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

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation
THE ROSE FLAUM FOUNDATION
C/O FLAUM PARTNERS, INC.

A Employer identification number
27-0285998

Number and street (or P O box number if mail is not delivered to street address): 420 LEXINGTON AVE
Room/suite: 2150

B Telephone number
212-973-2707

City or town, state, and ZIP code
NEW YORK, NY 10170

C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 474,540.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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)
Revenue	1 Contributions, gifts, grants, etc., received	5,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,186.	1,186.		STATEMENT 1
	4 Dividends and interest from securities	13,244.	13,244.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	26,196.			
	b Gross sales price for all assets on line 6a 431,569.				
	7 Capital gain net income (from Part IV, line 2)		26,196.		
	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	45,626.	40,626.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	651.	0.		651.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	11,401.	7,245.		4,156.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,052.	7,245.		4,807.
	25 Contributions, gifts, grants paid	59,265.			59,265.
	26 **Total expenses and disbursements.** Add lines 24 and 25	71,317.	7,245.		64,072.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<25,691.>			
	b **Net investment income** (if negative, enter -0-)		33,381.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2010)

12050509 712813 ROS2700.0 2010.03050 THE ROSE FLAUM FOUNDATION C ROS27001

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	72,806.	19,612.	19,612.
	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 5	402,355.	454,928.	454,928.
	c Investments - corporate bonds STMT 6	20,554.	0.	0.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	495,715.	474,540.	474,540.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ 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	495,715.	474,540.	
	30 **Total net assets or fund balances**	495,715.	474,540.	
	31 **Total liabilities and net assets/fund balances**	495,715.	474,540.	

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	495,715.
2	Enter amount from Part I, line 27a	2	<25,691.>
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	4,516.
4	Add lines 1, 2, and 3	4	474,540.
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	474,540.

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	MORGAN STANLEY SMITH BARNEY(SEE ATTACHED)	D		
b	MORGAN STANLEY SMITH BARNEY(SEE ATTACHED)	D		
c	CAPITAL GAINS DIVIDENDS			
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	302,098.		302,433.	<335.>
b	129,400.		102,940.	26,460.
c	71.			71.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<335.>
b				26,460.
c				71.
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	26,196.
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))
2009	35,577.	284,045.	.125251
2008			
2007			
2006			
2005			

2	**Total** of line 1, column (d)	2	.125251
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	.125251
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	480,145.
5	Multiply line 4 by line 3	5	60,139.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	334.
7	Add lines 5 and 6	7	60,473.
8	Enter qualifying distributions from Part XII, line 4	8	64,072.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b		1	334.
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	334.
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	334.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	0.
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	334.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶		11	

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 212-973-2707

Located at ▶ 420 LEXINGTON AVE, NEW YORK, NY ZIP+4 ▶ 10170

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 2010 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 2010.)* N/A	3b		
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 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 | | 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? N/A | 7b |

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
SANDER A FLAUM 420 LEXINGTON AVENUE NEW YORK, NY 10170	TRUSTEE 5.00	0.	0.	0.
MECHELE FLAUM 420 LEXINGTON AVENUE NEW YORK, NY 10170	TRUSTEE 2.00	0.	0.	0.
TERRY WACHALTER 420 LEXINGTON AVENUE NEW YORK, NY 10170	TRUSTEE 10.00	0.	0.	0.

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

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

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

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	469,096.
b	Average of monthly cash balances	1b	18,361.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	487,457.
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	487,457.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,312.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	480,145.
6	**Minimum investment return** Enter 5% of line 5	6	24,007.

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	24,007.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 334.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	334.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,673.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	23,673.
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	23,673.

