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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, 2009, and ending

G Check all that apply

 Initial return Initial Return of a former public charity Final return Amended return Address change Name changeUse the
IRS label.
Otherwise,
print
or type
See Specific
InstructionsTHE HAROLD EDELSTEIN FOUNDATION
100 W. BROADWAY #600
GLENDALE, CA 91210

A Employer identification number

95-4814292

B Telephone number (see the instructions)

818-409-3034

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►

2 Foreign organizations meeting the 85% test, check here and attach computation ►

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

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

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **J** Accounting method Cash Accrual
(from Part II, column (c), line 16) Other (specify)

10 ► \$ 17,675,264.

(Part I, column (d) must be on cash basis)

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

NOV 2009	REVENUE	(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 (att sch)		25,000.			
2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments		1,997.	1,997.		
4 Dividends and interest from securities		638,970.	638,970.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain/(loss) from sale of assets not on line 10		-588,368.			
b Gross sales price for all assets on line 6a		6,053,860.			
7 Capital gain net income (from Part IV, line 2)			0.	RECEIVED	
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
SEE STATEMENT 1		1,207,287.	452,625.		
12 Total. Add lines 1 through 11		1,284,886.	1,093,592.	0.	120,696.
13 Compensation of officers, directors, trustees, etc		241,392.	120,696.		
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch) SEE ST 2		20,890.	10,445.		10,445.
c Other prof fees (attach sch) SEE ST 3		592.	2.		590.
17 Interest					
18 Taxes (attach schedule) SEE STM 4		331,060.	575.		221.
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
SEE STATEMENT 5		121,548.	60,775.		60,773.
24 Total operating and administrative expenses. Add lines 13 through 23		715,482.	192,493.		192,725.
25 Contributions, gifts, grants paid PART XV		993,772.			993,772.
26 Total expenses and disbursements. Add lines 24 and 25		1,709,254.	192,493.	0.	1,186,497.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements.		-424,368.			
b Net investment income (if negative, enter -0)			901,099.		
c Adjusted net income (if negative, enter -0)				0.	

9

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	1 Cash – non-interest-bearing			
	2	2 Savings and temporary cash investments	62,158.	1,625,330.	1,625,330.
	3	3 Accounts receivable			
		Less allowance for doubtful accounts			
	4	4 Pledges receivable			
		Less. allowance for doubtful accounts			
	5	5 Grants receivable			
	6	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	7 Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	8 Inventories for sale or use			
	9	9 Prepaid expenses and deferred charges			
	10a	10a Investments – U.S. and state government obligations (attach schedule)	1,204,920.		
	b	b Investments – corporate stock (attach schedule) STATEMENT 6	476,809.	322,797.	313,225.
	c	c Investments – corporate bonds (attach schedule) STATEMENT 7	6,469,516.	5,830,818.	5,699,828.
	11	11 Investments – land, buildings, and equipment basis			
	Less. accumulated depreciation (attach schedule)				
12	12 Investments – mortgage loans				
13	13 Investments – other (attach schedule) STATEMENT 8	10,012,848.	10,023,294.	10,035,378.	
14	14 Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	15 Other assets (describe ► SEE STATEMENT 9)	1,859.	1,503.	1,503.	
16	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	18,228,110.	17,803,742.	17,675,264.	
LIABILITIES	17	17 Accounts payable and accrued expenses			
	18	18 Grants payable			
	19	19 Deferred revenue			
	20	20 Loans from officers, directors, trustees, & other disqualified persons			
	21	21 Mortgages and other notes payable (attach schedule)			
	22	22 Other liabilities (describe ►)			
	23	23 Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>			
	24	24 Unrestricted			
	25	25 Temporarily restricted			
	26	26 Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27	27 Capital stock, trust principal, or current funds	18,228,110.	17,803,742.	
	28	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29	29 Retained earnings, accumulated income, endowment, or other funds			
30	30 Total net assets or fund balances (see the instructions)	18,228,110.	17,803,742.		
31	31 Total liabilities and net assets/fund balances (see the instructions)	18,228,110.	17,803,742.		

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	18,228,110.
2	Enter amount from Part I, line 27a	2	-424,368.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	17,803,742.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	17,803,742.

