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

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

12/01, 2009, and ending

11/30, 2010

G Check all that apply

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

Name of foundation

THE EUGENE APPLEBAUM FAMILY FOUNDATION

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

39400 WOODWARD AVENUE

Room/suite
100

City or town, state, and ZIP code

BLOOMFIELD HILLS, MI 48304

A Employer identification number

38-2782955

B Telephone number (see page 10 of the instructions)

(248) 593-8840

C If exemption application is
pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
65% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

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

16) **\$ 2,225,347.**

J Accounting method

☒ Cash☐ Accrual☐ Other (specify) _____

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

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

30,500.

2 Check ☐ if the foundation is not required to
attach Sch B.

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

164,185.

164,185.

164,185.

ATCH 1

5a Gross rents

b Net rental income or (loss)

9,397.

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 2,532,380.

7 Capital gain net income (from Part IV, line 2)

9,397.

8 Net short-term capital gain

2,792.

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

204,082.

173,582.

166,977.

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

8,700.

4,350.

4,350.

4,350.

b Accounting fees (attach schedule)

35,172.

17,586.

17,586.

17,586.

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) ATCH 4

1,815.

907.

907.

908.

24 Total operating and administrative expenses.

Add lines 13 through 23

45,687.

22,843.

22,843.

22,844.

25 Contributions, gifts, grants paid

4,390,746.

4,390,746.

26 Total expenses and disbursements Add lines 24 and 25

4,436,433.

22,843.

22,843.

4,413,590.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

-4,232,351.

b Net investment income (if negative, enter -0-)

150,739.

c Adjusted net income (if negative, enter -0-)

144,134.

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 3 JSA

Form 990-PF (2009)

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PAGE 4

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Operating and Administrative 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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,420,039.	-2,207,115.	-2,207,115.
	2 Savings and temporary cash investments	1,490,323.	2,545,231.	2,545,231.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule) ATTCH 5	3,562,723.	1,902,618.	1,887,231.
	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)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,473,085.	2,240,734.	2,225,347.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	6,473,085.	2,240,734.	
30 Total net assets or fund balances (see page 17 of the instructions)	6,473,085.	2,240,734.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,473,085.	2,240,734.		

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	6,473,085.
2 Enter amount from Part I, line 27a	2	-4,232,351.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,240,734.
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	2,240,734.

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	9,397.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	{ }	3	2,792.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	614,918.	6,167,121.	0.099709
2007	3,915,008.	10,931,948.	0.358125
2006	4,467,532.	9,451,503.	0.472680
2005	4,419,149.	9,796,286.	0.451105
2004	3,957,628.	5,197,113.	0.761505

2 Total of line 1, column (d)	2	2.143124
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	0.428625
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,369,681.
5 Multiply line 4 by line 3	5	1,872,955.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,507.
7 Add lines 5 and 6	7	1,874,462.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	4,413,590.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,507.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3 Add lines 1 and 2	3	1,507.
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	1,507.
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	63,748.
b Exempt foreign organizations-tax withheld at source	6 b	0.
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	63,748.
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	62,241.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 62,241. Refunded ☐	11	

Part VII-A Statements Regarding Activities

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

Form 990-PF (2009)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14 The books are in care of ☐ PAMELA A. APPLEBAUM Telephone no ☐ 248-593-8840				
Located at ☐ 39400 WOODWARD AVENUE #100, BLOOMFIELD HILLS, MI ZIP + 4 ☐ 48304				
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		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
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

Form 990-PF (2009)

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b** *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** *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 page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 7		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2009)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 DETROIT INSTITUTE OF ARTS -----	801,200.
2 MAYO FOUNDATION -----	720,000.
3 BEAUMONT FOUNDATION -----	500,500.
4 ALLIED JEWISH CAMPAIGN -----	500,000.

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE -----	
2 -----	
All other program-related investments See page 24 of the instructions	
3 NONE -----	
Total. Add lines 1 through 3	

Form 990-PF (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,066,451.
b	Average of monthly cash balances	1b	1,369,773.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	4,436,224.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,436,224.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	66,543.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,369,681.
6	Minimum investment return. Enter 5% of line 5	6	218,484.

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

1	Minimum investment return from Part X, line 6	1	218,484.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,507.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,507.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	216,977.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	216,977.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	216,977.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,413,590.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,413,590.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,507.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,412,083.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				216,977.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				0.
b From 2005				3,938,551.
c From 2006				4,016,240.
d From 2007				3,372,941.
e From 2008				307,885.
f Total of lines 3a through e	11,635,617.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 4,413,590.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				216,977.
e Remaining amount distributed out of corpus	4,196,613.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,832,230.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	15,832,230.			
10 Analysis of line 9				
a Excess from 2005	3,938,551.			
b Excess from 2006	4,016,240.			
c Excess from 2007	3,372,941.			
d Excess from 2008	307,885.			
e Excess from 2009	4,196,613.			

