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Form **990-PF**Department of the Treasury
Internal Revenue Service**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

07/01, 2009, and ending

06/30, 2010

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

JOSEPH S. & DIANE H. STEINBERG 1992
CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

A Employer identification number

13-7002791

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

315 PARK AVENUE SOUTH, 20TH FLR

City or town, state, and ZIP code

NEW YORK, NY 10010-3607

B Telephone number (see page 10 of the instructions)

() -

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization ☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c), line

16) ▶ \$ 41,637,446.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) _____

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

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not 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)

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☐ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	10.	10.	10.	ATCH 1
4	Dividends and interest from securities	1,778,962.	1,778,962.	1,778,962.	ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-1,557,822.			
b	Gross sales price for all assets on line 6a 15,266,975.				
7	Capital gain net income (from Part IV, line 2)			64,273.	
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-29,306.	-29,306.	-29,306.	ATCH 3
12	Total. Add lines 1 through 11	191,844.	1,749,666.	1,813,939.	
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	9,250.	0.	0.	0.
c	Other professional fees (attach schedule)	269,466.	269,466.	269,466.	
17	Interest	33,917.	33,917.	33,917.	
18	Taxes (attach schedule) (see page 14 of the instructions)	13,937.	13,187.	13,187.	
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	326,570.	316,570.	316,570.	0.
25	Contributions, gifts, grants paid	3,159,445.			3,159,445.
26	Total expenses and disbursements. Add lines 24 and 25	3,486,015.	316,570.	316,570.	3,159,445.
27	Subtract line 26 from line 12	-3,294,171.			
a	Excess of revenue over expenses and disbursements		1,433,096.		
b	Net investment income (if negative, enter -0-)			1,497,369.	
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	8,535,570.	4,717,330.	4,717,330.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) <u>ATCH 8</u>	5,670,433.	2,000,000.	2,197,387.
	c Investments - corporate bonds (attach schedule) <u>ATCH 9</u>	21,324,765.	27,838,484.	24,252,403.
	Liabilities	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶		
12 Investments - mortgage loans				
13 Investments - other (attach schedule) <u>ATCH 10</u>		12,170,314.	7,802,215.	10,470,326.
14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		47,701,082.	42,358,029.	41,637,446.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)				
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	47,701,082.	42,358,029.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances (see page 17 of the instructions)	47,701,082.	42,358,029.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	47,701,082.	42,358,029.		

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	47,701,082.
2 Enter amount from Part I, line 27a	2	-3,294,171.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	44,406,911.
5 Decreases not included in line 2 (itemize) ▶ <u>ATTACHMENT 11</u>	5	2,048,882.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,358,029.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-1,557,822.
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	64,273.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	3,613,461.	44,189,002.	0.081773
2007	3,583,693.	47,455,657.	0.075517
2006	2,634,661.	40,801,191.	0.064573
2005	3,096,109.	39,081,086.	0.079223
2004	2,346,493.	33,261,080.	0.070548

2 Total of line 1, column (d)	2	0.371634
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	0.074327
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	39,778,915.
5 Multiply line 4 by line 3	5	2,956,647.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,331.
7 Add lines 5 and 6	7	2,970,978.
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	3,159,445.

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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	14,331.
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	
3	Add lines 1 and 2	3	14,331.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	14,331.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	154,738.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	154,738.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	140,407.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 140,407. Refunded	11	

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?		X
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) NY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV 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 ATTACHMENT 12		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ☐ MR. JOSEPH S. STEINBERG Telephone no ☐ 212-460-1943 Located at ☐ 315 PARK AVE. SOUTH, N.Y., N.Y. ZIP + 4 ☐ 10010			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ X and enter the amount of tax-exempt interest received or accrued during the year ☐ 15 0.			

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)? ☐ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) ☐	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) ☐	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? ☐	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? **5b** ☒ X
Organizations relying on a current notice regarding disaster assistance check here ☒ X

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? **6b** ☐ X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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
ATTACHMENT 13		0.	0.	0.

