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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

2009

Department of the Treasury  
Internal Revenue Service

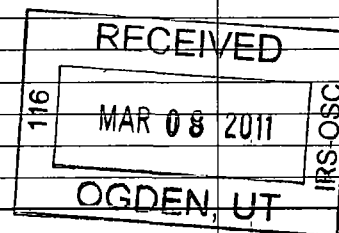
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning NOV 1, 2009, and ending OCT 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 <b>THE ROBERT G. AND ELLEN S. GUTENSTEIN FAMILY FOUNDATION INC.</b>		A Employer identification number <b>13-6227087</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>C/O COOPERSMITH ET AL, 50 CHAS LINDBERG 605</b>		B Telephone number <b>516-483-5800</b>
	City or town, state, and ZIP code <b>UNIONDALE, NY 11553</b>		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) \$ <b>8,546,811.</b> (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	150,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	43,886.	43,886.		STATEMENT 1
	4 Dividends and interest from securities	168,138.	168,138.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<6,433.>			
	b Gross sales price for all assets on line 6a 2,222,670.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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					
12 Total. Add lines 1 through 11	355,591.	212,024.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	2,426.	1,213.		1,213.
	b Accounting fees STMT 4	5,190.	2,595.		2,595.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	4,038.	4,038.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	301.	51.		250.
	24 Total operating and administrative expenses. Add lines 13 through 23	11,955.	7,897.		4,058.
	25 Contributions, gifts, grants paid	382,655.			382,655.
26 Total expenses and disbursements. Add lines 24 and 25	394,610.	7,897.		386,713.	
27 Subtract line 26 from line 12.	<39,019.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		204,127.			
c Adjusted net income (if negative, enter -0-)			N/A		



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**THE ROBERT G. AND ELLEN S. GUTENSTEIN  
FAMILY FOUNDATION INC.**

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,930,023.	1,525,255.	1,525,255.
	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			
	7 Other notes and loans receivable ▶ 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 <b>STMT 7</b>	149,791.	199,863.	199,869.
	b Investments - corporate stock <b>STMT 8</b>	5,519,092.	5,454,484.	5,451,479.
	c Investments - corporate bonds <b>STMT 9</b>	50,005.	452,815.	462,143.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
<b>Liabilities</b>	13 Investments - other <b>STMT 10</b>	484,314.	461,789.	908,065.
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 <b>Total assets</b> (to be completed by all filers)	8,133,225.	8,094,206.	8,546,811.
	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 ▶)			
<b>Net Assets or Fund Balances</b>	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	8,133,225.	8,094,206.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b>	8,133,225.	8,094,206.	
	31 <b>Total liabilities and net assets/fund balances</b>	8,133,225.	8,094,206.	

**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	8,133,225.
2 Enter amount from Part I, line 27a	2	<39,019.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,094,206.
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	8,094,206.

**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.)
<b>1a SCHEDULED SHORT TERM</b>	P	VARIOUS	VARIOUS
<b>b SCHEDULED LONG TERM</b>	P	VARIOUS	VARIOUS
<b>c CMS ENERGY- SETTLEMENT</b>	P	VARIOUS	VARIOUS
<b>d</b>			
<b>e</b>			

(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)
<b>a 1,008,285.</b>		<b>1,034,198.</b>	<b>&lt;25,913.&gt;</b>
<b>b 1,214,355.</b>		<b>1,194,905.</b>	<b>19,450.</b>
<b>c 30.</b>			<b>30.</b>
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<b>&lt;25,913.&gt;</b>
<b>b</b>			<b>19,450.</b>
<b>c</b>			<b>30.</b>
<b>d</b>			
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b>	<div>                     { If gain, also enter in Part I, line 7                      If (loss), enter -0- in Part I, line 7                 </div>	<b>2</b>	<b>&lt;6,433.&gt;</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>	<div>                     If gain, also enter in Part I, line 8, column (c).                      If (loss), enter -0- in Part I, line 8                 </div>	<b>3</b>	<b>N/A</b>