Part IV | Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE ATTACHED - SHORT TERM		P	VARIOUS	VARIOUS
b SEE ATTACHED - LONG TERM		P	VARIOUS	VARIOUS
c CAPITAL GAIN DIVIDENDS				
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 2,086,658.			2,145,000.	-58,342.
b 3,967,119.			4,497,228.	-530,109.
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				-58,342.
b				-530,109.
c				83.
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 -588,368.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).		If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	1,261,321.	17,462,793.	0.072229
2007	1,166,157.	18,239,387.	0.063936
2006	1,144,733.	18,302,049.	0.062547
2005	1,125,875.	18,156,076.	0.062011
2004	1,128,492.	16,740,727.	0.067410
2 Total of line 1, column (d)			2 0.328133
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 0.065627
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 16,949,160.
5 Multiply line 4 by line 3			5 1,112,323.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,011.
7 Add lines 5 and 6			7 1,121,334.
8 Enter qualifying distributions from Part XII, line 4			8 1,186,497.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see 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.	(attach copy of letter if necessary - see instr.)	1	9,011.
check here ► <input checked="" 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, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.	
3 Add lines 1 and 2	3	9,011.	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	9,011.	
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	17,699.	
b Exempt foreign organizations – tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	17,699.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,688.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 8,688. Refunded ► 0.	11	0.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► WWW.GUIDESTAR.ORG			
14	The books are in care of ► <u>FREDERICK SIMMONS</u> Telephone no ► <u>818-409-3034</u> Located at ► <u>100 W. BROADWAY #600, GLENDALE, CA</u> ZIP + 4 ► <u>91210</u>		
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	N/A	► 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 the instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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 ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see the instructions)	2b	N/A
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

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

5a During the year did the foundation pay or incur any amount to						
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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)?			5b	N/A		
Organizations relying on a current notice regarding disaster assistance check here			► <input type="checkbox"/>			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No	
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)						
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b			X
If 'Yes' to 6b, file Form 8870						
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b			N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FREDERICK L. SIMMONS 100 W. BROADWAY #600 GLENDALE, CA 91210	DIRECTOR 17.00	105,892.	0.	0.
MARVIN G. BURNS 10390 WILSHIRE BLVD, 4TH FLOOR LOS ANGELES, CA 90025	DIRECTOR 10.00	77,752.	0.	0.
MARVIN ROTHENBERG P.O. BOX 15867 BEVERLY HILLS, CA 90209	DIRECTOR 9.00	57,748.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A
2	
3	
4	

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

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

Amount

1	<u>N/A</u>	
2		

All other program-related investments See instructions.

3 _____

Total. Add lines 1 through 3

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes
 a Average monthly fair market value of securities

1a	16,844,113.
1b	363,156.
1c	
1d	17,207,269.

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d **Total** (add lines 1a, b, and c)

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

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3
 (for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5

2	0.
3	17,207,269.
4	258,109.
5	16,949,160.
6	847,458.

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

1 847,458.

2a Tax on investment income for 2009 from Part VI, line 5

2a 9,011.

b Income tax for 2009 (This does not include the tax from Part VI)

2b

c Add lines 2a and 2b

2c 9,011.

3 Distributable amount before adjustments Subtract line 2c from line 1

3 838,447.

4 Recoveries of amounts treated as qualifying distributions

4

5 Add lines 3 and 4

5 838,447.

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

7 838,447.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.

1a 1,186,497.

a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26

1b

b Program-related investments – total from Part IX-B

2

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes

3

3 Amounts set aside for specific charitable projects that satisfy the.

3a

a Suitability test (prior IRS approval required)

3b

b Cash distribution test (attach the required schedule)

4

4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

4 1,186,497.

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 instructions)

5

6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

6

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				838,447.
2 Undistributed income, if any, as of the end of 2009:			0.	
a Enter amount for 2008 only		0.		
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	308,556.			
b From 2005	240,459.			
c From 2006	241,079.			
d From 2007	267,400.			
e From 2008	400,123.			
f Total of lines 3a through e	1,457,617.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,186,497.			0.	
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			838,447.	
e Remaining amount distributed out of corpus	348,050.			
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:	1,805,667.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		0.		
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	308,556.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,497,111.			
10 Analysis of line 9:				
a Excess from 2005	240,459.			
b Excess from 2006	241,079.			
c Excess from 2007	267,400.			
d Excess from 2008	400,123.			
e Excess from 2009	348,050.			

BAA

Form 990-PF (2009)

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

N/A

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

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

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

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

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

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

c Any submission deadlines

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

Part XV: Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 10				
Total				► 3a 993,772.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,997.	
4 Dividends and interest from securities			14	638,970.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				83.	-588,451.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a <u>KWK PARTNERS LP</u>			14	1,184,776.	
b <u>NON-TAXABLE DIVIDNEDS</u>			14	3,893.	
c <u>OTHER INCOME</u>			14	1,897.	
d <u>TAX REFUND</u>			1	16,721.	
e					
12 Subtotal Add columns (b), (d), and (e)				1,848,337.	-588,451.
13 Total Add line 12, columns (b), (d), and (e)					13 1,259,886.

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule.

