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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service**or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****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 **SEP 1, 2009**, and ending **AUG 31, 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 THE GOTTESMAN FUND		A Employer identification number 52-6061469
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number 202-785-2727
	City or town, state, and ZIP code WASHINGTON, DC 20036		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 258,945,062. (Part I, column (d) must be on cash basis)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	3,526,521.		N/A	STATEMENT 1
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,377.	3,377.		
	4 Dividends and interest from securities	4,238,123.	4,238,123.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,855,752.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		4,334,447.		
	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)					
11 Other income	-819,362.	-819,362.		STATEMENT 1	
12 Total. Add lines 1 through 11	11,804,411.	7,756,585.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	273,805.	0.		273,805.
	15 Pension plans, employee benefits	20,833.	0.		20,833.
	16a Legal fees STMT 2	48,921.	0.		48,921.
	b Accounting fees STMT 3	35,994.	35,994.		0.
	c Other professional fees STMT 4	59,125.	0.		59,125.
	17 Interest				
	18 Taxes STMT 5	182,346.	82,346.		0.
	19 Depreciation and depletion				
	20 Occupancy	12,196.	6,098.		6,098.
	21 Travel, conferences, and meetings	1,580.	0.		1,580.
	22 Printing and publications				
	23 Other expenses STMT 6	44,174.	37,145.		7,029.
	24 Total operating and administrative expenses. Add lines 13 through 23	678,974.	161,583.		417,391.
	25 Contributions, gifts, grants paid	13,921,375.			13,921,375.
26 Total expenses and disbursements. Add lines 24 and 25	14,600,349.	161,583.		14,338,766.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,795,938.				
b Net investment income (if negative enter -0-)		7,595,002.			
c Adjusted net income (if negative, enter -0-)			N/A		

G18 14

Part II Balance Sheets		Beginning of year	End of year	
Attached schedules and amounts in the description column should be for end-of-year amounts only		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,937,705.	615,911.	615,911.
	3 Accounts receivable ▶ 2,000,000.			
	Less: allowance for doubtful accounts ▶	2,000,000.	2,000,000.	2,000,000.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	5,508.	10,104.	10,104.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	230,711,307.	229,274,533.	256,319,047.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	234,654,520.	231,900,548.	258,945,062.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	234,654,520.	231,900,548.		
30 Total net assets or fund balances	234,654,520.	231,900,548.		
31 Total liabilities and net assets/fund balances	234,654,520.	231,900,548.		

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	234,654,520.
2 Enter amount from Part I, line 27a	2	-2,795,938.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	41,966.
4 Add lines 1, 2, and 3	4	231,900,548.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	231,900,548.

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 STATEMENT 11					
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			4,334,447.		
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			4,334,447.		
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	4,334,447.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	12,472,128.	249,073,867.	.050074
2007	15,034,260.	284,609,443.	.052824
2006	15,730,951.	292,539,671.	.053774
2005	10,319,845.	262,688,777.	.039285
2004	8,620,415.	234,501,656.	.036761
2 Total of line 1, column (d)			2 .232718
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 .046544
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 244,659,495.
5 Multiply line 4 by line 3			5 11,387,432.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 75,950.
7 Add lines 5 and 6			7 11,463,382.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 14,338,766.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	75,950.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	75,950.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	75,950.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	216,394.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	216,394.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	140,444.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 140,444. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► DAVID S. GOTTESMAN Telephone no. ► 212-756-3333
 Located at ► FIRST MANHATTAN CO, 437 MADISON AVE, NEW YORK, NY ZIP+4 ► 10022

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

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

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

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

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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)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DIANE EIDMAN 73 E LINDEN AVE, ENGLEWOOD, NJ 07631	DIRECTOR 35.00	273,805.	20,833.	1,100.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DAVID HARMAN 6 WEST 77TH ST, NEW YORK, NY 10024	CONSULTING	59,125.

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 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
	0.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	245,100,660.
b	Average of monthly cash balances	1b	1,276,808.
c	Fair market value of all other assets	1c	2,007,806.
d	Total (add lines 1a, b, and c)	1d	248,385,274.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	248,385,274.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,725,779.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	244,659,495.
6	Minimum investment return. Enter 5% of line 5	6	12,232,975.

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

1	Minimum investment return from Part X, line 6	1	12,232,975.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	75,950.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	75,950.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,157,025.
4	Recoveries of amounts treated as qualifying distributions	4	41,964.
5	Add lines 3 and 4	5	12,198,989.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,198,989.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	14,338,766.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,338,766.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	75,950.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,262,816.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				12,198,989.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			5,805,053.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 14,338,766.				
a Applied to 2008, but not more than line 2a			5,805,053.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				8,533,713.
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:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				3,665,276.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	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				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

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

▶

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter.

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV	Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)
----------------	--

- ### 1 Information Regarding Foundation Managers:

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

SEE STATEMENT 10

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

NONE

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

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

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

NONE

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

NONE

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

- | | | |
|--|---------------------|-------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | <p>Yes</p> |
| | <p>1a(1)</p> | |
| | <p>1a(2)</p> | |
| | <p>1b(1)</p> | |
| | <p>1b(2)</p> | |
| | <p>1b(3)</p> | |
| | <p>1b(4)</p> | |
| | <p>1b(5)</p> | |
| | <p>1b(6)</p> | |
| | <p>1c</p> | |



	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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
N/A		

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

Sign Here	Signature of officer or trustee 		Date 3/15/11		Title PRESIDENT	
	Preparer's signature 		Date 3-11-11		Check if self-employed <input checked="" type="checkbox"/>	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code RICHARD I. MARK, C.P.A. 176 EAST 71ST STREET NEW YORK, NY 10021				Preparer's identifying number P01081651	
					EIN <input type="checkbox"/>	
				Phone no. 212-756-3210		

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

Employer identification number

THE GOTTESMAN FUND

52-6061469

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).

