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

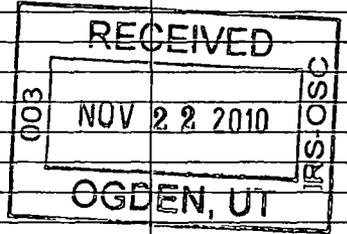
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE KAPNICK FOUNDATION U/A/S 8/15/04		A Employer identification number 36-7434011
	Number and street (or P O box number if mail is not delivered to street address) C/O GOLDMAN SACHS & CO. P.O. BOX 73	Room/suite	B Telephone number (see page 10 of the instructions) (212) 902-5628
	City or town, state, and ZIP code NEW YORK, NY 10274-0073		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 45,435,371.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		(Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)		4,964,700.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments		893.	893.	0.	ATCH 1
4 Dividends and interest from securities		174,928.	174,928.	0.	ATCH 2
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10		258,975.			
b Gross sales price for all assets on line 6a 3,274,678.					
7 Capital gain net income (from Part IV, line 2)			258,975.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		2,400,572.	2,398,132.	0.	ATCH 3
12 Total Add lines 1 through 11		7,800,068.	2,832,928.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule) ATCH 4		250.	0.	0.	250.
b Accounting fees (attach schedule) ATCH 5		14,350.	7,175.	0.	7,175.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		200,178.	200,178.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		214,778.	207,353.	0.	7,425.
25 Contributions, gifts, grants paid		2,357,716.			2,357,716.
26 Total expenses and disbursements Add lines 24 and 25		2,572,494.	207,353.	0.	2,365,141.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		5,227,574.			
b Net investment income (if negative, enter -0-)			2,625,575.		
c Adjusted net income (if negative, enter -0-)				-0-	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		174,802.	385,050.	385,050.
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) <b>ATCH 7</b>	31,367,532.	31,767,892.	45,050,321.		
14	Land buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	31,542,334.	32,152,942.	45,435,371.		
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	<b>Total liabilities</b> (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		32,152,942.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	31,542,334.		0.	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	31,542,334.	32,152,942.			
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	31,542,334.	32,152,942.			

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	31,542,334.
2	Enter amount from Part I, line 27a	2	5,227,574.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	36,769,908.
5	Decreases not included in line 2 (itemize) <b>ATTACHMENT 8</b>	5	4,616,966.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	32,152,942.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>	SEE PART IV SCHEDULE					
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2</b>	Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	258,975.	
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . . }			<b>3</b>	0.	

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

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

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

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	3,296,229.	44,882,587.	0.073441
2007	1,414,830.	36,222,828.	0.039059
2006	634,573.	26,305,345.	0.024123
2005	622,617.	23,098,898.	0.026954
2004	375,000.	16,350,867.	0.022935
<b>2</b>	Total of line 1, column (d) . . . . .		<b>2</b> 0.186512
<b>3</b>	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 . . . . .		<b>3</b> 0.037302
<b>4</b>	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .		<b>4</b> 36,222,488.
<b>5</b>	Multiply line 4 by line 3 . . . . .		<b>5</b> 1,351,171.
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		<b>6</b> 26,256.
<b>7</b>	Add lines 5 and 6 . . . . .		<b>7</b> 1,377,427.
<b>8</b>	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.		<b>8</b> 2,365,141.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	26,256.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	26,256.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	26,256.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 35,000.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	35,000.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	8,744.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 8,744. 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>	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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) IL,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**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? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>GOLDMAN SACHS &amp; CO.</b> Telephone no <b>212-902-5628</b> Located at <b>P.O. BOX 73 NEW YORK, NY</b> ZIP + 4 <b>10274-0073</b>			
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	<b>N/A</b>	<b>N/A</b>

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

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

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

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

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

(1) Carry on propoganda, 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)?  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)

6 a 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?  Yes  No

If "Yes" to 6b, file Form 8870

7 a 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?  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
ATTACHMENT 9		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A		0.	0.	0.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A	NONE	0.

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL	0.
2 REVENUE CODE SECTION 501(C)(3). N/A	0.
3 N/A	0.
4 N/A	0.

**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 N/A	0.
2 N/A	0.
All other program-related investments. See page 24 of the instructions	
3 N/A	0.
<b>Total. Add lines 1 through 3</b> . . . . .	0.