Form 990-PF (2009)

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

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

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

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

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

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

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

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

SEE STATEMENT

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATTACHMENT 6				
Total.			3a	4,390,746.
b <i>Approved for future payment</i>				
Total.			3b	

Form 990-PF (2009)

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.		

[illegible]

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

b If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.				
Sign Here	 Signature of officer or trustee		Date 1/6/2011	Title Pres
	Paid Preparer's Use Only	Preparer's signature 	Date	Check if self-employed ☐
		Firm's name (or yours if self-employed), address, and ZIP code	EIN	Preparer's identifying number (See Signature on page 30 of the instructions) Phone no

Form **990-PF** (2009)

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization

THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number

38-2762955

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).

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 EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number
38-2782955**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 16,000.	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)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,018,539.		GOLDMAN SACHS - LONG-TERM GAINS PROPERTY TYPE: SECURITIES 2,011,934.				P	VARIOUS 6,605.	VARIOUS
513,841.		GOLDMAN SACHS - SHORT-TERM GAINS 511,049.				P	VARIOUS 2,792.	VARIOUS
TOTAL GAIN(LOSS)							<u>9,397.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
GOLDMAN SACHS BROKERAGE - INTEREST	1,582.	1,582.	1,582.
GOLDMAN SACHS TACTICAL - DIVIDENDS	1,596.	1,596.	1,596.
GOLDMAN SACHS GOV CORP FIXED - INTEREST	166,728.	166,728.	166,728.
LESS: ACCRUED INTEREST PAID	-5,998.	-5,998.	-5,998.
GOLDMAN SACHS GOV CORP FIXED - INTEREST	268.	268.	268.
COMERICA INTEREST	9.	9.	9.
TOTAL	<u>164,185.</u>	<u>164,185.</u>	<u>164,185.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICEWATERHOUSECOOPERS - PREP	8,700.	4,350.	4,350.	4,350.
TOTALS	<u>8,700.</u>	<u>4,350.</u>	<u>4,350.</u>	<u>4,350.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GOLDMAN SACHS	11,172.	5,586.	5,586.	5,586.
ARBOR INVESTMENT GROUP	24,000.	12,000.	12,000.	12,000.
TOTALS	35,172.	17,586.	17,586.	17,586.

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
COMERICA	1,815.	907.	907.	908.
TOTALS	1,815.	907.	907.	908.

THE EUGENE APPLEBAUM FAMILY FOUNDATION

38-2782955

FORM 990PF, PART II - CORPORATE BONDS

<u>ATTACHMENT 5</u>			
<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS CORP FIXED INC	3,562,723.	1,399,971.	1,380,098.
GOLDMAN SACHS TACTICAL ADV	0.	502,647.	507,133.
TOTALS	<u>3,562,723.</u>	<u>1,902,618.</u>	<u>1,887,231.</u>

THE EUGENE APPLEBAUM FAMILY FOUNDATION

38-2782955

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

ATTACHMENT 6

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	VARIOUS	10,000.
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	2/23/2010	2,000.
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	VARIOUS	16,000.
MARCIA APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	02/23/2010	2,500.
TOTAL CONTRIBUTION AMOUNTS		30,500.

THE EUGENE APPLEBAUM FAMILY FOUNDATION

38-2782955

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	PRESIDENT <i>PART-TIME</i>	0.	0.	0.
MARCIA APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	V. PRESIDENT <i>PART-TIME</i>	0.	0.	0.
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	SECRETARY <i>PART-TIME</i>	0.	0.	0.
PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	TREASURER <i>PART-TIME</i>	0.	0.	0.
GRAND TOTALS		0.	0.	0.

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

ATTACHMENT 8			
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	N/A	GENERAL PURPOSE GRANT	4,390,746
	501(C)(3)		
TOTAL CONTRIBUTIONS PAID			4,390,746

ATTACHMENT 8

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust

THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number

38-2782955

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	2,792.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	2,792.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	6,605.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	6,605.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		2,792.
14	Net long-term gain or (loss):			
a	Total for year	14a		6,605.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		9,397.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

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

Schedule D (Form 1041) 2009

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

OMB No 1545-0092

2009

► See instructions for Schedule D (Form 1041).

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

Name of estate or trust

Employer identification number

38-2782955

THE EUGENE APPLEBAUM FAMILY FOUNDATION

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 2,792.

