



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service (77)**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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 3/1/2009, and ending 2/28/2010

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 RUSKIN-ZAFREN FOUNDATION		A Employer identification number 54-1943881
	Number and street (or P O box number if mail is not delivered to street address) Room/suite P O BOX 1525		B Telephone number (see page 10 of the instructions) (609) 274-6968
	City or town state and ZIP code PENNINGTON NJ 08534-1525		C If exemption application is pending, check here ☐
	H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,808,027		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	170,017			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	45,081	41,165		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	-72,507			
	b Gross sales price for all assets on line 6a	719,626			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total Add lines 1 through 11	142,591	41,165	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	1,500	0	0	1,500
	c Other professional fees (attach schedule)	16,983	10,190	0	6,793
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	0	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,014	0	0	7,014
	24 Total operating and administrative expenses. Add lines 13 through 23	25,497	10,190	0	15,307
	25 Contributions, gifts, grants paid	66,800			66,800
26 Total expenses and disbursements Add lines 24 and 25	92,297	10,190	0	82,107	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	50,294				
b Net investment income (if negative, enter -0-)		30,975			
c Adjusted net income (if negative, enter -0-)			0		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions

Form 990-PF (2009)

(HTA)

P 10 NE

Form 990-PF (2009) RUSKIN-ZAFREN FOUNDATION

54-1943881

Page **2****Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	14,016	2	2
	2 Savings and temporary cash investments	56,707	26,787	26,787
	3 Accounts receivable ☐ 0			
	Less allowance for doubtful accounts ☐ 0	0	0	0
	4 Pledges receivable ☐ 0			
	Less allowance for doubtful accounts ☐ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ☐ 0			
	Less allowance for doubtful accounts ☐ 0	0	0	0
	8 Inventories for sale or use		0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S. and state government obligations (attach schedule)	330,012	367,910	374,525
	b Investments—corporate stock (attach schedule)	1,102,236	1,060,382	1,093,975
	c Investments—corporate bonds (attach schedule)	201,280	296,264	312,738
Liabilities	11 Investments—land, buildings, and equipment basis ☐ 0			
	Less accumulated depreciation (attach schedule) ☐ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ☐ 0			
	Less accumulated depreciation (attach schedule) ☐ 0	0	0	0
	15 Other assets (describe ☐)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,704,251	1,751,345	1,808,027
	17 Accounts payable and accrued expenses		0	
	18 Grants payable			
	19 Deferred revenue		0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ☐)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,704,251	1,751,345	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	1,704,251	1,751,345	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,704,251	1,751,345	

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	1,704,251
2 Enter amount from Part I, line 27a	2	50,294
3 Other increases not included in line 2 (itemize) ☐ See Attached Statement	3	1,485
4 Add lines 1, 2, and 3	4	1,756,030
5 Decreases not included in line 2 (itemize) ☐ See Attached Statement	5	4,685
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,751,345

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-72,507
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 }	3	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.

(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	92,908	1,658,635	0.056015
2007	88,848	1,882,057	0.047208
2006	59,638	1,583,627	0.037659
2005	46,044	1,221,696	0.037689
2004	36,546	934,737	0.039098

2 Total of line 1, column (d)	2	0.217669
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	0.043534
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,662,206
5 Multiply line 4 by line 3	5	72,362
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	310
7 Add lines 5 and 6	7	72,672
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	82,107

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	310
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	310
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	310
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	234	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	234	
8 Enter any penalty for underpayment of estimated tax Check here ☐ 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	76	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation (2) On foundation managers		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A. Telephone no ▶ 609-274-6968 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1525			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b** N/A**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b** X**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RUTH RUSKIN 5905 SIXTH STREET SOUTH FALLS CHURCH	PRESIDENT 1 00	0	0	0
JAMES H. MAHONEY, ESQUIRE 104 NORTH OAK ST SOUTH FALLS CHURCH	TREASURER 16 00	0	0	0
	00	0	0	0
	00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	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** (see page 23 of the instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,583,764
b	Average of monthly cash balances	1b	103,755
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,687,519
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,687,519
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	25,313
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,662,206
6	Minimum investment return. Enter 5% of line 5	6	83,110

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

1	Minimum investment return from Part X, line 6	1	83,110
2a	Tax on investment income for 2009 from Part VI, line 5	2a	310
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	310
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	82,800
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	82,800
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	82,800

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	82,107
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	82,107
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	310
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	81,797

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				82,800
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			66,623	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 82,107				
a Applied to 2008, but not more than line 2a			66,623	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				15,484
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				67,316
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	0			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	66,800
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	45,081	
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			18	-72,507	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a		0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		0		-27,426	0
13	Total. Add line 12, columns (b), (d), and (e)				13	-27,426

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2009**Name of the organization**

RUSKIN-ZAFREN FOUNDATION

Employer identification number

54-1943881

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 foundationCheck 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).

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

Page 1 of 1 of Part I

Name of organization

RUSKIN-ZAFREN FOUNDATION

Employer identification number

54-1943881

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EDNA RUSKIN CHARITABLE LEAD UNITRUST P O BOX 1525 PENNINGTON NJ 08534 Foreign State or Province Foreign Country	\$ 39,348	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	ROSE ZAFREN CLUT P O BOX 1525 PENNINGTON NJ 08534 Foreign State or Province Foreign Country	\$ 26,153	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	JONATHAN RUSKIN CHARITABLE LEAD UNITRUS P O BOX 1525 PENNINGTON NJ 08534 Foreign State or Province Foreign Country	\$ 34,575	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	ROSE ZAFREN CLAT P O BOX 1525 PENNINGTON NJ 08534 Foreign State or Province Foreign Country	\$ 69,941	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

