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 , and ending

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: BEN & ESTHER ROSENBLOOM FOUNDATION, INC.

A Employer identification number: 52-1258672

Number and street (or P O box number if mail is not delivered to street address): 8 RESERVOIR CIRCLE — Room/suite: 202

B Telephone number: 410-653-0239

City or town, state, and ZIP code: BALTIMORE, MD 21208

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 ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 26,416,471.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	671,663.	671,663.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	423,811.			
	b Gross sales price for all assets on line 6a 15,883,243.				
	7 Capital gain net income (from Part IV, line 2)		423,811.		
	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	1,881.	1,881.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,097,355.	1,097,355.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	169,870.	25,480.		144,390.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	10,015.	1,502.		8,513.
	16a Legal fees STMT 3	4,212.	4,212.		0.
	b Accounting fees STMT 4	27,310.	4,096.		23,214.
	c Other professional fees STMT 5	152,268.	152,268.		0.
	17 Interest	10,071.	10,071.		0.
	18 Taxes STMT 6	20,241.	9,909.		10,332.
	19 Depreciation and depletion	1,691.	0.		
	20 Occupancy	17,332.	2,600.		14,732.
	21 Travel, conferences, and meetings	2,997.	0.		2,997.
	22 Printing and publications				
	23 Other expenses STMT 7	66,045.	0.		58,060.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	482,052.	210,138.		262,238.
	25 Contributions, gifts, grants paid	946,684.			946,684.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,428,736.	210,138.		1,208,922.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-331,381.			
	b **Net investment income** (if negative, enter -0-)		887,217.		
	c **Adjusted net income** (if negative enter -0-)			N/A	

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923501 02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

16431111 758923 6309267 2009.04040 BEN & ESTHER ROSENBLOOM FOU 63092671

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	236,999.	32,983.	32,983.
	2 Savings and temporary cash investments	940,429.	762,371.	762,371.
	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 ▶ 106,840.			
	Less: allowance for doubtful accounts ▶		106,840.	106,840.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	6,154,513.	2,680,902.	2,810,140.
	b Investments - corporate stock STMT 9	10,929,613.	5,557,488.	6,002,679.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	11,754,935.	20,546,216.	16,612,597.
	14 Land, buildings, and equipment: basis ▶ 14,443.			
	Less accumulated depreciation STMT 11 ▶ 6,172.	9,963.	8,271.	8,271.
	15 Other assets (describe ▶ STATEMENT 12)	80,590.	80,590.	80,590.
	16 Total assets (to be completed by all filers)	30,107,042.	29,775,661.	26,416,471.
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 ▶ STATEMENT 13)	1,237.	1,237.	
	23 Total liabilities (add lines 17 through 22)	1,237.	1,237.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] 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	30,105,805.	29,774,424.	
	30 Total net assets or fund balances	30,105,805.	29,774,424.	
	31 Total liabilities and net assets/fund balances	30,107,042.	29,775,661.	

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	30,105,805.
2 Enter amount from Part I, line 27a	2	-331,381.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	29,774,424.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,774,424.

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				
b	SEE ATTACHED STATEMENTS			
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	15,883,243.		15,459,432.	423,811.

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				423,811.

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** 423,811.

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	2,267,493.	33,079,282.	.068547
2007	2,274,036.	37,686,480.	.060341
2006	2,170,837.	35,758,527.	.060708
2005	2,178,190.	35,130,326.	.062003
2004	1,646,589.	32,203,194.	.051131

2	**Total** of line 1, column (d)	2	.302730
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	.060546
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	25,645,157.
5	Multiply line 4 by line 3	5	1,552,712.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,872.
7	Add lines 5 and 6	7	1,561,584.
8	Enter qualifying distributions from Part XII, line 4	8	1,208,922.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	17,744.
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	17,744.
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	17,744.
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a 50,000.		
b Exempt foreign organizations - tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c		
d Backup withholding erroneously withheld — 6d		
7 Total credits and payments. Add lines 6a through 6d	7	50,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	32,256.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 17,760. **Refunded** ▶	11	14,496.