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

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

Nov 15 2010

► Trustee

SIGN

Signature of officer or trustee

N H E R E Paid Pre- parer's Use Only	Preparer's signature	Date	Check if self- employed	Preparer's Identifying number (See Signature in the instrs)
	► <i>Moto R. Della CPS</i>	11/9/10	► <input type="checkbox"/>	N/A
Firm's name (or yours if self- employed), address, and ZIP code	► GELLER EPERTHENER & MCCONNELL LLP	EIN	► N/A	
	► 6700 PACIFIC COAST HWY, #230	Phone no	► (562) 594-5866	
	► LONG BEACH, CA 90803-4217			

BAA

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF

2009

Name of the organization

THE HAROLD EDELSTEIN FOUNDATION

Employer identification number

95-4814292

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

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)/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 their 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)

**BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE HAROLD EDELSTEIN FOUNDATION

Employer identification number

95-4814292

Part I **Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	H. EDELSTEIN ADMINISTRATIVE TR 100 W. BROADWAY #600 GLENDALE, CA 91210	\$ 25,000	Person <input checked="" 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

THE HAROLD EDELSTEIN FOUNDATION

Employer identification number

95-4814292

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
	N/A	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE HAROLD EDELSTEIN FOUNDATION

Employer identification number

95-4814292

Part III Exclusively religious, charitable, etc. individual contributions to section 501(c)(7), (8), or (10)

1 Exclusive religious, charitable, etc. individual contributions to Section 501(c)(3) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once – see instructions)

5

N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held	
	N/A			
	(e) Transfer of gift Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held	
	(e) Transfer of gift Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held	
	(e) Transfer of gift Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held	
	(e) Transfer of gift Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
KWK PARTNERS LP	\$ 1,184,776.		
NON-TAXABLE DIVIDNEDS	3,893.		
OTHER INCOME	1,897.		
TAX REFUND	16,721.		
TOTAL	\$ 1,207,287.	\$ 0.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GELLER EPERTHENER & MCCONNELL	\$ 20,890.	\$ 10,445.	\$ 10,445.	\$ 10,445.
TOTAL	\$ 20,890.	\$ 10,445.	\$ 0.	\$ 10,445.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	\$ 2.	\$ 2.	\$ 2.	\$ 2.
RICHARD GUARINO	590.			
TOTAL	\$ 592.	\$ 2.	\$ 0.	\$ 590.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990PF	\$ 10.			
FOREIGN TAX PAID	353.	\$ 353.	\$ 353.	\$ 353.
FORM 109	83,254.			
FORM 990T	247,000.			
TAXES AND LICENSES	443.			
TOTAL	\$ 331,060.	\$ 575.	\$ 0.	\$ 221.

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	\$ 495.	\$ 248.		\$ 247.
INSURANCE	2,200.	1,100.		1,100.
MISCELLANEOUS	707.	354.		353.
OFFICE RENT AND ADMINISTRATIVE SUPPORT	118,146.	59,073.		59,073.
TOTAL	\$ 121,548.	\$ 60,775.	\$ 0.	\$ 60,773.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY DEAN WITTER #142307	MKT VAL	\$ 322,797.	\$ 313,225.
	TOTAL	\$ 322,797.	\$ 313,225.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY DEAN WITTER #141923	MKT VAL	\$ 5,830,818.	\$ 5,699,828.
	TOTAL	\$ 5,830,818.	\$ 5,699,828.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KWK PARTNERS LP	MKT VAL	\$ 9,423,294.	\$ 9,423,294.
TRANSAMERICA ANNUITY	MKT VAL	600,000.	612,084.
	TOTAL	\$ 10,023,294.	\$ 10,035,378.

2009

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THE HAROLD EDELSTEIN FOUNDATION

95-4814292

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	\$ 1,503.	\$ 1,503.
TOTAL	<u>\$ 1,503.</u>	<u>\$ 1,503.</u>