RUSKIN-ZAFREN FOUNDATION

54-1943881

Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

AGUDAS ACHIM CONGREGATION

☐

Person

☐

Business

Street

City

FAIRFAX

State

VA

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,200

Name

GALAPAGOS CONSERVANCY

☐

Person

☐

Business

Street

City

FAIRFAX

State

VA

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

DOCTORS WITHOUT BORDERS

☐

Person

☐

Business

Street

City

HAGERSTOWN

State

MD

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

SLOW FOOD USA

☐

Person

☐

Business

Street

City

BROOKLYN

State

NY

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

SOME

☐

Person

☐

Business

Street

City

WASHINGTON

State

DC

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

ENCORE STAGE AND STUDIO, INC

☐

Person

☐

Business

Street

City

ARINGTON

State

VA

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

RUSKIN-ZAFREN FOUNDATION

54-1943881

Page 2 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

NARSAD

☐

Person

☐

Business

Street

City

GREAT NECK

State

NY

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,300

Name

KENYON COLLEGE

☐

Person

☐

Business

Street

City

GAMBIER

State

OH

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

300

Name

TOMORROW'S RAINBOW, INC

☐

Person

☐

Business

Street

City

COCONUT CREEK

State

FL

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

22,000

Name

REBUILDING TOGETHER

☐

Person

☐

Business

Street

City

ARLINGTON

State

VA

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

ROTARY CLUB OF TYSONS CORNER FOUNDATION

☐

Person

☐

Business

Street

City

FALLS CHURCH

State

VA

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

WORLD WILDLIFE FUND

☐

Person

☐

Business

Street

City

WASHINGTON

State

DC

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

RUSKIN-ZAFREN FOUNDATION

54-1943881

Page 3 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

JEWISH SOCIAL SERVICES AGENCY

☐

Person

☐

Business

Street

City

FAIRFAX

State

VA

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

HUMANE SOCIETY OF THE UNITED STATES

☐

Person

☐

Business

Street

City

WASHINGTON

State

DC

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

FAIRFAX COUNTY PARKS FOUNDATION

☐

Person

☐

Business

Street

City

FAIRFAX

State

VA

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

GRAMEEN FOUNDATION

☐

Person

☐

Business

Street

City

WASHINGTON

State

DC

Zip code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL OPERATING

Amount

6,000

Name

Street

☐

Person

☐

Business

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

☐

Person

☐

Business

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals										Net Gain or Loss			
Securities										792,133		-72,507	
Other sales										0		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis (Enter one field only)		Expense of Sale and Cost of Improve-ments	Depreciation
										Cost	Donated Value		
1	X	CSX CORP	126408103			7/29/2005		2/8/2010	4,107	2,198			
2	X	CSX CORP	126408103			10/4/2005		2/8/2010	2,139	1,178			
3	X	CSX CORP	126408103			6/6/2006		2/8/2010	1,283	976			
4	X	CSX CORP	126408103			10/2/2007		2/8/2010	1,283	1,296			
5	X	CSX CORP	126408103			1/2/2008		2/8/2010	428	440			
6	X	CSX CORP	126408103			11/18/2008		2/8/2010	3,208	2,796			
7	X	CAPITAL ONE FINL	14040H105			4/22/2008		3/23/2009	1,736	6,445			
8	X	CAPITAL ONE FINL	14040H105			5/2/2008		3/23/2009	2,566	11,378			
9	X	CAPITAL ONE FINL	14040H105			5/2/2008		4/27/2009	1,294	4,267			
10	X	CAPITAL ONE FINL	14040H105			2/4/2009		5/11/2009	12,994	7,328			
11	X	CHUBB CORP	171232101			2/28/2008		2/11/2010	966	1,072			
12	X	COMPUTER SCIENCE CRP	205363104			3/4/2009		2/11/2010	1,819	1,259			
13	X	CAPITAL ONE FINL	14040H105			12/23/2008		4/27/2009	4,226	7,162			
14	X	CAPITAL ONE FINL	14040H105			12/23/2008		5/11/2009	279	292			
15	X	CONAGRA FOODS INC	205887102			6/24/2009		2/11/2010	230	201			
16	X	CUMMINS INC COM	231021106			9/23/2008		4/20/2009	8,597	18,328			
17	X	AES CORP	00130H105			9/24/2009		2/11/2010	415	518			
18	X	AETNA INC NEW	00817Y108			7/5/2006		2/11/2010	430	587			
19	X	AETNA INC NEW	00817Y108			1/4/2007		2/11/2010	716	1,059			
20	X	GAP INC DELAWARE	364760108			4/16/2008		2/11/2010	396	375			
21	X	GENERAL ELECTRIC	369604103			1/3/2000		3/30/2009	846	4,280			
22	X	GENERAL ELECTRIC	369604103			9/16/2003		3/30/2009	497	1,594			
23	X	GENERAL ELECTRIC	369604103			1/15/2004		3/30/2009	995	3,220			
24	X	GENERAL ELECTRIC	369604103			7/9/2004		3/30/2009	398	1,292			
25	X	GENERAL ELECTRIC	369604103			12/15/2004		3/30/2009	249	934			
26	X	GENERAL ELECTRIC	369604103			1/12/2005		3/30/2009	249	889			
27	X	GENERAL ELECTRIC	369604103			10/4/2005		3/30/2009	497	1,662			
28	X	GENERAL ELECTRIC	369604103			6/6/2006		3/30/2009	249	866			
29	X	GENERAL ELECTRIC	369604103			7/5/2006		3/30/2009	149	501			
30	X	GENERAL ELECTRIC	369604103			1/4/2007		3/30/2009	149	568			
31	X	GENERAL ELECTRIC	369604103			4/3/2007		3/30/2009	149	536			
32	X	GENERAL ELECTRIC	369604103			10/2/2007		3/30/2009	298	1,262			
33	X	GENERAL ELECTRIC	369604103			1/2/2008		3/30/2009	149	558			
34	X	GENERAL ELECTRIC	369604103			1/26/2009		3/30/2009	746	942			
35	X	GENERAL ELECTRIC CAP CO	36962GZHO			7/15/2008		9/15/2009	30,000	30,000			
36	X	GENERAL MILLS	370334104			1/25/2005		5/18/2009	6,560	6,504			
37	X	GENERAL MILLS	370334104			4/1/2005		5/18/2009	1,312	1,216			
38	X	GENERAL MILLS	370334104			6/6/2006		5/18/2009	1,312	1,295			
39	X	GENERAL MILLS	370334104			4/3/2007		5/18/2009	525	583			
40	X	GENERAL MILLS	370334104			10/2/2007		5/18/2009	787	872			
41	X	GENERAL MILLS	370334104			1/2/2008		5/18/2009	525	572			
42	X	GENERAL MILLS	370334104			10/29/2008		5/18/2009	1,574	2,048			
43	X	HEINZ H J CO PV 25CT	423074103			3/29/2007		6/22/2009	7,880	10,435			
44	X	HEINZ H J CO PV 25CT	423074103			10/2/2007		6/22/2009	895	1,159			
45	X	HEINZ H J CO PV 25CT	423074103			1/2/2008		6/22/2009	358	467			
46	X	HEINZ H J CO PV 25CT	423074103			11/18/2008		6/22/2009	1,791	2,064			
47	X	HEWLETT PACKARD CO DEL	428236103			4/6/2005		3/9/2009	5,016	4,164			
48	X	HEWLETT PACKARD CO DEL	428236103			4/6/2005		10/26/2009	6,296	2,849			
49	X	HEWLETT PACKARD CO DEL	428236103			4/6/2005		2/11/2010	480	219			

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions			Short Term CG Distributions			Amount		Totals									
						489		Securities									
								Other sales		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss			
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost	Other Basis (Enter one field only)	Expense of Sale and Cost of Improvements	Depreciation				
50	X	HUDSON CITY BANCORP INC	443683107			5/13/2009		11/10/2009	9,406	9,035							
51	X	INTL PAPER CO	460146103			9/4/2007		2/11/2010	777	1,243							
52	X	JOHNSON AND JOHNSON CO	478160104			9/8/2004		2/11/2010	1,563	1,458							
53	X	KLA TENCOR CORP PV\$0 001	482480100			7/11/2007		3/30/2009	5,539	15,626							
54	X	KLA TENCOR CORP PV\$0 001	482480100			1/2/2008		3/30/2009	403	966							
55	X	KLA TENCOR CORP PV\$0 001	482480100			11/18/2008		3/30/2009	1,007	846							
56	X	KROGER CO	501044101			12/11/2006		3/2/2009	5,314	6,154							
57	X	KROGER CO	501044101			12/11/2006		2/11/2010	635	710							
58	X	L-3 COMMNCITNS HLDGS	502424104			8/20/2007		2/11/2010	1,283	1,421							
59	X	ELI LILLY & CO	532457108			1/21/2009		8/10/2009	7,941	9,000							
60	X	MARATHON OIL CORP	565849106			7/8/2009		2/11/2010	566	572							
61	X	MCDONALDS CORP COM	580135101			11/12/2007		9/21/2009	16,849	17,703							
62	X	MCDONALDS CORP COM	580135101			1/2/2008		9/21/2009	562	586							
63	X	MCDONALDS CORP COM	580135101			11/18/2008		9/21/2009	2,808	2,800							
64	X	MCDONALDS CORP COM	580135101			1/26/2009		9/21/2009	562	584							
65	X	MCKESSON CORPORATION	58155Q103			1/3/2006		2/11/2010	1,172	1,053							
66	X	MEDCO HEALTH SOLUTIONS	58405U102			4/3/2007		2/11/2010	617	370							
67	X	OCCIDENTAL PETE CORP CA	674599105			7/19/2005		4/6/2009	1,181	794							
68	X	OCCIDENTAL PETE CORP CA	674599105			10/18/2005		4/6/2009	4,134	2,576							
69	X	OCCIDENTAL PETE CORP CA	674599105			10/18/2005		2/11/2010	785	368							
70	X	PFIZER INC	717081103			9/16/2003		2/11/2010	798	1,440							
71	X	PFIZER INC	717081103			1/15/2004		2/11/2010	89	175							
72	X	PROCTER & GAMBLE CO	742718109			10/14/2008		5/26/2009	4,505	5,598							
73	X	PROCTER & GAMBLE CO	742718109			10/14/2008		6/15/2009	3,388	4,281							
74	X	PROCTER & GAMBLE CO	742718109			12/23/2008		6/15/2009	5,733	6,664							
75	X	PRUDENTIAL FINANCIAL INC	744320102			4/1/2005		3/30/2009	311	855							
76	X	PRUDENTIAL FINANCIAL INC	744320102			10/4/2005		3/30/2009	414	1,354							
77	X	PRUDENTIAL FINANCIAL INC	744320102			6/6/2006		3/30/2009	311	1,155							
78	X	PRUDENTIAL FINANCIAL INC	744320102			7/5/2006		3/30/2009	311	1,167							
79	X	PRUDENTIAL FINANCIAL INC	744320102			4/3/2007		3/30/2009	104	456							
80	X	PRUDENTIAL FINANCIAL INC	744320102			6/19/2007		3/30/2009	1,864	9,192							
81	X	PRUDENTIAL FINANCIAL INC	744320102			1/2/2008		3/30/2009	311	1,396							
82	X	QWEST COMM INTL INC COM	749121109			1/31/2006		1/26/2010	8,495	12,315							
83	X	QWEST COMM INTL INC COM	749121109			1/31/2006		2/11/2010	279	399							
84	X	QWEST COMM INTL INC COM	749121109			6/6/2006		2/11/2010	43	75							
85	X	RAYTHEON CO DELAWARE N	755111507			5/5/2006		2/11/2010	799	700							
86	X	SUNOCO INC PV\$1 PA	86764P109			2/15/2006		11/23/2009	3,105	8,839							
87	X	SUNOCO INC PV\$1 PA	86764P109			7/5/2006		11/23/2009	517	1,364							
88	X	SUNOCO INC PV\$1 PA	86764P109			4/3/2007		11/23/2009	388	1,062							
89	X	SYMANTEC CORP COM	871503108			1/2/2008		11/23/2009	259	733							
90	X	SYSCO CORPORATION	871829107			10/28/2008		4/13/2009	12,990	11,137							
91	X	SYSCO CORPORATION	871829107			10/28/2008		6/15/2009	5,855	6,334							
92	X	SYSCO CORPORATION	871829107			10/28/2008		2/11/2010	547	497							
93	X	TEXAS INSTRUMENTS	882508104			10/8/2009		2/11/2010	467	457							
94	X	TRAVELERS COS INC	89417E109			9/27/2005		9/8/2009	5,253	4,617							
95	X	CUMMINS INC COM	231021106			11/18/2008		4/20/2009	1,365	1,031							
96	X	DOVER CORP	260003108			5/14/2008		5/4/2009	4,623	8,129							
97	X	ENSCO INTL INC COM	26874Q100			10/20/2009		12/23/2009	9,489	9,489							
98	X	ENSCO PLC-SPON ADR	29358Q109			10/20/2009		1/5/2010	9,639	11,041							

