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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

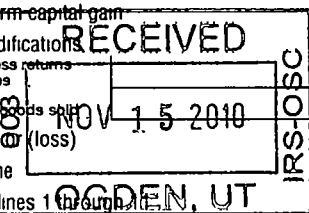
, and ending

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 ROY LICHTENSTEIN FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite 739 WASHINGTON STREET City or town, state, and ZIP code NEW YORK, NY 10014-2042	A Employer identification number 91-1898350 B Telephone number 212-255-4570 C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> 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"/>
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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 120,212,761. (Part I, column (d) must be on cash basis)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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	65,696,500.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,237.	1,237.	1,237.	STATEMENT 1
	4 Dividends and interest from securities	246,371.	246,371.	246,371.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	0.			
	b Gross sales price for all assets on line 6a	4,795,000.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of Goods Sold				
	c Gross profit (loss)	1,699,773.	0.	1,699,773.	STATEMENT 3
	11 Other income				
	12 Total. Add lines 1 through 11	67,643,881.	247,608.	1,947,381.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	362,365.	49,209.	49,209.	313,156.
	14 Other employee salaries and wages	286,919.	0.	0.	286,919.
	15 Pension plans, employee benefits	63,286.	10,759.	10,759.	52,527.
	16a Legal fees STMT 4	35,665.	1,783.	1,783.	33,882.
	b Accounting fees STMT 5	69,277.	3,464.	3,464.	65,813.
	c Other professional fees STMT 6	13,183.	660.	660.	12,524.
	17 Interest				
	18 Taxes STMT 7	50,170.	10,345.	10,345.	39,825.
	19 Depreciation and depletion	27,463.	0.	0.	
	20 Occupancy				
	21 Travel, conferences, and meetings	72,321.	0.	0.	72,321.
	22 Printing and publications				
	23 Other expenses STMT 8	978,228.	10,405.	10,405.	967,823.
24 Total operating and administrative expenses. Add lines 13 through 23	1,958,877.	86,625.	86,625.	1,844,790.	
25 Contributions, gifts, grants paid	11,500.			11,500.	
26 Total expenses and disbursements. Add lines 24 and 25	1,970,377.	86,625.	86,625.	1,856,290.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	65,673,504.				
b Net investment income (if negative, enter -0-)		160,983.			
c Adjusted net income (if negative, enter -0-)			1,860,756.		

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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	94,064.	195,814.	195,813.
	2	Savings and temporary cash investments	838,679.	2,450,228.	2,450,227.
	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	29,711.		
	10a	Investments - U.S. and state government obligations STMT 9	4,480,570.	3,942,752.	4,021,033.
	b	Investments - corporate stock			
	c	Investments - corporate bonds STMT 10	3,045,720.	1,536,176.	1,586,871.
11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment: basis ▶ 254,090.				
	Less: accumulated depreciation STMT 11 ▶ 179,774.	100,181.	74,316.	74,317.	
15	Other assets (describe ▶ STATEMENT 12)	13,615,478.	79,643,571.	111,884,500.	
16 Total assets (to be completed by all filers)		22,204,403.	87,842,857.	120,212,761.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
22	Other liabilities (describe ▶ STATEMENT 13)	0.	690.		
23 Total liabilities (add lines 17 through 22)		0.	690.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	22,204,403.	87,842,167.		
30 Total net assets or fund balances		22,204,403.	87,842,167.		
31 Total liabilities and net assets/fund balances		22,204,403.	87,842,857.		

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	22,204,403.
2	Enter amount from Part I, line 27a	2	65,673,504.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	87,877,907.
5	Decreases not included in line 2 (itemize) ▶ NET LOSS ON SALES OF INVESTMENTS	5	35,740.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	87,842,167.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,795,000.		4,795,000.	