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	64,072.
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	64,072.
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	334.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	63,738.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				23,673.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009 27,927.				
f Total of lines 3a through e	27,927.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 64,072.				
a Applied to 2009, 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 2010 distributable amount				23,673.
e Remaining amount distributed out of corpus	40,399.			
5 Excess distributions carryover applied to 2010 (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	68,326.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	68,326.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009 27,927.				
e Excess from 2010 40,399.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SANDER A FLAUM

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 7				
Total			▶ 3a	59,265.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,186.	
4 Dividends and interest from securities			14	13,244.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	26,196.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		40,626.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 40,626.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Terry Wachalter | 5/10/11 | Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TIMOTHY MULCAHY	Timothy W Mulcahy	5/9/11		P00027747

Firm's name ▶ HOLTZ RUBENSTEIN REMINICK LLP — Firm's EIN ▶ 11-2355064

Firm's address ▶ 125 BAYLIS ROAD MELVILLE, NY 11747-3823 — Phone no. 631-752-7400

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization	Employer identification number
THE ROSE FLAUM FOUNDATION C/O FLAUM PARTNERS, INC.	27-0285998

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).

Name of organization	Employer identification number
THE ROSE FLAUM FOUNDATION C/O FLAUM PARTNERS, INC.	27-0285998

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HYPERTROPHIC CARDIOMYOPATHY ASSOCIATION 328 GREEN POND ROAD HIBERNIA, NJ 07842	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE ROSE FLAUM FOUNDATION C/O FLAUM PARTNERS, INC.	27-0285998

Part II Noncash Property (see instructions)

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

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

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

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

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

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

Name of organization

THE ROSE FLAUM FOUNDATION
C/O FLAUM PARTNERS, INC.

Employer identification number

27-0285998

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

SOURCE	AMOUNT
MORGAN STANLEY SMITHBARNEY	1,186.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,186.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITHBARNEY	13,315.	71.	13,244.
TOTAL TO FM 990-PF, PART I, LN 4	13,315.	71.	13,244.

FORM 990-PF	TAXES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNITED STATES TREASURY	651.	0.		651.
TO FORM 990-PF, PG 1, LN 18	651.	0.		651.

FORM 990-PF	OTHER EXPENSES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	56.	0.		56.
INVESTMENT FEES	7,245.	7,245.		0.
LEGAL FEES	100.	0.		100.
ACCOUNTING FEES	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 23	11,401.	7,245.		4,156.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	454,928.	454,928.
TOTAL TO FORM 990-PF, PART II, LINE 10B	454,928.	454,928.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
THE OHIO STATE UNIVERSITY ENARSON HALL 154 W 12 AVENUE COLUMBUS, OH 43210	NONE GENERAL PURPOSES	PUBLIC CHARITY	25,000.
ADRIANA DIGRANDE, M.S. CCC-SLP 19 MUZZEY ST., SUITE 311 LEXINGTON, MA 02421	NONE STUTTERING SERVICES	NONE	1,200.
NATIONAL STUTTERING ASSOCIATION 119 W. 40TH STREET, 14TH FLOOR NEW YORK, NY 10018	NONE GENERAL PURPOSES	PUBLIC CHARITY	10,000.
THE STUTTERING FOUNDATION P.O. BOX 11749 MEMPHIS , TN 38111-0749	NONE GENERAL PURPOSES	PUBLIC CHARITY	1,125.
AMERICAN INSTITUTE FOR STUTTERING 27 WEST 20TH ST. SUITE 1203 NEW YORK, NY 10011	NONE GENERAL PURPOSES	PUBLIC CHARITY	8,240.
HOLLINS COMMUNICATIONS RESEARCH INSTITUTE 7851 ENON DRIVE ROANOKE, VA 24019	NONE GENERAL PURPOSES	PUBLIC CHARITY	10,000.
THE FRESH AIR FUND 633 THIRD AVE - 14TH FLOOR NEW YORK, NY 10017	NONE GENERAL PURPOSES	PUBLIC CHARITY	1,000.
AMERICAN JEWISH CONGRESS 233 PARK AVE S NEW YORK, NY 10003	NONE GENERAL PURPOSES	PUBLIC CHARITY	1,000.

