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

**2009**

Department of the Treasury  
Internal Revenue Service

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

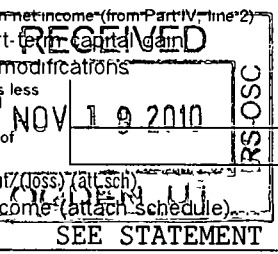
For calendar year **2009**, or tax year beginning **2009**, and ending **2009**

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

Use the IRS label Otherwise, print or type. See Specific Instructions.	LLL FOUNDATION % DANIEL M. ROSEN, 67 MASON ST. GREENWICH, CT 06830	<b>A</b> Employer identification number 57-1147978 <b>B</b> Telephone number (see the instructions)  <b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ <b>2,046,603.</b>		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>R E V E N U E</b>	<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
	<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments	122.	122.	N/A	
	<b>4</b> Dividends and interest from securities	6,127.	6,127.		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	-73,697.			
	<b>b</b> Gross sales price for all assets on line 6a	300,474.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		0.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule)					
<b>12</b> Total. Add lines 1 through 11		-66,356.	7,341.		
<b>A D M I N I S T R A T I V E E X P E N S E S</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0.			
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) SEE ST 2	5,000.	5,000.		
	<b>c</b> Other prof fees (attach sch)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule)(see instr) SEE STM 3	26.	26.		
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	2,928.	2,928.		
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule) SEE STATEMENT 4	14,580.	12,524.		
	<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	22,534.	20,478.		
<b>25</b> Contributions, gifts, grants paid PART XV	240,285.			240,285.	
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	262,819.	20,478.		240,285.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	-329,175.				
<b>b</b> Net investment income (if negative, enter -0-)		0.			
<b>c</b> Adjusted net income (if negative, enter -0-)					

SCANNED NOV 2, 2010



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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		76,076.	403,950.	403,950.
	3	Accounts receivable	27,121.			
		Less: allowance for doubtful accounts		38,712.	27,121.	8,657.
	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 the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – US and state government obligations (attach schedule)				
		b Investments – corporate stock (attach schedule)				
		c Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) STATEMENT 5		2,147,824.	1,499,665.	1,633,996.	
14	Land, buildings, and equipment: basis	1,270.				
	Less: accumulated depreciation (attach schedule) SEE STMT 6	1,270.				
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers – see instructions Also, see page 1, item I)		2,262,612.	1,930,736.	2,046,603.	
LIABILITIES	17	Accounts payable and accrued expenses		3,064.	363.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		3,064.	363.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		2,259,548.	1,930,373.	
	30	<b>Total net assets or fund balances</b> (see the instructions)		2,259,548.	1,930,373.	
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)		2,262,612.	1,930,736.		

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	2,259,548.
2	Enter amount from Part I, line 27a	2	-329,175.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,930,373.
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	1,930,373.

**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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 7			
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	-73,697.
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 the instructions). If (loss), enter -0- in Part I, line 8 <span style="float: right;">]</span>	3	-10,988.

**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 ) N/A

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 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 (column (b) divided by column (c))
2008			
2007			
2006			
2005			
2004			

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

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 VII Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948- see the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	0.
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	0.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	2,956.	
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	2,956.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		2,956.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax. <input type="checkbox"/> Refunded <input type="checkbox"/>	11	2,956.	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) DE		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address		X	
Telephone no <b>203 622-7400</b> Located at <b>59 DINGLETOWN ROAD GREENWICH CT</b> ZIP + 4 <b>06830</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <b>N/A</b> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>				

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

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

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

BAA

**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 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 instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

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

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?

