Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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: DAVID B. LICHTENSTEIN FOUNDATION

A Employer identification number: 43-6033786

Number and street (or P O box number if mail is not delivered to street address): 20 COUNTRY AIRE DRIVE — Room/suite:

B Telephone number (see page 10 of the instructions): (314) 290-3300

City or town, state, and ZIP code: SAINT LOUIS, MO 63131

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 13,994,313.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ____________________
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	11,787.	11,787.		ATCH 1
	4 Dividends and interest from securities	81,250.	81,250.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-157,078.			
	b Gross sales price for all assets on line 6a 19,509,902.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-64,041.	93,037.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	39,205.	15,200.		24,005.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	1,675.	419.	0.	1,256.
	b Accounting fees (attach schedule) ATCH 4	9,225.	2,306.	0.	6,919.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	1,671.	722.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	1,322.	331.		991.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	53,098.	18,978.	0.	33,171.
	25 Contributions, gifts, grants paid	612,000.			612,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	665,098.	18,978.	0.	645,171.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-729,139.			
	b **Net investment income** (if negative, enter -0-)		74,059.		
	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			
2	Savings and temporary cash investments	8,729,126.	2,476,546.	2,476,546.
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)	30,000.	30,000.	ATCH 7 30,000.
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) ATCH 8	4,694,276.	9,908,559.	10,541,847.
c	Investments - corporate bonds (attach schedule) ATCH 9	0.	900,000.	945,920.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,453,402.	13,315,105.	13,994,313.
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 ▶ ATCH 10)	359,833.	950,675.	
23	**Total liabilities** (add lines 17 through 22)	359,833.	950,675.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	13,093,569.	12,364,430.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	13,093,569.	12,364,430.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	13,453,402.	13,315,105.	

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	13,093,569.
2	Enter amount from Part I, line 27a	2	-729,139.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,364,430.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,364,430.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** -157,078.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 **3**

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

(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	1,011,072.	14,608,727.	0.069210
2007	753,165.	16,462,445.	0.045750
2006	795,175.	16,528,331.	0.048110
2005	955,425.	15,971,561.	0.059820
2004	404,416.	15,395,130.	0.026269

2	**Total** of line 1, column (d)	2	0.249159
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049832
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	12,194,255.
5	Multiply line 4 by line 3	5	607,664.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	741.
7	Add lines 5 and 6	7	608,405.
8	Enter qualifying distributions from Part XII, line 4	8	645,171.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	741.
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	741.
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	741.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 20,756.		
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	20,756.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	20,015.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 20,015. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	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? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MO,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RUBINBROWN LLP Telephone no. ▶ (314)290-3300

Located at ▶ ONE NORTH BRENTWOOD ST. LOUIS, MO ZIP + 4 ▶ 63105

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. — Yes / No

1a During the year did the foundation (either directly or indirectly):

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

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

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

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

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

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

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X	

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? ☐ Yes ☒ No

If "Yes," list the years ▶ ________ , ________ , ________ , ________

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)	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? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*	3b		
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)*

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes	☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?			**5b**	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	☐ Yes	☐ No		
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? *If "Yes" to 6b, file Form 8870*			**6b**	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			**7b**	X

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 11		39,205.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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
NONE		

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	6,360,714.
b	Average of monthly cash balances	1b	6,014,494.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	4,746.
d	**Total** (add lines 1a, b, and c)	1d	12,379,954.
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	12,379,954.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	185,699.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,194,255.
6	**Minimum investment return.** Enter 5% of line 5	6	609,713.

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	609,713.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	741.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	741.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	608,972.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	608,972.
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	608,972.

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	645,171.
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	645,171.
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	741.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	644,430.

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				608,972.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only				
b	Total for prior years 20 07 ,20 06 ,20 05				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 ... 0.				
b	From 2005				
c	From 2006				
d	From 2007				
e	From 2008 ... 137,564.				
f	**Total** of lines 3a through e	137,564.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 645,171.				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				608,972.
e	Remaining amount distributed out of corpus	36,199.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	173,763.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	173,763.			
10	Analysis of line 9:				
a	Excess from 2005				
b	Excess from 2006				
c	Excess from 2007				
d	Excess from 2008 ... 137,564.				
e	Excess from 2009 ... 36,199.				

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

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

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	
2a 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).)

DAVID AND DORIS LICHTENSTEIN

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:

ATTACHMENT 12

b The form in which applications should be submitted and information and materials they should include.

