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

2009

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

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

G Check all that apply  Initial return  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 <b>CASPE FOUNDATION</b> C/O NAOMI CASPE	A Employer identification number <b>23-7325590</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>209 E. LAKE SHORE DR.</b>	Room/suite
	City or town, state, and ZIP code <b>CHICAGO, IL 60611</b>	B Telephone number <b>312-461-8200</b>
H Check type of organization	<input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation	C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual  <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
► \$ <b>3,361,786.</b> (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			<b>N/A</b>	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	<b>8,760.</b>	<b>8,760.</b>		<b>STATEMENT 1</b>
	4 Dividends and interest from securities	<b>42,019.</b>	<b>42,019.</b>		<b>STATEMENT 2</b>
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<b>-195,296.</b>			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		<b>0.</b>		
	8 Net short-term capital gains				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	<b>-144,517.</b>	<b>50,779.</b>			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	<b>75,000.</b>	<b>0.</b>		<b>0.</b>
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	<b>STMT 3</b>	<b>175.</b>	<b>0.</b>	<b>175.</b>
	b Accounting fees	<b>STMT 4</b>	<b>21,360.</b>	<b>0.</b>	<b>21,360.</b>
	c Other professional fees	<b>STMT 5</b>	<b>40,410.</b>	<b>40,410.</b>	<b>0.</b>
	17 Interest				
	18 Taxes	<b>STMT 6</b>	<b>5,738.</b>	<b>0.</b>	<b>5,738.</b>
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	<b>STMT 7</b>	<b>2,137.</b>	<b>2,137.</b>	<b>0.</b>
	24 Total operating and administrative expenses. Add lines 13 through 23		<b>144,820.</b>	<b>42,547.</b>	<b>27,273.</b>
	25 Contributions, gifts, grants paid		<b>92,220.</b>		<b>92,220.</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>237,040.</b>	<b>42,547.</b>	<b>119,493.</b>	
27 Subtract line 26 from line 12		<b>-381,557.</b>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0)			<b>8,232.</b>		
c Adjusted net income (if negative, enter -0)				<b>N/A</b>	

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	4,438.	14,968.	14,968.
	2 Savings and temporary cash investments	1,158,831.	585,235.	585,235.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 8	1,754,702.	2,759,003.
	14 Land, buildings, and equipment basis ►			2,761,583.
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)		2,917,971.	3,359,206.
<b>Liabilities</b>	17 Accounts payable and accrued expenses		2,628.	2,628.
	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)		2,628.	2,628.
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		0.	0.
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		2,915,343.	3,356,578.
	30 Total net assets or fund balances		2,915,343.	3,356,578.
	31 Total liabilities and net assets/fund balances		2,917,971.	3,359,206.

**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	2,915,343.
2 Enter amount from Part I, line 27a	2	-381,557.
3 Other increases not included in line 2 (itemize) ► <u>UNREALIZED GAIN</u>	3	822,792.
4 Add lines 1, 2, and 3	4	3,356,578.
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	3,356,578.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b> ARTISAN ALPHA PLUS OFFSHORE LP			P	VARIOUS	VARIOUS
<b>b</b> ARTISAN ALPHA PLUS OFFSHORE LP			P	VARIOUS	VARIOUS
<b>c</b> FAIRHOLME ALPH PLUS OFFSHORE LP			P	VARIOUS	VARIOUS
<b>d</b> FAIRHOLME ALPH PLUS OFFSHORE LP			P	VARIOUS	VARIOUS
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>			<b>-202,609.</b>		
<b>b</b>			<b>-5,454.</b>		
<b>c</b>			<b>-14,480.</b>		
<b>d</b>			<b>27,247.</b>		
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	<b>-202,609.</b>		
<b>a</b>			<b>-5,454.</b>		
<b>b</b>			<b>-14,480.</b>		
<b>c</b>			<b>27,247.</b>		
<b>e</b>			<b>N/A</b>		
<b>2</b> 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	<b>-195,296.</b>	
<b>3</b> 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	<b>N/A</b>	

