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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 10/01 , 2009, and ending 9/30 , 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.

THE GOLDENBERG FOUNDATION
2600 NOSTRAND AVE
BROOKLYN, NY 11210

A Employer identification number 11-3182539

B Telephone number (see 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 [X] 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, column (c), line 16) ► $ 2,024,717.

J Accounting method [X] 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 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 (att sch)	12,500.			
2	Ck ► ☐ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	9,007.	9,007.	9,007.	
4	Dividends and interest from securities	34,648.	34,648.	34,648.	
5a	Gross rents				
b	Net rental income or (loss)		Statement 1		
6a	Net gain/(loss) from sale of assets not on line 10	53,902.			
b	Gross sales price for all assets on line 6a 672,955.				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) See Statement 2	-31,047.			
12	**Total.** Add lines 1 through 11	79,010.	43,655.	43,655.	
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 sch)				
c	Other prof fees (attach sch)				
17	Interest	10.	10.		10.
18	Taxes (attach schedule)(see instr) See Stm 3	1,482.	1,482.		1,482.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	250.	250.		250.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,742.	1,742.		1,742.
25	Contributions, gifts, grants paid Stmt 5	33,500.			33,500.
26	**Total expenses and disbursements.** Add lines 24 and 25	35,242.	1,742.	0.	35,242.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	43,768.			
b	**Net investment income** (if negative, enter -0-)		41,913.		
c	**Adjusted net income** (if negative, enter -0-)			43,655.	

REVENUE — ADMINISTRATIVE — OPERATING AND EXPENSES

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS			
1 Cash — non-interest-bearing	341,347.	180,891.	180,891.
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 the instructions)			
7 Other notes and loans receivable (attach sch) ►			
Less: allowance for doubtful accounts ►			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments — U S and state government obligations (attach schedule)			
b Investments — corporate stock (attach schedule)	1,014,655.	1,051,512.	1,258,858.
c Investments — corporate bonds (attach schedule)			
11 Investments — land, buildings, and equipment: basis ►			
Less. accumulated depreciation (attach schedule) ►			
12 Investments — mortgage loans			
13 Investments — other (attach schedule)			
14 Land, buildings, and equipment· basis ►			
Less accumulated depreciation (attach schedule) ►			
15 Other assets (describe ► See Statement 6)	417,601.	584,968.	584,968.
16 **Total assets** (to be completed by all filers — see instructions Also, see page 1, item I)	1,773,603.	1,817,371.	2,024,717.
LIABILITIES			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
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 ► [ ] 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 ► [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	1,773,603.	1,817,371.	
30 **Total net assets or fund balances** (see the instructions)	1,773,603.	1,817,371.	
31 **Total liabilities and net assets/fund balances** (see the instructions)	1,773,603.	1,817,371.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,773,603.
2 Enter amount from Part I, line 27a	2	43,768.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,817,371.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,817,371.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	N/A			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 — 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	100,838.	1,663,864.	0.060605
2007	76,645.	1,840,822.	0.041636
2006	80,345.	1,702,801.	0.047184
2005	65,317.	1,451,336.	0.045005
2004	70,213.	1,178,086.	0.059599

2	**Total** of line 1, column (d)	2	0.254029
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	0.050806
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,937,033.
5	Multiply line 4 by line 3	5	98,413.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	419.
7	Add lines 5 and 6	7	98,832.
8	Enter qualifying distributions from Part XII, line 4	8	35,242.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	838.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	838.
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	838.
6	Credits/Payments.		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009 — 6a 1,676.		
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	1,676.
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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	838.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 838. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► N/A			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

Part VII-A | Statements Regarding Activities *Continued*

			Yes	No
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 ► HAROLD GOLDENBERG Telephone no ►

Located at ► 2600 NOSTRAND AVE BROOKLYN NY ZIP + 4 ► 11210

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► | 15 | N/A

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
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 ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? **5b** N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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** N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HAROLD GOLDENBERG 1660 54 ST BROOKLYN, NY 11204	President 0	0.	0.	0.
M. GOLDENBERG 1660 54 ST BROOKLYN, NY 11204	Trustee 0	0.	0.	0.
M.BAKST 10 WHISPERING PINES LAKEWOOD, NJ 08701	Trustee 0	0.	0.	0.
A.GOLDENBERG 201 HADASSAH LN LAKEWOOD, NJ 08701	Trustee 0	0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a Average monthly fair market value of securities		1a	1,201,365.
b Average of monthly cash balances		1b	177,678.
c Fair market value of all other assets (see instructions)		1c	587,488.
d Total (add lines 1a, b, and c)		1d	1,966,531.
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	1,966,531.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	29,498.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,937,033.
6 **Minimum investment return.** Enter 5% of line 5		6	96,852.