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

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

Name of organization

Employer identification number

THE GOTTESMAN FUND

52-6061469

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DAVID S. GOTTESMAN 26 ISLAND DRIVE RYE, NY 10580	\$ 3,526,521.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

52-6061469

[illegible]

Name of organization

Employer identification number

THE GOTTESMAN FUND**52-6061469**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

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

The Gottesman Fund
Tax ID 52-6061469
Contributions Received
For the year ended August 31, 2010

Form 990-PF, Part I - Line 1, column A

<u>Contributor</u>	<u>Shares</u>	<u>Description</u>	<u>Date of Contribution</u>	<u>FMV</u>
David S. Gottesman	30,158	Loews Corp	05/11/10	1,053,721
26 Island Drive	20,000	IBM	06/08/10	2,472,800
Rye, NY 10580				
Total David S Gottesman				<u>3,526,521</u>
TOTAL CONTRIBUTIONS				<u><u>3,526,521</u></u>

FORM 990-PF

LEGAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	48,921.	0.		48,921.
TO FM 990-PF, PG 1, LN 16A	48,921.	0.		48,921.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	35,994.	35,994.		0.
TO FORM 990-PF, PG 1, LN 16B	35,994.	35,994.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	59,125.	0.		59,125.
TO FORM 990-PF, PG 1, LN 16C	59,125.	0.		59,125.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	82,346.	82,346.		0.
EXCISE TAX	100,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	182,346.	82,346.		0.

The Gottesman Fund
Tax ID. 52-6061469
Other Income and Expenses
For the year ended August 31, 2010

Form 990-PF, Part I - Line 11 - Other Income

	<u>Column A</u>	<u>Column B</u>
Share of Partnership income/(loss)		
B III Capital Partners	(206)	(206)
Cerberus Asia	(130,413)	(130,413)
Cerberus FIM Investors Holdco	(652,325)	(652,325)
First De Novo	(33,303)	(33,303)
Second First Save Associates	(3,576)	(3,576)
Vaxa Capital Partners II LLC	(64)	(64)
Miscellaneous	525	525
Total - Other Income	<u>(819,362)</u>	<u>(819,362)</u>

Part I - Line 23 - Other Expenses

	<u>Column A</u>	<u>Column B</u>	<u>Column D</u>
Secretarial and Bookkeeping	4,000	-	4,000
Investment Expenses	33,718	33,718	-
Miscellaneous	6,456	3,427	3,029
Total - Other Expenses	<u>44,174</u>	<u>37,145</u>	<u>7,029</u>

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION

AMOUNT

RECOVERIES OF AMOUNTS TREATED AS QUALIFYING DISTRIBUTIONS	41,964.
ROUNDING	2.

TOTAL TO FORM 990-PF, PART III, LINE 3	41,966.
--	---------

The Gottesman Fund
Tax ID 52-6061469
Investments
August 31, 2010

Form 990-PF, Part II, Line 10(b)

	Cost	Fair Market Value
Ariel Fund	2,500,000	3,737,240
B III Capital Partners LP	421,968	12,306
BLMIS LLC	19,880,294	-
Blocker Corp	17,802,179	-
Cerberus Asia Partners II LP	609,648	606,548
CRC Global Structured Credit Fund Ltd	3,489,758	5,290,893
D Gordon Overseas Fund Ltd	-	-
First Biomed Ltd	5,000,000	9,549,940
First De Novo	1,947,735	1,503,372
First Health Ltd	5,000,000	21,517,872
GMAC, Inc (formerly Cerberus FIM Investors Holdco LLC)	48,782	-
Gotham Partners International Ltd	-	-
GS Investment Partners	9,998,851	10,162,052
Institutional Investment Fund Ltd	-	-
Millennium International Ltd	10,000,000	15,073,394
Mulberry Offshore Fund Ltd	56,000	73,076
Redwood Offshore Fund	5,500,000	22,891,336
Second First Save Associates LP	762,984	768,083
Styx International Fund (formerly Long Horizon Overseas Fund Ltd)	-	5,691,928
VAXA Capital Partners II LLC	(46,268)	1,670
Dreyfus Treasury Prime Cash Institutional	19,719,520	19,719,520
Unrealized Appreciation on Contributed Securities	8,192,598	-
Securities - Stmt. 8A	118,390,484	139,719,817
Total, Line 10(b)	229,274,533	256,319,047

The Gottesman Fund
Tax ID 52-6061469
Cost and Fair Market Value of Securities
August 31, 2010

	<u>Book Value</u>	<u>Fair Market Value</u>
Through First Manhattan Co		
Statement 8B - A/C 2220	\$ 39,119,616	\$ 40,664,543
Statement 8C - A/C 2238	62,448,095	79,571,293
Statement 8D - A/C 2246	6,200,505	7,171,538
Statement 8E - A/C 4531	2,946,921	2,875,057
Statement 8F - A/C 7533	7,675,348	9,437,387
	<u>\$ 118,390,484</u>	<u>\$ 139,719,817</u>

