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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

2009For calendar year 2009, or tax year beginning July 1, 2009, and ending December 31, 2009G 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 MARLENE & SAMUEL HALPERIN FAMILY FOUNDATION	A Employer identification number 27,042,8390
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 3041 NORMANSTONE TERRACE, NW	B Telephone number (see page 10 of the instructions) 202-965-4831
	City or town, state, and ZIP code WASHINGTON DC 20008-2731	

H Check type of organization: ☒ 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) **\$ 449,760.**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

E 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 ☐
F If private foundation status was terminated under section 507(b)(1)(A), check here ☐
G If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)	468,999.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0	0	
	4 Dividends and interest from securities	13,110	13,110	13,110	
	5a Gross rents	0	0	0	
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		-9,733		
	8 Net short-term capital gain			107	
	9 Income modifications				
	10a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	0				
12 Total. Add lines 1 through 11	482,109.	3,377.	13,217.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			0
	14 Other employee salaries and wages	0			0
	15 Pension plans, employee benefits	0			0
	16a Legal fees (attach schedule)	1,750.			1,750
	b Accounting fees (attach schedule)	0			0
	c Other professional fees (attach schedule)	0			0
	17 Interest	0			0
	18 Taxes (attach schedule) (see page 14 of the instructions)	0			0
	19 Depreciation (attach schedule) and depletion	0			0
	20 Occupancy	0			0
	21 Travel, conferences, and meetings	0			0
	22 Printing and publications	0			0
	23 Other expenses (attach schedule)	4,750 0			0
	24 Total operating and administrative expenses. Add lines 13 through 23	1,750.			
	25 Contributions, gifts, grants paid	0			0
26 Total expenses and disbursements. Add lines 24 and 25	1,750.			4,750	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	480,359.				
b Net investment income (if negative, enter -0-)		3,377.			
c Adjusted net income (if negative, enter -0-)			13,217.		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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Form 990-PF (2009)

SCANNED MAY 19 2010

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing		0		0
	2 Savings and temporary cash investments <i>page 2 of Fidelity statement</i>				9,587.
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				0
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				0
	5 Grants receivable				0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				0
	7 Other notes and loans receivable (attach schedule) ▶				
	Less: allowance for doubtful accounts ▶				0
	8 Inventories for sale or use				0
	9 Prepaid expenses and deferred charges				0
	10a Investments—U.S. and state government obligations (attach schedule)				0
	b Investments—corporate stock (attach schedule) <i>page 2 of Fidelity statement</i>				449,760.
	c Investments—corporate bonds (attach schedule)				0
Liabilities	11 Investments—land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				0
	12 Investments—mortgage loans				0
	13 Investments—other (attach schedule)				0
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				0
	15 Other assets (describe ▶)				0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		0		449,760.
	17 Accounts payable and accrued expenses		0	0	
	18 Grants payable		0	0	
Net Assets or Fund Balances	19 Deferred revenue		0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21 Mortgages and other notes payable (attach schedule)		0	0	
	22 Other liabilities (describe ▶)		0	0	
	23 Total liabilities (add lines 17 through 22)		0	0	
	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		100%	100%	
	25 Temporarily restricted		0	0	
	26 Permanently restricted		0	0	
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0	0	
Part III Analysis of Changes in Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0	0	
	29 Retained earnings, accumulated income, endowment, or other funds		0	449,760.	
	30 Total net assets or fund balances (see page 17 of the instructions)		0	449,760.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		0	449,760.	

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	0
2 Enter amount from Part I, line 27a	2	480,359.
3 Other increases not included in line 2 (itemize) ▶	3	3,377.
4 Add lines 1, 2, and 3	4	483,736.
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	483,736.

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	3000 shares Annaly Capital Management	P	7-17-09	10-28-09
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 40,233	0	49,966	-9,733
b			
c			
d			
e			

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

(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	(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	-9,733
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	0

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.

FIRST YEAR. DON'T COMPLETEWas 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.

(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			0
2007			0
2006			0
2005			0
2004			0

2 Total of line 1, column (d)	2	0
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	0
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	33.77
7 Add lines 5 and 6	7	33.77
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,750.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	
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)		(67.54)
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	(67.54)
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	67.54
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	0
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	0
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	67.54
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)?		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?		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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► <u>DISTRICT OF COLUMBIA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

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
----	--	---

Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?