	Amount
Long Term CG Distributions	489
Short Term CG Distributions	

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Totals				Expense of Sale and Cost of Improvements	Net Gain or Loss
								Gross Sales		Cost, Other Basis and Expenses			
								Date Sold	Gross Sales Price	Cost	Cost or Other Basis (Enter one field only)		
Long Term CG Distributions								719,626		792,133		-72,507	
Short Term CG Distributions								0		0		0	
148	X	VALERO ENERGY CORP NEW	91913Y100			7/9/2004		11/24/2009	321	385			
149	X	VALERO ENERGY CORP NEW	91913Y100			1/12/2005		11/24/2009	801	1,129			
150	X	VALERO ENERGY CORP NEW	91913Y100			1/11/2006		11/24/2009	401	1,407			
151	X	VALERO ENERGY CORP NEW	91913Y100			7/5/2006		11/24/2009	321	1,327			
152	X	VALERO ENERGY CORP NEW	91913Y100			4/3/2007		11/24/2009	160	646			
153	X	VALERO ENERGY CORP NEW	91913Y100			7/25/2007		11/24/2009	3,206	14,224			
154	X	VALERO ENERGY CORP NEW	91913Y100			10/2/2007		11/24/2009	240	1,012			
155	X	VALERO ENERGY CORP NEW	91913Y100			1/2/2008		11/24/2009	240	1,059			
156	X	WAL-MART STORES INC	931142103			7/29/2008		2/11/2010	798	845			
157	X	WSTN DIGITAL CORP DEL	958102105			2/25/2008		12/21/2009	6,175	4,752			
158	X	XILINX INC	983919101			8/13/2008		3/2/2009	3,824	6,018			
159	X	XILINX INC	983919101			8/13/2008		2/11/2010	358	410			
160	X	ACCENTURE PLC SHS	G1151C101			12/12/2005		9/8/2009	691	570			
161	X	ACCENTURE PLC SHS	G1151C101			1/11/2006		9/8/2009	691	606			
162	X	ACCENTURE PLC SHS	G1151C101			2/6/2006		9/8/2009	8,469	7,833			
163	X	ACCENTURE PLC SHS	G1151C101			2/6/2006		11/9/2009	5,572	4,476			
164	X	ACCENTURE PLC SHS	G1151C101			6/6/2006		11/9/2009	796	547			
165	X	ACCENTURE PLC SHS	G1151C101			7/5/2006		11/9/2009	995	716			
166	X	ACCENTURE PLC SHS	G1151C101			4/3/2007		11/9/2009	1,393	1,359			
167	X	ACCENTURE PLC SHS	G1151C101			10/2/2007		11/9/2009	2,189	2,202			
168	X	ACCENTURE PLC SHS	G1151C101			1/26/2009		11/9/2009	995	803			
169	X	COOPER INDUSTRIES PLC	G24140108			12/9/2008		10/7/2009	12,873	9,748			
170	X	ACE LIMITED	H0023R105			4/1/2009		7/6/2009	8,346	7,741			
171	X	ACE LIMITED	H0023R105			4/1/2009		2/11/2010	976	782			
172	X	CHECK POINT SOFTWARE TEC	M22465104			5/21/2009		8/3/2009	5,432	4,873			
173	X	CHECK POINT SOFTWARE TEC	M22465104			5/21/2009		2/16/2010	12,414	9,032			

Line 16b (990-PF) - Accounting Fees

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

Line 16c (990-PF) - Other Fees

		16,983	10,190	0	6,793
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ML AS AGENT FEES	16,983	10,190		6,793
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		7,014	0	0	7,014
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	WEBSITE MANAGEMENT FEES	7,014	0	0	7,014
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PURCHASE OF ACCRUED INTEREST C/O FROM PY	1	318
2	FEDERAL EXCISE TAX REFUND	2	1,167
3	Total	3	1,485

Line 5 - Decreases not included in Part III, Line 2

1	BOND AMORTIZATION	1	3,191
2	COST BASIS ADJUSTMENT	2	920
3	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	3	574
4	Total	4	4,685

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

	Kind(s) of Property Sold	Amount		How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		Long Term CG Distributions	Short Term CG Distributions												
		489	0					719,137	0	792,133	-72,996	0	0	0	-72,996
61	MCDONALDS CORP COM	580135101			11/12/2007	9/21/2009		16,849	0	17,703	-854			0	-854
62	MCDONALDS CORP COM	580135101			1/2/2008	9/21/2009		562	0	586	-24			0	-24
63	MCDONALDS CORP COM	580135101			11/18/2008	9/21/2009		2,808	0	2,800	8			0	8
64	MCDONALDS CORP COM	580135101			1/26/2009	9/21/2009		562	0	584	-22			0	-22
65	MCKESSON CORPORATION COM	58155Q103			1/3/2006	2/11/2010		1,172	0	1,053	119			0	119
66	MEDCO HEALTH SOLUTIONS I	58405U102			4/3/2007	2/11/2010		617	0	370	247			0	247
67	OCCIDENTAL PETE CORP CAL	674599105			7/19/2005	4/6/2009		1,181	0	794	387			0	387
68	OCCIDENTAL PETE CORP CAL	674599105			10/18/2005	4/6/2009		4,134	0	2,576	1,558			0	1,558
69	OCCIDENTAL PETE CORP CAL	674599105			10/18/2005	2/11/2010		785	0	368	417			0	417
70	Pfizer Inc	717081103			9/16/2003	2/11/2010		798	0	1,440	-642			0	-642
71	Pfizer Inc	717081103			1/15/2004	2/11/2010		89	0	175	-86			0	-86
72	PROCTER & GAMBLE CO	742718109			10/14/2008	5/26/2009		4,505	0	5,598	-1,093			0	-1,093
73	PROCTER & GAMBLE CO	742718109			10/14/2008	6/15/2009		3,388	0	4,281	-893			0	-893
74	PROCTER & GAMBLE CO	742718109			12/23/2008	6/15/2009		5,733	0	6,664	-931			0	-931
75	PRUDENTIAL FINANCIAL INC	744320102			4/1/2005	3/30/2009		311	0	855	-544			0	-544
76	PRUDENTIAL FINANCIAL INC	744320102			10/4/2005	3/30/2009		414	0	1,354	-940			0	-940
77	PRUDENTIAL FINANCIAL INC	744320102			6/6/2006	3/30/2009		311	0	1,155	-844			0	-844
78	PRUDENTIAL FINANCIAL INC	744320102			7/5/2006	3/30/2009		311	0	1,167	-856			0	-856
79	PRUDENTIAL FINANCIAL INC	744320102			4/3/2007	3/30/2009		104	0	456	-352			0	-352
80	PRUDENTIAL FINANCIAL INC	744320102			6/19/2007	3/30/2009		1,864	0	9,192	-7,328			0	-7,328
81	PRUDENTIAL FINANCIAL INC	744320102			1/2/2008	3/30/2009		311	0	1,396	-1,085			0	-1,085
82	QWEST COMM INTL INC COM	749121109			1/31/2006	1/26/2010		8,495	0	12,315	-3,820			0	-3,820
83	QWEST COMM INTL INC COM	749121109			1/31/2006	2/11/2010		279	0	399	-120			0	-120
84	QWEST COMM INTL INC COM	749121109			6/6/2006	2/11/2010		43	0	75	-32			0	-32
85	RAYTHEON CO DELAWARE NEW	755111507			5/5/2006	2/11/2010		799	0	700	99			0	99
86	SUNOCO INC PV\$1 PA	86764P109			2/15/2006	11/23/2009		3,105	0	8,839	-5,734			0	-5,734
87	SUNOCO INC PV\$1 PA	86764P109			7/5/2006	11/23/2009		517	0	1,364	-847			0	-847
88	SUNOCO INC PV\$1 PA	86764P109			4/3/2007	11/23/2009		388	0	1,062	-674			0	-674
89	SUNOCO INC PV\$1 PA	86764P109			1/2/2008	11/23/2009		259	0	733	-474			0	-474
90	SYMANTEC CORP COM	871503108			10/28/2008	4/13/2009		12,990	0	11,137	1,853			0	1,853
91	SYSCO CORPORATION	871829107			10/28/2008	6/15/2009		5,855	0	6,334	-479			0	-479
92	SYSCO CORPORATION	871829107			10/28/2008	2/11/2010		547	0	497	50			0	50
93	TEXAS INSTRUMENTS	882508104			10/6/2009	2/11/2010		467	0	457	10			0	10
94	TRAVELERS COS INC	89417E109			9/27/2005	9/8/2009		5,253	0	4,617	636			0	636
95	CUMMINS INC COM	231021106			11/18/2008	4/20/2009		1,385	0	1,031	334			0	334
96	DOVER CORP	260003108			10/20/2009	12/23/2009		9,489	0	9,489	0			0	0
97	ENSCO INTL INC COM	26874Q100			10/20/2009	12/23/2009		9,489	0	11,041	-1,402			0	-1,402
98	ENSCO PLC-SPON ADR	29355Q109			10/20/2009	12/23/2009		9,489	0	4,631	8,625			0	8,625
99	EXPRESS SCRIPTS INC COM	302182100			6/13/2005	8/18/2009		666	0	244	422			0	422
100	EXPRESS SCRIPTS INC COM	302182100			1/11/2006	8/18/2009		1,998	0	1,319	679			0	679
101	EXPRESS SCRIPTS INC COM	302182100			6/6/2006	8/18/2009		1,998	0	1,071	927			0	927
102	EXPRESS SCRIPTS INC COM	302182100			1/4/2007	8/18/2009		1,998	0	1,044	954			0	954
103	EXPRESS SCRIPTS INC COM	302182100			1/2/2008	8/18/2009		1,665	0	1,823	-158			0	-158
104	EXPRESS SCRIPTS INC COM	302182100			10/29/2008	8/18/2009		3,331	0	2,623	708			0	708
105	EXPRESS SCRIPTS INC COM	302182100			3/28/2000	6/1/2009		3,875	0	2,104	1,771			0	1,771
106	EXXON MOBIL CORP COM	30231G102			1/15/2004	10/19/2009		4,931	0	2,843	2,088			0	2,088
107	EXXON MOBIL CORP COM	30231G102			7/9/2004	10/19/2009		369	0	203	166			0	166
108	EXXON MOBIL CORP COM	30231G102			12/15/2004	10/19/2009		1,843	0	1,135	708			0	708
109	EXXON MOBIL CORP COM	30231G102			4/1/2005	10/19/2009		1,843	0	1,265	578			0	578
110	EXXON MOBIL CORP COM	30231G102			10/4/2005	10/19/2009		2,949	0	1,513	330			0	330
111	EXXON MOBIL CORP COM	30231G102			7/5/2006	10/19/2009		1,843	0	2,472	477			0	477
112	EXXON MOBIL CORP COM	30231G102			10/16/2006	10/19/2009		13,639	0	12,323	1,316			0	1,316
113	EXXON MOBIL CORP COM	30231G102			10/16/2006	10/19/2009		5,898	0	5,519	379			0	379
114	EXXON MOBIL CORP COM	30231G102			10/16/2006	2/11/2010		647	0	690	-43			0	-43
115	EXXON MOBIL CORP COM	30231G102			4/8/2009	2/11/2010		470	0	519	-49			0	-49
116	FAMILY DOLLAR STORES	307000109			11/22/2006	2/11/2010		1,007	0	1,754	-747			0	-747
117	FOREST LABS INC	345838106			1/8/2007	2/11/2010		144	0	253	-109			0	-109
118	FOREST LABS INC	345838106			2/28/2008	4/7/2009		2,950	0	4,174	-1,224			0	-1,224
119	GAP INC DELAWARE	364760108							0					0	
120									0					0	

