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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 DEC 1, 2009, and ending NOV 30, 2010

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation THE FRANK M. & LEE GOLDBERG FOUNDATION		A Employer identification number 95-3678549
	Number and street (or P.O. box number if mail is not delivered to street address) 1333 CAMINO DEL RIO SOUTH, SUITE 310		B Telephone number (619) 297-3900
	City or town, state, and ZIP code SAN DIEGO, CA 92108-3520		C If exemption application is pending, 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		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,322,011. (Part I, column (d) must be on cash basis.)		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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 ☐

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		22.	22.		STATEMENT 1
4 Dividends and interest from securities		30,310.	30,310.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		828,447.			
b Gross sales price for all assets on line 6a		1,211,472.			
7 Capital gain net income (from Part IV, line 2)			828,447.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		858,779.	858,779.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees		5,600.	2,800.		2,800.
17 Interest					
18 Taxes		175.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		20.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,795.	2,800.		2,800.
25 Contributions, gifts, grants paid		724,100.			724,100.
26 Total expenses and disbursements. Add lines 24 and 25		729,895.	2,800.		726,900.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		128,884.			
b Net investment income (if negative, enter -0-)			855,979.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		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			
Assets	1 Cash - non-interest-bearing		14,183.	15,710.	15,710.		
	2 Savings and temporary cash investments						
	3 Accounts receivable ▶						
	Less: allowance for doubtful accounts ▶						
	4 Pledges receivable ▶						
	Less: allowance for doubtful accounts ▶						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons						
	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 Investments - corporate stock STMT 7	1,121,803.	1,250,313.	1,293,301.			
	c Investments - corporate bonds						
Liabilities	11 Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
	12 Investments - mortgage loans						
	13 Investments - other						
	14 Land, buildings, and equipment; basis ▶						
	Less: accumulated depreciation ▶						
	15 Other assets (describe ▶ MISC RECEIVABLE)	13,000.	13,000.	13,000.			
	16 Total assets (to be completed by all filers)	1,148,986.	1,279,023.	1,322,011.			
	17 Accounts payable and accrued expenses						
	18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable						
	22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)	0.	0.					
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	0.	0.				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.				
	29 Retained earnings, accumulated income, endowment, or other funds	1,148,986.	1,279,023.				
	30 Total net assets or fund balances	1,148,986.	1,279,023.				
31 Total liabilities and net assets/fund balances	1,148,986.	1,279,023.					

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,148,986.
2 Enter amount from Part I, line 27a	2	128,884.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,153.
4 Add lines 1, 2, and 3	4	1,279,023.
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	1,279,023.

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 BERNSTEIN SEE STMT A			P		
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 1,211,472.	383,025.		828,447.
b			
c			
d			
e			

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))
a			828,447.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	828,447.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	476,652.	1,197,885.	.397911
2007	452,512.	1,505,328.	.300607
2006	619,431.	1,388,604.	.446082
2005	58,704.	1,295,542.	.045312
2004	555,595.	1,403,814.	.395775

2 Total of line 1, column (d)	2	1.585687
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	.317137
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,239,916.
5 Multiply line 4 by line 3	5	393,223.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,560.
7 Add lines 5 and 6	7	401,783.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	726,900.

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 ☐ 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 ☒ and enter 1% of Part I, line 27b	1	8,560.
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	8,560.
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	8,560.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,642.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	11,642.
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	3,082.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 3,082. Refunded ☐	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
1c 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
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) ☒ CA		
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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Part VII-A Statements Regarding Activities (continued)

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

Website address ► **N/A**

14 The books are in care of ► **FRANK M. & LEE GOLDBERG** Telephone no. ► **(619) 297-3900**
 Located at ► **1333 CAMINO DEL RIO SOUTH, #310, SAN DIEGO, CA** ZIP+4 ► **92108**

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?	☐ 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	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?	☐ Yes ☒ No	
If "Yes," list the years ► _____ , _____ , _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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?	☐ 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

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

7b

X

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

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

(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
FRANK M. GOLDBERG	CHAIRMAN			
1333 CAMINO DEL RIO SOUTH, SUITE 310	10.00	0.	0.	0.
SAN DIEGO, CA 92108				
LEE GOLDBERG	SECRETARY			
1333 CAMINO DEL RIO SOUTH, SUITE 310	1.00	0.	0.	0.
SAN DIEGO, CA 92108				
EDWARD GOLDBERG	DIRECTOR			
1333 CAMINO DEL RIO SOUTH, SUITE 310	1.00	0.	0.	0.
SAN DIEGO, CA 92108				
ANNE NAGORNER	PRESIDENT			
1333 CAMINO DEL RIO SOUTH, SUITE 310	1.00	0.	0.	0.
SAN DIEGO, CA 92108				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A**Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 CASH CONTRIBUTIONS TO PUBLIC CHARITIES FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL AND PUBLIC SAFETY PURPOSES.	720,000.
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,184,682.
b	Average of monthly cash balances	1b	74,116.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,258,798.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,258,798.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,882.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,239,916.
6	Minimum investment return Enter 5% of line 5	6	61,996.

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

1	Minimum investment return from Part X, line 6	1	61,996.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	8,560.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,560.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	53,436.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	53,436.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	53,436.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	726,900.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	726,900.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	8,560.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	718,340.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				53,436.
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	491,854.			
b From 2005				
c From 2006	564,795.			
d From 2007	387,465.			
e From 2008	419,356.			
f Total of lines 3a through e	1,863,470.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	726,900.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				53,436.
e Remaining amount distributed out of corpus	673,464.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,536,934.			
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	491,854.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	2,045,080.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	564,795.			
c Excess from 2007	387,465.			
d Excess from 2008	419,356.			
e Excess from 2009	673,464.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 8				
Total			► 3a	724,100.
b <i>Approved for future payment</i>				
NONE				
Total			► 3b	0.

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

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 (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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.		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

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

Sign Here

Signature of officer or trustee

Date _____

➤ Title

Preparer's signature 

MATTHEW HEIL CPA

Date _____

10611

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

Preparer's identifying number

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

HEIL TAX & ACCOUNTING SERVICES

1333 CAMINO DEL RIO SOUTH, SUITE 308

SAN DIEGO, CA 92108

EIN ▶

Phone no **619-294-4400**

Form **990-PF** (2009)

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

SOURCE	AMOUNT
BERNSTEIN CALIFORNIA BANK & TRUST	15. 7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	22.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNSTEIN-DIVIDENDS	28,897.	0.	28,897.
BERNSTEIN-DIVIDENDS FOREIGN	779.	0.	779.
VARIOUS INVESTMENT SETTLEMENT PROCEEDS	634.	0.	634.
TOTAL TO FM 990-PF, PART I, LN 4	30,310.	0.	30,310.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	5,600.	2,800.		2,800.
OUTSIDE CONSULTANT	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	5,600.	2,800.		2,800.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE INCOME TAX	60.	0.		0.
FOREIGN TAX	115.	0.		0.
TO FORM 990-PF, PG 1, LN 18	175.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSE AND FEES	20.	0.		0.
TO FORM 990-PF, PG 1, LN 23	20.	0.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
ADJUSTMENT TO TIE OUT BOOK VALUE TO COST BASIS OF EQUITIES	1,153.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,153.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES	1,250,313.	1,293,301.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,250,313.	1,293,301.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
SAN DIEGO MUSEUM OF ART			1,500.
UCSD FOUNDATION			1,500.
ALEXIS DE TOCQUEVILLE SOCIETY			207,500.
SEACREST VILLAGE RETIREMENT COMMUNITIES			7,500.
ARC OF SAN DIEGO			5,000.
NEIL ASH USO			100.
LEUKEMIA SOCIETY			1,000.
CONGREGATION BETH ISRAEL			500,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			724,100.