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

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

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

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
NOT APPLICABLE		

Total number of others receiving over \$50,000 for professional services **NONE****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 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 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 NOT APPLICABLE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	36,097,213.
b	Average of monthly cash balances	1b	4,287,472.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	40,384,685.
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	0.
3	Subtract line 2 from line 1d	3	40,384,685.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	605,770.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,778,915.
6	Minimum investment return. Enter 5% of line 5	6	1,988,946.

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

1	Minimum investment return from Part X, line 6	1	1,988,946.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	14,331.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,331.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,974,615.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,974,615.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,974,615.

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	3,159,445.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
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	3,159,445.
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	14,331.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,145,114.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,974,615.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004	921,480.			
b From 2005	1,200,347.			
c From 2006	681,771.			
d From 2007	1,526,634.			
e From 2008	1,422,809.			
f Total of lines 3a through e	5,753,041.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 3,159,445.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				1,974,615.
e Remaining amount distributed out of corpus	1,184,830.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,937,871.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
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)	921,480.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	6,016,391.			
10 Analysis of line 9				
a Excess from 2005	1,200,347.			
b Excess from 2006	681,771.			
c Excess from 2007	1,526,634.			
d Excess from 2008	1,422,809.			
e Excess from 2009	1,184,830.			

Form 990-PF (2009)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

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

ATTACHMENT 14

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

N/A

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

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

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

N/A

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

A LETTER REFLECTING NEED AND IRC SECTION 501(C)(3) STATUS OF CHARITY.

c Any submission deadlines

NONE

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

NONE

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 Paid during the year ATTACHMENT 15				
Total.			▶ 3a	3,159,445.
b Approved for future payment				
Total.			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 28 to verify calculations)

NOT APPLICABLE

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d	If the answer to any of the above is "Yes," complete the following schedule			
	Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation			
	If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here

Signature of officer or trustee

Date /

Title

**Paid
Preparer's
Use Only**

Preparer's
signature

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

► Kenneth Rosenberg CRA

Date _____

CPA, P.C.

Check if self-employed ☐

Preparer's identifying
number (See **Signature** on
page 30 of the instructions)

KENNETH M. ROSENBERG, CPA, P.C.
80 NEPTUNE AVENUE
WOODMERE, NY 11791

FIN 11-3048330

Phone no 516-374-5400

Form **990-PF** (2009)

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust **JOSEPH S. & DIANE H. STEINBERG 1992**
CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

Employer identification number
13-7002791

Note: Form 5227 filers need to complete **only Parts I and II**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 73,709.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3 -9,436.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back					5 64,273.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -850,406.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8 -771,689.
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					12 -1,622,095.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		64,273.
14 Net long-term gain or (loss):			
a Total for year	14a		-1,622,095.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		-1,557,822.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	(3,000)
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23.	25		
26 Subtract line 25 from line 24.	26		
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31. ☐ No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)		30	
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).		31	
32 Add lines 30 and 31		32	
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).		33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).		34	

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2009

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

JOSEPH S. & DIANE H. STEINBERG 1992

Employer identification number

13-7002791

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	73,709.
--	---------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-850,406.
--	-----------