5b	N/A	
6b		X
7b	N/A	

**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 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
LEILA SHAKKOUR % D. ROSEN, 67 MASON STREET GREENWICH, CT 06830	DIR/P/T/ASRQ 0	0.	0.	0.
MICHAEL THORNE % D. ROSEN, 67 MASON STREET GREENWICH, CT 06830	DIR/VP/ASRQ 0	0.	0.	0.
DANIEL M. ROSEN 67 MASON STREET GREENWICH, CT 06830	DIR/ASRQ 0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 see 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

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- (see 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 ▶ 0

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
-----	
2	
-----	
3	
-----	
4	
-----	

**Part IX-B Summary of Program-Related Investments** (see instructions)

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

	Amount
1 N/A	
-----	
2	
-----	
All other program-related investments. See instructions	
3	
-----	

**Total.** Add lines 1 through 3 ▶ 0.

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	1,865,346.
<b>b</b> Average of monthly cash balances	<b>1b</b>	240,013.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	23,685.
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,129,044.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	2,129,044.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	31,936.
<b>5 Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,097,108.
<b>6 Minimum investment return</b> Enter 5% of line 5	<b>6</b>	104,855.

**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.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	104,855.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>		
<b>b</b> Income tax for 2009 (This does not include the tax from Part VI.)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b	<b>2c</b>		
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>		104,855.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b> Add lines 3 and 4	<b>5</b>		104,855.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>		104,855.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc— total from Part I, column (d), line 26	<b>1a</b>	240,285.
<b>b</b> Program-related investments— total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	240,285.
<b>5</b> 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 instructions)	<b>5</b>	
<b>6 Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	240,285.

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7				104,855.
<b>2</b> Undistributed income, if any, as of the end of 2009:				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years 20__, 20__, 20__		0.		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004	50,030.			
<b>b</b> From 2005				
<b>c</b> From 2006	150,193.			
<b>d</b> From 2007	48,905.			
<b>e</b> From 2008	17,754.			
<b>f</b> Total of lines 3a through e	266,882.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 240,285.				
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				104,855.
<b>e</b> Remaining amount distributed out of corpus	135,430.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	402,312.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	50,030.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	352,282.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006	150,193.			
<b>c</b> Excess from 2007	48,905.			
<b>d</b> Excess from 2008	17,754.			
<b>e</b> Excess from 2009	135,430.			

**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)

**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

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

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see 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:

**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
<p><i>a Paid during the year</i> SEE STATEMENT 8</p>				
<b>Total</b>				▶ <b>3a</b> 240,285.
<p><i>b Approved for future payment</i></p>				
<b>Total</b>				▶ <b>3b</b>





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**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 11**  
**OTHER INCOME**

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION PROCEEDS	\$ 1,092.	\$ 1,092.	
<b>TOTAL</b>	<u>\$ 1,092.</u>	<u>\$ 1,092.</u>	<u>0.</u>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 5,000.	\$ 5,000.		
<b>TOTAL</b>	<u>\$ 5,000.</u>	<u>\$ 5,000.</u>		<u>\$ 0.</u>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	\$ 26.	\$ 26.		
<b>TOTAL</b>	<u>\$ 26.</u>	<u>\$ 26.</u>		<u>\$ 0.</u>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 475.	\$ 475.		
BOOKS	38.	38.		
DUES & SUBSCRIPTIONS	589.	589.		
INVESTMENT MANAGEMENT FEES	1,644.	1,644.		
MEALS & ENTERTAINMENT	4,112.	2,056.		
MISCELLANEOUS	589.	589.		
OFFICE EXPENSES	6,674.	6,674.		
OTHER FEES	396.	396.		
PORTFOLIO DEDUCTIONS THROUGH K-1	26.	26.		
POSTAGE	37.	37.		
<b>TOTAL</b>	<u>\$ 14,580.</u>	<u>\$ 12,524.</u>		<u>\$ 0.</u>