**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	334,388.	6,608,473.	.050600
2007	330,958.	7,796,754.	.042448
2006	396,292.	7,771,969.	.050990
2005	327,679.	5,941,702.	.055149
2004	304,949.	5,225,886.	.058354

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.257541</b>
<b>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</b>	<b>3</b>	<b>.051508</b>
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5</b>	<b>4</b>	<b>7,950,038.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>409,491.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>2,041.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>411,532.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>386,713.</b>

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 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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	4,083.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,083.
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	4,083.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,840.	
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	4,840.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	757.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 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
1b 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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 type="checkbox"/> <u>NY, DE</u>		
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

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**THE ROBERT G. AND ELLEN S. GUTENSTEIN  
FAMILY FOUNDATION INC.**

13-6227087

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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? Website address ► N/A	13	X	
14	The books are in care of ► COOPERSMITH SIMON & VOGEL PC Telephone no. ► 516-483-5800 Located at ► 50 CHARLES LINDBERGH BLVD., SUITE 605, UNIONDALE, ZIP+4 ► 11553			
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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**

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? ☐ Yes ☒ No

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? **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
ROBERT G. GUTENSTEIN	PRESIDENT			
68 WILDWOOD ROAD				
RIDGEWOOD, NJ 07450	0.00	0.	0.	0.
ELLEN S. GUTENSTEIN	VICE-PRESIDENT			
68 WILDWOOD ROAD				
RIDGEWOOD, NJ 07450	0.00	0.	0.	0.
CHARLES SALOMON	SECRETARY			
23 HORNE TOOK ROAD				
PALISADES, NY 10964	0.00	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
NONE				

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

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

**(a) Name and address of each person paid more than \$50,000**

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

0

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

<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
------------------	---

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

Amount

All other program-related investments. See instructions.

**Total. Add lines 1 through 3**

0.

2009.05030 THE ROBERT G. AND ELLEN S. 2320 041



**THE ROBERT G. AND ELLEN S. GUTENSTEIN  
FAMILY FOUNDATION INC.**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	7,997,369.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	73,736.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	8,071,105.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	8,071,105.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	121,067.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	7,950,038.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	397,502.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	397,502.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	4,083.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	4,083.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	393,419.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	393,419.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	393,419.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	386,713.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	386,713.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	386,713.

**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				393,419.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	98,330.			
b From 2005	89,169.			
c From 2006	49,532.			
d From 2007	18,900.			
e From 2008	55,750.			
f Total of lines 3a through e	311,681.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	386,713.			
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) **	91,624.			
d Applied to 2009 distributable amount				295,089.
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))	98,330.			98,330.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	304,975.			
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				0.
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	304,975.			
10 Analysis of line 9:				
a Excess from 2005	89,169.			
b Excess from 2006	49,532.			
c Excess from 2007	18,900.			
d Excess from 2008	55,750.			
e Excess from 2009	91,624.			

\*\* SEE STATEMENT 11

Form 990-PF (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)

	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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).)

**ROBERT G. GUTENSTEIN**

- 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 XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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
<b>a Paid during the year</b> <b>SEE SCHEDULE</b>	<b>NONE</b>	<b>501(C)(3)</b>	<b>GENERAL</b>	<b>382,655.</b>
<b>Total</b>				<b>▶ 3a 382,655.</b>
<b>b Approved for future payment</b>  <b>NONE</b>				
<b>Total</b>				<b>▶ 3b 0.</b>



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

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

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
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 \_\_\_\_\_

Time

Preparer's  signature

William A. Vond

Date \_\_\_\_\_

2-18-11

Check if self- employed	
-------------------------------	--

Preparer's identifying number

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

COOPERSMITH SIMON & VOGEL P.C.  
50 CHARLES LINDBERGH BLVD. STE 605  
UNIONDALE, NY 11553

FIN ▶

Phone no.

Form **990-PF** (2009)

**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 ROBERT G. AND ELLEN S. GUTENSTEIN  
FAMILY FOUNDATION INC.

Employer identification number

13-6227087

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 foundation

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

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) 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

THE ROBERT G. AND ELLEN S. GUTENSTEIN  
FAMILY FOUNDATION INC.