JSA

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-9,436.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-771,689.	
9,410.		CIT GROUP 24,167 SHRS 645,180.					10/05/2007 -635,770.	07/16/2009
43,632.		ICF INT'L 1706 SHRS 10,407.					06/29/2009 33,225.	07/08/2009
52,516.		ICF INT'L 1780 SHRS 10,858.					09/27/2007 41,658.	10/21/2009
42,370.		ICF INT'L 1779 SHRS 10,852.					09/27/2002 31,518.	04/23/2010
26,427.		MAGNA ENTERTAINMENT 26,427.					07/14/2007	05/12/2010
25,000.		MASS MUNI BOND 25,000.					05/16/2008	01/11/2010
7,853,982.		PER STATE STREET STMNT 7,594,012.					07/19/2009 259,970.	12/31/2009
2,628,111.		PER STATE STREET STMNT 2,866,577.					01/01/2008 -238,466.	12/31/2009
2,395,502.		PER STATE STREET STMNT 2,415,882.					01/01/2010 -20,380.	06/30/2010
1,310,146.		PER STATE STREET STMNT 1,280,051.					01/02/2009 30,095.	06/30/2010
42,870.		PER UBS STMNT EURO PUT 4,688.					07/03/2008 38,182.	07/03/2009
1,156,997.		PER WELLS FARGO STMNT 1,406,715.					07/01/2009 -249,718.	12/31/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
446,397.		PER WELLS FARGO STMNT 525,838.					01/01/2008 -79,441.	12/31/2009
14,740.		PER WELLS FARGO STMNT 2,310.					09/16/2009 12,430.	09/24/2009
TOTAL GAIN (LOSS)							<u>-1557822.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
HSBC	10.	10.	10.
TOTAL	<u>10.</u>	<u>10.</u>	<u>10.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
STATE ST. INTEREST	352,135.	352,135.	352,135.
STATE ST. BOND INTEREST	1,009,054.	1,009,054.	1,009,054.
STATE ST. DIVIDEND	5,777.	5,777.	5,777.
JP MORGAN CHASE-DIVIDEND	19,360.	19,360.	19,360.
JP MORGAN CHASE-INTEREST	106,437.	106,437.	106,437.
JP MORGAN CHASE-US GOV'T INTEREST	2,813.	2,813.	2,813.
PARTNERSHIP K-1 INTEREST INCOME	121,494.	121,494.	121,494.
PARTNERSHIP K-1 DIVIDEND INCOME	161,892.	161,892.	161,892.
TOTAL	<u>1,778,962.</u>	<u>1,778,962.</u>	<u>1,778,962.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER INCOME FROM K-1'S	-29,306.	-29,306.	-29,306.
TOTALS	-29,306.	-29,306.	-29,306.

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING AND TAX PREPARATION	9,250.			
TOTALS	<u>9,250.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
FROM K-1 OTHER DEDUCTIONS	132,584.	132,584.	132,584.
BANK CHARGES	20,567.	20,567.	20,567.
PORTFOLIO MNGMNT FEE	116,315.	116,315.	116,315.
TOTALS	<u>269,466.</u>	<u>269,466.</u>	<u>269,466.</u>

ATTACHMENT 6FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INVESTMENT INTEREST PER K-1	33,917.	33,917.	33,917.
TOTALS	<u>33,917.</u>	<u>33,917.</u>	<u>33,917.</u>

ATTACHMENT 7FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
NEW YORK DEPT. OF LAW	750.		
INTERNAL REVENUE SERVICE	0.		
FOREIGN TAXES PAID	1,085.	1,085.	1,085.
FOREIGN TAXES PER K-1	12,102.	12,102.	12,102.
TOTALS	<u>13,937.</u>	<u>13,187.</u>	<u>13,187.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WELLS FARGO	2,401,280.	0.	0.
CONGRESSIONAL EFFECT FUND	1,000,000.	1,000,000.	981,336.
CBM PARTNERS FUND	1,000,000.	1,000,000.	1,216,051.
STATE ST-EQUITY ASSETS	1,269,153.	0.	0.
TOTALS	<u>5,670,433.</u>	<u>2,000,000.</u>	<u>2,197,387.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STATE ST-GOVT	2,719,340.	42,249.	46,941.
ARAFURA HLDNGS	95,320.	95,320.	95,320.
STATE ST CORP BONDS	10,056,832.	14,762,327.	15,014,283.
STATE ST FOREIGN ASSETS	2,772,419.	2,049,433.	2,080,954.
JORDAN INDUSTRIES	2,954,606.	2,954,606.	151,731.
STATE ST-FIXED INCOME	1,079,478.	0.	0.
JP MORGAN CHASE-BEAR	1,646,770.	7,934,549.	6,863,174.
TOTALS	<u>21,324,765.</u>	<u>27,838,484.</u>	<u>24,252,403.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 10

