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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service (77)

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 JOSEPH AND RAE GANN CHARITABLE FOUNDATION		A Employer identification number 65-6043241
	Number and street (or P O box number if mail is not delivered to street address) 10185 COLLINS AVENUE	Room/suite 317	B Telephone number (see page 10 of the instructions)
	City or town, state, and ZIP code BAL HARBOUR FL 33154		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 26,835,718		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	25	25		
4 Dividends and interest from securities	746,395	746,395		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	0			
b Gross sales price for all assets on line 6a	0			
7 Capital gain net income (from Part IV, line 2)		2,137,264		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	746,420	2,883,684	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	4,500	4,500	0	0
c Other professional fees (attach schedule)	0	0	0	0
17 Interest	2,187	2,187		
18 Taxes (attach schedule) (see page 14 of the instructions)	216,550	40,814	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	94	94	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	223,331	47,595	0	0
25 Contributions, gifts, grants paid	1,911,794			1,911,794
26 Total expenses and disbursements. Add lines 24 and 25	2,135,125	47,595	0	1,911,794
27 Subtract line 26 from line 12	-1,388,705			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		2,836,089		
c Adjusted net income (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	16,885	6,564	6,564
	2 Savings and temporary cash investments	205	211	211
	3 Accounts receivable <input type="checkbox"/> 0			
	Less: allowance for doubtful accounts <input type="checkbox"/> 0	0	0	0
	4 Pledges receivable <input type="checkbox"/> 0			
	Less: allowance for doubtful accounts <input type="checkbox"/> 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> 0			
	Less: allowance for doubtful accounts <input type="checkbox"/> 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	50,291	44,477	0
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	43,753,410	44,462,828	26,828,943
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> 0			
	Less: accumulated depreciation (attach schedule) <input type="checkbox"/> 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis <input type="checkbox"/> 0			
	Less: accumulated depreciation (attach schedule) <input type="checkbox"/> 0	0	0	0
	15 Other assets (describe <input type="checkbox"/>)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	43,820,791	44,514,080	26,835,718
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe <input type="checkbox"/> MARGIN BALANCE)	110,294	55,023	
	23 Total liabilities (add lines 17 through 22)	110,294	55,023	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	43,710,497	44,459,057	
	30 Total net assets or fund balances (see page 17 of the instructions)	43,710,497	44,459,057	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	43,820,791	44,514,080	

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	43,710,497
2 Enter amount from Part I, line 27a	2	-1,388,705
3 Other increases not included in line 2 (itemize) <input type="checkbox"/> CAPITAL GAIN INCOME	3	2,137,265
4 Add lines 1, 2, and 3	4	44,459,057
5 Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	44,459,057

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
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	2,137,264
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	89,106

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,926,809	39,052,166	0.049339
2007			0.000000
2006			0.000000
2005			0.000000
2004			0.000000
2 Total of line 1, column (d)			2 0.049339
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.049339
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 0
5 Multiply line 4 by line 3			5 0
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 0

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		1	56,722
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	56,722
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	56,722
6 Credits/Payments.			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	44,477	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	44,477	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	2	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	12,247	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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?		
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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 on page 27)? 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

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **► N/A**

14 The books are in care of **► MELVIN GOOBER, CPA** Telephone no **► (508) 230-8399**
 Located at **► 55 PRESTON PLACE NORTH EASTON MA** ZIP+4 **► 02356**

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ► 20 2000 , 20 1999 , 20 1998 , 20 1997		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____ , 20 _____ , 20 _____ , 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☐ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b**

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

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

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

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

►

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	24,164,292
b	Average of monthly cash balances	1b	172,647
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	24,336,939
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	37,754
3	Subtract line 2 from line 1d	3	24,299,185
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	364,488
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,934,697
6	Minimum investment return. Enter 5% of line 5	6	1,196,735

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,196,735
2a	Tax on investment income for 2009 from Part VI, line 5	2a	56,722
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	56,722
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,140,013
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,140,013
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,140,013

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,911,794
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,911,794
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,911,794