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**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
ART	COST	\$ 10,084.	\$ 10,084.
TOTAL OTHER INVESTMENTS		<u>\$ 10,084.</u>	<u>\$ 10,084.</u>
<u>OTHER SECURITIES</u>			
OFFSHORE INVESTMENTS	COST	1,214,487.	1,371,885.
NOTES	COST	75,000.	49,553.
MUTUAL FUNDS	COST	201,474.	204,449.
SHORT SECURITIES	COST	-1,380.	-1,975.
TOTAL OTHER SECURITIES		<u>\$ 1,489,581.</u>	<u>\$ 1,623,912.</u>
TOTAL		<u>\$ 1,499,665.</u>	<u>\$ 1,633,996.</u>

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 14**  
**LAND, BUILDINGS, AND EQUIPMENT**

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	\$ 1,270.	\$ 1,270.	\$ 0.	\$ 0.
TOTAL	<u>\$ 1,270.</u>	<u>\$ 1,270.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 7**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	PASSTHROUGH - POWERSHARES PTP	PURCHASED	VARIOUS	VARIOUS
2	PASSTHROUGH - POWERSHARES PTP	PURCHASED	VARIOUS	VARIOUS
3	DISPOSITION - POWERSHARES PTP	PURCHASED	VARIOUS	VARIOUS
4	SEE STATEMENT ATTACHED - MERRILL LYNCH	PURCHASED	VARIOUS	VARIOUS
5	SEE STATEMENT ATTACHED - MERRILL LYNCH	PURCHASED	VARIOUS	VARIOUS
6	FIDELITY AS NOMINEE	PURCHASED	VARIOUS	VARIOUS
7	FIDELITY AS NOMINEE	PURCHASED	VARIOUS	VARIOUS
8	FIDELITY AS NOMINEE	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	161.		0.	161.			\$ 161.	
2	81.		0.	81.			81.	
3	0.		157.	-157.			-157.	
4	6,149.		9,822.	-3,673.			-3,673.	
5	294,022.		356,602.	-62,580.			-62,580.	
6	0.		7,476.	-7,476.			-7,476.	
7	0.		114.	-114.			-114.	
8	61.		0.	61.			61.	

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**STATEMENT 7 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
							TOTAL	\$ -73,697.

**STATEMENT 8**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
WEST 9TH STREET BLOCK ASSOCIATION P.O. BOX 1675, OLD CHELSEA STATION NEW YORK, NY 10011	NONE	PUBLIC	SUPPORT FOR COMMUNITY PRESERVATION	\$ 40.
NORTHSHORE CONCERT BAND 1555 SHERMAN AVE STE 315 EVANSTON, IL 60201	NONE	PUBLIC	SUPPORT FOR THE ARTS	250.
NEW LONDON LOCAL FIRST P. O. BOX 1103 NEW LONDON, CT 06320	NONE	PUBLIC	COMMUNITY SUPPORT	100.
JULLIARD 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC	SUPPORT FOR THE ARTS	10,000.
AVON THEATER FILM CENTER 272 BEDFORD STREET STAMFORD, CT 06901	NONE	PUBLIC	SUPPORT FOR THE ARTS	100.
SOUND WATERS INC COVE ISLAND PARK STAMFORD, CT 06902	NONE	PUBLIC	SUPPORT FOR THE ENVIRONMENT	500.
YWCA OF YONKERS 87 S BROADWAY YONKERS, NY 10701	NONE	PUBLIC	COMMUNITY SUPPORT	500.
GLOBAL PARTNERSHIP FOR AFGHANISTAN PO BOX 1237 NEW YORK, NY 10276	NONE	PUBLIC	SUPPORT FOR AFGHAN FARMERS	13,000.
TRUSTEES OF TUFTS UNIVERSITY 200 BOSTON AVE MEDFORD, MA 02155	NONE	PUBLIC	SUPPORT FOR EDUCATION	50,000.