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

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	6,605.
--	--------

FEDERAL FOOTNOTES

PAGE 2 BALANCE SHEET COLUMN C

THIS FOUNDATION HOLDS THE REMAINDER INTEREST IN THE EUGENE APPLEBAUM
CHARITABLE REMAINDER TRUST EIN: 38-3228858

EUGENE APPLEBAUM FAMILY FUND CB0805144
From 01-Dec-2009 To 30-Nov-2010

Realized Gains/Losses

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Days Held	Gain Type	Cost	Proceeds	Gain/Loss
USCORP	UNITED TECHNOLOGIES CORP 7.125% 11/15/2010 M-W+15	11-Aug-09	15-Jun-10	250,000	308	Short-Term	\$755,908.71	\$257,036.38	\$1,127.67
6AND85	VERIZON GLOBAL FUNDING CORP 7.25% 12/01/2010 USD ISS D IN EXCHANGE OF 144A	4-Aug-09	7-Jul-10	250,000	337	Short-Term	\$255,140.59	\$256,805.00	\$1,664.41
64FR43	TELEFONICA EUROPE BV 7.75% 09/15/2010 USD CALLABLE @ M-W+20 GLOBAL NOTES	31-Jun-09	15-Sep-10	250,000	411	Long-Term	\$250,000.00	\$250,000.00	\$0.00
64G1G2	UNIT FEVER CAPITAL CORP CPN 7.125% 11/01/2010 CALLABLE AT M-W+20	5-Aug-09	1-Nov-10	250,000	453	Long-Term	\$250,000.00	\$250,000.00	\$0.00
TNOL02	U.S. TREASURY NOTE 0.875000% 12/31/2010 JD ON THE RUN SR LIEN	24-Jul-09	22-Nov-10	250,000	486	Long-Term	\$250,036.90	\$250,156.25	\$119.35
3JREF7	MORGAN STANLEY 2.9% 12/01/2010 SR LIEN	31-Jul-09	22-Nov-10	250,000	479	Long-Term	\$250,072.49	\$250,092.50	\$20.01
64ODQ0	KRAFT FOODS, INC CPN 5.625% 11/01/2011	24-Jul-09	22-Nov-10	250,000	486	Long-Term	\$257,563.17	\$261,250.00	\$3,686.83
3JSD58	BANK OF AMERICA CORPORATION 1.7% 12/23/2010	24-Aug-09	22-Nov-10	250,000	455	Long-Term	\$250,193.74	\$250,275.75	\$81.51
FH2TXA25	FHLB 3.625% 12/17/2010 JD SER 1159 SR LIEN	21-Aug-09	22-Nov-10	250,000	458	Long-Term	\$250,478.07	\$250,565.25	\$87.18
3JRV01	CITIGROUP INC 2.875% 12/09/2011 SR LIEN	14-Aug-09	29-Nov-10	250,000	472	Long-Term	\$253,590.35	\$256,200.00	\$2,609.65
TOTAL							\$2,532,380.63	\$9,396.62	

ST 511049 5/13841 2722
LT 2011934 2018539 6605

Marcia Applebaum Fund

Grnspoon Foundation	PJ Library Program 380 Union Street W Springfield, MA 01089	Unrelated	Sec 501(c)(3)	Education & Research	\$	35,000 00
Jewish Community Center	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	25,000 00
Jewish Federation of Palm Beach, FL	4601 Community Drive West Palm Beach, FL 33417-2760	Unrelated	Sec 501(c)(3)	Education & Research	\$	20,000 00
Jewish Federation of Palm Beach, FL	4601 Community Drive West Palm Beach, FL 33417-2760	Unrelated	Sec 501(c)(3)	Education & Research	\$	20,000 00
					\$	100,000 00

Pamela A. Applebaum Fund

Auxiliary for Jewish Senior Living	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	\$	118 00
Cranbrook Schools	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	\$	50 00
Cranbrook Schools	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	\$	25 00
Cycle for Survival	Memorial Sloan-Kettering Cancer Center 633 Third Ave , 28th Fl, NY, NY 10017	Unrelated	Sec 501(c)(3)	Education & Research	\$	150 00
Detroit Institute of the Arts	5200 Woodward Ave Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,200 00
Detroit Public TV	1 Clover Court Wixom, MI 48393-3900	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
Hillel Day School	32200 Middlebelt Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	\$	50 00
Jewish Community Center	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	2,500 00
Jewish Federation of Metro Detroit	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	\$	37,500 00
Michigan Humane Society	30300 Telegraph Road, Ste 220 Bingham Farms, MI 48025	Unrelated	Sec 501(c)(3)	Education & Research	\$	50 00
Michigan Humane Society	30300 Telegraph Road, Ste 220 Bingham Farms, MI 48025	Unrelated	Sec 501(c)(3)	Education & Research	\$	25 00

