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

OMB No 1545-0052

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 **06/25, 2009**, and ending **12/31, 2009**

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 ROBERT SIDNEY NEEDHAM FDN		A Employer identification number 30-0562220
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (908) 598-3582
1525 W W.T. HARRIS BLVD. D1114-044		
City or town, state, and ZIP code CHARLOTTE, NC 28288-1161		

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) **\$ 5,963,213.**

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

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 ☐

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)
1	Contributions, gifts, grants, etc., received (attach schedule)	5,304,905.			
2	Check ☐ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	125,425.	123,541.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	173,087.			
b	Gross sales price for assets on line 6a	3,445,574.			
7	Capital gain-net income (from Part IV, line 2)		173,087.		
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	5,603,417.	296,628.		
13	Compensation of officers, directors, trustees, etc.	32,839.	24,324.		8,515.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	1,847.	1,847.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	34,686.	26,171.		8,515.
25	Contributions, gifts, grants paid				
26	Total expenses and disbursements. Add lines 24 and 25	34,686.	26,171.		8,515.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	5,568,731.			
b	Net investment income (if negative, enter -0-)		270,457.		
c	Adjusted net income (if negative, enter -0-)				

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

JSA

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Q 15

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	NONE	NONE		
	2 Savings and temporary cash investments	NONE	1,183,144.		1,183,144.
	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 (attach schedule) (see page 16 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ *		*	NONE	
	Less: allowance for doubtful accounts ▶	NONE	NONE		NONE
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule)	NONE	NONE		NONE
	b Investments - corporate stock (attach schedule)	NONE	NONE		NONE
	c Investments - corporate bonds (attach schedule)	NONE	NONE		NONE
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE	NONE		
	12 Investments - mortgage loans	NONE	NONE		
	13 Investments - other (attach schedule)	NONE	4,389,637.		4,780,069.
14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶					
15 Other assets (describe ▶)	NONE	NONE		NONE	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	NONE	5,572,781.		5,963,213.	
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	27 Capital stock, trust principal, or current funds	NONE	5,571,372.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	NONE	1,409.		
30 Total net assets or fund balances (see page 17 of the instructions)	NONE	5,572,781.			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	NONE	5,572,781.			

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	NONE
2 Enter amount from Part I, line 27a	2	5,568,731.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	4,057.
4 Add lines 1, 2, and 3	4	5,572,788.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	7.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,572,781.

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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.)
1a SEE PART IV DETAIL					
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) 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			
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	173,087.	
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

N/A

(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			
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
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

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	5,409.
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	5,409.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,409.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	NONE
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	5,409.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 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?		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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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?		
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) STMT 8		
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 STMT 9	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 <u>N/A</u>				
14	The books are in care of <u>WACHOVIA BANK</u> Telephone no <u>(908) 598-3582</u>			
Located at <u>190 RIVER RD, J2153-028, SUMMIT, NJ</u> ZIP + 4 <u>07901</u>				
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.

	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)? 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?		☒
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	☐ Yes	☒ 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 page 20 of the instructions)		☒
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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		☒
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?		☒

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

- 6a** 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** ☐ Yes ☒ No
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** ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

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
SEE STATEMENT 10		32,839.	-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

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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		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 NONE	
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	

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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	5,250,478.
b	Average of monthly cash balances	1b	298.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,250,776.
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	NONE
3	Subtract line 2 from line 1d	3	5,250,776.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	78,762.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,172,014.
6	Minimum investment return. Enter 5% of line 5	6	134,614.

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	134,614.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,409.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,409.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	129,205.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	129,205.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	129,205.

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	8,515.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,515.
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	8,515.

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				129,205.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 8,515.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				8,515.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				120,690.
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)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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 ☒ 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				
Total				3a
b Approved for future payment				
Total				3b

17 -

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

ROBERT SIDNEY NEEDHAM FDN

30-0562220

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization

ROBERT SIDNEY NEEDHAM FDN

Employer identification number

30-0562220

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF DOROTHY E. NEEDHAM P.O. BOX 44245 JACKSONVILLE, FL 32231-4245	\$ 5,304,905.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

Kind of Property		Description				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 SHORT-TERM CAPITAL GAIN DIVIDENDS				9,828.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				4,186.	
25,685.00		1539. BANK AMER CORP COM PROPERTY TYPE: SECURITIES 40,176.00				10/14/2008 -14,491.00	08/13/2009
120,379.00		1750. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES 121,756.00				10/14/2008 -1,377.00	08/13/2009
119,619.00		5569. CISCO SYS INC COM W/RIGHTS ATTACHE PROPERTY TYPE: SECURITIES 106,312.00				10/14/2008 13,307.00	08/13/2009
120,257.00		1750. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 126,324.00				10/14/2008 -6,067.00	08/13/2009
26,017.00		403. FREEPORT MCMORAN COPPER & GOLD CL B PROPERTY TYPE: SECURITIES 18,006.00				10/14/2008 8,011.00	08/13/2009
43,236.00		750. GENERAL MILLS INC COM W/RTS EXP 02/ PROPERTY TYPE: SECURITIES 48,761.00				10/14/2008 -5,525.00	08/13/2009
121,877.00		2770. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 114,789.00				10/14/2008 7,088.00	08/13/2009
108,636.00		2552. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 106,176.00				10/14/2008 2,460.00	08/13/2009
115,091.00		1909. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 124,543.00				10/14/2008 -9,452.00	08/13/2009
96,262.00		4079. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 100,609.00				10/14/2008 -4,347.00	08/13/2009

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

Kind of Property		Description				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)	
26,859.00		2000. NEWELL RUBBERMAID INC COM PROPERTY TYPE: SECURITIES 31,502.00				10/14/2008 -4,643.00	08/13/2009
76,160.00		1348. PEPSICO INC COM PROPERTY TYPE: SECURITIES 75,461.00				10/14/2008 699.00	08/13/2009
144,900.00		2785. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 178,853.00				10/14/2008 -33,953.00	08/13/2009
62,998.00		2000. PUBLIC SVC ENTERPRISE GRP INC COM PROPERTY TYPE: SECURITIES 59,440.00				10/14/2008 3,558.00	08/13/2009
39,300.00		1643. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES 32,186.00				10/14/2008 7,114.00	08/13/2009
165,632.00		2861. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 156,268.00				10/14/2008 9,364.00	08/13/2009
71,370.00		1400. WELLPOINT INC PROPERTY TYPE: SECURITIES 61,691.00				10/14/2008 9,679.00	08/13/2009
12,359.00		425. INGERSOLL-RAND PLC COM PROPERTY TYPE: SECURITIES 10,162.00				10/14/2008 2,197.00	08/13/2009
1,418.00		80. BANK AMER CORP COM PROPERTY TYPE: SECURITIES 2,088.00				10/14/2008 -670.00	08/25/2009
1,143.00		26. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 1,082.00				10/14/2008 61.00	08/25/2009
241.00		11. CISCO SYS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 210.00				10/14/2008 31.00	08/26/2009

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

Kind of Property		Description				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)	
254.00		4. FREEPORT MCMORAN COPPER & GOLD CL B W PROPERTY TYPE: SECURITIES 179.00				10/14/2008 75.00	08/26/2009
312.00		7. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 290.00				10/14/2008 22.00	08/26/2009
129.00		3. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 125.00				10/14/2008 4.00	08/26/2009
392.00		16. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 395.00				10/14/2008 -3.00	08/26/2009
289.00		5. PEPSICO INC COM PROPERTY TYPE: SECURITIES 280.00				10/14/2008 9.00	08/26/2009
214.00		4. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 257.00				10/14/2008 -43.00	08/26/2009
239.00		4. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 218.00				10/14/2008 21.00	08/26/2009
1,717.00		22. AMAZON COM INC COM PROPERTY TYPE: SECURITIES 1,845.00				08/26/2009 -128.00	09/02/2009
1,900.00		45. UNITED STATES STEEL CORP PROPERTY TYPE: SECURITIES 1,945.00			COM	08/26/2009 -45.00	09/04/2009
2,566.00		35. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES 2,625.00				08/26/2009 -59.00	09/10/2009
4,237.00		93. UNITED STATES STEEL CORP PROPERTY TYPE: SECURITIES 4,019.00			COM	08/26/2009 218.00	09/10/2009