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 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	X	
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 instructions) ▶ MD			
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)? *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 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 ▶ HOWARD ROSENBLOOM Telephone no. ▶410-653-0239

Located at ▶8 RESERVOIR CIRCLE, SUITE 202, BALTIMORE, MD ZIP+4 ▶21218

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
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 ▶ ______, ______, ______, ______			
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.) 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? ☐ 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.)* 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

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
SEE STATEMENT 14		169,870.	3,629.	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
NONE				

Total number of other employees paid over $50,000 ▶ 0

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
NONE		
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 THE FOUNDATION AWARDS GRANTS AND CONTRIBUTIONS TO OTHER SECTION 501(C)(3) ORGANIZATIONS. SEE ATTACHED LIST.	0.
2	
3	
4	

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	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	25,667,125.
b	Average of monthly cash balances	1b	317,010.
c	Fair market value of all other assets	1c	51,557.
d	**Total** (add lines 1a, b, and c)	1d	26,035,692.
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	26,035,692.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	390,535.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,645,157.
6	**Minimum investment return** Enter 5% of line 5	6	1,282,258.

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	1,282,258.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 17,744.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b: 1,686.		
c	Add lines 2a and 2b	2c	19,430.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,262,828.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,262,828.
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	1,262,828.

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	1,208,922.
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	1,208,922.
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	1,208,922.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,262,828.
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 61,418.				
b From 2005 459,944.				
c From 2006 468,599.				
d From 2007 450,012.				
e From 2008 623,803.				
f **Total** of lines 3a through e	2,063,776.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,208,922.				
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				1,208,922.
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))	53,906.			53,906.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,009,870.			
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				0.
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	7,512.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	2,002,358.			
10 Analysis of line 9:				
a Excess from 2005 459,944.				
b Excess from 2006 468,599.				
c Excess from 2007 450,012.				
d Excess from 2008 623,803.				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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).)

NONE

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 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:

SEE STATEMENT 15

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	UNRESTRICTED	946,684.
Total			▶ 3a	946,684.
b Approved for future payment				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	UNRESTRICTED	407,429.
Total			▶ 3b	407,429.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	671,663.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16		
6 Net rental income or (loss) from personal property					
7 Other investment income			01	1,881.	
8 Gain or (loss) from sales of assets other than inventory			18	423,811.	
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.		1,097,355.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,097,355.

(See worksheet in line 13 instructions 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).

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 of officer or trustee: [signature] Date: 11/12/10 Title: Executive Director

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 11-12-10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	RSM MCGLADREY INC. 100 INTERNATIONAL DRIVE, SUITE 1400 BALTIMORE, MARYLAND 21202	EIN	Phone no. (410)246-9300

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	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
b	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
c	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
d	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
e	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
f	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
g	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
h	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
i	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
j	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
k	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
l	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
m	INVESTMENT GAIN/LOSS - UBS INSTITUTIONAL CONSULTI	P	VARIOUS	VARIOUS
n	INVESTMENT GAIN/LOSS - MORGAN STANLEY 78DF0	P	VARIOUS	VARIOUS
o	INVESTMENT GAIN/LOSS - MORGAN STANLEY 78DF0	P	VARIOUS	VARIOUS

	(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	200,692.		201,446.	-754.
b	2,782,325.		2,567,198.	215,127.
c	215,202.		210,114.	5,088.
d	2,228,399.		2,117,385.	111,014.
e	2,151,538.		2,253,853.	-102,315.
f	39,070.		27,712.	11,358.
g	189,139.		248,689.	-59,550.
h	148,155.		127,261.	20,894.
i	211,362.		291,922.	-80,560.
j	12,222.		5,666.	6,556.
k	335,881.		260,532.	75,349.
l	514,297.		357,782.	156,515.
m	144,736.		142,500.	2,236.
n	321,269.		345,546.	-24,277.
o	713,961.		828,624.	-114,663.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-754.
b				215,127.
c				5,088.
d				111,014.
e				-102,315.
f				11,358.
g				-59,550.
h				20,894.
i				-80,560.
j				6,556.
k				75,349.
l				156,515.
m				2,236.
n				-24,277.
o				-114,663.