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2009 to November 30, 2010
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
Short Term								
01/07/2009	12/01/2009	35	GLAXOSMITHKLINE PLC-SPON AD	42.39	38.64	1,483.73	1,352.57	131.16
12/23/2008	12/02/2009	30	VIACOM INC-CLASS B	30.00	17.38	900.05	521.41	378.64
12/23/2008	12/02/2009	35	VIACOM INC-CLASS B	30.00	17.38	1,050.06	608.32	441.74
04/30/2009	12/03/2009	10	UNION PACIFIC CORP	64.54	49.81	645.41	498.06	147.35
10/27/2009	12/03/2009	60	YAHOO! INC	15.23	16.60	913.76	995.75	-81.99
05/20/2009	12/04/2009	225	REGIONS FINANCIAL CORP	5.64	4.00	1,269.65	900.00	369.65
10/30/2009	12/08/2009	35	PEPCO HOLDINGS INC	16.71	14.92	584.74	522.11	62.63
07/09/2009	12/09/2009	14	CATERPILLAR INC	56.16	30.92	786.22	432.86	353.36
02/04/2009	12/14/2009	3	EOG RESOURCES INC	90.80	68.85	272.40	206.54	65.86
02/24/2009	12/14/2009	10	EOG RESOURCES INC	90.80	52.90	908.00	529.04	378.96
04/14/2009	12/15/2009	19	PROCTER & GAMBLE CO	62.19	47.51	1,181.52	902.74	278.78
08/21/2009	12/16/2009	25	BLACK & DECKER CP	64.64	44.76	1,616.05	1,118.94	497.11
03/20/2009	12/17/2009	26	COOPER INDUSTRIES PLC	41.97	24.37	1,091.23	633.55	457.68
01/21/2009	12/17/2009	100	CORNING INC	18.62	9.34	1,861.53	933.86	927.67
03/19/2009	12/18/2009	20	ACE LTD	48.73	39.29	974.59	785.89	188.70
06/15/2009	12/18/2009	30	LOWE'S COS INC	23.59	19.55	707.62	586.55	121.07
05/13/2009	12/18/2009	25	LOWE'S COS INC	23.59	18.97	589.69	474.36	115.33
06/15/2009	12/18/2009	20	LOWE'S COS INC	23.59	19.55	471.75	391.04	80.71
06/22/2009	12/18/2009	10	LOWE'S COS INC	23.59	18.66	235.87	186.59	49.28
01/13/2009	12/18/2009	15	METLIFE INC	35.42	28.99	531.27	434.82	96.45
05/18/2009	12/24/2009	6	AMAZON.COM INC	138.44	75.00	830.62	450.00	380.62
08/07/2009	01/11/2010	25	ARCELORMITTAL-NY REGISTERED	47.84	37.94	1,196.04	948.55	247.49
03/19/2009	01/11/2010	5	ACE LTD	47.70	39.29	238.51	196.47	42.04
04/21/2009	01/11/2010	15	ACE LTD	47.70	44.58	715.54	668.74	46.80
03/02/2009	01/12/2010	55	HOME DEPOT INC	28.03	20.09	1,541.83	1,104.83	437.00
02/10/2009	01/12/2010	20	HOME DEPOT INC	28.03	22.46	560.66	449.25	111.41
07/09/2009	01/13/2010	11	CATERPILLAR INC	62.26	30.92	684.84	340.10	344.74
07/28/2009	01/13/2010	10	CATERPILLAR INC	62.26	42.81	622.58	428.06	194.52
05/05/2009	01/15/2010	17	VISA INC - CLASS A SHRS	87.50	67.43	1,487.50	1,146.37	341.13
05/13/2009	01/19/2010	45	US BANCORP	24.48	17.54	1,101.71	789.12	312.59
03/23/2009	01/22/2010	5	CHEVRON CORP	75.33	67.75	376.63	338.77	37.86

stmt A

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2009 to November 30, 2010
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
03/24/2009	01/22/2010	15	CHEVRON CORP	75.33	69.70	1,129.87	1,045.57	84.30
04/15/2009	01/22/2010	10	CHEVRON CORP	75.33	66.30	753.25	663.04	90.21
07/13/2009	01/26/2010	9	OCCIDENTAL PETROLEUM CORP	77.12	61.78	694.07	555.98	138.09
08/03/2009	01/26/2010	19	OCCIDENTAL PETROLEUM CORP	77.12	73.11	1,465.26	1,389.14	76.12
01/28/2009	01/26/2010	17	OCCIDENTAL PETROLEUM CORP	77.12	59.14	1,311.02	1,005.44	305.58
02/23/2009	01/27/2010	10	LOWE'S COS INC	22.17	15.41	221.75	154.09	67.66
06/12/2009	01/28/2010	3	INGERSOLL-RAND PLC	33.31	22.80	99.92	68.41	31.51
10/20/2009	01/28/2010	20	INGERSOLL-RAND PLC	33.31	34.09	666.12	681.79	-15.67
02/20/2009	01/29/2010	10	BUNGE LTD	60.13	47.15	601.26	471.49	129.77
11/10/2009	01/29/2010	22	GOODRICH CORP	62.39	57.80	1,372.58	1,271.63	100.95
06/12/2009	01/29/2010	17	INGERSOLL-RAND PLC	33.17	22.80	563.86	387.64	176.22
06/22/2009	01/29/2010	25	LOWE'S COS INC	21.93	18.66	548.31	466.49	81.82
09/04/2009	01/29/2010	5	OCCIDENTAL PETROLEUM CORP	78.73	72.14	393.67	360.70	32.97
08/03/2009	01/29/2010	11	OCCIDENTAL PETROLEUM CORP	78.73	73.11	866.06	804.24	61.82
09/18/2009	02/01/2010	21	UNITED PARCEL SERVICE-CL B	57.82	59.00	1,214.26	1,239.03	-24.77
05/05/2009	02/02/2010	30	NATIONAL - OILWELL INC	42.55	32.69	1,276.61	980.67	295.94
08/03/2009	02/04/2010	17	FEDEX CORP	79.54	68.26	1,352.16	1,160.43	191.73
09/04/2009	02/04/2010	9	OCCIDENTAL PETROLEUM CORP	76.98	72.14	692.82	649.27	43.55
10/14/2009	02/04/2010	3	OCCIDENTAL PETROLEUM CORP	76.98	81.35	230.94	244.04	-13.10
04/20/2009	02/05/2010	30	BANK OF NEW YORK MELLON CORP	26.61	29.91	798.28	897.38	-99.10
10/20/2009	02/09/2010	20	INGERSOLL-RAND PLC	33.76	34.09	675.16	681.79	-6.63
02/18/2009	02/09/2010	25	NEWS CORP	12.91	6.06	322.68	151.47	171.21
02/24/2009	02/09/2010	50	SYMANTEC CORP	17.04	14.14	852.05	706.76	145.29
04/27/2009	02/09/2010	40	VODAFONE GROUP PLC-SP ADR	21.77	18.30	870.72	732.06	138.66
09/30/2009	02/11/2010	5	CORNING INC	17.71	15.28	88.54	76.38	12.16
05/27/2009	02/11/2010	95	MASCO CORP	13.95	10.17	1,325.46	966.53	358.93
04/27/2009	02/12/2010	65	TE CONNECTIVITY LTD	25.07	16.23	1,629.36	1,054.75	574.61
04/14/2009	02/16/2010	35	DU PONT (E.I.) DE NEMOURS	32.54	26.68	1,139.03	933.78	205.25
05/18/2009	02/16/2010	20	DU PONT (E.I.) DE NEMOURS	32.54	28.01	650.87	560.19	90.68
03/27/2009	02/18/2010	30	NORTHROP GRUMMAN CORP	60.43	45.30	1,812.89	1,358.86	454.03
11/19/2009	02/18/2010	25	VALE SA-SP ADR	28.31	28.16	707.63	704.02	3.61
11/05/2009	02/19/2010	6	AIR PRODUCTS & CHEMICALS INC	69.66	79.26	417.99	475.53	-57.54

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2009 to November 30, 2010
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
09/30/2009	02/22/2010	30	CORNING INC	17.81	15.28	534.26	458.31	75.95
03/13/2009	02/26/2010	55	SYMANTEC CORP	16.56	13.67	910.92	751.72	159.20
11/05/2009	03/01/2010	4	AIR PRODUCTS & CHEMICALS INC	68.84	79.26	275.35	317.02	-41.67
11/27/2009	03/01/2010	2	AIR PRODUCTS & CHEMICALS INC	68.84	82.23	137.68	164.45	-26.77
11/25/2009	03/01/2010	15	AIR PRODUCTS & CHEMICALS INC	68.84	82.99	1,032.58	1,244.85	-212.27
07/06/2009	03/05/2010	14	FREEPORT-MCMORAN COPPER	80.33	45.90	1,124.55	642.58	481.97
07/09/2009	03/08/2010	60	LOWE'S COS INC	24.02	18.88	1,441.48	1,132.95	308.53
03/13/2009	03/08/2010	25	SYMANTEC CORP	16.91	13.67	422.86	341.69	81.17
12/16/2009	03/08/2010	15	SYMANTEC CORP	16.91	17.82	253.72	267.31	-13.59
11/03/2009	03/18/2010	25	ANHEUSER-BUSH INBEV SPN ADR	51.66	46.83	1,291.61	1,170.79	120.82
05/27/2009	03/24/2010	15	DU PONT (E.I.) DE NEMOURS	38.74	27.78	581.12	416.73	164.39
02/09/2010	03/24/2010	25	PHILIP MORRIS INTERNATIONAL	52.04	45.95	1,300.94	1,148.75	152.19
07/22/2009	03/26/2010	90	VALERO ENERGY CORP	19.71	17.68	1,773.48	1,591.53	181.95
08/07/2009	03/26/2010	45	VALERO ENERGY CORP	19.71	18.65	886.74	839.18	47.56
08/14/2009	03/31/2010	5	CONOCOPHILLIPS	51.20	44.24	256.00	221.20	34.80
06/30/2009	03/31/2010	16	SPX CORP	66.48	48.83	1,063.63	781.22	282.41
12/16/2009	03/31/2010	60	SYMANTEC CORP	16.89	17.82	1,013.18	1,069.24	-56.06
07/06/2009	04/05/2010	14	FREEPORT-MCMORAN COPPER	87.56	45.90	1,225.82	642.58	583.24
06/30/2009	04/05/2010	4	SPX CORP	67.68	48.83	270.72	195.31	75.41
12/03/2009	04/05/2010	15	SPX CORP	67.68	53.80	1,015.22	806.93	208.29
10/16/2009	04/05/2010	110	SUPERVALU INC	16.85	16.67	1,853.01	1,834.22	18.79
11/23/2009	04/05/2010	10	SUPERVALU INC	16.85	15.07	168.46	150.74	17.72
11/19/2009	04/06/2010	20	VALE SA-SP ADR	33.05	28.16	661.03	563.21	97.82
11/27/2009	04/08/2010	18	AIR PRODUCTS & CHEMICALS INC	73.95	82.23	1,331.05	1,480.06	-149.01
07/06/2009	04/09/2010	9	FREEPORT-MCMORAN COPPER	85.16	45.90	766.47	413.09	353.38
04/14/2009	04/09/2010	24	TARGET CORP	55.80	39.31	1,339.24	943.33	395.91
06/18/2009	04/13/2010	30	DU PONT (E.I.) DE NEMOURS	38.67	25.36	1,160.19	760.71	399.48
05/27/2009	04/13/2010	15	DU PONT (E.I.) DE NEMOURS	38.67	27.78	580.10	416.72	163.38
07/31/2009	04/14/2010	150	SPRINT NEXTEL CORP	4.12	4.03	618.50	603.80	14.70
07/31/2009	04/14/2010	25	SPRINT NEXTEL CORP	4.12	4.03	103.08	100.63	2.45
05/07/2009	04/16/2010	2	DEUTSCHE BANK AG-REGISTERED	74.45	53.53	148.91	107.06	41.85
12/16/2009	04/16/2010	35	J.C. PENNEY CO INC	31.25	27.76	1,093.82	971.61	122.21