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

Kind of Property		Description				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)	
3,860.00		76. WAL MART STORES INC COM PROPERTY TYPE: SECURITIES 3,939.00				08/26/2009 -79.00	09/11/2009
3,333.00		100. YUM! BRANDS INC PROPERTY TYPE: SECURITIES 3,512.00			CO	08/26/2009 -179.00	09/11/2009
217,838.00		200000. LAWRENCE TWP NJ G.O. BD DTD 07/1 PROPERTY TYPE: SECURITIES 202,081.00				10/14/2008 15,757.00	09/15/2009
107,667.00		100000. MANCHESTER TWP N J SER O BD DTD PROPERTY TYPE: SECURITIES 98,862.00				10/14/2008 8,805.00	09/15/2009
214,222.00		200000. MONTCLAIR TWP N J G.O. BD DTD 09 PROPERTY TYPE: SECURITIES 183,810.00				10/14/2008 30,412.00	09/15/2009
106,999.00		100000. MOUNT OLIVE TWP N J SER 133 BD D PROPERTY TYPE: SECURITIES 94,039.00				10/14/2008 12,960.00	09/15/2009
157,287.00		150000. NEW JERSEY ECONOMIC DEV AUTH REV PROPERTY TYPE: SECURITIES 150,061.00				10/14/2008 7,226.00	09/15/2009
202,896.00		200000. NEW JERSEY ST EDL FACS FOR ISSUE PROPERTY TYPE: SECURITIES 180,712.00				10/14/2008 22,184.00	09/15/2009
215,778.00		200000. NEW PROVIDENCE NJ SCH DIST FOR I PROPERTY TYPE: SECURITIES 186,548.00				10/14/2008 29,230.00	09/15/2009
107,457.00		100000. WALDWICK N J SCH DIST G.O. BD DT PROPERTY TYPE: SECURITIES 100,901.00				10/14/2008 6,556.00	09/15/2009
133,298.00		125000. WEST ORANGE TWP N J G.O. BD DTD PROPERTY TYPE: SECURITIES 116,901.00				10/14/2008 16,397.00	09/15/2009

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

Kind of Property		Description				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)	
109,385.00		100000. WOODBRIDGE TWP N J SER 133 BD DT PROPERTY TYPE: SECURITIES 97,951.00				10/14/2008 11,434.00	09/15/2009
160,970.00		150000. WOODBRIDGE TWP N J G.O. BD DTD 0 PROPERTY TYPE: SECURITIES 151,031.00				10/14/2008 9,939.00	09/15/2009
2,430.00		46. CELGENE CORP COM PROPERTY TYPE: SECURITIES 2,501.00				08/26/2009 -71.00	09/18/2009
2,919.00		50. NORTHERN TR CORP COM PROPERTY TYPE: SECURITIES 2,969.00				08/26/2009 -50.00	09/18/2009
1,053.00		36. TIME WARNER INC COM PROPERTY TYPE: SECURITIES 1,030.00				08/26/2009 23.00	09/18/2009
1,577.00		36. CUMMINS INC COM PROPERTY TYPE: SECURITIES 1,666.00				08/26/2009 -89.00	09/21/2009
5,321.00		145. AMERICAN TOWER CORP CL A PROPERTY TYPE: SECURITIES 4,704.00				08/26/2009 617.00	09/24/2009
98,000.00		8521.74 EVERGREEN INTL BOND FUND CL I (F PROPERTY TYPE: SECURITIES 90,330.00				10/14/2008 7,670.00	09/29/2009
6,299.00		152. QUALCOMM INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 7,227.00				08/26/2009 -928.00	10/08/2009
2,105.00		70. BROADCOM CORP COM PROPERTY TYPE: SECURITIES 1,945.00				08/26/2009 160.00	10/12/2009
4,644.00		53. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 4,049.00				08/26/2009 595.00	10/13/2009

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

Kind of Property		Description				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)	
4,422.00		149. ASML HOLDING NV-NY REG SHS PROPERTY TYPE: SECURITIES 4,075.00				08/26/2009 347.00	10/19/2009
3,903.00		58. BHP LIMITED SPONS ADR COM PROPERTY TYPE: SECURITIES 3,623.00				08/26/2009 280.00	10/28/2009
2,759.00		40. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 3,348.00				08/26/2009 -589.00	10/30/2009
6,125.00		36. GOLDMAN SACHS GRP INC COM PROPERTY TYPE: SECURITIES 5,944.00				08/26/2009 181.00	11/02/2009
15.00		7. SYNOVUS FINL CORP COM W/RIGHTS ATTACH PROPERTY TYPE: SECURITIES 27.00				08/25/2009 -12.00	11/03/2009
989.00		35. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 863.00				10/14/2008 126.00	11/04/2009
25.00		12. SYNOVUS FINL CORP COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES 46.00				08/25/2009 -21.00	11/04/2009
154.00		78. SYNOVUS FINL CORP COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES 297.00				08/25/2009 -143.00	11/05/2009
234.00		112. SYNOVUS FINL CORP COM W/RIGHTS ATTA PROPERTY TYPE: SECURITIES 427.00				08/25/2009 -193.00	11/06/2009
179.00		81. SYNOVUS FINL CORP COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES 309.00				08/25/2009 -130.00	11/09/2009
1.00		.066 BANCO SANTANDER CENT HISPANO SA ADR PROPERTY TYPE: SECURITIES 1.00				11/06/2009	11/10/2009

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

Kind of Property		Description				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)	
349.00		6. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 364.00				08/25/2009 -15.00	11/10/2009
4,826.00		159. CVS CORP COM PROPERTY TYPE: SECURITIES 5,869.00				08/26/2009 -1,043.00	11/11/2009
54.00		30. SYNOVUS FINL CORP COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES 114.00				08/25/2009 -60.00	11/11/2009
409.00		7. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 424.00				08/25/2009 -15.00	11/11/2009
132.00		72. SYNOVUS FINL CORP COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES 274.00				08/25/2009 -142.00	11/12/2009
176.00		3. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 182.00				08/25/2009 -6.00	11/12/2009
358.00		191. SYNOVUS FINL CORP COM W/RIGHTS ATTA PROPERTY TYPE: SECURITIES 728.00				08/25/2009 -370.00	11/13/2009
352.00		6. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 364.00				08/25/2009 -12.00	11/13/2009
205.00		103. SYNOVUS FINL CORP COM W/RIGHTS ATTA PROPERTY TYPE: SECURITIES 392.00				08/25/2009 -187.00	11/16/2009
354.00		6. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 364.00				08/25/2009 -10.00	11/16/2009
165.00		87. SYNOVUS FINL CORP COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES 331.00				08/25/2009 -166.00	11/17/2009

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)	
236.00		4. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 242.00					08/25/2009 -6.00	11/17/2009
106.00		58. SYNOVUS FINL CORP COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES 221.00					08/25/2009 -115.00	11/18/2009
58.00		1. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 61.00					08/25/2009 -3.00	11/18/2009
80.00		50. SYNOVUS FINL CORP COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES 191.00					08/25/2009 -111.00	11/19/2009
471.00		8. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 485.00					08/25/2009 -14.00	11/19/2009
319.00		190. SYNOVUS FINL CORP COM W/RIGHTS ATTA PROPERTY TYPE: SECURITIES 724.00					08/25/2009 -405.00	11/20/2009
293.00		5. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 303.00					08/25/2009 -10.00	11/20/2009
357.00		6. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 364.00					08/25/2009 -7.00	11/23/2009
233.00		3. POLO RALPH LAUREN CORP CL A PROPERTY TYPE: SECURITIES 205.00					08/25/2009 28.00	11/24/2009
356.00		6. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 364.00					08/25/2009 -8.00	11/24/2009
636.00		5. INTL BUSINESS MACHINES CORP COM PROPERTY TYPE: SECURITIES 598.00					08/26/2009 38.00	11/25/2009

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

Kind of Property		Description				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)	
710.00		9. POLO RALPH LAUREN CORP CL A PROPERTY TYPE: SECURITIES 614.00				08/25/2009 96.00	11/25/2009
237.00		4. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 242.00				08/25/2009 -5.00	11/25/2009
1,299.00		23. AMGEN INC COM W/RTS ATTACHED EXP 03/ PROPERTY TYPE: SECURITIES 1,410.00				08/26/2009 -111.00	11/27/2009
156.00		2. POLO RALPH LAUREN CORP CL A PROPERTY TYPE: SECURITIES 136.00				08/25/2009 20.00	11/27/2009
58.00		1. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 61.00				08/25/2009 -3.00	11/27/2009
77.00		1. POLO RALPH LAUREN CORP CL A PROPERTY TYPE: SECURITIES 68.00				08/25/2009 9.00	11/30/2009
114.00		2. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 121.00				08/25/2009 -7.00	12/02/2009
1,033.00		37. PENNEY J C INC COM PROPERTY TYPE: SECURITIES 1,243.00				09/18/2009 -210.00	12/04/2009
573.00		10. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 606.00				08/25/2009 -33.00	12/07/2009
566.00		10. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 606.00				08/25/2009 -40.00	12/10/2009
1,746.00		30. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 1,819.00				08/25/2009 -73.00	12/11/2009