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

Long Term CG Distributions										Short Term CG Distributions									
Amount										489									
0										0									
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses					
121	GAP INC DELAWARE	364760108		4/16/2008	4/7/2009	6,812	0	9,094	-2,282			0		-72,996					
122	AETNA INC NEW	00817Y108		7/31/2007	2/11/2010	859	0	1,480	-621			0		-2,282					
123	ALLSTATE CORP DEL COM	020002101		8/15/2006	3/30/2009	4,066	0	12,276	-8,210			0		-621					
124	ALLSTATE CORP DEL COM	020002101		1/4/2007	3/30/2009	189	0	652	-463			0		-8,210					
125	ALLSTATE CORP DEL COM	020002101		4/3/2007	3/30/2009	189	0	598	-409			0		-463					
126	ALLSTATE CORP DEL COM	020002101		1/2/2008	3/30/2009	473	0	1,306	-833			0		-409					
127	ALLSTATE CORP DEL COM	020002101		9/23/2008	3/30/2009	1,891	0	4,582	-2,691			0		-833					
128	ALTERA CORP COM	021441100		12/15/2008	7/20/2009	3,700	0	5,634	588			0		-2,691					
129	AMGEN INC COM PV \$0.0001	031162100		11/4/2008	2/11/2010	1,131	0	1,235	-104			0		499					
130	ANADARKO PETE CORP	032511107		7/22/2009	12/14/2009	13,464	0	10,426	3,038			0		588					
131	APOLLO GROUP INC CL A	037604105		4/1/2009	8/31/2009	9,034	0	9,016	18			0		-104					
132	APOLLO GROUP INC CL A	037604105		4/1/2009	11/1/2010	7,453	0	8,348	-895			0		3,038					
133	APOLLO GROUP INC CL A	037604105		4/1/2009	11/1/2010	7,453	0	8,348	-895			0		18					
134	APOLLO GROUP INC CL A	037604105		2/10/2009	2/11/2010	448	0	431	17			0		-895					
135	ARCHER DANIELS MIDLD	039483102		6/19/2007	8/31/2009	7,290	0	6,972	318			0		-40					
136	ARCHER DANIELS MIDLD	039483102		6/19/2007	11/16/2009	7,875	0	7,669	206			0		662					
137	AUTOZONE INC NEVADA COM	053332102		1/2/2008	11/16/2009	2,864	0	2,404	460			0		17					
138	AUTOZONE INC NEVADA COM	053332102		5/2/2008	7/7/2009	8,864	0	9,921	-1,057			0		318					
139	AUTOZONE INC NEVADA COM	053332102		7/29/2005	7/28/2009	5,400	0	3,067	2,333			0		206					
140	BMC SOFTWARE INC	055921100		7/15/2008	6/24/2009	47,584	0	46,685	899			0		460					
141	CSX CORP	126408103		2/24/2009	7/13/2009	50,045	0	50,042	3			0		-1,057					
142	U S TREASURY NOTE	912827616		6/24/2009	8/6/2009	35,158	0	35,124	34			0		2,333					
143	U S TREASURY NOTE	912828HP8		10/15/2008	2/11/2010	574	0	567	7			0		899					
144	U S TREASURY NOTE	912828KD1		5/25/2004	11/24/2009	673	0	689	-16			0		3					
145	U S TREASURY NOTE	912828KX7		7/9/2004	11/24/2009	321	0	385	-64			0		3					
146	UNUM GROUP	91529Y106		1/12/2005	11/24/2009	801	0	1,129	-328			0		-3,598					
147	VALERO ENERGY CORP NEW	91913Y100		1/11/2006	11/24/2009	401	0	1,407	-1,006			0		0					
148	VALERO ENERGY CORP NEW	91913Y100		7/5/2006	11/24/2009	321	0	1,327	-1,006			0		0					
149	VALERO ENERGY CORP NEW	91913Y100		4/3/2007	11/24/2009	160	0	646	-486			0		0					
150	VALERO ENERGY CORP NEW	91913Y100		7/25/2007	11/24/2009	3,206	0	14,224	-11,018			0		0					
151	VALERO ENERGY CORP NEW	91913Y100		10/2/2007	11/24/2009	240	0	1,012	-772			0		0					
152	VALERO ENERGY CORP NEW	91913Y100		1/2/2008	11/24/2009	240	0	1,059	-819			0		0					
153	VALERO ENERGY CORP NEW	91913Y100		7/29/2008	2/11/2010	798	0	845	-47			0		0					
154	VALERO ENERGY CORP NEW	91913Y100		2/25/2008	12/21/2009	6,175	0	4,752	1,423			0		0					
155	WAL-MART STORES INC	931142103		8/13/2008	3/2/2009	3,824	0	6,018	-2,194			0		0					
156	WESTN DIGITAL CORP DEL	958102105		8/13/2008	2/11/2010	358	0	410	-52			0		0					
157	XILINX INC	983919101		12/12/2005	9/8/2009	691	0	570	121			0		0					
158	XILINX INC	983919101		1/11/2006	9/8/2009	691	0	606	85			0		0					
159	ACCENTURE PLC SHS	G1151C101		2/6/2006	9/8/2009	8,469	0	7,833	636			0		0					
160	ACCENTURE PLC SHS	G1151C101		2/6/2006	11/9/2009	5,572	0	4,476	1,096			0		0					
161	ACCENTURE PLC SHS	G1151C101		6/6/2006	11/9/2009	796	0	547	249			0		0					
162	ACCENTURE PLC SHS	G1151C101		7/5/2006	11/9/2009	995	0	716	279			0		0					
163	ACCENTURE PLC SHS	G1151C101		10/2/2007	11/9/2009	1,393	0	1,359	34			0		0					
164	ACCENTURE PLC SHS	G1151C101		1/26/2009	11/9/2009	2,189	0	2,202	-13			0		0					
165	ACCENTURE PLC SHS	G1151C101		12/9/2008	10/7/2009	12,873	0	9,748	3,125			0		0					
166	ACCENTURE PLC SHS	G1151C101		4/1/2009	7/6/2009	8,346	0	7,741	605			0		0					
167	ACCENTURE PLC SHS	G1151C101		4/1/2009	2/11/2010	976	0	782	194			0		0					
168	ACCENTURE PLC SHS	G1151C101		5/21/2009	8/3/2009	5,432	0	4,873	559			0		0					
169	COOPER INDUSTRIES PLC	G24140108		5/21/2009	2/16/2010	12,414	0	9,032	3,382			0		0					
170	ACE LIMITED	H0023R105																	
171	ACE LIMITED	H0023R105																	
172	CHECK POINT SOFTWARE TECH	M22465104																	
173	CHECK POINT SOFTWARE TECH	M22465104																	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	RUTH RUSKIN		5905 SIXTH STREET	SOUTH FALLS CHUR	VA	22041-2535		PRESIDENT	1	
2	JAMES H. MAHONEY, ESQUI		104 NORTH OAK ST	SOUTH FALLS CHUR	VA	22041-2535		TREASURER	16	
3										
4										
5										
6										
7										
8										
9										
10										

0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	234
2 First quarter estimated tax payment	2	0
3 Second quarter estimated tax payment	3	0
4 Third quarter estimated tax payment	4	0
5 Fourth quarter estimated tax payment	5	0
6 Other payments	6	0
7 Total	7	234

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	<i>Distributable amounts for 2008 that remained undistributed at the beginning of the 2009 tax year</i>	1	66,623
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	66,623

THE RUSKIN-ZAFREN FOUNDATION

Account Number 795-74C37

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

CASH/MONEY ACCOUNTS	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
CASH	0.93	0.93		.93		
CMA MONEY FUND	22,404.00	22,404.00	1.0000	22,404.00	9	04
TOTAL		22,404.93		22,404.93	9	04

GOVERNMENT AND AGENCY SECURITIES ¹	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Estimated Current Yield%
Δ U.S. TREASURY NOTE NOTES 0% 000% FEB 15 2011 CUSIP 912827614 ORIGINAL UNIT/TOTAL COST 106 2500/26,562.50	07/15/08	25,000	25,598.46	104.4770	26,119.25	520.79	37.98	1,250	4.78
Δ FEDERAL NATL MTG ASSOC NOTES 3.3625% AUG 15 2011 CUSIP 213884415 ORIGINAL UNIT/TOTAL COST 106 3414/26,335.15	07/13/09	25,000	25,944.57	104.3130	26,078.25	133.68	27.69	907	3.47
Δ U.S. TREASURY NOTE NOTES 4.00% AUG 15 2011 CUSIP 912827762 ORIGINAL UNIT/TOTAL COST 106 9140/58,802.73	07/15/08	55,000	56,852.97	106.6290	58,645.95	1,792.98	83.56	2,750	4.68
Δ FEDERAL HOME LN MTG CORP NOTES 6.1875% NOV 15 2013 CUSIP 3134A4UK2 ORIGINAL UNIT/TOTAL COST 104 2075/11,683.00	07/15/08	40,000	41,209.30	110.7500	44,300.00	3,090.70	547.08	1,950	4.40
Δ FEDERAL NATL MTG ASSOC NOTES 6.2875% DEC 11 2012 CUSIP 21308AUP0 ORIGINAL UNIT/TOTAL COST 106 6160/15,122.40	02/04/09	15,000	15,097.20	103.3750	15,506.25	409.05	89.84	432	2.78
Δ FEDERAL NATL MTG ASSOC ORIGINAL UNIT/TOTAL COST 102 3281/25,582.05	01/07/10	25,000	25,564.33	103.3750	25,843.75	279.42	149.74	719	2.78
Subtotal		40,000	40,661.53		41,350.00	688.47	239.58	1,151	2.78