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

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

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	1,625,830.	9,528,626.	.170626
2007	1,417,926.	10,894,910.	.130146
2006	1,279,690.	11,904,671.	.107495
2005	1,021,500.	10,414,995.	.098080
2004	1,151,680.	8,741,952.	.131742

2 Total of line 1, column (d)	2	.638089
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	.127618
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,551,708.
5 Multiply line 4 by line 3	5	963,734.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,610.
7 Add lines 5 and 6	7	965,344.
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.	8	1,856,290.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,610.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	1,610.
3 Add lines 1 and 2	4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	1,610.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,223.
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	4,223.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	5.
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	2,608.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 2,608. Refunded <input checked="" type="checkbox"/> 0.	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
2 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) ▶ NY		
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

STMT 14

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► LICHTENSTEINFUNDATION.ORG	X	
14	The books are in care of ► THE FOUNDATION Telephone no. ► 212-255-4570 Located at ► 745 WASHINGTON AVENUE, NEW YORK, NY, NEW YORK, NY ZIP+4 ► 10014-2042		
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? <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"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> 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? <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) <input type="checkbox"/> N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		362,365.	62,500.	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
CLARE P. BELL - C/O LICHTENSTEIN FDTN. 739 WASHINGTON, NEW YORK NY	STAFF 40.00	97,736.	15,500.	0.
NATASHA SIGMUND - C/O LICHTENSTEIN FDTN. 739 WASHINGTON, NEW YORK NY	STAFF 40.00	83,337.	14,200.	0.
EVAN RYER - C/O LICHTENSTEIN FDTN, 739 WASHINGTON, NEW YORK NY	STAFF 40.00	53,520.	600.	0.

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ANDREA THEIL - C/O LICHTENSTEIN FDTN. 739 WASHINGTON ST, NEW YORK, NY 10014	CATALOGUE RAISONNE'	115,218.
AVIS BERMAN - C/O LICHTENSTEIN FDTN. 739 WASHINGTON ST, NEW YORK, NY 10014	ORAL HISTORY PROJECT	54,223.
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 ORAL HISTORY PROJECT-RECORDED INTERVIEWS WITH R. LICHTENSTEIN ACQUAINTANCES, FAMILY, COLLECTORS, FRIENDS AND STAFF MEMBERS	63,141.
2 CREATION OF CATALOGUE RAISONNE - 7 VOLUME COMPREHENSIVE CATALOGUE DOCUMENTING ALL KNOWN R. LICHTENSTEIN ARTWORKS	176,936.
3 EXHIBITIONS OF ARTWORK OWNED BY THE ROY LICHTENSTEIN FOUNDATION -2008 AND 2009 EXHIBITIONS IN NEW YORK, NEW JERSEY AND MEMPHIS, TENNESSEE.	68,941.
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	7,235,005.
b	Average of monthly cash balances	1b	431,704.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,666,709.
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	7,666,709.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	115,001.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,551,708.
6	Minimum investment return. Enter 5% of line 5	6	377,585.

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	
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	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,856,290.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,856,290.
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	1,610.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,854,680.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0.
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	1,151,680.			
b From 2005	1,021,500.			
c From 2006	1,279,690.			
d From 2007	1,422,368.			
e From 2008	1,628,921.			
f Total of lines 3a through e	6,504,159.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ N/A				
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				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	6,504,159.			
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	1,151,680.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	5,352,479.			
10 Analysis of line 9:				
a Excess from 2005	1,021,500.			
b Excess from 2006	1,279,690.			
c Excess from 2007	1,422,368.			
d Excess from 2008	1,628,921.			
e Excess from 2009				

Part XIV Private Operating Foundations (see 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 ▶ 10/05/98
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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	377,585.	310,550.	443,162.	468,833.	1,600,130.
b 85% of line 2a	320,947.	263,968.	376,688.	398,508.	1,360,111.
c Qualifying distributions from Part XII, line 4 for each year listed	1,856,290.	1,628,921.	1,422,368.	1,279,690.	6,187,269.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	1,856,290.	1,628,921.	1,422,368.	1,279,690.	6,187,269.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	251,723.	317,621.	363,164.	396,823.	1,329,331.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					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 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).)