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	
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	

923591
04-24-09

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	INVESTMENT GAIN/LOSS - MORGAN STANLEY 78DF1	P	VARIOUS	VARIOUS
b	INVESTMENT GAIN/LOSS - MORGAN STANLEY 78DF1	P	VARIOUS	VARIOUS
c	INVESTMENT GAIN/LOSS - MORGAN STANLEY 10160	P	VARIOUS	VARIOUS
d	INVESTMENT GAIN/LOSS - MORGAN STANLEY 10160	P	VARIOUS	VARIOUS
e	INVESTMENT GAIN/LOSS - MORGAN STANLEY 10161	P	VARIOUS	VARIOUS
f	INVESTMENT GAIN/LOSS - MORGAN STANLEY 10161	P	VARIOUS	VARIOUS
g	EAST SIDE CAPITAL, LP	P	VARIOUS	VARIOUS
h	EAST SIDE CAPITAL, LP	P	VARIOUS	VARIOUS
i	GEMINI US LIMITED PARTNERSHIP	P	VARIOUS	VARIOUS
j	CARE MARKET NEUTRAL FUND, LTD.	P	VARIOUS	VARIOUS
k	CARE MARKET NEUTRAL FUND, LTD.	P	VARIOUS	VARIOUS
l	ACL ALTERNATIVE FUND	P	VARIOUS	VARIOUS
m	ACL ALTERNATIVE FUND	P	VARIOUS	VARIOUS
n				
o				

	(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	1,754,269.		1,738,333.	15,936.
b	2,321,434.		2,146,823.	174,611.
c	279,019.		363,144.	-84,125.
d	865,655.		1,114,603.	-248,948.
e	10,383.		31,534.	-21,151.
f	42,408.		66,636.	-24,228.
g	20,371.			20,371.
h	379,598.			379,598.
i			3,324.	-3,324.
j	1,037.			1,037.
k	821.			821.
l			1,277.	-1,277.
m			7,528.	-7,528.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				15,936.
b				174,611.
c				-84,125.
d				-248,948.
e				-21,151.
f				-24,228.
g				20,371.
h				379,598.
i				-3,324.
j				1,037.
k				821.
l				-1,277.
m				-7,528.
n				
o				

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	423,811.
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

923591
04-24-09

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	FURNITURE & EQUIPMENT	VARIES		.000	16	14,443.			14,443.	4,481.		1,691.
	* TOTAL 990-PF PG 1 DEPR					14,443.		0.	14,443.	4,481.	0.	1,691.