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

Kind of Property		Description				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)	
4,216.00		102. HONEYWELL INTL INC COM PROPERTY TYPE: SECURITIES 3,955.00				09/11/2009 261.00	12/14/2009
598.00		10. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 606.00				08/25/2009 -8.00	12/14/2009
826.00		19. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 879.00				08/26/2009 -53.00	12/16/2009
2,318.00		18. INTL BUSINESS MACHINES CORP COM PROPERTY TYPE: SECURITIES 2,152.00				08/26/2009 166.00	12/16/2009
3,217.00		117. PENNEY J C INC COM PROPERTY TYPE: SECURITIES 3,720.00				09/11/2009 -503.00	12/16/2009
-2.00		.091 AOL INC COM WHEN ISSUED PROPERTY TYPE: SECURITIES 2.00				08/26/2009 -4.00	12/21/2009
5,954.00		163. WALGREEN CO COM W/RTS ATTACHED EXP PROPERTY TYPE: SECURITIES 5,415.00				08/26/2009 539.00	12/21/2009
2.00		.091 AOL INC COM WHEN ISSUED PROPERTY TYPE: SECURITIES 2.00				08/26/2009	12/28/2009
381.00		16. AOL INC COM WHEN ISSUED PROPERTY TYPE: SECURITIES 330.00				08/26/2009 51.00	12/28/2009
1,124.00		48. LOWES COS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 1,034.00				08/26/2009 90.00	12/31/2009

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 GAIN(LOSS)							----- 173,087. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AFLAC INC COM	43.	43.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	57.	57.
AIR PRODS & CHEMICALS INC COM W/ RTS TO	66.	66.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	3.	3.
AMERICAN EXPRESS CO COM	24.	24.
ANALOG DEVICES INC COM W/ RTS TO PURCHAS	27.	27.
BANCO SANTANDER CENT HISPANO SA ADR	95.	95.
BANK AMER CORP COM	8.	8.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	75.	75.
BECTON DICKINSON & CO COM	16.	16.
BEST BUY INC COM	14.	14.
BHP LIMITED SPONS ADR COM	48.	48.
BOEING CO COM	80.	80.
BRIDGEWAY AGGRESSIVE INVESTORS 2 FD	405.	405.
CVS CORP COM	12.	12.
CANADIAN NAT RES LTD COM CN\$	10.	10.
CATERPILLAR INC COM W/RTS EXP 12/11/2006	38.	38.
CONAGRA FOODS INC COM W/RTS EXP 07/12/20	96.	96.
CONOCOPHILLIPS COM	106.	106.
CUMMINS INC COM	20.	20.
DANAHER CORP COM	2.	2.
DEERE & CO COM	52.	52.
DIAGEO PLC SPONSORED ADR NEW	214.	214.
DOMINION RES INC VA NEW COM	263.	263.
DREYFUS THE BOSTON COMPANY SMALL CAP VAL	324.	324.
EII INTERNATIONAL PROPERTY-I EII INTL PR	1,456.	1,456.
EMERSON ELEC CO COM W/RTS ATTACHED EXP 1	33.	33.
EVERGREEN INTL BOND FUND CL I (FD #460)	1,944.	1,944.
EVERGREEN INTERNATIONAL GROWTH FUND CL I	5,924.	5,924.
EVERGREEN INST MONEY MARKET FUND CL I (F	431.	431.
EXXON MOBIL CORP COM	735.	735.
FPL GRP INC COM W/RTS ATTACHED EXP 6/30/	174.	174.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
JPMORGAN MID CAP VALUE FUND IN CL	154.	154.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	353.	353.
GENTEX CORP COM	40.	40.
HARBOR INTERNATIONAL FUND	4,247.	4,247.
HERSHEY FOODS CORP COM W/RTS ATTACHED EX	70.	70.
HEWLETT-PACKARD CO COM	18.	18.
HOME DEPOT INC COM	168.	168.
HONEYWELL INTL INC COM	31.	31.
INTEL CORP COM	52.	52.
INTL BUSINESS MACHINES CORP COM	117.	117.
JP MORGAN CHASE & CO COM	171.	171.
JOHNSON & JOHNSON COM	104.	104.
JOHNSON Ctls INC COM W/RTS ATTACHED EXP	20.	20.
JOY GLOBBL INC WI COM	15.	15.
KELLOGG CO COM	160.	160.
LAWRENCE TWP NJ G.O. BD DTD 07/15/2002 4	5,330.	5,330.
LAZARD EMERGING MKTS PORTFOLIO	7,657.	7,657.
LILLY ELI & CO COM W/RTS EXP 7/28/2008	106.	106.
LOCKHEED MARTIN CORP COM	20.	20.
LOWES COS INC COM W/RIGHTS ATTACHED EXPI	23.	23.
M & T BK CORP COM	174.	174.
MANCHESTER TWP N J SER O BD DTD 10/04/20	2,561.	2,561.
MICROSOFT CORP COM	181.	181.
MITSUBISHI UFJ FINANCIAL GROUP INC ADR	104.	104.
MOLEX INC CL A	70.	70.
MONSANTO CO NEW COM	11.	11.
MONTCLAIR TWP N J G.O. BD DTD 09/12/2006	7,922.	7,922.
MOUNT OLIVE TWP N J SER 133 BD DTD 01/15	3,059.	3,059.
NATIONAL OILWELL INC COM	218.	218.
NEW JERSEY ECONOMIC DEV AUTH REV SER O B	3,169.	3,169.
NEW JERSEY ST EDL FACS FOR ISSUES DTD PR	6,205.	6,205.
NEW PROVIDENCE NJ SCH DIST FOR ISSUES DT	6,240.	6,240.
NORTHERN TR CORP COM	14.	14.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NORTHROP GRUMMAN CORP COM W/RTS ATTACHED	157.	157.
OCCIDENTAL PETE CORP COM	30.	30.
ORACLE CORP COM	41.	41.
PIMCO LOW DURATION FD INSTL CL	1,612.	1,612.
PIMCO MODERATE DURATION FD INST CL	2,218.	2,218.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	9,609.	9,609.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	13,832.	13,832.
PIMCO FDS PAC INVT MGMT REAL RETURN BD F	4,531.	4,531.
PIMCO EMERGING MARKETS BOND FD INS CL	6,348.	6,348.
PARKER HANNIFIN CORP COM W/RTS ATTACHED	20.	20.
PENNEY J C INC COM	77.	77.
PEPSICO INC COM	55.	55.
PETROLEO BRASILEIRO SA PETROBRAS PETROLE	20.	20.
PHILIP MORRIS INTL INC COM	60.	60.
PIMCO COMMODITY REALRETURN STRATEGY FD I	5,571.	5,571.
POLO RALPH LAUREN CORP CL A	7.	7.
POTASH CORP SASK INC COM W/RTS ATTACHED	5.	5.
PRAXAIR INC COM	38.	38.
PROCTER & GAMBLE CO COM	1,413.	1,413.
QUESTAR CORP COM W/RTS EXP 03/25/2006	24.	24.
RANGE RES CORP COM	6.	6.
ROWE T PRICE REAL ESTATE FD COM	4,525.	2,641.
SAFEWAY INC COM NEW	40.	40.
SCHWAB CHARLES CORP NEW COM	19.	19.
STAPLES INC COM W/INVISIBLE RTS TO PUR S	14.	14.
SYNOVUS FINL CORP COM W/RIGHTS ATTACHED	11.	11.
TARGET CORP COM	14.	14.
TEVA PHARMACEUTICAL INDS LTD ADR	11.	11.
TEXAS INSTRS INC COM	263.	263.
TIME WARNER INC COM	73.	73.
UNILEVER N V NEW YORK SHS NEW	128.	128.
UNION PAC CORP COM	28.	28.
UNITED PARCEL SERVICE CL B COM	31.	31.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNITED TECHNOLOGIES CORP COM	110.	110.
UNIVERSAL HLTH SVCS INC CL B COM	16.	16.
VISA INC CLASS A SHARES COM	8.	8.
WALDWICK N J SCH DIST G.O. BD DTD 07/15/	1,707.	1,707.
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	22.	22.
WEST ORANGE TWP N J G.O. BD DTD 07/24/20	3,842.	3,842.
WOODBIDGE TWP N J SER 133 BD DTD 01/15/	3,181.	3,181.
WOODBIDGE TWP N J G.O. BD DTD 07/15/200	3,809.	3,809.
WYNN RESORTS LTD	232.	232.
ZIONS BANCORP COM	3.	3.
ACCENTURE PLC-CL A COM	85.	85.
	-----	-----
TOTAL	125,425.	123,541.
	=====	=====

FORM 990PF, PART I - TAXES

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	36.	36.
FOREIGN TAXES ON QUALIFIED FOR	1,604.	1,604.
FOREIGN TAXES ON NONQUALIFIED	207.	207.
	-----	-----
TOTALS	1,847.	1,847.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
BOOK VALUE ADJUSTMENT	4,057.

TOTAL	4,057.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

ROUNDING

7.

TOTAL

7.

ROBERT SIDNEY NEEDHAM FDN

30-0562220

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

NJ

STATEMENT 8

ROBERT SIDNEY NEEDHAM FDN

30-0562220

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

=====

NAME AND ADDRESS

ESTATE OF DOROTHY E. NEEDHAM
P.O. BOX 44245
JACKSONVILLE, FL 32231-4245

STATEMENT 9

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

OFFICER NAME:

WACHOVIA BANK

ADDRESS:

1525 WEST WT HARRIS BLVD
CHARLOTTE, NC 28288-1114

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 24,325.