Sisterhood Congregation	27375 Bell Rd Southfield, MI 48037	Unrelated	Sec 501(c)(3)	Education & Research	\$	236 00
Susan G Komen 3 Days for the Cure	205 N Michigan Ave , Ste 2630 Chicago, IL 60601	Unrelated	Sec 501(c)(3)	Education & Research	\$	360 00
Wayne State University	4200 Faculty/Administration Bldg Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	36 00
					\$	43,300 00
<u>Lisa S. Applebaum Fund</u>						
92nd Street Y	1395 Lexington Manhattan, NY 10128	Unrelated	Sec 501(c)(3)	Education & Research	\$	250 00
92nd Street Y	1395 Lexington Manhattan, NY 10128	Unrelated	Sec 501(c)(3)	Education & Research	\$	2,500 00
92nd Street Y	1395 Lexington Manhattan, NY 10128	Unrelated	Sec 501(c)(3)	Education & Research	\$	340 00
92nd Street Y	1395 Lexington Manhattan, NY 10128	Unrelated	Sec 501(c)(3)	Education & Research	\$	250 00
American Friends of the Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	\$	2,500 00
American Friends of the Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,175 00
American Friends of the Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	\$	2,500 00
American Friends of the Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	\$	2,500 00
Crohn's & Colitis Foundation	31313 Northwestern Hwy, #204 Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	\$	400 00
David Horodoker Organization	6953 Candlewood Trail W Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	36 00
Genetic Disease Foundation	1425 Madison Avenue, Box 1498 New York, NY 10029	Unrelated	Sec 501(c)(3)	Education & Research	\$	250 00
Memorial Sloan Kettering	633 third Avenue, 28th Floor New York, NY 10017	Unrelated	Sec 501(c)(3)	Education & Research	\$	500 00
Metropolitan Museum of Art	1000 5th Avenue	Unrelated	Sec 501(c)(3)	Education & Research	\$	500 00

ORT 1880 Society	6735 Telegraph Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	\$	23,333 00
United Way	1212 Griswold Street Detroit, MI 48226	Unrelated	Sec 501(c)(3)	Education & Research	\$	10,000 00
University of Michigan—Taubman Center	9000 Wolverine Tower Ann Arbor, MI 48109	Unrelated	Sec 501(c)(3)	Education & Research	\$	50,000 00
Women's American ORT	6735 Telegraph Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000 00
					\$	938,333 00
<u>Family Foundation</u>						
92nd Street Y	1395 Lexington Manhattan, NY 10128	Unrelated	Sec 501(c)(3)	Education & Research	\$	50,000 00
Allied Jewish Campaign	6735 Telegraph Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	\$	200,000 00
Allied Jewish Campaign	6735 Telegraph Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	\$	300,000 00
Alzheimer's Association	20300 Civic Center Dr #100 Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000 00
American Friends of R'euth	545 Madison Ave 6th FL New York, NY 10022	Unrelated	Sec 501(c)(3)	Education & Research	\$	500 00
American Friends of the Hebrew University	500 N Michigan Ave , Ste 1530 Chicago, IL 60611	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
American Friends of the Hebrew University	500 N Michigan Ave , Ste 1530 Chicago, IL 60611	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
American Friends of the Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	\$	10,000 00
American Friends of the Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000 00
American Friends of the Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	\$	100,000 00
American Friends of ZAKA	1303 53rd St #170 Brooklyn, NY 11219	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000 00
American Jewish Committee	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00

Ann Arbor Hebrew Day School	2937 Birch Hollow Drive Ann Arbor, MI 48108	Unrelated	Sec 501(c)(3)	Education & Research	\$	500 00
Arts Fund	1 E 53rd St , #12 New York, NY 10022	Unrelated	Sec 501(c)(3)	Education & Research	\$	25 00
Boys & Girls Clubs of SE Michigan	26777 Halsted Road, Ste 100 Farmington Hills, MI 48331	Unrelated	Sec 501(c)(3)	Education & Research	\$	250 00
Beaumont Foundation	3711 W 13 Mile Rd Royal Oak, MI 48073	Unrelated	Sec 501(c)(3)	Education & Research	\$	500 00
B'nai Israel Synagogue	621 Second Street Rochester, Minnesota 55902	Unrelated	Sec 501(c)(3)	Education & Research	\$	500 00
B'nai Israel Synagogue	621 Second Street Rochester, Minnesota 55902	Unrelated	Sec 501(c)(3)	Education & Research	\$	10,000 00
Capuchin Soup Kitchen SOCK	1840 Mt Elliott Detroit, MI 48207	Unrelated	Sec 501(c)(3)	Education & Research	\$	500 00
Crohn's & Colitis Foundation	31313 Northwestern Hwy, #204 Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	\$	250 00
Crohn's & Colitis Foundation	31313 Northwestern Hwy, #204 Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	\$	250 00
Center for Jewish History	15 W 16th St , New York, NY 10011	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,250 00
Children's Hospital of Michigan	CHM Development Office - PDM 3901 Beaubien, Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	\$	100 00
Children's Tumor Foundation	95 Pine St 16th FL New York, NY 10007	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
City Year	1 Ford Place, 1F Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	150 00
College for Creative Studies	201 E Kirby Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	15,000 00
Columbia University	116 Street and Broadway New York, NY 10027	Unrelated	Sec 501(c)(3)	Education & Research	\$	200 00
Congregation Shaarey Zedek	27375 Bell Rd Southfield, MI 48037	Unrelated	Sec 501(c)(3)	Education & Research	\$	10,000 00
Cornerstone School Partnership	6861 E Nevada	Unrelated	Sec 501(c)(3)	Education & Research	\$	2,500 00