928102
08-24-09

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACL ALTERNATIVE FUND	543.	0.	543.
CITI SMITH BARNEY 98840	17.	0.	17.
CRTI EXEMPT INVESTORS I, LLC	10,152.	0.	10,152.
EAST SIDE CAPITAL LP	58,131.	0.	58,131.
GEMINI US LP	9.	0.	9.
ISRAEL BOND INTERST	5,990.	0.	5,990.
MONEY MARKET PORT INSTITUTIONAL CLASS	1,509.	0.	1,509.
MORGAN STANLEY 10160	18,684.	0.	18,684.
MORGAN STANLEY 10161	1,533.	0.	1,533.
MORGAN STANLEY 11875	62,999.	0.	62,999.
MORGAN STANLEY 78DF0	60,298.	0.	60,298.
MORGAN STANLEY 78DF1	176,851.	0.	176,851.
MORGAN STANLEY 78HG3	34,327.	0.	34,327.
MORGAN STANLEY F3715	66,564.	0.	66,564.
MORGAN STANLEY G4158	23,829.	0.	23,829.
MS RE FUND VI	273.	0.	273.
OCELOT ENERGY RESOURCES LLC	5.	0.	5.
UBS INSTITUTIONAL CONSULTING 11591	131.	0.	131.
UBS INSTITUTIONAL CONSULTING 11593	25,241.	0.	25,241.
UBS INSTITUTIONAL CONSULTING 11594	91,228.	0.	91,228.
UBS INSTITUTIONAL CONSULTING 11595	5,379.	0.	5,379.
UBS INSTITUTIONAL CONSULTING 11596	7,128.	0.	7,128.
UBS INSTITUTIONAL CONSULTING 11598	4,564.	0.	4,564.
UBS INSTITUTIONAL CONSULTING 11599	2,356.	0.	2,356.
UBS INSTITUTIONAL CONSULTING 11600	250.	0.	250.
UBS INSTITUTIONAL CONSULTING 11601	3,607.	0.	3,607.
UBS INSTITUTIONAL CONSULTING 11752	6.	0.	6.
UBS INSTITUTIONAL CONSULTING 11790	1,767.	0.	1,767.
UBS INSTITUTIONAL CONSULTING 11793	3,992.	0.	3,992.
UBS INSTITUTIONAL CONSULTING 11804	4,300.	0.	4,300.
TOTAL TO FM 990-PF, PART I, LN 4	671,663.	0.	671,663.

FORM 990-PF | OTHER INCOME | STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PORTFOLIO INCOME	807.	807.	
ORDINARY INCOME FROM PARTNERSHIPS	1,074.	1,074.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,881.	1,881.	

FORM 990-PF | LEGAL FEES | STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,212.	4,212.		0.
TO FM 990-PF, PG 1, LN 16A	4,212.	4,212.		0.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REVIEW AND TAX PREPARATION FEES	27,310.	4,096.		23,214.
TO FORM 990-PF, PG 1, LN 16B	27,310.	4,096.		23,214.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGT FEES MORGAN STANLEY	90,140.	90,140.		0.
PARTNERSHIP INVESTMENT MGT FEES	49,285.	49,285.		0.
INVESTMENT MGT FEES CITI SMITH BARNEY	95.	95.		0.

INVESTMENT MGT FEES UBS INSTITUTIONAL CONSULTING	12,748.	12,748.		0.
TO FORM 990-PF, PG 1, LN 16C	152,268.	152,268.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	12,155.	1,823.		10,332.
EAST SIDE LP FOREIGN TAXES	3,470.	3,470.		0.
FOREIGN TAXES MORGAN STANLEY	4,616.	4,616.		0.