<u>Shares</u>	<u>Security Description</u>	<u>Original Cost</u>	<u>Market Value</u>
COMMON STOCKS			
3,030	AOL INC	89,022	67,327
62,000	ALTRIA GROUP INC COM	1,017,583	1,383,840
1,500	AMERICAN ATLANTIC CO	17,669	23,400
60,000	AMERICAN WTR WKS CO INC NEW CM	1,169,067	1,354,800
50,000	BP PLC SPONS ADR	2,777,980	1,741,500
23,700	BANK OF AMERICA COM	358,897	295,302
30,000	BECTON DICKINSON & CO	1,957,274	2,045,700
20,000	CBS CORP CL A COM	548,860	276,600
4,964	CONSOLIDATED-TOMOKA LAND CO	68,255	134,326
4,020	DISCOVERY COMM INC SER A	59,593	151,755
6,040	DISCOVERY COMM INC SER C	79,175	204,152
15,000	EXXON MOBIL CORP COM	1,027,548	886,650
70,000	GENERAL ELECTRIC CO	2,226,125	1,013,600
3,850	ITT INDUSTRIES INC	218,831	163,625
42,000	JOHNSON & JOHNSON	704,549	2,394,840
40,000	KELLOGG CO	1,657,795	1,987,200
40,000	KRAFT FOODS INC CL A	1,189,826	1,196,400
20,000	MCDONALDS CORPORATION	1,142,353	1,461,200
70,000	MICROSOFT CORP	1,738,118	1,643,600
6,872	MILLS MUSIC TRUST UBI	262,854	232,274
10,000	NYSE EURONEXT COM	244,574	277,400
59,100	PFIZER INC	1,043,706	940,281
24,546	PHILIP MORRIS INTL INC COM	642,900	1,260,683
16,100	PRIME GROUP REALTY TRUST 9 0%	151,241	60,375
130	PRUDENTIAL GROUP INC	1,120	-
10,000	3M CO COM	618,410	785,500
33,333	TIME WARNER INC COM NEW	1,217,132	999,323
8,367	TIME WARNER CABLE INC	430,358	431,486
25,000	US BANCORP DEL NEW	748,560	520,000
10,000	UNITED TECHNOLOGIES CORP	534,918	652,100
204	WASHINGTON POST CO CL B	91,660	73,487
25,000	ZIMMER HLDGS INC	973,370	1,179,250
Group Total		<u>25,009,324</u>	<u>25,837,975</u>
EQUITY MUTUAL FUNDS			
232,121.587	FMC SELECT FUND ADVISORS INNER CIRCLE	4,342,668	3,983,206
Group Total		<u>4,342,668</u>	<u>3,983,206</u>
CORP & OTHER TAXBL			
100,000	MORGAN STANLEY DEAN WITTER CO 6 75% DUE 04/15/2011	91,125	103,710
500,000	BRASCAN CORP NT 7 125% 6/15/12	531,950	536,925
500,000	LEUCADIA NATL CORP SR SUB NT 7% 08/15/2013	425,250	530,000
500,000	SUNGARD DATA SYSTEMS INC NTS 9 125% 08/15/2013	382,750	510,625
500,000	DRESSER-RAND GROUP INC SR SUB NT 7 375% 11/01/2014	497,575	505,000
1,000,000	IRON MTN INC PA SR SUB NT 7 75% 01/15/2015	995,838	1,010,000
1,000,000	WRIGLEY WM JR CO SR NT 4 65% 07/15/2015	625,250	1,047,320
500,000	L-3 COMMUNICATIONS CORP SR SUB NT 6 375% 10/15/2015	498,825	511,875
500,000	DEAN FOODS CO NEW SR NT 7% 06/01/2016	471,325	468,750
200,000	SMALL BUSINESS ADMIN GTD REV P ARTN CTF 7 150% 03/01/17	20,466	20,835
Group Total		<u>4,540,353</u>	<u>5,245,040</u>
BOND MUTUAL FUNDS			
515,974 253	VANGUARD SHORT-TERM CORP FUND	5,227,270	5,598,321
Group Total		<u>5,227,270</u>	<u>5,598,321</u>
ACCOUNT TOTAL		<u>39,119,616</u>	<u>40,664,543</u>

THE GOTTESMAN FUND
Acct: 39Z-002238

EIN # 52-6061469
As of: 08/31/2010

<u>Shares</u>	<u>Security Description</u>	<u>Original Cost</u>	<u>Market Value</u>
COMMON STOCKS			
76,580	ERSTE BANK DER OESTERREICHISCH	4,515,571	2,787,184
50,000	RECKITT BENCKISER	865,752	2,507,126
14,000	ALCON INC COM SHS	1,955,701	2,268,700
53,600	TYCO INTL LTD SHS	1,915,471	2,000,888
150,000	INDUSTRIVARDEN AB C SHARES	719,033	1,730,405
293,200	SANDVIK AB SHS	4,223,240	3,483,835
195,900	SKF FRUEHER AB SVENSKA	3,291,762	3,528,116
100,479 994	ACTUANT CORP CLASS A	2,193,050	1,991,513
13,000	BP PLC SPONS ADR	661,146	452,790
50	BERKSHIRE HATHAWAY INC CL A	1,249	5,933,750
13,100	BROOKFIELD ASSET MGMT INC VTG	315,776	335,884
72,400	CANADIAN NATURAL RES LTD	1,832,392	2,323,316
88,097	DISCOVERY COMM INC SER A	1,189,916	3,325,662
88,097	DISCOVERY COMM INC SER C	1,097,611	2,977,679
58,101	DIRECTV COM CL A	1,260,878	2,203,190
39,950	DREW INDUSTRIES INC NEW	799,341	764,244
58,663 075	GETTY REALTY CORP NEW	866,309	1,456,604
33,000	GILEAD SCIENCES INC	1,110,063	1,051,380
99,785	LIBERTY GLOBAL INC COM SER A	1,829,161	2,746,083
82,285	LIBERTY GLOBAL INC COM SER C	1,340,017	2,266,129
59,072.764	MGIC INVESTMENT CORP-WIS AS OF 08/06/91	1,341,762	426,505
35,000	MACK-CALI REALTY CORP	619,044	1,079,750
80,900	MARINER ENERGY INC	1,538,665	1,851,801
111,750	NESTLE SA-SPONSORED ADR REPSTG REGD ORD	3,444,896	5,796,920
419,552 798	OLD REPUBLIC INTERNATIONAL	6,704,394	5,361,885
116,428 476	PMI GROUP INC	398,842	358,600
800	POLARIS INDUSTRIES INC	29,963	42,664
16,500	ROCKWELL COLLINS INC COM	581,191	889,845
50,000	ST JUDE MEDICAL INC	1,751,470	1,728,500
100,000	SUNTRUST BANKS INC	2,133,790	2,251,000
341,539	TCW CONVERTIBLE SECURITIES FUND INC	1,641,951	1,707,695
100,000	WELLS FARGO & CO NEW	2,454,365	2,355,000
Group Total		54,623,771	69,984,642
WARRANTS			
4,000	DIME BANCORP INC NEW WT	520	1,920
Group Total		520	1,920
CORP & OTHER TAXBL			
1,286,000	TEXTRON FINL CORP NTS 5 125% 11/01/2010	913,560	1,291,260
2,725,000	MARINER ENERGY INC SR NT 7 5% 04/15/2013	1,789,188	2,820,375
1,630,000	DRESSER-RAND GROUP INC SR SUB NT 7 375% 11/01/2014	1,621,925	1,646,300
925,000	UNITRIN INC SR NT 6% 05/15/2017	601,500	927,507
Group Total		4,926,173	6,685,441
TREAS BILL,COMM PPR			
1,300,000	U S TREASURY BILLS 09/09/2010	1,298,719	1,299,961
1,600,000	U S TREASURY BILLS 12/16/2010	1,598,911	1,599,328
Group Total		2,897,631	2,899,289
ACCOUNT TOTAL		62,448,095	79,571,293

