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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

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

6 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 MINKIN FAMILY FOUNDATION		A Employer identification number 38-3259421
	Number and street (or P O box number if mail is not delivered to street address) 41000 WOODWARD AVENUE, SUITE 120 EAST		B Telephone number (248) 540-7377
	City or town, state, and ZIP code BLOOMFIELD HILLS, MI 48304-5133		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) \$ 1,766,132. (Part I, column (d) must be on cash basis)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		36,032.	36,032.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		132,486.			
b Gross sales price for all assets on line 6a 646,271.					
7 Capital gain net income (from Part IV, line 2)			132,486.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		168,518.	168,518.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		163.	0.		0.
b Accounting fees					
c Other professional fees					
17 Interest		16.	16.		0.
18 Taxes STMT 3		<1,599.>	107.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		7,062.	7,062.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,642.	7,185.		0.
25 Contributions, gifts, grants paid		54,570.			54,570.
26 Total expenses and disbursements. Add lines 24 and 25		60,212.	7,185.		54,570.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		108,306.			
b Net investment income (if negative, enter -0-)			161,333.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	123,225.	42,900.	42,900.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,375,902.	1,391,254.	1,576,824.
	c Investments - corporate bonds STMT 7	0.	143,341.	146,408.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)	18.	0.	0.	
16 Total assets (to be completed by all filers)	1,499,145.	1,577,495.	1,766,132.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,499,145.	1,577,495.		
30 Total net assets or fund balances	1,499,145.	1,577,495.		
31 Total liabilities and net assets/fund balances	1,499,145.	1,577,495.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,499,145.
2 Enter amount from Part I, line 27a	2	108,306.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,607,451.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	29,956.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,577,495.

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 SCHEDULE ATTACHED - WELLS FARGO SECURITIES		D		
b SCHEDULE ATTACHED - WELLS FARGO SECURITIES		P		
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 50,626.		17,772.	32,854.
b 595,645.		496,013.	99,632.
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) 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	
a			32,854.
b			99,632.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	132,486.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	103,629.	1,827,474.	.056706
2007	81,991.	2,076,361.	.039488
2006	76,301.	1,845,323.	.041348
2005	65,771.	1,677,247.	.039214
2004	61,435.	1,494,436.	.041109

2 Total of line 1, column (d)	2	.217865
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	.043573
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,474,442.
5 Multiply line 4 by line 3	5	64,246.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,613.
7 Add lines 5 and 6	7	65,859.
8 Enter qualifying distributions from Part XII, line 4	8	54,570.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,227.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,227.
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	3,227.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,600.	
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	1,373.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 1,373. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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 instructions) <input type="checkbox"/> MI		
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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>MICHAEL TOOTALIAN, CPA</u> Telephone no. ► <u>(248) 540-7377</u> Located at ► <u>41000 WOODWARD AVENUE, SUITE 120 EAST, BLOOMFIELD</u> ZIP+4 ► <u>48304</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		N/A

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

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

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

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

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

(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)?

☐ 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 instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(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
EDNA MINKIN	PRES., TREAS., SECR.			
4823 WEST WICKFORD				
BLOOMFIELD HILLS, MI 48302	0.00	0.	0.	0.
DR. RICHARD A. MINKIN	ASS'T. SECR.			
920 ARDMOOR DR.				
BLOOMFIELD HILLS, MI 48301	0.00	0.	0.	0.
JEROLD R. MINKIN	ASS'T. SECR.			
6171 PICKWOOD				
WEST BLOOMFIELD, MI 48322	0.00	0.	0.	0.
ROBERT E. KASS	ASS'T. SECR.			
211 WEST FORT STREET, 15TH FLOOR				
DETROIT, MI 48226	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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	0.00	0.	0.	0.

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

0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A		0.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,281,626.
b	Average of monthly cash balances	1b	215,269.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,496,895.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,496,895.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,453.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,474,442.
6	Minimum investment return. Enter 5% of line 5	6	73,722.

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

1	Minimum investment return from Part X, line 6	1	73,722.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,227.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,227.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	70,495.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	70,495.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	70,495.

Part XII Qualifying Distributions (see 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	54,570.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	54,570.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	54,570.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				70,495.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	11,343.			
f Total of lines 3a through e	11,343.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	54,570.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				54,570.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	11,343.			11,343.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				4,582.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

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).)