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
INTERNATIONAL FOUNDATION FOR THE ARTS 500 FIFTH AVENUE SUITE 935 NEW YORK, NY 10010	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	2,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	5,000.
SOLOMON R GUGGENHEIM MUSEUM 1071 FIFTH AVENUE NEW YORK, NY 10128	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	2,500.
THE MORGAN LIBRARY MUSEUM 225 MADISON AVENUE NEW YORK, NY 10016	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	2,000.
Total				▶ 3a 11,500.
<i>b Approved for future payment</i>				
NONE				
Total				▶ 3b 0.

Schedule of Contributors

OMB No 1545-0047

2009

▶ Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization

Employer identification number

ROY LICHTENSTEIN FOUNDATION

91-1898350

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

ROY LICHTENSTEIN FOUNDATION

91-1898350

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<u>ROY LICHTENSTEIN INC.</u> <u>GOLDGLIT & CO LLP 1350 BROADWAY</u> <u>NEW YORK, NY 10018</u>	\$ <u>65,696,500.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

ROY LICHTENSTEIN FOUNDATION

91-1898350

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ARTWORK BY ROY LICHTENSTEIN	\$ 65,696,500.	12/31/09
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

ROY LICHTENSTEIN FOUNDATION

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 SALES OF EXEMPT ASSETS-ARTWORKS	D	VARIOUS	VARIOUS
b US TREASURY NOTES 3.25% 01/15/09	P	11/18/05	01/15/09
c US TREASURY NOTES 5.5% 05/15/09	P	10/14/03	05/15/09
d US TREASURY NOTES 3.625% 07/15/09	P	07/15/05	07/15/09
e US TREASURY NOTES 3.625% 07/15/09	P	07/15/05	07/15/09
f US TREASURY NOTES 3.5% 08/15/09	P	08/18/04	08/17/09
g FED FARM CR BANKS 5.79% 06/05/13	P	10/30/06	06/05/09
h FHL MTG CORP 5.0% 09/15/16	P	10/10/07	05/05/09
i FED FARM CR BANKS 5.68% 10/05/17	P	10/10/07	05/15/09
j FED NATL MTGS ASSN 5.0% 09/26/16	P	05/09/08	04/13/09
k FED NATL MTGS ASSN 5.5% 07/09/10	P	05/09/08	01/19/09
l FED HOME LOAN BANKS 5.0% 05/19/15	P	05/19/08	01/29/09
m FED HOME LOAN BANKS 5.375% 07/23/15	P	08/29/08	07/23/09
n FED FARM CR BANKS 6.82% 03/16/09	P	10/14/03	03/16/09
o FED FARM CR BANKS 6.5% 11/13/09	P	10/14/03	02/02/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,810,000.		1,810,000.	0.
b 145,000.		145,000.	0.
c 100,000.		100,000.	0.
d 392,000.		392,000.	0.
e 62,000.		62,000.	0.
f 396,000.		396,000.	0.
g 475,000.		475,000.	0.
h 100,000.		100,000.	0.
i 100,000.		100,000.	0.
j 250,000.		250,000.	0.
k 250,000.		250,000.	0.
l 230,000.		230,000.	0.
m 195,000.		195,000.	0.
n 20,000.		20,000.	0.
o 75,000.		75,000.	0.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			0.
c			0.
d			0.
e			0.
f			0.
g			0.
h			0.
i			0.
j			** 0.
k			** 0.
l			** 0.
m			** 0.
n			0.
o			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
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

Part IV Capital Gains and Losses for Tax on Investment Income

1a	(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.)
	FNMA MED TERM 4.0% 03/11/11	P	07/15/05	02/02/09
b				
c				
d				
e				
f				
g				
h				
i				
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 195,000.		195,000.	0.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			
c			
d			
e			
f			
g			
h			
i			
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	0.
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	0.