THE GOTTESMAN FUND
Acct: 39Z-002246

EIN # 52-6061469
As of: 08/31/2010

<u>Shares</u>	<u>Security Description</u>	<u>Original Cost</u>	<u>Market Value</u>
CORP & OTHER TAXBL			
1,565,000	ESC CONSECO INC SR NT 144A 0% 06/15/2009	-	-
47,000	VIACOM INC GTD SR NT 6.625% 05/15/2011	45,597	48,802
500,000	GATX FINL CORP SR NT 6 273% 06/15/2011	486,590	513,805
640,000	BRASCAN CORP NT 7.125% 6/15/12	689,285	687,264
400,000	PAN PACIFIC RETAIL PPTYS INC NT 6 125% 01/15/2013	317,250	428,072
500,000	AT&T BROADBAND CORP NT 8 375% 03/15/2013	536,710	580,955
170,000	KIMCO RLTY CORP MED TERM NTS 5 190% 10/01/2013	118,650	180,878
500,000	ALTRIA GROUP INC GTD NT 7 750% 02/06/2014	523,305	587,760
500,000	CATERPILLAR FINL SVCS CORP MED TERM NTS 6 125% 02/17/2014	488,045	574,585
500,000	WESTERN UN CO NOTE 6 5% 02/26/2014	508,345	570,800
500,000	INGERSOLL RAND GLOBAL HLDG CO LTD 9 5% 04/15/2014	520,075	611,255
750,000	GENERAL ELEC CAP CORP MEDIUM TERM NTS 5 65% 06/09/2014	644,288	833,610
370,000	BEAR STEARNS COML MTG SECS INC COML MTG 6% 07/15/2031	301,625	379,291
500,000	COMM 2001 J1 COML MTG PASSTHRU CTF CL 7 026% 02/14/2034	470,075	505,425
600,000	TIAA SEASONED COML MTG TR 6.071% 08/15/2039	550,665	669,036
ACCOUNT TOTAL		<u>6,200,505</u>	<u>7,171,538</u>

THE GOTTESMAN FUND
Acct: 39Z-004531

EIN # 52-6061469
As of: 08/31/2010

<u>Shares</u>	<u>Security Description</u>	<u>Original Cost</u>	<u>Market Value</u>
COMMON STOCKS			
10,200	SMITHS GROUP PLC	195,229	179,471
20,000	COMCAST CORP NEW CL A SPL	431,878	321,400
3,500	FOREST OIL CORP COM	131,150	91,420
13,500	TELEDYNE TECHNOLOGIES INC COM	501,599	488,430
62,915	WEIGHT WATCHERS INTL INC NEW	1,687,065	1,794,336
ACCOUNT TOTAL		<u>2,946,921</u>	<u>2,875,057</u>

THE GOTTESMAN FUND
Acct: 54Z-007533

EIN # 52-6061469
As of: 08/31/2010

<u>Shares</u>	<u>Security Description</u>	<u>Original Cost</u>	<u>Market Value</u>
COMMON STOCKS			
148,700	PRIME INFRASTRUCTURE HOLDINGS	532,358	579,532
200	AFC ENTERPRISES INC COM	2,020	2,150
10,611	AVATAR HOLDINGS INC	392,109	184,844
41,000	BRINKER INTERNATIONAL INC	623,788	645,750
43,500	BROOKFIELD ASSET MGMT INC VTG	771,101	1,115,340
88,500	CARROLS RESTAURANT GROUP INC	512,060	387,630
9,215	CHESAPEAKE ENERGY CORP	185,179	190,566
51,630	DUNDEE CORP	386,053	546,762
35,593	JARDEN CORP COM	859,177	958,875
63,090	LEUCADIA NATIONAL	1,257,069	1,346,972
20,172	LIBERTY CAPITAL SER A	334,256	909,354
45,040	ONEX CORP-SUB VTG	804,984	1,188,470
11,193	SAFEGUARD SCIENTIFIC INC COM	91,462	128,720
6,275	SEMPRA ENERGY	290,978	319,523
24,475	TRIMAS CORP COM NEW	186,876	315,483
	Group Total	<u>7,229,470</u>	<u>8,819,970</u>
CORP & OTHER TAXBL			
120,000	SAFEGUARD SCIENTIFIC INC SR 10 125% 03/15/2014	85,050	127,200
354,000	JARDEN CORP SR SUB NT 7 5% 05/01/2017	246,748	360,638
124,000	RANGE RES CORP SR SUB NT 7 5% 10/01/2017	114,080	129,580
		<u>445,878</u>	<u>617,418</u>
	ACCOUNT TOTAL	<u><u>7,675,348</u></u>	<u><u>9,437,387</u></u>

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID S. GOTTESMAN 26 ISLAND DRIVE RYE, NY 10580	PRESIDENT 3.00	0.	0.	0.
ROBERT W GOTTESMAN 888 PARK AVE. NEW YORK, NY 10021	TREASURER 1.00	0.	0.	0.
RUTH L. GOTTESMAN 26 ISLAND DRIVE RYE, NY 10580	V.P. 1.00	0.	0.	0.
ALICE R. GOTTESMAN 437 MADISON AVE. NEW YORK, NY 10022	V.P. 1.00	0.	0.	0.
WILLIAM L. GOTTESMAN 100 OVERLAKE PARK BURLINGTON, VT 05401	V.P. 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

DAVID S. GOTTESMAN
ROBERT W GOTTESMAN
RUTH L. GOTTESMAN
ALICE R. GOTTESMAN
WILLIAM L. GOTTESMAN

The Gottesman Fund
Tax ID 52-6061469
Capital Gains and Losses
For the Year Ended August 31, 2010

Form 990-PF, Part IV

	<u>Total</u>	<u>Short-term gain/(loss)</u>	<u>Long-term gain/(loss)</u>
Through First Manhattan Co..			
Statement 11A - A/C 002220	1,571,503	95,872	1,475,631
Statement 11B - A/C 002238 - page 2	(183,769)	790,632	(974,401)
Statement 11C - A/C 002246	32,551	-	32,551
Statement 11D - A/C 004531	(233,327)	(308)	(233,018)
Statement 11E - A/C 007533 - page 2	(646,141)	93,861	(740,003)
Class action settlements	87,456	-	87,456
Disposition of partnership interests	2,454,448	-	2,454,448
Cash in lieu of fractional shares	74	-	74
Through BLMIS LLC	-	-	-
From Partnerships			
B III Capital Partners	1,042	-	1,042
Cerberus Asia Partners II LP	56,206	-	56,206
Second First Save	(108,078)	(107)	(107,971)
Styx International Fund	1,302,179	-	1,302,179
Other	303	-	303
Total	<u><u>4,334,447</u></u>	<u><u>979,950</u></u>	<u><u>3,354,496</u></u>