NO PRECISE FORMAT

c Any submission deadlines:

NONE

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

100% OF THE AWARD MUST REMAIN IN MISSOURI

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 Paid during the year				
ATTACHMENT 13				
Total . . . ▶ **3a**				612,000.
b Approved for future payment				
N/A				0.
Total . . . ▶ **3b**				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11,787.	
4 Dividends and interest from securities			14	81,250.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-157,078.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		-64,041.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 -64,041.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	N/A

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
			N/A

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		

Sign Here

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] 5/18/10 Chairman

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature [signature]	Date 5-18-10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00325547
Firm's name (or yours if self-employed), address, and ZIP code	RUBINBROWN LLP ONE NORTH BRENTWOOD SAINT LOUIS, MO 63105	EIN 43-0765316	Phone no 314-290-3300

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)	
		SSB SHORT-TERM - DETAIL ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
17861427.		17367364.					494,063.	
		SSB LONG-TERM - DETAIL ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,632,693.		2,299,616.					-666,923.	
		SECURITIES SETTLEMENT FUNDS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
15,782.							15,782.	
TOTAL GAIN(LOSS)							-157,078.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VARIOUS		11,787.	11,787.
	TOTAL	11,787.	11,787.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VARIOUS		81,250.	81,250.
	TOTAL	81,250.	81,250.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GREEN JACOBSON, PC	1,675.	419.		1,256.
TOTALS	1,675.	419.	0.	1,256.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
RUBINBROWN LLP		9,225.	2,306.		6,919.
	TOTALS	9,225.	2,306.	0.	6,919.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX ON DIVIDENDS	418.	418.
STATE TAXES	336.	304.
FEDERAL TAXES	917.	
TOTALS	1,671.	722.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DUES	495.	124.	371.
INSURANCE	725.	181.	544.
BANK FEES	102.	26.	76.
TOTALS	1,322.	331.	991.

FORM 990PF, PART II - RECEIVABLES DUE FROM OFFICERS, ETC.

BORROWER: ARLENE FRAZIER-FORMER DIRECTOR

ORIGINAL AMOUNT:	55,479.
REPAYMENT TERMS:	N/A-MO ATTY GENERAL AND COURTS DETERMINE
SECURITY PROVIDED:	N/A-CIVIL COURT JUDGEMENT
PURPOSE OF LOAN:	N/A-CIVIL COURT JUDGEMENT
DESCRIPTION AND FMV OF CONSIDERATION:	N/A

BEGINNING BALANCE DUE	30,000.
ENDING BALANCE DUE	30,000.
ENDING FAIR MARKET VALUE	30,000.
TOTAL BEGINNING RECEIVABLES DUE FROM OFFICERS, ETC.	30,000.
TOTAL ENDING BOOK - RECEIVABLES DUE FROM OFFICERS, ETC.	30,000.
TOTAL ENDING FMV - RECEIVABLES DUE FROM OFFICERS, ETC.	30,000.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TRANSPORT HOLDINGS	345.	345.	345.
US HOME FINANCE CORP	3,770.	3,771.	3,888.
AMBASSADOR	169.	169.	169.
FOX ST LOUIS	345.	345.	345.
SMITH BARNEY COMMON-SEE ATTCH.	4,326,145.	9,701,908.	10,326,680.
UNSETTLED TRADES (NET)	63,502.	0.	0.
SMITH BARNEY PFD-SEE ATTCH.	300,000.	100,000.	103,110.
EXCHANGE TRADED FUND	0.	102,021.	107,310.
TOTALS	4,694,276.	9,908,559.	10,541,847.

THE DAVID B. LICHTENSTEIN

Common stocks & options

Equity Weighting by Economic Sector

The "Equity Weighting by Economic Sector" represents the common stocks in your account. It does not include convertible preferred or other types of equity securities that you may own. Citi Investment Research & Analysis (CIRA) Sector recommendations are intended for capital appreciation oriented investors seeking to outperform the S&P 500. These Sector allocation recommendations may not be appropriate for all investors. Past performance is no guarantee of future results.

Citi Investment Research & Analysis (CIRA), Morgan Stanley & Co. Incorporated (Morgan Stanley) and Standard & Poor's research ratings may be shown for certain securities. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating. Where a particular company is covered by both CIRA and Morgan Stanley, you can and should view both research reports. CIRA and Morgan Stanley research reports may contain different or conflicting information about the subject companies of such research reports because they are prepared separately from each other. CIRA stock recommendations include an investment rating and a risk rating. The Investment Rating Code (1, 2 or 3) is a function of CIRA's expectation of total return (forecast price appreciation and dividend yield within the next twelve months) and a Risk Rating. The Risk Rating (L, M, H or S) represents the stock's expected risk, taking into account price volatility and fundamental criteria. Please refer to the end of this statement for a guide describing CIRA ratings. Morgan Stanley and Standard & Poor's research ratings have been normalized by these providers to a 1 (Buy), 2 (Hold), and 3 (Sell). Morgan Stanley Smith Barney is not the author of, does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared by Standard & Poor's.

Sector	% of assets	Citi Sector weight	Sector	% of assets	Citi Sector weight
Energy	.99	13.00	Materials	3.33	3.40
Consumer discretionary	18.32	10.50	Consumer staples	10.30	11.00
Health Care	17.89	10.40	Financials	1.27	13.60
Information technology	47.90	20.90			

Energy

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
3,400	HALLIBURTON CO HOLDINGS CO Rating: Citigroup : 1H Morgan Stanley : 1 S&P : 2	HAL	11/30/09	$ 100,751.55	$ 29.458	$ 30.09	$ 102,306 00	$ 1,554.45	ST	1.54	1.196%	$ 1,224.00
Subtotal for energy				$ 100,751.55			$ 102,306 00	$ 1,554.45			1.19	$ 1,224.00