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**STATEMENT 8 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
WORLD FOUNDATION FOR MUSIC AND HEALING 799 BROADWAY, SUITE #305 NEW YORK, NY 10003	NONE	PUBLIC	SUPPORT FOR THE ARTS	\$ 1,000.
NEW YORK TIMES COMPANY FOUNDATION INC 620 EIGHTH AVE 18TH FLR NEW YORK, NY 10018	NONE	PUBLIC	SUPPORT FOR EDUCATION	22,500.
FLYING CLOUD INSTITUTE INC 731 S SANDISFIELD RD NEW MARLBOROU, MA 01230	NONE	PUBLIC	SUPPORT FOR EDUCATION	30,000.
PROJECT BREAD 145 BORDER ST EAST BOSTON, MA 02128	NONE	PUBLIC	COMMUNITY SUPPORT	150.
FRIENDS OF THE HAS HAITI 6740 REYNOLDS ST - 2ND FLOOR PITTSBURGH, PA 15206	NONE	PUBLIC	COMMUNITY SUPPORT	75.
FILM FORUM INC 209 W HOUSTON ST NEW YORK, NY 10014	NONE	PUBLIC	SUPPORT FOR THE ARTS	250.
GREENWICH CAMPSHIP FUND 101 FIELD POINT ROAD GREENWICH, CT 06830	NONE	PUBLIC	COMMUNITY SUPPORT	700.
THIRD STREET MUSIC SETTLEMENT 235 EAST 11TH ST NEW YORK, NY 10003	NONE	PUBLIC	SUPPORT FOR THE ARTS	5,000.
CARNEGIE HALL SOCIETY INC 881 SEVENTH AVENUE NEW YORK, NY 10019	NONE	PUBLIC	SUPPORT FOR THE ARTS	150.
FOOD BANK OF LOWER FAIRFIELD COUNTY INC 461 GLENBROOK RD STAMFORD, CT 06906	NONE	PUBLIC	COMMUNITY SUPPORT	2,250.
LESPMHA 209 EAST THIRD STREET NEW YORK, NY 10009	NONE	PUBLIC	COMMUNITY SUPPORT	250.
NEIGHBOR TO NEIGHBOR INC P.O BOX 18043 MISSOULA, MT 59808	NONE	PUBLIC	COMMUNITY SUPPORT	500.

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**STATEMENT 8 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NEW YORK HALL OF SCIENCE 4701 111TH ST CORONA, NY 11368	NONE	PUBLIC	SUPPORT FOR EDUCATION	\$ 2,000.
CLASSROOM WITH A VIEW INC PO BOX 783 TALKEETNA, AK 99676	NONE	PUBLIC	SUPPORT FOR EDUCATION	5,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVE NEW YORK, NY 10028	NONE	PUBLIC	SUPPORT FOR THE ARTS	190.
CENTER FOR TALENTED YOUTH 5801 SMITH AVE, STE 400 BALTIMORE, MD 21209	NONE	PUBLIC	SUPPORT FOR EDUCATION	41,000.
CUBAN ART SPACE 231 WEST 29TH STREET 4 FL NEW YORK, NY 10001	NONE	PUBLIC	SUPPORT FOR THE ARTS	250.
PROJECT ENTERPRISE 144 W 125TH ST NEW YORK, NY 10027	NONE	PUBLIC	COMMUNITY SUPPORT	2,000.
GRANT FOUNDATION P.O. BOX 81046 PITTSBURGH, PA 15217	NONE	PUBLIC	SUPPORT FOR EDUCATION	7,500.
UNITED PALESTINIAN APPEAL INC 1330 NEW HAMPSHIRE AVE - SUITE 104 WASHINGTON, DC 20036	NONE	PUBLIC	SUPPORT FOR NATIONAL SECURITY	2,500.
GREENWICH WORLD HUNGER ASSOCIATION 112 PATTERSON AVE GREENWICH, CT 06830	NONE	PUBLIC	SUPPORT FOR NATIONAL SECURITY	500.
NEW LONDON MARITIME SOCIETY INC 150 BANK ST NEW LONDON, CT 06320	NONE	PUBLIC	COMMUNITY SUPPORT	50.
PRO MUJER INC. 253 W.35TH STREET, 11TH FLOOR SOUTH NEW YORK, NY 10001	NONE	PUBLIC	SUPPORT FOR NATIONAL SECURITY	7,500.

