.
SUNCOR ENERGY	1,946.	2,295.
TEXAS INSTRUMENTS	3,447.	5,082.
UNILEVER	4,501.	5,011.
UNITED TECHNOLOGIES CORP	4,964.	6,247.

PHILIP & MYN ROOTBERG FOUNDATION 23-7169351

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VERIZON	6,581.	7,289.
WALGREEN CO	1,677.	2,020.
WALMART STORES	6,687.	7,216.
WELLS FARGO & CO	4,253.	4,183.
WOODSIDE PETROLEUM	3,478.	3,165.
ABERDEEN INTERNATIONAL EQUITY	43,710.	57,251.
ARTIO INTERNATIONAL EQY II	43,710.	53,917.
ARTISAN INTL VALUE FUND	43,710.	55,600.
ARTISAN SMALL CAP VALUE FUND	18,995.	24,085.
FORWARD SMALL CAP EQUITY FUND	19,990.	23,480.
HARBOR BOND FUND	47,460.	47,679.
KEELEY SMALL CAP VAL	19,325.	23,424.
NEUBERGER BERMAN	225,335.	243,954.
PIMCO COMMODITY	17,648.	20,755.
VANGUARD EMERGING	9,156.	9,430.
VANGUARD ST INVEST	46,765.	48,149.
TOTALS	739,175.	842,890.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GE CAPITAL INTERNOTES	9,572.	10,029.
HSBC FIN CORP 5.3		
WELLS FARGO BANK NATL	10,064.	10,197.
GENERAL ELECTRIC CAP CORP	10,167.	10,631.
WELLS FARGO COMPANY BOND	10,014.	10,402.
GENERAL ELECTRIC CAP CORP		
TOTALS	39,817.	41,259.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STATE OF ISRAEL BONDS	26,349.	26,524.
UNITED STATES TREASURY NOTE	9,718.	10,154.
PR GLOBAL HOTEL VENTURES LLC	331,643.	75,000.
TOTALS	367,710.	111,678.

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
RUTH E. ROOTBERG 1. S. WACKER DRIVE CHICAGO, IL 60606	PRESIDENT/DIRECTOR/TREASURER
SUSAN R. SHAPIRO 1. S. WACKER DRIVE CHICAGO, IL 60606	SECRETARY/DIRECTOR
LESLIE R. WILDER 1. S. WACKER DRIVE CHICAGO, IL 60606	VICE PRESIDENT/DIRECTOR
	GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARTSBROOK SCHOOL 193 BAY ROAD HADLEY, MA 01035	N/A PUBLIC	GENERAL FUNDING	5,750
JEWISH UNITED FUND ONE S FRANKLIN CHICAGO, IL 60606	N/A PUBLIC	GENERAL FUNDING	12,000
TEMPLE SHALOM 3740 N LAKE SHORE DRIVE CHICAGO, IL 60657	N/A PUBLIC	GENERAL FUNDING	2,000
KESHET 617 LANDWEHR RD NORTHBROOK, IL 60062	N/A PUBLIC	GENERAL FUNDING	1,000
TEMPLE AKIBA 5249 S SEPULVEDA BLVD CULVER CITY, CA 90230	N/A PUBLIC	GENERAL FUNDING	10,000
TRUSTEES OF TUFTS COLLEGE 169 HOLLAND STREET SOMERVILLE, MA 02144	N/A PUBLIC	GENERAL FUNDING	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SMILE TRAIN 41 MADISON AVENUE NEW YORK, NY 10010	N/A PUBLIC	GENERAL FUNDING	2,000
UNITED WAY OF MASSACHUSETTS BAY 51 SLEEPER ST BOSTON, MA 02210	N/A PUBLIC	GENERAL FUNDING	1,000
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE, STE 310 WHITE PLAINS, NY 10605	N/A PUBLIC	GENERAL FUNDING	1,000
AMERICAN CANCER SOCIETY 59 BOBALA ROAD HOLYOKE, MA 01040	N/A PUBLIC	GENERAL FUNDING	5,000
THIRTEEN 450 WEST 33RD STREET NEW YORK, NY 10001	N/A PUBLIC	GENERAL FUNDING	2,000
FELDENKRAIS EDUCATIONAL FOUNDATION OF N AMERICA 5436 N ALBINA AVENUE PORTLAND, OR 97217	N/A PUBLIC	GENERAL FUNDING	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GOODMAN THEATRE 17 NORTH DEARBORN STREET CHICAGO, IL 60601	N/A PUBLIC	GENERAL FUNDING	500
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVENUE CHICAGO, IL 60604	N/A PUBLIC	GENERAL FUNDING	500
AMSAT 850 SLIGO AVENUE, STE 600 SILVER SPRING, MD 20910	N/A PUBLIC	GENERAL FUNDING	5,000
		TOTAL CONTRIBUTIONS PAID	50,750