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PALISADES VENTURES LP	497,657.	400,958.	440,435.
HIGH RISE PARTNERSHIP LP	3,953,623.	3,397,882.	4,143,845.
SEAMANS GLOBAL INCOME	1,078,540.	752,317.	1,087,036.
CM EQUITY PARTNERSHIP LP	263,827.	142,619.	50,893.
NEW CENTURY LP	3,066,733.	638,239.	1,418,201.
PSS PE LP	500,000.	500,000.	500,000.
POWER SHARES DB COMM INDX	47,103.	0.	0.
CENTERBRIDGE PARTNERS	681,790.	762,092.	1,126,086.
ACACIA PARTNERS	1,313,378.	567,612.	977,827.
ASSOCIATED PARTNERS	767,663.	640,496.	726,003.
TOTALS	<u>12,170,314.</u>	<u>7,802,215.</u>	<u>10,470,326.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

BOOK VERSUS TAX DIFFERENCES

2,048,882.

TOTAL

2,048,882.

JOSEPH S. & DIANE H. STEINBERG 1992

13-7002791

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 12

NAME AND ADDRESS

DATE

JOSEPH S. STEINBERG
84 REMSEN STREET
BROOKLYN, NY 11201

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOSEPH S. STEINBERG, TRUSTEE 84 REMSEN STREET BROOKLYN, NY 11201	TRUSTEES	0.	0.	0.
DIANE H. STEINBERG, TRUSTEE 84 REMSEN STREET BROOKLYN, NY 11201	TRUSTEE	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

