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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 , 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 LIPTON FOUNDATION		A Employer identification number 65-0098730
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 655 OCEAN BOULEVARD		B Telephone number (305) 935-3535
	City or town, state, and ZIP code GOLDEN BEACH, FL 33160		C If exemption application is pending, check here ☐
	H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,753,691.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		16,806.	16,806.		STATEMENT 1
4 Dividends and interest from securities		112,989.	112,989.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<306,778.>			
b Gross sales price for all assets on line 6a		5,555,858.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		<176,983.>	129,795.		
13 Compensation of officers, directors, trustees, etc		72,000.	36,000.		36,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		18,000.	9,000.		9,000.
c Other professional fees STMT 4		61,728.	30,864.		30,864.
17 Interest					
18 Taxes STMT 5		1,520.	760.		759.
19 Depreciation and depletion		6,616.	0.		
20 Occupancy		50,000.	25,000.		25,000.
21 Travel, conferences, and meetings		3,000.	1,500.		1,500.
22 Printing and publications					
23 Other expenses STMT 6		63,682.	31,841.		31,841.
24 Total operating and administrative expenses Add lines 13 through 23		276,546.	134,965.		134,964.
25 Contributions, gifts, grants paid		183,980.			183,980.
26 Total expenses and disbursements Add lines 24 and 25		460,526.	134,965.		318,944.
27 Subtract line 26 from line 12		<637,509.>			
a Excess of revenue over expenses and disbursements			0.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			3,116,617.	107,759.	107,759.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations					
	b Investments - corporate stock STMT 7	2,371,190.	5,360,696.	5,586,767.		
	c Investments - corporate bonds STMT 8	724,627.	29,178.	33,668.		
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment basis ▶ 101,508.						
Less accumulated depreciation STMT 9 ▶ 76,011.	32,113.	25,497.	25,497.			
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)	6,244,547.	5,523,130.	5,753,691.			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	0.	0.				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ 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 ☒ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	7,606,497.	7,606,497.			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.			
	29 Retained earnings, accumulated income, endowment, or other funds	<1,361,950.>	<2,083,367.>			
30 Total net assets or fund balances	6,244,547.	5,523,130.				
31 Total liabilities and net assets/fund balances	6,244,547.	5,523,130.				

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	6,244,547.
2 Enter amount from Part I, line 27a	2	<637,509.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,607,038.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAINS (LOSSES)	5	83,908.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,523,130.

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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 STATEMENT				
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 5,555,858.		5,862,636.	<306,778.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			<306,778.>	
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 <306,778.>
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	308,954.	7,780,367.	.039709
2007	515,395.	8,923,439.	.057757
2006	360,599.	8,380,235.	.043030
2005	296,273.	7,597,441.	.038996
2004	328,842.	7,042,539.	.046694
2 Total of line 1, column (d)			2 .226186
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 .045237
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 6,414,575.
5 Multiply line 4 by line 3			5 290,176.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.
7 Add lines 5 and 6			7 290,176.
8 Enter qualifying distributions from Part XII, line 4			8 318,944.

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)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	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 payments and 2008 overpayment credited to 2009	6a	3,808.	
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	3,808.	
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	3,808.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 3,808. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ JANICE LIPTON Located at ▶ 655 OCEAN BOULEVARD, GOLDEN BEACH, FL	Telephone no ▶	305-935-3338	ZIP+4 ▶ 33160
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	▶ 15	N/A	▶

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JANICE LIPTON	TRUSTEE			
655 OCEAN BOULEVARD				
GOLDEN BEACH, FL 33160	25.00	24,000.	0.	0.
ALAN LIPTON	TRUSTEE			
655 OCEAN BOULEVARD				
GOLDEN BEACH, FL 33160	15.00	48,000.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services.** If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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**

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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,991,289.
b	Average of monthly cash balances	1b	2,175,142.
c	Fair market value of all other assets	1c	345,828.
d	Total (add lines 1a, b, and c)	1d	6,512,259.
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	6,512,259.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	97,684.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,414,575.
6	Minimum investment return. Enter 5% of line 5	6	320,729.

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	320,729.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	320,729.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	320,729.
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	320,729.

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	318,944.
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	318,944.
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	318,944.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				320,729.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007	69,625.			
e From 2008				
f Total of lines 3a through e	69,625.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 318,944.				
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				318,944.
e Remaining amount distributed out of corpus	0.			
f Total of lines 4a through 4e	1,785.			1,785.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	67,840.			
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	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	67,840.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	67,840.			
d Excess from 2008				
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)

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	(d) 2006	

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))

SEE STATEMENT 10

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient • Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE			UNRESTRICTED	183,980.
Total			3a	183,980.
b <i>Approved for future payment</i> NONE				
Total			3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		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			14	16,806.		
4 Dividends and interest from securities			14	112,989.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14			
8 Gain or (loss) from sales of assets other than inventory			14	110.		<306,888.>
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.		129,905.		<306,888.>
13 Total. Add line 12, columns (b), (d), and (e)					13	<176,983.>

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

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

[illegible]

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.		

[illegible]

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

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

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

Signature of officer or trustee

Date _____

Title

11/7/2010

Sign Here

Paid	Preparer's
	Use Only

Preparer's
signature

Firm's name (or yours if self-employed), address, and ZIP code

Super P Hartman

SUSAN R. HANTMAN C.P.A., INC.
11900 BISCAYNE BOULEVARD, SUITE 501
MIAMI, FLORIDA 33181

Date _____

11/7/10

Check if self-employed	
------------------------	--

Preparer's identifying number

FIN ▶

Phone no (305) 891-7677

Form 990-PF (2009)

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	BERNSTEIN (SEE ATTACHED)	P	03/20/09	12/03/09
b	BERNSTEIN (SEE ATTACHED)	P	12/27/07	12/15/09
c	SMITH BARNEY (SEE ATTACHED)	P	06/09/09	12/29/09
d	SMITH BARNEY (SEE ATTACHED)	P	11/01/98	08/14/09
e	SMITH BARNEY (SEE ATTACHED)	P	01/16/09	10/27/09
f	SMITH BARNEY (SEE ATTACHED)	P	05/16/08	09/11/09
g	SMITH BARNEY (SEE ATTACHED)	P	01/15/09	12/15/09
h	BERNSTEIN (SEE ATTACHED)	P	06/12/09	09/18/09
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
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	403,773.		411,025.	<7,252.>
b	410,808.		725,314.	<314,506.>
c	2,491,000.		2,430,353.	60,647.
d	276,750.		275,000.	1,750.
e	65,929.		90,573.	<24,644.>
f	37,035.		59,918.	<22,883.>
g	8,271.		8,271.	0.
h	1,862,182.		1,862,182.	0.
i	110.			110.
j				
k				
l				
m				
n				
o				

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

(i) FMV 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			<7,252.>
b			<314,506.>
c			60,647.
d			1,750.
e			<24,644.>
f			<22,883.>
g			0.
h			0.
i			110.
j			
k			
l			
m			
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	<306,778.>
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

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
1	LEASEHOLD IMPROVEMENTS	061594	SL	39.00	17	25,579.			25,579.	9,539.		656.
2	OFFICE EQUIPMENT LEASEHOLD	061594	200DB	7.00	17	10,531.			10,531.	10,531.		0.
3	IMPROVEMENTS FURNITURE &	070195	SL	39.00	17	1,985.			1,985.	686.		51.
4	FIXTURES	070195	200DB	7.00	17	5,827.			5,827.	5,827.		0.
5	COMPUTER EQUIPMENT FURNITURE &	070196	200DB	3.00	17	3,069.			3,069.	3,069.		0.
6	FIXTURES	070196	200DB	7.00	17	1,605.			1,605.	1,605.		0.
7	OFFICE EQUIPMENT	080102	200DB	5.00	17	1,612.			1,612.	1,612.		0.
8	OFFICE EQUIPMENT	040106	200DB	5.00	17	7,000.			7,000.	4,984.		806.
9	IMPROVEMENTS	040106	200DB	5.00	17	44,300.			44,300.	31,542.		5,103.
	* TOTAL 990-PF PG 1 DEPR					101,508.		0.	101,508.	69,395.	0.	6,616.

928102
06-24-09

(D) - Asset disposed

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTERNAL REVENUE SERVICE	29.
MORGAN STANLEY SMITH BARNEY #416-14055	1,340.
MORGAN STANLEY SMITH BARNEY #416-23040	43.
MORGAN STANLEY SMITH BARNEY-416-16241	9,096.
MORGAN STANLEY SMITH BARNEY-416-16241-OID	5,899.
SANFORD C. BERNSTEIN #038-95057	23.
SANFORD C. BERNSTEIN #888-02079	376.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	16,806.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITH BARNEY-416-16241	77,396.	110.	77,286.
MORGAN STANLEY SMITH BARNEY-416-23040	5,562.	0.	5,562.
SANFORD C. BERNSTEIN #038-95057	7,163.	0.	7,163.
SANFORD C. BERNSTEIN #888-02079	21,023.	0.	21,023.
SMITH BARNEY-416-14055	1,955.	0.	1,955.
TOTAL TO FM 990-PF, PART I, LN 4	113,099.	110.	112,989.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	18,000.	9,000.		9,000.
TO FORM 990-PF, PG 1, LN 16B	18,000.	9,000.		9,000.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	28,560.	14,280.		14,280.	
CONSULTING FEES	33,168.	16,584.		16,584.	
TO FORM 990-PF, PG 1, LN 16C	61,728.	30,864.		30,864.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER TAXES	1,330.	665.		664.	
TAXES AND LICENSES	190.	95.		95.	
TO FORM 990-PF, PG 1, LN 18	1,520.	760.		759.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	6,981.	3,490.		3,491.	
TELEPHONE	4,014.	2,007.		2,007.	
INSURANCE	31,675.	15,838.		15,837.	
INVESTMENT MANAGEMENT FEES	10,363.	5,182.		5,181.	
PAYROLL TAXES	5,886.	2,943.		2,943.	
REPAIRS AND MAINTENANCE	4,763.	2,381.		2,382.	
TO FORM 990-PF, PG 1, LN 23	63,682.	31,841.		31,841.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCKS	5,360,696.	5,586,767.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,360,696.	5,586,767.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	29,178.	33,668.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	29,178.	33,668.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	25,579.	10,195.	15,384.
OFFICE EQUIPMENT	10,531.	10,531.	0.
LEASEHOLD IMPROVEMENTS	1,985.	737.	1,248.
FURNITURE & FIXTURES	5,827.	5,827.	0.
COMPUTER EQUIPMENT	3,069.	3,069.	0.
FURNITURE & FIXTURES	1,605.	1,605.	0.
OFFICE EQUIPMENT	1,612.	1,612.	0.
OFFICE EQUIPMENT	7,000.	5,790.	1,210.
IMPROVEMENTS	44,300.	36,645.	7,655.
TOTAL TO FM 990-PF, PART II, LN 14	101,508.	76,011.	25,497.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