## Employer identification number

13-6227087

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ROBERT G. GUTENSTEIN 68 WILDWOOD ROAD RIDGEWOOD, NJ 07450	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

THE ROBERT G. AND ELLEN S. GUTENSTEIN  
FAMILY FOUNDATION INC.

Employer identification number

13-6227087

**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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE ROBERT G. AND ELLEN S. GUTENSTEIN  
FAMILY FOUNDATION INC.

13-6227087

**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 ROBERT G. & ELLEN S GUTENSTEIN FAMILY FOUNDATION INC**

**EIN 13-6227087**

**SCHEDULE OF CAPITAL GAINS AND LOSSES-BOOK AND TAX**

**FYE OCTOBER 31, 2010**

Security	Shares	Date Sold	Proceeds	Cost Books	Cost Tax	Gain(Loss) Books	Gain(Loss) Tax
<b>Short Term</b>							
US T-BILL 11/27/09	150,000.00	11/27/2009	149,791	149,791	149,791	0	0
AOL INC	0.454	12/22/2009	11	6	6	4	4
MCMORAN EXPLORATION COMPANY	5,000.00	1/5/2010	40,261	39,231	39,231	1,031	1,031
KRAFT FOODS INC	2,000.00	4/30/2010	58,839	52,965	52,965	5,874	5,874
YAHOO INC	2,000.00	5/7/2010	32,781	30,697	30,697	2,084	2,084
YAHOO INC	1,000.00	5/7/2010	16,391	16,555	16,555	(164)	(164)
FORD CAPITAL BV	100,000.00	6/1/2010	100,000	100,930	100,930	(930)	(930)
ANGLOGOLD ASHANTI LTD (NEW)	2,000.00	8/26/2010	86,325	82,012	82,012	4,314	4,314
AMERICAN ELECTRIC POWER CO INC	2,000.00	8/26/2010	70,175	70,056	70,056	119	119
CISCO SYSTEMS	2,000.00	9/1/2010	40,559	53,524	53,524	(12,966)	(12,966)
CISCO SYSTEMS	2,000.00	9/1/2010	40,559	52,399	52,399	(11,840)	(11,840)
EMC CORP-MASS	2,000.00	9/1/2010	35,867	37,554	37,554	(1,688)	(1,688)
EMC CORP-MASS	3,000.00	9/1/2010	53,800	56,686	56,686	(2,886)	(2,886)
EMC CORP-MASS	2,000.00	9/1/2010	35,867	35,192	35,192	675	675
EMC CORP-MASS	1,000.00	9/1/2010	17,933	19,278	19,278	(1,345)	(1,345)
INTEL CORP	2,000.00	10/7/2010	37,491	41,447	41,447	(3,956)	(3,956)
INTEL CORP	2,000.00	10/7/2010	37,491	43,493	43,493	(6,002)	(6,002)
INTEL CORP	2,000.00	10/7/2010	37,491	40,183	40,183	(2,692)	(2,692)
EMC CORP-MASS	2,000.00	10/13/2010	38,884	38,556	38,556	329	329
EMC CORP-MASS	4,000.00	10/13/2010	77,768	73,645	73,645	4,124	4,124
<b>Total Short Term</b>			<b>1,008,285</b>	<b>1,034,198</b>	<b>1,034,198</b>	<b>(25,913)</b>	<b>(25,913)</b>
<b>Long Term</b>							
SCHERING PLOUGH CORP	3,000.00	11/3/2009	49,417	49,417	49,417	0	0
MERCK & CO INC	1,269.90	11/5/2009	31,500	20,918	20,918	10,582	10,582
MERCK & CO INC	0.1	11/5/2009	3	2	2	2	2
BAC CAPITAL TRUST XII	1,000.00	12/3/2009	19,611	15,148	15,148	4,463	4,463