	Detroit, MI 48234								
Cranbrook Academy of Art	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	\$	25,000	00		
Cranbrook Academy of Art	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000	00		
David Horodoker Organization	6953 Candlewood Trail W Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	250	00		
David Horodoker Organization	6953 Candlewood Trail W Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	565	00		
Detroit Institute of Arts	5200 Woodward Ave Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	400,000	00		
Detroit Institute of Arts	5200 Woodward Ave Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	400,000	00		
Detroit Public Library Friends Foundation	5201 Woodward Ave Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	500	00		
Detroit Public Schools Foundation	3011 W Grand Blvd, 18th Floor Fisher Bldg Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	250	00		
Detroit Public TV	1 Clover Court Wixom, MI 48393-3900	Unrelated	Sec 501(c)(3)	Education & Research	\$	10,000	00		
Detroit Symphony Orchestra	3711 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	\$	25,000	00		
Detroit Symphony Orchestra	3711 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	\$	70,000	00		
Detroit Symphony Orchestra	3711 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	\$	25,000	00		
Detroit Symphony Orchestra	3711 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	\$	25,000	00		
Detroit Symphony Orchestra	3711 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	\$	70,000	00		
Detroit Zoological Society	8450 W Ten Mile Road Royal Oak, MI 48067	Unrelated	Sec 501(c)(3)	Education & Research	\$	2,500	00		
Flagler Museum	1 Whitehall Way Palm Beach, FL 33480	Unrelated	Sec 501(c)(3)	Education & Research	\$	100	00		

Friendship Circle	6892 West Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	100 00
George C Fuller Endowed Schl, WSU	441 Ferry Mail Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	100 00
Henry Ford Health System	2799 W Grand Blvd Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
Hillel Day School	32200 Middlebelt Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	\$	16,000 00
Hillel Day School	32200 Middlebelt Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	\$	100 00
Hillel Day School	32200 Middlebelt Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	\$	25 00
Hillel of Metro Detroit	5221 Guillen Mall #667 Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	3,000 00
Holocaust Memorial Center	28123 Orchard Lake Rd Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	\$	250 00
Holocaust Memorial Center	28123 Orchard Lake Rd Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	\$	200 00
Ilitch Charities	2211 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	\$	500 00
International Institute Foundation	111 E Kirby Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	100 00
James K Robinson Dean's Scholarship	441 Ferry Mail Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	50 00
Janice Charach Epstein Gallery	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
JARC	30301 Northwestern Hwy, Ste 100 Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	\$	20,000 00
JDC	711 Third Ave New York, NY 10017	Unrelated	Sec 501(c)(3)	Education & Research	\$	100 00
Jewish Community Center	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	50 00
Jewish Community Center	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	25,000 00

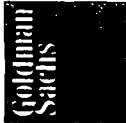
Jewish Community Center	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	25,000 00
Jewish Family Services	121 Steuart St San Francisco, CA 94105	Unrelated	Sec 501(c)(3)	Education & Research	\$	50 00
Jewish Federation of Metro Detroit	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	\$	100 00
Jewish Federation of Metro Detroit	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	\$	166,667 00
Jewish Hospice & Chaplaincy Net	6555 W Maple Road W Bloomfield Township, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	10,000 00
Jewish National Fund Tree of Life Award	42 E 69th St New York, NY 10021	Unrelated	Sec 501(c)(3)	Education & Research	\$	750 00
Jewish Senior Life	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	250 00
JVS	29699 Southfield Road Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
Kadima	15999 W Twelve Mile Road Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	\$	3,000 00
Karmanos Cancer Institute	110 E Warren Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	\$	100 00
Karmanos Cancer Institute	110 E Warren Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
Karmanos Cancer Institute	110 E Warren Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	\$	500 00
Karmanos Cancer Institute	110 E Warren Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	\$	100 00
Koellel Institute of Greater Detroit	15230 Lincoln Oak Park, MI 48237	Unrelated	Sec 501(c)(3)	Education & Research	\$	500 00
Kravis Center for the Performing Arts	701 Okeechobee Blvd W Palm Beach, FL 33401	Unrelated	Sec 501(c)(3)	Education & Research	\$	2,000 00
Mandell and Madeleine Berman Theatre	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000 00
Mandell and Madeleine Berman Theatre	6600 W Maple Road	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000 00