JANICE LIPTON
ALAN LIPTON

**Lipton Foundation
Contributions
2009**

2009

Greater Miami Jewish Federation 4200 Biscayne Blvd Miami, Florida 33137-3279	50,000.00
Calebach Shul 305 W 79th Street New York, NY 10024	30,000 00
The Shul Bal Harbor 9540 Collins Ave Surfside, FL 33154	39,500.00
The Shul of Downtown 48 E Flagler Street Suite # 363 Miami, Florida 33131	7,900 00
JCC of Aspen 435 West Main Street Aspen, CO 81611	7,800 00
JCS Food Bank 735 NE 125 Street North Miami, FL 33161	6,000.00
NCJW 53 West 23rd Street 6th Floor New York, NY 10010-4204	1,000.00
Brain Tumor Foundation 1350 Avenue of the Americas Suite 1200 New York, NY 10019	1,000 00
Pan Mass 8181 NW 14th Street Miami, FL 33126	500.00
Jamie Rescue 678 NE 67th Street Miami, Florida 33138	2,750.00
Jackson Memorial Foundation Park Plaza East 901 NW 17th Street Suite G Miami, FL 33136	13,000 00
Beth Torah 20350 NE 26th Ave Miami, FL 33180	1,800.00
Cheer USA 57-101 Kuilima Drive Suite 56 Kahuku, HI 96731	1,500 00
Mount Sinai 4300 Alton Road Miami Beach, Florida 33140	1,000.00

Cancer Care 275 Seventh Ave Floor 22 New York, NY 10001	180.00
Shanes Walk 4800 Crystal Springs Drive Los Angeles, CA 90027	500 00
Museum of Contemporary Art 770 NE 125th Street North Miami, FL 33161	17,150.00
The Jewish Institute Washington 1779 Massachusetts Ave NW # 515 Washington, DC 20036-2131	1,000.00
Simacha 770 Eastern Ave Brooklyn, NY 11213	1,400 00
Total Contributions	<u>183,980.00</u>

LIPTON FOUNDATION
CAPITAL GAIN/LOSS SCHEDULE

Bernstein Account 888-02079

<u>Short Term</u>		DATE ACQUIRED	DATE SOLD	SALE PROCEEDS	COST BASIS	GAIN / LOSS
	DESCRIPTION					
	ACE LIMITED	03/20/09	04/30/09	\$ 1,631 51	\$ 1,340 12	\$ 291 39
	ACE LTD	04/21/09	12/15/09	639 76	579 58	60 18
	AETNA INC	09/29/09	11/06/09	431 98	427 15	4 83
	ALLSTATE CORP	02/27/09	11/30/09	842 85	527 92	314 93
	ALLSTATE CORP	02/27/09	11/30/09	561 90	351 95	209 95
	ALLSTATE CORP	02/09/09	05/22/09	661 71	571 33	90 38
	ALLSTATE CORP	02/09/09	04/30/09	587 06	571 32	15 74
	ALLSTATE CORP	12/17/08	04/30/09	1,174 11	1,497 51	(323 40)
	ALTERA CORPORATION	07/23/09	11/05/09	501 07	471 09	29 98
	ALTERA CORPORATION	07/17/09	11/05/09	300 64	259 52	41 12
	ALTERA CORPORATION	07/17/09	10/19/09	865 54	692 02	173 52
	ALTRIA GROUP INC	07/13/09	09/14/09	90 19	83 13	7 06
	ALTRIA GROUP INC	08/13/08	04/30/09	163 92	215 69	(51 77)
	AMAZON COM INC	05/22/09	12/24/09	969 06	529 13	439 93
	AMERICAN TOWER CORP-CL A	07/08/09	10/14/09	943 90	751 06	192 84
	AMGEN INC	03/20/09	07/15/09	751 20	639 38	111 82
	AMGEN INC	03/20/09	06/22/09	869 98	836 10	33 88
	AMGEN INC	12/04/08	06/22/09	255 88	283 06	(27 18)
	AMGEN INC	12/04/08	04/30/09	484 69	566 11	(81 42)
	AMGEN INC	07/11/08	04/30/09	1,454 05	1,543 05	(89 00)
	APACHE CORP	03/19/09	10/22/09	405 08	270 25	134 83
	APACHE CORP	03/19/09	10/13/09	584 35	405 36	178 99
	APACHE CORP	03/19/09	09/30/09	276 48	202 68	73 80
	APACHE CORP	01/15/09	09/30/09	276 48	215 80	60 68
	APACHE CORP	01/15/09	08/07/09	785 59	647 39	138 20
	APACHE CORP	08/08/08	06/30/09	362 80	526 48	(163 68)
	APACHE CORP	08/08/08	04/30/09	2,179 95	3,158 91	(978 96)
	ARCELORMITTAL-NY REGISTERED	08/05/09	12/21/09	441 68	378 56	63 12
	ARCELORMITTAL-NY REGISTERED	06/02/09	12/21/09	662 53	545 44	117 09
	ARCHER-DANIELS-MIDLAND CO	01/20/09	07/31/09	1,060 56	896 99	163 57
	ARCHER-DANIELS-MIDLAND CO	01/06/09	07/31/09	606 03	574 62	31 41
	ARCHER-DANIELS-MIDLAND CO	01/06/09	04/30/09	1,848 06	2,154 78	(306 72)
	AUTOLIV INC	12/17/08	04/30/09	1,490 33	1,285 10	205 23
	BANK NEW YORK MELLON CORP	04/20/09	04/30/09	514 28	598 25	(83 97)
	BAXTER INTERNATIONAL INC	11/19/08	09/10/09	556 47	573 80	(17 33)
	BECTON DICKINSON & CO	02/19/09	05/05/09	550 57	629 62	(79 05)
	BECTON DICKINSON & CO	02/19/09	05/01/09	61 05	69 95	(8 90)
	BECTON DICKINSON & CO	08/13/08	05/01/09	305 28	432 80	(127 52)
	BECTON DICKINSON & CO	08/13/08	04/30/09	1,215 31	1,731 18	(515 87)
	BECTON DICKINSON & CO	07/25/08	04/30/09	911 49	1,279 23	(367 74)
	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	05/09/08	04/30/09	162,250 00	168,825 77	(6,575 77)
	BLACK & DECKER CORP	09/11/09	12/15/09	938 64	699 34	239 30
	BRISTOL-MYERS SQUIBB CO	12/03/08	07/17/09	2,000 14	2,101 60	(101 46)
	BRISTOL-MYERS SQUIBB CO	12/03/08	04/30/09	476 55	525 40	(48 85)
	BUNGE LTD	01/15/09	04/13/09	229 18	164 76	64 42
	BUNGE LTD	11/07/08	04/13/09	859 44	650 46	208 98
	BUNGE LTD	11/07/08	04/06/09	1,161 92	867 27	294 65
	CAPITAL ONE FINANCIAL CORP	01/16/09	10/09/09	750 20	485 40	264 80
	CAPITAL ONE FINANCIAL CORP	01/16/09	09/17/09	1,176 22	728 08	448 14
	CAPITAL ONE FINANCIAL CORP	01/16/09	07/31/09	453 30	364 04	89 26
	CAPITAL ONE FINANCIAL CORP	01/16/09	04/30/09	1,301 81	1,820 20	(518 39)
	CARDINAL HEALTH INC	04/14/09	07/31/09	663 21	681 65	(18 44)
	CARDINAL HEALTH INC	11/06/08	07/31/09	497 41	574 67	(77 26)
	CARDINAL HEALTH INC	11/06/08	06/09/09	149 66	191 55	(41 89)
	CATERPILLAR INC	07/28/09	12/15/09	872 38	642 09	230 29
	CATERPILLAR INC	07/16/09	12/09/09	505 43	305 33	200 10
	CATERPILLAR INC	07/16/09	10/14/09	591 01	373 18	217 83
	CATERPILLAR INC	05/27/09	10/14/09	537 29	352 37	184 92
	CATERPILLAR INC	05/27/09	09/24/09	533 62	352 36	181 26
	CBS CORP-CLASS B	12/29/08	11/13/09	785 55	447 50	338 05
	CBS CORP-CLASS B	12/29/08	10/20/09	410 77	223 74	187 03
	CBS CORP-CLASS B	12/29/08	08/12/09	108 25	74 58	33 67
	CHEVRON CORP	03/30/09	12/07/09	468 60	398 75	69 85
	CHEVRON CORP	03/30/09	08/10/09	1,454 26	1,395 60	58 66
	COLGATE-PALMOLIVE CO	09/22/08	04/30/09	175 88	227 04	(51 16)
	CORNING INC	01/22/09	12/15/09	1,416 50	704 01	712 49
	CORNING INC	01/22/09	04/30/09	146 80	93 86	52 94