BAC CAPITAL TRUST XII	500	12/3/2009	9,806	8,663	8,663	1,143	1,143
MICROSOFT CORP	1,000.00	12/3/2009	28,930	25,941	25,941	2,989	2,989
MICROSOFT CORP	2,000.00	12/3/2009	57,861	56,144	56,144	1,717	1,717
GENERAL ELECTRIC CAPITAL CORP	1,500.00	12/4/2009	37,228	29,756	29,756	7,472	7,472
COHEN & STEERS ADVANTAGE	4,400.00	12/18/2009	72,622	72,622	72,622	0	0
COHEN & STEERS ADVANTAGE	1,000.00	12/18/2009	15,305	15,305	15,305	0	0
COHEN & STEERS QUALITY INCOME	0.738	12/22/2009	4	12	12	(7)	(7)
FRANKLIN ELECTRONIC PUBLISHERS	15,000.00	3/9/2010	37,500	71,410	71,410	(33,910)	(33,910)
FRANKLIN ELECTRONIC PUBLISHERS	1,000.00	3/9/2010	2,500	3,530	3,530	(1,030)	(1,030)
FRANKLIN ELECTRONIC PUBLISHERS	4,000.00	3/9/2010	10,000	8,085	8,085	1,916	1,916
FRANKLIN ELECTRONIC PUBLISHERS	5,000.00	3/9/2010	12,500	9,105	9,105	3,396	3,396
AMBASE CORP	25,000.00	3/25/2010	3,042	25,103	25,103	(22,061)	(22,061)
AOL INC	151	4/8/2010	3,867	2,063	2,063	1,804	1,804
TIME WARNER CABLE INC	418	4/8/2010	22,230	10,385	10,385	11,845	11,845
TIME WARNER INC	1,666.00	4/8/2010	52,424	29,464	29,464	22,960	22,960
MICROSOFT CORP	2,000.00	4/30/2010	61,493	55,424	55,424	6,069	6,069
PLANTRONICS INC NEW	1,000.00	4/30/2010	32,921	10,199	10,199	22,722	22,722
YAHOO INC	3,000.00	5/7/2010	49,172	42,369	42,369	6,803	6,803
SIX FLAGS INC	4,000.00	6/1/2010	0	92,766	92,766	(92,766)	(92,766)
SIX FLAGS INC	1,000.00	6/1/2010	0	21,623	21,623	(21,623)	(21,623)
SIX FLAGS INC	1,000.00	6/1/2010	0	21,503	21,503	(21,503)	(21,503)
SIX FLAGS INC	1,000.00	6/1/2010	0	23,260	23,260	(23,260)	(23,260)
VISHAY PRECISION GROUP INC	0.574	7/6/2010	6	12	12	(5)	(5)
DNP SELECT INCOME FD	5,000.00	7/20/2010	46,193	55,117	55,117	(8,924)	(8,924)
AMERICAN ITALIAN PAST CO-CL A	4,174.00	7/28/2010	221,222	156,522	156,522	64,700	64,700
AMERICAN ITALIAN PAST CO-CL A	1,043.50	7/28/2010	55,306	24,571	24,571	30,735	30,735
AMERICAN ITALIAN PAST CO-CL A	1,043.50	7/28/2010	55,306	24,765	24,765	30,540	30,540
CARNIVAL CORP	500	8/26/2010	15,646	22,971	22,971	(7,325)	(7,325)
H J HEINZ CO	3,000.00	8/26/2010	140,546	107,967	107,967	32,579	32,579
MICROSOFT CORP	1,000.00	9/1/2010	23,398	27,881	27,881	(4,483)	(4,483)
MICROSOFT CORP	1,000.00	9/1/2010	23,398	27,558	27,558	(4,160)	(4,160)
MICROSOFT CORP	1,000.00	9/1/2010	23,398	27,327	27,327	(3,929)	(3,929)
<b>Total Long Term</b>			<b>1,214,355</b>	<b>1,194,905</b>	<b>1,194,905</b>	<b>19,450</b>	<b>19,450</b>
<b>TOTAL CAPITAL GAINS</b>			<b>2,222,640</b>	<b>2,229,103</b>	<b>2,229,103</b>	<b>(6,463)</b>	<b>(6,463)</b>