12		X
----	--	---

Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

13		X
----	--	---

Website address ▶

The books are in care of ▶ SAMUEL HALPERIN

Telephone no. ▶ 202-965-4831

Located at ▶ 3641 NORMANSTONE TERRACE, NW WASHINGTON, DC

ZIP+4 ▶ 20008

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.

a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . .

1b		X
----	--	---

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?

1c		X
----	--	---

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 ▶ 20____, 20____, 20____, 20____

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.

▶ 20____, 20____, 20____, 20____

a 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		X
----	--	---

a 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** ☒

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** ☒**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
ELAN C. HALPERIN M.D. 17 Dairyfield Court Rockville MD 20852	President 1 hour	0	0	0
DEENA T. BARLEY 16114 LLEWELLYN MANOR WAY SILVER SPRING 20905	Secretary 1-2 hours	0	0	0
SAMUEL HALPERIN 3041 Normanstone Terrace NW DC 20008	Treasurer 2 hours	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	NONE	NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐

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

Part IX-A Summary of Direct Charitable Activities

Expenses

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Amount

Form **990-PF** (2009)

(OVER)

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	0
b	Average of monthly cash balances <i>OVER SIX MONTHS ONLY</i>	1b	10,000
c	Fair market value of all other assets (see page 24 of the instructions)	1c	150,000
d	Total (add lines 1a, b, and c)	1d	160,000
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	0
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	10,000
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0
6	Minimum investment return. Enter 5% of line 5	6	0

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	0
2a	Tax on investment income for 2009 from Part VI, line 5 <i>2%</i>	2a	67.54
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	0
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	0

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 <i>legal incorporation fee</i>	1a	1,750
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	1,750
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	

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.

(OVER)

TRUSTEES DID NOT MEET OR MAKE ANY GRANTS

IN CALENDAR YEAR 2009 (IN EXISTENCE FOR ONLY 6 MONTHS)

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				0
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4: \$ 1,750.				
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				1,750.
e Remaining amount distributed out of corpus				
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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				
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 **N.A.**

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total	
(a) 2009	(b) 2008	(c) 2007	(d) 2006		
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).)

Samuel Halperin Co-Founder, Treasurer

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. NONE

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

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

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

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

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 (See page 28 of the instructions)
		(a) Business code N.A.	(b) Amount 0	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies	0	0			
2	Membership dues and assessments	0	0			
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property	0	0			
b	Not debt-financed property	0	0			
6	Net rental income or (loss) from personal property	0	0			
7	Other investment income	0	0			
8	Gain or (loss) from sales of assets other than inventory	0	0			
9	Net income or (loss) from special events	0	0			
10	Gross profit or (loss) from sales of inventory	0	0			
11	Other revenue: a	0	0			
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0			0
13	Total. Add line 12, columns (b), (d), and (e)					0

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

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

[illegible]

K-1

Schedule K-1
(Form 1065)

2009

ETAO0227CB5005

ENTERPRISE PRODUCTS PARTNERS L. P. (NYSE:EPD)**Activity for EPD
(excluding DEP)**

PARTNER NAME **M S HALPERIN FAMILY FOUNDATION**
 PARTNER ACCOUNT NUMBER **226 0021147203**
 PARTNER FEDERAL ID/ENTITY **27-0428390 / TRUST**
 CUSTODIAN FEDERAL ID
 PARTNERSHIP FEDERAL ID **76-0568219**

State Tax Information:

The partnership has operations in many states. You may be required to file an income tax return with some of those states. Each of the states is identified by its two-letter postal designation. For each state we have reported applicable items in columns 1 thru 5. Column 1 relates to Lines 1 and 11F of the federal K-1. Column 2 relates to federal K-1 line 5, and Column 3 relates to line 6a. Column 4 relates to line 10 of the K-1. Column 5 lists total gross receipts allocated to you, by state, before any deductions. Differences between state amounts and federal amounts are due to rounding and variations between federal and state income tax laws.