MR. JOSEPH STEINBERG IS A TRUSTEE OF THE JOSEPH & DIANE H. STEINBERG 1992 CHARITABLE TRUST. MR. STEINBERG HAS CONTRIBUTED MORE THAN 2% OF THE TOTAL CONTRIBUTIONS IN PRIOR YEARS. NO CONTRIBUTIONS WERE MADE THIS YEAR. MR. STEINBERG DOES NOT MANAGE THE INVESTMENTS OF THE TRUST.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
NEW YORK UNIVERSITY 5 WASHINGTON SQUARE NORTH NEW YORK, NY 10003	NONE 501 (C) (3)		CHARITABLE	513,000
SOUTH FORK NATURAL HISTORY PO BOX NATURE AMAGANSETT, NY 11930	NONE 501 (C) (3)		CHARITABLE	10,000.
CONGREGATION MT. SINAI 250 CADMAN PLAZA WEST BROOKLYN HEIGHTS, NY 11201	NONE 501 (C) (3)		CHARITABLE	46,000
ST ANN CENTER WAREHOUSE 70 WASHINGTON STREET BROOKLYN, NY 11201	NONE 501 (C) (3)		CHARITABLE	103,063
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVE BROOKLYN, NY 11217	NONE 501 (C) (3)			215,028
BCRP 789 WASHINGTON AVENUE BROOKLYN, NY 11238	NONE 501 (C) (3)		CHARITABLE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE FOUNDATION FOR JEWISH CAMPUS LIFE 800 EIGHT STREET NW WASHINGTON, DC 20001		NONE 501 (C) (3)	CHARITABLE	50,000
CORO NY LEADERSHIP CTR 42 BROADWAY NEW YORK, NY 10004		NONE 501 (C) (3)	CHARITABLE	10,000.
PARK SLOPE JEWISH CTR 8TH AVE 14TH STREET BROOKLYN, NY 11215		NONE 501 (C) (3)	CHARITABLE	50,000
BROOKLYN BOTANIC GARDEN 1000 WASHINGTON AVE BROOKLYN, NY 11225		NONE 501 (C) (3)	CHARITABLE	612,574
CENTER FOR JEWISH HISTORY 15 WEST 16TH STREET NEW YORK, NY 10011		NONE 501 (C) (3)	CHARITABLE	25,000
AMERICAN SEPHARDI FEDERATION 15 WEST 16TH ST NEW YORK, NY 10011		NONE 501 (C) (3)	CHARITABLE	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
FRIENDS OF HIGHLINE 529 W 20TH STREET NEW YORK, NY 10011	NONE 501(C) (3)		CHARITABLE	1,000
AMOS TUCK SCHOOL ANNUAL GIVING (DARTMOUTH) 100 TUCK HALL HANOVER, NH 03755	NONE 501(C) (3)		CHARITABLE	25,000.
PARTNERSHIP FOR CHILDREN'S RIGHTS 271 MADISON AVENUE NEW YORK, NY 10016	NONE 501(C) (3)		CHARITABLE	5,000.
COMMUNITY WORKS 55 WEST END AVENUE NEW YORK, NY 10023	NONE 501(C) (3)		CHARITABLE	25,000.
FOUNDATION FOR FIGHTING BLINDNESS 12348 HIGH BLUFF DRIVE SAN DIEGO, CA 92130	NONE 501(C) (3)		CHARITABLE	868
AMERICAN JEWISH HISTORICAL SOCIETY 162 WEST 56TH STREET, SUITE 405 NEW YORK, NY 10019	NONE 501(C) (3)		CHARITABLE	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST JOSEPH HIGH SCHOOL 80 WILLOUGHBY STREET BROOKLYN, NY 11201	NONE 501 (C) (3)	CHARITABLE	5,000.
AMERICAN FRIENDS OF SHALVA 315 FIFTH AVENUE NEW YORK, NY 10016	NONE 501 (C) (3)	CHARITABLE	190,000
THE NEW YORK FOUNDATION FOR THE ARTS 20 5 STREET BROOKLYN, NY 11201	NONE 501 (C) (3)	CHARITABLE	25,000
AMERICAN FRIENDS OF ALYN HOSPITAL 51 EAST 42ND STREET NEW YORK, NY 10017	NONE 501 (C) (3)	CHARITABLE	1,800
UC SAN DIEGO FNDTN 9500 GILMAN DR LA JOLLA, CA 92093	NONE 501 (C) (3)	CHARITABLE	50,000
BOWDOIN COLLEGE 4100 COLLEGE STATION BRUNSWICK, ME 04011	NONE 501 (C) (3)	CHARITABLE	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
LEADERSHIP PREP 141 MACON STREET BROOKLYN, NY	NONE 501 (C) (3)		CHARITABLE	50,000.
BROOKLYN CHILDREN'S MUSUEM 145 BROOKLYN AVE. BROOKLYN, NY 11201	NONE 501 (C) (3)		CHARITABLE	1,650.
STRIVE INTERNATIONAL 240 E 123RD STREET NEW YORK, NY 10035	NONE 501 (C) (3)		CHARITABLE	25,000