**The Robert G. & Ellen S. Gutenstein Family Foundation, Inc.**  
**Form 990 PF, Part XV, Line 3a**  
**Grants and Contributions Paid**  
**October 31, 2010**

ORGANIZATION NAME	AMOUNT
Amer Comm for the Weismans	360
American Cancer Society	1,000
American Diabetic Assoc	250
American Friends of Tel Aviv Univ	500
American Institute of Wine and Food	125
American Museum of Natural History	5,000
Americares	1,000
Anti-Defamation League	500
ARZA	5,000
ASPCA	50
Barnard College-- E. Strauss Scholarship	1,000
Belen Jesuit Pre-school	250
Bergen Volunteer Medical Inst	3,500
Bnai B'rith Foundation	250
Bronx High School of Science Alumni Assn.	4,000
Burk Foundation	250
Cancer Care	9,750
Care, Inc.	3,000
Castaway Critters	500
Chandler Center for the Arts	500
Children Inc.	350
Childrens Village- Ruth M. Wile Mem Scholarship	1,500
Churchill School	1,500
City Harvest Inc.	3,000
City Meals on Wheels	5,120
Climate Control	1,000
Coalition for the Homeless	250
Community Food Bank of NJ	2,500
Congregation Bnai Jeshurun	10,800
Connecticut Challenge	100
Cornell Univ of Vet Medicine	250
Crones and Colitis Fdn.	250
Culinary Institute of America	22,300
Daughters of Miriam Center Foundation	13,500
David Orr Fund for the Earth	3,000
Denali Education Center	100
Dickenson College Fund	5,000
Discoveries Unlimited	1,000
Doctors without Borders	2,000
Drew University	500
Earle Carle Museum	300
Eco Health Alliance / Wildlife Trust	8,500
Ellis Island Foundation	100
Environmental Leadership Program	500
Faith Foundation	250
Feeding America	500
Florilegium Chamber Choir	250
Food Bank for New York	2,000

Friends of Ridgewood EMS	400
Friends of Team Schools	2,500
Friends of the Hermitage	2,500
Global Corps - Africa	500
Great Swamp Watershed	100
GRIST	1,500
Guardianship of Dade County	3,000
Habitat for Humanity	3,500
High Point University	2,000
Hillel	250
Institute for Student Achievement	250
International Wine & Feast Foundation	1,000
International Wine & Food Foundation	1,000
Ithaca College	5,000
James Beard Foundation	500
Jewish Community Services- So Fla	2,500
Jewish Family Services of New Jersey	5,000
Jewish Guild for the Blind	250
JFS of Sommerset	250
Katie at the Bat	100
Learning Springs Elementary School Fund	3,500
Life Inc	2,000
Lion's Club Sight First II	500
Live Strong	50
Mazon	2,500
Meals on Wheels - White Plains	250
Memorial Sloan Kettering Foundation	250
Metropolitan Council on Jewish Poverty	250
Metropolitan Museum of Art	1,200
Metropolitan Opera Guild	600
Museum of Arts & Design	250
Museum of Modern Art	1,000
National Institute for Jewish Hospice	250
National Jewish Medical & Research Center	250
National Parks Foundation	1,000
New School	500
New York Cares	15,000
New York Public Library	350
New York Times Neediest Cases	3,000
NJN Public Broadcasting	100
North Start Foundation	500
Our House	1,000
Oxfam International	500
Patterson Educational Fund	250
Paul Smiths College Fund	2,000
Planned Parenthood of Metropolitan NJ	5,000
Police Athletic League	2,500
Project Hope	3,000
Puerto Rican Hotel Scholarship	1,500
Rails to Trails Foundation	250
Recording for the Blind Assn.	225
Resources for Children with Special Needs	250
Ridgewood Fire Dept Assoc	50
Ridgewood Library Foundation	350
Ridgewood PBA	50