+

001

9883

16 of 87



TOTAL MERRILL

THE RUSKIN-ZAFREN FOUNDATION

Account Number 795-74C37

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

GOVERNMENT AND AGENCY SECURITIES ¹ (continued)									
Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Estimated Current Yield%
U.S. TREASURY NOTE 2.375% AUG 31 2014 CUSIP 912828LH4	09/17/09	25,000	24,954.10	101.4060	25,351.50	397.40	293.59	594	2.34
U.S. TREASURY NOTE 01/07/10		25,000	24,899.50	101.4060	25,351.50	452.00	293.59	594	2.34
U.S. TREASURY NOTE 02/02/10		25,000	25,211.39	101.4060	25,351.50	140.11	293.59	594	2.34
ORIGINAL UNIT/TOTAL COST 100.8558/25,213.95									
Subtotal		75,000	75,064.99		76,054.50	989.51	880.77	1,782	2.34
U.S. FEDERAL NATL MTG ASSOC NOTES 0.375% JUN 12 2017 CUSIP 31398ADM1	07/15/08	30,000	31,553.89	112.7190	33,815.70	2,261.81	331.46	1,613	4.76
ORIGINAL UNIT/TOTAL COST 106.1170/31,635.10									
U.S. TRSY INFLATION NOTE 2.1% JAN 15 2026 UNFI ADJ PRN 15.525 CUSIP 912310FS2	02/04/09	15,000	15,298.99	99.7500	16,282.64	983.65	34.81	327	2.00
ORIGINAL UNIT/TOTAL COST 39.8877/14,983.16									
U.S. TREASURY BOND 4.500% FEB 15 2036 CUSIP 912510H10	06/24/09	35,000	35,470.69	100.5470	35,191.45	(279.24)	47.86	1,575	4.47
ORIGINAL UNIT/TOTAL COST 101.3632/35,477.15									
U.S. TREASURY BOND 3.500% FEB 15 2039 CUSIP 912810JA9	02/24/09	20,000	20,254.25	83.4380	16,687.60	(3,566.65)	21.27	700	4.19
ORIGINAL UNIT/TOTAL COST 101.2969/20,259.38									
TOTAL		360,000	367,909.64		374,525.34	6,615.70	2,252.06	14,005	3.74
CORPORATE BONDS									
Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Estimated Current Yield%
IBM CORP 6.25% APR 29 2012 S&P A+ CUSIP 178709AA8	07/15/08	30,000	30,425.19	109.0140	32,704.20	2,279.01	344.37	1,425	4.35
ORIGINAL UNIT/TOTAL COST 102.1790/30,653.70									

+

001

9883

17 of 87

THE RUSKIN-ZAFREN FOUNDATION

Account Number 795-74C37

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

CORPORATE BONDS (continued)	Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
Δ CITIGROUP FUNDING INC	FDIC TLCP GUARANTEE 02 250% DEC 10 2012 MOODY'S AAA S&P AAA CUSIP 17313VAJ0 ORIGINAL UNIT/TOTAL COST 100 1258/35 044 03	08/06/09	35,000	35,036.92	102 0000	35,700.00	663.08	166.25	788	2.20
Δ GENERAL ELEC CAP CORP	GLB 02 800% JAN 08 2013 MOODY'S AA2 S&P AA+ CUSIP 36962C4H4 ORIGINAL UNIT/TOTAL COST 100 1160/50 058.00	01/11/10	50,000	50,055.75	100 8660	50,433.00	377 25	186 67	1,400	2 77
JPMORGAN CHASE & CO	SUBORDINATED GLB 05 125% SEP 15 2014 MOODY'S A1 S&P A CUSIP 45625HEV1	07/15/08	30,000	28,392.30	105.6590	31,697.70	3,305 40	687.60	1,538	4 85
CREDIT SUISSE FB USA INC	CREDIT SUISSE GUANT GLB 04 075% JAN 15 2015 MOODY'S AA1 S&P A+ CUSIP 22541LAR4	07/15/08	25,000	23,915.00	106 8480	26,712.00	2,797 00	138 80	1,219	4.56
GOLDMAN SACHS GROUP INC	GLB 05 300% JAN 15 2015 MOODY'S A1 S&P A CUSIP 39141GFF0	07/15/08	30,000	28,583 10	105 2040	31,561.20	2,978 10	182 79	1,605	5 08
AT&T INC	GLB 05 500% FEB 01 2018 MOODY'S A1 S&P A CUSIP 00206RAJ1	07/15/08	25,000	24,486 25	106.1600	26,540.00	2,053 75	95 49	1,375	5 18
Δ PEPSICO INC	SUBORDINATED 05 060% JUN 01 2018 MOODY'S AA3 S&P A+ CUSIP 713448BH0 ORIGINAL UNIT/TOTAL COST 105 1060/10 370 60	02/10/09	10,000	10,517.32	106 0970	10,609.70	92 38	118.06	500	4 71
Δ PEPSICO INC	ORIGINAL UNIT/TOTAL COST 103 1820/15 471 50	02/27/09	15,000	15,435 19	106 0970	15,914.55	479.36	177 08	750	4 71
Subtotal			25,000	25,952 51		26,524.25	571 74	295 14	1,250	4 71

+

001

9883

18 of 87



TOTAL MERRILL

THE RUSKIN-ZAFREN FOUNDATION

Account Number 795-74C37

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

CORPORATE BONDS (continued)	Description	Quantity	Acquired	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Market Value	Unrealized Gain/(Loss)	Accrued Interest	Estimated Annual Income	Estimated Current Yield%
CISCO SYSTEMS INC	02/24/09	25,000		24,545 00	104.1050	26,026.25		1,481.25	37 81	1,238	4.75
GLB 04 950% FEB 15 2019											
MOODY'S A1 S&P A+ CUSIP 11215RALZ											
SHELL INTERNATIONAL FIN	09/17/09	25,000		24,871 50	99 3560	24,839.00	(32 50)		459.86	1,075	4.32
COMPANY GUARNTY CB 04 300% SEP 22 2019											
MOODY'S AA1 S&P, *** CUSIP 822582A11											
TOTAL		300,000		296,263 52		312,737.60		16,474.08	2,594 78	12,913	4.13

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

EQUITIES	Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
ACE LIMITED		ACE	04/01/09	10	39 0800	390.80	49.9900	499.90	109.10	13	2.48
			04/28/09	100	43.4800	4,348.00	49.9900	4,999.00	651.00	124	2.48
			05/12/09	95	41 9700	3,987 15	49 9900	4,749 05	761 90	118	2.48
Subtotal				205	8,725 95	8,725 95		10,247.95	1,522.00	255	2.48
AES CORP		AES	09/24/09	1,405	14,7339	20,701.14	11 6900	16,424.45	(4,276.69)		
			01/07/10	45	13 5000	607.50	11.6900	526 05	(81 45)		
Subtotal				1,450	21,308 64	21,308 64		16,950.50	(4,358 14)		
AETNA INC NEW		AET	07/31/07	205	49.2812	10,102.65	29 9900	6,147 95	(3,954 70)	9	.13
			01/02/08	25	57 9800	1,449.50	29 9900	749 75	(699.75)	1	.13
			10/29/08	115	24 9200	2,865 80	29 9900	3,448.85	583.05	5	.13
Subtotal				345	14,417 95	14,417 95		10,346.55	(4,071.40)	15	.13
AMGEN INC COM PV \$0.0001		AMGN	11/04/08	245	61.7122	15,119.49	56 6100	13,869.45	(1,250.04)		
			01/07/10	35	56 4500	1,975.75	56.6100	1,981 35	5 60		
Subtotal				280	17,095 24	17,095 24		15,850.80	(1,244 44)		
ARCHER DANIELS MIDLD		ADM	02/10/09	232	28 6436	6,645 33	29 3600	6,811 52	166 19	140	2.04
			04/14/09	195	26 3631	5,140 82	29.3600	5,725 20	584 38	117	2.04
Subtotal				427	11,786 15	11,786 15		12,536.72	750 57	257	2.04
AT&T INC		T	11/18/08	335	26 5600	8,897.60	24 8100	8,311.35	(586 25)	563	6.77