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**STATEMENT 8 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SSG EDWIN RIVERA CHILDREN'S FUND 157 BOSTON POST ROAD WATERFORD, CT 06385	NONE	PUBLIC	SUPPORT FOR A FALLEN SOLDIER'S CHILDREN	\$ 500.
GIVE FORWARD COMMUNITY FUND 211 W WACKER DR, 18TH FL CHICAGO, IL 60606	NONE	PUBLIC	COMMUNITY SUPPORT	50.
FUTURE LEADERS INSTITUTE INC 134 W 122ND ST NEW YORK, NY 10027	NONE	PUBLIC	SUPPORT FOR EDUCATION	5,000.
URBAN STUDENTS EMPOWERED FOUNDATION 222 W. ONTARIO ST - SUITE 501 CHICAGO, IL 60654	NONE	PUBLIC	SUPPORT FOR EDUCATION	2,500.
AMERICANS FOR OXFORD INC 500 5TH AVE FL 32 NEW YORK, NY 10110	NONE	PUBLIC	SUPPORT FOR EDUCATION	16,500.
MISHAKAWA FOUNDATION P. O. BOX 3744 BLOOMINGTON, IL 61702	NONE	PUBLIC	SUPPORT FOR YOUTH	2,500.
GVSHIP 232 EAST 11TH ST NEW YORK, NY 10003	NONE	PUBLIC	SUPPORT FOR COMMUNITY	350.
OAAW 10 EAST DOTY, SUITE 403 MADISON, WI 53703	NONE	PUBLIC	GENERAL SUPPORT	2,500.
NEGA 1 CUTTS RD DURHAM, NH 03824	NONE	PUBLIC	COMMUNITY SUPPORT	30.
MEALS ON WHEELS GREENWICH 89 MAPLE AVENUE GREENWICH, CT 06830	NONE	PUBLIC	COMMUNITY SUPPORT	200.
CALL A RIDE OF GREENWICH 37 LAFAYETTE PL GREENWICH, CT 06830	NONE	PUBLIC	COMMUNITY SUPPORT	50.
GEMS FOUNDATION P.O. BOX 49083 LAWRENCEVILLE, GA 30049	NONE	PUBLIC	COMMUNITY SUPPORT	50.

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STATEMENT 8 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
GREENWICH HIGH SCHOOL LOAN FUND INC PO BOX 646 OLD GREENWICH, CT 06870	NONE	PUBLIC	SUPPORT FOR EDUCATION	\$ 250.
FIGURE SKATING IN HARLEM INC 361 WEST 125TH ST, 4TH FLOOR NEW YORK, NY 10027	NONE	PUBLIC	SUPPORT FOR ATHLETICS	4,000.
TOTAL \$				<u>240,285.</u>



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LLL FOUNDATION INC

2009 ANNUAL STATEMENT SUMMARY

Your Tax Reporting Statement information that follows is a personal summary of your account activity and is not reported to the IRS.

The Capital Gain and Loss Transaction section is provided to facilitate your review and may not include return of capital, sales load deferral, or wash sales adjustments. RICs (which may include mutual funds and unit investment trusts) may reclassify principal distributions as capital gains. The cost basis for these securities may not have been adjusted on your statement to reflect such reclassifications. Please refer to information provided by the RIC and discuss with your tax advisor. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income received. In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that an election was in effect to amortize premium paid on the purchase of taxable bonds.

Dividend and Interest details are repeated in the following pages for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

Merrill Lynch is neither a tax return preparer or tax advisor. Please see your tax advisor for more information.