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
JEWISH FAMILY SERVICE OF LA 6505 WILSHIRE BLVD, #500 LOS ANGELES, CA 90048	NONE	PAID	SOCIAL SERVICES	\$ 234,500.
COVENANT HOUSE 1325 NORTH WESTERN AVE HOLLYWOOD, CA 90027	NONE	PAID	SOCIAL SERVICES	6,000.
ISRAEL HUMANITARIAN FOUNDATION 276 E. 5TH AVENUE, SUITE 901 NEW YORK, NY 10001	NONE	PAID	SOCIAL SERVICES	45,000.
ST VINCENT MEALS ON WHEELS 2131 W. 3RD STREET LOS ANGELES, CA 90057	NONE	PAID	SOCIAL SERVICES	53,500.
CHILDRENS' HOSPITAL 4650 SUNSET BLVD LOS ANGELES, CA 90027	NONE	PAID	SOCIAL SERVICES	54,000.
LAS FAMILIAS DEL PUEBLO 307 E. SEVENTH STREET LOS ANGELES, CA 90014	NONE	PAID	SOCIAL SERVICES	31,000.
EL NIDO 10200 SEPULVEDA BLVD, #350 MISSION HILLS, CA 91345	NONE	PAID	SOCIAL SERVICES	90,791.
ONE GENERATION 17400 VICTORY BLVD VAN NUYS, CA 91406	NONE	PAID	SOCIAL SERVICES	100,791.
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE	PAID	SOCIAL SERVICES	8,500.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
COMMUNITIES IN SCHOOLS 8695 MARTINIQUE BAY LAS VEGAS, NV 89147	NONE	PAID	SOCIAL SERVICES	\$ 15,000.
FOOTHILL FAMILY SHELTER 1501 W. NINTH ST. #D UPLAND, CA 91786	NONE	PAID	SOCIAL SERVICES	120,291.
RAINBOW SERVICES 453 W. 7TH ST SAN PEDRO, CA 90731	NONE	PAID	SOCIAL SERVICES	12,000.
RAFT, INC. 1601 CENTINELA AVENUE STE 207 INGLEWOOD, CA 90302	NONE	PAID	SOCIAL SERVICES	9,000.
UPWARD BOUND HOUSE 1104 WASHINGTON AVENUE SANTA MONICA, CA 90403	NONE	PAID	SOCIAL SERVICES	12,000.
MY FRIENDS PLACE 5850 HOLLYWOOD BLVD HOLLYWOOD, CA 90028	NONE	PAID	SOCIAL SERVICES	15,000.
HABITAT FOR HUMANITY 21031 VENTURA BLVD WOODLAND HILLS, CA 91364	NONE	PAID	SOCIAL SERVICE	15,000.
LAKE AVENUE COMMUNITY FOUNDATION 712 E. VILLA STREET PASADENA, CA 91101	NONE	PAID	SOCIAL SERVICES	807.
LOS ANGELES JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	NONE	PAID	SOCIAL SERVICES	60,000.
NATIONAL HEALTH FOUNDATION 515 S. FIGUEROA STREET, STE 1300 LOS ANGELES, CA 90071	NONE	PAID	SOCIAL SERVICES	100,592.
JEWISH BIG BROTHER BIG SISTER 6505 WILSHIRE BLVD #600 LOS ANGELES, CA 90048	NONE	PAID	SOCIAL SERVICES	5,000.

2009

FEDERAL STATEMENTS

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THE HAROLD EDELSTEIN FOUNDATION

95-4814292

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
INTERNATIONAL FELLOWSHIP OF CHRISTIANS 30 NORTH LASALLE STREET STE 2600 CHICAGO, IL 60602	NONE	PAID	SOCIAL SERVICES	\$ 5,000.
			TOTAL	\$ 993,772.

2009

FEDERAL SUPPLEMENTAL INFORMATION

PAGE 1

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

EXCEPTIONS TO SELF-DEALING (FORM 990-PF, PART VII-B):

1.A. (4) THERE WAS COMPENSATION PAID TO THREE DIRECTORS OF THE CHARITABLE FOUNDATION FOR DIRECTOR AND LEGAL SERVICES. THEIR COMPENSATION WAS BASED ON THEIR STANDARD BILLING RATE AND WAS REASONABLE AND NECESSARY.