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

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

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

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

 Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	<b>250,425.</b>	<b>4,263,900.</b>	<b>.058731</b>
2007	<b>193,137.</b>	<b>5,355,996.</b>	<b>.036060</b>
2006	<b>68,676.</b>	<b>4,952,463.</b>	<b>.013867</b>
2005	<b>319,586.</b>	<b>5,694,383.</b>	<b>.056123</b>
2004	<b>319,614.</b>	<b>6,392,793.</b>	<b>.049996</b>

2 Total of line 1, column (d) **2** **.214777**

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** **.042955**

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 **4** **3,011,547.**

5 Multiply line 4 by line 3 **5** **129,361.**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **82.**

7 Add lines 5 and 6 **7** **129,443.**

8 Enter qualifying distributions from Part XII, line 4 **8** **119,493.**

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	(attach copy of letter if necessary-see instructions)	1	165.
Date of ruling or determination letter: _____			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1%			
of Part I, line 27b			
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			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,837.	
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	2,837.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	2,672.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	11	0.	

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1a	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.	1b	X
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 ► \$ <u>0.</u> (2) On foundation managers ► \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	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	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
• By language in the governing instrument, or	6	X
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year?	7	X
If "Yes," complete Part II, col. (c), and Part XV.		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
IA		
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

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

11		X
12		X
13	X	
14	The books are in care of ► NAOMI CASPE	Telephone no ► (312) 461-8200
	Located at ► 209 E. LAKE SHORE DR., CHICAGO, IL	ZIP+4 ► 60611
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	►   15   N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	►	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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? If "Yes," list the years ►	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	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?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X
		4b

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

5a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
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	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NAOMI CASPE 209 E. LAKE SHORE DR. CHICAGO, IL 60611	PRESIDENT/DIRECTOR 40.00	75,000.	0.	0.
JEFFREY CASPE 209 E. LAKE SHORE DR. CHICAGO, IL 60611	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
SHIRA CASPE 209 E. LAKE SHORE DR. CHICAGO, IL 60611	SECRETARY 0.00	0.	0.	0.
DAVID CASPE 209 E. LAKE SHORE DR. CHICAGO, IL 60611	TREASURER 0.00	0.	0.	0.

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

**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. 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		
3		
	All other program-related investments. See instructions	

**Total. Add lines 1 through 3**

►

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	1a	2,070,055.
a Average monthly fair market value of securities	1b	987,353.
b Average of monthly cash balances .....	1c	
c Fair market value of all other assets .....	1d	3,057,408.
d Total (add lines 1a, b, and c) .....	1e	0.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)		
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,057,408.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,861.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,011,547.
6 Minimum investment return. Enter 5% of line 5	6	150,577.

**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	150,577.
2a Tax on investment income for 2009 from Part VI, line 5	2a	165.
b Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b .. ..	2c	165.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	150,412.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	150,412.
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	150,412.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes.	1a	119,493.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	119,493.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	119,493.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Form 990-PF (2009)

923571  
02-02-10

08471102 745959 76175

8 2009.04050 CASPE FOUNDATION C/O NAOMI 76175\_1

**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				150,412.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005	22,129.			
c From 2006				
d From 2007				
e From 2008	37,290.			
f Total of lines 3a through e	59,419.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 119,493.			0.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount	0.			119,493.
e Remaining amount distributed out of corpus	30,919.			30,919.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	28,500.			
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.	
1 Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	28,500.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	28,500.			
e Excess from 2009				



**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 9				
<i>Total</i>				► 3a 92,220.
<i>b Approved for future payment</i>				
NONE				
<i>Total</i>				► 3b 0.

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

**Enter gross amounts unless otherwise indicated**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,760.	
4 Dividends and interest from securities			14	42,019.	
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	-195,296.	
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)		0.		-144,517.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 -144,517.