TO FORM 990-PF, PG 1, LN 18	20,241.	9,909.		10,332.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS AND ENTERTAINMENT	57,891.	0.		48,734.
DUES AND SUBSCRIPTIONS	2,055.	0.		2,055.
OFFICE EXPENSES	4,462.	0.		4,462.
OTHER EXPENSES	1,637.	0.		2,809.
TO FORM 990-PF, PG 1, LN 23	66,045.	0.		58,060.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY US GOV'T OBLIGATIONS	X		0.	0.
UBS INSTITUTIONAL CONSULTING US OBLIGATIONS	X		2,680,902.	2,810,140.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,680,902.	2,810,140.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,680,902.	2,810,140.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY CORPORATE STOCK	0.	0.
UBS INSTITUTIONAL CONSULTING CORPORATE STOCK	5,557,488.	6,002,679.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,557,488.	6,002,679.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS INSTITUTIONAL CONSULTING MUTUAL FUNDS	COST	8,875,750.	8,551,145.
ISRAEL BONDS	COST	250,000.	250,000.
PARTNERSHIP INVESTMENTS	COST	5,134,219.	4,773,952.
PIMCO COMMODITY FUND	COST	0.	0.
EQUITY ETFS	COST	0.	0.
ARTIO GLOBAL INVT FUND INTL EQ	COST	0.	0.
OTHER INVESTMENTS	COST	3,248,747.	0.
CRTI EQUITY INVESTMENTS	COST	37,500.	37,500.
HARRIS ARURA INVESTMENTS	COST	3,000,000.	3,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		20,546,216.	16,612,597.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT 11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & EQUIPMENT	14,443.	6,172.	8,271.
TOTAL TO FM 990-PF, PART II, LN 14	14,443.	6,172.	8,271.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT	1,620.	1,620.	1,620.
EXCISE TAX RECEIVABLE	70,399.	70,399.	70,399.
FEDERAL WITHHOLDING TAX RECEIVABLE	8,571.	8,571.	8,571.
TO FORM 990-PF, PART II, LINE 15	80,590.	80,590.	80,590.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO RELATED PARTY	1,237.	1,237.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,237.	1,237.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HOWARD ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	PRESIDENT/TREASURER 40.00	122,000.	3,629.	0.
MICHELLE ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	TRUSTEE 2.00	0.	0.	0.
KEITH ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	TRUSTEE 2.00	0.	0.	0.
ROBERT M. ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	TRUSTEE 2.00	0.	0.	0.
SANFORD ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	VICE PRESIDENT 16.00	47,870.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		169,870.	3,629.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HOWARD ROSENBLOOM
8 RESERVOIR CIRCLE, SUITE 202
BALTIMORE, MD 21208