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,140,013
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,911,794	
b Total for prior years 20 05 , 20 06 , 20 07		2,512,597		
3 Excess distributions carryover, if any, to 2009				
a From 2004	0			
b From 2005	0			
c From 2006	0			
d From 2007	0			
e From 2008	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,911,794				
a Applied to 2008, but not more than line 2a			1,911,794	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		2,512,597		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		2,512,597		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				1,140,013
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
0	0	0	0	0
0	0	0	0	0
0	0	0	0	0
				0
0	0	0	0	0
				0
0	0	0	0	0
				0
0	0	0	0	0
				0
				0
				0
				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Line 16b (990-PF) - Accounting Fees

		4,500	4,500	4,500	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MELVIN GOOBER, CPA	4,500	4,500		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		216,550	40,814	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	40,814	40,814		
3	Income tax				
4	TAX ON UNDISTRIBUTED INCOME	175,736			
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		94	94	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	Fund Raising				
3	SUPPLIES	94	94		
4	POST OFFICE BOX				
5	BANK AND BROKERAGE CHARGES				
6					
7					
8					
9					
10					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount		Totals		3,077,006		0		939,742		2,137,264		0		2,137,264	
Long Term CG Distributions		0															
Short Term CG Distributions		0															
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses				
1	12500 US STEEL		P	3/4/2009	4/29/2009	325,986	0	237,880	89,106			0	89,106				
2	4000 US BANCORP		D	12/22/1989	1/26/2009	52,982	0	16,896	36,086			0	36,086				
3	72160 US BANCORP		D	12/22/1989	3/4/2009	786,826	0	304,805	482,021			0	482,021				
4	20000 US BANCORP		D	12/22/1989	5/6/2009	408,001	0	84,480	323,521			0	323,521				
5	60000 US BANCORP		D	12/22/1989	9/9/2009	1,284,862	0	253,441	1,031,421			0	1,031,421				
6	5000 US BANCORP		D	12/22/1989	9/9/2009	105,997	0	21,120	84,877			0	84,877				
7	5000 US BANCORP		D	12/22/1989	9/17/2009	111,352	0	21,120	90,232			0	90,232				
8						0	0	0	0			0	0				
9						0	0	0	0			0	0				
10						0	0	0	0			0	0				

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	HADERA PAPER		34,549	34,549	28,885	66,657
2	FREMONT GENERAL		31,196,853	31,196,853	54,151	758,111
3	TRI CONTINENTAL CORPORATION		7,540,688	7,540,688	2,704,598	3,159,936
4	US BANCORP		4,545,712	3,843,850	26,914,762	20,484,100
5	UIL HOLDINGS		435,608	435,608	500,480	467,981
6						
7	AT&T INC			446,566		512,949
8	BRISTOL MYERS SQUIBB CO			393,861		505,000
9	IE DU PONT DE NEMOURS			475,105		764,309
10	WINDSTREAM CORPORATION			95,748		109,900
11						
12						
13						
14						
15						
16						
17						

All charitable contributions made to all organizations listed are Charitable Organizations recognized as such by IRS Section 503(c)(3) for religious, charitable, educational, scientific, literary, prevention of cruelty to children or animals purposes.

Congregation Beth El-Atereth Israel	263,165 00
Gann Academy - New Jewish High School	250,000 00
Hebrew Academy	225,980 00
Combined Jewish Philanthropies	127,800.00
Shaloh House	102,969.00
Chelsea Jewish Nursing Home Foundation, Inc.	100,000.00
Rashi School, Inc	67,900 00
Solomon Schechter Day School	65,000 00
American Friends Of Mosdos Boston In Israel	60,000.00
Beth Menachem Chabad	50,000.00
Jewish Community Day School	50,000.00
Temple Emanuel	49,092 00
Kollel Of Greater Boston, Inc.	40,000.00
Torah Academy	26,100 00
Friends Of Lithuanian Jewry	24,800 00
Jewish Community Center For Elderly Housing	20,000 00
Chabad Jewish Center	17,800.00
Jewish Community Centers Of Greater Boston	16,000 00
Metrowest Jewish Day School	14,200 00
ROFEH International	13,800.00
The Boston Jewish Film Festival, Inc.	10,968.00
Friends Of The IDF	10,500.00
American Fund For Lithuanian-Latvian Jews	10,000.00
Americans For Peace & Tolerance	10,000.00
Amit Women	10,000.00
Bais Yaakov Of Boston, Inc	10,000 00
Congregation Ohr Torah	10,000 00
Mesivta Of Greater Boston	10,000.00
New England Hebrew Academy	10,000.00
North Shore Hebrew School	10,000.00
Rae And Joseph Gann Beth El Preschool	10,000.00
South Area Solomon Schechter Day School	10,000 00
Toras Emes Academy Of Miami	10,000.00
Young Israel Programs - CYIR	10,000.00
The Shul Of Bal Harbour	9,550.00
American Friends Of Magen David Adom	6,300 00
Hadassah The Women's Zionist Organization Of America	6,000 00
Jewish Big Brother & Big Sister Association Of Greater Boston	6,000.00
Johns Hopkins University	6,000 00
Congregation Agudas Achim Anshei Sfard	5,600 00
Newton-Wellesley Hosital Charitable Foundation	5,500 00
American Jewish Historical Society	5,000 00
Boston Center For Jewish Heritage	5,000 00
Chabad Lubavitch Of Greater Boynton	5,000 00
JCAM Charitable Foundation	5,000 00
Jewish Family And Children Service	5,000.00