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2009 to November 30, 2010
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
07/20/2009	04/26/2010	50	DELL INC	17.09	12.85	854.42	642.55	211.87
08/12/2009	04/26/2010	20	DELL INC	17.09	13.86	341.77	277.21	64.56
07/20/2009	04/26/2010	115	DELL INC	17.09	12.85	1,965.15	1,477.85	487.30
04/09/2010	04/29/2010	79	BANK OF AMERICA CORP	18.14	18.62	1,432.93	1,470.82	-37.89
04/13/2010	04/29/2010	50	BANK OF AMERICA CORP	18.14	18.57	906.91	928.72	-21.81
02/23/2010	04/29/2010	12	BANK OF AMERICA CORP	18.14	15.87	217.66	190.44	27.22
06/26/2009	04/29/2010	40	DU PONT (E.I.) DE NEMOURS	40.43	25.30	1,617.11	1,011.96	605.15
06/18/2009	04/29/2010	25	DU PONT (E.I.) DE NEMOURS	40.43	25.36	1,010.69	633.92	376.77
04/30/2009	04/30/2010	5	GOLDMAN SACHS GROUP INC	145.85	128.10	729.24	640.48	88.76
10/28/2009	04/30/2010	5	GOLDMAN SACHS GROUP INC	145.85	174.12	729.24	870.62	-141.38
10/23/2009	04/30/2010	5	GOLDMAN SACHS GROUP INC	145.85	182.22	729.24	911.12	-181.88
05/18/2009	04/30/2010	5	GOLDMAN SACHS GROUP INC	145.85	138.09	729.24	690.46	38.78
02/16/2010	04/30/2010	4	GOLDMAN SACHS GROUP INC	145.85	156.10	583.39	624.39	-41.00
05/13/2009	04/30/2010	10	GOLDMAN SACHS GROUP INC	145.85	130.43	1,458.48	1,304.34	154.14
05/05/2009	04/30/2010	10	GOLDMAN SACHS GROUP INC	145.85	133.56	1,458.48	1,335.62	122.86
09/11/2009	05/03/2010	95	AETNA INC	29.74	30.37	2,824.87	2,885.37	-60.50
10/09/2009	05/03/2010	20	AETNA INC	29.74	26.05	594.71	520.91	73.80
01/27/2010	05/03/2010	20	BAXTER INTERNATIONAL INC	47.50	58.23	949.96	1,164.67	-214.71
12/22/2009	05/03/2010	20	HYATT HOTELS CORP - CL A	41.12	30.36	822.47	607.10	215.37
05/22/2009	05/03/2010	50	NEXEN INC	24.31	22.03	1,215.50	1,101.62	113.88
08/24/2009	05/04/2010	20	ARCHER-DANIELS-MIDLAND CO	26.36	28.92	527.19	578.39	-51.20
08/24/2009	05/06/2010	50	QUANTA SERVICES INC	20.34	23.29	1,017.16	1,164.36	-147.20
12/07/2009	05/06/2010	35	QUANTA SERVICES INC	20.34	18.35	712.01	642.13	69.88
01/27/2010	05/07/2010	15	BAXTER INTERNATIONAL INC	45.05	58.23	675.71	873.51	-197.80
08/07/2009	05/10/2010	20	PRINCIPAL FINANCIAL GROUP	30.05	25.71	601.05	514.13	86.92
02/02/2010	05/12/2010	18	FREPORT-MCMORAN COPPER	72.46	72.00	1,304.24	1,295.96	8.28
02/10/2010	05/12/2010	12	FREPORT-MCMORAN COPPER	72.46	70.50	869.50	845.99	23.51
07/06/2009	05/12/2010	1	FREPORT-MCMORAN COPPER	72.46	45.90	72.46	45.90	26.56
07/31/2009	05/12/2010	180	SPRINT NEXTEL CORP	4.14	4.03	745.61	724.56	21.05
01/20/2010	05/19/2010	40	ROYAL CARIBBEAN CRUISES LTD	29.93	26.83	1,197.38	1,073.07	124.31
07/24/2009	05/20/2010	12	CIMAREX ENERGY CO	63.99	34.92	767.93	419.09	348.84
02/18/2010	05/21/2010	30	NOBLE CORP	32.07	42.34	962.18	1,270.16	-307.98

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
10/23/2009	05/25/2010	25	AMERIPRISE FINANCIAL INC	37.06	37.06	926.45	926.41	0.04
10/23/2009	05/25/2010	35	AMERIPRISE FINANCIAL INC	37.06	37.06	1,297.03	1,296.97	0.06
08/07/2009	05/25/2010	75	SPRINT NEXTEL CORP	4.92	3.83	369.09	287.13	81.96
07/31/2009	05/25/2010	45	SPRINT NEXTEL CORP	4.92	4.03	221.45	181.14	40.31
02/12/2010	05/26/2010	16	RESEARCH IN MOTION	60.39	70.85	966.16	1,133.66	-167.50
01/25/2010	06/03/2010	18	NOBLE ENERGY INC	62.79	78.43	1,130.14	1,411.80	-281.66
02/01/2010	06/03/2010	12	NOBLE ENERGY INC	62.79	75.41	753.42	904.96	-151.54
08/07/2009	06/09/2010	25	ARCELORMITTAL-NY REGISTERED	27.47	37.94	686.79	948.55	-261.76
11/13/2009	06/10/2010	80	STEEL DYNAMICS INC	14.08	14.91	1,126.23	1,192.75	-66.52
04/01/2010	06/11/2010	79	PRINCIPAL FINANCIAL GROUP	25.80	29.49	2,037.86	2,329.99	-292.13
08/07/2009	06/11/2010	25	PRINCIPAL FINANCIAL GROUP	25.80	25.71	644.89	642.67	2.22
08/31/2009	06/11/2010	30	US BANCORP	23.28	22.55	698.51	676.55	21.96
10/12/2009	06/14/2010	120	GENERAL ELECTRIC CO	15.58	16.39	1,869.40	1,966.77	-97.37
03/09/2010	06/14/2010	7	TRANSOCEAN LTD	45.91	85.26	321.38	596.82	-275.44
03/02/2010	06/14/2010	18	TRANSOCEAN LTD	45.91	81.59	826.40	1,468.53	-642.13
01/12/2010	06/15/2010	30	DOVER CORP	47.00	45.24	1,410.01	1,357.20	52.81
09/15/2009	06/18/2010	20	BB&T CORP	29.71	27.83	594.12	556.69	37.43
07/24/2009	06/18/2010	8	CIMAREX ENERGY CO	79.43	34.92	635.44	279.39	356.05
02/17/2010	06/18/2010	15	NEWFIELD EXPLORATION CO	56.04	50.99	840.66	764.81	75.85
05/13/2010	06/23/2010	24	EXXON MOBIL CORP	61.35	64.74	1,472.50	1,553.79	-81.29
05/14/2010	06/23/2010	11	EXXON MOBIL CORP	61.35	64.08	674.89	704.87	-29.98
11/06/2009	06/23/2010	65	FORD MOTOR CO	11.07	7.61	719.28	494.94	224.34
10/12/2009	06/23/2010	70	GENERAL ELECTRIC CO	15.56	16.39	1,089.02	1,147.28	-58.26
10/16/2009	06/23/2010	6	MICROSOFT CORP	25.39	26.44	152.31	158.66	-6.35
10/27/2009	06/23/2010	5	MICROSOFT CORP	25.39	28.56	126.93	142.79	-15.86
10/16/2009	06/23/2010	39	MICROSOFT CORP	25.39	26.44	990.02	1,031.31	-41.29
08/14/2009	06/24/2010	12	CONOCOPHILLIPS	52.25	44.24	626.97	530.89	96.08
08/14/2009	06/25/2010	3	CONOCOPHILLIPS	52.08	44.24	156.24	132.72	23.52
10/05/2009	06/25/2010	11	CONOCOPHILLIPS	52.08	47.70	572.86	524.69	48.17
11/06/2009	06/25/2010	65	FORD MOTOR CO	10.59	7.61	688.27	494.95	193.32
10/12/2009	06/25/2010	65	GENERAL ELECTRIC CO	14.97	16.39	973.36	1,065.33	-91.97
08/07/2009	06/29/2010	40	JOHNSON CONTROLS INC	26.70	26.97	1,068.01	1,078.90	-10.89