Realized Gain and Loss

THE GOTTESMAN FUND

Acct: 39Z-002220

9/1/2009 to 8/31/2010

<u>Security Description</u>	<u>Shares</u>	<u>Bought</u>	<u>Sold</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain or Loss</u>	<u>Cat</u>
SMALL BUSINESS ADMIN GTD REV P ARTN CTF 7 150% 03/01/17	200,000	08/02/1999	09/01/2009	3,347	3,347	-	LT
PRIVATE EXPT FDG CORP SECD NT 6 670% 09/15/09	200,000	08/25/1999	09/15/2009	200,000	200,000	-	LT
WYETH	50,000	09/22/2008	10/16/2009	1,914,115	2,519,755	605,640	LT
WYETH	10,000	12/23/2008	10/16/2009	362,039	503,951	141,912	ST
ZIMMER HLDGS INC	20,000	01/22/2008	12/16/2009	1,324,519	1,188,699	(135,820)	LT
ZIMMER HLDGS INC	2,500	12/04/2008	12/16/2009	92,488	148,587	56,099	LT
ZIMMER HLDGS INC	5,000	12/04/2008	12/17/2009	184,977	295,967	110,990	LT
ZIMMER HLDGS INC	10,000	12/04/2008	12/21/2009	369,954	593,541	223,587	LT
ZIMMER HLDGS INC	27,500	12/04/2008	12/22/2009	1,017,373	1,632,509	615,135	LT
CONSTELLATION BRANDS INC GTD SR SUB NT 8 125% 01/15/2012	1,000,000	12/30/2009	02/25/2010	1,006,389	1,000,000	(6,389)	ST
SMALL BUSINESS ADMIN GTD REV P ARTN CTF 7 150% 03/01/17	200,000	08/02/1999	03/01/2010	1,644	1,644	-	LT
ASTRAZENECA PLC	25,000	01/06/2010	03/12/2010	1,146,007	1,106,356	(39,652)	ST
DONNELLEY R R & SONS SR NT 4 95% 05/15/2010	500,000	03/26/2009	05/17/2010	500,000	500,000	-	LT
Total				8,119,506	9,691,009	1,571,503	

Long Term

1,475,631

Short Term

95,872

Realized Gain and Loss

THE GOTTESMAN FUND

Acct: 39Z-002238

9/1/2009 to 8/31/2010

Security Description	Shares	Bought	Sold	Cost	Proceeds	Gain or Loss	Cat
MACK-CALI REALTY CORP	35,000	12/03/2008	09/18/2009	619,044	1,266,696	647,652	ST
DREW INDUSTRIES INC NEW	9,500	01/22/2008	10/06/2009	205,550	209,261	3,711	LT
DREW INDUSTRIES INC NEW	13,900	06/11/2008	10/06/2009	275,410	306,182	30,771	LT
DREW INDUSTRIES INC NEW	16,550	06/12/2008	10/06/2009	332,439	364,554	32,115	LT
LIBERTY MEDIA CORP NEW LIB STR	2,712	10/25/2005	12/15/2009	38,310	130,516	92,206	LT
LIBERTY MEDIA CORP NEW LIB STR	1,600	11/17/2005	12/15/2009	22,744	77,001	54,257	LT
LIBERTY MEDIA CORP NEW LIB STR	2,196	12/08/2005	12/15/2009	30,726	105,683	74,958	LT
LIBERTY MEDIA CORP NEW LIB STR	1,800	04/07/2006	12/15/2009	26,876	86,626	59,749	LT
LIBERTY MEDIA CORP NEW LIB STR	15,000	10/22/2008	12/22/2009	525,374	839,729	314,355	LT
ROCKWELL COLLINS INC COM	585	01/31/2007	02/19/2010	46,418	35,385	-11,032	LT
DRAEGERWERK AG LUEBECK VORZ AK	204	02/01/2007	02/19/2010	16,256	12,339	-3,916	LT
DRAEGERWERK AG LUEBECK VORZ AK	4,211	02/02/2007	02/19/2010	335,386	254,712	-80,674	LT
DRAEGERWERK AG LUEBECK VORZ AK	400	02/09/2007	02/19/2010	30,527	24,195	-6,332	LT
DRAEGERWERK AG LUEBECK VORZ AK	1,600	02/12/2007	02/19/2010	121,762	96,780	-24,982	LT
DRAEGERWERK AG LUEBECK VORZ AK	5,314	02/20/2007	02/19/2010	413,883	321,429	-92,454	LT
DRAEGERWERK AG LUEBECK VORZ AK	7,286	02/20/2007	02/22/2010	567,473	442,176	-125,297	LT
DRAEGERWERK AG LUEBECK VORZ AK	1,907	03/21/2007	02/22/2010	165,870	115,733	-50,137	LT
DRAEGERWERK AG LUEBECK VORZ AK	3,250	03/21/2007	02/22/2010	282,630	197,237	-85,393	LT
DRAEGERWERK AG LUEBECK VORZ AK	3,700	03/23/2007	02/22/2010	321,510	224,547	-96,963	LT
DRAEGERWERK AG LUEBECK VORZ AK	482	05/09/2007	02/22/2010	43,436	29,252	-14,185	LT
DRAEGERWERK AG LUEBECK VORZ AK	4,341	05/11/2007	02/22/2010	386,422	263,448	-122,974	LT
DRAEGERWERK AG LUEBECK VORZ AK	6,524	05/11/2007	02/23/2010	580,746	394,215	-186,532	LT
DRAEGERWERK AG LUEBECK VORZ AK	476	05/14/2007	02/23/2010	42,786	28,762	-14,024	LT
DRAEGERWERK AG LUEBECK VORZ AK	3,177	05/14/2007	03/10/2010	285,573	231,279	-54,293	LT
DRAEGERWERK AG LUEBECK VORZ AK	1,109	05/16/2007	03/10/2010	98,565	80,733	-17,832	LT
DRAEGERWERK AG LUEBECK VORZ AK	1,891	05/16/2007	03/11/2010	168,067	136,712	-31,355	LT
DRAEGERWERK AG LUEBECK VORZ AK	3,000	05/17/2007	03/11/2010	266,217	216,889	-49,328	LT
DRAEGERWERK AG LUEBECK VORZ AK	245	05/18/2007	03/11/2010	21,800	17,713	-4,087	LT
DRAEGERWERK AG LUEBECK VORZ AK	3,755	05/18/2007	03/12/2010	334,115	270,782	-63,333	LT
DRAEGERWERK AG LUEBECK VORZ AK	2,500	05/24/2007	03/12/2010	221,350	180,281	-41,069	LT