Capital Gains

1/1/09 Through 12/31/09

11/11/10

Page 1

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
SHORT TERM						
Citigroup Inc 8.5% SER F	2,000.000	5/7/08	3/19/09	31,655.46	50,000.00	-18,344.54
Citigroup Inc 8.5% SER F	300.000	11/25/08	3/19/09	4,748.32	4,268.98	479.34
Citigroup Inc 8.5% SER F	2,000.000	11/25/08	5/19/09	44,461.36	28,459.90	16,001.46
Rio Tinto Finance 8.95% 5/1/14	100,000.000	5/13/09	6/17/09	109,345.38	107,056.25	2,289.13
Rio Tinto Finance 8.95% 5/1/14	100,000.000	5/21/09	6/17/09	109,345.38	107,558.25	1,787.13
Ishare Iboxx Invest GR COR FD	500.000	3/17/09	8/19/09	51,020.10	46,987.87	4,032.23
Pacific Energy 7.125% 1/15/14	100,000.000	6/16/09	10/5/09	103,563.00	103,680.49	-117.49
Dow Chemical Co 5.9% 15/02/15	100,000.000	8/7/09	10/26/09	102,946.75	101,005.25	1,941.50
American Express 7.3% 08/20/13	100,000.000	5/13/09	12/1/09	112,479.75	104,013.25	8,466.50
Donnelley R 8.6% 8/15/16	50,000.000	8/26/09	12/8/09	53,994.75	51,286.25	2,708.50
Terex CP NEW DEL	1,000.000	12/8/08	1/5/09	18,834.34	16,567.85	2,266.49
Nokia CP ADR	1,000.000	12/8/08	1/6/09	15,958.93	14,658.43	1,300.50
Kroger Co	700.000	12/8/08	2/2/09	16,995.07	19,496.54	-2,501.47
SPDR Gold TR	200.000	5/8/08	3/2/09	18,171.34	17,768.86	402.48
SPDR Gold TR	135.000	7/25/08	3/2/09	12,265.65	12,629.12	-363.47
Harvest Energy Trust	900.000	6/6/08	3/4/09	3,251.71	22,943.96	-19,692.25
Harvest Energy Trust	500.000	7/16/08	3/4/09	1,806.50	10,438.02	-8,631.52
BAC CAP Trust II 7% 02/01/32	100.000	3/10/09	3/16/09	1,237.76	965.68	272.08
BAC CAP Trust II 7% 02/01/32	100.000	3/10/09	3/16/09	1,237.76	964.59	273.17
BAC CAP Trust II 7% 02/01/32	100.000	3/10/09	3/16/09	1,236.76	964.59	272.17
BAC CAP Trust II 7% 02/01/32	100.000	3/10/09	3/16/09	1,236.76	963.58	273.18
BAC CAP Trust II 7% 02/01/32	300.000	3/10/09	3/16/09	3,707.28	2,890.75	816.53
BAC CAP Trust II 7% 02/01/32	500.000	3/10/09	3/16/09	6,178.80	4,812.92	1,365.88
BAC CAP Trust II 7% 02/01/32	100.000	3/10/09	3/16/09	1,235.76	961.58	274.18
BAC CAP Trust II 7% 02/01/32	400.000	3/10/09	3/16/09	4,943.04	3,811.28	1,131.76
BAC CAP Trust II 7% 02/01/32	100.000	3/10/09	3/16/09	1,234.77	952.82	281.95
BAC CAP Trust II 7% 02/01/32	200.000	3/10/09	3/16/09	2,467.72	1,905.64	562.08
BAC CAP Trust II 7% 02/01/32	100.000	3/10/09	3/16/09	1,232.87	952.82	280.05
BAC CAP Trust II 7% 02/01/32	200.000	3/10/09	3/16/09	2,461.92	1,905.64	556.28