Materials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
6,000	BARRICK GOLD CORP CAD Rating: Citigroup : 1M Morgan Stanley : 1 S&P : 2	ABX	08/25/09	$ 209,877.46	$ 34.806	$ 39.38	$ 236,280.00	$ 26,402.54	ST	12.58	1.015%	$ 2,400.00

THE DAVID B. LICHTENSTEIN

Materials *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
-60	CALL BXJ JAN 10 @ 35.00 BARRICK GOLD CORP CAD 100 SHS EXP: 01/16/2010 SHORT CALL Covered		08/25/09	$ -19,479.39 Short sale proceeds	$ 3.246	$ 4.60	$ -27,600.00 Cost to close	($ 8,120.61)	ST			
9,500	YAMANA GOLD INC-CAD	AUY	08/25/09	87,337.41	9.12	11.38	108,110.00	20,772.59	ST	23.78	.351	380.00
-95	CALL AUY JAN 10 @ 9.00 YAMANA GOLD INC-CAD 100 SHS EXP: 01/16/2010 SHORT CALL Covered		08/25/09	-11,536.71 Short sale proceeds	1.25	2.40	-22,800 00 Cost to close	(11,263.29)	ST			
Subtotal for materials				**$ 297,214.87**			**$ 344,390.00**	**$ 47,175.13**			**.80**	**$ 2,780.00**

Consumer discretionary

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
2,000	AMAZON COM INC	AMZN	10/01/09	$ 182,816.43	$ 91.007	$ 134.52	$ 269,040.00	$ 86,223.57	ST	47.16		
1,000	**Rating:** Citigroup : 1H		10/26/09	123,105.45	122.546	134.52	134,520.00	11,414.55	ST	9.27		
3,000	Morgan Stanley : 1		11/09/09	383,102.86	127.21	134.52	403,560.00	20,457.14	ST	5.34		
1,000	S&P : 2		12/22/09	134,292.50	133.734	134.52	134,520 00	227.50	ST	.17		
1,000			12/30/09	136,545.26	135.986	134.52	134,520 00	(2,025.26)	ST	(1.48)		
8,000				**959,862.50**	**119.983**		**1,076,160.00**	**116,297.50**		12.12		
-30	CALL QZN APR 10 @ 125.00 AMAZON COM INC 100 SHS EXP: 04/17/2010 SHORT CALL Covered		12/18/09	-42,981.24 Short sale proceeds	14.45	18 54	-55,620 00 Cost to close	(12,638.76)	ST			
2,000	FORD MOTOR COMPANY **Rating:** Citigroup : 3S S&P : 3	F	12/30/09	**20,116.13**	9.928	10.00	**20,000.00**	**(116.13)**	ST	(.58)		
1,000	HOME DEPOT INC **Rating:** Citigroup : 1M Morgan Stanley : 2 S&P : 2	HD	12/22/09	**29,541.00**	29.267	28.93	**28,930.00**	**(611.00)**	ST	(2.07)	**3.11**	**900.00**
5,000	NETFLIX INC	NFLX	12/17/09	270,031.49	53.768	55.09	275,450.00	5,418.51	ST	2.01		
1,000	**Rating:** Citigroup : 2H		12/22/09	54,614.12	54.26	55 09	55,090 00	475.88	ST	.87		
6,000	Morgan Stanley : 1 S&P*Quantitative : 2			**324,645.61**	**54.108**		**330,540.00**	**5,894 39**		1.82		

THE DAVID B. LICHTENSTEIN

Consumer discretionary *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,000	PANERA BREAD CO CL A **Rating:** Morgan Stanley : 2 S&P : 3	PNRA	10/28/09	$ 59,514.52	$ 59.144	$ 66.94	$ 66,940.00	$ 7,425.48	ST	12.48		
-10	CALL UPA FEB 10 @ 65.00 PANERA BREAD CO CL A 100 SHS EXP: 02/20/2010 SHORT CALL Covered		10/30/09	-2,617.15 Short sale proceeds	2.70	4.15	-4,150.00 Cost to close	(1,532.85)	ST			
500	PRICELINE.COM INC (NEW) **Rating:** Citigroup : 1H Morgan Stanley : 2 S&P : 2	PCLN	11/10/09	104,197.87	207.837	218.41	109,205.00	5,007.13	ST	4.81		
1,000			12/22/09	221,281.00	220.722	218.41	218,410.00	(2,871.00)	ST	(1.30)		
1,500				325,478.87	216.986		327,615.00	2,136.13		.66		
-5	CALL PNE APR 10 @ 210.00 PRICELINE.COM INC (NEW) 100 SHS EXP: 04/17/2010 SHORT CALL Covered		12/18/09	-11,821.06 Short sale proceeds	23.90	24.50	-12,250.00 Cost to close	(428.94)	ST			
1,000	RADIOSHACK CORP **Rating:** Morgan Stanley : 1 S&P : 3	RSH	11/09/09	20,533.17	20.307	19.50	19,500.00	(1,033.17)	ST	(5.03)	1.282	250.00
1,000	VITAMIN SHOPPE INC	VSI	10/28/09	19,138.66	18.923	22.24	22,240.00	3,101.34	ST	16.20		
Subtotal for consumer discretionary				$ 1,758,830.46			$ 1,891,925 00	$ 133,094.54			.06	$ 1,150.00