**13 Total.** Add line 12, columns (b), (d), and (e)  
(See worksheet in line 13 instructions to verify calculations )

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

**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		

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

Yes  No

**b** If "Yes," complete the following schedule

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

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

Sign Here

Naomi Caspe  
Signature of officer or trustee

11/17/2018 ► PRESIDENT

Date

PR

Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's signature		NOV	Date
	- 2 2010		Check if self- employed	<input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code		Preparer's identifying number <b>101 MONTGOMERY STREET, #1900</b> <b>SAN FRANCISCO, CA 94104</b> <b>120128543</b> EIN  Phone no <b>(415) 938-9400</b>		

CASPE FOUNDATION C/O NAOMI CASPE

23-7325590

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

SOURCE	AMOUNT
ARTISAN ALPHA+ SERIES	272.
FAIRHOLME ALPHA+ SERIES	4,627.
GOLDMAN SACHS	3,838.
WEST BANK	23.
<b>TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A</b>	<b>8,760.</b>

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARTISAN ALPHA+ SERIES	28,031.	0.	28,031.
FAIRHOLME ALPHA+ SERIES	9,203.	0.	9,203.
GOLDMAN SACHS	4,785.	0.	4,785.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>42,019.</b>	<b>0.</b>	<b>42,019.</b>

## FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	175.	0.		175.
<b>TO FM 990-PF, PG 1, LN 16A</b>	<b>175.</b>	<b>0.</b>		<b>175.</b>

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,360.	0.		21,360.
<b>TO FORM 990-PF, PG 1, LN 16B</b>	<b>21,360.</b>	<b>0.</b>		<b>21,360.</b>

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	26,244.	26,244.		0.
ADVISORY FEES	14,166.	14,166.		0.
TO FORM 990-PF, PG 1, LN 16C	40,410.	40,410.		0.

FORM 990-PF	TAXES	STATEMENT 6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	5,738.	0.		5,738.
TO FORM 990-PF, PG 1, LN 18	5,738.	0.		5,738.

FORM 990-PF	OTHER EXPENSES	STATEMENT 7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC EXPENSES	2,137.	2,137.		0.
TO FORM 990-PF, PG 1, LN 23	2,137.	2,137.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FAIRHOLME ALPHA+ SERIES	FMV	1,093,906.	1,093,906.
ARTISAN ALPHA+ SERIES	FMV	1,314,122.	1,314,122.
FIXED INCOME	COST	250,000.	255,140.
ALTERNATIVE INVESTMENTS	COST	50,916.	48,770.
OTHER INVESTMENTS	COST	50,059.	49,645.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,759,003.	2,761,583.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CAMP RAMAH IN THE BERKSHIRES PO BOX 515 WINGDALE, NY 12594	CHARITABLE		2,500.
CONGREGATION BETH SHALOM 5665 N. JERSEY AVENUE CHICAGO, IL 60659	RELIGIOUS		2,500.
FOUNDATION FOR JEWISH CULTURE 330 SEVENTH AVE, 21ST FLOOR NEW YORK, NY 10001	RELIGIOUS		36,000.
JEWISH UNITED FUND OF METROPOLITAN CHICAGO 30 S. WELLS STREET CHICAGO, IL 60606	RELIGIOUS		180.
SOLOMON SCHECHTER DAY SCHOOL OF BERGEN COUNTY 275 MCKINLEY AVENUE NEW MILFORD, NJ 07646	EDUCATIONAL		2,500.
THE JEWISH WOMEN'S FOUNDATION 30 S. WELLS STREET CHICAGO, IL 60606	RELIGIOUS		2,000.
USA FEDERATION OF BERGEN COUNTY AND NORTH HUDSON 111 KINDERKAMACK ROAD RIVER EDGE, NJ 07661	RELIGIOUS		1,000.
DESERT SHERIFF'S SEARCH & RESCUE PO BOX 729 PALM DESERT, CA 92261	CHARITABLE		40.

BASEBALL ASSISTANCE TEAM  
245 PARK AVENUE, 34TH FLOOR NEW CHARITABLE  
YORK, NY 10167

3,500.

RALLY FOR THE CURE  
20 WESTPORT ROAD WILTON, CT CHARITABLE  
06897

600.

AIDS/LIFECYCLE  
995 MARKET STREET SUITE 200 SAN CHARITABLE  
FRANCISCO, CA 94103

1,000.