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.

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- 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				
SEE STATEMENT 9				
Total			▶ 3a	54,570.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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



- | | | Yes | No |
|---|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
 Signature of officer or trustee		8-4-10 Date	
		ASSISTANT SECRETARY Title	
Paid Preparer's Use Only	Preparer's signature 	Date 7/21/2010	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code PURDY, DONOVAN & BEAL, LLP 41000 WOODWARD AVE., SUITE 120 EAST BLOOMFIELD HILLS, MI 48304-5133	Preparer's identifying number P00165700	EIN ▶ 38-1339335
			Phone no. (248) 540-7377

Form **990-PF** (2009)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO SECURITIES	36,032.	0.	36,032.
TOTAL TO FM 990-PF, PART I, LN 4	36,032.	0.	36,032.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	163.	0.		0.
TO FM 990-PF, PG 1, LN 16A	163.	0.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAXES	107.	107.		0.
FEDERAL EXCISE TAX	<1,706.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<1,599.>	107.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	6,937.	6,937.		0.
WELLS FARGO FEE	125.	125.		0.
TO FORM 990-PF, PG 1, LN 23	7,062.	7,062.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
DESCRIPTION - ADJUSTMENT FOR BASIS OF SECURITIES SOLD - SECURITIES RECEIVED AS DONATION - RECORDED ORIGINALLY AT FAIR MARKET (STEPPED-UP BASIS) - GAIN/LOSS DETERMINED BASED ON ORIGINAL COST		AMOUNT	
		29,956.	
TOTAL TO FORM 990-PF, PART III, LINE 5		29,956.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MARKETABLE SECURITIES	1,391,254.	1,576,824.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,391,254.	1,576,824.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MARKETABLE SECURITIES-NOTES	143,341.	146,408.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	143,341.	146,408.	

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDEND RECEIVABLE	18.	0.	0.
TO FORM 990-PF, PART II, LINE 15	18.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADAT SHALOM SYNAGOGUE 29901 MIDDLEBELT ROAD FARMINGTON HILLS, MI 48334	GENERAL CHARITABLE PURPOSES	501(C)(3)	17,500.
ALZHEIMER'S ASSOCIATION 20300 CIVIC CENTER, SUITE 100 SOUTHFIELD, MI 48076	GENERAL CHARITABLE PURPOSES	501(C)(3)	7,500.
AMERICAN CANCER SOCIETY 18505 W. TWELVE MILE ROAD SOUTHFIELD, MI 48076	GENERAL CHARITABLE PURPOSES	501(C)(3)	136.
AMERICAN HEART ASSOCIATION 31201 STONE GATE COURT FARMINGTON HILLS, MI 48331	GENERAL CHARITABLE PURPOSES	501(C)(3)	250.
B'NAI B'RITH YOUTH ORGANIZATION 6600 WEST MAPLE ROAD WEST BLOOMFIELD, MI 48322	GENERAL CHARITABLE PURPOSES	501(C)(3)	500.
BOYS AND GIRLS CLUB SOUTH OAKLAND COUNTY 1545 EAST LINCOLN ROYAL OAK, MI 48067	GENERAL CHARITABLE PURPOSES	501(C)(3)	50.
CAMP GAN ISRAEL 715 HILL STREET ANN ARBOR, MI 48104	GENERAL CHARITABLE PURPOSES	501(C)(3)	250.
CONGREGATION BETH SHALOM 14601 LINCOLN STREET OAK PARK, MI 48237	GENERAL CHARITABLE PURPOSES	501(C)(3)	9,786.