Sephardic Congregation Of Newton	5,000.00
Sha'arei Shalom	5,000.00
Simmons College	5,000.00
Yeshiva Ohave Torah	3,600 00
American Committee For Shaare Zedek Hospital In Jerusalem, Inc	3,200.00
Aish Campus	3,000.00
The Progenia Research Foundation	2,800.00
Jewish Community Housing For The Elderly	2,610.00
Boston University	2,500 00
United Way Of Massachusetts Bay	2,500.00
Americans For Oxford, Inc.	2,000.00
Boys & Girls Clubs Of Boston	2,000 00
C A M E R A	2,000.00
Dana-Farber Cancer Institute	2,000.00
Gateways Access To Jewish Education, Inc.	2,000.00
Jewish Family Service Of The North Shore	2,000.00
JewishGen, Inc	2,000.00
The Rivers School	2,000.00
Yeshiva Torah Vodaath	2,000.00
Young Israel Of Brookline	2,000.00
American Technion Society	1,800.00
The Schechter Institutes, Inc.	1,800.00
Strong Women Strong Girls	1,500.00
Joslin Diabetes Center	1,300 00
Mayyim Hayyim Living Waters	1,180.00
AJHS	1,000 00
American Committee For Weizmann Institute Of Science	1,000.00
B'nai B'rith Heritage Society	1,000.00
B'Nos Menachem	1,000.00
Children's Hospital Boston	1,000.00
Congregation Agudath Shalom	1,000 00
Congregation Beth Israel Of Onset	1,000.00
FIDV	1,000 00
Hebrew Rehabilitation Center For The Aged	1,000 00
Hillel Foundation	1,000 00
Jewish Alliance For Law And Social Action	1,000.00
Massachusetts General Hospital Fund	1,000.00
Rambam Foundation	1,000 00
Friends Of Yemin Orde	960 00
Alzheimer's Association	780.00
Gush Etzion Foundation	750 00
Congregation Kehillath Israel	700 00
Tzdoko Vchesed	700.00
Yad Chessed Charity Fund	700.00
Yad L'Achim	700.00
Anti-Defamation League	600.00
Jummy Fund	600 00
Little Brothers - Friends Of The Elderly	550.00
Newton Free Library	550 00
Perkins School For The Blind	550 00
American Friends Of Beth Hatefutsoth	500 00
American Red Cross	500 00

Beir Menacheon Mendel	500 00
Camp Menorah	500 00
Chabad Lubavitch Of Cape Cod	500.00
Federation Of Jewish Communities Of The CIS	500 00
Israel Youth Village	500.00
JEM	500 00
Jewish Federation Of Cape Cod	500 00
Jewish Vocational Service	500.00
JINSA	500.00
Karmanos Cancer Institute	500.00
Lahey Clinic Foundation	500.00
Medical Development For Israel	500 00
MFA Fund - Museum Of Fine Arts	500 00
Museum Of Jewish Heritage	500 00
Risa S. Rosengard Foundation, Inc.	500.00
Shoah Foundation Institute	500.00
The Center For Jewish History	500 00
Touro Synagogue Foundation	500.00
Yivo Institute For Jewish Research	500 00
Pine Street Inn	450.00
Diskin Orphan Home Of Israel, Inc	400.00
Slabodka Yeshiva	400.00
Strar Hebrew Academy Of Sharon, Inc.	360.00
Jewish War Veterans Of The USA	350.00
The Salvation Army	350 00
American Diabetes Association	300.00
Carroll Center For The Blind	300.00
Chi Institute	300 00
Greater Boston Food Bank	300.00
Israel Guide Dog Center For The Blind	300.00
Moisdos Sanz-Stropkov	300 00
Multiple Myeloma Research Foundation	300 00
Northeast Animal Shelter	300 00
ORT America	300.00
Rosie's Place	300 00
Temple Ahavath Achim	300 00
THE 300 Committee	300.00
The Israel Resource Center	300.00
The Jerusalem Foundation, Inc.	300.00
Union Of Orthodox Jewish Congregations Of America	300.00
APCC	275 00
Alley Cat Allies	250 00
Biblical Archaeology Society	250.00
B'nai B'rith Youth Organization, Inc.	250.00
Eldridge Street Project	250.00
Harvard Magazine	250.00
HIAS	250.00
Historic Highfield	250 00
Leukemia And Lymphoma Society	250.00
MADD	250 00
Mass Audubon	250.00
MSPCA	250.00