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08/26/2009	06/30/2010	80	AK STEEL HOLDING CORP	12.25	20.44	979.61	1,635.14	-655.53
04/01/2010	07/07/2010	55	NOKIA CORP-SPON ADR	8.72	15.81	479.78	869.28	-389.50
04/26/2010	07/07/2010	24	RELIANCE STEEL & ALUMINUM	36.35	52.64	872.43	1,263.27	-390.84
09/18/2009	07/12/2010	35	KLA-TENCOR CORPORATION	29.50	35.38	1,032.61	1,238.45	-205.84
10/05/2009	07/12/2010	10	KLA-TENCOR CORPORATION	29.50	34.19	295.03	341.92	-46.89
05/04/2010	07/13/2010	15	CAPITAL ONE FINANCIAL CORP	44.11	45.06	661.66	675.93	-14.27
05/21/2010	07/13/2010	20	EXXON MOBIL CORP	59.37	60.43	1,187.33	1,208.69	-21.36
05/20/2010	07/13/2010	20	EXXON MOBIL CORP	59.37	61.14	1,187.33	1,222.82	-35.49
12/21/2009	07/14/2010	40	SUPERVALU INC	10.97	12.75	438.72	509.98	-71.26
11/23/2009	07/14/2010	35	SUPERVALU INC	10.97	15.07	383.88	527.60	-143.72
10/27/2009	07/20/2010	40	MICROSOFT CORP	24.91	28.56	996.50	1,142.28	-145.78
03/02/2010	07/20/2010	15	MICROSOFT CORP	24.91	29.00	373.69	435.00	-61.31
03/09/2010	07/21/2010	5	TRANSOCEAN LTD	47.91	85.26	239.57	426.30	-186.73
04/21/2010	07/21/2010	10	TRANSOCEAN LTD	47.91	90.26	479.15	902.64	-423.49
04/30/2010	07/21/2010	10	TRANSOCEAN LTD	47.91	74.05	479.14	740.54	-261.40
06/30/2010	07/26/2010	10	ALLERGAN INC	61.29	58.03	612.93	580.28	32.65
09/04/2009	07/26/2010	15	CIMAREX ENERGY CO	75.70	37.19	1,135.45	557.92	577.53
01/06/2010	07/30/2010	125	MOTOROLA INC	7.51	7.94	939.15	992.26	-53.11
01/29/2010	07/30/2010	100	MOTOROLA INC	7.51	6.20	751.32	620.19	131.13
07/16/2010	08/03/2010	85	VALERO ENERGY CORP	17.64	17.63	1,499.62	1,498.22	1.40
08/19/2009	08/03/2010	75	VALERO ENERGY CORP	17.64	17.66	1,323.20	1,324.55	-1.35
08/07/2009	08/03/2010	40	VALERO ENERGY CORP	17.64	18.65	705.70	745.94	-40.24
02/17/2010	08/04/2010	28	AOL INC	21.65	24.14	606.29	675.91	-69.62
01/06/2010	08/04/2010	50	COMCAST CORP-CL A	19.18	16.61	958.89	830.46	128.43
01/06/2010	08/05/2010	20	COMCAST CORP-CL A	19.00	16.61	380.05	332.18	47.87
04/29/2010	08/05/2010	15	COMCAST CORP-CL A	19.00	19.91	285.04	298.59	-13.55
03/02/2010	08/05/2010	5	MICROSOFT CORP	25.27	29.00	126.37	145.00	-18.63
03/04/2010	08/05/2010	20	MICROSOFT CORP	25.27	28.46	505.50	569.26	-63.76
03/01/2010	08/06/2010	35	CVS/CAREMARK CORP	29.63	33.94	1,036.92	1,187.87	-150.95
01/21/2010	08/10/2010	5	COVIDIEN PLC	38.10	51.39	190.48	256.94	-66.46
12/04/2009	08/10/2010	25	COVIDIEN PLC	38.10	47.49	952.40	1,187.26	-234.86
08/14/2009	08/13/2010	20	ARCELORMITTAL-NY REGISTERED	30.35	36.21	606.99	724.10	-117.11

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03/04/2010	08/17/2010	5	MICROSOFT CORP	24.81	28.46	124.07	142.31	-18.24
03/12/2010	08/17/2010	15	MICROSOFT CORP	24.81	29.24	372.19	438.57	-66.38
10/05/2009	08/20/2010	65	DEAN FOODS CO	10.12	18.73	658.09	1,217.69	-559.60
12/09/2009	08/27/2010	85	BANK OF AMERICA CORP	12.60	15.46	1,070.91	1,313.79	-242.88
09/03/2009	08/27/2010	70	BANK OF AMERICA CORP	12.60	16.66	881.92	1,166.47	-284.55
01/27/2010	08/27/2010	5	BANK OF AMERICA CORP	12.60	15.02	62.99	75.10	-12.11
12/07/2009	08/27/2010	140	BANK OF AMERICA CORP	12.60	16.17	1,763.85	2,263.11	-499.26
10/27/2009	08/31/2010	5	GOLDMAN SACHS GROUP INC	137.20	179.18	686.00	895.89	-209.89
01/22/2010	08/31/2010	4	GOLDMAN SACHS GROUP INC	137.20	156.73	548.80	626.90	-78.10
08/31/2009	08/31/2010	10	GOLDMAN SACHS GROUP INC	137.20	163.34	1,371.99	1,633.42	-261.43
05/03/2010	09/03/2010	9	FEDEX CORP	83.05	91.92	747.41	827.29	-79.88
08/04/2010	09/03/2010	8	FEDEX CORP	83.05	84.59	664.37	676.68	-12.31
11/04/2009	09/03/2010	4	FRANKLIN RESOURCES INC	102.11	108.39	408.45	433.55	-25.10
12/04/2009	09/13/2010	115	HUNTSMAN CORP	10.11	10.64	1,162.88	1,223.42	-60.54
04/19/2010	09/13/2010	30	WELLS FARGO & COMPANY	26.37	32.57	791.12	977.13	-186.01
04/22/2010	09/13/2010	25	WELLS FARGO & COMPANY	26.37	33.50	659.26	837.49	-178.23
04/16/2010	09/13/2010	10	WELLS FARGO & COMPANY	26.37	32.55	263.70	325.48	-61.78
04/26/2010	09/17/2010	20	WELLS FARGO & COMPANY	25.94	33.03	518.74	660.58	-141.84
04/22/2010	09/17/2010	10	WELLS FARGO & COMPANY	25.94	33.50	259.37	334.99	-75.62
05/14/2010	09/22/2010	40	PROCTER & GAMBLE CO	61.91	62.55	2,476.40	2,502.12	-25.72
05/21/2010	09/22/2010	35	PROCTER & GAMBLE CO	61.91	61.55	2,166.84	2,154.32	12.52
06/16/2010	09/22/2010	10	PROCTER & GAMBLE CO	61.91	61.58	619.10	615.84	3.26
05/04/2010	09/27/2010	30	COMCAST CORP-CL A	18.36	19.85	550.88	595.52	-44.64
04/29/2010	09/27/2010	20	COMCAST CORP-CL A	18.36	19.91	367.25	398.12	-30.87
04/23/2010	09/28/2010	60	COMMUNITY HEALTH SYSTEMS INC	30.49	41.23	1,829.33	2,473.52	-644.19
12/08/2009	10/01/2010	7	FRANKLIN RESOURCES INC	107.25	106.63	750.77	746.40	4.37
11/04/2009	10/01/2010	1	FRANKLIN RESOURCES INC	107.25	108.39	107.25	108.39	-1.14
05/03/2010	10/01/2010	8	VISA INC - CLASS A SHRS	73.39	89.93	587.15	719.44	-132.29
06/14/2010	10/05/2010	20	HYATT HOTELS CORP - CL A	39.79	39.66	795.82	793.29	2.53
12/22/2009	10/05/2010	20	HYATT HOTELS CORP - CL A	39.79	30.36	795.83	607.10	188.73
04/05/2010	10/05/2010	90	SARA LEE CORP	14.34	14.21	1,290.20	1,279.17	11.03
05/06/2010	10/05/2010	55	SARA LEE CORP	14.34	13.57	788.45	746.59	41.86

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03/02/2010	10/06/2010	30	ROSS STORES INC	53.87	49.37	1,616.02	1,481.20	134.82
03/10/2010	10/06/2010	15	ROSS STORES INC	53.87	51.98	808.01	779.73	28.28
07/21/2010	10/07/2010	18	FREEMPORT-MCMORAN COPPER	91.31	66.68	1,643.59	1,200.26	443.33
01/29/2010	10/08/2010	25	MOTOROLA INC	8.32	6.20	208.09	155.05	53.04
02/03/2010	10/08/2010	120	MOTOROLA INC	8.32	6.70	998.82	803.47	195.35
10/14/2009	10/08/2010	12	TARGET CORP	54.20	50.92	650.38	611.03	39.35
02/11/2010	10/12/2010	23	DOVER CORP	53.75	42.37	1,236.15	974.56	261.59
09/02/2010	10/15/2010	20	ACCENTURE PLC-CL A	45.31	37.55	906.18	751.09	155.09
04/30/2010	10/15/2010	8	DOVER CORP	53.92	53.06	431.34	424.47	6.87
02/11/2010	10/15/2010	2	DOVER CORP	53.92	42.37	107.84	84.74	23.10
02/19/2010	10/15/2010	15	DOVER CORP	53.92	46.00	808.76	690.00	118.76
01/29/2010	10/15/2010	55	FORD MOTOR CO	13.73	11.18	755.02	614.88	140.14
08/19/2010	10/15/2010	7	FREEMPORT-MCMORAN COPPER	98.00	72.84	686.03	509.91	176.12
02/10/2010	10/15/2010	6	FREEMPORT-MCMORAN COPPER	98.00	70.50	588.03	423.00	165.03
08/24/2010	10/15/2010	25	JUNIPER NETWORKS INC	31.54	27.04	788.42	676.00	112.42
09/02/2010	10/15/2010	70	NVIDIA CORP	11.31	9.43	791.70	660.21	131.49
04/26/2010	10/18/2010	15	WELLS FARGO & COMPANY	24.12	33.03	361.76	495.44	-133.68
04/29/2010	10/18/2010	10	WELLS FARGO & COMPANY	24.12	33.18	241.18	331.81	-90.63
04/30/2010	10/19/2010	15	DOVER CORP	52.74	53.06	791.04	795.89	-4.85
01/27/2010	10/21/2010	90	BANK OF AMERICA CORP	11.70	15.02	1,053.21	1,351.77	-298.56
05/04/2010	10/21/2010	45	COMCAST CORP-CL A	19.61	19.85	882.55	893.27	-10.72
10/27/2009	10/22/2010	300	SPRINT NEXTEL CORP	4.82	3.20	1,444.83	958.98	485.85
11/06/2009	10/22/2010	200	SPRINT NEXTEL CORP	4.82	2.85	963.22	569.52	393.70
08/04/2010	10/25/2010	13	FEDEX CORP	89.58	84.59	1,164.50	1,099.61	64.89
11/06/2009	10/28/2010	1	TARGET CORP	52.33	49.64	52.33	49.64	2.69
09/02/2010	10/29/2010	20	ACCENTURE PLC-CL A	44.74	37.55	894.79	751.09	143.70
05/04/2010	10/29/2010	40	COMCAST CORP-CL A	20.64	19.85	825.72	794.02	31.70
07/08/2010	11/01/2010	8	FREEMPORT-MCMORAN COPPER	95.93	63.07	767.42	504.59	262.83
02/10/2010	11/01/2010	4	FREEMPORT-MCMORAN COPPER	95.93	70.50	383.71	282.00	101.71
02/22/2010	11/01/2010	15	FREEMPORT-MCMORAN COPPER	95.93	76.98	1,438.90	1,154.70	284.20
01/21/2010	11/02/2010	25	COVIDIEN PLC	39.86	51.39	996.61	1,284.67	-288.06
05/04/2010	11/02/2010	35	KLA-TENCOR CORPORATION	35.52	33.41	1,243.21	1,169.46	73.75