CORNING INC	01/22/09	04/30/09	1,101 02	703 99	397.03
CORNING INC	12/04/08	04/30/09	3,303 07	1,895 58	1,407 49
COSTCO WHOLESALE CORP	12/17/08	04/30/09	725 42	807 21	(81.79)
COSTCO WHOLESALE CORP	05/06/08	04/30/09	1,209 04	1,806 48	(597.44)
CROWN CASTLE INTL CORP	07/28/09	10/19/09	855 15	680 02	175 13
DEVON ENERGY CORPORATION	02/03/09	04/30/09	774 02	917 82	(143 80)
DEVON ENERGY CORPORATION	08/13/08	04/30/09	3,096 08	5,873 21	(2,777 13)
DU PONT (E I) DE NEMOURS	04/09/09	07/31/09	463 58	393 76	69 82
DU PONT (E I) DE NEMOURS	04/09/09	04/30/09	698 14	656 26	41 88
EASTMAN CHEMICAL COMPANY	10/03/08	09/14/09	1,053 92	1,028 95	24 97
EASTMAN CHEMICAL COMPANY	10/03/08	04/30/09	1,596 14	2,057 90	(461 76)
ELI LILLY & CO	04/23/09	09/02/09	1,316 28	1,300 24	16 04
ELI LILLY & CO	04/23/09	07/21/09	858 83	812 65	46 18
ELI LILLY & CO	04/23/09	04/30/09	657 22	650 11	7 11
ELI LILLY & CO	04/03/09	04/30/09	1,807 35	1,805 92	1 43
EMERSON ELECTRIC CO	03/20/09	10/22/09	399 98	276 89	123 09
EMERSON ELECTRIC CO	03/20/09	09/16/09	404 96	276 88	128 08
EMERSON ELECTRIC CO	03/20/09	08/20/09	694 32	553 77	140 55
EMERSON ELECTRIC CO	03/20/09	08/05/09	522 63	415 32	107 31
EMERSON ELECTRIC CO	03/20/09	07/31/09	729 28	553 76	175 52
EMERSON ELECTRIC CO	03/20/09	05/29/09	478 70	415 32	63 38
EMERSON ELECTRIC CO	03/20/09	04/30/09	683 78	553 76	130 02
EMERSON ELECTRIC CO	01/09/09	04/30/09	854 72	902 96	(48 24)
EOG RES INC	07/17/08	06/26/09	549 42	869 53	(320 11)
EOG RES INC	07/14/08	06/26/09	686 78	1,191 30	(504 52)
EOG RES INC	07/14/08	05/13/09	348 29	595 64	(247 35)
EOG RES INC	02/04/09	04/30/09	948 06	1,032 69	(84 63)
EOG RES INC	07/14/08	04/30/09	316 02	595 64	(279 62)
EOG RESOURCES INC	02/09/09	12/14/09	908 00	703 76	204 24
EOG RESOURCES INC	02/04/09	11/02/09	829 81	688 46	141 35
EOG RESOURCES INC	03/31/09	08/20/09	367 95	284 65	83 30
EOG RESOURCES INC	03/31/09	08/04/09	456 92	341 58	115 34
EOG RESOURCES INC	03/31/09	07/10/09	249 84	227 72	22 12
EOG RESOURCES INC	01/20/09	07/10/09	499 67	497 62	2 05
EOG RESOURCES INC	01/20/09	07/09/09	437 07	435 41	1 66
EOG RESOURCES INC	07/17/08	07/09/09	124 88	217 39	(92 51)
ERICSSON (LM) TEL-SP ADR	01/06/09	08/11/09	699 74	615 45	84 29
ERICSSON L M TEL CO	01/06/09	05/08/09	216 32	205 14	11 18
ERICSSON L M TEL CO	12/18/08	05/08/09	173 06	158 35	14 71
ERICSSON L M TEL CO	12/18/08	04/30/09	1,314 31	1,227 13	87 18
ERICSSON L M TEL CO	09/17/08	04/30/09	169 59	195 83	(26 24)
FREEPORT-MCMORAN COPPER	05/06/09	10/23/09	1,323 26	836 61	486 65
FREEPORT-MCMORAN COPPER & GOLD	05/06/09	09/14/09	905 12	679 75	225 37
GAP INC/THE	03/02/09	05/22/09	1,390 78	883 94	506 84
GAP INC/THE	03/02/09	04/30/09	1,004 90	675 94	328 96
GENERAL MILLS INC	02/10/09	05/06/09	259 47	290 60	(31 13)
GENERAL MILLS INC	11/12/08	05/06/09	207 57	258 35	(50 78)
GENERAL MILLS INC	11/12/08	04/30/09	758 61	968 81	(210 20)
GLAXOSMITHKLINE PLC-SPON AD	01/15/09	11/19/09	621 85	544 97	76 88
GLAXOSMITHKLINE PLC-SPON ADR	01/15/09	04/30/09	1,688 37	1,998 19	(309 82)
GOLDMAN SACHS GROUP INC	11/04/08	09/24/09	549 24	267 15	282 09
GOLDMAN SACHS GROUP INC	09/16/08	04/30/09	2,163 24	2,211 62	(48 38)
GOLDMAN SACHS GROUP INC	09/12/08	04/30/09	890 75	1,101 52	(210 77)
GOLDMAN SACHS GROUP INC	09/12/08	04/30/09	254 50	314 72	(60 22)
GOLDMAN SACHS GROUP INC	07/11/08	04/30/09	127 25	163 68	(36 43)
GOLDMAN SACHS GROUP INC	07/11/08	04/08/09	1,962 82	2,782 47	(819 65)
HARTFORD FINANCIAL SVCS GRP	06/18/08	04/14/09	103 80	705 90	(602 10)
HOME DEPOT INC	02/25/09	05/15/09	243 26	203 48	39 78
HOME DEPOT INC	02/10/09	05/15/09	486 52	449 25	37 27
HOME DEPOT INC	02/10/09	04/30/09	527 42	449 25	78 17
HOME DEPOT INC	01/15/09	04/30/09	1,845 97	1,552 66	293 31
HONEYWELL INTERNATIONAL INC	01/20/09	05/06/09	821 10	814 81	6 29
INTEL CORP	09/22/08	04/30/09	549 97	677 09	(127 12)
J C PENNEY CO INC	12/15/08	04/30/09	1,528 50	967 70	560 80
J C PENNEY CO INC	12/15/08	04/13/09	792 41	580 62	211 79
JACOBS ENGINEERING GROUP INC	01/09/09	05/19/09	400 04	518 95	(118 91)
JACOBS ENGINEERING GROUP INC	01/09/09	05/08/09	424 11	518 94	(94 83)
JPMORGAN CHASE & CO	09/26/08	09/11/09	1,277 40	1,215 00	62 40
JPMORGAN CHASE & CO	09/26/08	04/30/09	3,196 33	3,847 50	(651 17)
JPMORGAN CHASE & CO	07/03/08	04/30/09	672 91	705 50	(32 59)
KOHL'S CORP	08/13/08	04/30/09	2,701 80	2,894 47	(192.67)
LIBERTY ENTERTAINMENT-CL A	04/20/09	07/23/09	404 01	340 14	63 87
LIBERTY ENTERTAINMENT-CL A	04/20/09	07/22/09	397 10	340 14	56 96
LIBERTY ENTERTAINMENT-CL A	04/20/09	07/16/09	658 21	566 90	91 31

LIMITED BRANDS INC	12/31/08	11/23/09	435 17	249 38	185 79
LIMITED BRANDS INC	12/31/08	11/19/09	443 02	249 39	193 63
LIMITED BRANDS INC	12/31/08	10/19/09	663 22	349 13	314 09
LIMITED BRANDS INC	12/31/08	04/30/09	1,599 02	1,396 52	202 50
LINCOLN NATIONAL CORP	02/19/09	12/14/09	557 11	307 16	249 95
LINCOLN NATIONAL CORP	02/19/09	06/09/09	1,218 05	798 59	419 46
LOCKHEED MARTIN CORP	03/19/09	04/30/09	861 60	740 86	120 74
LOCKHEED MARTIN CORP	03/19/09	04/20/09	303 30	269 40	33 90
LOCKHEED MARTIN CORP	09/22/08	04/20/09	1,137 38	1,628 53	(491 15)
LOWE'S COS INC	07/13/09	12/18/09	235 87	192 46	43 41
LOWE'S COS INC	05/18/09	12/18/09	471 75	389 86	81 89
LOWE'S COS INC	04/23/09	12/18/09	589 69	516 51	73 18
LOWE'S COS INC	04/23/09	10/08/09	729 31	723 11	6 20
LOWE'S COS INC	02/24/09	04/30/09	214 62	155 83	58 79
LOWE'S COS INC	10/28/08	04/30/09	1,287 69	1,039 87	247 82
MCDONALD'S CORP	01/28/09	10/12/09	795 10	829 38	(34 28)
MCDONALD'S CORP	01/28/09	09/16/09	609 64	651 65	(42 01)
MCDONALD'S CORP	11/13/08	09/16/09	166 26	160 91	5 35
MCDONALD'S CORP	11/13/08	08/04/09	770 09	750 88	19 21
MCDONALD'S CORP	11/13/08	07/16/09	171 23	160 90	10 33
MCDONALD'S CORP	09/22/08	07/16/09	856 18	960 39	(104 21)
MCDONALD'S CORP	09/22/08	04/30/09	1,863 75	2,240 90	(377 15)
MERCK & CO INC	06/19/08	04/30/09	241 89	356 48	(114 59)
MERCK & CO INC	06/05/08	04/30/09	2,056 09	3,281 03	(1,224 94)
METLIFE INC	02/27/09	12/15/09	735 66	394 08	341 58
METLIFE INC	02/27/09	11/13/09	171 37	98 51	72 86
METLIFE INC	01/13/09	11/13/09	342 75	289 88	52 87
METLIFE INC	01/13/09	08/05/09	364 71	289 88	74 83
METLIFE INC	01/13/09	06/25/09	148 94	144 93	4 01
METLIFE INC	11/19/08	06/25/09	446 82	294 16	152 66
METLIFE INC	11/19/08	05/29/09	778 00	490 25	287 75
METLIFE INC	11/19/08	04/30/09	3,005 11	1,961 02	1,044 09
METLIFE INC	08/13/08	04/30/09	450 77	769 86	(319 09)
METLIFE INC	08/13/08	04/15/09	650 24	1,283 10	(632 86)
METLIFE INC	08/13/08	04/09/09	259 43	513 24	(253.81)
METLIFE INC	08/13/08	04/09/09	129 71	256 62	(126 91)
MICROSOFT CORP	03/31/09	09/16/09	376 31	276 83	99 48
MICROSOFT CORP	03/31/09	05/07/09	676 14	645 93	30 21
MICROSOFT CORP	03/31/09	04/30/09	1,516 50	1,384 12	132 38
MICROSOFT CORP	03/31/09	04/28/09	100 40	92 27	8 13
MICROSOFT CORP	03/26/09	04/28/09	702 77	637 74	65 03
MICROSOFT CORP	02/19/09	04/28/09	702 77	638 32	64 45
MOLSON COORS BREWING CO -B	11/28/08	04/30/09	766 73	903 54	(136 81)
MONSANTO CO	08/13/08	08/07/09	420 42	555 00	(134 58)
MONSANTO CO	08/13/08	07/22/09	1,036 40	1,443 00	(406 60)
MONSANTO CO	08/13/08	06/26/09	227 05	333 00	(105 95)
MONSANTO CO	06/27/08	06/26/09	302 74	512 92	(210 18)
MONSANTO CO	06/27/08	06/04/09	492 03	769 38	(277 35)
MOTOROLA INC	09/29/08	04/30/09	549 14	708 13	(158 99)
MOTOROLA INC	06/18/08	04/30/09	1,372 85	2,168 10	(795 25)
NETAPP INC	04/20/09	05/28/09	747 89	709 09	38 80
NETAPP INC	04/20/09	04/30/09	546 64	531 81	14 83
NEWS CORP	02/10/09	09/23/09	545 53	294 80	250 73
NEWS CORP INC-CL A	12/05/08	06/09/09	512 59	385 24	127 35
NEWS CORP INC-CL A	12/05/08	04/30/09	1,031 67	963 10	68 57
NEWS CORP INC-CL A	12/01/08	04/30/09	1,444 35	1,253 60	190 75
NIKE INC -CL B	05/01/08	04/30/09	523 07	676 88	(153 81)
NOKIA CORP-SPON ADR	02/10/09	07/07/09	143 46	127 44	16 02
NOKIA CORP-SPON ADR	02/06/09	07/07/09	358 65	334 59	24 06
NOKIA CORP-SPON ADR	02/06/09	04/30/09	1,410 32	1,338 36	71 96
NOKIA CORP-SPON ADR	12/03/08	04/30/09	2,115 48	1,983 00	132 48
NOKIA CORP-SPON ADR	12/03/08	04/14/09	683 12	661 00	22 12
NOKIA CORP-SPON ADR	12/03/08	04/03/09	977 09	991 50	(14 41)
NORTHROP GRUMMAN CORP	04/14/09	04/30/09	1,930 76	1,798 00	132 76
NUCOR CORP	05/15/09	09/11/09	464 28	399 27	65 01
NVIDIA CORP	09/16/08	05/08/09	449 31	424 40	24 91
NVIDIA CORP	09/16/08	04/30/09	860 92	707 33	153 59
OCCIDENTAL PETROLEUM CORP	06/25/09	12/31/09	899 31	713 97	185 34
OCCIDENTAL PETROLEUM CORP	06/25/09	09/24/09	304 79	259 62	45 17
OCCIDENTAL PETROLEUM CORP	02/04/09	09/24/09	457 18	334 86	122 32
OCCIDENTAL PETROLEUM CORP	12/03/08	04/30/09	1,399 91	1,154 04	245 87
PACCAR INC	04/14/09	04/30/09	699 90	623 98	75 92
PACCAR INC	04/14/09	04/30/09	699 90	623 98	75 92
PEPSICO INC	08/13/08	05/12/09	492 18	694 69	(202 51)