+

001

9883

19 of 87

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

EQUITIES (continued)	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
Description										
BMC SOFTWARE INC	BMC	05/02/08	25	36.0160	900.40	36 8400	921.00	20 60		
		10/29/08	85	24 0828	2,047.04	36 8400	3,131 40	1,084 36		
		02/25/09	200	29.2400	5,848.00	36 8400	7,368.00	1,520.00		
		08/18/09	145	34.8024	5,046 35	36 8400	5,341.80	295.45		
Subtotal			455		13,841 79		16,762.20	2,920 41		
CA INC	CA	09/20/07	300	25 8226	7,746.79	22 5000	6,750.00	(996.79)		48 71
		10/30/07	620	26 0863	16,173.51	22 5000	13,950.00	(2,223.51)		100 71
		01/02/08	5	24 9400	124.70	22 5000	112 50	(12 20)		1 71
		01/26/09	170	17.6300	2,997 10	22 5000	3,825.00	827.90		28 71
Subtotal			1,095		27,042 10		24,637.50	(2,404 60)		177 71
CHEVRON CORP	CVX	08/30/04	125	48.0036	6,000 45	72 3000	9,037.50	3,037.05		340 376
		12/15/04	25	52.9100	1,322.75	72 3000	1,807 50	484 75		68 376
		04/01/05	25	59 4300	1,485 75	72 3000	1,807.50	321.75		68 376
		10/04/05	45	63 5900	2,861 55	72 3000	3,253.50	391.95		123 376
		06/06/06	10	59 5100	595.10	72 3000	723 00	127.90		28 376
		07/05/06	15	62 9200	943 80	72 3000	1,084 50	140.70		41 376
		01/04/07	20	70.1000	1,402 00	72 3000	1,446.00	44.00		55 376
		02/05/07	130	74.0900	9,631.70	72 3000	9,399.00	(232 70)		354 376
		04/03/07	20	75 1300	1,502 60	72 3000	1,446 00	(56.60)		55 376
		10/02/07	45	92 1500	4,146 75	72 3000	3,253 50	(893 25)		123 376
Subtotal			460		29,892.45		33,258.00	3,365 55		1,255 376
CHUBB CORP	CB	02/28/08	205	53 5472	10,977 19	50 4600	10,344.30	(632 89)		304 293
		01/13/09	215	44 4600	9,558 90	50 4600	10,848 90	1,290 00		319 293
Subtotal			420		20,536 09		21,193.20	657 11		623 293
↓ COCA COLA ENTERPRISES	CCE	06/17/09	580	17.2627	10,012.42	25 5500	14,819.00	4,806 58		209 1.40
COMPUTER SCIENCE CRP	CSC	03/04/09	265	35 9119	9,516.66	51 7900	13,724 35	4,207 69		
		03/10/09	125	32.1034	4,012 93	51.7900	6,473.75	2,460.82		
Subtotal			390		13,529 59		20,198.10	6,668 51		
CONAGRA FOODS INC	CAG	06/24/09	570	20.0188	11,410 72	24.4600	13,942.20	2,531.48		456 3 27

+



TOTAL MERRILL

THE RUSKIN-ZAFREN FOUNDATION

Account Number 795-74C37

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

EQUITIES (continued)		Symbol	Acquired	Quantity	Unit		Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
Description					Cost Basis							
CONOCOPHILLIPS		COP	06/03/08	120	92.6400		11,116.81	48.0000	5,760.00	(5,356.81)	240	4.16
			06/10/08	105	94.2000		9,891.00	48.0000	5,040.00	(4,851.00)	210	4.16
			01/26/09	35	49.6000		1,736.00	48.0000	1,680.00	(56.00)	70	4.16
			02/17/10	250	50.0400		12,510.00	48.0000	12,000.00	(510.00)	500	4.16
Subtotal				510			35,253.81		24,480.00	(10,773.81)	1,020	4.16
DARDEN RESTAURANTS INC		DRI	04/21/09	275	38.7621		10,659.58	40.5500	11,151.25	491.67	275	2.46
			06/17/09	130	33.4100		4,343.30	40.5500	5,271.50	928.20	130	2.46
Subtotal				405			15,002.88		16,422.75	1,419.87	405	2.46
↑ DISCOVER FINL SVCS		DFS	11/11/09	820	15.6204		12,808.73	13.6500	11,193.00	(1,615.73)	66	.58
DOVER CORP		DOV	05/14/08	45	54.1320		2,435.94	45.2600	2,036.70	(399.24)	47	2.29
			05/28/08	260	52.9400		13,764.40	45.2600	11,767.60	(1,996.80)	271	2.29
			10/29/08	65	29.1252		1,893.14	45.2600	2,941.90	1,048.76	68	2.29
Subtotal				370			18,093.48		16,746.20	(1,347.28)	386	2.29
EATON CORP		ETN	02/09/10	210	62.8100		13,190.10	68.1200	14,305.20	1,115.10	420	2.93
↑ EXXON MOBIL CORP COM		XOM	10/16/06	115	68.9300		7,926.96	65.0000	7,475.00	(451.96)	194	2.58
			04/03/07	15	76.2100		1,143.15	65.0000	975.00	(168.15)	26	2.58
			10/02/07	60	91.6900		5,501.40	65.0000	3,900.00	(1,601.40)	101	2.58
			11/18/08	100	75.3500		7,535.00	65.0000	6,500.00	(1,035.00)	168	2.58
Subtotal				290			22,106.51		18,850.00	(3,256.51)	489	2.58
FAMILY DOLLAR STORES		FDO	04/08/09	330	34.5235		11,392.76	32.9900	10,886.70	(506.06)	205	1.87
			04/14/09	130	33.9606		4,414.89	32.9900	4,288.70	(126.19)	81	1.87
Subtotal				460			15,807.65		15,175.40	(632.25)	286	1.87
FLOWSERVE CORP		FLS	09/09/09	110	91.7100		10,088.10	100.0900	11,009.90	921.80	128	1.15

+

001

9883

21 of 87

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

EQUITIES (continued)		Symbol	Acquired	Quantity	Unit		Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual	Estimated Current Income	Yield%
Description					Cost Basis							
FOREST LABS INC		FRX	01/08/07	255	50.5100		12,880.05	29.8800	7,619.40	(5,260.65)		
			01/02/08	25	36.5600		914.00	29.8800	747.00	(167.00)		
			08/28/08	265	36.4855		9,668.68	29.8800	7,918.20	(1,750.48)		
			11/18/08	100	22.8600		2,286.00	29.8800	2,988.00	702.00		
			01/26/09	20	25.2100		504.20	29.8800	597.60	93.40		
			01/07/10	40	31.4600		1,258.40	29.8800	1,195.20	(63.20)		
<i>Subtotal</i>				705			27,511.33		21,065.40	(6,445.93)		
GAP INC DELAWARE		GPS	04/16/08	415	18.6902		7,756.44	21.5000	8,922.50	1,166.06	166	1.86
			10/29/08	180	12.5000		2,250.00	21.5000	3,870.00	1,620.00	72	1.86
			01/26/09	35	12.0800		422.80	21.5000	752.50	329.70	14	1.86
			10/27/09	235	22.6300		5,318.05	21.5000	5,052.50	(265.55)	94	1.86
<i>Subtotal</i>				865			15,747.29		18,597.50	2,850.21	346	1.86
GARMIN LTD (KAYMAN IS)		GRMN	09/03/09	480	31.7223		15,226.75	31.9500	15,336.00	109.25	360	2.34
GOLDMAN SACHS GROUP INC		GS	06/02/09	80	143.3400		11,467.20	156.3500	12,508.00	1,040.80	112	.89
			07/08/09	70	142.5200		9,976.40	156.3500	10,944.50	968.10	98	.89
			09/09/09	20	168.1700		3,363.40	156.3500	3,127.00	(236.40)	28	.89
<i>Subtotal</i>				170			24,807.00		26,579.50	1,772.50	238	.89
HEWLETT PACKARD CO DEL		HPQ	04/06/05	140	21.8543		3,059.61	50.7900	7,110.60	4,050.99	45	.63
			10/04/05	110	28.5400		3,139.40	50.7900	5,586.90	2,447.50	36	.63
			06/06/06	65	31.5700		2,052.05	50.7900	3,301.35	1,249.30	21	.63
			01/04/07	50	41.6900		2,084.50	50.7900	2,539.50	455.00	16	.63
			04/03/07	30	40.8400		1,225.20	50.7900	1,523.70	298.50	10	.63
			10/29/08	90	36.2200		3,259.80	50.7900	4,571.10	1,311.30	29	.63
<i>Subtotal</i>				485			14,820.56		24,633.15	9,812.59	157	.63
HONEYWELL INTL INC DEL		HON	06/28/07	205	56.3700		11,555.86	40.1600	8,232.80	(3,323.06)	249	3.01
			10/02/07	45	59.7700		2,689.65	40.1600	1,807.20	(882.45)	55	3.01
			01/02/08	10	61.2600		612.60	40.1600	401.60	(211.00)	13	3.01
			11/18/08	50	26.6300		1,331.50	40.1600	2,008.00	676.50	61	3.01
<i>Subtotal</i>				310			16,189.61		12,449.60	(3,740.01)	378	3.01

+



TOTAL MERRILL

THE RUSKIN-ZAFREN FOUNDATION

Account Number 795-74C37

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

EQUITIES (continued)		Symbol	Acquired	Quantity	Unit		Total	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
Description					Cost Basis		Cost Basis					
INTL BUSINESS MACHINES CORP IBM		IBM	02/13/07	205	98.6600		20,225.31	127.1600	26,067.80	5,842.49	451	1.73
			04/03/07	5	96.1400		480.70	127.1600	635.80	155.10	11	1.73
			10/02/07	25	119.3400		2,983.50	127.1600	3,179.00	195.50	55	1.73
			01/02/08	15	108.0600		1,620.90	127.1600	1,907.40	286.50	33	1.73
			05/27/09	55	104.6300		5,754.65	127.1600	6,993.80	1,239.15	121	1.73
	Subtotal			305			31,065.06		38,783.80	7,718.74	671	1.73
INTL PAPER CO		IP	09/04/07	370	35.4475		13,115.58	23.1700	8,572.90	(4,542.68)	37	.43
			01/02/08	25	32.4400		811.00	23.1700	579.25	(231.75)	3	.43
			01/26/09	75	11.1200		834.00	23.1700	1,737.75	903.75	8	.43
			01/07/10	40	27.0500		1,082.00	23.1700	926.80	(155.20)	4	.43
	Subtotal			510			15,842.58		11,816.70	(4,025.88)	52	.43
JOHNSON AND JOHNSON COM		JNJ	09/08/04	220	58.2766		12,820.86	63.0000	13,860.00	1,039.14	432	3.11
			12/15/04	25	60.9400		1,523.50	63.0000	1,575.00	51.50	49	3.11
			01/12/05	25	63.0300		1,575.75	63.0000	1,575.00	(0.75)	49	3.11
			04/01/05	25	66.9800		1,674.50	63.0000	1,575.00	(99.50)	49	3.11
			10/04/05	40	63.0500		2,522.00	63.0000	2,520.00	(2.00)	79	3.11
			01/11/06	10	62.6200		626.20	63.0000	630.00	3.80	20	3.11
			06/06/06	15	60.7500		911.25	63.0000	945.00	33.75	30	3.11
			07/05/06	15	60.2100		903.15	63.0000	945.00	41.85	30	3.11
			01/04/07	10	67.4400		674.40	63.0000	630.00	(44.40)	20	3.11
			04/03/07	20	60.5900		1,211.80	63.0000	1,260.00	48.20	40	3.11
			10/02/07	35	66.0400		2,311.40	63.0000	2,205.00	(106.40)	69	3.11
			01/02/08	15	66.7200		1,000.80	63.0000	945.00	(55.80)	30	3.11
			11/18/08	75	59.9500		4,496.25	63.0000	4,725.00	228.75	147	3.11
			01/07/10	40	63.8700		2,554.80	63.0000	2,520.00	(34.80)	79	3.11
	Subtotal			570			34,806.66		35,910.00	1,103.34	1,123	3.11