Realized Gain and Loss

THE GOTTESMAN FUND

Acct: 39Z-002238

9/1/2009 to 8/31/2010

Security Description	Shares	Bought	Sold	Cost	Proceeds	Gain or Loss	Cat
DRAEGERWERK AG LUEBECK VORZ AK	245	05/25/2007	03/12/2010	21,730	17,668	-4,063	LT
DRAEGERWERK AG LUEBECK VORZ AK	4,359	05/25/2007	03/15/2010	386,625	308,983	-77,641	LT
DRAEGERWERK AG LUEBECK VORZ AK	1,800	06/15/2007	03/15/2010	170,672	127,591	-43,081	LT
DRAEGERWERK AG LUEBECK VORZ AK	8,200	06/21/2007	03/15/2010	749,768	581,248	-168,520	LT
DRAEGERWERK AG LUEBECK VORZ AK	6,051	06/22/2007	03/15/2010	559,660	428,919	-130,741	LT
DRAEGERWERK AG LUEBECK VORZ AK	3,949	06/22/2007	03/16/2010	365,245	278,247	-86,998	LT
MGIC INVESTMENT CORP-WIS AS OF 08/06/91	57,800	11/09/2007	04/12/2010	1,090,865	711,372	-379,493	LT
MGIC INVESTMENT CORP-WIS AS OF 08/06/91	4,000	12/21/2007	04/12/2010	91,598	49,230	-42,368	LT
PMI GROUP INC	117,000	11/09/2007	04/13/2010	1,596,574	819,075	-777,499	LT
BP PLC SPONS ADR	12,000	05/05/2010	05/18/2010	610,289	545,646	-64,643	ST
ALCON INC COM SHS	10,000	05/21/2010	08/20/2010	1,396,929	1,604,552	207,623	ST
DIRECTV COM CL A	27,132	10/25/2005	08/20/2010	344,789	1,023,415	678,626	LT
DIRECTV COM CL A	16,003	11/17/2005	08/20/2010	204,695	603,631	398,936	LT
DIRECTV COM CL A	6,865	12/08/2005	08/20/2010	86,436	258,947	172,511	LT
Total				14,503,140	14,319,371	-183,769	
Long Term						-974,401	
Short Term						790,632	

Realized Gain and Loss

THE GOTTESMAN FUND

Acct: 39Z-002246

9/1/2009 to 8/31/2010

<u>Security Description</u>	<u>Shares</u>	<u>Bought</u>	<u>Sold</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain or Loss</u>	<u>Cat</u>
VIACOM INC GTD SR NT 6 625% 05/15/2011	453,000	04/02/2009	04/29/2010	446,053	478,604	32,551	LT
DONNELLEY R R & SONS SR NT 4 95% 05/15/2010	500,000	03/24/2009	05/17/2010	500,000	500,000	0	LT
Total				946,053	978,604	32,551	
Long Term						32,551	
Short Term						0	

Realized Gain and Loss

THE GOTTESMAN FUND

Acct: 39Z-004531

9/1/2009 to 8/31/2010

<u>Security Description</u>	<u>Shares</u>	<u>Bought</u>	<u>Sold</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain or Loss</u>	<u>Cat</u>
ASCENT MEDIA COM SER A	1,350	04/20/2006	10/01/2009	31,740	33,505	1,764	LT
LIBERTY CAPITAL SER A	4,500	04/07/2006	10/01/2009	47,848	95,983	48,134	LT
UNITED TECHNOLOGIES CORP	3,340	09/29/2008	10/06/2009	199,509	205,891	6,382	LT
COLUMBIA SPORTSWEAR CO COM	5,600	11/08/2007	10/08/2009	250,463	230,396	-20,067	LT
COUSINS PROPERTIES INC	10,200	12/10/2007	10/14/2009	250,118	81,621	-168,497	LT
COUSINS PROPERTIES INC	276	06/10/2009	10/14/2009	2,550	2,209	-341	ST
COUSINS PROPERTIES INC	134	09/17/2009	10/14/2009	1,039	1,072	33	ST
ONEX CORP-SUB VTG	6,050	06/04/2008	10/14/2009	203,111	164,602	-38,509	LT
AB INVESTOR GROUP FINANCE SHS	10,000	01/25/2008	10/15/2009	205,051	186,372	-18,679	LT
RATOS AB B SHS	7,100	12/19/2007	10/15/2009	190,842	162,466	-28,376	LT
RATOS AB B SHS	4,100	12/20/2007	10/15/2009	108,989	93,818	-15,171	LT
Total				1,491,260	1,257,934	-233,327	
Long Term						-233,018	
Short Term						-308	