THE MINKIN FAMILY FOUNDATION

38-3259421

CROHNS & COLITIS FOUNDATION OF AMERICAN (CCFA) - 31313 NORTHWESTERN HIGHWAY, SUITE 209 FARMINGTON HILLS, MI 48334	GENERAL CHARITABLE PURPOSES	501(C)(3)	400.
DETROIT PUBLIC TELEVISION 1 CLOVER COURT WIXOM, MI 48393-2247	GENERAL CHARITABLE PURPOSES	501(C)(3)	100.
EPILEPSY FOUNDATION OF MICHIGAN 20300 CIVIC CENTER, SUITE 250 SOUTHFIELD, MI 48076	GENERAL CHARITABLE PURPOSES	501(C)(3)	150.
FRIENDS OF THE ISRAEL DEFENSE FORCES P.O. BOX 999 WALLED LAKE, MI 48390	GENERAL CHARITABLE PURPOSES	501(C)(3)	1,636.
GLEANERS COMMUNITY FOOD BANK 2131 BEAUFAIT DETROIT, MI 48207	GENERAL CHARITABLE PURPOSES	501(C)(3)	100.
HEBREW BENEVOLENT SOCIETY 26640 GREENFIELD ROAD OAK PARK, MI 48237	GENERAL CHARITABLE PURPOSES	501(C)(3)	200.
HEBREW FREE LOAN ASSOCIATION 6735 TELEGRAPH ROAD, SUITE 300 BLOOMFIELD HILLS, MI 48301	GENERAL CHARITABLE PURPOSES	501(C)(3)	1,276.
HENRY FORD HEALTH SYSTEM 1 FORD PLACE - 5A DETROIT, MI 48202-3450	GENERAL CHARITABLE PURPOSES	501(C)(3)	250.
HILLEL, THE FOUNDATION FOR JEWISH CAMPUS LIFE 800 EIGHTH STREET, NW WASHINGTON, DC 20001	GENERAL CHARITABLE PURPOSES	501(C)(3)	610.
HOSPICE OF PALM BEACH COUNTY 5300 EAST AVENUE WEST PALM BEACH , FL 33407	GENERAL CHARITABLE PURPOSES	501(C)(3)	100.

THE MINKIN FAMILY FOUNDATION

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ISAAC AGREE DOWNTOWN SYNAGOGUE 1457 GRISWOLD DETROIT, MI 48226	GENERAL CHARITABLE PURPOSES	501(C)(3)	580.
JARC - 30301 NORTHWESTERN HIGHWAY, SUITE 100 FARMINGTON HILLS, MI 48334	GENERAL CHARITABLE PURPOSES	501(C)(3)	300.
JCC KIDS ALL TOGETHER 6600 WEST MAPLE ROAD WEST BLOOMFIELD, MI 48322	GENERAL CHARITABLE PURPOSES	501(C)(3)	100.
JEWISH COMMUNITY CENTER 6600 WEST MAPLE ROAD WEST BLOOMFIELD, MI 48322	GENERAL CHARITABLE PURPOSES	501(C)(3)	150.
JEWISH HOSPICE 6555 WEST MAPLE ROAD WEST BLOOMFIELD, MI 48322-4926	GENERAL CHARITABLE PURPOSES	501(C)(3)	500.
JEWISH NATIONAL FUND 27600 FARMINGTON ROAD, SUITE 204 FARMINGTON HILLS, MI 48334	GENERAL CHARITABLE PURPOSES	501(C)(3)	800.
JEWISH SPORTS FOUNDATION 2000 OAKLEY PARK ROAD, SUITE 104 WALLED LAKE, MI 48390	GENERAL CHARITABLE PURPOSES	501(C)(3)	700.
JEWISH THEOLOGICAL SEMINARY 6735 TELEGRAPH ROAD, SUITE 310 BLOOMFIELD HILLS, MI 48301	GENERAL CHARITABLE PURPOSES	501(C)(3)	7,000.
JUVENILE DIABETES RESEARCH FOUNDATION 24359 NORTHWESTERN HIGHWAY, SUITE 225 SOUTHFIELD, MI 48075	GENERAL CHARITABLE PURPOSES	501(C)(3)	275.
KADIMA 15999 W. 12 MILE ROAD SOUTHFIELD, MI 48076	GENERAL CHARITABLE PURPOSES	501(C)(3)	350.