PEPSICO INC	08/13/08	04/30/09	745 83	1,042 02	(296 19)
PETROLÃO BRASILEIRO S A -AD	06/01/09	11/24/09	513 42	457 85	55 57
PETROLEO BRASILEIRO-SPON AD	09/28/09	11/25/09	924 81	773 35	151 46
PETROLEO BRASILEIRO-SPON AD	09/23/09	11/25/09	462 41	388 58	73 83
PHILIP MORRIS INTERNATIONAL	07/21/08	06/12/09	651 16	762 32	(111 16)
PHILIP MORRIS INTERNATIONAL	07/21/08	04/30/09	908 38	1,270 53	(362 15)
PROCTER & GAMBLE CO	04/14/09	12/15/09	870 59	665 17	205 42
PROCTER & GAMBLE CO	04/14/09	11/16/09	1,122 24	855 23	267 01
PROCTER & GAMBLE CO	04/14/09	09/10/09	391 14	332 59	58 55
PROCTER & GAMBLE CO	04/14/09	08/07/09	571 03	522 63	48 40
PROCTER & GAMBLE CO	09/22/08	08/07/09	519 11	697 15	(178 04)
PROCTER & GAMBLE CO	04/14/09	07/15/09	814 03	712 68	101 35
PROCTER & GAMBLE CO	04/14/09	04/30/09	495 58	475 12	20 46
PROCTER & GAMBLE CO	11/13/08	04/30/09	495 58	629 07	(133.49)
PROCTER & GAMBLE CO	10/17/08	04/30/09	991 16	1,210 04	(218 88)
PROCTER & GAMBLE CO	09/22/08	04/30/09	743 37	1,045 73	(302 36)
PROCTER & GAMBLE CO	09/22/08	04/30/09	247 79	348 58	(100 79)
QUALCOMM INC	08/13/08	05/07/09	419 10	542 68	(123 58)
QUALCOMM INC	08/13/08	04/30/09	1,888 72	2,442 03	(553 31)
QUALCOMM INC	07/23/08	04/30/09	2,098 58	2,170 12	(71 54)
QUALCOMM INC	07/08/08	04/30/09	1,049 29	1,162 31	(113 02)
QUALCOMM INC	06/16/08	04/30/09	419 71	496 77	(77 06)
RIO TINTO PLC-SPON ADR	09/18/09	11/25/09	1,050 26	899 05	151 21
ROYAL DUTCH SHELL PLC-ADR	02/09/09	07/20/09	1,022 31	1,040 66	(18 35)
SAFEWAY INC	08/13/08	07/20/09	987 53	1,416 61	(429 08)
SAFEWAY INC	08/13/08	04/30/09	2,943 47	4,249 81	(1,306 34)
SANOFI SYNTHELABO SA	03/18/09	05/26/09	779 58	693 92	85 66
SANOFI SYNTHELABO SA	12/18/08	05/26/09	2,182 81	2,301 15	(118 34)
SCHERING-PLOUGH CORP	04/14/09	11/04/09	472 50	443 24	29 26
SCHERING-PLOUGH CORP	03/25/09	11/04/09	577 50	564 75	12 75
SCHERING-PLOUGH CORP	03/24/09	11/04/09	420 00	411 52	8 48
SCHERING-PLOUGH CORP	03/24/09	04/30/09	1,382 08	1,458 25	(76 17)
SCHWAB (CHARLES) CORP	02/10/09	06/01/09	363 77	281 42	82 35
SCHWAB (CHARLES) CORP	02/10/09	05/26/09	697 16	562 83	134 33
SCHWAB (CHARLES) CORP	01/15/09	05/26/09	87 15	74 98	12 17
SCHWAB (CHARLES) CORP	01/15/09	04/30/09	638 40	524 81	113 59
SCHWAB (CHARLES) CORP	10/21/08	04/30/09	638 40	724 34	(85 94)
SYMANTEC CORP	03/16/09	04/30/09	858 38	666 80	191 58
SYMANTEC CORP	02/24/09	04/30/09	1,030 06	848 12	181 94
SYMANTEC CORP	12/15/08	04/30/09	1,115 89	803 11	312 78
TAIWAN SEMICONDUCTOR-SP ADR	05/08/09	11/11/09	1,024 02	1,044 21	(20 19)
TEXTRON INC	07/27/09	09/14/09	566 00	332 25	233 75
THE WALT DISNEY CO	02/19/09	08/03/09	637 94	446 90	191 04
THE WALT DISNEY CO	02/19/09	07/20/09	373 59	268 14	105 45
THE WALT DISNEY CO	02/17/09	07/20/09	373 59	268 11	105 48
THE WALT DISNEY CO	02/17/09	04/30/09	768 50	625 57	142 93
THE WALT DISNEY CO	12/18/08	04/30/09	658 71	702 06	(43 35)
THE WALT DISNEY CO	11/04/08	04/30/09	658 71	772 16	(113 45)
THE WALT DISNEY CO	10/17/08	04/30/09	878 29	964 34	(86 05)
TIME WARNER CABLE	05/18/09	09/09/09	391 35	316 83	74 52
TIME WARNER CABLE INC	04/15/09	04/30/09	486 28	420 50	65 78
TIME WARNER CABLE INC	03/24/09	04/30/09	259 35	224 49	34 86
TIME WARNER CABLE INC	01/12/09	04/30/09	259 35	264 35	(5 00)
TIME WARNER CABLE INC	12/12/08	04/30/09	518 70	513 42	5 28
TIME WARNER CABLE INC	10/03/08	04/30/09	194 51	247 45	(52 94)
TIME WARNER CABLE INC	08/13/08	04/30/09	486 28	733 01	(246 73)
TIME WARNER INC	10/03/08	04/30/09	153 41	195 94	(42 53)
TIME WARNER INC	08/13/08	04/30/09	1,314 94	2,072 96	(758 02)
TJX COMPANIES INC	12/18/08	04/29/09	2,114 92	1,560 16	554 76
TJX COMPANIES INC	12/18/08	04/08/09	1,056 84	832 08	224 76
TOYOTA MOTOR CORP -SPON ADR	05/18/09	09/23/09	741 10	685 92	55 18
TOYOTA MOTOR CORP -SPON ADR	08/13/08	04/30/09	1,584 00	1,826 14	(242 14)
TOYOTA MOTOR CORP -SPON ADR	08/13/08	04/20/09	760 28	913 06	(152 78)
TYSON FOODS INC-CL A	01/15/09	07/30/09	623 39	456 04	167 35
TYSON FOODS INC-CL A	01/15/09	06/25/09	562 94	373 12	189 82
TYSON FOODS INC-CL A	01/15/09	04/30/09	1,316 14	1,036 43	279 71
UNION PACIFIC CORP	05/08/09	12/03/09	451 78	364 18	87 60
UNION PACIFIC CORP	05/08/09	11/04/09	59 60	52 02	7 58
UNION PACIFIC CORP	05/06/09	11/04/09	536 36	475 23	61 13
UNITED TECHNOLOGIES CORP	09/11/09	11/19/09	541 88	493 16	48 72
US BANCORP	05/11/09	11/18/09	943 34	720 00	223 34
VIACOM INC-CLASS B	12/29/08	12/02/09	1,500 09	863 22	636 87
VIACOM INC-CLASS B	12/29/08	05/08/09	423 96	345 28	78 68
VIACOM INC-CLASS B	12/29/08	04/30/09	782 88	690 57	92 31

VISA INC - CLASS A SHRS	04/30/09	10/06/09	884 10	872 13	11 97
VISA INC - CLASS A SHRS	04/30/09	10/06/09	68 01	67 08	0 93
WAL-MART STORES INC	10/08/08	04/30/09	1,763 68	1,889 97	(126 29)
WAL-MART STORES INC	10/01/08	04/30/09	251 95	298 85	(46 90)
WAL-MART STORES INC	10/01/08	04/28/09	731 26	896 52	(165 26)
WESTERN DIGITAL CORP	09/16/08	04/30/09	119 41	111 41	8 00
WESTERN DIGITAL CORP	08/28/08	04/30/09	2,626 92	3,104 93	(478 01)
WESTERN DIGITAL CORP	06/10/08	04/30/09	2,149 30	3,505 70	(1,356 40)
WISCONSIN ENERGY CORP	08/13/08	04/03/09	2,067 80	2,304 40	(236 60)
WYETH	12/03/08	04/30/09	1,271 73	1,006 75	264 98
WYETH	12/03/08	04/09/09	1,480 41	1,174 54	305 87
WYETH	08/28/08	04/09/09	2,114 88	2,154 93	(40 05)
TIME WARNER CABLE		04/06/09	7 81		7 81
TAIWAN SEMICONDUCTOR-SP ADR		08/18/09	5 17		5 17
MERCK & CO INC		11/13/09	24 48		24 48
AOL INC		12/16/09	4 65		4 65

Total Short Term

\$	403,773.29	\$	411,024.59	\$	(7,280.43)
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**LIPTON FOUNDATION
CAPITAL GAIN/LOSS SCHEDULE**

Bernstein Account 888-02079

Long Term

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALE PROCEEDS	COST BASIS	GAIN / LOSS
**ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	12/27/07	04/30/09	\$ 8,897 12	\$ 17,996 44	\$ (9,099 32)
**ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	10/10/07	04/30/09	2,557 85	8,000 00	(5,442 15)
**ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	05/24/07	04/30/09	1,976 36	6,050 00	(4,073 64)
**ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	01/20/06	04/30/09	4,437 59	11,350 00	(6,912 41)
**ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	03/07/02	04/30/09	9,431 08	13,979 15	(4,548 07)
ABBOTT LABORATORIES	02/06/08	05/20/09	435 66	577 82	(142 16)
ABBOTT LABORATORIES	02/06/08	04/30/09	622 05	866 73	(244 68)
ABBOTT LABORATORIES	02/06/08	04/28/09	1,079 58	1,444 55	(364 97)
ABBOTT LABORATORIES	11/01/07	04/16/09	1,275 13	1,637 83	(362 70)
ABBOTT LABORATORIES	11/01/07	04/08/09	870 51	1,091 88	(221 37)
ABBOTT LABORATORIES	06/19/07	04/08/09	652 89	818 63	(165 74)
ACTIVISION BLIZZARD INC	10/21/08	02/17/09	666 83	924 15	(257 32)
AFLAC INC	01/09/09	02/02/09	578 85	1,096 29	(517 44)
ALCON INC	07/21/05	05/11/09	382 64	465 14	(82 50)
ALCON INC	07/21/05	04/30/09	1,372 45	1,744 29	(371 84)
ALCON INC	07/21/05	01/26/09	2,482 50	3,488 56	(1,006 06)
ALLSTATE CORP	03/07/08	04/30/09	1,174 11	2,351 01	(1,176 90)
ALLSTATE CORP	12/11/07	04/30/09	1,761 16	4,037 90	(2,276 74)
ALTRIA GROUP INC	08/13/08	09/14/09	2,435 07	2,911 95	(476 88)
ALTRIA GROUP INC	08/10/07	04/30/09	819 62	1,022 53	(202 91)
ALTRIA GROUP INC	07/27/07	04/30/09	819 62	1,030 49	(210 87)
ALTRIA GROUP INC	09/29/06	04/30/09	491 78	538 23	(46 45)
ALTRIA GROUP INC	09/29/06	04/29/09	169 43	179 41	(9 98)
ALTRIA GROUP INC	06/16/06	04/29/09	1,440 20	1,397 96	42 24
ALTRIA GROUP INC	03/07/02	03/26/09	945 65	686 00	259 65
AMERICAN INTERNATIONAL GROUP	02/13/08	03/03/09	22 37	2,287 46	(2,265 09)
AMERICAN INTERNATIONAL GROUP	02/11/08	03/03/09	22 37	2,253 16	(2,230 79)
AMERICAN INTERNATIONAL GROUP	10/25/06	03/03/09	13 42	2,000 36	(1,986 94)
AMERICAN INTERNATIONAL GROUP	10/20/06	03/03/09	15 66	2,327 21	(2,311 55)
AMERICAN INTERNATIONAL GROUP	09/19/06	03/03/09	22 37	3,270 13	(3,247 76)
AMERICAN INTERNATIONAL GROUP	08/25/06	03/03/09	26 84	3,776 08	(3,749 24)
AMERICAN INTERNATIONAL GROUP	05/10/06	03/03/09	46 98	6,960 35	(6,913 37)
AMERICAN INTERNATIONAL GROUP	01/11/06	03/03/09	44 74	7,085 29	(7,040 55)
AMERICAN INTERNATIONAL GROUP	03/18/04	03/03/09	8 95	1,461 89	(1,452 94)
APACHE CORP	08/13/08	11/09/09	1,715 31	1,797 51	(82 20)
APACHE CORP	08/13/08	10/06/09	285 22	317 20	(31 98)
APACHE CORP	08/08/08	10/06/09	190 15	210 59	(20 44)
APACHE CORP	08/08/08	09/30/09	276 48	315 89	(39 41)
APACHE CORP	08/08/08	08/13/09	439 76	526 49	(86 73)
APACHE CORP	08/08/08	01/07/09	834 15	1,052 96	(218 81)
APACHE CORP	07/28/08	01/07/09	2,085 36	2,788 55	(703 19)
APPLE INC	03/04/08	09/21/09	546 43	368 02	178 41
APPLE INC	03/04/08	04/30/09	4,400 55	4,293 61	106 94
APPLE INC	03/14/07	04/30/09	1,885 95	1,331 29	554 66
APPLE INC	03/14/07	02/09/09	513 29	443 76	69 53
APPLE INC	08/14/06	02/09/09	513 28	323 28	190 00
APPLE INC	08/14/06	01/15/09	2,071 34	1,616 38	454 96
APPLE INC	08/14/06	01/06/09	1,882 91	1,293 10	589 81
APPLE INC	06/07/06	01/06/09	941 46	599 42	342 04
ASHLAND INC	03/07/08	02/09/09	566 24	3,098 05	(2,531 81)
AT&T INC	09/25/07	04/30/09	637 68	1,061 90	(424 22)
AT&T INC	09/17/07	04/30/09	5,101 44	8,071 63	(2,970 19)
AT&T INC	09/17/07	01/07/09	2,056 27	3,026 85	(970 58)
BANK OF AMERICA CORP	01/13/09	03/23/09	737 22	1,072 29	(335 07)
BANK OF AMERICA CORP	01/07/09	03/23/09	405 47	769 05	(363 58)
BANK OF AMERICA CORP	01/07/09	03/18/09	426 02	908 87	(482 85)
BANK OF AMERICA CORP	01/07/09	03/18/09	32 77	69 91	(37 14)
BANK OF AMERICA CORP	12/22/08	03/18/09	163 86	345 25	(181 39)
BANK OF AMERICA CORP	12/22/08	02/24/09	113 24	345 24	(232 00)
BANK OF AMERICA CORP	12/16/08	02/24/09	679 44	2,065 46	(1,386 02)