BAC CAP Trust II 7% 02/01/32	200.000	3/10/09	3/16/09	2,448.82	1,905.64	543.18
Windstream Corp	700.000	3/4/09	3/23/09	5,599.82	4,897.02	702.80
Windstream Corp	1,300.000	3/16/09	3/23/09	10,399.66	10,005.11	394.55
Weatherford International LTD	1,400.000	2/2/09	4/15/09	18,019.86	17,173.94	845.92
American Express Co	1,000.000	4/13/09	4/24/09	23,537.75	20,648.66	2,889.09
Boulder TTL RTN FD INC	1,850.000	1/5/09	4/30/09	16,883.19	19,983.10	-3,099.91
Freeport McMoran CO & Gold	200.000	3/26/09	5/6/09	10,051.98	8,826.89	1,225.09
Cameron International Corp	900.000	4/24/09	5/7/09	27,298.22	24,345.79	2,952.43
Frontier Communications Corp	2,000.000	4/22/09	5/8/09	15,689.32	14,488.38	1,200.94
Mosaic Company	150.000	6/6/08	5/19/09	8,278.80	22,890.71	-14,611.91
Honeywell International Inc	500.000	5/6/09	5/28/09	15,695.01	16,710.37	-1,015.36
Carbo Ceramics Inc	500.000	5/4/09	6/4/09	18,892.48	17,286.45	1,606.03
Cohens&Steers Reit & PFD	2,000.000	5/8/09	6/8/09	15,496.85	14,334.38	1,162.47
Superior Well Services Inc	1,000.000	5/14/09	6/10/09	8,409.43	10,758.50	-2,349.07
Cemex SAB DE CV	1,560.000	1/9/09	6/16/09	14,623.24	15,923.10	-1,299.86
Memc Electronic Materials Inc	500.000	6/15/09	6/22/09	8,815.45	10,456.63	-1,641.18
First TR/Aberdeen Global OPPTY	1,000.000	5/20/09	7/6/09	12,951.13	12,768.40	182.73
LG Display Co LTD ADR	1,200.000	6/4/09	7/9/09	15,824.28	14,832.36	991.92
LSI Corp	1,500.000	6/22/09	7/9/09	6,732.32	7,388.53	-656.21
Dresser-Rand Group Inc	500.000	4/29/09	7/13/09	11,942.15	13,453.07	-1,510.92
Carbo Ceramics Inc	300.000	5/7/09	7/14/09	10,825.51	11,494.71	-669.20
Intel Corp	1,000.000	5/28/09	7/15/09	17,444.23	16,046.86	1,397.37
Carbo Ceramics Inc	300.000	6/16/09	7/16/09	11,257.72	10,294.02	963.70
Teck Resources LTD	500.000	7/16/09	7/23/09	11,618.34	10,257.00	1,361.34
Semiconductor Holding Co RCP	500.000	7/16/09	8/3/09	12,242.85	11,868.83	374.02
Windstream Corp	1,500.000	7/6/09	8/6/09	12,762.23	12,667.66	94.57
Iamgold Corporation	1,000.000	6/3/09	8/10/09	11,469.82	10,550.70	919.12
Iamgold Corporation	500.000	6/8/09	8/10/09	5,734.91	5,137.92	596.99
Chevron Corp	300.000	7/15/09	8/12/09	20,263.03	19,776.41	486.62
Penn West Energy Trust	1,000.000	9/10/08	8/20/09	12,769.45	25,318.00	-12,548.55
Akamai Technologies Inc.	600.000	8/13/09	8/24/09	10,696.87	11,325.84	-628.97
Schlumberger Ltd	200.000	7/15/09	9/1/09	10,941.82	11,140.99	-199.17