ANTI DEFAMATION LEAGUE 605 THIRD AVE NEW YORK, NY 10158	NONE GENERAL PURPOSES	PUBLIC CHARITY	1,000.
HILLEL - ARTHUR & ROCHELL BELFER BUILDING 800 EIGHTH STREET, NW WASHINGTON, DC 20001-3724	NONE GENERAL PURPOSES	PUBLIC CHARITY	100.
AMERICAN SOCIETY FOR YAD VASHEM 500 FIFTH AVENUE 42ND FLOOR NEW YORK, NY 10110	NONE GENERAL PURPOSES	PUBLIC CHARITY	500.
CARNEGIE HALL SOCIETY 881 SEVENTH AVENUE NEW YORK, NY 10019	NONE GENERAL PURPOSES	PUBLIC CHARITY	100.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			59,265.

The Rose Flaum Foundation 630 PARK AVENUE APT 9B NEW YORK NY 10065-6560	**Home:** **Mobile:** **Business:** (212) 973-2707 tw@theroseflaumfoundation org	STANDARD CAP	Portfolio **Sweep Fund** BDPS

Realized Gain and Loss for Year 2010

Security Name	Quantity	Date Acquired	Date Sold	Total Cost	Cost
Short-Term Gain/Loss					
AMAZON COM INC	200	12/17/2009	1/15/2010	25,565 00	25,565 00
ISHARES BARCLAYS TIPS BD FD	44	9/22/2009	5/26/2010	4,477 91	4,477 91
	21	1/5/2010	5/26/2010	2,193 66	2,193 66
Sub-Totals	**65**			**6,671.57**	**6,671.57**
ISHARES BARCLAYS 1-3 YEAR CRED	32	9/22/2009	6/21/2010	3,334 40	3,334 40
	75	1/5/2010	6/21/2010	7,813 50	7,813 50
	28	4/26/2010	6/21/2010	2,920 34	2,920 34
	82	5/26/2010	6/21/2010	8,464 86	8,464 86
Sub-Totals	**217**			**22,533.10**	**22,533.10**
ISHARES BARCLAYS 1-3 YR TSY BD	54	9/22/2009	5/26/2010	4,528 44	4,528 44
	72	1/5/2010	5/26/2010	5,990 29	5,990 29
	78	1/5/2010	6/21/2010	6,489 49	6,489 49
	35	4/26/2010	6/21/2010	2,915 05	2,915 05
Sub-Totals	**239**			**19,923.27**	**19,923.27**
ISHARES S&P GSCI COMMODITY	467	1/19/2010	5/26/2010	14,808 01	14,808 01
ISHARES S&P MIDCAP 400 INDEX	6	9/22/2009	1/29/2010	423 84	423 84
	58	9/22/2009	6/21/2010	4,097 12	4,097 12
	29	5/26/2010	6/21/2010	2,192 11	2,192 11
Sub-Totals	**93**			**6,713.07**	**6,713.07**
ISHARES S&P 500 GRWTH INDEX	72	9/22/2009	1/29/2010	3,952 44	3,952 44
	66	9/22/2009	3/25/2010	3,623 07	3,623 07
	331	9/22/2009	6/21/2010	18,170 25	18,170 25
	255	1/6/2010	6/21/2010	15,008 79	15,008 79
	192	5/26/2010	6/21/2010	10,689 79	10,689 79
Sub-Totals	**916**			**51,444.34**	**51,444.34**
ISHARES S&P 500 VALUE INDEX	37	9/22/2009	1/29/2010	1,938 28	1,938 28
	17	9/22/2009	3/25/2010	890 56	890 56
	322	9/22/2009	6/21/2010	16,868 30	16,868.30
	216	5/26/2010	6/21/2010	11,409 12	11,409 12
Sub-Totals	**592**			**31,106.26**	**31,106.26**