+

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

EQUITIES (continued)	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual	Estimated Current Income	Yield%
Description										
KROGER CO	KR	12/11/06 04/03/07 10/02/07 01/02/08	335 15 85 20	23.6102 29.3400 28.5700 26.6900	7,909.44 440.10 2,428.45 533.80	22.1000 22.1000 22.1000 22.1000	7,403.50 331.50 1,878.50 442.00	(505.94) (108.60) (549.95) (91.80)	128 6 33 8	1.71 1.71 1.71 1.71
<i>Subtotal</i>			455		11,311.79		10,055.50	(1,256.29)	175	1.71
L-3 COMMUNCTNS HLDGS	LLL	08/20/07 10/08/07 01/02/08 01/07/10	45 170 5 20	94.6762 106.0600 106.0600 87.5800	4,260.43 18,030.20 530.30 1,751.60	91.4200 91.4200 91.4200 91.4200	4,113.90 15,541.40 457.10 1,828.40	(146.53) (2,488.80) (73.20) 76.80	72 273 8 32	1.75 1.75 1.75 1.75
<i>Subtotal</i>			240		24,572.53		21,940.80	(2,631.73)	385	1.75
LAUDER ESTEE COS INC A	EL	01/12/10 01/27/10	246 185	49.7000 52.8843	12,226.20 9,783.60	60.1300 60.1300	14,791.98 11,124.05	2,565.78 1,340.45	136 102	.91 91
<i>Subtotal</i>			431		22,009.80		25,916.03	3,906.23	238	.91
LOCKHEED MARTIN CORP	LMT	11/22/05 06/06/06 07/05/06 01/04/07 04/03/07 10/02/07 01/02/08 08/19/08	50 15 10 5 10 20 5 60	60.7910 72.1100 72.7900 91.9700 97.2100 107.7000 105.3200 115.9286	3,039.55 1,081.65 727.90 459.85 972.10 2,154.00 526.60 6,955.72	77.7600 77.7600 77.7600 77.7600 77.7600 77.7600 77.7600 77.7600	3,888.00 1,166.40 777.60 388.80 777.60 1,555.20 388.80 4,665.60	848.45 84.75 49.70 (71.05) (194.50) (598.80) (137.80) (2,290.12)	126 38 26 13 26 51 13 152	3.24 3.24 3.24 3.24 3.24 3.24 3.24 3.24
<i>Subtotal</i>			175		15,917.37		13,608.00	(2,309.37)	445	3.24
MARATHON OIL CORP	MRO	07/08/09	330	28.5400	9,418.20	28.9500	9,553.50	135.30	317	3.31

+



TOTAL MERRILL

THE RUSKIN-ZAFREN FOUNDATION

Account Number 795-74C37

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

EQUITIES (continued)	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss) Annual	Estimated Current Income Yield%
Description									
MCKESSON CORPORATION COM	MCK	01/03/06	120	52.5826	6,309.92	59.1500	7,098.00	788.08	58 .81
		01/11/06	10	51.4300	514.30	59.1500	591.50	77.20	5 .81
		07/05/06	15	46.5300	697.95	59.1500	887.25	189.30	8 .81
		01/04/07	15	51.3400	770.10	59.1500	887.25	117.15	8 .81
		04/03/07	10	58.7600	587.60	59.1500	591.50	3.90	5 .81
		01/02/08	35	65.5200	2,293.20	59.1500	2,070.25	(222.95)	17 .81
		11/18/08	25	33.4800	837.00	59.1500	1,478.75	641.75	12 .81
		03/10/09	120	40.6171	4,874.06	59.1500	7,098.00	2,223.94	58 .81
Subtotal			350		16,884.13		20,702.50	3,818.37	171 .81
MEDCO HEALTH SOLUTIONS I	MHS	04/03/07	40	36.9052	1,476.21	63.2400	2,529.60	1,053.39	
		01/02/08	30	51.0300	1,530.90	63.2400	1,897.20	366.30	
		05/28/08	210	47.5400	9,983.40	63.2400	13,280.40	3,297.00	
		08/18/09	140	53.6939	7,517.15	63.2400	8,853.60	1,336.45	
Subtotal			420		20,507.66		26,560.80	6,053.14	
MICROSOFT CORP	MSFT	01/15/04	105	27.7000	2,908.50	28.6700	3,010.35	101.85	55 1.81
		07/09/04	60	27.9900	1,679.40	28.6700	1,720.20	40.80	32 1.81
		12/15/04	25	27.2200	680.50	28.6700	716.75	36.25	13 1.81
		01/12/05	25	26.8300	670.75	28.6700	716.75	46.00	13 1.81
		10/04/05	75	25.0300	1,877.25	28.6700	2,150.25	273.00	39 1.81
		07/05/06	35	23.5200	823.20	28.6700	1,003.45	180.25	19 1.81
		01/04/07	15	29.9000	448.50	28.6700	430.05	(18.45)	8 1.81
		10/02/07	45	29.8400	1,342.80	28.6700	1,290.15	(52.65)	24 1.81
		01/02/08	20	35.8500	717.00	28.6700	573.40	(143.60)	11 1.81
		11/11/09	310	29.1300	9,030.30	28.6700	8,887.70	(142.60)	162 1.81
		11/17/09	350	29.5600	10,346.00	28.6700	10,034.50	(311.50)	182 1.81
		01/06/10	320	30.9400	9,900.80	28.6700	9,174.40	(726.40)	167 1.81
		01/12/10	230	30.2200	6,950.60	28.6700	6,594.10	(356.50)	120 1.81
Subtotal			1,615		47,375.60		46,302.05	(1,073.55)	845 1.81
NABORS INDUSTRIES LTD	NBR	11/25/09	625	20.9194	13,074.63	22.0400	13,775.00	700.37	

+

001

9883

25 of 87

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

Equities (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
NORTHROP GRUMMAN CORP	NOC	08/05/09	430	46.6413	20,055.76	61.2600	26,341.80	6,286.04	740	2.80
NRG ENERGY INC	NRG	12/27/07	270	43.3477	11,703.89	21.8400	5,896.80	(5,807.09)		
		01/02/08	20	43.9500	879.00	21.8400	436.80	(442.20)		
		11/18/08	50	22.4600	1,123.00	21.8400	1,092.00	(31.00)		
		08/11/09	285	28.8371	8,218.60	21.8400	6,224.40	(1,994.20)		
Subtotal			625		21,924.49		13,650.00	(8,274.49)		
OCCIDENTAL PETE CORP CAL	OXY	10/18/05	130	36.7400	4,776.21	79.8500	10,380.50	5,604.29		172 1.65
		07/05/06	40	51.0100	2,040.40	79.8500	3,194.00	1,153.60		53 1.65
		01/04/07	20	45.6000	912.00	79.8500	1,597.00	685.00		27 1.65
		04/03/07	20	49.5000	990.00	79.8500	1,597.00	607.00		27 1.65
		10/02/07	25	64.8300	1,620.75	79.8500	1,996.25	375.50		33 1.65
		01/02/08	5	78.2800	391.40	79.8500	399.25	7.85		7 1.65
Subtotal			240		10,730.76		19,164.00	8,433.24	319	1.65
PFIZER INC	PFE	01/15/04	120	35.0000	4,200.00	17.5500	2,106.00	(2,094.00)		87 4.10
		07/09/04	55	34.2000	1,881.00	17.5500	965.25	(915.75)		40 4.10
		09/13/04	165	32.0787	5,292.99	17.5500	2,895.75	(2,397.24)		119 4.10
		01/12/05	100	26.1100	2,611.00	17.5500	1,755.00	(856.00)		72 4.10
		04/01/05	50	26.1600	1,308.00	17.5500	877.50	(430.50)		36 4.10
		10/04/05	75	25.4800	1,911.00	17.5500	1,316.25	(594.75)		54 4.10
		06/06/06	45	24.0500	1,082.25	17.5500	789.75	(292.50)		33 4.10
		07/05/06	40	23.7100	948.40	17.5500	702.00	(246.40)		29 4.10
		01/04/07	25	26.4800	662.00	17.5500	438.75	(223.25)		18 4.10
		04/03/07	40	25.5600	1,022.40	17.5500	702.00	(320.40)		29 4.10
		10/02/07	60	24.7700	1,486.20	17.5500	1,053.00	(433.20)		44 4.10
		01/02/08	45	22.7600	1,024.20	17.5500	789.75	(234.45)		33 4.10
		04/16/08	500	21.0000	10,500.00	17.5500	8,775.00	(1,725.00)		360 4.10
		11/18/08	200	16.1900	3,238.00	17.5500	3,510.00	272.00		144 4.10
		01/07/10	110	18.7000	2,057.00	17.5500	1,930.50	(126.50)		80 4.10
Subtotal			1,630		39,224.44		28,606.50	(10,617.94)	1,178	4.10