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	COMPUTER EQUIPMENT							
	081999	SL	5.00	17	17,846.		17,846.	0.
2	COMPUTER EQUIPMENT							
	070100	SL	5.00	17	11,151.		11,151.	0.
3	COMPUTER EQUIPMENT							
	070101	SL	5.00	17	23,134.		23,134.	0.
4	OFFICE EQUIPMENT							
	070101	SL	5.00	17	8,127.		8,127.	0.
5	OFFICE EQUIPMENT							
	112503	SL	5.00	17	3,196.		3,196.	0.
6	COMPUTER EQUIPMENT							
	063004	SL	5.00	17	2,786.		2,786.	0.
7	OFFICE EQUIPMENT							
	063005	SL	7.00	17	8,855.		4,428.	1,265.
8	COMPUTER EQUIPMENT							
	061406	SL	5.00	17	2,060.		1,030.	412.
9	COMPUTER EQUIPMENT							
	062706	SL	5.00	17	3,742.		1,870.	748.
10	COMPUTER EQUIPMENT							
	051006	SL	5.00	17	1,156.		578.	231.
11	COMPUTER EQUIPMENT							
	090806	SL	5.00	17	5,292.		2,645.	1,058.
12	COMPUTER EQUIPMENT							
	100306	SL	5.00	17	3,195.		1,598.	639.
13	COMPUTER EQUIPMENT							
	110906	SL	5.00	17	1,972.		985.	394.
14	COMPUTER EQUIPMENT							
	011207	SL	5.00	17	3,422.		1,026.	684.
15	COMPUTER EQUIPMENT							
	020107	SL	5.00	17	3,733.		1,120.	747.
16	COMPUTER EQUIPMENT							
	033007	SL	5.00	17	3,611.		1,083.	722.
17	COMPUTER EQUIPMENT							
	030107	SL	5.00	17	21,072.		6,321.	4,214.
18	COMPUTER EQUIPMENT							
	050307	SL	5.00	16	4,080.		1,360.	816.
19	COMPUTER EQUIPMENT							
	053107	SL	5.00	17	3,502.		1,050.	700.
20	COMPUTER EQUIPMENT							
	071207	SL	5.00	17	3,039.		912.	608.
21	COMPUTER EQUIPMENT							
	080307	SL	5.00	17	3,203.		961.	641.
22	COMPUTER EQUIPMENT							
	083007	SL	5.00	17	2,726.		818.	545.
23	COMPUTER EQUIPMENT							
	100407	SL	5.00	17	3,415.		1,025.	683.
24	COMPUTER EQUIPMENT							
	110107	SL	5.00	17	3,855.		1,157.	771.
25	COMPUTER EQUIPMENT							
	112907	SL	5.00	17	2,806.		842.	561.
26	FURNITURE & FIXTURES							
	042607	SL	7.00	17	1,703.		365.	243.
27	COMPUTER EQUIPMENT							
	090508	SL	5.00	17	3,625.	1,813.	181.	362.