Consumer staples

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
14,500	CVS CAREMARK CORP **Rating:** Citigroup : 1M Morgan Stanley : 1 S&P : 1	CVS	08/04/09	$ 500,640.23	$ 34.369	$ 32.21	$ 467,045.00	($ 33,595.23)	ST	(6.71)	.946%	$ 4,422.50
-145	CALL CVS FEB 10 @ 29.00 CVS CAREMARK CORP 100 SHS EXP: 02/20/2010 SHORT CALL Covered		11/05/09	-28,407.43 Short sale proceeds	2.00	3.60	-52,200.00 Cost to close	(23,792.57)	ST			
4,100	COCA-COLA CO **Rating:** Citigroup : 1L S&P : 1	KO	07/06/09	201,709.24	48.968	57.00	233,700.00	31,990.76	ST	15.86	2.877	6,724 00

MorganStanley
SmithBarney

Ref: 00003788 00091385

Reserved Client
Financial Management Account
December 1 - December 31, 2009

THE DAVID B. LICHTENSTEIN

Consumer staples *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
-41	CALL KO FEB 10 @ 55.00 COCA-COLA CO 100 SHS EXP: 02/20/2010 SHORT CALL Covered		11/02/09	**$ -6,722.66** Short sale proceeds	$ 1.69	$ 2.765	**$ -11,336.50** Cost to close	**($ 4,613.84)**	ST			
1,500	KIMBERLY CLARK CORP **Rating:** Citigroup : 1L S&P : 2	KMB	11/30/09	**99,520.35**	66.002	63.71	**95,565 00**	**(3,955.35)**	ST	(3.97)	**3.767**	**3,600.00**
5,000	WAL-MART STORES INC **Rating:** Citigroup : 2M Morgan Stanley : 1 S&P : 1	WMT	08/13/09	**258,993.09**	51.567	53.45	**267,250.00**	**8,256.91**	ST	3.19	**2.039**	**5,450.00**
Subtotal for consumer staples				**$ 1,060,862.91**			**$ 1,063,560.00**	**$ 2,697.09**			**1.89**	**$ 20,196.50**

Health care

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
8,000	CELGENE CORP	CELG	04/25/07	$ 493,059.23	$ 61.381	$ 55.68	$ 445,440 00	($ 47,619.23)	LT	(9.66)		
800	**Rating:** Citigroup : 1M		11/04/08	51,678.25	64.179	55.68	44,544.00	(7,134.25)	LT	(13.81)		
8,800	Morgan Stanley : 1 S&P : 1			**544,737.48**	**61.902**		**489,984.00**	**(54,753.48)**		(10.05)		
5,000	EXPRESS SCRIPTS INC.COMMON	ESRX	08/13/09	339,048.72	67.528	86.42	432,100.00	93,051.28	ST	27.44		
1,000	**Rating:** Citigroup : 1H		12/22/09	88,197.19	87.736	86.42	86,420.00	(1,777.19)	ST	(2.02)		
6,000	S&P : 1			**427,245.91**	**71.208**		**518,520.00**	**91,274.09**		21.36		
-25	CALL XTQ FEB 10 @ 65.00 EXPRESS SCRIPTS INC.COMMON 100 SHS EXP: 02/20/2010 SHORT CALL Covered		08/13/09	**-19,734.25** Short sale proceeds	7.99	21.60	**-54,000.00** Cost to close	**(34,265.75)**	ST			
-25	CALL XTQ FEB 10 @ 70.00 EXPRESS SCRIPTS INC.COMMON 100 SHS EXP: 02/20/2010 SHORT CALL Covered		08/13/09	**-13,398.90** Short sale proceeds	5.44	16.80	**-42,000.00** Cost to close	**(28,601.10)**	ST			
1,300	GLAXOSMITHKLINE PLC SP ADR **Rating:** Citigroup : 1L Morgan Stanley : 3 S&P : 2	GSK	08/25/09	**51,652.12**	39.458	42.25	**54,925.00**	**3,272.88**	ST	6.34	**4.39**	**2,411.50**