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	96,852.
2a Tax on investment income for 2009 from Part VI, line 5	2a 838.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	838.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	96,014.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	96,014.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	96,014.

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	35,242.
b Program-related investments — total from Part IX-B	1b	
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	35,242.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	35,242.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				96,014.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004 14,987.				
b From 2005				
c From 2006				
d From 2007				
e From 2008 19,027.				
f **Total** of lines 3a through e	34,014.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 35,242.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				35,242.
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).)*	34,014.			34,014.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				26,758.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a 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 organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
attached				
Total			► **3a**	
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				9,007.	
4 Dividends and interest from securities				34,648.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income				-31,047.	
8 Gain or (loss) from sales of assets other than inventory					53,902.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				12,608.	53,902.
13 Total. Add line 12, columns (b), (d), and (e)				13	66,510.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	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

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

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

b If 'Yes,' complete the following schedule

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

SIGN HERE

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

Signature of officer or trustee	Date	Title
		President

Paid Preparer's Use Only				
Preparer's signature	Self-Prepared	Date	Check if self-employed ☐	Preparer's Identifying number (See **Signature** in the instrs) [redacted]
Firm's name (or yours if self-employed), address, and ZIP code	[redacted]		EIN [redacted]	
			Phone no [redacted]	

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
THE GOLDENBERG FOUNDATION

Employer identification number
11-3182539

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

- [X] 501(c)(3) exempt private foundation
- [ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
- [ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule –

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

Special Rules –

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

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

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

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

Name of organization	Employer identification number
THE GOLDENBERG FOUNDATION	11-3182539

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LEON GOLDENBERG 1255 E 27 ST BKLYN, NY 11210	$ 12,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization

THE GOLDENBERG FOUNDATION

Employer identification number

11-3182539

Part II Noncash Property (see instructions.)

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

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

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

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

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

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

Name of organization: THE GOLDENBERG FOUNDATION

Employer identification number: 11-3182539

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 cols (a) through (e) and the following line entry.)

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

(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

(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

Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	PER ATTACHED		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:	583,352.		
Cost or Other Basis:	619,053.		
Basis Method:	Cost		
		Gain (Loss)	-35,701.
Description:	K-1 LONG TERM GAINS		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:	87,084.		
Cost or Other Basis:	0.		
Basis Method:	Cost		
		Gain (Loss)	87,084.
Description:	LT CAPITAL GAIN DIST		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:	2,519.		
Cost or Other Basis:	0.		
Basis Method:	Cost		
		Gain (Loss)	2,519.
		Total	$ 53,902.

Statement 2
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ -31,047.		
Total	$ -31,047.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT TAX	$ 1,482.	$ 1,482.		$ 1,482.
Total	$ 1,482.	$ 1,482.	$ 0.	$ 1,482.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEES	$ 250.	$ 250.		$ 250.
Total	$ 250.	$ 250.	$ 0.	$ 250.

Statement 5
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity:	FURTHER RELIGIOUS PURSUIT	
Donee's Name:	BETH FEIGE INC	
Donee's Address:	110 ROSS ST. BROOKLYN, NY 11211	
Relationship of Donee:	NONE	
Organizational Status of Donee:	PUBLIC CHARITY	
Amount Given:		$ 25,000.
Class of Activity:	FURTHER RELIGIOUS PURSUIT	
Donee's Name:	MACHANEINU	
Donee's Address:	95 DEVANY FERNDALE, NY 12734	
Relationship of Donee:	NONE	
Organizational Status of Donee:	PUBLIC CHARITY	
Amount Given:		2,000.
Class of Activity:	FURTHER RELIGIOUS PURSUIT	
Donee's Name:	KOL YEHUDA	
Donee's Address:	1690 60 ST BROOKLYN, NY 11204	
Relationship of Donee:	NONE	
Organizational Status of Donee:	PUBLIC CHARITY	
Amount Given:		6,500.
	Total	$ 33,500.

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
REAL ESTATE PARTNERSHIPS	$ 584,968.	$ 584,968.
Total	$ 584,968.	$ 584,968.