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

SOURCE	AMOUNT
JPMORGAN CHASE	1,237.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,237.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST PAID	<6,552.>	0.	<6,552.>
AMORTIZATION OF BOND PREMIUMS	<33,886.>	0.	<33,886.>
NATIONAL PLANNING	1,833.	0.	1,833.
NATIONAL PLANNING	284,976.	0.	284,976.
TOTAL TO FM 990-PF, PART I, LN 4	246,371.	0.	246,371.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	15,559.	0.	15,559.
SALE OF EXEMPT ASSETS	1,064.	0.	1,064.
SALE OF EXEMPT ASSETS	1,683,150.	0.	1,683,150.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,699,773.	0.	1,699,773.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES ASSOCIATED WITH COPYRIGHT ISSUES AND CONTRACTS OF SALE	35,665.	1,783.	1,783.	33,882.
TO FM 990-PF, PG 1, LN 16A	35,665.	1,783.	1,783.	33,882.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	45,205.	2,260.	2,260.	42,945.
OUTSIDE SERVICES	317,560.	0.	0.	317,560.
INSURANCE	192,133.	0.	0.	192,133.
TELEPHONE & UTILITIES	14,396.	720.	720.	13,676.
PHOTOGRAPHY	37,735.	0.	0.	37,735.
EQUIPMENT RENTAL	20,414.	0.	0.	20,414.
COMPUTER SUPPORT EXPENSES	71,910.	3,596.	3,596.	68,314.
DUES, FEES & SUBSCRIPTIONS	31,185.	3,119.	3,119.	28,066.
REPAIRS & MAINTENANCE	667.	0.	0.	667.
POSTAGE & SHIPPING	14,206.	710.	710.	13,496.
CONSERVATION & FRAMING	107,683.	0.	0.	107,683.
ARCHIVE EXPENSES	125,134.	0.	0.	125,134.
TO FORM 990-PF, PG 1, LN 23	978,228.	10,405.	10,405.	967,823.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTES	X		3,942,752.	4,021,033.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,942,752.	4,021,033.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,942,752.	4,021,033.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LOAN BANK	358,464.	377,891.
FEDERAL NATIONAL MORTGAGE ASSOC	845,341.	887,240.
FEDERAL FARM CR BANK	332,371.	321,740.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,536,176.	1,586,871.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	17,846.	17,846.	0.
COMPUTER EQUIPMENT	11,151.	11,151.	0.
COMPUTER EQUIPMENT	23,134.	23,134.	0.
OFFICE EQUIPMENT	8,127.	8,127.	0.
OFFICE EQUIPMENT	3,196.	3,196.	0.
COMPUTER EQUIPMENT	2,786.	2,786.	0.
OFFICE EQUIPMENT	8,855.	5,693.	3,162.
COMPUTER EQUIPMENT	2,060.	1,442.	618.
COMPUTER EQUIPMENT	3,742.	2,618.	1,124.
COMPUTER EQUIPMENT	1,156.	809.	347.
COMPUTER EQUIPMENT	5,292.	3,703.	1,589.
COMPUTER EQUIPMENT	3,195.	2,237.	958.
COMPUTER EQUIPMENT	1,972.	1,379.	593.
COMPUTER EQUIPMENT	3,422.	1,710.	1,712.
COMPUTER EQUIPMENT	3,733.	1,867.	1,866.
COMPUTER EQUIPMENT	3,611.	1,805.	1,806.
COMPUTER EQUIPMENT	21,072.	10,535.	10,537.
COMPUTER EQUIPMENT	4,080.	2,176.	1,904.
COMPUTER EQUIPMENT	3,502.	1,750.	1,752.
COMPUTER EQUIPMENT	3,039.	1,520.	1,519.
COMPUTER EQUIPMENT	3,203.	1,602.	1,601.
COMPUTER EQUIPMENT	2,726.	1,363.	1,363.
COMPUTER EQUIPMENT	3,415.	1,708.	1,707.
COMPUTER EQUIPMENT	3,855.	1,928.	1,927.
COMPUTER EQUIPMENT	2,806.	1,403.	1,403.
FURNITURE & FIXTURES	1,703.	608.	1,095.
COMPUTER EQUIPMENT	3,625.	2,356.	1,269.
OFFICE EQUIPMENT	411.	250.	161.
COMPUTER EQUIPMENT	18,837.	12,245.	6,592.
COMPUTER EQUIPMENT	3,201.	2,081.	1,120.
COMPUTER EQUIPMENT	1,715.	1,115.	600.
COMPUTER EQUIPMENT	10,159.	6,604.	3,555.
COMPUTER EQUIPMENT	4,561.	2,965.	1,596.
COMPUTER EQUIPMENT	5,581.	3,628.	1,953.
COMPUTER EQUIPMENT	14,800.	9,620.	5,180.
COMPUTER EQUIPMENT	6,000.	3,900.	2,100.
COMPUTER EQUIPMENT	4,998.	3,249.	1,749.
COMPUTER EQUIPMENT	8,091.	5,260.	2,831.
COMPUTER EQUIPMENT	8,324.	5,410.	2,914.
COMPUTER EQUIPMENT	9,510.	6,182.	3,328.
FURNITURE & FIXTURES	1,598.	813.	785.
TOTAL TO FM 990-PF, PART II, LN 14	254,090.	179,774.	74,316.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARTWORK OWNED BY ROY LICHTENSTEIN FOUNDATION	10,615,478.	76,643,571.	108,884,500.
ROY LICHTENSTEIN ARCHIVE	1,000,000.	1,000,000.	1,000,000.
SHUNKE ARCHIVE	2,000,000.	2,000,000.	2,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 15	13,615,478.	79,643,571.	111,884,500.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	0.	690.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	690.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 14
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
ROY LICHTENSTEIN INC.	GOLDGLIT & COMPANY, LLP 1350 BWAY #1204 NEW YORK, NY 10018