**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	11,662,065.
b	Average of monthly cash balances	1b	272,909.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	24,839,125.
d	Total (add lines 1a, b, and c)	1d	36,774,099.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	36,774,099.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	551,611.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	36,222,488.
6	Minimum investment return. Enter 5% of line 5	6	1,811,124.

**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	1,811,124.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	26,256.
b	Income tax for 2009 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	26,256.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,784,868.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,784,868.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,784,868.

**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	2,365,141.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,365,141.
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	26,256.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,338,885.

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 . . . . .				1,784,868.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .			0.	
b Total for prior years 20____, 20____, 20____ . . . . .		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . . .				0.
b From 2005 . . . . .				178,853.
c From 2006 . . . . .				0.
d From 2007 . . . . .				0.
e From 2008 . . . . .				1,113,642.
f Total of lines 3a through e . . . . .	1,292,495.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 2,365,141.				
a Applied to 2008, but not more than line 2a . . . . .			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	0.			
d Applied to 2009 distributable amount . . . . .				1,784,868.
e Remaining amount distributed out of corpus . . . . .	580,273.			
5 Excess distributions carryover applied to 2009 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	1,872,768.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0.		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	1,872,768.			
10 Analysis of line 9				
a Excess from 2005 . . . . .	178,853.			
b Excess from 2006 . . . . .	0.			
c Excess from 2007 . . . . .	0.			
d Excess from 2008 . . . . .	1,113,642.			
e Excess from 2009 . . . . .	580,273.			

**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))

ATTACHMENT 10

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

NONE

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT ATTACHED				2,357,716.
<b>Total . . . . .</b>				<b>▶ 3a</b> 2,357,716.
b <i>Approved for future payment</i> NONE				0.
<b>Total . . . . .</b>				<b>▶ 3b</b> 0.





**Schedule of Contributors**

**2009**

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

<b>Name of the organization</b> THE KAPNICK FOUNDATION U/A/S 8/15/04	<b>Employer identification number</b> 36-7434011
--	---

**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 **THE KAPNICK FOUNDATION**  
 U/A/S 8/15/04

Employer identification number  
 36-7434011

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SCOTT B. KAPNICK  C/O GOLDMAN SACHS & CO.; P.O. BOX 73  NEW YORK, NY 10274-0073	\$ 4,964,700.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization **THE KAPNICK FOUNDATION**  
 U/A/S 8/15/04

Employer identification number  
 36-7434011

**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	30,000 SHS GOLDMAN SACHS GROUP INC. STOCK	\$ 4,964,700.	12/30/2009

**THE KAPNICK FOUNDATION U/A/S 8/15/04**

**EIN: 36-7434011**

**SUPPLEMENTARY STATEMENTS**

**PART: XV**

**LINE: 2**

**SUPPLEMENTAL INFORMATION**

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST ON CREDIT BALANCE - GS	2.	2.	0.
INTEREST IN BDA - GOLDMAN SACHS	692.	692.	0.
INTEREST ON NORTHERN FUNDS MMA	186.	186.	0.
INTEREST ON JP MORGAN - CASH	13.	13.	0.
TOTAL	<u>893.</u>	<u>893.</u>	<u>0.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS THRU GOLDMAN SACHS	156,840.	156,840.	0.
DIVIDENDS THRU GS CAP PARTNERS K-1	215.	215.	0.
INTEREST THRU CHAYTON SAVA PROPERTY FUND	17,120.	17,120.	0.
INTEREST THRU GS CAP PRTRS K-1	1.	1.	0.
INTEREST THRU CRESTVIEW PARTNERS II, LP	752.	752.	0.
TOTAL	<u>174,928.</u>	<u>174,928.</u>	<u>0.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIST.-GSCP 2000 EMPLOYEE FUND	27,344.	27,344.	0.
DIST.-GSCP 2000 EMPLOYEE FUND	46,645.	46,645.	0.
PFIC INCOME ORDINARY-GS CAP PRTRS V	76,671.	76,671.	0.
PFIC INCOME ORDINARY-GS MEZZ PRTRS III	88,808.	88,808.	0.
PFIC INCOME ORDINARY-GS MEZZ PRTRS 2006	368,308.	368,308.	0.
PFIC INCOME ORDINARY-HIGHBRIDGE			
LEVERAGED LOAN PARTNERS OFFSHORE FUND	1,790,328.	1,790,328.	0.
ORDINARY INC THRU GS CAP PRTRS III K-1	23.	23.	0.
SEC 988 GAIN THRU GS CAP PRTRS III K-1	5.	5.	0.
UNITED STATES TREASURY TAX REFUND	2,440.	0.	0.
TOTALS	<u>2,400,572.</u>	<u>2,398,132.</u>	<u>0.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SIDLEY AUSTIN LLP	250.	0.	0.	250.
TOTALS	<u>250.</u>	<u>0.</u>	<u>0.</u>	<u>250.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
KESSLER ORLEAN SILVER	14,350.	7,175.	0.	7,175.
TOTALS	<u>14,350.</u>	<u>7,175.</u>	<u>0.</u>	<u>7,175.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INTEREST EXPENSE THRU: CHAYTON SAVA PROPERTY FUND CRESTVIEW PARTNERS LP K-1 PORTFOLIO DEDUCTIONS THRU: CHAYTON SAVA PROPERTY FUND GS CAP PARTNERS III LP K-1 CRESTVIEW PARTNERS II LP K-1 INVTMT MGMT FEES THRU: GAS CAP PARTNERS III LP K-1 FOREIGN TAXES PAID THRU GS	76,701. 163. 46,005. 127. 72,387. 1,215. 3,580.	76,701. 163. 46,005. 127. 72,387. 1,215. 3,580.	0. 0. 0. 0. 0. 0. 0.	0. 0. 0. 0. 0. 0. 0.
TOTALS	<u>200,178.</u>	<u>200,178.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 7