2009 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
<b>SHORT TERM CAPITAL GAINS</b>							
AMERN CAP INCM BUILDER C	7.0000	03/23/09	12/23/09		334.88	260.33	74.55
	1.0000	03/24/09	12/23/09		47.84	37.96	9.88
	5.0000	06/22/09	12/23/09		239.20	208.60	30.60
	4.0000	09/28/09	12/23/09		191.36	185.52	5.84
	1.0000	09/29/09	12/23/09		47.84	46.81	1.03
	6.0000	12/21/09	12/23/09		287.06	284.22	2.84
		Security Subtotal			1,748.18	1,023.44	124.74
BLACKROCK GLOBAL ALLOC C	3.0000	07/24/09	12/23/09		50.22	46.02	4.20
	15.0000	12/21/09	12/23/09		267.84	265.60	2.24
	1.0000	12/22/09	12/23/09		16.76	16.67	0.09
		Security Subtotal			334.82	328.29	6.53
		Short Term Capital Gains Subtotal			1,483.00	1,351.73	131.27
<b>SHORT TERM CAPITAL LOSSES</b>							
*CALL SWG DEC 0107	5.0000	10/05/09	07/23/09(S)		924.97	1,475.00	(550.03)



LLL FOUNDATION INC

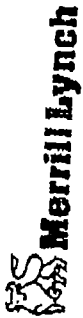
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2009 ANNUAL STATEMENT SUMMARY

2009 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
ELEMENTS - ROGERS TR	60.0000	05/27/08	03/27/09		326.69	782.33	(455.64)
	81.0000	05/27/08	05/05/09		478.91	1,056.15	(577.24)
		Security Subtotal			805.60	1,838.48	(1,032.88)
ISHARES MSCI EMERGING	45.0000	05/27/08	03/27/09		1,105.64	2,224.43	(1,118.79)
	37.0000	05/27/08	05/06/09		1,118.72	1,828.96	(710.26)
	23.0000	06/10/08	05/06/09		695.43	1,086.92	(391.49)
		Security Subtotal			2,919.79	5,140.33	(2,220.54)
JPM HGHBRG STAT MRT C	1.0000	12/23/08	12/23/09		15.56	16.31	(0.75)
		Short Term Capital Losses Subtotal			4,655.92	8,470.12	(3,804.20)
NET SHORT TERM CAPITAL GAIN (LOSS)					6,748.92	9821.85	(3,672.93)
LONG TERM CAPITAL GAINS							
AMERY CAP INCM BUILDER C	10.0000	12/19/08	12/23/09		478.40	406.90	71.50
	1.0000	12/22/08	12/23/09		47.84	40.44	7.40
	8.0000	12/22/08	12/23/09		382.72	325.52	57.20
		Security Subtotal			908.96	772.86	136.10
IVY ASSET STRATEGY FD C	253.3030	06/11/07	12/23/09		5,453.60	5,423.22	30.38
	188.0000	12/11/08	12/23/09		4,047.64	3,233.60	814.04
	68.0000	12/11/08	12/23/09		1,464.06	1,169.60	294.46
		Security Subtotal			10,965.30	9,826.42	1,138.88
JPM HGHBRG STAT MRT C	1038.0000	10/30/07	12/23/09		16,130.52	16,069.00	41.52
	170.0000	12/21/07	12/23/09		2,641.80	2,543.20	98.60
	1.0000	12/24/07	12/23/09		15.54	14.94	0.60
	5.0000	04/01/08	12/23/09		77.70	77.65	0.05
		Security Subtotal			18,865.56	18,724.79	140.77



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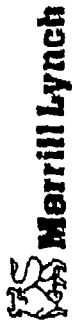
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2009 ANNUAL STATEMENT SUMMARY