OFFICER NAME:

JOHN B NEWMAN, ESQ.

ADDRESS:

THE ARMOUR BUILDING, 32 MERCER ST
HACKENSAK, NJ 07601-5608

TITLE:

CO-TRUSTEE

COMPENSATION 4,257.

OFFICER NAME:

NINA STACK

ADDRESS:

79 OLD YORK ROAD
NEW HOPE, PA 18938

TITLE:

CO-TRUSTEE

COMPENSATION 4,257.

TOTAL COMPENSATION:

32,839.

=====

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

ROBERT SIDNEY NEEDHAM FDN

Employer identification number

30-0562220

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 price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			9,828.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-2,752.
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	7,076.

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 price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			4,186.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	161,825.
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	
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	166,011.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

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		7,076.
14	Net long-term gain or (loss):			
a	Total for year	14a		166,011.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		173,087.

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	()
-----------	--	-----------	-----

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 (Form 1041) 2009

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 ROBERT SIDNEY NEEDHAM FDN	Employer identification number 30-0562220
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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 22. AMAZON COM INC COM	08/26/2009	09/02/2009	1,717.00	1,845.00	-128.00
45. UNITED STATES STEEL CORP COM	08/26/2009	09/04/2009	1,900.00	1,945.00	-45.00
35. LOCKHEED MARTIN CORP COM	08/26/2009	09/10/2009	2,566.00	2,625.00	-59.00
93. UNITED STATES STEEL CORP COM	08/26/2009	09/10/2009	4,237.00	4,019.00	218.00
76. WAL MART STORES INC COM	08/26/2009	09/11/2009	3,860.00	3,939.00	-79.00
100. YUM! BRANDS INC COM	08/26/2009	09/11/2009	3,333.00	3,512.00	-179.00
46. CELGENE CORP COM	08/26/2009	09/18/2009	2,430.00	2,501.00	-71.00
50. NORTHERN TR CORP COM	08/26/2009	09/18/2009	2,919.00	2,969.00	-50.00
36. TIME WARNER INC COM	08/26/2009	09/18/2009	1,053.00	1,030.00	23.00
36. CUMMINS INC COM	08/26/2009	09/21/2009	1,577.00	1,666.00	-89.00
145. AMERICAN TOWER CORP CL A	08/26/2009	09/24/2009	5,321.00	4,704.00	617.00
152. QUALCOMM INC COM W/RTS ATTACHED	08/26/2009	10/08/2009	6,299.00	7,227.00	-928.00
70. BROADCOM CORP COM	08/26/2009	10/12/2009	2,105.00	1,945.00	160.00
53. TRANSOCEAN LTD	08/26/2009	10/13/2009	4,644.00	4,049.00	595.00
149. ASML HOLDING NV-NY REG SHS	08/26/2009	10/19/2009	4,422.00	4,075.00	347.00
58. BHP LIMITED SPONS ADR COM	08/26/2009	10/28/2009	3,903.00	3,623.00	280.00
40. MONSANTO CO NEW COM	08/26/2009	10/30/2009	2,759.00	3,348.00	-589.00
36. GOLDMAN SACHS GRP INC COM	08/26/2009	11/02/2009	6,125.00	5,944.00	181.00
7. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/03/2009	15.00	27.00	-12.00
12. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/04/2009	25.00	46.00	-21.00
78. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/05/2009	154.00	297.00	-143.00
112. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/06/2009	234.00	427.00	-193.00
81. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/09/2009	179.00	309.00	-130.00
.066 BANCO SANTANDER CENT HISPANO SA ADR	11/06/2009	11/10/2009	1.00	1.00	

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

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

ROBERT SIDNEY NEEDHAM FDN

Employer identification number

30-0562220

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 6. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/10/2009	349.00	364.00	-15.00
159. CVS CORP COM	08/26/2009	11/11/2009	4,826.00	5,869.00	-1,043.00
30. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/11/2009	54.00	114.00	-60.00
7. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/11/2009	409.00	424.00	-15.00
72. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/12/2009	132.00	274.00	-142.00
3. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/12/2009	176.00	182.00	-6.00
191. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/13/2009	358.00	728.00	-370.00
6. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/13/2009	352.00	364.00	-12.00
103. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/16/2009	205.00	392.00	-187.00
6. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/16/2009	354.00	364.00	-10.00
87. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/17/2009	165.00	331.00	-166.00
4. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/17/2009	236.00	242.00	-6.00
58. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/18/2009	106.00	221.00	-115.00
1. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/18/2009	58.00	61.00	-3.00
50. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/19/2009	80.00	191.00	-111.00
8. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/19/2009	471.00	485.00	-14.00
190. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	08/25/2009	11/20/2009	319.00	724.00	-405.00
5. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/20/2009	293.00	303.00	-10.00
6. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/23/2009	357.00	364.00	-7.00
3. POLO RALPH LAUREN CORP CL A	08/25/2009	11/24/2009	233.00	205.00	28.00
6. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/24/2009	356.00	364.00	-8.00
5. INTL BUSINESS MACHINES CORP COM	08/26/2009	11/25/2009	636.00	598.00	38.00
9. POLO RALPH LAUREN CORP CL A	08/25/2009	11/25/2009	710.00	614.00	96.00
4. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/25/2009	237.00	242.00	-5.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

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

ROBERT SIDNEY NEEDHAM FDN

Employer identification number

30-0562220

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 23. AMGEN INC COM W/RTS ATTACHED EXP 03/21/2007	08/26/2009	11/27/2009	1,299.00	1,410.00	-111.00
2. POLO RALPH LAUREN CORP CL A	08/25/2009	11/27/2009	156.00	136.00	20.00
1. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	11/27/2009	58.00	61.00	-3.00
1. POLO RALPH LAUREN CORP CL A	08/25/2009	11/30/2009	77.00	68.00	9.00
2. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	12/02/2009	114.00	121.00	-7.00
37. PENNEY J C INC COM	09/18/2009	12/04/2009	1,033.00	1,243.00	-210.00
10. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	12/07/2009	573.00	606.00	-33.00
10. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	12/10/2009	566.00	606.00	-40.00
30. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	12/11/2009	1,746.00	1,819.00	-73.00
102. HONEYWELL INTL INC COM	09/11/2009	12/14/2009	4,216.00	3,955.00	261.00
10. UNIVERSAL HLTH SVCS INC CL B COM	08/25/2009	12/14/2009	598.00	606.00	-8.00
19. GILEAD SCIENCES INC COM	08/26/2009	12/16/2009	826.00	879.00	-53.00
18. INTL BUSINESS MACHINES CORP COM	08/26/2009	12/16/2009	2,318.00	2,152.00	166.00
117. PENNEY J C INC COM	09/11/2009	12/16/2009	3,217.00	3,720.00	-503.00
.091 AOL INC COM WHEN ISSUED	08/26/2009	12/21/2009	-2.00	2.00	-4.00
163. WALGREEN CO COM W/RTS ATTACHED EXP 08/21/2006	08/26/2009	12/21/2009	5,954.00	5,415.00	539.00
.091 AOL INC COM WHEN ISSUED	08/26/2009	12/28/2009	2.00	2.00	
16. AOL INC COM WHEN ISSUED	08/26/2009	12/28/2009	381.00	330.00	51.00
48. LOWES COS INC COM W/RIGHTS ATTACHED EXPIRING	08/26/2009	12/31/2009	1,124.00	1,034.00	90.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b **-2,752.00**