TOTAL MERRILL

THE RUSKIN-ZAFREN FOUNDATION

Account Number 795-74C37

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

EQUITIES (continued)		Symbol	Acquired	Quantity	Unit		Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
Description					Cost Basis							
PRIDE INTL INC DEL	PDE	10/22/09	600	33,4182			20,050.92	27.9800	16,788.00	(3,262.92)		
QWEST COMM INTL INC COM	Q	06/06/06	90	7,4700			672.30	4.5600	410.40	(261.90)		29 7.01
		01/04/07	340	8,3500			2,839.00	4.5600	1,550.40	(1,288.60)		109 7.01
		04/03/07	40	9,0600			362.40	4.5600	182.40	(180.00)		13 7.01
		10/02/07	185	9,1400			1,690.90	4.5600	843.60	(847.30)		60 7.01
		01/02/08	80	7,1100			568.80	4.5600	364.80	(204.00)		26 7.01
		11/18/08	500	2,9200			1,460.00	4.5600	2,280.00	820.00		160 7.01
		03/24/09	1,455	3,8450			5,594.52	4.5600	6,634.80	1,040.28		466 7.01
Subtotal			2,690				13,187.92		12,266.40	(921.52)		863 7.01
RAYTHEON CO DELAWARE NEW	RTN	05/05/06	65	46,6027			3,029.18	56.2400	3,655.60	626.42		81 2.20
		05/30/06	215	45,3100			9,741.65	56.2400	12,091.60	2,349.95		267 2.20
		06/06/06	15	45,1100			676.65	56.2400	843.60	166.95		19 2.20
		01/04/07	25	51,6300			1,290.75	56.2400	1,406.00	115.25		31 2.20
		04/03/07	10	53,1600			531.60	56.2400	562.40	30.80		13 2.20
		10/02/07	45	63,9700			2,878.65	56.2400	2,530.80	(347.85)		56 2.20
		01/02/08	5	60,5800			302.90	56.2400	281.20	(21.70)		7 2.20
		10/29/08	60	49,6300			2,977.80	56.2400	3,374.40	396.60		75 2.20
		01/07/10	30	51,2100			1,536.30	56.2400	1,687.20	150.90		38 2.20
Subtotal			470				22,965.48		26,432.80	3,467.32		587 2.20
ROSS STORES INC COM	ROST	10/21/08	310	30,0690			9,321.39	48.9150	15,163.65	5,842.26		199 1.30
		05/05/09	170	38,8500			6,604.50	48.9150	8,315.55	1,711.05		109 1.30
Subtotal			480				15,925.89		23,479.20	7,553.31		308 1.30
SAFEWAY INC NEW	SWY	01/12/06	260	24,3574			6,332.93	24.9200	6,479.20	146.27		104 1.60
		07/05/06	55	25,8800			1,423.40	24.9200	1,370.60	(52.80)		22 1.60
		01/04/07	20	33,5400			670.80	24.9200	498.40	(172.40)		8 1.60
		10/02/07	85	33,2200			2,823.70	24.9200	2,118.20	(705.50)		34 1.60
		01/02/08	30	34,0900			1,022.70	24.9200	747.60	(275.10)		12 1.60
		01/26/09	5	23,8200			119.10	24.9200	124.60	5.50		2 1.60
Subtotal			455				12,392.63		11,338.60	(1,054.03)		182 1.60

+

001

9883

27 of 87

THE RUSKIN-ZAFREN FOUNDATION

Account Number 795-74C37

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

EQUITIES (continued)	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
Description										
SYSCO CORPORATION	SY	10/28/08	95	24.7812	2,354.22	28.9000	2,745.50	391.28	95	3.46
		11/18/08	280	22.7000	6,356.00	28.9000	8,092.00	1,736.00	280	3.46
		01/07/10	30	28.0400	841.20	28.9000	867.00	25.80	30	3.46
<i>Subtotal</i>			405		9,551.42		11,704.50	2,153.08	405	3.46
TEXAS INSTRUMENTS	TXN	10/08/09	545	22.7755	12,412.65	24.3800	13,287.10	874.45	262	1.96
TJX COS INC NEW	TJX	12/15/09	350	38.1379	13,348.27	41.6300	14,570.50	1,222.23	168	1.15
		12/22/09	150	37.2200	5,583.00	41.6300	6,244.50	661.50	72	1.15
<i>Subtotal</i>			500		18,931.27		20,815.00	1,883.73	240	1.15
TRAVELERS COS INC	TRV	09/27/05	40	43.9125	1,756.50	52.5900	2,103.60	347.10	53	2.51
		07/05/06	15	44.7200	670.80	52.5900	788.85	118.05	20	2.51
		01/04/07	20	53.2000	1,064.00	52.5900	1,051.80	(12.20)	27	2.51
		01/22/07	255	51.8300	13,216.65	52.5900	13,410.45	193.80	337	2.51
		04/03/07	10	52.1000	521.00	52.5900	525.90	4.90	14	2.51
		10/02/07	25	52.1900	1,304.75	52.5900	1,314.75	10.00	33	2.51
		01/02/08	25	53.5600	1,339.00	52.5900	1,314.75	(24.25)	33	2.51
		01/26/09	90	38.3100	3,447.90	52.5900	4,733.10	1,285.20	119	2.51
<i>Subtotal</i>			480		23,320.60		25,243.20	1,922.60	636	2.51
UNUM GROUP	UNM	10/15/08	455	18.8249	8,565.34	20.8100	9,468.55	903.21	151	1.58
		10/21/08	410	17.9800	7,371.84	20.8100	8,532.10	1,160.26	136	1.58
		11/04/08	200	17.4628	3,492.56	20.8100	4,162.00	669.44	66	1.58
		01/07/10	125	20.8100	2,601.25	20.8100	2,601.25		42	1.58
<i>Subtotal</i>			1,190		22,030.99		24,763.90	2,732.91	395	1.58
VERIZON COMMUNICATNS COM	VZ	04/08/09	265	31.8500	8,440.25	28.9300	7,666.45	(773.80)	504	6.56
		07/29/09	160	31.3000	5,008.00	28.9300	4,628.80	(379.20)	304	6.56
<i>Subtotal</i>			425		13,448.25		12,295.25	(1,153.00)	808	6.56
WAL-MART STORES INC	WMT	07/29/08	170	56.2600	9,564.21	54.0700	9,191.90	(372.31)	186	2.01
		11/18/08	25	52.4500	1,311.25	54.0700	1,351.75	40.50	28	2.01
		01/07/10	20	53.5400	1,070.80	54.0700	1,081.40	10.60	22	2.01
<i>Subtotal</i>			215		11,946.26		11,625.05	(321.21)	236	2.01

+

001

9883

28 of 87



TOTAL MERRILL

THE RUSKIN-ZAFREN FOUNDATION

Account Number: 795-74C37

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

January 30, 2010 - February 26, 2010

EQUITIES (continued)	Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
WELLPOINT INC		WLP	06/03/04	65	44 9900	2,924.35	61.8700	4,021.55	1,097.20		
				30	43 9800	1,319.40	61.8700	1,856.10	536.70		
				50	62.0500	3,102.50	61 8700	3,093.50	(9.00)		
				10	72.1700	721.70	61.8700	618.70	(103.00)		
				10	72 6200	726.20	61 8700	618.70	(107.50)		
				10	81 9600	819.60	61 8700	618.70	(200.90)		
				20	77 1400	1,542.80	61 8700	1,237.40	(305.40)		
				160	38 8900	6,222.40	61 8700	9,899.20	3,676.80		
Subtotal				355		17,378.95		21,963.85	4,584.90		
WSTN DIGITAL CORP DEL		WDC	02/25/08	415	32.7123	13,575.61	38.6300	16,031.45	2,455.84		
				125	12 7300	1,591.25	38 6300	4,828.75	3,237.50		
Subtotal				540		15,166.86		20,860.20	5,693.34		
XILINX INC		XLNX	08/13/08	360	27 2946	9,826.07	25 8300	9,298.80	(527.27)	231	2.47
				125	15.7900	1,973.75	25.8300	3,228.75	1,255.00	80	2.47
Subtotal				485		11,799.82		12,527.55	727.73	311	2.47
TOTAL						1,060,381.86		1,093,975.25	33,593.39	20,381	1.86
TOTAL PRINCIPAL INVESTMENTS						1,746,959.95		1,803,643.12	56,683.17	47,308	2.62

Notes

Δ Debt Instruments purchased at a premium show amortization
 θ Debt Instruments purchased at a discount show accretion
 1 Some agency securities are not backed by the full faith and credit of the United States government.
 *** Rating currently unavailable or not rated/unrated as provided by Rating Agency or recognized industry wide third party vendor source.
 For Credit Ratings S&P and Moody's provide credit ratings on the credit quality of certain bonds and preferred stocks. For a credit enhanced security, Moody's and S&P publish and provide third party vendors the higher of the rating on the credit enhancer (guarantor) or the stand alone rating on the underlying security.

+

001

9883

29 of 87

THE RUSKIN-ZAFREN FOUNDATION

Account Number 795-74C37

January 30, 2010 - February 26, 2010

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS		Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
CASH		0.74	0.74		.74		
CMA MONEY FUND		4,383.00	4,383.00	1.0000	4,383.00	2	04
TOTAL			4,383.74		4,383.74	2	.04
TOTAL INCOME INVESTMENTS			4,383.74		4,383.74	1	04

LONG PORTFOLIO		Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS		1,751,343.69	1,808,026.86	56,683.17	4,846.84	47,310	2.62

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
02/01	Interest Credit		AT&T INC GLB	687.50		
			05.500% FEB 01 2018 INTEREST CREDIT			
02/05	Accrd Int Paid		PAY DATE 02/01/2010 U.S. TREASURY NOTE	(259.15)		
			2.375% AUG 31 2014 BUY ACCRUED INT			
			EXCD CREDIT SUISSE SECUR (USA) LLC			
02/16	Interest Credit		CISCO SYSTEMS INC GLB	618.75		
			04.950% FEB 15 2019			

+

001

9883

30 of 87