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust: PHILIP & MYN ROOTBERG FOUNDATION

Employer identification number: 23-7169351

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	10,848.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	10,848.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-112,483.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	424.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-112,059.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			10,848.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-112,059.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-101,211.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** **b** $3,000 ... 16 (3,000)

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust
PHILIP & MYN ROOTBERG FOUNDATION

Employer identification number
23-7169351

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	ROPES & GRAY ST -ATTACHMENT	VARIOUS	VARIOUS	76,845.	65,823.	11,022.
	FIDELITY ST - SEE ATTACHMENT	VARIOUS	VARIOUS	240.	414.	-174.

1b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 10,848.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a ROPES & GRAY LT - ATTACHMENT	VARIOUS	VARIOUS	258,529.	347,956.	-89,427.
FIDELITY LT - SEE ATTACHMENT	VARIOUS	VARIOUS	27,626.	50,682.	-23,056.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-112,483.

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PHILIP AND MYN ROOTBERG FOUNDATION
CAPITAL GAIN/LOSS
YEAR ENDED 12/31/09

SHARES	DESCRIPTION	Date Purchased	Date Sold	Cost	Sales Price	Gain/(Loss)
20 00	Abb Ltd	5/19/2009	10/8/2009	299 19	412 58	113 39
30 00	Ace Limited	5/19/2009	10/8/2009	1,331 92	1,653 55	321 63
5 00	Air Products & Chemicals	5/19/2009	10/8/2009	308 70	395 63	86 93
294 65	Columbia Acorn Intl Fund	1/1/1995	5/14/2009	11,647 59	7,525 41	(4,122 18)
1,747 80	Columbia Marsico	1/1/1950	5/14/2009	23,189 85	14,594 14	(8,595 71)
1,368 70	Dodge & Cox Intl Stock FD	1/1/1950	5/14/2009	48,260 87	32,575 13	(15,685 74)
30 00	EMC Corp Mass	5/19/2009	10/8/2009	362 34	531 58	169 24
50 00	EOG Res Inc	5/19/2009	10/8/2009	3,583 75	4,469 38	885 63
1,000 00	Exelon Corp	1/1/1995	5/14/2009	90,240 00	48,956 20	(41,283 80)
40 00	Exxon Mobil	5/19/2009	10/8/2009	2,798 80	2,758 32	(40 48)
1,000 00	FPL Group	1/1/1995	5/14/2009	66,115 00	54,816 28	(11,298 72)
966 81	Franklin Templeton	5/15/2009	10/8/2009	8,740 00	9,474 78	734 78
50,000 00	GE Capital Corp 4 625%	1/1/1995	9/15/2009	50,563 50	50,000 00	(563 50)
10 00	Google Inc	5/19/2009	10/8/2009	3,897 30	5,183 86	1,286 56
10,000 00	HSBC Fin Corp 5 3%	1/1/1950	6/15/2009	10,000 00	10,000 00	-
50 00	Ishares DJ	5/19/2009	10/8/2009	2,066 00	2,478 43	412 43
125 00	Ishares Russell 2000 Index Fund	1/1/1995	5/14/2009	8,935 00	6,035 14	(2,899 86)
252 30	Janus	1/1/1995	5/14/2009	12,480 02	7,947 91	(4,532 11)
55 00	Nestle	5/19/2009	10/8/2009	2,036 13	2,314 34	278 21
26 00	Northern Trust Corp	8/14/2000	5/14/2009	2,105 19	1,426 32	(678 87)
10 00	Novartis AG	5/19/2009	10/8/2009	402 11	501 28	99 17
48 00	Pall Corp	1/1/1950	10/8/2009	1,062 00	1,535 14	473 14
52 00	Pall Corp	5/19/2009	10/8/2009	1,331 84	1,663 07	331 23
30 00	Pepsico	5/19/2009	10/8/2009	1,538 09	1,799 95	261 86
100 00	Petroleo	5/19/2009	10/8/2009	3,802 63	4,760 88	958 25
0 65	Pfizer	10/15/2009	10/26/2009	11 38	11 27	(0 11)
5 00	Potash Corp	5/19/2009	10/8/2009	539 45	465 43	(74 02)
50 00	Precision Castparts	5/19/2009	10/8/2009	3,906 50	5,097 36	1,190 86
25 00	Procter & Gamble	5/19/2009	10/8/2009	1,279 93	1,441 71	161 78
60 00	Ralcorp Holdings Inc	5/19/2009	10/8/2009	3,669 22	3,501 51	(167 71)
56 50	Rio Tinto PLC	1/1/1950	5/14/2009	3,235 79	4,679 61	1,443 82
100 00	Roper Inds Inc	1/1/1950	10/8/2009	4,655 95	4,974 17	318 22
65 00	SPDR S&P Biotech	5/19/2009	10/8/2009	2,998 63	3,302 56	303 93
50 00	State Street Corp	5/19/2009	10/8/2009	2,003 89	2,704 43	700 54
35 00	Suncor Energy	5/19/2009	10/8/2009	1,047 85	1,250 16	202 31
110 00	Teva Pharamceutical	5/19/2009	10/8/2009	4,964 22	5,657 45	693 23
35 00	Texas Instruments	5/19/2009	10/8/2009	618 70	789 22	170 52
90 00	Viacom Inc	5/19/2009	10/8/2009	1,777 54	2,600 93	823 39
105 00	Walgreen Co	5/19/2009	10/8/2009	3,201 79	4,136 30	934 51
462 45	Wasatch Heritage Growth Fund	1/1/1950	5/14/2009	5,465 35	3,463 72	(2,001 63)
90 00	Wyeth	10/8/2009	10/16/2009	4,421 50	4,535 10	113 60
70 00	XTO Energy	5/19/2009	10/8/2009	2,883 70	2,953 92	70 22
10,000 00	State of Israel Bond 4th Floating Rate 1/1/09	1/1/1999	1/1/2009	10,000 00	10,000 00	-
				413,779 21	335,374 15	(78,405 06)
			Short Term	65,823 10	76,844 98	11,021 88
			Long Term	347,956 11	258,529 17	(89,426 94)
			Total	413,779 21	335,374 15	(78,405 06)