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Schlumberger Ltd	200,000	8/21/09	9/1/09	10,941.82	11,464.42	-522.60
BJ SVCS Co	1,000,000	8/3/09	9/3/09	16,203.38	15,093.80	1,109.58
Yamaha Gold Inc.	700,000	8/10/09	9/8/09	7,264.18	6,424.53	839.65
Mosaic Company	150,000	3/26/09	9/10/09	7,378.75	7,399.40	-20.65
Halliburton Co	500,000	8/21/09	9/14/09	12,650.72	12,814.66	-163.94
Bank of America Corp	1,000,000	8/12/09	9/15/09	16,600.68	16,453.93	146.75
Eagle Bulk Shipping Inc	2,500,000	9/3/09	9/15/09	14,040.87	12,327.46	1,713.41
Teck Resources LTD	1,000,000	9/3/09	9/16/09	27,235.99	24,316.88	2,919.11
Newell Rubbermaid Inc	1,000,000	9/8/09	9/21/09	15,138.77	14,615.59	523.18
Capstead MTGE CP New	800,000	8/5/09	9/22/09	11,775.15	11,189.15	586.00
Amazon.com Inc.	200,000	7/15/09	9/23/09	18,202.72	17,003.72	1,199.00
CSX Corp	400,000	8/14/09	9/23/09	17,683.96	17,948.36	-264.40
Vale S.A	500,000	9/10/09	10/6/09	11,773.94	10,901.91	872.03
Vale S.A	500,000	9/15/09	10/6/09	11,773.94	11,040.04	733.90
National Oilwell Varco Inc	300,000	9/14/09	10/6/09	12,784.64	12,287.97	496.67
National Oilwell Varco Inc	200,000	9/15/09	10/6/09	8,523.10	8,597.22	-74.12
Anworth Mortgage Asset Corp	2,000,000	7/9/09	10/7/09	15,567.46	14,759.75	807.71
Suncor Energy Inc	500,000	9/16/09	10/8/09	17,208.07	18,814.98	-1,606.91
Textron Inc	1,000,000	9/16/09	10/9/09	18,888.55	20,862.34	-1,973.79
Intel Corp	1,000,000	10/6/09	10/14/09	20,552.46	19,927.29	625.17
Applied Materials Inc	1,000,000	9/22/09	10/19/09	13,456.20	13,406.95	49.25
Costco Wholesale Corp	250,000	9/21/09	10/28/09	13,972.66	14,999.00	-1,026.34
Petroleo Bras SA ADS	500,000	10/9/09	10/28/09	22,787.99	24,434.66	-1,646.67
Yamaha Gold Inc.	1,000,000	8/10/09	10/28/09	10,753.29	9,177.91	1,575.38
Research In Motion	250,000	9/23/09	11/2/09	13,618.38	22,135.87	-8,517.49
Research In Motion	200,000	10/5/09	11/2/09	10,894.71	13,738.77	-2,844.06
Hercules Offshore Corp	3,000,000	10/21/09	11/2/09	13,714.40	17,312.68	-3,598.28
Baker Hughes Inc	500,000	10/8/09	11/4/09	20,115.85	22,924.43	-2,808.58
Bank of America Corp	1,000,000	11/3/09	11/10/09	15,490.19	14,776.94	713.25
Vale S.A	400,000	10/29/09	11/10/09	10,929.19	10,662.85	266.34
Teco Energy	1,500,000	11/2/09	11/11/09	22,205.53	21,636.33	569.20
Vale S.A	400,000	10/29/09	11/12/09	10,818.53	10,662.85	155.68
Silver Wheaton Corp	1,500,000	10/7/09	11/20/09	22,782.43	21,009.91	1,772.52
Weatherford International LTD	500,000	10/8/09	11/23/09	8,060.93	10,122.11	-2,061.18
Weatherford International LTD	500,000	11/4/09	11/23/09	8,060.93	9,213.97	-1,153.04
Intrepid Potash	150,000	6/11/09	11/23/09	4,467.45	5,117.51	-650.06
Alcoa Inc	637,000	12/11/08	11/23/09	8,091.91	24,984.31	-16,892.40
Kinross Gold Corp New	500,000	11/9/09	11/25/09	9,828.34	10,103.15	-274.81
Kinross Gold Corp New	500,000	11/10/09	11/25/09	9,828.34	9,759.71	68.63
Rowan Companies, Inc.	500,000	11/5/09	11/25/09	12,198.90	13,095.27	-896.37
Dell, Inc.	1,000,000	11/20/09	12/1/09	13,578.07	14,733.94	-1,155.87
Tyco International LTD New	500,000	11/16/09	12/3/09	17,449.11	18,976.21	-1,527.10
Annaly Capital Management Inc	1,000,000	3/12/09	12/4/09	17,846.99	14,110.25	3,736.74
Teck Resources LTD	500,000	10/14/09	12/4/09	17,458.30	17,002.38	455.92
Mosaic Company	150,000	6/10/09	12/7/09	8,783.61	8,416.84	366.77
Mosaic Company	50,000	11/18/09	12/7/09	2,927.87	2,791.19	136.68
Peabody Energy Corp	300,000	10/20/09	12/8/09	12,219.74	13,975.22	-1,755.48
Anglo American PLC ADR	500,000	11/16/09	12/8/09	10,096.10	11,418.06	-1,321.96
Advance Auto Parts	500,000	11/11/09	12/9/09	19,590.64	20,404.21	-813.57
Windstream Corp	2,000,000	11/25/09	12/11/09	21,273.40	20,780.98	492.42
Oshkosh Corp	300,000	11/17/09	12/14/09	10,212.71	11,964.68	-1,751.97
Oshkosh Corp	200,000	11/25/09	12/14/09	6,808.47	7,944.57	-1,136.10
Schlumberger Ltd	300,000	10/29/09	12/15/09	18,281.61	19,828.25	-1,546.64
Dana Holding Corp	1,500,000	12/3/09	12/16/09	13,736.72	12,640.62	1,096.10
Sprint Nextel Corp	3,000,000	12/10/09	12/18/09	10,802.38	12,287.90	-1,485.52
Mosaic Company	150,000	11/18/09	12/18/09	8,121.83	8,373.57	-251.74
Dana Holding Corp	1,000,000	12/8/09	12/21/09	10,617.84	8,724.23	1,893.61
Dana Holding Corp	500,000	12/14/09	12/21/09	5,308.92	4,868.45	440.47
General Electric Co	1,000,000	12/2/09	12/23/09	14,992.27	16,474.81	-1,482.54
Genworth Financial Inc CL A	1,000,000	12/14/09	12/28/09	11,694.00	11,623.77	70.23
Bemis Co Inc	500,000	12/2/09	12/29/09	14,680.51	15,672.90	-992.39
Yamaha Gold Inc.	1,000,000	12/16/09	12/30/09	11,039.70	12,641.46	-1,601.76