West Bloomfield, MI 48322						
March of Dimes Ann Arbor	400 E Eisenhower Pkwy, Ste 75 Ann Arbor, MI 48108	Unrelated	Sec 501(c)(3)	Education & Research	\$	400 00
Mayo Foundation	200 First Street SW Rochester, MN 55905	Unrelated	Sec 501(c)(3)	Education & Research	\$	600,000 00
Mayo Foundation	200 First Street SW Rochester, MN 55905	Unrelated	Sec 501(c)(3)	Education & Research	\$	60,000 00
Michigan Friends of the IDF	PO Box 999 Walled Lake, MI 48390	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000 00
Michigan Humane Society	7401 Chrysler Drive Detroit, MI 48211	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
Michigan Jewish Sports Foundation	2000 E Oakley Park Road, #1-4 Commerce Twp, MI 48390	Unrelated	Sec 501(c)(3)	Education & Research	\$	250 00
Michigan Opera Theatre	1526 Broadway Detroit, MI 48226	Unrelated	Sec 501(c)(3)	Education & Research	\$	500 00
Michigan Opera Theatre	1526 Broadway Detroit, MI 48226	Unrelated	Sec 501(c)(3)	Education & Research	\$	100 00
Michigan State University	450 Administration Building E Lansing, MI 48824	Unrelated	Sec 501(c)(3)	Education & Research	\$	250 00
MS Society-Madies ride	21311 Civic Center Drive Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	\$	100 00
MSU Hillel	360 Charles Street E Lansing, MI 48823	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
Museum of Contemporary Art Detroit	4454 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
Nancy Davis Foundation for MS	1801 Avenue of the Stars, Site 1400 Los Angeles, CA 90067	Unrelated	Sec 501(c)(3)	Education & Research	\$	2,000 00
National MS Society	21311 Civic Center Dr Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000 00
National Yiddish Book Center	1021 West Street Amherst, MA 01002	Unrelated	Sec 501(c)(3)	Education & Research	\$	50,000 00
NUSEA	795 Columbus Ave Roxbury Crossing, MA 02126	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00

Old Newsboy's Goodfellow Fund	PO Box 44444 Detroit, MI 48244	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
ORT 1880 Society	6735 Telegraph Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	\$	33,334 00
Palm Beach Civic Association	139 N County Rd, Ste 33 Palm Beach, FL 33480	Unrelated	Sec 501(c)(3)	Education & Research	\$	500 00
Palm Beach Country Club Foundation	760 N Ocean Boulevard Palm Beach, FL 33480	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
Palm Beach United Way	760 N Ocean Boulevard Palm Beach, FL 33480	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
Palm Beach United Way	760 N Ocean Boulevard Palm Beach, FL 33480	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
Partners in Health	888 Commonwealth Ave, 3rd Fl Boston, MA 02215	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000 00
Play for the PINK	60 E 56th St, 8th Fl New York, NY 10022	Unrelated	Sec 501(c)(3)	Education & Research	\$	600 00
Prechter Bipolar Research Fund	4250 Plymouth Rd, Rm 2218 Ann Arbor, MI 48109	Unrelated	Sec 501(c)(3)	Education & Research	\$	200 00
Tamarack Camps	6735 Telegraph Ste 310 Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	\$	250 00
Temple Israel	5725 Walnut Lake Road West Bloomfield Township, MI 48323	Unrelated	Sec 501(c)(3)	Education & Research	\$	1,000 00
Temple Israel	5725 Walnut Lake Road West Bloomfield Township, MI 48323	Unrelated	Sec 501(c)(3)	Education & Research	\$	50 00
Temple Israel	5725 Walnut Lake Road West Bloomfield Township, MI 48323	Unrelated	Sec 501(c)(3)	Education & Research	\$	50,000 00
Temple Israel	5725 Walnut Lake Road West Bloomfield Township, MI 48323	Unrelated	Sec 501(c)(3)	Education & Research	\$	100 00
The Arewim Philanthropic Group	6 E 39th St, 10th Floor New York, NY 10016	Unrelated	Sec 501(c)(3)	Education & Research	\$	50,000 00
The Hamplon Synagogue	154 Sunset Ave, Westhampton Beach, NY 11978	Unrelated	Sec 501(c)(3)	Education & Research	\$	250 00
The Mahansha School	804 Dr Robt K Wallace Dr Fairfield, IA 52556	Unrelated	Sec 501(c)(3)	Education & Research	\$	50 00