PROJECT EZRA 197 E.BROADWAY NEW YORK, NY 10002	NONE 501 (C) (3)		CHARITABLE	1,800.
HANNAH SENESH COMMUNITY DAY SCHOOL 215 PACIFIC ST BROOKLYN, NY 11201	NONE 501 (C) (3)		CHARITABLE	100,000
SHERIDAN ARTS FNDTN 110 N OAK STREET TELLURIDE, CO 81435	NONE 501 (C) (3)		CHARITABLE	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ACRIA 230 W 38TH STREET NEW YORK, NY 10018	NONE 501 (C) (3)		CHARITABLE	5,000
ORT OCEAN HILLS 215 WEST ACACIA AVENUE EL SEGUNDO, CA 90245	NONE 501 (C) (3)		CHARITABLE	500.
COMMUNITY ROOTS CHARTER SCHOOL 51 ST EDWARD STREET BROOKLYN, NY 11205	NONE 501 (C) (3)		CHARITABLE	10,000.
COLUMBIA UNIVERSITY 1161 FORT WASHINGTON AVENUE NEW YORK, NY 10032	NONE 501 (C) (3)		CHARITABLE	50,000
NATIONAL BOOK FOUNDATION 95 MADISON AVENUE NEW YORK, NY 10016	NONE 501 (C) (3)		CHARITABLE	700
BROOKLYN MUSUEM 200 EASTERN PKWY BROOKLYN, NY 11238	NONE 501 (C) (3)		CHARITABLE	132,840.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
POLY PREP COUNTRY DAY SCHOOL 9216 SEVENTH AVENUE BROOKLYN, NY 11228	NONE 501(C) (3)		CHARITABLE	90,220.
CITY CENTER 55TH STREET 130 WEST 56TH ST. NEW YORK, NY 10019	NONE 501(C) (3)		CHARITABLE	112,991
UNIVERSITY OF COLORADO 4740 WALNUT BOULDER, CO 80301	NONE 501(C) (3)		CHARITABLE	115,000
ADAPTIVE SPORTS FOUNDATION 100 SILVERMAN WAY WINDHAM, NH 12496	NONE 501(C) (3)		CHARITABLE	1,000
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE 711 3RD AVENUE NEW YORK, NY 10017	NONE 501(C) (3)		CHARITABLE	50,000
BALBOA ART CONSERVATION CENTER PO BOX 3755 SAN DIEGO, CA 92163	NONE 501(C) (3)		CHARITABLE	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE WHITE PLAINS, NY 10605	NONE 501(C)(3)	CHARITABLE	25,000.
PG FAMILY 1841 BROADWAY NEW YORK, NY 10023	NONE 501(C)(3)	CHARITABLE	20,000
JEWISH NATIONAL FUND 215 RIDGEDALE AVENUE FLORHAM PARK, NJ 07932	NONE 501(C)(3)	CHARITABLE	1,800
PARTNERS IN HEALTH PO BOX 845578 BOSTON, MA 02284	NONE 501(C)(3)	CHARITABLE	1,800
THE JEWISH MUSEUM 1109 FIFTH AVENUE NEW YORK, NY 10128	NONE 501(C)(3)	CHARITABLE	15,000
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	NONE 501(C)(3)	CHARITABLE	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
GIRL SCOUT COUNCIL 43 WEST 23RD STREET NEW YORK, NY 10010	NONE 501 (C) (3)		CHARITABLE	1,000
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE ARLINGTON, VA 22202	NONE 501 (C) (3)		CHARITABLE	1,000.
US SKI & SNOWBOARD TEAM FNDTN 1 VICTORY LANE PARK CITY, UT 84060	NONE 501 (C) (3)		CHARITABLE	9,000
THE DELORES & DANIEL MANGIERO FNDTN 15 DUNKIN STREET STATEN ISLAND, NY 10304	NONE 501 (C) (3)		CHARITABLE	10,000
MAZON 1990 S BUNDY DRIVE LOS ANGELES, CA 90025	NONE 501 (C) (3)		CHAITABLE	18,000
MADISON SQUARE PARK CONSERVANCY 11 MADISON AVENUE NEW YORK, NY 10010	NONE 501 (C) (3)		CHARITABLE	16,485.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WHEATON COLLEGE 26 E MAIN STREET NORTON, MA 02766	NONE 501(C) (3)	CHARITABLE	25,000
DANSPLACE PROJECT 131 EAST 10TH STREET NEW YORK, NY 10003	NONE 501(C) (3)	CHARITABLE	3,993.
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY	NONE 501(C) (3)	CHARITABLE	63,333.
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK, NY 10027	NONE 501(C) (3)	CHARITABLE	25,000
TOTAL CONTRIBUTIONS PAID			<u>3,159,445.</u>