2009 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date	Life-to-Date	Amortization/Accretion	Sales Price	Cost Basis	Gain or (Loss)
BLACKROCK GLOBAL ALLOC C	111.0000	12/16/08	12/23/09				1,858.14	1,495.28	361.86
	1.0000	12/17/08	12/23/09				1E.74	13.99	2.75
		Security Subtotal					1,874.88	1,510.27	364.61
CALMOS GLB GRW&INC CL C	133.0000	12/18/08	12/23/09				1,214.29	915.04	299.25
	1.0000	12/19/08	12/23/09				9.15	6.87	2.28
		Security Subtotal					1,223.44	921.91	301.53
		Long Term Capital Gains Subtotal					33,838.14	31,756.25	2,081.89
<b>LONG TERM CAPITAL LOSSES</b>									
ELEMENTS - ROGERS TR	46.0000	05/27/08	07/23/09				284.69	599.79	(315.10)
	34.0000	05/27/08	12/23/09				250.06	443.33	(193.27)
	378.0000	08/10/08	12/23/09				2,780.16	5,935.82	(2,255.66)
		Security Subtotal					3,314.91	6,078.94	(2,764.03)
VANGUARD TOTAL STK MKT	115.0000	01/23/06	07/23/09				5,643.06	7,225.24	(1,582.18)
	200.0000	01/23/06	07/23/09				9,814.02	12,564.62	(2,750.60)
	681.0000	01/23/06	07/23/09				33,416.77	42,785.94	(9,369.17)
	245.0000	01/23/06	09/30/09				12,961.05	15,392.88	(2,431.83)
		Security Subtotal					61,834.90	77,968.68	(16,133.78)
ISHARES MSCI EMERGING	34.0000	06/10/08	07/23/09				1,163.09	1,506.76	(443.67)
	306.0000	06/10/08	12/23/09				12,203.76	14,460.88	(2,257.12)
		Security Subtotal					13,366.85	16,067.64	(2,700.79)
AMERN CAP INCM BUILDER C	81.0000	06/11/07	03/27/09				3,067.47	5,218.02	(2,150.55)
	110.0000	06/11/07	06/06/09				4,484.60	7,086.20	(2,591.60)
	63.0000	06/11/07	07/23/09				2,765.07	4,058.46	(1,293.39)
	112.3340	06/11/07	12/23/09				5,374.04	7,236.56	(1,862.52)
	3.0000	09/20/07	12/23/09				143.52	197.55	(54.03)
	346.0000	10/30/07	12/23/09				15,552.64	23,548.76	(6,996.12)
	1.0000	11/02/07	12/23/09				47.84	67.28	(19.44)



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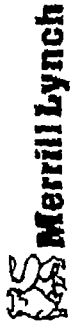
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2009 ANNUAL STATEMENT SUMMARY