BANK OF AMERICA CORP	09/23/08	02/24/09	452 96	3,465 32	(3,012 36)
BANK OF AMERICA CORP	06/25/08	02/24/09	339 72	2,028 77	(1,689 05)
BANK OF AMERICA CORP	02/11/08	02/24/09	452 96	4,216 93	(3,763 97)
BAXTER INTERNATIONAL INC	04/28/08	09/10/09	389 53	440 30	(50 77)
BAXTER INTERNATIONAL INC	04/28/08	05/12/09	406 64	503 18	(96 54)
BAXTER INTERNATIONAL INC	04/28/08	04/30/09	1,935 16	2,515 93	(580 77)
BECTON DICKINSON & CO	07/25/08	01/15/09	351 63	426 40	(74 77)
BECTON DICKINSON & CO	04/16/08	01/15/09	1,406 53	1,675 51	(268 98)
BERNSTEIN EMERGING MARKETS PORTFOLIO	12/12/06	04/30/09	6,252 83	12,498 06	(6,245 23)
BERNSTEIN EMERGING MARKETS PORTFOLIO	12/12/06	04/30/09	-	25 09	(25 09)
BERNSTEIN EMERGING MARKETS PORTFOLIO	01/27/06	04/30/09	13,847 17	30,067 79	(16,220 62)
BERNSTEIN INTERNATIONAL PORTFOLIO	12/11/07	04/30/09	116 23	258 88	(142 65)
BERNSTEIN INTERNATIONAL PORTFOLIO	12/11/07	04/30/09	-	6 99	(6 99)
BERNSTEIN INTERNATIONAL PORTFOLIO	10/10/07	04/30/09	17,141 45	45,300 00	(28,158 55)
BERNSTEIN INTERNATIONAL PORTFOLIO	12/12/06	04/30/09	27,266 18	61,670 25	(34,404 07)
BERNSTEIN INTERNATIONAL PORTFOLIO	12/07/05	04/30/09	2,322 82	4,823 57	(2,500 75)
BERNSTEIN INTERNATIONAL PORTFOLIO	12/10/04	04/30/09	1,493 06	2,655 51	(1,162 45)
BERNSTEIN INTERNATIONAL PORTFOLIO	12/05/03	04/30/09	1,835 74	2,814 98	(979 24)
BERNSTEIN INTERNATIONAL PORTFOLIO	12/06/02	04/30/09	2,281 38	2,613 19	(331 81)
BERNSTEIN INTERNATIONAL PORTFOLIO	03/07/02	04/30/09	6,843 14	9,135 79	(2,292 65)
BP PLC-SPONS ADR	01/29/08	10/06/09	2,101 26	2,534 12	(432 86)
BP PLC-SPONS ADR	01/29/08	04/30/09	845 93	1,267 05	(421 12)
BP PLC-SPONS ADR	01/29/08	02/03/09	630 31	950 28	(319 97)
BP PLC-SPONS ADR	10/29/07	02/03/09	2,101 03	3,912 61	(1,811 58)
BP PLC-SPONS ADR	10/24/07	02/03/09	420 20	753 55	(333 35)
CAMERON INTERNATIONAL	04/15/08	04/30/09	1,017 08	1,906 88	(889 80)
CARDINAL HEALTH INC	04/22/08	06/09/09	299 33	516 31	(216 98)
CARDINAL HEALTH INC	04/22/08	05/29/09	355 14	516 30	(161 16)
CARDINAL HEALTH INC	04/22/08	04/30/09	3,363 62	5,163 00	(1,799 38)
CATERPILLAR INC	02/11/08	03/03/09	682 86	2,059 98	(1,377 12)
CBS CORP-CLASS B	06/28/06	08/12/09	541 28	1,327 14	(785 86)
CBS CORP-CLASS B	06/28/06	04/30/09	177 67	663 56	(485 89)
CBS CORP-CLASS B	05/02/06	04/30/09	1,243 67	4,501 20	(3,257 53)
CELGENE CORP	03/11/08	11/13/09	800 05	838 60	(38 55)
CELGENE CORP	03/11/08	07/31/09	854 41	838 59	15 82
CELGENE CORP	03/11/08	04/30/09	208 88	279 53	(70 65)
CELGENE CORP	11/08/07	04/30/09	2,088 84	3,177 80	(1,088 96)
CELGENE CORP	07/18/07	04/30/09	1,044 42	1,474 08	(429 66)
CHEVRON CORP	07/05/07	08/10/09	138 50	173 00	(34 50)
CHEVRON CORP	07/05/07	07/15/09	1,673 37	2,248 87	(575 50)
CHEVRON CORP	07/05/07	06/10/09	991 57	1,210 93	(219 36)
CHEVRON CORP	07/05/07	04/30/09	525 42	691 96	(166 54)
CHEVRON CORP	03/15/07	04/30/09	2,298 71	2,392 72	(94 01)
CHEVRON CORP	07/26/06	04/30/09	2,955 49	3,030 02	(74 53)
CHEVRON CORP	07/12/06	04/30/09	131 35	130 49	0 86
CISCO SYSTEMS INC	10/29/07	11/13/09	706 85	969 46	(262 61)
CISCO SYSTEMS INC	10/29/07	08/04/09	1,005 54	1,454 18	(448 64)
CISCO SYSTEMS INC	10/29/07	08/04/09	111 73	161 57	(49 84)
CISCO SYSTEMS INC	10/29/07	06/29/09	665 89	1,131 03	(465 14)
CISCO SYSTEMS INC	01/25/07	06/29/09	190 25	265 36	(75 11)
CISCO SYSTEMS INC	01/25/07	04/30/09	1,733 50	2,388 23	(654 73)
CISCO SYSTEMS INC	12/19/06	04/30/09	1,926 11	2,756 11	(830 00)
CISCO SYSTEMS INC	11/21/06	04/30/09	1,829 80	2,560 74	(730 94)
CITIGROUP INC	09/22/08	02/06/09	392 52	2,000 52	(1,608 00)
CITIGROUP INC	02/27/08	02/06/09	392 52	2,546 20	(2,153 68)
CITIGROUP INC	02/11/08	02/06/09	294 39	1,936 97	(1,642 58)
CITIGROUP INC	02/11/08	01/15/09	285 71	1,936 95	(1,651 24)
CITIGROUP INC	01/30/08	01/15/09	857 14	6,351 53	(5,494 39)
CITIGROUP INC	03/09/05	01/15/09	95 24	1,198 35	(1,103 11)
CME GROUP INC	03/31/08	12/15/09	661 88	928 20	(266 32)
CME GROUP INC	02/07/08	07/07/09	1,700 89	3,155 99	(1,455 10)
CME GROUP INC	02/07/08	04/30/09	450 81	1,051 99	(601 18)
CME GROUP INC	08/30/07	04/30/09	901 62	2,236 96	(1,335 34)
CME GROUP INC	08/30/07	02/06/09	946 27	2,796 19	(1,849 92)
CME GROUP INC	05/03/07	02/06/09	567 76	1,557 98	(990 22)
CME GROUP INC	05/03/07	01/15/09	835 26	2,596 61	(1,761 35)
COCA-COLA CO/THE	04/15/08	09/16/09	785 03	915 53	(130 50)
COCA-COLA CO/THE	04/15/08	05/08/09	428 09	610 35	(182 26)
COCA-COLA CO/THE	04/15/08	04/30/09	215 39	305 17	(89 78)
COCA-COLA CO/THE	01/15/08	04/30/09	1,723 08	2,554 35	(831 27)
COLGATE-PALMOLIVE CO	09/22/08	11/09/09	962 23	908 19	54 04
COLGATE-PALMOLIVE CO	01/29/08	04/30/09	1,465 68	1,857 05	(391 37)
COLGATE-PALMOLIVE CO	11/23/07	04/30/09	117 26	157 96	(40 70)
COLGATE-PALMOLIVE CO	11/23/07	04/16/09	1,300 34	1,737 48	(437 14)