ISHARES SP SMALLCAP 600 INDEX	2	9/22/2009	1/29/2010	107 58	107 58
	26	9/22/2009	6/21/2010	1,398 54	1,398 54
	24	5/26/2010	6/21/2010	1,391 52	1,391 52
Sub-Totals	**52**			**2,897.64**	**2,897.64**
NEUBERGER BERMAN EQ INC A	228 202	3/15/2010	5/26/2010	2,263 76	2,263 76
DIVIDEND REINVESTMENT	1 417	3/30/2010	5/26/2010	14 1	14 1
Sub-Totals	**229.619**			**2,277.86**	**2,277.86**
POWER SHARES DIV ACH PTF	1,717 00	5/26/2010	6/21/2010	21,170 61	21,170 61
POWERSHARES DB COMM TRK INC	204	9/22/2009	1/19/2010	4,534 43	4,534 43
	293	5/26/2010	6/21/2010	6,337 15	6,337 15
Sub-Totals	**497**			**10,871.58**	**10,871.58**
PRUDENTIAL SHT TRM CORP BD A	170 281	1/27/2010	5/26/2010	1,954 83	1,954 83
	100 001	1/27/2010	6/21/2010	1,148 01	1,148 01
DIVIDEND REINVESTMENT	0 622	2/19/2010	6/21/2010	7 11	7 11
	591 573	3/15/2010	6/21/2010	6,791 26	6,791 26
DIVIDEND REINVESTMENT	1 095	3/19/2010	6/21/2010	12 56	12 56
	264 462	3/25/2010	6/21/2010	3,025 45	3,025 45
DIVIDEND REINVESTMENT	3 621	4/20/2010	6/21/2010	41 61	41 61
	269 044	4/26/2010	6/21/2010	3,085 93	3,085 93
DIVIDEND REINVESTMENT	4 549	5/20/2010	6/21/2010	52 13	52 13
DIVIDEND REINVESTMENT	4 572	6/18/2010	6/21/2010	52 21	52 21
Sub-Totals	**1,409.82**			**16,171.10**	**16,171.10**
ROYAL DUTCH SHELL PLC	0	6/21/2010	12/17/2010	0	0
RYDEX/SGI MANAGED FUT STR A	389 284	1/25/2010	9/22/2010	10,183 67	10,183 67
SPDR BARCLAYS CAPITAL 1-3 MONT	66	9/22/2009	3/25/2010	3,026 60	3,026 60
	198	9/22/2009	4/26/2010	9,079 81	9,079 81
Sub-Totals	**264**			**12,106.41**	**12,106.41**
VANGUARD EMRG MKTS ETF	15	9/22/2009	1/29/2010	584 08	584 08
VANGUARD EUROPEAN ETF	24	9/22/2009	1/29/2010	1,213 06	1,213 06
	216	9/22/2009	5/26/2010	10,917 50	10,917 50
Sub-Totals	**240**			**12,130.56**	**12,130.56**
VANGUARD PACIFIC ETF	5	9/22/2009	1/29/2010	265 45	265 45
	52	9/22/2009	6/21/2010	2,760 68	2,760 68
	64	5/26/2010	6/21/2010	3,092 48	3,092 48
Sub-Totals	**121**			**6,118.61**	**6,118.61**
VANGUARD REIT ETF	6	9/22/2009	1/29/2010	265 2	265 2
	62	9/22/2009	6/21/2010	2,740 40	2,740 40
	59	5/26/2010	6/21/2010	2,872 12	2,872 12
Sub-Totals	**127**			**5,877.72**	**5,877.72**