THE MINKIN FAMILY FOUNDATION

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KARMANOS CANCER INSTITUTE 4100 JOHN R. DETROIT, MI 48201	GENERAL CHARITABLE PURPOSES	501(C)(3)	500.
LUBAVITCH CHEDER 14100 W. 9 MILE ROAD OAK PARK, MI 48237	GENERAL CHARITABLE PURPOSES	501(C)(3)	118.
MARCH OF DIMES ASSOCIATION 27600 NORTHWESTERN HIGHWAY, SUITE 150 SOUTHFIELD, MI 48034	GENERAL CHARITABLE PURPOSES	501(C)(3)	100.
MDA P.O. BOX 79071 PHOENIX, AZ 85062	GENERAL CHARITABLE PURPOSES	501(C)(3)	120.
MEMORIAL SLOAN-KETTERING FOUNDATION 1275 YORK AVENUE NEW YORK, NY 10065	GENERAL CHARITABLE PURPOSES	501(C)(3)	100.
MICHIGAN PARALYZED VETERANS ASSOCIATION 40550 GRAND RIVER AVENUE NOVI, MI 48375-2808	GENERAL CHARITABLE PURPOSES	501(C)(3)	52.
SALVATION ARMY 16130 NORTHLAND DRIVE SOUTHFIELD, MI 48075	GENERAL CHARITABLE PURPOSES	501(C)(3)	60.
SPECIAL OLYMPICS MI CENTRAL MICHIGAN UNIVERSITY MT. PLEASANT, MI 48859	GENERAL CHARITABLE PURPOSES	501(C)(3)	98.
UM COMPREHENSIVE CANCER CENTER 1500 EAST MEDICAL CENTER DRIVE, CCGC 6-303 ANN ARBOR, MI 48109-0944	GENERAL CHARITABLE PURPOSES	501(C)(3)	75.
YAD EZRA 2850 WEST ELEVEN MILE ROAD BERKLEY, MI 48072	GENERAL CHARITABLE PURPOSES	501(C)(3)	298.

THE MINKIN FAMILY FOUNDATION

38-3259421

YESHIVA BETH YEHUDAH
15751 WEST LINCOLN DRIVE
SOUTHFIELD, MI 48037

GENERAL CHARITABLE
PURPOSES

501(C)(3) 1,000.

YESHIVA DARCHEI TORAH
21550 W. TWELVE MILE ROAD
SOUTHFIELD, MI 48076

GENERAL CHARITABLE
PURPOSES

501(C)(3) 500.

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

54,570.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► 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 and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization	Employer identification number
	THE MINKIN FAMILY FOUNDATION	38-3259421
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. 41000 WOODWARD AVENUE, SUITE 120 EAST	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BLOOMFIELD HILLS, MI 48304-5133	

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 |

MICHAEL TOOTALIAN, CPA - 41000 WOODWARD AVENUE, SUITE

- The books are in the care of ► **120 EAST - BLOOMFIELD HILLS, MI 48304**
Telephone No. ► **(248) 540-7377** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► ☐. If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension will cover

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2009** or
► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 4,600.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 600.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 4,000.

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

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

Form **8868** (Rev. 4-2009)