2009 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
AMERN CAP INCM BUILDER C	4.0000	12/20/07	12/23/09			191.36	246.44	(55.08)
	1.0000	12/21/07	12/23/09			47.84	62.33	(14.49)
	36.0000	12/21/07	12/23/09			1,722.24	2,277.96	(495.72)
	8.0000	12/21/07	12/23/09			382.72	492.88	(110.16)
	6.0000	03/20/08	12/23/09			287.04	342.90	(55.86)
	1.0000	03/24/08	12/23/09			47.84	57.50	(9.66)
	6.0000	06/23/08	12/23/09			287.04	342.42	(55.38)
	1.0000	06/24/08	12/23/09			47.84	56.93	(9.09)
	7.0000	09/19/08	12/23/09			334.88	365.96	(31.08)
	1.0000	09/22/08	12/23/09			47.84	51.46	(3.62)
		<b>Security Subtotal</b>			<b>35,841.82</b>	<b>57,849.61</b>	<b>(15,807.79)</b>	
IVY ASSET STRATEGY FD C	213.0000	06/11/07	03/27/09			3,925.59	4,560.33	(634.74)
	286.0000	06/11/07	05/06/09			5,437.44	6,166.08	(728.64)
	163.0000	06/11/07	07/23/09			3,209.47	3,489.83	(280.36)
	318.1600	06/11/07	10/02/09			6,508.01	6,811.80	(311.79)
	1.0000	11/05/07	12/23/09			21.52	26.64	(5.12)
	628.0000	10/31/07	12/23/09			13,520.84	16,880.63	(3,359.79)
	4.0000	12/13/07	12/23/09			86.12	108.40	(22.28)
	8.0000	12/13/07	12/23/09			172.24	216.80	(44.56)
	1.0000	12/14/07	12/23/09			21.53	26.95	(5.42)
			<b>Security Subtotal</b>			<b>32,894.76</b>	<b>38,287.46</b>	<b>(5,392.70)</b>
JPM HGBRG STAT MRT C	334.0000	06/11/07	03/27/09			5,303.92	5,444.20	(140.28)
	451.0000	06/11/07	05/06/09			7,103.25	7,351.30	(248.05)
	256.0000	06/11/07	07/23/09			4,096.00	4,172.80	(76.80)
	1088.8150	06/11/07	12/23/09			16,920.17	17,747.69	(827.52)
	1.0000	11/02/07	12/23/09			15.54	15.57	(0.03)
		<b>Security Subtotal</b>			<b>33,438.88</b>	<b>34,731.56</b>	<b>(1,292.68)</b>	
BLACKROCK GLOBAL ALLOC C	278.0000	06/11/07	03/27/09			3,736.32	5,081.83	(1,345.51)
	375.0000	06/11/07	05/06/09			5,377.50	6,855.00	(1,477.50)
	213.0000	06/11/07	07/23/09			3,267.42	3,893.64	(626.22)
	396.1000	06/11/07	09/30/09			6,500.03	7,240.70	(740.70)
	58.2640	06/11/07	12/23/09			575.33	1,065.07	(489.74)



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2009 ANNUAL STATEMENT SUMMARY

2009 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Year-to-Date Amortization/Accretion	Year-to-Date Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
BLACKROCK GLOBAL ALLOC C	16,0000	07/20/07	12/23/09			267.83	301.60	(33.77)
	127,0000	10/30/07	12/23/09			18,865.98	22,382.21	(3,516.23)
	1,0000	11/02/07	12/23/09			16.74	19.86	(3.12)
	18,0000	12/17/07	12/23/09			301.32	331.20	(29.88)
	123,0000	12/17/07	12/23/09			2,059.02	2,263.20	(204.18)
	50,0000	12/17/07	12/23/09			837.00	920.00	(83.00)
	1,0000	12/18/07	12/23/09			16.74	19.28	(1.54)
	1,0000	12/18/07	12/23/09			16.74	18.28	(1.54)
	10,0000	07/18/08	12/23/09			167.40	175.70	(8.30)
		Security Subtotal				42,405.34	50,567.57	(8,162.23)
CALMOS GLB GRW&INC CL C	442,0000	06/11/07	03/27/09			3,082.74	4,862.00	(1,781.26)
	597,0000	06/11/07	05/06/09			4,632.72	6,567.00	(1,934.28)
	338,0000	06/11/07	07/23/09			2,785.12	3,718.00	(932.88)
	13,0000	12/20/07	12/23/09			118.69	143.26	(24.57)
	847,1810	06/11/07	12/23/09			7,734.75	9,319.00	(1,584.25)
	1728,0000	10/30/07	12/23/09			15,776.63	21,289.86	(5,512.33)
	322,0000	11/16/07	12/23/09			2,939.86	3,574.20	(634.34)
	1,0000	11/19/07	12/23/09			9.13	10.89	(1.76)
	1,0000	12/21/07	12/23/09			9.13	11.17	(2.04)
		Security Subtotal				37,086.77	49,494.48	(12,407.71)
		Long Term Capital Losses Subtotal				260,184.23	324,845.94	(64,661.71)
		NET LONG TERM CAPITAL GAIN (LOSS)				299,022.37	356,602.19	(62,579.82)