Generally we include all states EPD or its subsidiary companies do business in, even though not all states impose an income tax. Note, however, that in states where the tax is payable at the *partnership* level, as opposed to the *partner* level, no state information is shown. (Texas and Tennessee, for example, are such states.)

EPD has not attempted to determine for each unitholder whether resident or nonresident state tax returns should be filed. We recommend you consult your personal tax advisor on this matter.

Finally, as stated elsewhere in this tax package, if you have a net passive loss from this activity, you should not report that loss - for federal or state tax purposes - unless you disposed of ALL your interest in EPD in 2009.

State Information

(Due to rounding and other Federal and State differences, totals may not agree to Federal totals)

State	(1) Ordinary Business Income or Loss (-) and Other Income or Loss(-)	(2) Portfolio Interest Income	(3) Portfolio Dividend Income	(4) Net Section 1231 Gain or Loss (-)	(5) Gross Receipts
AL	-11	0	0	0	115
AR	-5	0	0	0	53
AZ	-4	0	0	0	43
CA	-14	0	0	0	136
CO	-66	0	0	-2	657
FL	-4	0	0	0	40
GA	-4	0	0	0	36
IA	-7	0	0	0	67
IL	-11	0	0	0	106
IN	-4	0	0	0	35
KS	-37	0	0	-1	375
KY	-1	0	0	0	6
LA	-225	3	0	-6	2,253
MA	0	0	0	0	5
MN	-6	0	0	0	59
MO	-6	0	0	0	56
MS	-17	0	0	0	166
MT	-1	0	0	0	15
NC	-3	0	0	0	28
ND	-2	0	0	0	16
NE	-3	0	0	0	32
NH	-1	0	0	0	9
NM	-94	0	0	-3	939
NY	-3	0	0	0	26
OH	-16	0	0	0	161
OK	-43	0	0	-1	428
PA	-3	0	0	0	26
RI	-1	0	0	0	8
SC	-2	0	0	0	22
UT	-9	0	0	0	89
VA	0	0	0	0	3
VT	-1	0	0	0	6
WI	-1	0	0	0	8

DO NOT INCLUDE THIS SCHEDULE WITH YOUR FEDERAL OR STATE TAX RETURNS



FIDELITY BROKERAGE SERVICES LLC
82 DEVONSHIRE STREET
BOSTON, MA 02109

0039995

000169552

2009 Tax Reporting Statement

Account No.	Taxpayer ID.	Page
Z70-143189	27-0428390	1 of 2

Payer's Name and Address:
NATIONAL FINANCIAL SERVICES LLC
200 LIBERTY ST. 5TH FLR
NEW YORK, NY 10281-5500

0039995 02 AT 0.479 **AUTO T3 0 0566 20008-273141
R A 01 1 3



M/S HALPERIN FAMILY FOUNDATION
MARLENE HALPERIN
3041 NORMANSTONE TR NW
WASHINGTON DC 20008-2731

Federal ID Number: 04-3523567

Private Access: 800-544-5704
Visit Us Online: Fidelity.com

00003

Form 1099-DIV *

2009 Dividends and Distributions

OMB NO. 1545-0110
Copy B for Recipient

Amount

1a Total Ordinary Dividends.....	12,979.67
1b Qualified Dividends.....	30.00
2a Total Capital Gain Distributions (Includes 2b - 2d).....	107.35
2b Capital Gains that represent Unrecaptured Section 1250 Gain.....	47.51
2c Capital Gains that represent Section 1202 Gain.....	0.00
2d Capital Gains that represent Collectibles (28%) Gain.....	0.00
3 Nondividend Distributions.....	2,061.45
4 Federal Income Tax Withheld.....	0.00
5 Investment Expenses.....	0.00
6 Foreign Tax Paid.....	0.00
7 Foreign Country or U.S. Possession.....	
8 Cash Liquidation Distributions.....	0.00
9 Non-Cash Liquidation Distributions.....	0.00

Form 1099-INT *

2009 Interest Income

OMB NO. 1545-0112
Copy B for Recipient

Amount

1 Interest Income.....	0.00
2 Early Withdrawal Penalty.....	0.00
3 Interest on U.S. Savings Bonds and Treas. Obligations.....	0.00
4 Federal Income Tax Withheld.....	0.00
5 Investment Expenses.....	0.00
6 Foreign Tax Paid.....	0.00
7 Foreign Country or U.S. Possession.....	
8 Tax-Exempt Interest	1.07
9 Specified Private Activity Bond Interest	0.56