COLGATE-PALMOLIVE CO	11/23/07	04/08/09	60 23	78 97	(18 74)
COLGATE-PALMOLIVE CO	07/09/07	04/08/09	903 39	992 41	(89 02)
CONOCOPHILLIPS	10/04/07	04/30/09	203 98	415 86	(211 88)
CONOCOPHILLIPS	09/20/07	04/30/09	1,019 90	2,214 24	(1,194 34)
CONOCOPHILLIPS	08/02/07	04/30/09	1,019 90	1,997 20	(977 30)
CONOCOPHILLIPS	01/12/07	04/30/09	203 99	317 14	(113 15)
CONOCOPHILLIPS	01/12/07	02/05/09	2,096 90	2,854 24	(757 34)
CONOCOPHILLIPS	12/07/06	02/05/09	1,863 91	2,769 76	(905 85)
COSTCO WHOLESALE CORP	04/11/08	04/30/09	483 62	663 01	(179 39)
DEERE & CO	11/08/07	03/04/09	532 77	1,565 54	(1,032 77)
DELL INC	01/27/09	02/13/09	1,610 56	1,780 64	(170 08)
DEUTSCHE BANK AG REGISTERED	03/31/08	04/30/09	526 50	1,134 22	(607 72)
DEUTSCHE BANK AG REGISTERED	02/11/08	04/30/09	789 76	1,640 98	(851 22)
DEUTSCHE BANK AG REGISTERED	02/11/08	04/09/09	487 68	1,093 98	(606 30)
DEUTSCHE BANK AG REGISTERED	02/07/08	04/09/09	731 51	1,660 65	(929 14)
DEUTSCHE BANK AG REGISTERED	08/28/07	04/09/09	975 35	2,454 63	(1,479 28)
EMERSON ELECTRIC CO	05/25/07	04/30/09	1,367 56	1,891 79	(524 23)
EOG RES INC	01/16/08	04/30/09	3,792 23	5,354 04	(1,561 81)
EOG RES INC	01/14/08	04/30/09	316 02	452 61	(136 59)
ERICSSON L M TEL CO	09/17/08	02/10/09	2,560 44	2,937 26	(376 82)
ERICSSON L M TEL CO	09/17/08	02/10/09	42 67	48 95	(6 28)
EXXON MOBIL CORP	05/07/07	09/30/09	1,510 51	1,778 95	(268 44)
EXXON MOBIL CORP	05/07/07	08/17/09	533 87	646 89	(113 02)
EXXON MOBIL CORP	05/07/07	08/13/09	1,511 95	1,778 94	(266 99)
EXXON MOBIL CORP	05/07/07	07/10/09	1,497 17	1,859 80	(362 63)
EXXON MOBIL CORP	04/02/07	04/30/09	3,337 80	3,797 69	(459 89)
EXXON MOBIL CORP	03/03/06	04/30/09	667 56	610 25	57 31
FIFTH THIRD BANCORP	12/22/08	03/18/09	269 83	954 88	(685 05)
FIFTH THIRD BANCORP	09/25/08	03/18/09	323 79	2,464 65	(2,140 86)
FLUOR CORP	01/16/08	04/30/09	569 05	943 44	(374 39)
FRANKLIN RESOURCES INC	08/15/07	06/04/09	581 54	976 11	(394 57)
FRANKLIN RESOURCES INC	08/15/07	04/30/09	303 71	610 07	(306 36)
FRANKLIN RESOURCES INC	12/11/06	04/30/09	1,214 86	2,238 61	(1,023 75)
FRANKLIN RESOURCES INC	09/19/06	04/30/09	303 72	519 92	(216 20)
FRANKLIN RESOURCES INC	09/19/06	01/21/09	1,536 28	3,119 51	(1,583 23)
FRANKLIN RESOURCES INC	07/03/06	01/21/09	256 05	431 39	(175 34)
GANNETT CO	06/06/08	03/27/09	167 39	1,815 29	(1,647 90)
GANNETT CO	05/16/08	03/27/09	283 27	3,284 15	(3,000 88)
GENENTECH INC	02/05/09	03/26/09	950 00	822 42	127 58
GENENTECH INC	01/20/09	03/26/09	950 00	837 78	112 22
GENENTECH INC	11/28/08	03/26/09	950 00	752 41	197 59
GENENTECH INC	10/15/08	03/26/09	1,425 00	1,231 47	193 53
GENENTECH INC	10/08/08	03/26/09	950 00	768 75	181 25
GENENTECH INC	10/03/08	03/26/09	475 00	438 43	36 57
GENENTECH INC	10/03/08	03/17/09	2,345 09	2,192 12	152 97
GENENTECH INC	04/25/08	03/17/09	2,814 11	2,165 16	648 95
GENENTECH INC	07/09/07	03/17/09	2,814 11	2,274 75	539 36
GENENTECH INC	01/25/06	03/17/09	469 01	433 98	35 03
GENERAL ELECTRIC CO	12/03/08	01/07/09	3,449 42	3,592 47	(143 05)
GENERAL ELECTRIC CO	08/10/06	01/07/09	1,888 97	3,736 56	(1,847 59)
GENWORTH FINANCIAL INC-CL A	11/27/06	08/05/09	741 06	3,294 53	(2,553 47)
GENWORTH FINANCIAL INC-CL A	08/09/05	05/28/09	355 28	2,302 14	(1,946 86)
GENWORTH FINANCIAL INC-CL A	08/09/05	05/22/09	501 42	3,069 50	(2,568 08)
GILEAD SCIENCES INC	09/19/06	10/15/09	931 18	646 46	284 72
GILEAD SCIENCES INC	09/19/06	04/30/09	678 40	484 83	193 57
GILEAD SCIENCES INC	09/19/06	04/30/09	678 40	484 84	193 56
GILEAD SCIENCES INC	07/24/06	04/30/09	5,427 18	3,605 95	1,821 23
GILEAD SCIENCES INC	07/24/06	02/06/09	1,051 48	600 99	450 49
GOLDMAN SACHS GROUP INC	07/18/07	04/30/09	381 75	645 18	(263 43)
GOOGLE INC-CL A	02/07/08	12/17/09	594 59	506 10	88 49
GOOGLE INC-CL A	07/03/07	10/19/09	551 19	531 00	20 19
GOOGLE INC-CL A	07/03/07	04/30/09	1,582 64	2,123 96	(541 32)
GOOGLE INC-CL A	03/20/07	04/30/09	1,978 30	2,227 12	(248 82)
GOOGLE INC-CL A	12/26/06	04/30/09	3,956 60	4,563 65	(607 05)
GOOGLE INC-CL A	09/01/06	04/30/09	395 65	378 40	17 25
GOOGLE INC-CL A	09/01/06	04/20/09	1,900 32	1,892 00	8 32
GOOGLE INC-CL A	09/01/06	01/30/09	340 54	378 39	(37 85)
GOOGLE INC-CL A	06/07/06	01/30/09	1,021 63	1,176 63	(155 00)
HARTFORD FINANCIAL SVCS GRP	07/29/08	08/04/09	409 21	1,559 16	(1,149 95)
HARTFORD FINANCIAL SVCS GRP	06/18/08	08/04/09	491 05	2,117 72	(1,626 67)
HARTFORD FINANCIAL SVCS GRP	02/20/04	04/14/09	518 99	3,269 98	(2,750 99)
HEWLETT-PACKARD CO	04/25/08	10/05/09	455 78	471 90	(16 12)
HEWLETT-PACKARD CO	04/25/08	08/28/09	896 49	943 81	(47 32)
HEWLETT-PACKARD CO	04/25/08	07/16/09	586 98	707 86	(120 88)

HEWLETT-PACKARD CO	03/13/07	07/16/09	586 98	600 97	(13 99)
HEWLETT-PACKARD CO	03/13/07	06/24/09	938 08	1,001 61	(63 53)
HEWLETT-PACKARD CO	03/13/07	06/04/09	357 84	400 64	(42 80)
HEWLETT-PACKARD CO	03/13/07	05/08/09	340 66	400 64	(59 98)
HEWLETT-PACKARD CO	03/13/07	04/30/09	1,445 67	1,602 57	(156 90)
HEWLETT-PACKARD CO	01/04/07	04/30/09	1,807 09	2,078 44	(271 35)
HEWLETT-PACKARD CO	11/21/06	04/30/09	1,807 09	1,990 44	(183 35)
HEWLETT-PACKARD CO	11/13/06	04/30/09	3,794 87	4,199 57	(404 70)
J C PENNEY CO INC	12/15/08	03/18/09	447 28	483 84	(36 56)
J C PENNEY CO INC	12/15/08	03/18/09	89 46	96 77	(7 31)
J C PENNEY CO INC	03/20/08	03/18/09	715 65	1,595 78	(880 13)
J C PENNEY CO INC	02/05/08	03/18/09	894 56	2,316 42	(1,421 86)
JPMORGAN CHASE & CO	07/03/08	10/21/09	460 30	352 75	107 55
JPMORGAN CHASE & CO	07/03/08	10/14/09	471 04	352 75	118 29
JPMORGAN CHASE & CO	07/03/08	10/06/09	894 59	705 50	189 09
JPMORGAN CHASE & CO	03/13/08	04/30/09	2,186 97	2,423 28	(236 31)
JPMORGAN CHASE & CO	03/13/08	04/13/09	998 76	1,118 43	(119 67)
JPMORGAN CHASE & CO	03/13/08	03/18/09	133 04	186 40	(53 36)
JPMORGAN CHASE & CO	03/13/08	03/18/09	665 18	932 02	(266 84)
JPMORGAN CHASE & CO	03/13/08	03/18/09	133 04	186 40	(53 36)
JPMORGAN CHASE & CO	03/13/08	02/24/09	415 36	745 62	(330 26)
JPMORGAN CHASE & CO	08/14/06	02/24/09	1,246 07	2,647 66	(1,401 59)
KOHL'S CORP	08/13/08	10/20/09	601 38	482 42	118 96
MCDONALD'S CORP	11/02/06	04/30/09	1,863 75	1,467 93	395 82
MEDCO HEALTH SOLUTIONS INC	03/17/08	12/21/09	840 54	553 10	287 44
MEDCO HEALTH SOLUTIONS INC	03/17/08	10/21/09	737 73	553 09	184 64
MEDCO HEALTH SOLUTIONS INC	03/17/08	09/16/09	390 33	297 81	92 52
MEDCO HEALTH SOLUTIONS INC	03/17/08	04/30/09	1,737 67	1,701 82	35 85
MEDCO HEALTH SOLUTIONS INC	11/13/07	04/30/09	1,520 47	1,728 54	(208 07)
MEDCO HEALTH SOLUTIONS INC	11/13/07	01/28/09	1,155 03	1,234 66	(79 63)
MERCK & CO INC	06/19/08	12/10/09	376 18	356 49	19 69
MERCK & CO INC	06/19/08	11/20/09	360 99	356 49	4 50
MERCK & CO INC	06/19/08	11/13/09	831 14	891 22	(60 08)
MERCK & CO INC	06/19/08	11/06/09	1,467 92	1,604 18	(136 26)
MERCK & CO INC	04/28/08	04/30/09	1,451 36	2,485 14	(1,033 78)
MERCK & CO INC	04/04/07	04/30/09	725 68	1,360 67	(634 99)
METLIFE INC	08/15/07	04/09/09	518 85	1,220 68	(701 83)
METLIFE INC	08/15/07	04/09/09	778 29	1,831 02	(1,052 73)
METLIFE INC	01/18/07	04/09/09	129 71	306 47	(176 76)
MICROSOFT CORP	12/07/07	04/28/09	1,003 94	1,723 60	(719 66)
MONSANTO CO	08/13/08	08/24/09	338 26	444 00	(105 74)
MONSANTO CO	05/10/07	06/04/09	410 02	291 91	118 11
MONSANTO CO	05/10/07	05/28/09	396 10	291 91	104 19
MONSANTO CO	05/10/07	04/30/09	3,379 20	2,335 26	1,043 94
MONSANTO CO	02/01/07	04/30/09	844 80	548 09	296 71
MONSANTO CO	02/01/07	04/29/09	909 04	602 88	306 16
MONSANTO CO	02/01/07	02/06/09	1,178 00	767 31	410 69
MORGAN STANLEY	10/04/07	06/23/09	795 39	2,005 79	(1,210 40)
MORGAN STANLEY	10/04/07	04/30/09	1,798 85	5,014 46	(3,215 61)
MORGAN STANLEY	10/04/07	04/13/09	527 52	1,337 19	(809 67)
MORGAN STANLEY	08/09/07	04/13/09	131 88	311 31	(179 43)
MORGAN STANLEY	08/09/07	03/24/09	1,110 07	2,801 71	(1,691 64)
MORGAN STANLEY	08/09/07	02/09/09	1,760 63	4,669 52	(2,908 89)
NIKE INC -CL B	05/01/08	08/20/09	570 01	676 89	(106 88)
NVIDIA CORP	09/16/08	03/25/09	50 50	47 15	3 35
NVIDIA CORP	09/05/08	03/25/09	1,515 05	1,740 24	(225 19)
PEPSICO INC	10/09/08	10/19/09	310 39	318 19	(7 80)
PEPSICO INC	08/13/08	10/19/09	310 39	347 35	(36 96)
PEPSICO INC	11/19/07	04/30/09	2,486 11	3,730 95	(1,244 84)
PEPSICO INC	10/07/03	04/30/09	248 62	237 43	11 19
PFIZER INC	05/07/07	04/30/09	1,799 63	3,663 29	(1,863 66)
PFIZER INC	11/30/06	04/30/09	1,666 32	3,446 13	(1,779 81)
PFIZER INC	11/02/06	04/30/09	533 23	1,065 33	(532 10)
PFIZER INC	11/02/06	03/26/09	505 11	932 16	(427 05)
PFIZER INC	06/13/06	03/26/09	360 79	581 08	(220 29)
PHILIP MORRIS INTERNATIONAL	07/21/08	07/27/09	466 28	508 22	(41 94)
PHILIP MORRIS INTERNATIONAL	08/10/07	06/22/09	1,456 12	1,618 18	(162 06)
PHILIP MORRIS INTERNATIONAL	08/10/07	04/30/09	545 03	693 50	(148 47)
PHILIP MORRIS INTERNATIONAL	07/27/07	04/30/09	363 35	465 94	(102 59)
PHILIP MORRIS INTERNATIONAL	06/16/06	04/30/09	1,453 40	1,487 25	(33 85)
PHILIP MORRIS INTERNATIONAL	07/27/07	01/07/09	1,706 69	1,863 72	(157 03)
PHILIP MORRIS INTERNATIONAL	09/29/06	01/07/09	426 67	405 59	21 08
PHILIP MORRIS INTERNATIONAL	06/16/06	01/07/09	1,920 02	1,673 15	246 87
PHILIP MORRIS INTERNATIONAL	03/07/02	01/07/09	853 34	563 96	289 38