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS-10157 (SEE LONG POSITION SCHEDULE ATTACHED)	5,847,509.	2,161,618.	11,534,700.
COGENT COMMUNICATIONS COMMON STOCK (COMPLETELY SOLD)	21,130.	0.	0.
GS 10157-PRIVATE EQUITY INVESTMENTS	7,286,916.	7,824,052.	9,781,841.
JP MORGAN CHASE-21001	3,950,000.	5,000,000.	5,079,365.
JP MORGAN-PRIVATE EQUITY INVESTMENTS	1,050,000.	0.	0.
CRESTVIEW PARTNERS II	3,707.	489,345.	666,702.
CHAYTON SAVA PROPERTY FUND	764,661.	1,361,137.	1,466,723.
HIGHBRIDGE PRINCIPAL STRATEGIES MEZZ	443,609.	0.	0.
HIGHBRIDGE INSTITUTIONAL MEZZANINE PARTNERS	0.	1,042,868.	1,159,315.
GOLDMAN SACHS 10157-HEDGE (WEST STREET)	2,000,000.	2,000,000.	1,634,323.
HIGHBRIDGE LEVERAGED LOAN PTNS OFFSHORE	10,000,000.	11,888,872.	13,727,352.
TOTALS	<u>31,367,532.</u>	<u>31,767,892.</u>	<u>45,050,321.</u>

ATTACHMENT 8

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

DESCRIPTION

AMOUNT

EXCESS OF FMV OVER DONOR'S COST BASIS OF  
SECURITIES DONATED TO THE FOUNDATION

4,616,966.

TOTAL

4,616,966.

THE KAPNICK FOUNDATION

36-7434011

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

ATTACHMENT 9

NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

COMPENSATION

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS

EXPENSE ACCT AND OTHER ALLOWANCES

RICHARD B. KAPNICK  
C/O GOLDMAN SACHS & CO.  
P.O. BOX 73  
NEW YORK, NY 10274-0073

TRUSTEE  
2.00

0.

0.

0.

KATHLEEN G. KAPNICK  
C/O GOLDMAN SACHS & CO.  
P.O. BOX 73  
NEW YORK, NY 10274-0073

TRUSTEE  
2.00

0.

0.

0.

SCOTT B. KAPNICK  
C/O GOLDMAN SACHS & CO.  
P.O. BOX 73  
NEW YORK, NY 10274-0073

TREASURER  
2.00

0.

0.

0.

GRAND TOTALS

0.

0.