THE DAVID B. LICHTENSTEIN

Health care *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
-6	CALL GSK FEB 10 @ 40.00 GLAXOSMITHKLINE PLC SP ADR 100 SHS EXP: 02/20/2010 SHORT CALL Covered		10/01/09	$ -1,023.97 Short sale proceeds	$ 1.80	$ 2.80	$ -1,680.00 Cost to close	($ 656.03)	ST			
-7	CALL GSK FEB 10 @ 37.50 GLAXOSMITHKLINE PLC SP ADR 100 SHS EXP: 02/20/2010 SHORT CALL Covered		10/01/09	-2,077.48 Short sale proceeds	3.06	4.90	-3,430.00 Cost to close	(1,352.52)	ST			
1,000	INTUITIVE SURGICAL INC	ISRG	09/30/09	263,053.50	262.495	303.43	303,430.00	40,376.50	ST	15.35		
200	Rating: Morgan Stanley : 2		10/06/09	51,303.00	255.932	303.43	60,686.00	9,383.00	ST	18.29		
1,200	S&P : 2			314,356.50	261.964		364,116.00	49,759.50		15.83		
-6	CALL AXV JAN 10 @ 250.00 INTUITIVE SURGICAL INC 100 SHS EXP: 01/16/2010 SHORT CALL Covered		10/27/09	-13,595 94 Short sale proceeds	22.90	54.10	-32,460 00 Cost to close	(18,864.06)	ST			
-6	CALL AXV JAN 10 @ 260.00 INTUITIVE SURGICAL INC 100 SHS EXP: 01/16/2010 SHORT CALL Covered		10/27/09	-10,376.28 Short sale proceeds	17.50	44.60	-26,760.00 Cost to close	(16,383.72)	ST			
1,600	MCKESSON CORPORATION Rating: Citigroup : 1H S&P : 1	MCK	11/30/09	99,873.71	62.095	62.50	100,000.00	126.29	ST	.13	.768	768.00
3,400	MEDCO HEALTH SOLUTIONS INC	MHS	08/06/09	177,576.62	51.99	63.91	217,294.00	39,717.38	ST	22.37		
600	Rating: Citigroup : 1M		08/06/09	31,304.41	51.925	63.91	38,346.00	7,041.59	ST	22.49		
1,000	S&P : 1		12/22/09	64,787.52	64.401	63.91	63,910.00	(877.52)	ST	(1.35)		
5,000				273,668.55	54.734		319,550.00	45,881.45		16.77		
-20	CALL MHS JAN 10 @ 55.00 MEDCO HEALTH SOLUTIONS INC 100 SHS EXP: 01/16/2010 SHORT CALL Covered		11/02/09	-8,730.88 Short sale proceeds	4.44	9.00	-18,000.00 Cost to close	(9,269.12)	ST			

THE DAVID B. LICHTENSTEIN A--

Health care *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
-20	CALL MHS JAN 10 @ 60.00 MEDCO HEALTH SOLUTIONS INC 100 SHS EXP: 01/16/2010 SHORT CALL Covered		11/02/09	**$ -3,663.44** Short sale proceeds	$ 1.89	$ 4.15	**$ -8,300 00** Cost to close	**($ 4,636.56)**	ST			
Subtotal for health care				**$ 1,711,534.27**			**$ 1,847,095.00**	**$ 135,560.73**			**.17**	**$ 3,179.50**

Financials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
3,000	VENTAS INC **Rating:** Citigroup : 1M S&P : 2	VTR	09/04/09	**$ 111,627.38**	$ 37.005	$ 43.74	**$ 131,220.00**	**$ 19,592.62**	ST	17.55	**4 686%**	**$ 6,150.00**
-15	CALL VTR FEB 10 @ 35.00 VENTAS INC 100 SHS EXP: 02/20/2010 SHORT CALL Covered		09/04/09	**-6,778.98** Short sale proceeds	4.60	9.05	**-13,575.00** Cost to close	**(6,796.02)**	ST			
-15	CALL VTR FEB 10 @ 40 00 VENTAS INC 100 SHS EXP: 02/20/2010 SHORT CALL Covered		09/04/09	**-3,500.95** Short sale proceeds	2.40	4.65	**-6,875.00** Cost to close	**(3,474 05)**	ST			
Subtotal for financials				**$ 111,627.38**			**$ 131,220 00**	**$ 19,592.62**			**4.68**	**$ 6,150 00**

Information technology

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,000	APPLE INC	AAPL	08/13/09	$ 168,184.50	$ 167.626	$ 210.732	$ 210,732.00	$ 42,547.50	ST	25.30		
2,000	**Rating:** Citigroup : 1H		11/17/09	414,270.60	206 579	210.732	421,464.00	7,193.40	ST	1.74		
1,000	Morgan Stanley : 1		12/04/09	193,859.80	193.301	210.732	210,732.00	16,872.20	ST	8.70		
1,000	S&P : 1		12/22/09	199,392.70	198.834	210.732	210,732.00	11,339.30	ST	5.69		
2,000			12/30/09	422,030.20	210.459	210.732	421,464.00	(566.20)	ST	(.13)		
7,000				**1,397,737.80**	**199.677**		**1,475,124 00**	**77,386.20**		5.54		