TOTAL SHORT TERM

2,086,657.62 2,145,000.20 -58,342.58

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
LONG TERM						
Fed Natl Mtg Assn 5% 10/12/29	100,000.000	10/17/07	1/29/09	100,000.00	100,004.25	-4.25
Intl Lease Finance 6.375%	100,000.000	4/16/07	3/16/09	100,000.00	102,415.25	-2,415.25
Burlington/Santa	100,000.000	4/16/07	5/13/09	106,187.75	106,788.25	-600.50
Safeway Inc 4.95% 8/16/10	100,000.000	10/11/05	5/13/09	101,957.75	98,250.00	3,707.75
Convergys Corp 4.875% 12/15/09	100,000.000	3/14/05	5/21/09	97,994.75	97,734.00	260.75
Detroit Edison Co 5.4% 8/1/14	100,000.000	4/29/08	6/11/09	102,207.75	102,004.25	203.50
Genl Motors Acc 5.50% 6/15/09	100,000.000	6/22/04	6/15/09	100,000.00	100,000.00	0.00
Heinz HJ Fin Co 6.00% 03/15/12	100,000.000	12/21/06	6/16/09	105,913.65	103,389.00	2,524.65
Morgan Stanley 6% 04/25/18	100,000.000	4/14/08	6/26/09	99,994.75	100,000.00	-5.25
CIT Group Inc 7.25% 02/15/12	100,000.000	1/31/08	7/13/09	44,494.75	100,000.00	-55,505.25
Ishare Iboxx Invest GR COR FD	500.000	7/18/08	7/21/09	50,051.03	50,414.07	-363.04
Washington Mutual 8.25% 4/1/10	100,000.000	2/15/07	8/4/09	65,794.75	108,905.00	-43,110.25
Lehman Bros Holding Inc.	100,000.000	2/15/07	8/6/09	17,244.75	109,025.00	-91,780.25
Lehman Bros Holdings 5.75%	100,000.000	5/17/07	8/6/09	16,994.75	101,774.25	-84,779.50
Dow Chemical Co	100,000.000	2/16/07	8/7/09	104,244.75	104,225.00	19.75
HSBC Finance Corp 5.4% 3/15/11	100,000.000	3/16/06	8/20/09	101,404.75	100,000.00	1,404.75
Wisconsin Pwr & Lt	150,000.000	9/12/06	8/24/09	153,465.75	161,150.00	-7,684.25
Alcoa Inc 6.000%	50,000.000	5/9/07	8/26/09	51,453.25	51,445.25	8.00
Alcoa Inc 6.000%	100,000.000	7/9/07	8/26/09	102,906.50	100,991.25	1,915.25
Washington Mutual 6.875%	100,000.000	4/13/07	10/16/09	247.38	106,119.25	-105,871.87
Washington Mutual 6.875%	100,000.000	3/1/08	10/16/09	247.38	95,681.25	-95,433.87
MS Emerging MKTS Domestic Debt	5,000.000	4/23/07	11/6/09	70,307.75	100,000.00	-29,692.25
Van Kampen	5,000.000	6/26/07	11/19/09	52,598.86	100,000.00	-47,401.14
Ford Motor Cr 5.50% 2/22/10	100,000.000	2/16/05	11/20/09	100,000.00	100,000.00	0.00
JP Morgan Chase 7.9% 6/20/48	50,000.000	6/17/08	12/7/09	49,994.75	49,005.25	989.50
CIT Group Hldg 5.4% 2/13/12	100,000.000	4/13/07	12/10/09	101,017.25	101,017.25	0.00
CIT Group Inc NEW	609.000	4/13/07	12/11/09	17,556.59	6,242.62	11,313.97
SPDR Gold TR	50.000	9/24/07	3/2/09	4,542.83	3,670.97	871.86
SPDR Gold TR	250.000	1/11/08	3/2/09	22,714.17	22,550.25	163.92
XTO Energy Inc.	300.000	6/11/08	8/13/09	11,942.51	21,216.91	-9,274.40
Ishare Silver Trust	720.000	2/26/08	8/21/09	9,779.79	13,290.30	-3,510.51
Intrepid Potash	150.000	6/30/08	9/10/09	3,461.87	9,854.68	-6,392.81
Ishare Silver Trust	280.000	2/26/08	10/21/09	4,715.63	5,168.45	-452.82
Ishare Silver Trust	720.000	5/8/08	10/21/09	12,125.92	12,210.66	-84.74
Ishare Silver Trust	280.000	5/8/08	10/23/09	4,767.03	4,748.59	18.44
Ishare Silver Trust	720.000	7/25/08	10/23/09	12,258.06	12,704.17	-446.11
FX Carry Trade 02/07/12	50,000.000	1/24/08	11/16/09	45,957.25	50,000.00	-4,042.75
Frontline LTD NEW	300.000	7/23/08	11/18/09	8,156.92	20,984.55	-12,827.63
Annaly Capital Management Inc	1,000.000	9/22/08	11/20/09	17,708.37	15,181.80	2,526.57
Intrepid Potash	250.000	6/30/08	11/23/09	7,445.76	16,424.47	-8,978.71
Aircastle Limited	800.000	2/27/08	11/23/09	7,279.53	18,140.21	-10,860.68
Aircastle Limited	400.000	2/28/08	11/23/09	3,639.77	8,688.03	-5,048.26
International Coal Group Inc.	1,200.000	6/3/08	12/18/09	4,432.31	13,158.82	-8,726.51
International Coal Group Inc.	1,300.000	6/16/08	12/18/09	4,801.66	16,455.15	-11,653.49
TOTAL LONG TERM				2,200,010.77	2,821,028.45	621,017.68
SUPER LONG TERM						
Fed Natl Mtg Assn 5.0% 6/4/18	100,000.000	6/4/03	6/4/09	100,000.00	100,000.00	0.00
Genl Motors Acc 5.25% 6/15/09	100,000.000	6/1/04	6/15/09	100,000.00	100,000.00	0.00
Genl Motors Acc 5.00% 9/15/09	100,000.000	9/13/04	9/15/09	100,000.00	100,000.00	0.00
Ford Motor Cr 5.00% 9/21/09	100,000.000	9/14/04	9/21/09	100,000.00	100,000.00	0.00
US Tsy Bond 3%, 7/15/12	300,000.000	7/15/02	12/21/09	387,623.70	360,360.00	27,263.70
US Tsy Bond 3%, 7/15/12	700,000.000	7/15/02	12/23/09	904,484.70	840,840.00	63,644.70
US Cellular Corp 8.75%	3,000.000	11/7/02	12/24/09	75,000.00	75,000.00	0.00
TOTAL SUPER LONG TERM				1,767,108.40	1,676,200.00	90,908.40
OVERALL TOTAL				6,053,776.79	6,642,228.65	-588,451.86