SAFE Horizon	2,500
San Diego Youth Symphony	250
SCI EN TEK-12 INC	15,000
Self Help	250
Share our Strength Foundation	2,500
Simon Weisenthal Foundation	250
Smithsonian Foundation	2,500
Society for Progressive N. Palsy	500
Society of Wine Educators	250
Solomon Guggenheim Foundation	225
Sommerset Hills YMCA	1,200
Spoons Across America	500
St. Francis Health Care Foundation	2,000
St. Huberts	500
Street Smart 4 Kids	150
Table to Table Fund	7,700
Temple Har Shalom	3,100
The Arc of Bergen & Passaic	50
The Childrens Fund of the Astor Home	500
The Fresh Air Fund	1,000
The Jewish Museum	200
The Perlman Music Program	4,000
Theo's Workshop	500
Thirteen NET	1,000
Town Country Food Pantry	500
Tuscalum College	1,000
U.S. Holocaust Museum	100
UJA of Northern NJ	2,500
Union for Reform Judaism	2,500
United Negro College Fund Inc. Greater NY	1,000
United Services Organization Inc.	1,000
United Way Bergen County	1,000
University of California, K.G. Kolozsi Fd	4,000
University of Pennsylvania	20,000
University of Pennsylvania-Alumni Annual Giving	2,500
University of Pennsylvania-Community Initiative Fund	40,000
University Settlement	4,000
Valley Hospital Foundation	35,500
Wall Street Synagogue	100
West Bergen Mental Health	2,000
Women Prison Association	500
Workshop on Business Opportunities	10,000
World Jewish Congress	50
World Learning	2,000
Young Survival Coalition	250
Total Grants	<u>382,655</u>

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
BURNHAM SECURITIES	43,886.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	43,886.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BURNHAM SECURITIES	168,138.	0.	168,138.
TOTAL TO FM 990-PF, PART I, LN 4	168,138.	0.	168,138.

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FORM 990-PF LEGAL FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LOEB BLOCK & PARTNERS	2,426.	1,213.		1,213.
TO FM 990-PF, PG 1, LN 16A	2,426.	1,213.		1,213.

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FORM 990-PF ACCOUNTING FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COOPERSMITH SIMON & VOGEL PC	5,190.	2,595.		2,595.
TO FORM 990-PF, PG 1, LN 16B	5,190.	2,595.		2,595.

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## FORM 990-PF

## TAXES

## STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	1,527.	1,527.		0.
FOREIGN TAX	2,511.	2,511.		0.
TO FORM 990-PF, PG 1, LN 18	4,038.	4,038.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS FILING FEE	250.	0.		250.
INVESTMENT EXPENSES	51.	51.		0.
TO FORM 990-PF, PG 1, LN 23	301.	51.		250.

## FORM 990-PF

## U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

## STATEMENT

7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		199,863.	199,869.
TOTAL U.S. GOVERNMENT OBLIGATIONS			199,863.	199,869.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			199,863.	199,869.



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FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	5,454,484.	5,451,479.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,454,484.	5,451,479.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	452,815.	462,143.
TOTAL TO FORM 990-PF, PART II, LINE 10C	452,815.	462,143.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	461,789.	908,065.
TOTAL TO FORM 990-PF, PART II, LINE 13		461,789.	908,065.

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**THE ROBERT G. & ELLEN S GUTENSTEIN FAMILY FOUNDATION INC**  
**EIN 13-6227087 - FYE OCTOBER 31, 2010**  
**BALANCE SHEET-PART II-INVESTMENTS**