Fidelity INVESTMENTS

PHILIP AND MYN ROOTBERG FDTN
RUTH ROOTBERG
478 OLD FARM ROAD
AMHERST MA 01002-2755

Customer Service: 800-544-6666
Visit Us Online: Fidelity.com

Additional Information

Amount

This detail information is not reported to the IRS. It may assist you in tax return preparation.

Short-Term Realized Gain/Loss......173.30-
Long-Term Realized Gain/Loss......23,055.92-

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
FIDELITY FIFTY /31617F106						
various	01/28/09	9.605	103.92	215.83	a	111.91-
FIDELITY SELECT NATURAL RESOURCES /316390491						
04/11/08	01/28/09	6.167	120.19	162.97	a	42.78-
FIDELITY VALUE /316464106						
12/03/08	01/28/09	0.417	16.09	34.70	a	18.61-
			240.20	413.50		
				Short-Term Realized Gain		0.00
				Short-Term Realized Loss		173.30-
				Short-Term Realized Disallowed Loss		0.00
				Total Short-Term Realized Gain/Loss		**173.30-**

a - Average Cost-Single Category

Detail Information — Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
FIDELITY FIFTY /31617F106						
various	01/28/09	1,436.648	15,544.54	32,283.89	a	16,739.35-
FIDELITY SELECT NATURAL RESOURCES /316390491						
various	01/28/09	490.538	9,560.59	12,962.67	a	3,402.08-
FIDELITY VALUE /316464106						
various	01/28/09	65.334	2,521.24	5,435.73	a	2,914.49-
			27,626.37	50,682.29		
				Long-Term Realized Gain		0.00
				Long-Term Realized Loss		23,055.92-
				Long-Term Realized Disallowed Loss		0.00
				Total Long-Term Realized Gain/Loss		**23,055.92-**

Form 8868
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- 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 From 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	Employer identification number
File by the due date for filing your return See instructions	PHILIP & MYN ROOTBERG FOUNDATION	23-7169351
	Number, street, and room or suite no If a P O box, see instructions 1 S. WACKER DRIVE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60606	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ RUTH ROOTBERG

Telephone No ▶ 312 602-6800 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 08/15 , 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______ , ______ , and ending ______ , ______

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$
b	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	$
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	$

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

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