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

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

ROBERT SIDNEY NEEDHAM FDN

Employer identification number

30-0562220

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 1539. BANK AMER CORP COM	10/14/2008	08/13/2009	25,685.00	40,176.00	-14,491.00
1750. CHEVRONTXACO CORP COM	10/14/2008	08/13/2009	120,379.00	121,756.00	-1,377.00
5569. CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING	10/14/2008	08/13/2009	119,619.00	106,312.00	13,307.00
1750. EXXON MOBIL CORP COM	10/14/2008	08/13/2009	120,257.00	126,324.00	-6,067.00
403. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS AT	10/14/2008	08/13/2009	26,017.00	18,006.00	8,011.00
750. GENERAL MILLS INC COM W/RTS EXP 02/01/2006	10/14/2008	08/13/2009	43,236.00	48,761.00	-5,525.00
2770. HEWLETT-PACKARD CO COM	10/14/2008	08/13/2009	121,877.00	114,789.00	7,088.00
2552. JP MORGAN CHASE & CO COM	10/14/2008	08/13/2009	108,636.00	106,176.00	2,460.00
1909. JOHNSON & JOHNSON COM	10/14/2008	08/13/2009	115,091.00	124,543.00	-9,452.00
4079. MICROSOFT CORP COM	10/14/2008	08/13/2009	96,262.00	100,609.00	-4,347.00
2000. NEWELL RUBBERMAID INC COM	10/14/2008	08/13/2009	26,859.00	31,502.00	-4,643.00
1348. PEPSICO INC COM	10/14/2008	08/13/2009	76,160.00	75,461.00	699.00
2785. PROCTER & GAMBLE CO COM	10/14/2008	08/13/2009	144,900.00	178,853.00	-33,953.00
2000. PUBLIC SVC ENTERPRISE GRP INC COM	10/14/2008	08/13/2009	62,998.00	59,440.00	3,558.00
1643. TEXAS INSTRS INC COM	10/14/2008	08/13/2009	39,300.00	32,186.00	7,114.00
2861. UNITED TECHNOLOGIES CORP COM	10/14/2008	08/13/2009	165,632.00	156,268.00	9,364.00
1400. WELLPOINT INC	10/14/2008	08/13/2009	71,370.00	61,691.00	9,679.00
425. INGERSOLL-RAND PLC COM	10/14/2008	08/13/2009	12,359.00	10,162.00	2,197.00
80. BANK AMER CORP COM	10/14/2008	08/25/2009	1,418.00	2,088.00	-670.00
26. JP MORGAN CHASE & CO COM	10/14/2008	08/25/2009	1,143.00	1,082.00	61.00
11. CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING	10/14/2008	08/26/2009	241.00	210.00	31.00
4. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS ATTACHED	10/14/2008	08/26/2009	254.00	179.00	75.00
7. HEWLETT-PACKARD CO COM	10/14/2008	08/26/2009	312.00	290.00	22.00
3. JP MORGAN CHASE & CO COM	10/14/2008	08/26/2009	129.00	125.00	4.00
16. MICROSOFT CORP COM	10/14/2008	08/26/2009	392.00	395.00	-3.00

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

Schedule D-1 (Form 1041) 2009

Employer identification number

30-0562220

[illegible]

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS

=====

SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO LOW DURATION FD INSTL CL	170.00
PIMCO MODERATE DURATION FD INST CL	3,269.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	6,389.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

9,828.00

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO LOW DURATION FD INSTL CL	23.00
PIMCO MODERATE DURATION FD INST CL	695.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	1,777.00
PIMCO COMMODITY REALRETURN STRATEGY FD I	1,690.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

4,186.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

4,186.00

=====

New Jersey Office of the Attorney General

Division of Consumer Affairs
Office of Consumer Protection
Charities Registration Section
124 Halsey Street, 7th Floor, P.O. Box 45021
Newark, NJ 07101
(973) 504-6215

Form CRI-300R
Long-Form Renewal Registration/Verification Statement
(Revised April 2008)

All questions must be answered.

Pursuant to the New Jersey Charitable Registration and Investigation Act (also known as "the C.R.I. Act" (N.J.S.A. 45:17A-18 *et seq.*), and prior to operating or commencing solicitation activity in the State, a charitable organization unless exempted from registration requirements (or qualified to file a Short-Form Registration Statement, CRI-200) shall file a Long-Form Initial Registration Statement, CRI-150-I. Charities submitting their annual long-form renewal registration must use Form CRI-300R. Please see the checklist at the end of this form for a discussion of fees, financial statements, documents to be attached, and other requirements for registration.

1. This statement contains the facts and financial information for the fiscal year ending: 12 / 31 / 2009
month day year
2. Federal ID Number (EIN) 30-0562220 2a. N.J. Charities Registration Number: CH- _____
3. Full legal name of the registering organization: ROBERT SIDNEY NEEDHAM FDN
In care of: (if necessary, otherwise leave this line blank) _____
4. Mailing Address: 190 RIVER RD, J2153-028, SUMMIT, NJ ☐ Change of Address
Street Address City State ZIP Code

NOTE: If "in care of," a postal, private or rural delivery mail box number is used, the street address of the charity must be given below.

5. The principal street address of the registering organization _____
Street Address City State ZIP Code
☒ Same as Mailing Address

6. Does the organization have any offices in New Jersey in addition to the one listed above? ☐ Yes ☒ No
If "Yes," attach a list giving the street address and telephone number of each office in New Jersey.

- 6a. If the street address listed above is not where the organization's official records are kept, or if the organization does not maintain an office in New Jersey, indicate the name, full address, phone and fax number of the person having custody of the organization's records, and to whom correspondence should be addressed.

WACHOVIA BANK 190 RIVER RD, J2153-028 NJ 07901
Contact person Street Address City State ZIP Code
(908) 598-3582 _____
Telephone number (include area code) Fax number (include area code)

7. Organization's contact information:

(908) 598-3582 _____
Telephone number (include area code) Fax number (include area code)

E-mail address Web site

8. Type of organization (check one):

☐ Nonprofit corporation ☒ Foundation ☐ Individual ☐ Association ☐ Society
☐ Partnership ☐ Trust ☐ Other (Specify) _____

30-0562220

9. Where and when was the organization legally established? Date: 06252009 State: SUMMIT, NJ
As required by the C.R.I. Act (N.J.S.A. 45:17A-24c(1)), attach to this registration a copy of the organization's bylaws and instrument of organization (that is, the organization's charter, articles of incorporation or organization, agreement of association, instrument of trust, or constitution) only if the document has been issued or amended during the fiscal year being reported.
10. Does the organization solicit funds under any name or names other than as indicated on line 3 of this form? ☐ Yes ☒ No
If "Yes," indicate all of the other names used: _____
11. Does the organization intend to solicit contributions from the general public? ☐ Yes ☒ No
12. Is the organization authorized by any other state or jurisdiction to solicit contributions? ☐ Yes ☒ No
If "Yes," please provide a list of those states or jurisdictions, below or on a separate sheet of paper.

13. Does the organization have affiliates which share the contributions or other revenue it raised in New Jersey? ☐ Yes ☒ No
If "Yes," provide a separate listing of those affiliates indicating the name, street address and telephone number for each one.
14. What is the charitable purpose or purposes for which the organization was formed? If necessary, attach a separate statement to this registration.
SEE STATEMENT 1

- 14a. What are the specific programs and charitable purposes for which contributions are used? For each program, state whether it already exists or is planned. Only major program categories need be listed. If necessary, attach a separate statement to this registration
N/A

15. Does the organization use an independent paid fund-raiser or fund-raising counsel? ☐ Yes ☒ No
If "Yes," please attach to this registration a list of paid fund-raiser(s) or fund-raising counsel(s), including their full address, telephone number, fax number, registration number in New Jersey, and a contact person's name.
- 15a. Does the independent paid fund-raiser or fund-raising counsel have custody, control or access to the organization's funds? ☐ Yes ☒ No
If "Yes," please describe the situation.

16. Has the organization permitted a charitable sales promotion to be conducted on its behalf by a commercial co-venturer during the fiscal year-end being reported? ☐ Yes ☒ No
If "Yes," please explain: _____

17. Has the Internal Revenue Service (I.R.S.) determined that the organization is tax exempt under code 501(c)(3)? ☒ Yes ☐ No
a. If "No," has an application been filed which is still pending? If so, please attach a copy of the I.R.S. 1023 form filed. ☐ Yes ☒ No
b. Has a tax exemption been granted under another I.R.S. code? ☐ Yes ☒ No
If "Yes," advise which one: _____
c. Has an I.R.S. tax exemption been refused, changed or revoked? ☐ Yes ☒ No
If an exemption has been refused, changed or revoked, attach to this registration a copy of the I.R.S. determination letter of notification and provide a detailed explanation of the circumstances on a separate sheet of paper.

18. Has the organization ever had its authority to conduct charitable activities denied, suspended, or revoked in any jurisdiction or has the organization ever entered into any voluntary agreement of discontinuance with any governmental entity? ☐ Yes ☒ No
If "Yes," attach to this registration a copy of the denial, suspension, revocation or voluntary agreement of discontinuance. If the document does not explain the reasons for the denial, suspension or revocation, attach to this registration an explanation on a separate sheet of paper.
19. Has the organization voluntarily entered into an assurance of voluntary compliance or similar order or agreement (including, but not limited to, a settlement of an administrative investigation or proceeding, with or without an admission of liability) with any jurisdiction, state or federal agency or officer? ☐ Yes ☒ No
If "Yes," please attach to this registration the relevant document.
20. Has the organization or any of its present officers, directors, executive personnel or trustees ever been found to have engaged in unlawful practices in the solicitation of contributions or administration of charitable assets or been enjoined from soliciting contributions, or are such proceedings pending in this or any other jurisdiction? ☐ Yes ☒ No
If "Yes," attach to this registration photocopies of any and all written documentation (such as a court order, administrative order, judgment, formal notice, written assurance or other document) which show the final disposition of the matter.
21. Has the organization or any of its present officers, directors, trustees or principal salaried executive staff employees ever been convicted of any criminal offense committed in connection with the performance of activities regulated under this act or any criminal or civil offense involving untruthfulness or dishonesty or any criminal offense relating adversely to the registrant's fitness to perform activities regulated by this Act? A plea of guilty, non vult, nolo contendere or any similar disposition of alleged criminal activity shall be deemed a conviction. ☐ Yes ☒ No
22. Has the organization or any of its officers, directors, trustees or principal salaried executive staff employees been adjudged liable in any administrative or civil action involving theft, fraud, or deceptive business practices? For purposes of this question a judgment of liability in an administrative or civil action shall include, but is not limited to, any finding or admission that the individual engaged in an unlawful practice in relation to the solicitation of contributions or the administration of charitable assets. ☐ Yes ☒ No
If "Yes," identify the individual(s) below and attach to this registration a copy of any order, judgment or other documents indicating the final disposition of the matter.