Realized Gain and Loss

THE GOTTESMAN FUND

Acct: 54Z-007533

9/1/2009 to 8/31/2010

<u>Security Description</u>	<u>Shares</u>	<u>Bought</u>	<u>Sold</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain or Loss</u>	<u>Cat</u>
CBS CORP CL A COM	16,300	05/08/2007	10/13/2009	521,778	198,802	-322,976	LT
CBS CORP CL A COM	1,750	10/08/2007	10/13/2009	53,264	21,344	-31,921	LT
CBS CORP CL A COM	1,300	12/10/2007	10/13/2009	35,539	15,855	-19,684	LT
FELDMAN MALL PPTYS INC COM	1,530	08/02/2006	10/13/2009	16,725	144	-16,581	LT
FELDMAN MALL PPTYS INC COM	5,000	08/04/2006	10/13/2009	54,620	470	-54,151	LT
FELDMAN MALL PPTYS INC COM	8,000	08/08/2006	10/13/2009	85,545	752	-84,793	LT
FELDMAN MALL PPTYS INC COM	8,000	08/10/2006	10/13/2009	87,819	752	-87,068	LT
FELDMAN MALL PPTYS INC COM	1,300	08/16/2006	10/13/2009	13,937	122	-13,815	LT
FELDMAN MALL PPTYS INC COM	1,800	08/17/2006	10/13/2009	19,360	169	-19,191	LT
FELDMAN MALL PPTYS INC COM	11,000	09/10/2007	10/13/2009	93,515	1,033	-92,481	LT
TRIMAS CORP SR SUB NT 9 875% 06/15/2012	147,000	12/03/2008	12/29/2009	78,461	149,977	71,516	LT
TRIMAS CORP SR SUB NT 9 875% 06/15/2012	93,000	12/08/2008	12/29/2009	48,941	94,883	45,942	LT
TRIMAS CORP SR SUB NT 9 875% 06/15/2012	78,000	02/10/2009	12/29/2009	41,048	79,580	38,532	ST
SEASPAR CORP COM	1,700	06/06/2007	03/17/2010	50,182	17,058	-33,123	LT
SEASPAR CORP COM	8,577	06/07/2007	03/17/2010	251,949	86,064	-165,886	LT
SEASPAR CORP COM	8,423	06/07/2007	03/18/2010	247,426	84,392	-163,033	LT
LIBERTY CAPITAL SER A	522	05/23/2002	03/24/2010	5,614	18,359	12,745	LT
LIBERTY CAPITAL SER A	1,775	06/26/2002	03/24/2010	14,185	62,426	48,241	LT
LIBERTY CAPITAL SER A	142	12/02/2002	03/24/2010	1,216	4,994	3,779	LT
LIBERTY CAPITAL SER A	600	08/23/2005	03/24/2010	6,423	21,102	14,679	LT
LIBERTY CAPITAL SER A	1,716	05/04/2006	03/24/2010	18,542	60,351	41,809	LT
LIBERTY CAPITAL SER A	1,200	05/04/2006	04/12/2010	12,967	48,593	35,626	LT
LIBERTY CAPITAL SER A	4,937	08/14/2007	04/23/2010	59,168	68,086	8,917	LT
SAFEGUARD SCIENTIFIC INC COM	2,597	06/24/2008	04/23/2010	21,212	35,815	14,603	LT
SAFEGUARD SCIENTIFIC INC COM	1,672	05/04/2006	04/30/2010	18,067	74,783	56,716	LT
LIBERTY CAPITAL SER A	2,163	05/02/2008	04/30/2010	33,344	96,743	63,399	LT
LIBERTY CAPITAL SER A	2,380	10/23/2009	05/03/2010	187,540	184,505	-3,036	ST
DUN & BRADSTREET CORP DEL NEW COM	13,970	04/04/2008	05/05/2010	329,447	293,879	-35,568	LT
SPIRIT AEROSYSTEMS HLDGS INC	3,850	06/11/2008	05/05/2010	90,516	80,990	-9,525	LT
SPIRIT AEROSYSTEMS HLDGS INC	4,155	06/26/2008	05/05/2010	89,393	87,406	-1,987	LT
SPIRIT AEROSYSTEMS HLDGS INC	4,520	06/26/2008	05/06/2010	97,246	95,553	-1,693	LT
SPIRIT AEROSYSTEMS HLDGS INC	4,400	09/26/2008	05/06/2010	70,911	93,016	22,105	LT

Realized Gain and Loss

THE GOTTESMAN FUND

Acct: 54Z-007533

9/1/2009 to 8/31/2010

<u>Security Description</u>	<u>Shares</u>	<u>Bought</u>	<u>Sold</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain or Loss</u>	<u>Cat</u>
L 3 COMMUNICATIONS HLDGS INC	2,515	10/23/2009	05/14/2010	188,775	223,457	34,682	ST
CBS CORP CL B COM	3,250	04/22/2009	05/19/2010	20,024	46,919	26,895	LT
PRESTIGE BRANDS HLDG INC COM	550	04/13/2006	05/19/2010	6,777	4,090	-2,687	LT
PRESTIGE BRANDS HLDG INC COM	3,600	04/17/2006	05/19/2010	44,342	26,773	-17,569	LT
PRESTIGE BRANDS HLDG INC COM	11,500	05/24/2006	05/19/2010	117,631	85,525	-32,105	LT
PRESTIGE BRANDS HLDG INC COM	8,000	08/13/2007	05/19/2010	88,375	59,496	-28,879	LT
PRESTIGE BRANDS HLDG INC COM	9,100	11/25/2009	05/19/2010	65,120	67,676	2,556	ST
PRESTIGE BRANDS HLDG INC COM	2,900	03/23/2010	05/19/2010	25,885	21,567	-4,318	ST
PRESTIGE BRANDS HLDG INC COM	2,525	07/24/2007	05/19/2010	93,220	111,890	18,670	LT
RANGE RES CORP COM	2,020	04/23/2010	05/19/2010	99,768	89,512	-10,257	ST
RANGE RES CORP COM	9,400	10/09/2006	05/20/2010	168,440	72,745	-95,695	LT
RHJ INTERNATIONAL SA	3,800	10/10/2006	05/20/2010	68,241	29,407	-38,834	LT
RHJ INTERNATIONAL SA	5,000	10/10/2006	05/20/2010	89,784	38,694	-51,090	LT
RHJ INTERNATIONAL SA	8,050	01/29/2008	05/20/2010	102,643	62,297	-40,346	LT
RHJ INTERNATIONAL SA	1,500	04/24/2008	05/20/2010	18,622	11,608	-7,014	LT
COUSINS PPTYS 1 875 DIV SER B	2,100	04/09/2009	05/20/2010	27,360	45,474	18,114	LT
VIACOM INC GTD SR NT 6 625% 05/15/2011	224,000	05/12/2009	06/17/2010	223,992	232,045	8,053	LT
TRIMAS CORP COM NEW	3,475	02/27/2008	06/28/2010	27,666	43,757	16,092	LT
TRIMAS CORP COM NEW	2,825	02/28/2008	06/28/2010	22,596	35,573	12,976	LT
ATC TECHNOLOGY CORP COM	295	12/30/2003	07/19/2010	4,178	7,142	2,964	LT
ATC TECHNOLOGY CORP COM	3,300	12/31/2003	07/19/2010	46,042	79,893	33,850	LT
ATC TECHNOLOGY CORP COM	2,000	01/02/2004	07/19/2010	27,940	48,420	20,479	LT
ATC TECHNOLOGY CORP COM	750	01/05/2004	07/19/2010	10,524	18,157	7,634	LT
ATC TECHNOLOGY CORP COM	12,000	01/06/2004	07/19/2010	168,629	290,518	121,889	LT
ATC TECHNOLOGY CORP COM	5,700	06/02/2010	07/19/2010	102,295	137,996	35,701	ST
Total				4,614,771	3,968,629	-646,141	
Long Term						-740,003	
Short Term						93,861	