0.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

SCOTT B. KAPNICK; C/O GOLDMAN SACHS & CO.  
P.O. BOX 73, NEW YORK, NY 10274-0073

THE KAPNICK FOUNDATION

36-7434011

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
DIST.-GSCP 2000 EMPLOYEE FUND			01	27,344.	
DIST.-GSCP 2000 EMPLOYEE FUND			01	46,645.	
PFIC INCOME ORDINARY-GS CAP PRTRS V			01	76,671.	
PFIC INCOME ORDINARY-GS MEZZ PRTRS III			01	88,808.	
PFIC INCOME ORDINARY-GS MEZZ PRTRS 2006			01	368,308.	
PFIC INCOME ORDINARY-HIGHBRIDGE					
LEVERAGED LOAN PARTNERS OFFSHORE FUND			01	1,790,328.	
ORDINARY INC THRU GS CAP PRTRS III K-1			01	23.	
SEC 988 GAIN THRU GS CAP PRTRS III K-1			01	5.	
UNITED STATES TREASURY TAX REFUND					2,440.
<b>TOTALS</b>				<u>2,398,132.</u>	<u>2,440.</u>

**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 **THE KAPNICK FOUNDATION**  
U/A/S 8/15/04

Employer identification number  
36-7434011

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					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	<b>1b</b>	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	<b>2</b>	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>3</b>	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	<b>4</b>	( )
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	<b>5</b>	

**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					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	<b>6b</b>	258,975.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	<b>7</b>	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>8</b>	
9 Capital gain distributions	<b>9</b>	
10 Gain from Form 4797, Part I	<b>10</b>	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	<b>11</b>	( )
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	<b>12</b>	258,975.

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

Schedule D (Form 1041) 2009

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		258,975.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh t)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		258,975.

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

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

**Part V Tax Computation Using Maximum Capital Gains Rates**

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22	Subtract line 21 from line 20 If zero or less, enter -0-	22		
23	Subtract line 22 from line 17 If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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		



THE KAPNICK FOUNDATION  
CHARITABLE CONTRIBUTIONS  
FYE 12/31/2009  
EIN: 36-7434011

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
2/23/2009	CONSTITUTIONAL RIGHTS FOUNDATION CHICAGO, IL	\$25,000.00
2/24/2009	NAPLES BOTANICAL GARDEN NAPLES, FL	2,500.00
3/3/2009	SARETT NATURE CENTER BENTON HARBOR, MI	25,000.00
6/23/2009	THE METROPOLITAN OPERA NEW YORK, NY	150,000.00
6/23/2009	THE METROPOLITAN OPERA NEW YORK, NY	200,000.00
6/23/2009	ROOM TO READ SAN FRANCISCO, CA	200,000.00
6/24/2009	THE BREARLEY SCHOOL NEW YORK, NY	350,000.00
7/2/2009	CHICAGO SYMPHONY ORCHESTRA CHICAGO, IL	50,000.00
7/2/2009	CHICAGO YOUTH CENTERS CHICAGO, IL	40,000.00
8/10/2009	STANFORD INSTITUTE FOR ECONOMIC POLICY RESEARCH STANFORD, CA	60,000.00
10/23/2009	GLOBAL GOODS PARTNERS NEW YORK, NY	25,000.00
11/19/2009	NAPLES BOTANICAL GARDEN NAPLES, FL	500,000.00

THE KAPNICK FOUNDATION  
CHARITABLE CONTRIBUTIONS  
FYE 12/31/2009  
EIN: 36-7434011

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
11/30/2009	THE DUBIN BREAST CARE CENTER NEW YORK, NY	25,000.00
12/15/2009	CONSTITUTIONAL RIGHTS FOUNDATION CHICAGO, IL	25,000.00
12/15/2009	COLLEGE SUMMIT NY NEW YORK, NY	167,000.00
12/15/2009	ROOM TO READ SAN FRANCISCO, CA	200,000.00
12/15/2009	SEACHANGE CAPITAL PARTNERS NEW YORK, NY	243,216.00
12/21/2009	KENILWORTH UNION CHURCH KENILWORTH, IL	30,000.00
12/21/2009	DUKE UNIVERSITY DURHAM, NC	40,000.00
TOTAL CONTRIBUTIONS PAID *		<u>\$2,357,716.00</u>

\* ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE  
FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE  
CLASSIFIED UNDER SECTION 501 (c) (3) OF THE INTERNAL  
REVENUE CODE.