<b>Security</b>	<b>Shares</b>	<b>Cost</b>	<b>Market</b>
<b>Government Obligations</b>			
UNITED STATES TREASURY 10/07/10	200,000	199,863	199,869
<b>Total Government Obligations</b>		<b>199,863</b>	<b>199,869</b>
<b>Corporate Stock</b>			
ALPHASTAR INSURANCE GROUP INC	10,000	13,078	0
AMERICAN WTR WKS CO INC	5,776	114,943	137,931
BAC CAPITAL TRUST XII	8,500	125,726	205,870
BARRICK GOLD CORP	4,000	191,294	192,360
CARNIVAL CORP	1,500	71,175	64,755
CENTURYTEL INC	4,000	141,389	165,520
CISCO SYSTEMS	4,000	89,607	91,440
CITIGROUP INC	3,000	301,071	370,620
COHEN & STEERS QUALITY INCOME	5,510	87,915	46,725
CONSOLIDATED EDISON INC	4,000	166,524	198,880
DIGIMARC CORPORATION	5,157	14,593	141,353
DNP SELECT INCOME FD	20,000	189,841	198,600
DODGE & COX FUNDS	5,490	221,618	192,579
DODGE & COX STOCK FUND	821	102,043	83,092
DUFF & PHELPS UTILITY & CORPORATE	3,000	33,653	36,870
ECHELON CORP	17,500	209,785	137,725
GENERAL ELECTRIC CO	10,000	235,607	160,200
HARRIS PREFERRED CAPITAL CORP	19,000	446,686	484,120
INFONOW CORP	5,000	22,824	150
JOHNSON & JOHNSON	2,000	125,944	127,480
JP MORGAN CHASE CAPITAL X	6,000	141,878	152,220
KOPIN CORP	10,000	39,810	38,100
KRATOS DEF & SEC (FMRLY WIRELESS)	12,000	228,843	136,800
MCMORAN EXPLORATION COMPANY	3,000	55,516	50,520
MERCK & CO INC	1,730	28,497	62,816
MICROSOFT CORP	4,000	109,633	106,660
MIRANT TR	500	264	0
MOTOROLA INC	2,500	52,735	20,400
NOVARTIS A G SPNSRD ADR	3,000	143,006	173,850
NUVEEN MULTI-STRATEGY INC & GROWTH	5,000	24,105	42,600
NUVEEN PREFERRED	5,000	71,866	42,600
OREZONE GOLD CORP	625	460	1,942
PENN WEST ENERGY TRUST	3,605	108,212	82,194
PFIZER INC	4,000	107,939	69,660
PHOENIX TECHNOLOGIES LTD	30,000	219,170	123,600
PLANTRONICS INC	4,000	83,971	143,520
PROGRESS ENERGY INC	6,000	251,717	270,000
ROYAL CARIBBEAN CRUISES LTD	1,000	43,640	39,540
SANOFI AVENTIS	2,000	66,881	70,220
SOUTHERN CO	6,000	202,318	227,220
SPECTRA ENERGY CORP	15,000	336,524	356,550
VISHAY INTERTECHNOLOGY INC	6,000	85,211	67,800
VISHAY PRECISION GROUP INC	428	8,870	7,276
WILLIAMS COMPANIES INC	6,000	138,102	129,120
<b>Total Corporate Stock</b>		<b>5,454,484</b>	<b>5,451,479</b>
<b>Corporate Bonds</b>			
CATEPILLAR FINL SVS CORP	50,000.00	50,005	50,267
PEPSICO CAP RES INC	100,000.00	97,234	98,122
PORT AUTH NY & NJ	100,000.00	98,609	99,629
TREEHOUSE FOODS INC	100,000.00	103,859	109,625
UNITED STATES STEEL CORP NEW	100,000.00	103,109	104,500
<b>Total Corporate Bonds</b>		<b>452,815</b>	<b>462,143</b>
<b>Partnerships</b>			
BOARDWALK PIPELINE PARTNERS, LP	6,000	105,798	195,360
KINDER MORGAN ENERGY PTRS	9,000	322,621	625,230
LINN ENERGY LLC	2,500	33,370	87,475
<b>Total Partnerships</b>		<b>461,789</b>	<b>908,065</b>
<b>Total Investments</b>		<b>6,568,951</b>	<b>7,021,556</b>

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO TREAT  
EXCESS QUALIFYING DISTRIBUTIONS  
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 11

THE ROBERT G. AND ELLEN S. GUTENSTEIN FAMILY FOUNDATION, INC. HEREBY  
ELECTS TO TREAT \$91,624 IN QUALIFYING DISTRIBUTIONS OF THE FOUNDATION  
FOR THE FISCAL YEAR ENDING OCTOBER 31, 2010 AS MADE OUT OF CORPUS IN  
ACCORDANCE WITH REGULATION 53.4942(A)-3(D)(2).