The Gottesman Fund

EIN # 52-6061469

Cash Contributions List

9/1/2009 - 8/31/2010

Donee	Amount
Aleph Society	5,000
American Friends Of Natal	15,000
American Jewish Historical Society	5,000
American Jewish World Service, Inc	110,000
American Museum Of Natural History	50,000
Artwell	10,000
Barnard College	5,000
Beth Din Of America	10,000
Brandeis University	25,000
Building Community	150,000
Burlington City Arts Foundation	2,174
Center For Hearing And Communication	2,000
Center For Reproductive Rights	25,000
Champlain College Inc	10,000
Chittenden Emergency Food Shelf	2,000
Chore Service	2,000
Committee on Temporary Shelter	2,000
Committee to Protect Journalists	10,000
Community Health Center of Burlington, Inc.	10,000
Congregation Anshe Sholom	1,000
Congregation Kehilath Jeshurun	17,500
Congregation Kol HaNeshama	500
Congregation Or Zarua	17,890
Cooper Hewitt, National Design Museum	222,500
Cornwall Foundation	5,000
Cornwall Library	5,000
Cornwall Volunteer Fire Department	5,000
Dartmouth College Fund	200,000
Dorot	15,000
Drisha Institute	75,000
Duke University Medical Center	2,000
ELEM/Youth in Distress In Israel	2,000
Elizabeth Lund Home, Inc	10,000
Flynn Center For The Performing Arts	10,000
Food Bank For New York City	10,000
Foundation For Jewish Camp	200,000
Friends Of Ethiopian Jews	5,000
Galaxy Gymnastics Booster Club Foundation, Inc	7,000
Gift Of Life Bone Marrow Foundation/Jay Feinberg	10,000
Hadassah	325,000
Harvard Business School	5,000

The Gottesman Fund

EIN # 52-6061469

Cash Contributions List

9/1/2009 - 8/31/2010

Donee	Amount
Henry Street Settlement	1,000
Heschel	50,000
Hillel/Israel On Campus Coalition	51,500
Hillel The Foundation For Jewish Campus Life	50,000
Hospital for Special Surgery	1,000
Hypertension Education Foundation	2,000
Isabella Freedman Jewish Retreat Center	45,000
Israel Center Of Vermont	40,000
JCC In Manhattan	36,000
JDC	1,800
Jewish Community Center In Manhattan	325,000
Jewish Federation Of Greater Washington	100,000
Jewish High School Of Connecticut	30,000
Jewish Joint Distribution Committee	10,000
Jewish Primary Day School	100,000
King Street Youth Center, Inc	10,000
KIPP New York, Inc	3,000
Mount Sinai Medical Center	550,000
National Gallery Of Art	8,000
National Jewish Outreach Program	20,000
NYU Langone Medical Center	5,000
Ohavi Zedek Synagogue	50,000
P.E F - Israel Endowment Funds Inc	2,857,500
Partnership For Children's Rights	10,000
Planned Parenthood Federation Of America	5,000
Planned Parenthood Of Northern New England	5,000
Playwrights Horizons	1,000
Rabbi Jacob Joseph School	1,000
Ramapo For Children	600
Ramaz School	1,250,000
Reading Reform Foundation	1,500
Salute To Israel Parade	1,000
SAR Scholarship Fund	15,000
Save The Children	10,000
Solomon Schechter School Of Manhattan	500,000
Stern Center for Language & Learning	5,000
Student Workshops At Dartmouth College	6,000
Teachers College	45,000
Temple Israel Center	2,350
The American Pardes Foundation	25,000

The Gottesman Fund

EIN # 52-6061469

Cash Contributions List

9/1/2009 - 8/31/2010

Donee	Amount
The Bachmann-Strauss Dystonia & Parkinson Fdn	1,000
The Birthright Israel Foundation	29,745
The College Careers Fund Of Westchester	300
The Cornwall Food And Fuel Fund	1,000
The Field	10,000
The Institute For Jewish Ideas And Ideals	10,000
The Institute Of Southern Jewish Life	100,000
The Jewish Museum	10,000
The Jewish Museum Of Maryland	5,000
The Nesiya Institute	3,000
The PJ Library And Sifriyat Pijama	5,000
UJA - Federation Of New York	250,000
United Jewish Communities	5,000
United Way of Chittenden County	10,000
University Of Wisconsin Foundation	60,000
Upper East Side Hatzolah	2,500
UVM Hillel	35,000
Visiting Nurse Association Of Chittenden & Grand Isle C	10,000
West Side Campaign Against Hunger	5,000
White Plains Hospital Center	1,000
WNYC	7,000
Yearning For Learning Center For Jewish Studies, Inc	15,000
Yeshiva University	500,000
Young Israel Of New Rochelle	5,000
Zamir Choral Foundation, Inc	25,000
Total	8,936,359

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **►**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ **►**

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization THE GOTTESMAN FUND	Employer identification number 52-6061469
	Number, street, and room or suite no. If a P.O. box, see instructions. 1818 N STREET N W	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20036	

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

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

- The books are in the care of **► DAVID S. GOTTESMAN**

Telephone No. **► 212-756-3333** FAX No. **►**

- If the organization does not have an office or place of business in the United States, check this box ☐ **►**
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **_____**. If this is for the whole group, check this box ☐ **►**. If it is for part of the group, check this box ☐ **►** and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **APRIL 18**, 20**11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year 20**_____** or
- ☒ tax year beginning **SEPTEMBER 1**, 20**09**, and ending **AUGUST 31**, 20**10**.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	216,394
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	216,394
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

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