Capital Gains Report - Last year
10/1/2009 through 9/30/2010

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/
Ameritrade						
FAS-CALLS	10 00	10/1/2009	10/6/2009	5,286 36	4,713 50	572 86
UNH-CALLS	15 00	10/7/2009	10/9/2009	1,857 70	1,367 25	490 45
C-CALLS	50 00	10/9/2009	2/19/2010	0 00	1,431 00	-1,431 00
FAS	200 00	5/12/2009	3/10/2010	17,553 79	9,552 45	8,001 34
TYH	100 00	5/12/2009	3/10/2010	15,212 81	7,061 19	8,151 62
RTU	2,000 00	5/11/2009	3/16/2010	22,615 00	12,526 40	10,088 60
UTF	31 00	3/12/2010	3/16/2010	478 70	474 66	4 04
FAS	100 00	5/12/2009	4/15/2010	11,869 78	4,776 23	7,093 55
TNA-CALLS	10 00	4/19/2010	4/19/2010	3,686 43	3,213 50	472 93
FAS-CALLS	30 00	4/19/2010	4/19/2010	18,859 16	17,490 50	1,368 66
FAS-CALLS	10 00	4/21/2010	4/21/2010	2,486 45	1,813 50	672 95
ERX-CALLS	10 00	4/21/2010	4/22/2010	2,830 44	2,413 50	416 94
F-CALLS	15 00	5/5/2010	5/5/2010	1,782 71	1,532 25	250 46
TWC	251 00	3/31/2009	5/12/2010	12,804 31	0 00	12,804 31
TWX	333 33	10/14/2002	5/12/2010	10,564 52	11,290 00	-725 48
TWX	133 33	5/2/2003	5/12/2010	4,225 81	5,390 00	-1,164 19
TWX	200 00	11/2/2004	5/12/2010	6,338 71	9,768 00	-3,429 29
TWX	333 33	9/8/2008	5/12/2010	10,564 52	15,565 90	-5,001 38
TYH	200 00	5/12/2009	5/12/2010	7,825 92	3,530 60	4,295 32
F	300 00	8/26/2009	5/12/2010	3,798 08	2,289 30	1,508 78
JBLU	2,000 00	4/22/2010	5/14/2010	11,913 79	11,807 80	105 99
TYH	200 00	5/14/2010	5/14/2010	7,093 88	6,984 65	109 23
V-CALLS	20 00	5/14/2010	5/14/2010	13,778 76	12,827 00	951 76
TNA-CALLS	10 00	5/14/2010	5/14/2010	2,986 44	2,713 50	272 94
MA-CALLS	20 00	5/14/2010	5/17/2010	14,362 30	13,327 00	1,035 30
V-CALLS	20 00	5/14/2010	5/17/2010	8,498 85	7,621 00	877 85
FAS-CALLS	20 00	5/14/2010	5/17/2010	3,378 94	2,899 57	479 37
FCX-CALLS	30 00	5/17/2010	5/17/2010	9,065 33	7,784 50	1,280 83
TNA-CALLS	10 00	5/17/2010	5/17/2010	2,986 44	2,763 50	222 94
ERX	300 00	5/14/2010	5/18/2010	10,943 81	10,689 00	254 81
V-CALLS	35 00	5/18/2010	5/18/2010	10,955 54	9,394 25	1,561 29
MA-CALLS	10 00	5/18/2010	5/18/2010	6,786 38	6,013 50	772 88
FAS-CALLS	15 00	5/14/2010	5/24/2010	0 00	2,174 68	-2,174 68
TNA-CALLS	20 00	5/25/2010	5/25/2010	9,472 83	8,127 00	1,345 83
FAS-CALLS	10 00	5/25/2010	5/25/2010	3,286 44	2,563 50	722 94
QQQ-CALLS	20 00	5/26/2010	5/27/2010	1,978 96	1,679 00	299 96
UTF	1,000 00	5/26/2010	5/27/2010	12,663 78	12,505 90	157 88
TNA-CALLS	10 00	5/24/2010	5/27/2010	5,086 41	4,613 50	472 91
JBLU	1,000 00	4/22/2010	5/27/2010	6,263 89	5,903 90	359 99
TNA-CALLS	20 00	6/1/2010	6/1/2010	8,872 84	7,627 00	1,245 84
ERX-CALLS	20 00	6/1/2010	6/2/2010	6,972 87	5,227 00	1,745 87
V-CALLS	15 00	6/1/2010	6/3/2010	3,132 69	2,657 25	475 44
QQQ-CALLS	10 00	5/26/2010	6/3/2010	1,386 47	839 50	546 97
V-CALLS	10 00	6/1/2010	6/4/2010	3,086 44	2,263 50	822 94
V-CALLS	15 00	6/1/2010	6/7/2010	4,182 67	2,657 25	1,525 42
TNA-CALLS	10 00	6/8/2010	6/8/2010	5,786 40	5,013 50	772 90
ERX-CALLS	10 00	6/4/2010	6/10/2010	1,886 46	1,561 50	324 96
ERX-CALLS	5 00	6/4/2010	6/14/2010	1,290 22	780 75	509 47
TNA-CALLS	10 00	6/4/2010	6/14/2010	6,630 37	5,413 50	1,216 87
TNA-CALLS	10 00	6/4/2010	6/16/2010	2,886 45	2,663 50	222 95
TYH-CALLS	15 00	6/4/2010	6/16/2010	2,382 70	2,568 25	-185 55
V-CALLS	20 00	5/14/2010	6/16/2010	1,352 36	6,527 00	-5,174 64
V-CALLS	20 00	5/14/2010	6/16/2010	1,352 36	10,527 00	-9,174 64
V-CALLS	25 00	5/17/2010	6/16/2010	1,690 45	6,399 75	-4,709 30
FAS-CALLS	20 00	6/4/2010	6/16/2010	2,138 96	2,219 80	-80 84
FAS-CALLS	15 00	5/14/2010	6/21/2010	0 00	3,617 25	-3,617 25
FAS-CALLS	20 00	5/18/2010	6/21/2010	0 00	3,821 00	-3,821 00