THE DAVID B. LICHTENSTEIN

Information technology *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
-10	CALL APV JAN 10 @ 145.00 APPLE INC 100 SHS EXP: 01/16/2010 SHORT CALL Covered		06/12/09	$ -13,967.94 Short sale proceeds	$ 14.13	$ 65.875	$ -65,875.00 Cost to close	($ 51,907.06)	ST			
1,000	CISCO SYS INC Rating: Citigroup : 1M S&P : 1	CSCO	12/22/09	23,983 96	23.739	23.94	23,940.00	(43.96)	ST	(.18)		
1,000	CREE INC Rating: S&P*Quantitative : 3	CREE	12/17/09	52,473.90	52.126	56.37	56,370.00	3,896.10	ST	7.42		
1,000			12/22/09	54,628.16	54.274	56.37	56,370.00	1,741.84	ST	3.19		
2,000				107,102.06	53.551		112,740.00	5,637.94		5.26		
1,000	EMC CORP-MASS Rating: Citigroup : 1M Morgan Stanley : 1 S&P : 2	EMC	12/22/09	17,631.89	17.427	17.47	17,470.00	(161.89)	ST	(.92)		
1,000	GOOGLE INC	GOOG	09/18/09	494,967 00	494.408	619 98	619,980.00	125,013.00	ST	25.26		
1,000	CLASS A		10/29/09	547,975.30	547.416	619.98	619,980.00	72,004.70	ST	13.14		
1,000	Rating: Citigroup : 1H Morgan Stanley : 1		12/22/09	601,601.11	601.042	619.98	619,980.00	18,378.89	ST	3.05		
3,000	S&P : 2			1,644,543.41	548.181		1,859,940.00	215,396.59		13.10		
-20	CALL GOP JAN 10 @ 530.00 GOOGLE INC 100 SHS EXP: 01/16/2010 SHORT CALL Covered		11/02/09	-54,366.42 Short sale proceeds	27.38	90.24	-180,480.00 Cost to close	(126,113.58)	ST			
1,000	INTL BUSINESS MACHINES CORP Rating: Citigroup : 1M Morgan Stanley : 2 S&P : 1	IBM	07/16/09	108,671.51	108.145	130.90	130,900.00	22,228.49	ST	20.45	1.68	2,200.00
-5	CALL IBM JAN 10 @ 115.00 INTL BUSINESS MACHINES CORP 100 SHS EXP: 01/16/2010 SHORT CALL Covered		10/01/09	-3,877.80 Short sale proceeds	7.90	15.925	-7,962.50 Cost to close	(4,084.70)	ST			
-5	CALL IBM JAN 10 @ 120.00 INTL BUSINESS MACHINES CORP 100 SHS EXP: 01/16/2010 SHORT CALL Covered		10/01/09	-2,487.64 Short sale proceeds	5.10	11.00	-5,500.00 Cost to close	(3,012.36)	ST			

Ref: 00003788 00091389

MorganStanley SmithBarney

Reserved Client Financial Management Account
December 1 - December 31, 2009

THE DAVID B. LICHTENSTEIN A____...

Information technology *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,000	MASTERCARD INC **Rating:** Citigroup : 2H S&P : 1	MA	12/22/09	**$ 256,238.50**	$ 255.68	$ 255.98	**$ 255,880.00**	**($ 258.50)**	ST	(.10)	.234%	$ 600.00
1,000	MICROSOFT CORP	MSFT	10/26/09	29,159.95	28.888	30.48	30,480.00	1,320.05	ST	4.53		
1,000	**Rating:** Morgan Stanley : 1 S&P : 2		12/22/09	31,046.04	30.767	30.48	30,480.00	(566.04)	ST	(1.82)		
2,000				**60,205.99**	**30.103**		**60,960 00**	**754.01**		1.25	**1.706**	**1,040.00**
-10	CALL MSQ JAN 10 @ 29.00 MICROSOFT CORP 100 SHS EXP: 01/16/2010 SHORT CALL Covered		11/02/09	**-771.25** Short sale proceeds	.83	1.62	**-1,620.00** Cost to close	**(848.75)**	ST			
1,000	NVIDIA CORP	NVDA	11/06/09	13,304.80	13.129	18.68	18,680.00	5,375.20	ST	40.40		
1,000	**Rating:** Citigroup : 1S Morgan Stanley : 3		12/30/09	18,901.71	18.688	18.68	18,680.00	(221.71)	ST	(1.17)		
2,000	S&P : 2			**32,206.51**	**16.103**		**37,360.00**	**5,153 49**		16.00		
10,000	RESEARCH IN MOTION LTD-CAD	RIMM	08/20/09	758,285.13	75.536	67.54	675,400.00	(82,885.13)	ST	(10.93)		
1,000	Exchange rate: .9521995		12/22/09	67,926.42	67.529	67.54	67,540.00	(386.42)	ST	(.57)		
11,000	Shares traded in: Canadian dollars **Rating:** Citigroup : 3H S&P : 1			**826,211.55**	**75.11**		**742,940.00**	**(83,271.55)**		(10.08)		
-100	CALL RFY JUN 10 @ 55.00 RESEARCH IN MOTION LTD-CAD 100 SHS EXP: 06/19/2010 SHORT CALL Covered		11/02/09	**-86,238 01** Short sale proceeds	8.70	15.575	**-155,750.00** Cost to close	**(69,511.99)**	ST			
1,000	TIVO INC **Rating:** S&P : 1	TIVO	09/08/09	**10,494.30**	10.339	10.18	**10,180.00**	**(314.30)**	ST	(2.99)		
-10	CALL TUK FEB 10 @ 10.00 TIVO INC 100 SHS EXP: 02/20/2010 SHORT CALL Covered		10/02/09	**-1,434.41** Short sale proceeds	1.505	1.50	**-1,500.00** Cost to close	**(65.59)**	ST			
500	VISA INC COM CL A	V	03/18/08	22,000.00	44.00	87.46	43,730.00	21,730.00	LT	98.77		
1,000	**Rating:** Citigroup : 2H S&P : 2		05/04/09	67,090.86	66.697	87.46	87,460.00	20,369.14	ST	30.36		
1,000			12/22/09	86,968.17	86.511	87.46	87,460 00	491 83	ST	.57		
2,500				**176,059.03**	**70.424**		**218,650.00**	**42,590.97**		24.19	**.571**	**1,250.00**