Statement Detail  
**KAPNICK FDN TRUST**  
 Realized Gains and Losses

Period Ended December 31, 2009

**YEAR TO DATE GAINS AND LOSSES**

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
ROYAL DUTCH SHELL PLC SPONSORED ADR	Jan 13 2004	Feb 10 2009	4,000.00	204,400.05	194,240.00	0.00	10,160.05	10,160.05	LT
CMIN SERIES A									
CISCO SYSTEMS, INC. CMN	Dec 31 2003	Jun 12 2009	20,000.00	392,991.84	484,600.00	0.00	(90,608.16)	(90,608.16)	LT
CITIGROUP INC. CMN	Dec 31 2003	Jun 12 2009	21,600.00	74,093.63	1,048,464.00	0.00	(974,370.37)	(974,370.37)	LT
COGENT COMMUNICATIONS GROUP IN CMN	VARIOUS	Jun 12 2009	4,759.00	38,881.92	21,130.00	0.00	17,751.92	17,751.92	LT
PROCTER & GAMBLE COMPANY (THE) CMN	Dec 31 2003	Jun 12 2009	7,000.00	367,207.75	349,580.00	0.00	17,627.75	17,627.75	LT
ROYAL DUTCH SHELL PLC SPONSORED ADR	Jan 13 2004	Jun 12 2009	12,800.00	681,696.64	611,856.00	0.00	69,840.64	69,840.64	LT
CMIN SERIES A									
CONOCOPHILLIPS CMN	Dec 31 2003	Dec 10 2009	20,000.00	1,013,193.93	655,700.00	0.00	357,493.93	357,493.93	LT
MEDTRONIC INC CMN	Dec 31 2003	Dec 10 2009	8,000.00	344,586.33	388,880.00	0.00	(44,293.67)	(44,293.67)	LT
PFIZER INC. CMN	Dec 31 2003	Dec 16 2009	8,500.00	156,626.31	300,305.00	0.00	(143,678.69)	(143,678.69)	LT
				Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	
LONG TERM GAINS				2,905,320.29	1,832,506.00	0.00	472,814.29	472,814.29	
LONG TERM LOSSES				969,298.11	2,722,249.00	0.00	(1,252,950.89)	(1,252,950.89)	
NET LONG TERM GAINS (LOSSES)				3,274,618.40	4,054,755.00	0.00	(780,076.60)	(780,076.60)	



Statement Detail  
**KAPNICK FDN TRUST**  
 Holdings

Period Ended December 31, 2009

**PUBLIC EQUITY**

	Quantity	Market Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>US EQUITY</b>								
<b>US STOCKS</b>								
BANK OF AMERICA CORP CMN (BAC)	10,000.00	15.0600	150,600.00	40.2150	402,150.00	(251,550.00)	0.2656	400.00
GOLDMAN SACHS GROUP, INC.(THE) CMN (GS)	60,000.00	168.8400	10,130,400.00	11.57	695,468.00	9,434,932.00	0.8292	84,000.00
JOHNSON & JOHNSON CMN (JNJ)	10,000.00	64.4100	644,100.00	51.6600	516,600.00	127,500.00	3.0430	19,600.00
MICROSOFT CORPORATION CMN (MSFT)	20,000.00	30.4800	609,600.00	27.3700	547,400.00	62,200.00	1.7060	10,400.00
<b>TOTAL US STOCKS</b>			<b>11,534,700.00</b>		<b>2,161,618.00</b>		<b>0.9918</b>	<b>114,400.00</b>

	Market Value	Unrealized Gain (Loss)	Estimated Annual Income
<b>TOTAL PORTFOLIO</b>	<b>11,534,700.00</b>	<b>2,161,618.00</b>	<b>114,743.74</b>

**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)		
		PFIC INCOME-CAP GAIN THRU HIGHBRIDGE LEV PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS	
							98,544.		
		PFIC INCOME-CAP GAIN GS CAP PARTNERS V, PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS	
							934,862.		
		PFIC INCOME-CAP GAIN GS MEZZ PRTRS 2006 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS	
							11,160.		
		LTC(L) - SEE STATEMENT I ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS	
3,274,678.		4,054,755.					-780,077.		
		LTC(L) THRU GS CAP PARTNERS III, LP K-1 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS	
							-5,514.		
TOTAL GAIN (LOSS) .....								<u>258,975.</u>	

TR2  
EAO.063061

**SULLIVAN & CROMWELL LLP**

TELEPHONE: 1-212-558-4000  
FACSIMILE: 1-212-558-9588  
WWW.SULLCROM.COM

*125 Broad Street  
New York, NY 10004-2498*

LOS ANGELES • PALO ALTO • WASHINGTON, D.C.

FRANKFURT • LONDON • PARIS

BEIJING • HONG KONG • TOKYO

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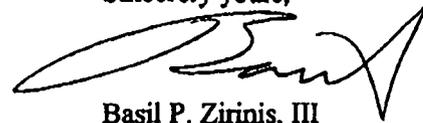
August 7, 2008

Trustees of the Kapnick Foundation Trust,  
c/o Mr. Richard B. Kapnick,  
Sidley Austin LLP,  
One South Dearborn Street,  
Chicago, Illinois 60603.