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DOROTHY LICHTENSTEIN C/O LICHTENSTEIN FDTN. 745 WASHINGTON STREET NEW YORK, NY 10014	PRESIDENT 5.00	0.	0.	0.
CASSANDRA LOZANO C/O LICHTENSTEIN FDTN. 745 WASHINGTON STREET NEW YORK, NY 10014	MANAGING DIRECTOR 20.00	102,912.	7,500.	0.
DAVID LICHTENSTEIN C/O LICHTENSTEIN FDTN. 745 WASHINGTON STREET NEW YORK, NY 10014	VICE PRESIDENT 5.00	0.	0.	0.
MITCHELL LICHTENSTEIN C/O LICHTENSTEIN FDTN. 745 WASHINGTON STREET NEW YORK, NY 10014	VICE PRESIDENT 5.00	0.	0.	0.
WILLIAM JOHN COWART C/O LICHTENSTEIN FDTN. 745 WASHINGTON STREET NEW YORK, NY 10014	EXECUTIVE DIRECTOR 40.00	259,453.	55,000.	0.
STEVEN P. GOLDGLIT C/O LICHTENSTEIN FDTN. 745 WASHINGTON STREET NEW YORK, NY 10014	TREASURER 5.00	0.	0.	0.
RUTH FINE C/O LICHTENSTEIN FDTN. 745 WASHINGTON STREET NEW YORK, NY 10014	BOARD MEMBER 1.00	0.	0.	0.
LES SAMUELS C/O LICHTENSTEIN FDTN. 745 WASHINGTON STREET NEW YORK, NY 10014	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		362,365.	62,500.	0.

Name(s) shown on return

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

ROY LICHTENSTEIN FOUNDATION

FORM 990-PF PAGE 1

91-1898350

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	799.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	816.

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	25,834.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property		799.	7 YRS.	MQ	SL	14.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12 year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	27,463.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
 If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year:					
43 Amortization of costs that began before your 2009 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

Application for Extension of Time To File an Exempt Organization Return

▶ 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	Name of Exempt Organization ROY LICHTENSTEIN FOUNDATION	Employer identification number 91-1898350
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 745 WASHINGTON STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10014-2042	

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

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

THE FOUNDATION - 745 WASHINGTON AVENUE, NEW YORK, NY -

- The books are in the care of ▶ **NEW YORK, NY 10014-2042**
Telephone No ▶ **212-255-4570** 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	\$	2,382.
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	\$	4,223.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3 month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization ROY LICHTENSTEIN FOUNDATION	Employer identification number 91-1898350
	Number, street, and room or suite no. If a P O box, see instructions. 745 WASHINGTON STREET	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10014-2042	

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.

THE FOUNDATION - 745 WASHINGTON AVENUE, NEW YORK, NY -

- The books are in the care of **NEW YORK, NY 10014-2042**
- Telephone No **212-255-4570** 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 INFORMATION IS NEEDED TO PREPARE A COMPLETE AND ACCURATE 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	\$	1,610.
8b 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	\$	4,223.
8c 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  Title **CPA** Date **8/12/10**