PROCTER & GAMBLE CO	11/19/07	04/30/09	247 79	364 22	(116 43)
PROCTER & GAMBLE CO	11/19/07	04/20/09	1,284 93	1,821 06	(536 13)
PROCTER & GAMBLE CO	11/19/07	01/07/09	1,227 72	1,456 84	(229 12)
REPUBLIC SERVICES INC	04/10/08	01/07/09	1,135 49	1,121 54	13 95
ROYAL DUTCH SHELL PLC-ADR	04/08/08	07/20/09	255 58	362 94	(107 36)
ROYAL DUTCH SHELL PLC-ADR	04/08/08	04/30/09	1,596 81	2,540 56	(943 75)
ROYAL DUTCH SHELL PLC-ADR	04/08/08	04/29/09	921 35	1,451 75	(530.40)
ROYAL DUTCH SHELL PLC-ADR	04/08/08	03/20/09	906 23	1,451 74	(545 51)
ROYAL DUTCH SHELL PLC-ADR	11/13/07	03/20/09	906 22	1,614 52	(708 30)
SANMINA-SCI CORP	06/24/03	03/18/09	96 48	2,437 52	(2,341 04)
SCHLUMBERGER LTD	10/29/07	04/30/09	1,216 34	2,495 56	(1,279 22)
SCHLUMBERGER LTD	08/15/07	04/30/09	1,216 34	2,223 71	(1,007 37)
SCHLUMBERGER LTD	06/19/07	04/30/09	1,216 34	2,142 44	(926 10)
SCHLUMBERGER LTD	05/03/07	04/30/09	1,702 87	2,600 70	(897 83)
SCHLUMBERGER LTD	02/06/07	04/30/09	243 27	326 51	(83 24)
SPRINT NEXTEL CORP	04/14/08	04/30/09	885 54	1,286 72	(401 18)
SPRINT NEXTEL CORP	04/14/08	02/25/09	633 61	1,125 88	(492 27)
SPRINT NEXTEL CORP	05/25/07	02/25/09	90 51	550 52	(460 01)
SPRINT NEXTEL CORP	05/25/07	02/19/09	495 72	3,303 10	(2,807 38)
SPRINT NEXTEL CORP	09/26/06	02/19/09	247 86	1,292 05	(1,044 19)
SUPERVALU INC	12/11/07	04/02/09	966 94	2,569 71	(1,602 77)
SUPERVALU INC	12/11/07	02/04/09	662 67	1,383 69	(721 02)
SUPERVALU INC	12/11/07	01/21/09	636 02	1,383 68	(747 66)
SYMANTEC CORP	12/15/08	01/15/09	638 05	617 76	20 29
TECH DATA CORP	03/13/02	01/06/09	969 54	2,323 72	(1,354 18)
TEVA PHARMACEUTICAL-SP ADR	04/16/08	10/14/09	1,016 89	925 71	91 18
TEVA PHARMACEUTICAL-SP ADR	04/16/08	04/30/09	1,314 39	1,388 55	(74 16)
TEVA PHARMACEUTICAL-SP ADR	01/18/08	04/30/09	3,724 12	4,090 03	(365 91)
TIME WARNER CABLE INC	09/21/06	04/30/09	389 02	691 20	(302 18)
TIME WARNER CABLE INC	06/15/04	04/30/09	324 17	434 99	(110 82)
TIME WARNER INC	12/12/08	12/15/09	969 73	655 68	314 05
TIME WARNER INC	10/03/08	12/15/09	545 47	469 29	76 18
TIME WARNER INC	09/21/06	04/30/09	1,095 78	1,954 71	(858 93)
TIME WARNER INC	06/15/04	04/30/09	723 21	1,230 15	(506 94)
TOYOTA MOTOR CORP -SPON ADR	05/27/08	01/15/09	1,263 91	1,976 43	(712 52)
TRAVELERS COS INC/THE	06/21/07	07/01/09	823 09	1,060 42	(237 33)
TRAVELERS COS INC/THE	06/21/07	04/30/09	829 03	1,060 42	(231 39)
TRAVELERS COS INC/THE	05/29/07	04/30/09	1,865 33	2,453 37	(588 04)
TRAVELERS COS INC/THE	05/29/07	03/23/09	199 35	272 59	(73 24)
TRAVELERS COS INC/THE	08/17/05	03/23/09	598 04	657 84	(59 80)
UNION PACIFIC CORP	04/21/08	01/13/09	1,221 67	1,923 97	(702 30)
VERIZON COMMUNICATIONS INC	03/20/08	04/29/09	2,317 01	2,642 00	(324 99)
VERIZON COMMUNICATIONS INC	11/22/06	04/29/09	772 34	874 84	(102 50)
WAL-MART STORES INC	02/11/08	04/28/09	2,193 78	2,190 37	3 41
WELLS FARGO & COMPANY	02/09/09	03/11/09	779 26	1,247 75	(468 49)
XL CAPITAL LTD -CLASS A	10/05/04	04/30/09	956 00	7,477 47	(6,521 47)
Total Long Term			<u>\$ 410,808 22</u>	<u>\$ 725,313.78</u>	<u>\$ (314,505 56)</u>

**LIPTON FOUNDATION
CAPITAL GAIN/LOSS SCHEDULE**

Bernstein Account 038-95057

FEDERATED GOVERNMENT OBLIGATIO TAX-MANAGED FUND	09/18/09	731,119 99	\$731,119 99	\$0 00
FEDERATED TAX-FREE OBLIGATIONS FUND	09/14/09	731,062 39	\$731,062 39	\$0 00
FEDERATED TAX-FREE OBLIGATIONS FUND	07/21/09	200,000 00	\$200,000 00	\$0 00
FEDERATED TAX-FREE OBLIGATIONS FUND	06/12/09	<u>200,000 00</u>	<u>\$200,000 00</u>	<u>\$0 00</u>
		<u>1,862,182.38</u>	<u>1,862,182.38</u>	<u>0.00</u>

**LIPTON FOUNDATION
CAPITAL GAIN/LOSS SCHEDULE**

Smith Barney 416-16241

Short Term

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALE PROCEEDS	COST BASIS	GAIN / LOSS
Wells Fargo Advantage-Return of Principal	1/15/2009	12/15/2009	8,270.56	8,270.56	-
Wells Fargo Advantage Short	6/9/2009	12/1/2009	50,000 00	48,828 75	1,171 25
Wells Fargo Advantage Ultra	7/17/2009	12/24/2009	66,000 00	63,642 86	2,357 14
Wells Fargo Advantage Ultra	7/17/2009	9/15/2009	1,000,000 00	977,080 82	22,919 18
Wells Fargo Advantage Ultra	7/17/2009	11/5/2009	100,000 00	97,005 99	2,994 01
Wells Fargo Advantage Ultra	7/17/2009	9/16/2009	1,000,000 00	977,080 82	22,919 18
Wells Fargo Advantage Ultra	7/17/2009	11/2/2009	25,000 00	24,251 50	748 50
Wells Fargo Advantage Ultra	7/17/2009	9/22/2009	75,000 00	73,192 78	1,807 22
Wells Fargo Advantage Ultra	7/17/2009	12/4/2009	50,000 00	48,271 76	1,728 24
Wells Fargo Advantage Ultra	7/17/2009	10/1/2009	25,000 00	24,338 94	661 06
Wells Fargo Advantage Ultra	7/17/2009	12/29/2009	75,000 00	72,407 62	2,592 38
Wells Fargo Advantage Ultra	7/17/2009	11/2/2009	25,000 00	24,251 50	748 50
Total Short Term			<u>2,491,000.00</u>	<u>2,430,353 34</u>	<u>60,646.66</u>

Long Term

Virginia St Hsg Dev Auth	11/1/1998	5/1/2009	176,750	175,000	1,750
Citi Group Funding	2/11/2008	8/14/2009	100,000	100,000	-
Total Long Term			<u>276,750</u>	<u>275,000.00</u>	<u>1,750.00</u>