THE DAVID B. LICHTENSTEIN

Information technology *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
-7	CALL V JAN 10 @ 75.00 VISA INC COM CL A 100 SHS EXP: 01/16/2010 SHORT CALL Covered		11/02/09	$ -3,840.23 Short sale proceeds	$ 5.60	$ 12.45	$ -8,715.00 Cost to close	($ 4,874.77)	ST			
-8	CALL V JAN 10 @ 80.00 VISA INC COM CL A 100 SHS EXP: 01/16/2010 SHORT CALL Covered		11/02/09	-2,446.19 Short sale proceeds	3.15	7.65	-6,120.00 Cost to close	(3,673.81)	ST			
Subtotal for information technology				**$ 4,661,086.51**			**$ 4,946,184 00**	**$ 285,097 49**			**.10**	**$ 5,090.00**

Miscellaneous

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
-10	CALL GCZ JAN 10 @ 103.00 SPDR GOLD TR GOLD SHS 100 SHS EXP: 01/16/2010 SHORT CALL Covered		11/02/09	$ -4,156.26 Short sale proceeds	$ 4.25	$ 4.775	$ -4,775.00 Cost to close	($ 618.74)	ST			
Subtotal for miscellaneous				**$ 0.00**			**$ 0.00**	**$ 0.00**				
Total common stocks				**$ 9,701,907.95**			**$ 10,326,680.00**	**$ 657,795.53** **($ 33,023.48)**	**ST** **LT**	**6 44**	**.38**	**$ 39,770.00**
Total options				**$ -380,032.86**			**$ -831,434.00**	**($ 451,401.14)** **$ 0.00**	**ST** **LT**			
Total common stocks and options				**$ 9,321,875.09**			**$ 9,495,246.00**	**$ 206,394.39** **($ 33,023.48)**	**ST** **LT**		**.41**	**$ 39,770.00**

Exchange traded & closed end funds

Citi Investment Research & Analysis (CIRA) ratings may be shown for certain closed-end funds. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating. CIRA closed-end fund recommendations include an investment rating and a risk rating. The Investment Rating code (1,2, 3) is based upon CIRA's expectation of the security's performance relative to its peer group of closed-end funds. The Risk Rating (L, M, H or S) represents the fund's expected risk, taking into account the quality and liquidity of the underlying securities, financial leverage and foreign currency exposure. Please refer to the end of this statement for a guide describing CIRA ratings.

Closed end investment companies are grouped below by portfolio designations. Gain/Loss is provided to assist in tax preparation. It is not intended to calculate investment returns or performance.

Consulting Group Research (CGR) conducts on-going research on a wide variety of exchange-traded funds for certain investment advisory programs Your individual exchange-traded fund holdings in your brokerage account may or may not be covered by CGR. Please contact your Financial Advisor for further information regarding whether your exchange-traded fund holdings are covered by CGR.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
1,000	SPDR GOLD TR GOLD SHS Equity portfolio	GLD	10/27/09	$ 102,123.10	$ 101.607	$ 107.31	$ 107,310.00	$ 5,186.90 ST		
Total closed end fund equity allocation							$ 107,310.00			
Total exchange traded funds and closed end funds				$ 102,123.10			$ 107,310.00	$ 5,186.90 ST $ 0.00 LT		$ 0.00

Preferred stocks

Citi Investment Research & Analysis (CIRA) ratings may be shown for certain securities. In addition, Standard & Poor's research ratings may be shown for certain securities. CIRA is not the author of, does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared by Standard & Poor's. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. CIRA stock recommendations include an investment rating and risk rating. The Investment Rating Code (1, 2 or 3) is a function of CIRA's expectation of total return (forecast price appreciation and dividend yield within the next 12 months) and a Risk Rating. The Risk Rating (L, M, H or S) represents the stock's expected risk, taking into account price volatility and fundamental criteria. Please refer to the end of this statement for a guide describing CIRA ratings.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
10,000	CITIGROUP FDG INC ELKS 8.00% PA BASED UPON THE COMMON STOCK OF MCDONALD'S CORP DUE 6/23/10	EBB	05/20/09	$ 100,000.00	$ 10.00	$ 10.311	$ 103,110.00	$ 3,110.00 ST	7.758%	$ 8,000.00
Total preferred stocks				$ 100,000.00			$ 103,110.00	$ 3,110.00 ST $ 0.00 LT	7.75	$ 8,000.00

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CITIGROUP FUNDING ELKS	0.	900,000.	945,920.
TOTALS	0.	900,000.	945,920.