TELEPHONE NUMBER

410-653-0239

FORM AND CONTENT OF APPLICATIONS

CALL THE FOUNDATION OFFICE TO RECEIVE INFORMATION ON THE SUBMISSION PROCESS AND REQUIRED DOCUMENTATION

ANY SUBMISSION DEADLINES

NO DEADLINES EXIST - APPLICATIONS ARE REVIEWED AS RECEIVED.

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICATIONS ARE LIMITED TO CORPORATIONS THAT QUALIFY UNDER SECTION 501(C)(3).

Ben & Esther Rosenbloom Foundation, Inc.
EIN: 52-1258672
Schedule of Grants and Contributions Paid
Form 990PF, Page 11, Part XV, Line 3(a)

Recipient Name	Location	Relationship	Foundation Status	Prupose of Grant	Amount
Achim (Paysach Diskind)	Baltimore	None	Public	Unrestricted	$ 2,000
AICE	Maryland	None	Public	Unrestricted	35,000
American Jewish Committee Ad Campaign	New York	None	Public	Unrestricted	2,500
American University (Israeli Internship)	Washington DC	None	Public	Unrestricted	9,000
American Visionary Art Museum	Baltimore	None	Public	Unrestricted	2,000
American Zionist Movement (Presentense Magazine)	New York	None	Public	Unrestricted	1,500
Associated Jewish Federation (Captital Campaign)	Baltimore	None	Public	Unrestricted	71,429
Associated Jewish Federation of Baltimore (PJ Library)	Baltimore	None	Public	Unrestricted	34,000
AssociatedJewishFederationBal (Weinberg Day School Match)	Baltimore	None	Public	Unrestricted	5,000
Association of Baltimore Area Grantmakers (ABAG)	Baltimore	None	Public	Unrestricted	4,500
Association of Jewish Outreach Professionals (AJOP)	Baltimore	None	Public	Unrestricted	6,000
Bais Yaakov Scholarship Fund (Chani Flamm) Seminary	Baltimore	None	Public	Unrestricted	1,500
Baltimore Hebrew University	Baltimore	None	Public	Unrestricted	500
Baltimore Montesson	Baltimore	None	Public	Unrestricted	1,000
Baltimore Museum of Art	Baltimore	None	Public	Unrestricted	1,105
Baltimore Symphony Orchestra	Baltimore	None	Public	Unrestricted	15,000
BBYO	Washington DC	None	Public	Unrestricted	50,000
Boys Town Jerusalem (David Herman)	Israel	None	Public	Unrestricted	1,500
Center For The Study Of The Great Ideas	Chicago	None	Public	Unrestricted	500
Center Stage	Baltimore	None	Public	Unrestricted	1,000
Central Scholarship Bureau	Baltimore	None	Public	Unrestricted	15,000
Chizuk Amuno Congregation Hoffberger Chapel	Baltimore	None	Public	Unrestricted	20,000
Chizuk Amuno Wechler Fund	Baltimore	None	Public	Unrestricted	1,000
Dyslexia Tutoring Program	Baltimore	None	Public	Unrestricted	3,450
Elie Wiesel Foundation For Humanity	New York	None	Public	Unrestricted	2,500
Elijah Cummings Youth Program in Israel	Baltimore	None	Public	Unrestricted	2,500
Everyman Theatre	Baltimore	None	Public	Unrestricted	5,000
Friends of the Israel Defense Forces (&Sponsorship Galla)	Israel	None	Public	Unrestricted	5,500
Hadassah (Hospital room)	Israel	None	Public	Unrestricted	25,000
Heritage Retreats	New Jersey	None	Public	Unrestricted	1,000
Hillel - University of Maryland	Baltimore	None	Public	Unrestricted	25,000
Hillel 85th Anniversary	Washington DC	None	Public	Unrestricted	3,000
Hillel Board of Gov (Howard&Keith)	Washington DC	None	Public	Unrestricted	50,000
Hillel- Goucher (Match)	Baltimore	None	Public	Unrestricted	15,000
Hillel in latin America	Washington DC	None	Public	Unrestricted	15,000
Institute for Christian & Jewish Studies	Baltimore	None	Public	Unrestricted	5,000
JCC (Camping)	Baltimore	None	Public	Unrestricted	25,000
JCC (Ha Zamir Scholarship)	Baltimore	None	Public	Unrestricted	5,000
JCC of Baltimore scholarship Fund (for Buddys mother)	Baltimore	None	Public	Unrestricted	250
Jewish Funders Network Leadership Fund	Baltimore	None	Public	Unrestricted	25,000
Jewish Music Heritage Project	Baltimore	None	Public	Unrestricted	5,000
Jewish National Fund	Israel	None	Public	Unrestricted	50,000
JHU-Dr Ira Fine Discovery fund	Baltimore	None	Public	Unrestricted	10,000
JobKatif (Gaza Residents Forced Out)	Israel	None	Public	Unrestricted	20,000
Knox Presbyterian Church (Eddie Hargrove)	Baltimore	None	Public	Unrestricted	1,000
Life's Door	Israel	None	Public	Unrestricted	5,000
Maryland Israel Devlopment Center	Baltimore	None	Public	Unrestricted	1,500
Melitz (Capital Campain)	Israel	None	Public	Unrestricted	75,000
Memri (Matching Grant)	Washington DC	None	Public	Unrestricted	4,000
Ngo Monitor	Israel	None	Public	Unrestricted	25,000
Ohr Torah Stone (R Shlomo Riskin Org Israel)	Israel	None	Public	Unrestricted	25,000
Pierrer Rehov (In Care of Zionist Org of America)	Israel	None	Public	Unrestricted	15,000
Shema Isreal	Baltimore	None	Public	Unrestricted	20,000
Shoshana S Cardin School Vision in Action Celebration	Baltimore	None	Public	Unrestricted	450

Ben & Esther Rosenbloom Foundation, Inc.
EIN: 52-1258672
Schedule of Grants and Contributions Paid
Form 990PF, Page 11, Part XV, Line 3(a)