THE MINKIN FAMILY FOUNDATION
41000 WOODWARD AVENUE, SUITE 120 EAST
BLOOMFIELD HILLS, MI 48304-5133

#38-3259421
FORM 990-PF
2009

SHARES	DESCRIPTION OF PROPERTY	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	TAX GAIN/ (LOSS)
200 SHS	ZIMMER HOLDINGS INC	D	03/10/93	03/13/09	7,284 15	1,409 69	5,874 46
500 SHS	WYETH	D	11/09/99	10/16/09	16,500 00	6,230 60	10,269 40
500 SHS	WYETH	D	11/09/99	10/16/09	8,626 14	8,626 14	0 00
300 SHS	CATERPILLAR INC	D	12/18/02	11/16/09	18,215 73	1,505 66	16,710 07
D - DONATED							
TOTAL					50,626 02	17,772 09	32,853 93
100,000	AMERICAN FDS US TREAS MONEY FD	P	09/22/08	03/13/09	100,100 92	100,100.92	0 00
357 SHS	AMERICAN TOWER CORP CL A	P	07/20/04	03/13/09	10,350.44	4,191.64	6,158 80
1,000 SHS	CAMERON INT'L CRP	P	11/23/04	03/13/09	20,511 68	11,771 56	8,740 12
300 SHS	MCDONALDS CORP	P	10/29/02	03/13/09	15,716 66	5,400.94	10,315 72
190 SHS	TRANSOCEAN LTD ORD SHS	P	04/25/05	03/13/09	10,516 93	14,748 77	(4,231.84)
400 SHS	GENENTECH INC	P	10/29/02	03/26/09	38,000.00	8,252.75	29,747 25
FRAC SHS	TIME WARNER CABLE	P	10/03/06	03/27/09	8 56	19.77	(11 21)
FRAC SHS	TIME WARNER, INC NEW	P	10/03/06	04/02/09	12 30	23 77	(11 47)
50,000	VIACOM INC CALLABLE NOTES	P	04/21/09	05/18/09	51,750 00	50,437.50	1,312 50
1,000 SHS	ALCOA INC	P	11/23/04	06/16/09	11,442 20	27,659 18	(16,216 98)
1,000 SHS	DOW CHEMICAL CO	P	10/03/06	06/16/09	16,719 56	32,841 25	(16,121 69)
1,000 SHS	DUKE ENERGYCORP	P	06/18/03	06/16/09	14,469 62	12,407 36	2,062 26
800 SHS	INTERNATIONAL PAPER CO	P	11/23/04	06/16/09	12,295 68	30,619 25	(18,323 57)
400 SHS	INTUIT INC	P	02/22/05	06/16/09	11,134 87	8,203 05	2,931.82
200 SHS	LIBERTY GLOBAL INC SER C	P	12/23/08	06/16/09	2,940.72	2,573 08	367 64
300 SHS	LIBERTY GLOBAL INC SER C	P	08/17/05	06/16/09	4,412 88	6,536 94	(2,124.06)
300 SHS	NEWMONT MINING CORP	P	11/27/00	06/16/09	12,719 45	4,568 85	8,150 60
300 SHS	PATTERSON-UTI ENERGY INC	P	07/20/04	06/16/09	4,254 09	5,240 25	(986 16)
400 SHS	QUALCOMM INC	P	12/12/97	06/16/09	17,714.47	1,117.88	16,596 59
200 SHS	QUALCOMM INC	P	04/24/97	06/16/09	8,862 44	558 94	8,303 50
200 SHS	TEXAS INSTRUMENTS INC	P	03/01/01	06/16/09	4,198.39	5,907.50	(1,709.11)
167 SHS	TIME WARNER CABLE INC	P	10/03/06	06/16/09	5,133 88	7,658.16	(2,524 28)
300 SHS	WEYERHAEUSER CO	P	04/13/04	06/16/09	9,680 35	20,018.25	(10,337 90)
1,500 SHS	WORTHINGTON INDS INC	P	10/03/06	06/16/09	20,955.54	17,752 25	3,203 29
FRAC. SHS	PFIZER, INC.	P	11/09/99	10/16/09	8 86	8 76	0.10
1,000 SHS	SCHERING-PLOUGH	P	06/18/03	11/04/09	10,500 00	10,833 10	(333 10)
300 SHS	SCHLUMBERGER LTD	P	11/23/04	11/16/09	20,378 07	9,995.44	10,382 63
FRAC SHS	MERCK	P	06/18/03	11/04/09	22 76	17 91	4 85
200 SHS	APACHE CORP	P	01/19/99	11/16/09	20,139.88	1,960.93	18,178.95
500 SHS	BAKER HUGHES INC	P	11/23/04	11/16/09	21,850 98	19,585 50	2,265 48
400 SHS	EBAY INC	P	10/03/06	11/16/09	9,555.75	14,939.00	(5,383 25)
1,200 SHS	INTERNATIONAL PAPER CO	P	03/13/09	11/16/09	30,529 61	8,593.96	21,935 65
1,740 SHS	LIBERTY MEDIA INTERACTIVE A	P	03/13/09	11/16/09	19,055.01	5,175 95	13,879 06
260 SHS	LIBERTY MEDIA INTERACTIVE A	P	09/24/01	11/16/09	2,847 31	4,205.18	(1,357.87)
200 SHS	NEWMONT MINING CORP	P	11/27/00	11/16/09	10,576 22	3,045 90	7,530.32
200 SHS	QUALCOMM INC	P	04/24/97	11/16/09	9,132.36	558.94	8,573 42
400 SHS	WEYERHAEUSER CO	P	02/22/05	11/16/09	15,846 67	11,035.00	4,811 67
300 SHS	WEYERHAEUSER CO	P	03/13/09	11/16/09	11,885.01	19,100 06	(7,215.05)
FRAC SHS	AOL, INC	P	10/03/06	12/10/09	16 87	17.96	(1 09)
8,000	TELUS CORP CPN 8% DTD 5/30/01	P	04/06/09	12/31/09	8,779.44	8,330 00	449 44
P - PURCHASE							
TOTAL					595,026 43	496,013.40	99,013 03