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06/23/2010	11/04/2010	9	POLO RALPH LAUREN CORP	99.06	78.66	891.58	707.94	183.64
06/23/2010	11/08/2010	12	POLO RALPH LAUREN CORP	100.47	78.66	1,205.66	943.91	261.75
01/29/2010	11/11/2010	45	FORD MOTOR CO	16.39	11.18	737.48	503.08	234.40
06/29/2010	11/12/2010	25	PROCTER & GAMBLE CO	64.19	60.28	1,604.82	1,507.11	97.71
06/24/2010	11/12/2010	10	PROCTER & GAMBLE CO	64.19	61.14	641.93	611.39	30.54
06/16/2010	11/12/2010	10	PROCTER & GAMBLE CO	64.19	61.58	641.93	615.83	26.10
04/30/2010	11/15/2010	7	DOVER CORP	55.08	53.06	385.59	371.41	14.18
05/11/2010	11/15/2010	15	DOVER CORP	55.08	50.51	826.26	757.61	68.65
02/26/2010	11/16/2010	45	ROWAN COMPANIES INC	29.65	25.95	1,334.12	1,167.68	166.44
05/04/2010	11/17/2010	40	COMCAST CORP-CL A	20.40	19.85	816.07	794.02	22.05
01/27/2010	11/22/2010	80	BANK OF AMERICA CORP	11.28	15.02	902.61	1,201.58	-298.97
06/15/2010	11/22/2010	75	BANK OF AMERICA CORP	11.28	15.60	846.20	1,169.87	-323.67
04/05/2010	11/22/2010	56	BANK OF AMERICA CORP	11.28	18.13	631.83	1,015.31	-383.48
07/01/2010	11/22/2010	50	BANK OF AMERICA CORP	11.28	13.57	564.14	678.73	-114.59
05/21/2010	11/22/2010	41	BANK OF AMERICA CORP	11.28	15.90	462.59	651.79	-189.20
02/23/2010	11/22/2010	33	BANK OF AMERICA CORP	11.28	15.87	372.33	523.72	-151.39
07/01/2010	11/23/2010	10	PROCTER & GAMBLE CO	62.56	60.15	625.56	601.53	24.03
06/29/2010	11/23/2010	10	PROCTER & GAMBLE CO	62.56	60.29	625.56	602.85	22.71
08/04/2010	11/23/2010	10	PROCTER & GAMBLE CO	62.56	60.11	625.56	601.09	24.47
02/03/2010	11/24/2010	155	MOTOROLA INC	7.93	6.70	1,229.62	1,037.82	191.80
*** Subtotal For Short Term						229,446.65	216,911.48	12,535.17
Long Term								
02/02/2007	12/04/2009	20	KOHL'S CORP	53.79	73.30	1,075.85	1,466.02	-390.17
06/24/2008	12/15/2009	15	MERCK & CO. INC.	37.72	36.76	565.82	551.42	14.40
06/15/2004	12/15/2009	35	TIME WARNER INC	30.30	35.69	1,060.64	1,249.01	-188.37
12/04/2008	12/18/2009	20	METLIFE INC	35.42	25.81	708.36	516.15	192.21
11/26/2008	12/21/2009	35	KROGER CO	20.52	27.18	718.12	951.46	-233.34
12/05/2008	01/05/2010	130	NEWS CORP	13.93	7.70	1,810.72	1,001.63	809.09
09/24/2008	01/05/2010	275	SPRINT NEXTEL CORP	4.10	6.74	1,128.68	1,853.03	-724.35
04/28/2008	01/05/2010	125	SPRINT NEXTEL CORP	4.10	7.83	513.04	979.30	-466.26
05/26/2006	01/07/2010	5	APPLE INC	210.86	64.00	1,054.28	320.02	734.26

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08/23/2007	01/11/2010	15	CELGENE CORP	57.39	60.01	860.86	900.16	-39.30
11/08/2007	01/11/2010	10	CELGENE CORP	57.39	63.56	573.91	635.56	-61.65
10/23/2008	01/12/2010	5	HOME DEPOT INC	28.03	19.17	140.17	95.85	44.32
11/08/2007	01/13/2010	5	CELGENE CORP	57.55	63.56	287.77	317.78	-30.01
03/07/2008	01/13/2010	13	CELGENE CORP	57.55	56.02	748.19	728.26	19.93
10/22/2008	01/14/2010	25	WAL-MART STORES INC	54.49	52.38	1,362.29	1,309.40	52.89
01/17/2008	01/20/2010	2	CME GROUP INC	329.38	574.11	658.75	1,148.21	-489.46
08/24/2007	01/20/2010	1	CME GROUP INC	329.38	556.32	329.38	556.32	-226.94
06/24/2008	01/26/2010	27	MERCK & CO. INC.	38.48	36.76	1,038.93	992.56	46.37
06/25/2008	01/26/2010	13	MERCK & CO. INC.	38.48	36.76	500.22	477.90	22.32
06/13/2006	01/26/2010	65	PFIZER INC	18.76	23.19	1,219.34	1,507.35	-288.01
11/28/2006	01/26/2010	5	PFIZER INC	18.76	26.94	93.80	134.72	-40.92
11/13/2006	01/26/2010	35	PFIZER INC	18.76	25.85	656.57	904.88	-248.31
08/15/2008	01/26/2010	25	WESTERN DIGITAL CORP	41.21	29.41	1,030.35	735.14	295.21
10/23/2008	01/27/2010	40	LOWE'S COS INC	22.17	18.21	886.98	728.23	158.75
06/15/2004	01/28/2010	25	TIME WARNER INC	26.79	35.69	669.80	892.14	-222.34
05/15/2008	01/28/2010	39	TIME WARNER INC	26.79	33.97	1,044.88	1,324.99	-280.11
06/15/2004	01/28/2010	1	TIME WARNER INC	26.79	35.69	26.79	35.69	-8.90
10/22/2008	01/28/2010	18	WAL-MART STORES INC	52.68	52.38	948.19	942.77	5.42
12/01/2008	01/29/2010	12	BUNGE LTD	60.13	38.99	721.51	467.90	253.61
07/15/2008	02/05/2010	20	QUALCOMM INC	37.81	47.88	756.24	957.62	-201.38
06/24/2008	02/05/2010	15	QUALCOMM INC	37.81	47.58	567.18	713.67	-146.49
12/05/2008	02/09/2010	55	NEWS CORP	12.91	7.70	709.91	423.76	286.15
08/23/2007	02/11/2010	5	AIR PRODUCTS & CHEMICALS INC	68.39	87.84	341.95	439.21	-97.26
11/08/2007	02/11/2010	11	AIR PRODUCTS & CHEMICALS INC	68.39	98.97	752.29	1,088.70	-336.41
01/21/2009	02/11/2010	25	CORNING INC	17.71	9.34	442.69	233.47	209.22
05/15/2008	02/11/2010	9	TIME WARNER INC	27.23	33.97	245.03	305.77	-60.74
12/03/2008	02/11/2010	16	TIME WARNER INC	27.23	18.40	435.61	294.35	141.26
08/15/2008	02/12/2010	5	QUALCOMM INC	38.73	56.32	193.65	281.61	-87.96
07/28/2008	02/12/2010	30	QUALCOMM INC	38.73	54.42	1,161.87	1,632.59	-470.72
09/04/2008	02/17/2010	15	WESTERN DIGITAL CORP	42.24	25.97	633.61	389.62	243.99
11/08/2007	02/19/2010	4	AIR PRODUCTS & CHEMICALS INC	69.66	98.97	278.66	395.89	-117.23