Capital Gains Report - Last year
10/1/2009 through 9/30/2010

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/
FAS-CALLS	15 00	5/18/2010	6/21/2010	0 00	3,767 25	-3,767.25
FAS-CALLS	20 00	6/4/2010	6/21/2010	0 00	2,721 00	-2,721 00
FAS-CALLS	5 00	6/4/2010	6/21/2010	0 00	554 95	-554.95
F-CALLS	15 00	5/5/2010	6/21/2010	0 00	1,532 25	-1,532 25
F-CALLS	30.00	5/14/2010	6/21/2010	0 00	1,108 50	-1,108 50
ERX-CALLS	10 00	5/18/2010	6/21/2010	0 00	2,513 50	-2,513.50
FCX-CALLS	10 00	6/3/2010	6/21/2010	5,886 40	4,913 50	972 90
FAS	2,500 00	6/21/2010	6/21/2010	62,492 93	60,010 00	2,482 93
TNA	300 00	7/6/2010	7/7/2010	10,793 81	10,495 89	297 92
TNA	400 00	6/30/2010	7/9/2010	15,393 73	14,881 96	511 77
ERX	300 00	8/11/2010	8/17/2010	9,083 84	8,747 70	336 14
ERX	300 00	8/18/2010	8/18/2010	8,843 85	8,552 97	290 88
TNA	300 00	8/24/2010	8/24/2010	9,893 83	9,582 99	310 84
CHTR	7,000 00	4/26/2006	9/8/2010	0 00	7,780 77	-7,780 77
CHTR	8,000 00	10/25/2007	9/8/2010	0 00	17,268 92	-17,268 92
CHTR	10,000 00	10/30/2007	9/8/2010	0 00	20,506 00	-20,506 00
FAS	200 00	5/14/2010	9/17/2010	4,421 54	5,757 98	-1,336 44
FAS	300 00	5/28/2010	9/17/2010	6,632 32	7,586 90	-954 58
TYH	100 00	5/14/2010	9/17/2010	3,132 96	3,492 32	-359 36
TYH	200 00	6/11/2010	9/17/2010	6,265 91	6,081 90	184 01
UTF	86 00	12/18/2007	9/17/2010	1,356 03	2,473 24	-1,117 21
UTF	45 00	12/1/2008	9/17/2010	709 55	484 82	224 73
UTF	20 00	12/18/2008	9/17/2010	315 36	198 91	116 45
UTF	40 00	1/2/2009	9/17/2010	630 71	431 88	198 83
UTF	60 00	4/1/2009	9/17/2010	946 07	550 08	395 99
UTF	47 00	7/1/2009	9/17/2010	741 09	564 46	176 63
UTF	59 00	10/1/2009	9/17/2010	930 30	815 48	114 82
UTF	52 00	1/4/2010	9/17/2010	819 93	829 74	-9 81
UTF	24 00	3/12/2010	9/17/2010	378 43	367 47	10 96
UTF	67 00	7/1/2010	9/17/2010	1,056 44	847 86	208 58
				507,899.71	**526,397.97**	**-18,498.26**
FC Stone						
NOV	14 00	10/15/2009	9/17/2009	30,606 66	33,093 34	-2,486 68
OCT	14 00	9/17/2009	10/15/2009	21,506 66	21,018 34	488 32
				52,113.32	**54,111.68**	**-1,998.36**
HSBC Brokerage						
GNA	1,260 00	11/2/2007	4/14/2010	10,028 02	15,435 00	-5,406 98
IBKR	700 00	5/4/2007	4/14/2010	11,535 80	21,007 00	-9,471 20
NXPI	150 00	8/5/2010	8/18/2010	1,774 96	2,102 00	-327 04
				23,338.78	**38,544.00**	**-15,205.22**
				583,351.81	**619,053.65**	**-35,701.84**