CONSERVATION INTERNATIONAL  
2011 CRYSTAL DRIVE SUITE 500 CHARITABLE  
ARLINGTON, VA 22202

1,500.

DESERT COMMUNITY FOUNDATION  
75105 MERLE DRIVE #300 PALM  
DESERT, CA 92211

1,000.

CONTEMPORARY JEWISH MUSEUM  
736 MISSION STREET SAN  
FRANCISCO, CA 94105

10,000.

THE CENTER FOR EARLY CHILDHOOD  
EDUCATION  
9500 GILMAN DRIVE LA JOLLA, CA  
92093

5,000.

THE LEUKEMIA & LYMPHOMA SOCIETY  
1311 MAMARONECK AVENUE SUITE 310  
WHITE PLAINS, NY 10605

500.

SUMMER SEARCH  
500 SANSOME STREET SUITE 350  
SAN FRANCISCO, CA 94111

1,000.

THE LEUKEMIA & LYMPHOMA SOCIETY  
1311 MAMARONECK AVENUE SUITE 310  
WHITE PLAINS, NY 10605

6,000.

CASPE FOUNDATION C/O NAOMI CASPE

23-7325590

LYNN SAGE CANCER RESEARCH  
FOUNDATION  
676 NORTH ST. CLAIR SUITE 2050  
CHICAGO, IL 60611

CHARITABLE

900.

LYNN SAGE CANCER RESEARCH  
FOUNDATION  
676 NORTH ST. CLAIR SUITE 2050  
CHICAGO, IL 60611

CHARITABLE

250.

WINTERS IN THE HEARTLAND

CHARITABLE

1,000.

CONGREGATION BETH SHALOM  
5665 N. JERSEY AVENUE CHICAGO, IL 60659

RELIGIOUS

1,000.

CONTEMPORARY JEWISH MUSEUM  
736 MISSION STREET SAN FRANCISCO, CA 94105

RELIGIOUS

10,000.

ASAP/SFSA  
114 SANSOME STREET SUITE 800  
SAN FRANCISCO, CA 94104

CHARITABLE

1,000.

JEWISH NATIONAL FUND-PALM  
SPRINGS  
31855 DATE PALM DRIVE CATHEDRAL  
CITY, CA 92234

RELIGIOUS

1,000.

COUNCIL OF AMERICAN JEWISH  
MUSEUMS  
2000 EAST ASBURY AVENUE SUITE  
157 DENVER, CO 80208

RELIGIOUS

250.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

92,220.

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

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

**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.****Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ► *All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

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

Type or print	Name of Exempt Organization <b>CASPE FOUNDATION C/O NAOMI CASPE</b>	Employer identification number <b>23-7325590</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>209 E. LAKE SHORE DR.</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>CHICAGO, IL 60611</b>	

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

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

**NAOMI CASPE**

- The books are in the care of ► **209 E. LAKE SHORE DR. – CHICAGO, IL 60611**  
Telephone No ► **(312) 461-8200** FAX No. ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ►  . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

►  calendar year **2009** or►  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 0.
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	\$ 2,837.
c <b>Balance Due.</b> 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	\$ 0.

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

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

Form 8868 (Rev 4-2009)

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

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>CASPE FOUNDATION C/O NAOMI CASPE</b>	Employer identification number <b>23-7325590</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>209 E. LAKE SHORE DR.</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>CHICAGO, IL 60611</b>	

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

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**NAOMI CASPE**

- The books are in the care of ► **209 E. LAKE SHORE DR. - CHICAGO, IL 60611**

Telephone No. ► **(312) 461-8200** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**.

5 For calendar year **2009**, or other tax year beginning , and ending .

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

7 State in detail why you need the extension

**ADDITIONAL INFORMATION IS NEEDED TO COMPLETE THE RETURN, THEREFORE,  
WE RESPECTFULLY REQUEST ADDITIONAL TIME TO FILE THE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ <b>0.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ <b>2,837.</b>
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ <b>0.</b>

**Signature and Verification**

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

Signature ► *Naomi Caspe* Title ► *CPA*

Date ► **8/12/10**

Form 8868 (Rev. 4-2009)