VANGUARD TOTAL BOND MARKET	39	9/22/2009	1/27/2010	3,079 83	3,079 83
	114	9/22/2009	3/15/2010	9,002 58	9,002 58
Sub-Totals	**153**			**12,082.41**	**12,082.41**
WESTERN ASSET EMERG MKTS FD	288	2/10/2010	6/21/2010	4,934 74	4,934 74
	120	5/26/2010	6/21/2010	2,030 10	2,030 10
Sub-Totals	**408**			**6,964.84**	**6,964.84**
WESTERN ASSET MNGD HIGH INC FD	743	5/26/2010	6/21/2010	4,231 24	4,231 24
Short Term Total				**302,432.95**	**302,432.95**
Long-Term Gain/Loss					
HONEYWELL INTERNATIONAL INC	500	4/7/2009	5/26/2010	14,574 20	14,574 20
PHILIP MORRIS INTL INC	500	4/2/2009	5/26/2010	18,028 70	18,028 70
SPDR GOLD TR GOLD SHS	240	4/2/2009	5/26/2010	21,318 48	21,318 48
	100	4/6/2009	5/26/2010	8,552 80	8,552 80
	1	4/16/2009	5/26/2010	85 81	85 81
	56	4/16/2009	10/18/2010	4,805 25	4,805 25
Sub-Totals	**397**			**34,762.34**	**34,762.34**
UBS AG STAMFORD 5 7/8 12-20-17	20,000 00	9/14/2009	12/17/2010	20,200 00	20,175 35
VANGUARD TOTAL BOND MARKET	95	9/22/2009	11/15/2010	7,502 15	7,502 15
	100	9/22/2009	12/6/2010	7,897 00	7,897 00
Sub-Totals	**195**			**15,399.15**	**15,399.15**
Long Term Total				**102,964.39**	**102,939.74**
GRAND TOTAL				**405,397.34**	**405,372.69**

Proceeds	Amount	Holding Period
25,869 67	304 67	Short
4,646 76	168 85	Short
2,217 77	24 11	Short
6,864.53	**192 96**	
3,319 37	-15 03	Short
7,779 76	-33 74	Short
2,904 45	-15 89	Short
8,505 88	41 02	Short
22,509.46	**-23.64**	
4,518 32	-10 12	Short
6,024 42	34 13	Short
6,542 68	53 19	Short
2,935 82	20 77	Short
20,021.24	**97.97**	
12,610 65	-2,197 36	Short
431 5	7 66	Short
4,450 84	353 72	Short
2,225 42	33 31	Short
7,107.76	**394.69**	
4,051 48	99 04	Short
3,967 93	344 86	Short
18,977 00	806 75	Short
14,619 74	-389 05	Short
11,007 81	318 02	Short
52,623.96	**1,179.62**	
1,955 57	17 29	Short
965 44	74 88	Short
17,311 71	443 41	Short
11,612 83	203 71	Short
31,845.55	**739.29**	

108 51	0 93	Short
1,510 57	112 03	Short
1,394 38	2 86	Short
3,013.46	**115.82**	
2,174 77	-88 99	Short
13 5	-0 6	Short
2,188.27	**-89.59**	
21,537 68	367 07	Short
4,937 14	402 71	Short
6,534 37	197 22	Short
11,471.51	**599.93**	
1,944 61	-10 22	Short
1,142 01	-6	Short
7 1	-0 01	Short
6,755 76	-35 5	Short
12 5	-0 06	Short
3,020 16	-5 29	Short
41 35	-0 26	Short
3,072 48	-13 45	Short
51 95	-0 18	Short
52 23	0 02	Short
16,100.15	**-70.95**	
56 21	56 21	Cash in Lieu
9,506 32	-677 35	Short
3,025 66	-0 94	Short
9,076 16	-3 65	Short
12,101.82	**-4.59**	
587 27	3 19	Short
1,117 67	-95 39	Short
8,634 13	-2,283 37	Short
9,751.80	**-2,378.76**	
255 95	-9 5	Short
2,634 28	-126 4	Short
3,242 18	149 7	Short
6,132 41	**13.8**	
258 84	-6 36	Short
3,154 63	414 23	Short
3,001 98	129 86	Short
6,415.45	**537.73**	

3,104 13	24 3	Short
9,055 40	52 82	Short
12,159 53	**77 12**	
5,019 03	84 29	Short
2,091 26	61 16	Short
7,110.29	**145.45**	
4,512 68	281 44	Short
302,097.67	**-335.28**	
21,470 63	6,896 43	Long
22,161 12	4,132 42	Long
28,481 52	7,163 04	Long
11,867 30	3,314 50	Long
118 67	32 86	Long
7,501 85	2,696 60	Long
47,969.34	**13,207.00**	
21,910 40	1,735 05	Long
7,750 91	248 76	Long
8,137 26	240 26	Long
15,888.17	**489.02**	
129,399.66	**26,459.92**	
431,497.33	**26,124.64**	