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
01/13/2009	02/19/2010	30	METLIFE INC	35.00	28.99	1,050.14	869.63	180.51
09/04/2008	03/22/2010	25	WESTERN DIGITAL CORP	42.59	25.97	1,064.85	649.36	415.49
10/29/2007	02/24/2010	75	AT&T INC	24.89	41.70	1,866.76	3,127.38	-1,260.62
09/25/2007	02/24/2010	25	AT&T INC	24.89	42.48	622.25	1,061.90	-439.65
09/29/2008	02/24/2010	25	QUALCOMM INC	37.92	43.43	947.96	1,085.68	-137.72
08/15/2008	02/24/2010	10	QUALCOMM INC	37.92	56.32	379.18	563.21	-184.03
02/26/2008	02/25/2010	25	AT&T INC	24.77	35.44	619.18	885.99	-266.81
03/28/2008	02/25/2010	25	AT&T INC	24.77	38.03	619.19	950.84	-331.65
10/29/2007	02/25/2010	25	AT&T INC	24.77	41.70	619.18	1,042.46	-423.28
04/23/2008	02/25/2010	15	AT&T INC	24.77	38.21	371.51	573.08	-201.57
02/24/2009	02/26/2010	45	SYMANTEC CORP	16.56	14.14	745.29	636.09	109.20
02/11/2008	03/01/2010	4	CME GROUP INC	300.08	521.51	1,200.33	2,086.05	-885.72
03/28/2008	03/01/2010	19	MEDCO HEALTH SOLUTIONS INC	63.93	43.81	1,214.58	832.43	382.15
02/11/2009	03/01/2010	30	J.C. PENNEY CO INC	27.81	15.68	834.17	470.48	363.69
02/11/2008	03/01/2010	15	J.C. PENNEY CO INC	27.81	49.11	417.08	736.64	-319.56
09/24/2008	03/08/2010	15	DEVON ENERGY CORPORATION	69.35	101.25	1,040.29	1,518.79	-478.50
02/23/2009	03/08/2010	20	LOWE'S COS INC	24.02	15.41	480.49	308.18	172.31
09/24/2008	03/10/2010	15	DEVON ENERGY CORPORATION	70.96	101.25	1,064.41	1,518.78	-454.37
05/26/2006	03/11/2010	3	APPLE INC	224.37	64.00	673.10	192.01	481.09
07/18/2006	03/11/2010	2	APPLE INC	224.37	52.38	448.73	104.75	343.98
11/06/2008	03/16/2010	50	CBS CORP-CLASS B NON VOTING	14.64	8.38	732.23	419.07	313.16
06/28/2006	03/16/2010	25	CBS CORP-CLASS B NON VOTING	14.64	26.54	366.12	663.56	-297.44
12/29/2008	03/25/2010	175	GENON ENERGY INC	3.88	5.25	679.86	919.17	-239.31
11/11/2008	03/26/2010	35	QUALCOMM INC	41.82	35.12	1,463.71	1,229.26	234.45
09/29/2008	03/26/2010	15	QUALCOMM INC	41.82	43.43	627.31	651.40	-24.09
10/08/2007	03/31/2010	5	CONOCOPHILLIPS	51.20	83.95	256.00	419.77	-163.77
08/22/2007	03/31/2010	20	CONOCOPHILLIPS	51.20	78.67	1,024.00	1,573.30	-549.30
09/17/2007	03/31/2010	20	CONOCOPHILLIPS	51.20	84.96	1,024.00	1,699.11	-675.11
10/08/2007	03/31/2010	20	CONOCOPHILLIPS	51.20	83.95	1,023.99	1,679.06	-655.07
01/23/2008	03/31/2010	25	CONOCOPHILLIPS	51.20	71.21	1,280.00	1,780.18	-500.18
02/20/2009	03/31/2010	15	CONOCOPHILLIPS	51.20	39.96	768.00	599.39	168.61
09/26/2008	03/31/2010	24	JPMORGAN CHASE & CO	44.57	40.50	1,069.62	972.00	97.62

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
01/17/2008	03/31/2010	2	JPMORGAN CHASE & CO	44.57	40.60	89.14	81.20	7.94
01/17/2008	03/31/2010	17	JPMORGAN CHASE & CO	44.57	40.60	757.65	690.23	67.42
01/17/2008	03/31/2010	1	JPMORGAN CHASE & CO	44.57	40.60	44.57	40.60	3.97
09/26/2008	03/31/2010	1	JPMORGAN CHASE & CO	44.57	40.50	44.57	40.50	4.07
07/18/2006	04/05/2010	3	APPLE INC	237.42	52.38	712.27	157.13	555.14
09/24/2008	04/14/2010	125	SPRINT NEXTEL CORP	4.12	6.74	515.41	842.29	-326.88
03/06/2006	04/15/2010	2	GOOGLE INC-CL A	595.13	375.09	1,190.26	750.17	440.09
02/11/2008	04/16/2010	15	DEUTSCHE BANK AG-REGISTERED	74.45	109.40	1,116.82	1,640.98	-524.16
06/03/2008	04/16/2010	10	DEUTSCHE BANK AG-REGISTERED	74.45	103.39	744.54	1,033.91	-289.37
05/13/2008	04/16/2010	10	DEUTSCHE BANK AG-REGISTERED	74.45	117.72	744.55	1,177.21	-432.66
12/04/2008	04/16/2010	15	GOLDMAN SACHS GROUP INC	161.72	68.33	2,425.78	1,024.91	1,400.87
09/12/2008	04/16/2010	1	GOLDMAN SACHS GROUP INC	161.72	157.36	161.72	157.36	4.36
09/09/2008	04/16/2010	5	GOLDMAN SACHS GROUP INC	161.72	162.34	808.60	811.72	-3.12
11/06/2008	04/16/2010	2	GOLDMAN SACHS GROUP INC	161.72	86.60	323.43	173.20	150.23
09/09/2008	04/16/2010	1	GOLDMAN SACHS GROUP INC	161.72	162.35	161.72	162.35	-0.63
09/12/2008	04/16/2010	1	GOLDMAN SACHS GROUP INC	161.72	157.36	161.72	157.36	4.36
09/09/2008	04/16/2010	1	GOLDMAN SACHS GROUP INC	161.72	162.34	161.72	162.34	-0.62
09/12/2008	04/16/2010	1	GOLDMAN SACHS GROUP INC	161.72	157.36	161.72	157.36	4.36
02/11/2009	04/16/2010	5	J.C. PENNEY CO INC	31.25	15.68	156.26	78.41	77.85
12/03/2008	04/19/2010	15	TIME WARNER INC	32.90	18.40	493.57	275.95	217.62
07/18/2006	04/20/2010	3	APPLE INC	245.29	52.38	735.86	157.13	578.73
01/18/2008	04/20/2010	12	TEVA PHARMACEUTICAL-SP ADR	62.23	48.12	746.72	577.42	169.30
08/18/2006	04/21/2010	6	ALCON INC	158.65	114.79	951.92	688.71	263.21
11/06/2008	04/21/2010	9	GOLDMAN SACHS GROUP INC	160.10	86.60	1,440.86	779.42	661.44
07/18/2006	04/23/2010	5	APPLE INC	270.25	52.38	1,351.26	261.89	1,089.37
09/26/2008	04/28/2010	31	JPMORGAN CHASE & CO	42.93	40.50	1,330.75	1,255.50	75.25
04/03/2009	04/28/2010	25	QUALCOMM INC	38.23	41.12	955.76	1,028.04	-72.28
03/19/2009	04/28/2010	25	QUALCOMM INC	38.23	37.82	955.76	945.58	10.18
11/06/2008	04/30/2010	4	GOLDMAN SACHS GROUP INC	145.85	86.60	583.39	346.41	236.98
12/02/2008	04/30/2010	30	GOLDMAN SACHS GROUP INC	145.85	64.08	4,375.44	1,922.40	2,453.04
03/28/2008	04/30/2010	21	MEDCO HEALTH SOLUTIONS INC	59.40	43.81	1,247.47	920.06	327.41
10/22/2008	04/30/2010	12	WAL-MART STORES INC	53.92	52.38	647.05	628.51	18.54