National Wildlife Federation	250.00
New England Historic Genealogical Society	250 00
New England Wildlife Center	250 00
Shiloh Israel Children's Fund	250 00
Shriners Hospitals For Children	250.00
WBUR	250.00
World Jewish Congress	250.00
Afula Educational Center	200.00
Animal Rescue League Of Boston	200 00
ASPCA	200 00
Brandeis University	200.00
Charles River Watershed Association	200.00
Colonial Williamsburg Foundation	200.00
Congregation Birchas Mordchai	200.00
Congregation Toldos Yitzchok	200.00
Ezer Yoldot Hamercazi	200 00
Falmouth Public Library Foundation, Inc	200 00
Friend Of Ohel Minam	200 00
Gesher Foundation, USA	200.00
Maccabi USA / Sports For Israel	200.00
National Parks Conservation Association	200.00
Noam Shabbos	200.00
Project Bread	200 00
Sanhedra Childrens Home	200 00
The Second Step	200 00
United Brothers Fund	200 00
United Synagogue Of Conservative Judaism	200 00
WGBH	200 00
Greater Boston Eruv Corporation	180.00
Heritage House	180.00
International Synagogue	180.00
Museum Of Fine Arts	170.00
B'nai B'rith International	110 00
Altauvass Chessed Group	100.00
American Friends Of Bikur Cholim	100 00
American Friends Of Michkane Meir	100.00
American Friends Of Ora Vesimca	100.00
American Friends Of Yishivet Ateret	100.00
Armenian Library And Museum Of America	100.00
Bais Binyomin Academy	100 00
Beis Medrash Of Queens	100 00
Beth Medrash Govoha	100 00
Beth-El Atereth Israel	100 00
B'nai B'rith Foundation	100.00
Boys Town Jerusalem Foundation Of America	100.00
Catholic Charities North	100.00
Chi Ashkelon	100 00
Congregation Pshemishel	100.00
Friends Of Chasdei Shomayim	100 00
General Israel Orphans' Home For Girls, Jerusalem	100 00
Hillel	100 00
Jewish Federation Of Philadelphia	100.00

Machon Alte	100.00
Magan Israel	100.00
Maor Israel	100 00
March Of Dimes	100.00
Meiras Einoyim	100.00
Mesorah Heritage Foundation	100 00
Milwaukee Synagogue For Russian Jews	100.00
Mosdos Ateret Hatera	100 00
Mosdot Merkas Le Torah	100.00
National Yiddish Book Center	100 00
New Israel Fund	100.00
Newton Conservators	100.00
Ohel Malka	100.00
Ramah Darom	100.00
Simon Wiesenthal Center	100.00
Special Olympics Of Massachusetts	100 00
Synagogue For Russian Jews	100.00
The Shtetl Foundation	100.00
Tiffereth Israel	100 00
Torat Chesed Trust Bircat Yosef Fund	100.00
Tsehchenov Institutions	100.00
Tufts Medical Center	100 00
Tzedakatt Fund	100 00
U.S. Friends Of Yad Ezra	100.00
USO	100.00
Yeshiva Haichal Hatera	100 00
Yeshiva Kehilas Jakob-Sulitza Thillim Kolel	100 00
Jerusalem Foundation	85 00
Congregation Chasidy Breslen	50.00
	<hr/>
	1,911,794.00