**LIPTON FOUNDATION
CAPITAL GAIN/LOSS SCHEDULE**

Smith Barney 416-23040

Short Term

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALE PROCEEDS	COST BASIS	GAIN / LOSS
Arm Holdings PLC ADR	5/16/2008	5/6/2009	791 85	985 80	(193 95)
AXA	5/16/2008	2/20/2009	1,400 57	4,928 17	(3,527 60)
Baidu Inc	1/16/2009	4/16/2009	400 23	225 26	174 97
Baidu Inc	1/16/2009	3/4/2009	472 74	337 89	134 85
Baidu Inc	1/16/2009	3/24/2009	583 68	337 89	245 79
Baidu Inc	1/16/2009	4/20/2009	801 59	450 51	351 08
Baidu Inc	1/16/2009	7/20/2009	1,005 37	337 89	667 48
Baidu Inc	1/16/2009	9/9/2009	1,088 06	337 88	750 18
Baidu Inc	1/27/2009	9/9/2009	1,450 75	460 25	990 50
BNP Paribas	5/16/2008	5/7/2009	965 40	1,540 01	(574 61)
CANADIAN NATURAL RES LTD	8/20/2009	10/20/2009	731 90	584 57	147 33
CANON INC ADR	5/16/2008	2/5/2009	3,589 99	6,940 94	(3,350 95)
CARNIVAL CORP	5/16/2008	5/4/2009	783 35	1,067 89	(284 54)
China Mobile LTD	5/16/2008	3/12/2009	954 50	1,896 47	(941 97)
China Mobile LTD	5/16/2008	1/16/2009	577 63	1,120 65	(543 02)
China Mobile LTD	5/16/2008	4/2/2009	474 24	948 24	(474 00)
China Mobile LTD	10/8/2008	7/13/2009	561 88	535 96	25 92
Coca Cola Hellenic Bottling	5/16/2008	1/14/2009	2,083 83	6,720 68	(4,636 85)
Danone Sponsored ADR	2/13/2009	6/22/2009	698 81	480 21	218 60
E ON Sponsored ADR	5/16/2008	3/13/2009	2,237 72	6,406 10	(4,168 38)
Gam Holding	11/17/2008	11/13/2009	346 49	990 71	(644 22)
Gam Holding	1/26/2009	11/13/2009	71 77	177 86	(106 09)
Gam Holding	1/26/2009	11/16/2009	81 98	208 52	(126 54)
Gam Holding	1/27/2009	11/16/2009	195 30	491 85	(296 55)
Gam Holding	10/26/2009	10/26/2009	3,588 50	0 01	3,588 49
Hang Lung Properties	5/16/2008	1/20/2009	232 17	422 10	(189 93)
Hang Lung Properties	5/16/2008	1/29/2009	334 48	623 10	(288 62)
Hang Lung Properties	5/16/2008	1/22/2009	292 34	542 70	(250 36)
Hang Lung Properties	5/16/2008	1/23/2009	195 52	361 80	(166 28)
Hong Kong Exchanges	3/13/2009	7/29/2009	973 31	420 57	552 74
Info Sys Technologies	2/4/2009	9/9/2009	653 81	379 05	274 76
Info Sys Technologies	2/4/2009	8/4/2009	673 36	406 12	267 24
Info Sys Technologies	2/4/2009	9/23/2009	1,415 86	785 17	630 69
Info Sys Technologies	2/4/2009	10/9/2009	569 22	324 90	244 32
Info Sys Technologies	2/9/2009	10/9/2009	664 09	409 02	255 07
ITAU Unibanco Holdings	5/26/2009	10/20/2009	1,199 28	832 83	366 45
ITAU Unibanco Holdings	5/26/2009	9/3/2009	5 44	4 42	1 02
ITAU Unibanco Holdings	5/26/2009	10/2/2009	847 25	592 86	254 39
ITAU Unibanco Holdings	5/27/2009	9/3/2009	2 75	2 30	0 45
ITAU Unibanco Holdings	6/24/2009	9/3/2009	1 96	1 56	0 40
ITAU Unibanco Holdings	7/30/2009	9/3/2009	2 01	1 91	0 10
JULIUS BAER HLDG LTD-CHF	10/29/2008	8/25/2009	730 92	485 74	245 18
KINGFISHER PLC	5/16/2008	4/6/2009	604 42	706 80	(102 38)
LVMH Moet	11/7/2008	10/21/2009	979 48	579 19	400 29
LVMH Moet	11/7/2008	4/21/2009	736 73	669 29	67 44
LVMH Moet	11/7/2008	8/26/2009	1,002 83	669 29	333 54
Monsanto	3/11/2009	10/7/2009	1,643 65	1,776 04	(132 39)
Monsanto	4/3/2009	10/7/2009	448 27	484 79	(36 52)
National bank of Greece	5/16/2008	5/6/2009	708 59	1,581 34	(872 75)
National bank of Greece	7/27/2009	7/27/2009	313 52	0 01	313 51
NESTLE S A SPONSORED ADR	5/16/2008	3/31/2009	701 01	1,036 56	(335 55)
Nintendo	5/16/2008	4/15/2009	688 71	1,442 00	(753 29)
Novartis	5/16/2008	1/16/2009	849 32	923 90	(74 58)
Novo Nordisk	5/16/2008	4/3/2009	996 08	1,588 48	(592 40)
Novo Nordisk	5/16/2008	1/7/2009	1,192 73	1,519 41	(326 68)
Novo Nordisk	5/16/2008	4/2/2009	492 00	690 64	(198 64)
Petrobras	5/26/2009	9/1/2009	2,223 91	2,360 52	(136 61)
Petrobras	6/3/2009	9/1/2009	585 24	623 45	(38 21)
Roche Hldings	5/16/2008	3/16/2009	649 35	900 38	(251 03)
Roche Hldings	5/16/2008	1/29/2009	1,236 56	1,500 62	(264 06)
SAP	5/19/2008	4/23/2009	1,033 93	1,351 70	(317 77)
SOUTHERN COPPER CORP DEL	7/17/2009	10/27/2009	841 89	570 83	271 06
Suncor	7/29/2008	1/15/2009	1,174 64	3,091 56	(1,916 92)
Suncor	8/20/2008	1/15/2009	358 37	1,001 52	(643 15)

Swiss Reinsurance	5/16/2008	1/27/2009	734 64	2,184 00	(1,449 36)
Swiss Reinsurance	5/16/2008	1/26/2009	901.99	2,652 00	(1,750 01)
Telefonica	5/16/2008	1/27/2009	507 99	803 47	(295 48)
Telefonica	5/16/2008	1/29/2009	223 70	357 10	(133 40)
Telefonica	6/16/2008	1/29/2009	503 31	739 54	(236 23)
TEVA PHARMACEUTICAL INDS	5/16/2008	3/12/2009	798 59	833 55	(34 96)
Total	6/16/2008	4/30/2009	2,090 60	3,413 63	(1,323 03)
Total	6/16/2008	4/30/2009	1,791 95	2,927 59	(1,135 64)
Vodafone	5/16/2008	1/21/2009	866 37	1,534 55	(668 18)
Vodafone	6/26/2008	5/26/2009	1,878 66	2,784 21	(905 55)
Walmart de Mexico	5/16/2008	4/21/2009	820 74	1,213 59	(392 85)
Walmart de Mexico	5/16/2008	4/14/2009	617 45	953 54	(336 09)
Total Short Term			<u>65,929 12</u>	<u>90,573 45</u>	<u>(24,644 33)</u>

LIPTON FOUNDATION
CAPITAL GAIN/LOSS SCHEDULE

Smith Barney 416-23040

Long Term

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALE PROCEEDS	COST BASIS	GAIN / LOSS
Air Liquide ADR	5/16/2008	10/2/2009	3,077 24	3,838 14	(760 90)
Air Liquide ADR	5/16/2008	10/5/2009	714 41	885 73	(171 32)
Amenca Movil	5/16/2008	6/23/2009	1,236 40	2,000 32	(763 92)
Arm Holdings PLC	5/16/2008	10/20/2009	1,372 58	1,144 58	228 00
BNP Paribas	5/16/2008	8/12/2009	1,307 71	1,870 00	(562 29)
CHINA LIFE INSURANCE CO	5/16/2008	7/20/2009	643 59	640 63	2 96
China Mobile LTD	5/16/2008	7/13/2009	2,715 75	4,999 80	(2,284 05)
Danone Sponsored ADR	5/16/2008	6/22/2009	3,683 52	6,648 45	(2,964 93)
EMBRAER-EMPRESA BRASILEIRA	5/16/2008	8/11/2009	655 53	1,174 60	(519 07)
Gam Holding	10/29/2008	11/12/2009	163 10	444 69	(281 59)
Gam Holding	10/31/2008	11/12/2009	160 60	491 07	(330 47)
Gam Holding	10/31/2008	11/13/2009	198 00	613 84	(415 84)
Hang Lung Properties	5/16/2008	6/3/2009	1,019 55	1,206 00	(186 45)
Hennes & Mauntz	6/10/2008	7/24/2009	961 89	963 42	(1 53)
Hennes & Mauntz	6/10/2008	7/21/2009	763 18	808 39	(45 21)
KOMATSU LTD ADR NEW	5/16/2008	8/24/2009	1,343 84	2,413 00	(1,069 16)
LOGITECH INTERNATIONAL SA	5/16/2008	10/23/2009	717 67	1,210 92	(493 25)
National bank of Greece	5/16/2008	10/19/2009	640 25	832 29	(192 04)
National bank of Greece	5/16/2008	8/13/2009	659 36	1,165 20	(505 84)
National bank of Greece	5/16/2008	6/12/2009	810 88	1,466 90	(656 02)
Nintendo	5/16/2008	12/3/2009	1,959 60	4,830 70	(2,871 10)
Nintendo	5/16/2008	7/2/2009	824 48	1,730 40	(905 92)
Nokia	5/16/2008	12/16/2009	1,162 07	2,639 65	(1,477 58)
Nokia	5/16/2008	10/15/2009	905 69	1,914 48	(1,008 79)
POTASH CORP SASK INC-	5/16/2008	11/18/2009	794 13	1,443 61	(649 48)
Rogers Communications	5/16/2008	8/24/2009	1,459 25	2,328 45	(869 20)
Rogers Communications	5/16/2008	8/20/2009	736 21	1,186 19	(449 98)
Rogers Communications	5/16/2008	8/25/2009	689 27	1,098 32	(409 05)
Rogers Communications	5/16/2008	8/21/2009	822 43	1,317 99	(495 56)
SABMILLER PLC SPON ADR	5/16/2008	9/10/2009	1,370 67	1,430 70	(60 03)
Smith & Nepphew	7/10/2008	9/11/2009	142 56	161 52	(18 96)
Smith & Nepphew	8/1/2008	9/11/2009	570 25	652 53	(82 28)
TURKCELL ILETISM HIZMET	5/16/2008	8/12/2009	799 41	969 90	(170 49)
Vodafone	5/16/2008	5/26/2009	1,953 81	3,395 60	(1,441 79)
Total Long Term			37,034 88	59,918 01	(22,883 13)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization LIPTON FOUNDATION	Employer identification number 65-0098730
	Number, street, and room or suite no. If a P.O. box, see instructions. 655 OCEAN BOULEVARD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GOLDEN BEACH, FL 33160	

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 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

JANICE LIPTON

- The books are in the care of ► **655 OCEAN BOULEVARD - GOLDEN BEACH, FL 33160**

Telephone No. ► **305-935-3338**

FAX No. ►

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

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☒ calendar year **2009** or

► ☐ tax year beginning _____, and ending _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,808.
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	\$	3,808.
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.

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

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

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

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

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

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization LIPTON FOUNDATION	Employer identification number 65-0098730
	Number, street, and room or suite no. If a P O box, see instructions. SUSAN R. HANTMAN, 11900 BISCAYNE BLVD, STE 501	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MIAMI, FLORIDA 33181	

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 ☒ 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.

JANICE LIPTON

- The books are in the care of **655 OCEAN BOULEVARD - GOLDEN BEACH, FL 33160**
Telephone No **305-935-3338** 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 OBTAIN THE NECESSARY INFORMATION TO FILE AN ACCURATE AND COMPLETE TAX 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	\$	3,808.
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	\$	3,808.
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 **Susan R. Hantman** Title **C.P.A.** Date **8/10/10**

Form 8868 (Rev. 4-2009)