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
11/11/2008	05/03/2010	15	BAXTER INTERNATIONAL INC	47.50	60.84	712.47	912.60	-200.13
04/03/2009	05/03/2010	15	BAXTER INTERNATIONAL INC	47.50	50.02	712.47	750.34	-37.87
01/14/2009	05/04/2010	60	ARCHER-DANIELS-MIDLAND CO	26.36	24.28	1,581.57	1,456.55	125.02
01/20/2009	05/04/2010	20	ARCHER-DANIELS-MIDLAND CO	26.36	25.63	527.19	512.57	14.62
02/02/2009	05/04/2010	20	ARCHER-DANIELS-MIDLAND CO	26.36	26.85	527.19	537.08	-9.89
07/25/2008	05/04/2010	45	MERCK & CO. INC.	35.97	32.69	1,618.64	1,471.15	147.49
07/09/2008	05/04/2010	43	MERCK & CO. INC.	35.97	21.77	1,546.71	935.94	610.77
07/07/2008	05/04/2010	25	MERCK & CO. INC.	35.97	36.79	899.25	919.68	-20.43
06/25/2008	05/04/2010	12	MERCK & CO. INC.	35.97	36.76	431.64	441.14	-9.50
08/28/2008	05/04/2010	40	XL GROUP PLC	17.12	20.05	684.83	802.13	-117.30
09/24/2008	05/04/2010	10	XL GROUP PLC	17.12	17.35	171.21	173.47	-2.26
09/26/2008	05/07/2010	15	JPMORGAN CHASE & CO	40.36	40.50	605.44	607.50	-2.06
02/18/2009	05/12/2010	60	NEWS CORP	14.48	6.06	869.03	363.52	505.51
05/07/2009	05/13/2010	23	DEUTSCHE BANK AG-REGISTERED	63.55	53.53	1,461.56	1,231.22	230.34
02/09/2009	05/13/2010	75	NOKIA CORP-SPON ADR	10.77	13.30	807.99	997.19	-189.20
02/05/2009	05/13/2010	50	NOKIA CORP-SPON ADR	10.77	13.00	538.66	650.07	-111.41
01/23/2009	05/13/2010	45	NOKIA CORP-SPON ADR	10.77	12.32	484.79	554.50	-69.71
02/19/2009	05/13/2010	45	NOKIA CORP-SPON ADR	10.77	10.76	484.80	484.12	0.68
12/11/2008	05/14/2010	225	MOTOROLA INC	6.77	4.15	1,522.67	933.86	588.81
09/05/2008	05/18/2010	60	INTEL CORP	21.58	20.37	1,294.73	1,222.25	72.48
02/02/2009	05/18/2010	30	LIMITED BRANDS INC	24.95	7.93	748.42	237.91	510.51
05/29/2008	05/20/2010	50	MACY'S INC	20.79	23.97	1,039.32	1,198.63	-159.31
06/04/2007	05/20/2010	35	MACY'S INC	20.79	40.33	727.52	1,411.48	-683.96
05/25/2007	05/20/2010	10	MACY'S INC	20.79	38.40	207.86	383.98	-176.12
04/30/2009	05/20/2010	60	UNUM GROUP	21.42	16.31	1,285.12	978.41	306.71
01/28/2009	05/26/2010	15	DEVON ENERGY CORPORATION	61.30	64.32	919.52	964.73	-45.21
07/25/2006	06/01/2010	5	APPLE INC	263.63	61.76	1,318.13	308.78	1,009.35
07/18/2006	06/01/2010	1	APPLE INC	263.63	52.38	263.63	52.38	211.25
09/05/2008	06/08/2010	5	INTEL CORP	20.03	20.37	100.14	101.85	-1.71
04/23/2009	06/08/2010	40	INTEL CORP	20.03	15.38	801.09	615.18	185.91
11/06/2008	06/09/2010	9	GENERAL MILLS INC	37.43	32.79	336.91	295.10	41.81
05/13/2009	06/11/2010	70	US BANCORP	23.28	17.54	1,629.85	1,227.51	402.34

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09/24/2008	06/14/2010	50	MACY'S INC	21.96	17.85	1,097.98	892.73	205.25
07/25/2008	06/15/2010	5	MERCK & CO. INC.	35.67	32.69	178.37	163.46	14.91
04/14/2009	06/15/2010	14	MERCK & CO. INC.	35.67	23.96	499.43	335.48	163.95
03/20/2009	06/15/2010	11	MERCK & CO. INC.	35.67	24.76	392.40	272.41	119.99
05/04/2009	06/15/2010	10	MERCK & CO. INC.	35.67	23.85	356.73	238.46	118.27
05/04/2009	06/15/2010	5	MERCK & CO. INC.	35.67	23.85	178.37	119.23	59.14
02/12/2009	06/16/2010	10	DEVON ENERGY CORPORATION	68.08	51.11	680.83	511.14	169.69
05/26/2009	06/16/2010	35	ILLINOIS TOOL WORKS	46.47	32.59	1,626.50	1,140.60	485.90
07/31/2008	06/16/2010	25	MORGAN STANLEY	25.58	39.55	639.48	988.76	-349.28
07/28/2008	06/16/2010	20	MORGAN STANLEY	25.58	37.02	511.59	740.30	-228.71
07/25/2006	06/23/2010	3	APPLE INC	270.88	61.75	812.65	185.26	627.39
02/02/2009	06/23/2010	45	LIMITED BRANDS INC	23.37	7.93	1,051.76	356.86	694.90
06/12/2009	07/06/2010	35	INGERSOLL-RAND PLC	33.58	22.80	1,175.23	798.08	377.15
03/03/2009	07/07/2010	15	DEVON ENERGY CORPORATION	61.27	41.02	919.00	615.33	303.67
02/27/2009	07/07/2010	50	NOKIA CORP-SPON ADR	8.72	9.52	436.16	476.01	-39.85
02/19/2009	07/07/2010	5	NOKIA CORP-SPON ADR	8.72	10.76	43.62	53.79	-10.17
05/05/2009	07/08/2010	60	INTEL CORP	20.03	16.15	1,202.10	969.20	232.90
04/23/2009	07/08/2010	5	INTEL CORP	20.03	15.38	100.17	76.90	23.27
08/18/2006	07/09/2010	5	ALCON INC	152.39	114.79	761.94	573.93	188.01
03/06/2006	07/13/2010	15	SCHLUMBERGER LTD	58.91	59.87	883.67	898.04	-14.37
07/07/2009	07/13/2010	5	XL GROUP PLC	17.56	11.15	87.79	55.73	32.06
09/24/2008	07/13/2010	35	XL GROUP PLC	17.56	17.35	614.51	607.14	7.37
05/05/2009	07/15/2010	55	INTEL CORP	21.30	16.15	1,171.44	888.44	283.00
06/15/2009	07/15/2010	5	INTEL CORP	21.30	15.97	106.49	79.85	26.64
07/08/2009	07/16/2010	5	ALCON INC	151.67	114.65	758.33	573.24	185.09
09/30/2003	07/16/2010	10	PEPSICO INC	62.49	45.97	624.87	459.74	165.13
07/24/2009	07/26/2010	10	CIMAREX ENERGY CO	75.70	34.92	756.97	349.24	407.73
01/15/2008	07/26/2010	15	HEWLETT-PACKARD CO	46.22	45.19	693.32	677.81	15.51
03/08/2007	07/26/2010	10	HEWLETT-PACKARD CO	46.22	40.36	462.22	403.64	58.58
02/02/2007	07/30/2010	8	FRANKLIN RESOURCES INC	101.10	120.96	808.79	967.64	-158.85
11/23/2007	07/30/2010	4	FRANKLIN RESOURCES INC	101.10	118.73	404.39	474.92	-70.53
12/11/2008	07/30/2010	250	MOTOROLA INC	7.51	4.15	1,878.30	1,037.63	840.67

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
11/26/2007	08/03/2010	40	CAMERON INTERNATIONAL CORP	39.86	47.63	1,594.24	1,905.21	-310.97
12/03/2008	08/04/2010	8	AOL INC	21.65	15.41	173.23	123.29	49.94
06/15/2004	08/04/2010	5	AOL INC	21.65	32.06	108.27	160.32	-52.05
05/15/2008	08/04/2010	4	AOL INC	21.65	30.03	86.61	120.10	-33.49
04/20/2009	08/04/2010	3	AOL INC	21.65	12.80	64.96	38.41	26.55
04/23/2009	08/04/2010	2	AOL INC	21.65	18.79	43.31	37.57	5.74
06/15/2009	08/12/2010	40	INTEL CORP	19.50	15.97	780.11	638.81	141.30
06/22/2009	08/12/2010	55	TEXTRON INC	18.65	9.41	1,025.86	517.67	508.19
08/07/2009	08/13/2010	15	ARCELORMITTAL-NY REGISTERED	30.35	37.94	455.24	569.13	-113.89
03/06/2006	08/16/2010	25	GILEAD SCIENCES INC	34.10	29.99	852.44	749.72	102.72
07/02/2009	08/16/2010	30	MERCK & CO. INC.	34.77	27.44	1,043.08	823.22	219.86
05/04/2009	08/16/2010	10	MERCK & CO. INC.	34.77	23.85	347.70	238.47	109.23
07/02/2009	08/18/2010	15	ILLINOIS TOOL WORKS	42.83	36.64	642.38	549.57	92.81
02/04/2009	08/20/2010	30	DANAHER CORP	36.28	28.12	1,088.25	843.49	244.76
03/06/2006	08/24/2010	15	GILEAD SCIENCES INC	32.25	29.99	483.76	449.83	33.93
08/03/2009	08/27/2010	80	INTEL CORP	18.31	19.43	1,464.63	1,554.10	-89.47
06/15/2009	08/27/2010	5	INTEL CORP	18.31	15.97	91.54	79.85	11.69
05/13/2009	08/30/2010	12	TARGET CORP	51.11	40.52	613.30	486.21	127.09
04/14/2009	08/30/2010	1	TARGET CORP	51.11	39.31	51.11	39.31	11.80
07/02/2009	08/31/2010	5	GOLDMAN SACHS GROUP INC	137.20	145.07	686.00	725.36	-39.36
05/13/2009	08/31/2010	40	TE CONNECTIVITY LTD	24.63	17.06	985.12	682.47	302.65
05/15/2009	08/31/2010	25	TE CONNECTIVITY LTD	24.63	16.87	615.70	421.85	193.85
11/23/2007	09/03/2010	6	FRANKLIN RESOURCES INC	102.11	118.73	612.68	712.37	-99.69
01/15/2008	09/08/2010	35	HEWLETT-PACKARD CO	38.53	45.19	1,348.47	1,581.54	-233.07
05/15/2008	09/14/2010	20	HEWLETT-PACKARD CO	39.76	45.68	795.21	913.68	-118.47
05/13/2009	09/14/2010	15	TARGET CORP	53.98	40.52	809.65	607.75	201.90
05/15/2008	09/17/2010	5	HEWLETT-PACKARD CO	39.47	45.68	197.36	228.42	-31.06
06/02/2008	09/17/2010	15	HEWLETT-PACKARD CO	39.47	46.49	592.06	697.37	-105.31
04/20/2009	09/29/2010	5	TIME WARNER INC	30.70	20.86	153.52	104.30	49.22
12/03/2008	09/29/2010	60	TIME WARNER INC	30.70	18.40	1,842.23	1,103.82	738.41
04/20/2009	09/29/2010	20	TIME WARNER INC	30.70	20.86	614.07	417.20	196.87
08/03/2009	09/30/2010	30	INTEL CORP	19.26	19.43	577.67	582.79	-5.12