Dear Fellow Trustees:

I hereby resign as the Class C Trustee of the Kapnick Foundation Trust, an Illinois charitable trust under trust agreement dated August 15, 2004.

Sincerely yours,

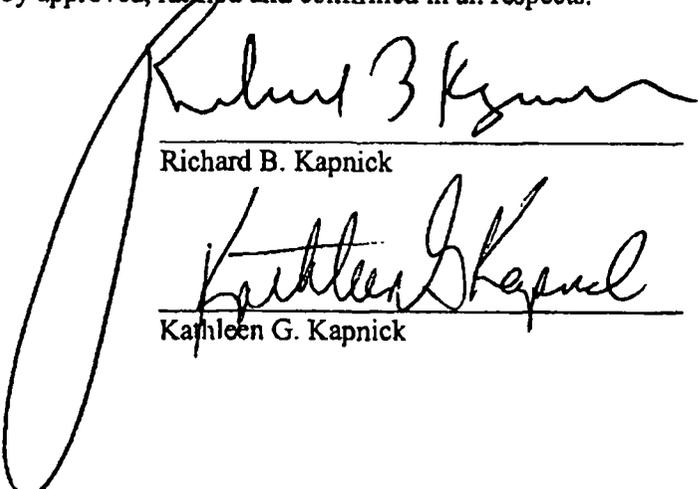


Basil P. Zirinis, III

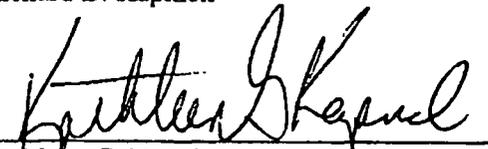
**THE KAPNICK FOUNDATION  
UNANIMOUS ACTION BY TRUSTEES**

The Trustees of The Kapnick Foundation unanimously agree as follows:

1. The Trustees accept the resignation of Basil Zirinis as the Class C Trustee and hereby appoint Scott B. Kapnick as the Class C Trustee. Scott B. Kapnick is also appointed to serve as Treasurer of The Kapnick Foundation and at his sole discretion may take any and all actions to manage the financial affairs and investments of the trust.
2. The contributions of The Foundation for the years ended December 31, 2006, December 31, 2007, and December 31, 2008 have been paid and committed as set forth on Exhibit I and are hereby approved, ratified and confirmed in all respects.
3. Multiyear commitments for the period January 1, 2009 to December 31, 2018 as set forth on Exhibit II are hereby approved, ratified and confirmed in all respects.



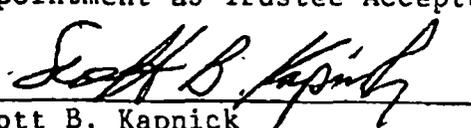
Richard B. Kapnick



Kathleen G. Kapnick

August 7, 2008

Appointment as Trustee Accepted



Scott B. Kapnick

## Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

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

<b>Type or print</b>	Name of Exempt Organization <b>THE KAPNICK FOUNDATION</b>	Employer identification number <b>36-7434011</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions <b>c/o BCRS ASSOCIATES, LLC; 100 WALL STREET - 11TH FLOOR</b>	
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>NEW YORK, NY 10005</b>	

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

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

● The books are in the care of ▶ BCRS ASSOCIATES, LLC

Telephone No. ▶ 212-440-0811 FAX No. ▶ N/A

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

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 16, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year 2009 or

▶  tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_\_.

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	<b>\$</b>	<b>31,250.00</b>
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	<b>\$</b>	<b>35,000.00</b>
<b>c Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	<b>\$</b>	<b>0.00</b>

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

Type or print  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>THE KAPNICK FOUNDATION</b>	Employer identification number <b>36-7434011</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>c/o BCRS ASSOCIATES, LLC; 100 WALL STREET - 11TH FL</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10005</b>	

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

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

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

- The books are in the care of **BCRS ASSOCIATES, LLC**  
 Telephone No. **212-440-0811** FAX No. **N/A**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15**, 20**10**.
- For calendar year **2009**, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_\_.
- If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- State in detail why you need the extension **ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$ <b>31,250.00</b>
<b>8b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$ <b>35,000.00</b>
<b>8c</b> Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$ <b>0.00</b>

**Signature and Verification**

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

Signature  Title **CPA** Date **08/16/2010**