Form 1099-MISC *

2009 Miscellaneous Income

OMB NO. 1545-0115
Copy B for Recipient

Amount

2 Royalties.....	0.00
4 Federal Income Tax Withheld.....	0.00
8 Substitute Payments in Lieu of Dividends or Interest.....	0.00

Summary of 2009 Proceeds From Broker and Barter Exchange Transactions

Amount

Gross Proceeds Less Commissions.....50,233.47†

†Gross Proceeds from each of your security transactions are reported individually to the IRS. Refer to the Form 1099-B section of this statement.
Report gross proceeds individually for each security on the appropriate IRS tax return. Do not report gross proceeds in aggregate.

Summary of 2009 Original Issue Discount

Amount

Total Original Issue Discount.....	0.00‡
Total Original Issue Discount on U.S. Treasury Obligations.....	0.00‡

‡Original Issue Discount (OID) amounts are reported individually to the IRS. Refer to the Original Issue Discount detail section of this statement.

*This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Please see the enclosed important instructions.

2009 Tax Reporting Statement

FIDELITY BROKERAGE SERVICES LLC
82 DEVONSHIRE STREET
BOSTON, MA 02109

Account No.	Taxpayer ID	Page
Z70-143189	27-0428390	2 of 2

Payer's Name and Address:
NATIONAL FINANCIAL SERVICES LLC
200 LIBERTY ST. 5TH FLR
NEW YORK, NY 10281-5500

Federal ID Number: 04-3523567

M/S HALPERIN FAMILY FOUNDATION
MARLENE HALPERIN
3041 NORMANSTONE TR NW
WASHINGTON DC 20008-2731

Private Access: 800-544-5704
Visit Us Online: Fidelity.com

Form 1099-B ***2009 Proceeds from Broker and Barter Exchange Transactions**

OMB NO. 1545-0715
Copy B for Recipient

Description (7)	CUSIP (1b)	Quantity	Event	Date of Sale or Exchange (1a)	Stocks, Bonds, etc. (2) §	Federal Income Tax Withheld (4)
ANNALY CAPITAL MANAGEMENT INC COM	035710409	2,278.000	SALE	10/28/09	38,155.51	0.00
		722.000	SALE	10/28/09	12,077.96	0.00
		<u>3,000</u>	Total - COLUMN 2		50,233.47	
			Total - COLUMN 4			0.00

§ - Gross proceeds less commissions.

ENTERPRISE PRODUCTS PARTNERS L. P. (NYSE:EPD)**Activity for DEP**

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 PARTNER FEDERAL ID/ENTITY **27-0428390 / TRUST**
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 PARTNERSHIP FEDERAL ID **76-0568219**

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State Information

(Due to rounding and other Federal and State differences, totals may not agree to Federal totals)

State	(1) Ordinary Business Income or Loss (-)	(2) Portfolio Interest Income	(3) Portfolio Dividend Income	(4) Net Section 1231 Gain or Loss (-)	(5) Gross Receipts
LA	-6	0	0	0	76

DO NOT INCLUDE THIS SCHEDULE WITH YOUR FEDERAL OR STATE TAX RETURNS

SCHEDULE PART VII-A, LINE 10 AND PART XV

Samuel and Marlene Halperin were the Sole contributors to this foundation in 2009, as well as Co-Founders of the Halperin Family Foundation. Their contributions in 2009 were \$468,999. This total was composed of stock (common, listed on major exchanges) in the market (F.M.V. value of \$331,598 and the balance of \$137,401 in cash.

Address of Samuel and Marlene Halperin 3041 Normanstone Terrace, NW
Washington, DC 20008

The shares contributed by the Halperins to the Halperin Family Foundation on July 27, 2009 were:

3000 Annaly Capital Management (NLY)	F.M.V.	\$49,957.88
1,200 Realty Income Fund	(0) F.M.V.	281,640. —
		<u>331,598.</u>