THE DAVID B. LICHTENSTEIN

Other Investments

If structured products are included in this section please note: they are complex products and may be subject to special risks, which may include, but are not limited to, loss of initial investment; issuer credit risk; limited or no appreciation; risks associated with the underlying reference asset(s); no periodic payments; call prior to maturity; early redemption fees or other fees may apply; price volatility resulting from issuer's and/or guarantor's credit quality; lower interest rates and/or yield compared to conventional debt with comparable maturity; unique tax implications; concentration risk of owning the related security; limited or no secondary market; restrictions on transferability; conflicts of interest, and limits on participation in appreciation of underlying asset(s). To review a complete list of risks, please refer to the offering documents for the structured product. For more information about the risks specific to your structured products, you should contact your Financial Advisor.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Average % yield	Anticipated income (annualized)
20,000	CITIGROUP FDG INC ELKS 10.0% PA BASED UPON THE COMMON STOCK OF IBM DUE 03/05/10		02/20/09	$ 200,000 00	$ 10.00	$ 10.486	$ 209,720.00	$ 9,720.00	ST		
10,000	CITIGROUP FDG INC ELKS 11.00% PA BASED UPON THE COMMON STOCK OF GNRL ELECTRIC DUE 09/22/10		08/24/09	100,000.00	10.00	10.488	104,880.00	4,880.00	ST		
30,000	CITIGROUP FDG INC ELKS 10.50% PA BASED UPON THE COMMON STOCK OF JPMORGAN CHASE & CO DUE 08/25/2010		07/23/09	300,000.00	10.00	10.532	315,960 00	15,960.00	ST		
10,000	CITIGROUP FDG INC ELKS 11.00% PA BASED UPON THE COMMON STOCK OF INTEL CORP DUE 06/23/2010		05/20/09	100,000.00	10.00	10.456	104,560.00	4,560.00	ST		
10,000	CITIGROUP FDG INC ELKS 12.00% PA BASED UPON THE COMMON STOCK OF CELGENE CORP DUE 05/26/10		04/23/09	100,000.00	10.00	10.543	105,430.00	5,430.00	ST		
10,000	CITIGROUP FDG INC ELKS 11.00% PA BASED UPON THE COMMON STOCK OF APPLE INC. DUE 04/21/10		03/23/09	100,000.00	10.00	10.537	105,370.00	5,370.00	ST		
Total other investments				**$ 900,000.00**			**$ 945,920.00**	**$ 45,920.00**	**ST**		
								$ 0.00	**LT**		
Total portfolio value				**$ 12,796,666.04**			**$ 13,024,253.85**	**$ 260,611.29**	**ST**	**.37**	**$ 49,430.86**
								($ 33,023.48)	**LT**		

DAVID B. LICHTENSTEIN FOUNDATION 43-6033786

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 10

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
OPTIONS CONTRACTS		346,648.	380,033.
UNSETTLED TRADES (NET)		0.	542,320.
TRANSACTIONS IN TRANSIT		13,185.	28,322.
	TOTALS	359,833.	950,675.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID B LICHTENSTEIN JR 20 COUNTRY AIRE ST LOUIS, MO 63131-2318	CHAIRMAN 40.00	19,000.	0.	0.
DORIS H LICHTENSTEIN 20 COUNTRY AIRE ST LOUIS, MO 63131-2318	SECRETARY 40.00	19,000.	0.	0.
DAVIDA LAYER 3405 TEAKWOOD CT COLUMBIA, MO 65203	TRUSTEE 5.00	1,205.	0.	0.
	GRAND TOTALS	39,205.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DAVID B LICHTENSTEIN, JR.
20 COUNTRY AIRE DRIVE
ST LOUIS, MO 63131

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MISSOURI BOTANICAL GARDEN 4344 SHAW BLVD ST LOUIS, MO 63110	NONE PUBLIC	VICTORIAN DISTRICT	201,500
ST LOUIS ZOO 1 GOVERNMENT DRIVE FOREST PARK ST LOUIS, MO 63110	NONE PUBLIC	SEALS ARENA	403,500
ST LOUIS ART MUSEUM FOUNDATION ONE FINE ARTS DRIVE ST LOUIS, MO 63110	NONE PUBLIC	GENERAL SUPPORT	2,500
ST LOUIS SCIENCE CENTER FOUNDATION 5050 OAKLAND ST LOUIS, MO 63110	NONE PUBLIC	GENERAL SUPPORT	1,000
MISSOURI HISTORICAL SOCIETY 5656 LINDELL ST LOUIS, MO 63112	NONE PUBLIC	GENERAL SUPPORT	1,000
THE MUNY FOREST PARK ST LOUIS, MO 63112	NONE PUBLIC	GENERAL SUPPORT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE WELLNESS COMMUNITY 1058 OLD DES PERES RD ST LOUIS, MO 63131	NONE PUBLIC	GENERAL SUPPORT	500
VARIETY THE CHILDREN'S CHARITY OF ST LOUIS 2200 WESTPORT PLAZA DR ST LOUIS, MO 63146	NONE PUBLIC	GENERAL SUPPORT	1,000.
		TOTAL CONTRIBUTIONS PAID	612,000.

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 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**
File by the due date for filing your return See instructions	DAVID B. LICHTENSTEIN FOUNDATION	43-6033786
	Number, street, and room or suite no If a P O box, see instructions. 20 COUNTRY AIRE DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAINT LOUIS, MO 63131	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ RUBINBROWN LLP

Telephone No. ▶ 314 290-3300 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 08/15 , 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______ , ____ , and ending ______ , ____ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3a**	$ 0.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 20,756.
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**	$ 0.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)