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2009 to November 30, 2010
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
06/03/2008	10/01/2010	5	HEWLETT-PACKARD CO	40.56	46.58	202.82	232.92	-30.10
06/02/2008	10/01/2010	10	HEWLETT-PACKARD CO	40.56	46.49	405.63	464.92	-59.29
05/13/2009	10/01/2010	15	TARGET CORP	53.46	40.52	801.90	607.76	194.14
05/05/2009	10/01/2010	7	VISA INC - CLASS A SHRS	73.39	67.43	513.76	472.04	41.72
06/03/2008	10/06/2010	15	HEWLETT-PACKARD CO	40.71	46.58	610.65	698.75	-88.10
08/04/2009	10/07/2010	30	EMC CORP/MASS	19.56	15.15	586.86	454.50	132.36
06/03/2008	10/08/2010	5	HEWLETT-PACKARD CO	41.10	46.58	205.51	232.91	-27.40
07/17/2008	10/08/2010	10	HEWLETT-PACKARD CO	41.10	43.02	411.03	430.24	-19.21
05/13/2009	10/08/2010	3	TARGET CORP	54.20	40.52	162.60	121.55	41.05
07/06/2009	10/14/2010	2	FREEMPORT-MCMORAN COPPER	99.37	45.90	198.74	91.80	106.94
08/24/2009	10/14/2010	13	FREEMPORT-MCMORAN COPPER	99.37	66.64	1,291.84	866.32	425.52
08/24/2009	10/15/2010	7	FREEMPORT-MCMORAN COPPER	98.00	66.64	686.03	466.48	219.55
07/25/2006	10/19/2010	2	APPLE INC	310.59	61.76	621.19	123.51	497.68
08/24/2009	10/20/2010	20	ILLINOIS TOOL WORKS	46.73	42.50	934.60	850.05	84.55
04/30/2007	10/20/2010	10	PEPSICO INC	65.26	66.37	652.58	663.68	-11.10
07/08/2009	10/22/2010	4	ALCON INC	167.34	114.65	669.37	458.59	210.78
10/05/2009	10/22/2010	35	KLA-TENCOR CORPORATION	36.08	34.19	1,262.89	1,196.72	66.17
04/30/2007	10/22/2010	12	PEPSICO INC	65.08	66.37	781.02	796.41	-15.39
08/07/2009	10/22/2010	100	SPRINT NEXTEL CORP	4.82	3.83	481.61	382.84	98.77
07/17/2008	10/27/2010	15	HEWLETT-PACKARD CO	42.09	43.02	631.32	645.37	-14.05
03/06/2006	10/28/2010	1	GOOGLE INC-CL A	615.79	375.08	615.79	375.08	240.71
10/14/2009	10/28/2010	13	TARGET CORP	52.33	50.92	680.24	661.95	18.29
01/18/2008	10/28/2010	14	TEVA PHARMACEUTICAL-SP ADR	52.08	48.12	729.17	673.65	55.52
07/25/2006	11/02/2010	2	APPLE INC	310.03	61.76	620.05	123.51	496.54
08/24/2009	11/03/2010	15	ILLINOIS TOOL WORKS	46.21	42.50	693.22	637.54	55.68
11/11/2008	11/08/2010	8	PEPSICO INC	65.09	54.40	520.70	435.23	85.47
04/30/2007	11/08/2010	2	PEPSICO INC	65.09	66.37	130.17	132.73	-2.56
11/23/2007	11/08/2010	11	PEPSICO INC	65.09	75.23	715.96	827.48	-111.52
05/15/2009	11/08/2010	20	TE CONNECTIVITY LTD	33.68	16.87	673.67	337.49	336.18
11/06/2008	11/09/2010	15	HEWLETT-PACKARD CO	44.40	34.44	666.05	516.55	149.50
08/24/2009	11/09/2010	15	ILLINOIS TOOL WORKS	48.32	42.50	724.75	637.55	87.20
05/15/2008	11/15/2010	8	TIME WARNER CABLE	63.05	51.59	504.43	412.73	91.70

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

December 01, 2009 to November 30, 2010
Reporting Currency: US dollars

Capital Gains

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
06/15/2004	11/15/2010	16	TIME WARNER CABLE	63.05	51.65	1,008.85	826.43	182.42
05/15/2008	11/15/2010	2	TIME WARNER CABLE	63.05	51.60	126.11	103.19	22.92
12/03/2008	11/15/2010	3	TIME WARNER CABLE	63.05	28.89	189.16	86.67	102.49
05/15/2008	11/15/2010	2	TIME WARNER CABLE	63.05	51.59	126.11	103.18	22.93
11/06/2008	11/17/2010	25	CBS CORP-CLASS B NON VOTING	16.21	8.38	405.15	209.54	195.61
02/20/2009	11/17/2010	100	CBS CORP-CLASS B NON VOTING	16.21	4.90	1,620.59	490.45	1,130.14
02/02/2007	11/17/2010	24	KOHL'S CORP	52.34	73.30	1,256.09	1,759.22	-503.13
11/11/2008	11/17/2010	7	PEPSICO INC	63.90	54.40	447.27	380.82	66.45
03/11/2009	11/17/2010	3	PEPSICO INC	63.90	46.71	191.69	140.12	51.57
11/06/2009	11/19/2010	12	TARGET CORP	55.33	49.64	663.99	595.69	68.30
08/24/2009	11/22/2010	5	ILLINOIS TOOL WORKS	47.25	42.50	236.25	212.51	23.74
10/28/2009	11/22/2010	20	ILLINOIS TOOL WORKS	47.25	46.41	945.01	928.21	16.80
11/13/2009	11/23/2010	40	FORD MOTOR CO	15.80	8.36	632.17	334.38	297.79
11/06/2009	11/23/2010	25	FORD MOTOR CO	15.80	7.61	395.10	190.36	204.74
07/25/2006	11/29/2010	2	APPLE INC	313.41	61.76	626.82	123.51	503.31
05/13/2009	11/30/2010	38	DANAHER CORP	43.03	29.00	1,635.23	1,101.89	533.34
02/04/2009	11/30/2010	2	DANAHER CORP	43.03	28.12	86.07	56.23	29.84
*** Subtotal For Long Term						181,437.97	164,913.62	16,524.35

Zero Cost

01/01/1950	12/09/2009	3,920	COSTCO WHOLESALE CORP	58.82	0.00	230,568.52	0.00	230,568.52
01/01/1950	08/25/2010	10,000	COSTCO WHOLESALE CORP	57.00	0.00	570,000.00	1200 0.00	570,000.00

*** Subtotal For Zero Cost 800,568.52 ~~800,568.52~~ 799,336.9

Cash in Lieu

01/01/1900	12/16/2009		AOL INC			18.62	0.00	18.62
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*** Subtotal For Cash in Lieu 18.62 0.00 18.62

THE FRANK M. & LEE GOLDBERG FOUNDATION (888-26052)

Capital Gains

December 01, 2009 to November 30, 2010
Reporting Currency: US dollars

	Total Proceeds	Total Cost	Gain Or Loss
**** Total	1,211,471.76	381,825.10 383,025	829,646.66 828,447
** Account Totals **			
Short Term Gain:		12,535.17	
Long Term Gain:		16,524.35	
Zero Cost Gain:		800,560.52	7,993,369
Cash in Lieu Gain:		18.62	
Current Period Gain:		829,646.66	828,447

For securities denominated in following currencies the quantities are divided and prices multiplied by the indicated factors:

Belgian franc	100
Brazilian real	1,000

Please see your Year-End Tax Report for your official tax record. You should verify the accuracy of all calculations with your tax advisor

Statement A

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

COPY

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

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

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	Name of exempt organization THE FRANK M. & LEE GOLDBERG FOUNDATION	Employer identification number 95-3678549
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1333 CAMINO DEL RIO SOUTH, SUITE 310	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN DIEGO, CA 92108-3520	

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

04

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

FRANK M. & LEE GOLDBERG

- The books are in the care of ► **1333 CAMINO DEL RIO SOUTH, #310 - SAN DIEGO, CA 92108**
Telephone No. ► **(619) 297-3900** 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 **JULY 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **DEC 1, 2009**, and ending **NOV 30, 2010**

- 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	\$	7,642.
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	\$	7,642.
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.

LHA 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 FRANK M. & LEE GOLDBERG FOUNDATION	95-3678549
	Number, street, and room or suite no. If a P.O. box, see instructions 1333 CAMINO DEL RIO SOUTH, SUITE 310	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN DIEGO, CA 92108-3520	

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

04

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 **FRANK M. & LEE GOLDBERG - 1333 CAMINO DEL RIO SOUTH, #310 - SAN DIEGO, CA 92108**
Telephone No **(619) 297-3900** 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.
- 4 I request an additional 3-month extension of time until **OCTOBER 15, 2011.**
- 5 For calendar year , or other tax year beginning **DEC 1, 2009**, and ending **NOV 30, 2010**
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NECESSARY TO GATHER THE INFORMATION REQUIRED 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	\$	11,642.
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	\$	11,642.
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 **Matthew Heil** Title **CPA** Date **7/14/11**

Form 8868 (Rev. 1-2011)