ULL-Detroit	660 Woodward Ave Detroit, MI 48226	Unrelated	Sec 501(c)(3)	Education & Research	\$	350.00
United Jewish Foundation	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	\$	100.00
United Way	1212 Griswold Street Detroit, MI 48226	Unrelated	Sec 501(c)(3)	Education & Research	\$	15,000.00
University of Michigan	9000 Wolverine Tower Ann Arbor, MI 48109	Unrelated	Sec 501(c)(3)	Education & Research	\$	50,000.00
Wayne State University	4200 Faculty/Administration Bldg Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	120,000.00
Wayne State University	4200 Faculty/Administration Bldg Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	\$	120,000.00
Yad Ezra	2850 W 11 Mile Berkley, MI 48072	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000.00
Yeshiva Beth Yehudah	15751 West Lincoln Dr Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000.00
Yeshiva Beth Yehudah	15751 West Lincoln Dr Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	\$	25,000.00
Yeshiva Beth Yehudah	15751 West Lincoln Dr Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	\$	5,000.00
ZOA Michigan Region	6735 Telegraph Road Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	\$	360.00
					\$	3,287,976.00

TOTAL 4390746



Statement Detail
EUGENE APPLEBUAM FAM FDN GS: GOV/CORP FI
Holdings

Period Ended November 30, 2009

FIXED INCOME

INVESTMENT GRADE FIXED INCOME

GS GOVERNMENT/CORPORATE FIXED INCOME

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
U S DOLLAR	2.56	1.0000	2.56		2.56			
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	397,060.54	1.0000	397,060.54	1.0000	397,060.54		0.2163	859.03
	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
FHLB 3.625% 12/17/2010 JD SER 1159 SR LIEN S&P AAA	250,000.00	103.3130	258,282.50 4,103.30	103.0455	257,613.74	668.76 (1,267.50)	0.6986	9,062.50
U S TREASURY NOTE 0.875000% 12/31/2010 JD ON THE RUN SR LIEN S&P AAA	250,000.00	100.6210	251,552.50 916.95	100.1546	250,386.52	1,165.98 1,044.69	0.7115	2,187.50
TELEFONICA EUROPE BV 7.75% 09/15/2010 USD CALLABLE @ M-W+20 GLOBAL NOTES S&P A-	250,000.00	105.2640	263,160.00 4,036.46	104.6341	261,585.35	1,574.65 (3,090.00)	1.8117	19,375.00
UNILEVER CAPITAL CORP CPN 7.1250 11/01/2010 CALLABLE AT M-W+20 S&P A+	250,000.00	106.1730	265,432.50 1,434.90	105.2719	263,179.72	2,252.78 (2,080.00)	1.3381	17,812.50
UNITED TECHNOLOGIES CORP 7.125% 11/15/2010 M-W+15 S&P A	250,000.00	105.9730	264,932.50 742.19	105.4067	263,516.65	1,415.85 (2,755.00)	1.4054	17,812.50
MORGAN STANLEY 2.9% 12/01/2010 SR LIEN S&P AAA	250,000.00	102.4610	256,152.50 3,604.86	102.1242	255,310.56	841.94 (840.00)	0.7633	7,250.00
VERIZON GLOBAL FUNDING CORP 7.25% 12/01/2010 USD ISS'D IN EXCHANGE OF 144A S&P A	250,000.00	106.2340	265,585.00 9,012.15	105.1070	262,767.42	2,817.58 (1,115.00)	2.0772	18,125.00
BANK OF AMERICA CORPORATION 1.7% 12/23/2010 S&P AAA	250,000.00	101.2890	253,222.50 1,853.47	101.1143	252,785.84	436.66 (240.00)	0.6411	4,250.00
CANADIAN NATIONAL RAILWAY CO 6.375000 10/15/2011 S&P A-	250,000.00	109.3920	273,480.00 1,992.19	107.9992	269,998.03	3,481.97 280.00	2.0026	15,937.50
KRAFT FOODS, INC CPN 5.6250 11/01/2011 S&P BBB+	250,000.00	106.9410	267,352.50 1,132.81	106.1697	265,424.29	1,928.21 (692.50)	2.3201	14,062.50

¹⁴ This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit).

Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC

Portfolio No 020-53829-4

Page 20 of 29



Statement Detail
EUGENE APPLEBUAM FAM FDN GS: GOV/CORP FI
Holdings (Continued)

Period Ended November 30, 2009

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS GOVERNMENT/CORPORATE FIXED INCOME								
AT&T CORP STEP UP 11/15/2011 SER B SR LIEN M- W-40 00BP 7 3% 05/15/06-11/15/11 S&P A	250,000 00	111 0280	277,570 00 760 42	111 0830	277,707 50	(137 50)		18,250 00
CITIGROUP INC 2 875% 12/09/2011 SR LIEN S&P AAA	250,000 00	103 8220	259,555 00 3,414 06	102 8324 103 22	257,081 05 258,045 00	2,473 95 1,510 00	1 4102	7,187 50
TOTAL GS GOVERNMENT/CORPORATE FIXED INCOME			3,553,340 60 33,003 76		3,534,419 77 3,562,723 41	18,920 83 (9,382 81)	1 3983	152,171 53
TOTAL PORTFOLIO								
			Market Value 3,586,344.36		Adjusted Cost / ^a Original Cost 3,534,419.77 3,562,723.41	Unrealized Gain (Loss) 18,920.83 (9,382.81)		Estimated Annual Income 152,171.53

^a Original Cost is price paid by purchaser adjusted for annual original issue discount payments and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for accretion and/or amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.