23. Provide the following information for each officer, director, trustee and the five most-highly compensated executive staff employees:

Name	Business address	Telephone number (include area code)	Title	Salary
SEE STATEMENT 2				

CRI-300R Long-Form Registration Renewal Financial Statement

**Note: If the financial value of a line item = 0, place a zero in the space provided.
Please report all figures as GROSS, not NET.**

Full legal name and street address of the organization

Full legal name: ROBERT SIDNEY NEEDHAM FDN

Fiscal year-end being reported: 12 / 31 / 2009 Federal ID Number (EIN) 30-0562220
month day year

Mailing address:

1525 W.W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28288-1161
Mailing Address P O Box Number or Suite City State ZIP code

Street address of the registering organization: _____
Street Address City State ZIP Code

New Jersey Charities Registration number: CH _____ -00 Telephone number: (908) 598-3582
(include area code)

Attach to this registration the most recent Internal Revenue Service Form 990 and Schedule A (990), if the organization has filed those forms. Attach a copy if the organization's annual financial report included an audited financial statement, or if the organization received gross revenue in excess of \$250,000. **Note:** If the organization received gross revenue of less than \$250,000, the financial reports must be certified by the organization's president or other authorized officer of the organization's board.

☐ In lieu of completing the CRI-300R Financial Statement pages, attached please find a copy of the I.R.S 990 filing for the fiscal year-end indicated above.

A. Receipts

Line A1a. Direct Public Support received from the following sources:

- | | | |
|------|--|-------|
| (1) | Direct mail | _____ |
| (2) | Telephone solicitation | _____ |
| (3) | Commercial co-venture | _____ |
| (4) | Gross receipts from fund-raising events | _____ |
| (5) | Canisters, counter cards, door to door etc | _____ |
| (6) | Corporations and other businesses | _____ |
| (7) | Foundations and trusts | _____ |
| (8) | Donated land, buildings, property, equipment and materials | _____ |
| (9) | Legacies and bequests | _____ |
| (10) | Membership dues solely resulting from solicitations | _____ |
| (11) | Other support (specify) | _____ |

Line A1b. Total Direct Public Support (add lines A1a(1) through A1a(11)) _____

Line A1c. Indirect Public Support received from the following sources:

- | | | |
|-----|--|-------|
| (1) | Federated fund-raising organization | _____ |
| (2) | From an affiliated organization | _____ |
| (3) | From another fund-raising organization | _____ |

Line A1d. Total Indirect Public Support (add lines A1c(1) thru A1c(3)) _____

Line A1e. Total Gross Contributions (add lines A1b and A1d) _____

Line A2. Government grants including purchase of service contracts (specify agency)

- a. _____
- b. _____
- c. _____
- d. _____

Line A2e. Total Government Grants (add lines 2a thru 2d) _____**Line A3. Other Support**

- a. Bona fide membership _____
- b. Program service revenue _____
- c. Professional services rendered by volunteers _____
- d. Miscellaneous income (specify) _____

Line A3e. Total Other Support (add the total of lines A3a thru A3d) _____**Line A4. Total Gross Revenue** (add lines A1e, A2e, and A3e) _____**B. Expenses**

- Line B1. Program expenses _____
- Line B2. Management and general expenses _____
- Line B3. Fund-raising expenses _____
- Line B4. Payments to state/national affiliates (if applicable) _____
- Line B5. **Total Expenses** (add the totals of line B1 thru B4) _____

C. Excess or Deficit

For the fiscal year-end (subtract line B5 from line A4) _____

D. Fund Balance

- Line D1. Net assets or fund balances at beginning of the year _____
- Line D2. Other changes in net assets or fund balances (attach explanation) _____
- Line D3. Net assets or fund balances at end of year (Combine line C, D1 and D2) _____

Please Note: The amount of Gross Contributions (line A1e on this form) determines the registration fee which must be paid and the form which should be used. July 2006 revisions to the Charities Registration Act now require all charities to pay a registration fee, including charities whose Gross Contributions are less than \$10,000. Further information for charity registrants may be found on our Web site: <http://www.njconsumeraffairs.gov/ocp/charities.htm>.

Long-Form Renewal Registration Statement
Form CRI-300RC
Confidential Information

Organization's Name: <u>ROBERT SIDNEY NEEDHAM FDN</u>		
N.J. Charities Registration Number: CH - _____ -00	Federal ID Number (EIN) <u>30-0562220</u>	
Fiscal Year-End being reported: <u>12</u> / <u>31</u> / <u>2009</u> month day year		

24. Are any of the organization's officers, directors, trustees or the five most-highly compensated employees related by blood, marriage or adoption to:
- a. each other? ☐ Yes ☒ No
 - b. any officers, agents or employees of any fund-raising counsel or independent paid fund-raiser under contract to the organization? ☐ Yes ☒ No
 - c. any chief executive, employee, any other employee of the organization with a direct financial interest in the transaction, or any partner, proprietor, director, officer, trustee, or to any shareholder of the organization with more than two (2) percent interest in any supplier or vendor providing goods or services to the organization? ☐ Yes ☒ No
 - d. If you answered "Yes," to questions 24a, b, or c, please provide a statement explaining these relationships.
25. Do any of the organization's officers, directors, trustees or the five most-highly compensated employees have a financial interest in any activities engaged in by a fund-raising counsel or independent paid fund-raiser under contract to the organization, or any supplier or vendor providing goods or services to the organization? ☒ Yes ☐ No
If "Yes," please detail these relationships below or on a separate sheet of paper, and provide the name, business address and telephone number of all interested parties.

We understand that this registration is being issued at the discretion of the Division of Consumer Affairs and agree that employees of the Division may inspect the records in the possession of this organization in order to ascertain compliance with the statute and all pertinent regulations. We also understand that we may be required to provide additional information if requested.

We hereby certify that the above information and the attached financial schedule(s) and statement(s) are true. We are aware that if any of the above statements are willfully false, we are subject to punishment.

Signature _____ Name _____ Title Co-Trustee Date _____

Signature _____ Name _____ Title _____ Date _____

This form must be signed by two (2) authorized officers of the organization, including the chief financial officer.

Note: Form CRI-300RC must be filed with Form CRI-300R.

FORM CRI-300R - CHARITABLE PURPOSES

=====

FUNDED BY THE ESTATE OF DOROTYH E NEEDHAM AS A MEMORIAL TO HER SON, ROBERT SYDNEY NEEDHAM. ADDITIONAL CONTRIBUTIONS WILL NOT BE SOLICITED. THE PURPOSE OF THE TRUST IS TO FUND A PROFESSORSHIP OR "CHAIR" AT THE BUSINESS SCHOOL OF FAIRLEIGH DICKINSON UNIVERSITY AND TO GRANT AT LEAST ONE SCHOLARSHIP ANNUALLY TO AN ENGINEERING STUDENT IN COLLEGE OR GRADUATE SCHOOL.

ROBERT SIDNEY NEEDHAM FDN

30-0562220

CRI-300RC OFFICERS, DIRECTORS, TRUSTEES, FIVE HIGHEST PAID EMPLOYEES

=====

NAME AND ADDRESS

TITLE AND TELEPHONE

SALARY

WACHOVIA BANK

TRUSTEE

1525 WEST WT HARRIS BLVD

24,325.

JOHN B NEWMAN, ESQ.

CO-TRUSTEE

THE ARMOUR BUILDING, 32 MERCER ST

4,257.

NINA STACK

CO-TRUSTEE

79 OLD YORK ROAD

4,257.

DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [REDACTED] NEEDHAM, R FDN AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL							
	=====							
	TEMPORARY INVESTMENTS							

300250602	EVERGREEN INST MONEY MARKET FUND CL I (FD #495)				1,072,031.19	1,072,031.19		
TOTAL	TEMPORARY INVESTMENTS				1,072,031.19	1,072,031.19		
	MUTUAL FUNDS - FIXED TAXABLE							

299908830	EVERGREEN INTERNATIONAL BOND FD CL I (FD #460)	17,707.769			187,702.35	199,743.63	187,702.35	187,702.35
693390304	PIMCO LOW DURATION FD/UNITED STATES INST CL	22,571.147			230,000.00	232,257.10	230,000.00	230,000.00
693390593	PIMCO MODERATE DURATION FD INST CL	21,883.919			230,000.00	229,343.47	230,000.00	230,000.00
693390700	PIMCO TOTAL RETURN FD INST CL	73,529.411			800,000.00	794,117.64	800,000.00	800,000.00
693390841	PIMCO HIGH YIELD FD INSTL CL	34,297.963			243,858.52	301,822.07	243,858.52	243,858.52
693391104	PIMCO REAL RETURN FD INST CL	21,555.763			230,000.00	232,586.68	230,000.00	230,000.00
693391559	PIMCO EMERGING MARKETS BOND FD INS CL	19,689.738			165,000.00	203,198.10	165,000.00	165,000.00
TOTAL	MUTUAL FUNDS - FIXED TAXABLE	211,235.71			2,086,560.87	2,193,068.69	2,086,560.87	2,086,560.87
	MUTUAL FUNDS - OTHER							

26852M105	EII INTERNATIONAL PROPERTY-I EII INTL PROPERTY-I	5,733.006			67,993.45	90,065.52	67,993.45	67,993.45
722005667	PIMCO COMMODITY REALRETURN STRATEGY FD INSTL	17,054.264			110,000.00	141,209.31	110,000.00	110,000.00
779919109	T ROWE PRICE REAL ESTATE FD	13,309.679			189,396.73	184,072.86	188,576.65	188,576.65
TOTAL	MUTUAL FUNDS - OTHER	36,096.949			367,390.18	415,347.69	366,570.10	366,570.10

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DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [REDACTED] NEEDHAM, R FDN AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
MUTUAL FUNDS - EQUITY						

108747809	BRIDGEWAY AGGRESSIVE INVESTORS 2 FD	8,117.707	92,623.04	102,770.17	92,623.04	92,623.04
26203E851	DREYFUS THE BOSTON COMPANY SMALL CAP VALUE FUND CL I	5,886.837	97,721.49	114,028.03	97,721.49	97,721.49
339128100	JPMORGAN MID CAP VALUE FUND IN CL	8,792.2	153,434.40	169,337.77	153,434.40	153,434.40
38142Y401	GOLDMAN SACHS GROWTH OPPORTUNITIES FD INS CL	3,314.046	63,000.00	68,368.77	63,000.00	63,000.00
641224803	NEUBERGER BERMAN SMALL CAP GROWTH FD INV CL INV CL	6,637.168	90,398.23	98,429.20	90,398.23	90,398.23
TOTAL	MUTUAL FUNDS - EQUITY	32,747.958	497,177.16	552,933.94	497,177.16	497,177.16
MUTUAL FUNDS - INTERNATIONAL EQUITY						

299924704	EVERGREEN INTERNATIONAL EQUITY FD CL I (FD #252)	35,156.249	234,843.74	242,929.68	234,843.74	234,843.74
411511306	HARBOR INTERNATIONAL FUND INS CL	5,191.061	235,362.71	284,833.52	235,362.71	235,362.71
52106N889	LAZARD EMERGING MKTS PORTFOLIO	15,480.409	223,227.50	278,802.17	223,227.50	223,227.50
TOTAL	MUTUAL FUNDS - INTERNATIONAL EQUITY	55,827.719	693,433.95	806,565.37	693,433.95	693,433.95
PRINCIPAL CASH						
*****	PRINCIPAL TOTAL	335,908.336	4,716,593.35	5,039,946.88	3,643,742.08	3,643,742.08
INCOME						
=====						
TEMPORARY INVESTMENTS						

300250602	EVERGREEN INST MONEY MARKET FUND CL I (FD #495)		91,482.02	91,482.02		
TOTAL	TEMPORARY INVESTMENTS		91,482.02	91,482.02		
INCOME CASH						
*****	INCOME TOTAL		1,409.17	1,409.17	0.00	0.00
ASSET FILE TOTAL						
		335,908.336	4,809,484.54	5,132,838.07	3,643,742.08	3,643,742.08

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DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [REDACTED] NEEDHAM, R MET AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
PRINCIPAL							
=====							
TEMPORARY INVESTMENTS							

300250602	EVERGREEN INST MONEY MARKET FUND CL I (FD #495)			6,166.53	6,166.53		
TOTAL	TEMPORARY INVESTMENTS			6,166.53	6,166.53		
COMMON STOCKS							

001055102	AFLAC INC COM	154		6,460.28	7,122.50	6,460.28	6,460.28
00724F101	ADOBE SYS INC COM	309		10,113.01	11,365.02	10,113.01	10,113.01
009158106	AIR PRODUCTS & CHEMICALS INC COM	147		11,311.64	11,915.82	11,311.64	11,311.64
037833100	APPLE INC COM	87		14,823.06	18,333.68	14,823.06	14,823.06
05964H105	BANCO SANTANDER SA-SPON ADR	558		8,654.96	9,173.52	8,654.95	8,654.95
060505104	BANK OF AMERICA CORP COM	381		9,946.00	5,737.86	9,946.00	9,946.00
071813109	BAXTER INTL INC COM	198		11,333.50	11,618.64	11,333.50	11,333.50
097023105	BOEING CO COM	191		9,292.13	10,338.83	9,292.13	9,292.13
205887102	CONAGRA FOODS INC COM	481		9,860.45	11,087.05	9,860.45	9,860.45
20825C104	CONOCOPHILLIPS COM	212		9,694.74	10,826.84	9,694.74	9,694.74
244199105	DEERE & CO COM	187		8,736.62	10,114.83	8,736.62	8,736.62
25243Q205	DIAGEO PLC SPONSORED ADR NEW	148		9,452.76	10,272.68	9,452.76	9,452.76
25746U109	DOMINION RESOURCES INC/VA COM	300		10,394.97	11,676.00	10,394.97	10,394.97
268648102	E M C CORP MASS COM	689		10,493.40	12,036.83	10,493.40	10,493.40
302571104	FPL GROUP INC COM	184		10,688.54	9,718.88	10,688.54	10,688.54
371901109	GENTEX CORP COM	364		5,179.06	6,497.40	5,179.06	5,179.06

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DETAIL LIST
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SETTLE DATE POSITION FOR [REDACTED] NEEDHAM, R MET AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
427866108	HERSHEY COMPANY COM	234		9,238.30	8,374.86	9,238.30	9,238.30
437076102	HOME DEPOT INC COM	373		10,346.98	10,790.89	10,346.98	10,346.98
441060100	HOSPIRA INC COM	205		8,302.48	10,455.00	8,302.48	8,302.48
459200101	INTL BUSINESS MACHINES CORP COM	113		13,532.87	14,791.70	13,532.87	13,532.87
461202103	INTUIT COM	271		8,058.39	8,327.83	8,058.39	8,058.39
46625H100	JP MORGAN CHASE & CO COM	266		11,066.93	11,084.22	11,066.93	11,066.93
487836108	KELLOGG COMPANY COM	213		10,070.62	11,331.60	10,070.62	10,070.62
502117203	LOREAL-UNSPONSORED ADR COM	490		9,088.42	10,927.00	9,088.42	9,088.42
532457108	LILLY ELI & CO COM	217		7,414.87	7,749.07	7,414.87	7,414.87
55261F104	M & T BK CORP COM	124		7,601.20	8,294.36	7,601.20	7,601.20
606822104	MITSUBISHI UFJ FINANCIAL-ADR COM	1,529		9,816.18	7,522.68	9,816.18	9,816.18
608554200	MOLEX INC CL A	458		7,899.68	8,761.54	7,899.68	7,899.68
666807102	NORTHROP GRUMMAN CORP COM	205		10,264.04	11,449.25	10,264.04	10,264.04
68389X105	ORACLE CORP COM	545		12,284.30	13,368.85	12,284.30	12,284.30
708160106	PENNEY J C INC COM	229		7,261.59	6,093.69	7,261.59	7,261.59
731572103	POLO RALPH LAUREN CORP CL A	128		8,728.31	10,365.44	8,728.31	8,728.31
748356102	QUESTAR CORP COM	185		6,536.05	7,690.45	6,536.05	6,536.05
784635104	SPX CORP COM	93		5,026.96	5,087.10	5,026.96	5,026.96
786514208	SAFEWAY INC COM NEW	400		7,712.00	8,516.00	7,712.00	7,712.00
808513105	SCHWAB CHARLES CORP NEW COM	310		5,678.64	5,834.20	5,678.64	5,678.64
882508104	TEXAS INSTRUMENTS INC COM	357		6,993.63	9,303.42	6,993.63	6,993.63

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SETTLE DATE POSITION FOR [REDACTED] NEEDHAM, R MET AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
904784709	UNILEVER N V - NEW YORK SHS	323			9,073.04	10,442.59	9,073.04	9,073.04
92857W209	VODAFONE GROUP PLC COM	406			9,005.04	9,374.54	9,005.04	9,005.04
989701107	ZIONS BANCORP COM	323			5,688.69	4,144.09	5,688.69	5,688.69
H27013103	WEATHERFORD INTL LTD COM STK	431			9,080.35	7,719.21	9,080.35	9,080.35
TOTAL	COMMON STOCKS	13,018			372,204.68	395,635.96	372,204.67	372,204.67
	PRINCIPAL CASH				0.00	0.00		
*****	PRINCIPAL TOTAL	13,018			378,371.21	401,802.49	372,204.67	372,204.67
	INCOME							
	=====							
	TEMPORARY INVESTMENTS							