Recipient Name	Location	Relationship	Foundation Status	Prupose of Grant	Amount
Shoshana S Cardin Independent Jewish H S	Baltimore	None	Public	Unrestricted	50,000
StandWithUs	California	None	Public	Unrestricted	25,000
Table to Table	Israel	None	Public	Unrestricted	1,500
Talmudical Academy	Baltimore	None	Public	Unrestricted	12,500
Technion Perpetual Fellowship	Israel	None	Public	Unrestricted	50,000
The Curriculum Initiative TCI	New York	None	Public	Unrestricted	10,000
The Isreal Project	Israel	None	Public	Unrestricted	10,000
Tofte Lake Center (Lizzy's Artist Retreat)	Minnesota	None	Public	Unrestricted	1,500
Washington And Lee (Hillel)	Virginia	None	Public	Unrestricted	15,000
Washington Institute For Near East Policy (Back Payment 08)	Washington DC	None	Public	Unrestricted	10,000
Washington Institute For Near East Policy	Washington DC	None	Public	Unrestricted	10,000
					946,684

Ben & Esther Rosenbloom Foundation, Inc.
EIN: 52-1258672
Schedule of Grants and Contributions Approved for Future Payment
Form 990PF, Page 11, Part XV, Line 3(b)

Recipient Name	Location	Relationship	Foundation Status	Prupose of Grant	Amount
AICE (Encyclopedia)	Maryland	None	Public	Unrestricted	$ 25,000
American University (Israeli Internship)	Washington DC	None	Public	Unrestricted	9,000
Associated Jewish Federation (Captital Campaign)	Baltimore	None	Public	Unrestricted	71,429
Associated Jewish Federation of Baltimore (PJ Library)	Baltimore	None	Public	Unrestricted	34,000
Associated JewishFederationBal (Weinberg Day School Match)	Baltimore	None	Public	Unrestricted	10,000
Baltimore Symphony Orchestra	Baltimore	None	Public	Unrestricted	15,000
Boys Town Jerusalem (David Herman)	Israel	None	Public	Unrestricted	3,000
Friends of the Israel Defense Forces (&Sponsorship Galla)	Israel	None	Public	Unrestricted	5,000
Institute for Christian & Jewish Studies	Baltimore	None	Public	Unrestricted	10,000
Institute for Christian & Jewish Studies (Building Fund)	Baltimore	None	Public	Unrestricted	50,000
JCC (Camping)	Baltimore	None	Public	Unrestricted	25,000
Jewish Funders Network Leadership Fund	Baltimore	None	Public	Unrestricted	25,000
Jewish National Fund	Israel	None	Public	Unrestricted	15,000
NGO Monitor	Israel	None	Public	Unrestricted	15,000
Technion Perpetual Fellowship	Israel	None	Public	Unrestricted	50,000
Temple Israel of Hollywood	California	None	Public	Unrestricted	30,000
Washington And Lee (Hillel)	Virginia	None	Public	Unrestricted	15,000
					407,429

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 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
	BEN & ESTHER ROSENBLOOM FOUNDATION, INC.	52-1258672
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 8 RESERVOIR CIRCLE, NO. 202	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BALTIMORE, MD 21208	

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 ▶ HOWARD ROSENBLOOM 8 RESERVOIR CIRCLE, SUITE 202 - BALTIMORE, MD 21218

Telephone No ▶ 410-653-0239 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:

▶ [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	$ 20,000.
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	$ 50,000.
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

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

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

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization BEN & ESTHER ROSENBLOOM FOUNDATION, INC.	**Employer identification number** 52-1258672
	Number, street, and room or suite no If a P.O box, see instructions. 8 RESERVOIR CIRCLE, NO. 202	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BALTIMORE, MD 21208	

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

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

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

- The books are in the care of ▶ HOWARD ROSENBLOOM
8 RESERVOIR CIRCLE, SUITE 202 - BALTIMORE, MD 21218

Telephone No ▶ 410-653-0239 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 is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ____, and ending ____.

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

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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.	8a	$ 20,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 50,000.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification

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

Signature ▶ Lisa M. [signature] Title ▶ CPA Date ▶ 8/9/2010

923832
05-26-09

09180806 758923 6309267 2009.03060 BEN & ESTHER ROSENBLOOM FOU 63092671