Statement Detail

EUGENE APPLEBAUM FAM FDN TACTICAL ADV
Holdings

Period Ended November 30, 2010

FIXED INCOME									
	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income	
OTHER FIXED INCOME									
GS STRATEGIC INCOME FUND									
GS STRATEGIC INCOME FUND CLASS A	50,013,097	10,1400	507,132.80	10,0503	502,647.17	4,485.63 7,132.81		9,552.50	
TOTAL PORTFOLIO									
			Market Value 507,132.80		Adjusted Cost / * Original Cost 502,647.17	Unrealized Gain (Loss) 4,485.63		Estimated Annual Income 9,552.50	

* Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

Portfolio No 070-53761-9

Page 21 of 39

EUGENE APPLEBUAM FAM FDN GS: GOV/CORP FI
Holdings

Period Ended November 30, 2010

FIXED INCOME

INVESTMENT GRADE FIXED INCOME

GS GOVERNMENT/CORPORATE FIXED INCOME

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
U.S. DOLLAR Not Rated	259,655.04	1.0000	259,655.04		259,655.04			
GOLDMAN SACHS BANK DEPOSIT (BDA) Not Rated ¹⁴	61,045.78	1.0000	61,045.78	1.0000	61,045.78		0.1429	87.23
CANADIAN NATIONAL RAILWAY CO 6.375000 10/15/2011 S&P A- /Moody's A3	250,000.00	104.8910	262,227.50	103.7659	259,414.82	2,812.68	2.0026	15,937.50
AT&T CORP STEP UP 11/15/2011 SER B SR LIEN M- W+40 00BP 7.3% 05/15/06-11/15/11 S&P A- /Moody's A2	250,000.00	106.2270	265,567.50	111.0830	277,707.50	(12,140.00)		18,250.00
MORGAN STANLEY MTN 5.25% 11/02/2012 SER F SR LIEN S&P A /Moody's A2	125,000.00	106.7690	133,461.25	107.0595	133,824.41	(363.16)	1.5103	6,562.50
WASTE MANAGEMENT, INC CPN 6.3750 11/15/2012 M- W+35 00BP S&P BBB /Moody's Baa3	100,000.00	109.6540	109,654.00	110.0074	110,007.40	(353.40)	1.1902	6,375.00
DR PEPPER SNAPPLE GROUP 2.35% 12/21/2012 M- W+20 00BP S&P BBB /Moody's Baa2	150,000.00	102.2660	153,399.00	103.2203	154,830.52	(1,431.52)	0.7699	3,525.00
TD AMERITRADE HOLDING CORP 2.95% 12/01/2012 M- W+25 00BP S&P BBB+ /Moody's Baa1	125,000.00	102.5350	128,168.75	102.7370	128,421.20	(252.45)	1.5566	3,687.50
TOTAL GS GOVERNMENT/CORPORATE FIXED INCOME			1,373,178.82	102.93	1,384,906.67	(11,727.85)	1.4930	54,424.73
			6,919.05		1,399,970.82	(26,792.00)		
TOTAL PORTFOLIO			1,380,097.87		1,394,906.67	(14,727.85)		54,424.73
					1,399,970.82	(26,792.00)		

¹⁴ Original Cost is price paid by purchaser, adjusted for accretion of original issue discount, including and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted Cost for GMS Portfolio and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

¹⁵ This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit).

Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account, offered by Goldman Sachs Bank USA, Member FDIC.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	THE EUGENE APPLEBAUM FAMILY FOUNDATION	38-2782955
	Number, street, and room or suite no. If a P.O. box, see instructions	
	39400 WOODWARD AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BLOOMFIELD HILLS, MI 48304	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► PAMELA A. APPLEBAUM

Telephone No ► 248 593-8840

FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20 ____ or
- ☒ tax year beginning 12/01, 20 09, and ending 11/30, 20 10

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	63,748.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	63,748.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box. ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization		Employer identification number
	THE EUGENE APPLEBAUM FAMILY FOUNDATION		38-2782955
	Number, street, and room or suite no. If a P.O. box, see instructions		
	39400 WOODWARD AVENUE		
City, town or post office, state, and ZIP code. For a foreign address, see instructions			
BLOOMFIELD HILLS, MI 48304			

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ PAMELA A. APPLEBAUM
Telephone No FAX No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until
- For calendar year , or other tax year beginning , and ending
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	63,748.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	63,748.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Title Date

Form **8868** (Rev 1-2011)