300250602	EVERGREEN INST MONEY MARKET FUND CL I (FD #495)				2,630.12	2,630.12		
TOTAL	TEMPORARY INVESTMENTS				2,630.12	2,630.12		
	INCOME CASH				0.00	0.00		
*****	INCOME TOTAL				2,630.12	2,630.12	0.00	0.00
	ASSET FILE TOTAL	13,018			381,001.33	404,432.61	372,204.67	372,204.67

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DETAIL LIST
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CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
PRINCIPAL							
=====							
TEMPORARY INVESTMENTS							

300250602	EVERGREEN INST MONEY MARKET FUND CL I (FD #495)		7,410.70	7,410.70			
TOTAL	TEMPORARY INVESTMENTS		7,410.70	7,410.70			
COMMON STOCKS							

002824100	ABBOTT LABS COM	143	6,605.15	7,720.57	6,605.15	6,605.15	
00724F101	ADOBE SYS INC COM	248	8,069.89	9,121.44	8,069.89	8,069.89	
018490102	ALLERGAN INC COM	69	3,975.81	4,347.69	3,975.81	3,975.81	
023135106	AMAZON COM INC COM	71	5,953.35	9,550.92	5,953.35	5,953.35	
025816109	AMERICAN EXPRESS COMPANY COM	132	4,357.31	5,348.64	4,357.31	4,357.31	
031162100	AMGEN INC COM	78	4,781.26	4,412.46	4,781.26	4,781.26	
032654105	ANALOG DEVICES INC COM	136	3,897.75	4,294.88	3,897.75	3,897.75	
037833100	APPLE INC COM	94	15,908.54	19,808.81	15,908.54	15,908.54	
071813109	BAXTER INTL INC COM	92	5,261.48	5,398.56	5,261.48	5,261.48	
075887109	BECTON DICKINSON & CO COM	47	3,296.58	3,706.42	3,296.58	3,296.58	
086516101	BEST BUY INC COM	101	3,770.32	3,985.46	3,770.32	3,770.32	
111320107	BROADCOM CORP COM	80	2,223.06	2,517.60	2,223.06	2,223.06	
136385101	CANADIAN NAT RES LTD COM CN\$	104	6,129.75	7,482.80	6,129.75	6,129.75	
149123101	CATERPILLAR INC COM	90	4,266.90	5,129.10	4,266.90	4,266.90	
17275R102	CISCO SYSTEMS INC COM	420	8,017.80	10,054.80	8,017.80	8,017.80	
177376100	CITRIX SYS INC COM	125	5,173.22	5,201.25	5,173.22	5,173.22	

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DETAIL LIST
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SETTLE DATE POSITION FOR [REDACTED] NEEDHAM, R NEU AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
219350105	CORNING INC COM	223		4,225.45	4,306.13	4,225.45	4,225.45
231021106	CUMMINS INC COM	117		5,414.74	5,365.62	5,414.74	5,414.74
235851102	DANAHER CORP COM	59		3,660.95	4,436.80	3,660.95	3,660.95
25490A101	DIRECTV-CLASS A COM	232		5,894.41	7,737.20	5,894.41	5,894.41
268648102	E M C CORP MASS COM	453		7,148.99	7,913.91	7,148.99	7,148.99
278642103	EBAY INC COM	261		6,267.68	6,141.33	6,267.68	6,267.68
291011104	EMERSON ELECTRIC CO COM	99		3,806.65	4,217.40	3,806.65	3,806.65
35671D857	FREEMPORT MCMORAN COPPER & GOLD CL B COM	109		5,438.08	8,751.61	5,438.08	5,438.08
375558103	GILEAD SCIENCES INC COM	143		6,614.92	6,187.61	6,614.92	6,614.92
38259P508	GOOGLE INC-CL A COM	20		9,578.77	12,399.60	9,578.77	9,578.77
428236103	HEWLETT-PACKARD CO COM	223		9,241.12	11,486.73	9,241.12	9,241.12
458140100	INTEL CORP COM	371		7,178.85	7,568.40	7,178.85	7,178.85
459200101	INTL BUSINESS MACHINES CORP COM	76		9,088.07	9,948.40	9,088.07	9,088.07
46625H100	JP MORGAN CHASE & CO COM	153		6,365.56	6,375.51	6,365.56	6,365.56
478160104	JOHNSON & JOHNSON COM	121		7,729.94	7,793.61	7,729.94	7,729.94
478366107	JOHNSON CTLS INC COM	156		3,889.06	4,249.44	3,889.06	3,889.06
481165108	JOY GLOBAL INC COM	83		3,971.76	4,280.31	3,971.76	3,971.76
548661107	LOWE'S COS INC COM	257		5,535.75	6,011.23	5,535.75	5,535.75
582839106	MEAD JOHNSON NUTRITION CO-A COM	50		2,134.30	2,185.00	2,134.30	2,134.30
594918104	MICROSOFT CORP COM	670		16,525.55	20,421.60	16,525.55	16,525.55
637071101	NATIONAL OILWELL VARCO INC COM	198		7,773.48	8,729.82	7,773.48	7,773.48

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CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
674599105	OCCIDENTAL PETE CORP COM	92	6,828.24	7,484.20	6,828.24	6,828.24
68389X105	ORACLE CORP COM	265	5,890.95	6,500.45	5,890.95	5,890.95
701094104	PARKER HANNIFIN CORP COM	79	3,909.12	4,256.52	3,909.12	3,909.12
713448108	PEPSICO INC COM	122	6,829.56	7,417.60	6,829.56	6,829.56
71654V408	PETROLEO BRASILEIRO SA PETROBRAS PETROLEO BRASILEIRO S.A. ADR	88	3,742.64	4,195.84	3,742.64	3,742.64
718172109	PHILIP MORRIS INTL INC COM	142	6,711.73	6,842.98	6,711.73	6,711.73
73755L107	POTASH CORP SASK INC COM	50	4,687.50	5,425.00	4,687.50	4,687.50
74005P104	PRAXAIR INC COM	47	3,640.62	3,774.57	3,640.62	3,640.62
742718109	PROCTER & GAMBLE CO COM	211	13,550.42	12,792.93	13,550.42	13,550.42
75281A109	RANGE RES CORP COM	88	4,436.80	4,386.80	4,436.80	4,436.80
755111507	RAYTHEON CO COM	80	4,137.95	4,121.60	4,137.95	4,137.95
790849103	ST JUDE MED INC COM	165	6,262.30	6,068.70	6,262.30	6,262.30
845467109	SOUTHWESTERN ENERGY CO COM	86	4,235.44	4,145.20	4,235.44	4,235.44
855030102	STAPLES INC COM	175	3,844.44	4,303.25	3,844.44	3,844.44
87612E106	TARGET CORP COM	101	4,996.13	4,885.37	4,996.13	4,996.13
881624209	TEVA PHARMACEUTICAL INDS LTD ADR	73	3,783.59	4,101.14	3,783.59	3,783.59
88579Y101	3M CO COM	64	5,230.01	5,290.88	5,230.01	5,230.01
887317303	TIME WARNER INC COM	177	4,730.08	5,157.78	4,730.08	4,730.08
907818108	UNION PACIFIC CORP COM	105	6,351.44	6,709.50	6,351.44	6,351.44
911312106	UNITED PARCEL SERVICE CL B COM	69	3,731.52	3,958.53	3,731.52	3,731.52
913017109	UNITED TECHNOLOGIES CORP COM	147	8,117.08	10,203.27	8,117.08	8,117.08

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DETAIL LIST
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SETTLE DATE POSITION FOR [REDACTED] NEEDHAM, R NEU AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
91324P102	UNITEDHEALTH GROUP INC COM	132		4,217.93	4,023.36	4,217.93	4,217.93
92826C839	VISA INC CLASS A SHARES COM	67		4,667.22	5,859.82	4,667.22	4,667.22
931142103	WAL-MART STORES INC COM	84		4,353.71	4,489.80	4,353.71	4,353.71
983134107	WYNN RESORTS LTD COM	58		3,996.28	3,377.34	3,996.28	3,996.28
984332106	YAHOO! INC COM	445		6,818.90	7,467.10	6,818.90	6,818.90
G1151C101	ACCENTURE PLC-CL A COM	113		3,996.80	4,689.50	3,996.80	3,996.80
TOTAL	COMMON STOCKS	9,429		372,870.65	416,517.69	372,870.65	372,870.65
	PRINCIPAL CASH			0 00	0.00		
*****	PRINCIPAL TOTAL	9,429		380,281.35	423,928.39	372,870.65	372,870.65
	INCOME						
	=====						
	TEMPORARY INVESTMENTS						
300250602	EVERGREEN INST MONEY MARKET FUND CL I (FD #495)			2,014.32	2,014.32		
TOTAL	TEMPORARY INVESTMENTS			2,014.32	2,014.32		
	INCOME CASH			0.00	0.00		
*****	INCOME TOTAL			2,014.32	2,014.32	0.00	0.00
	ASSET FILE TOTAL	9,429		382,295.67	425,942.71	372,870.65	372,870.65