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Return of Private Foundation

OMB No 1545-0052

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

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.

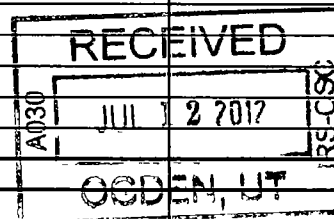
For calendar year 2010, or tax year beginning NOV 1, 2010, and ending OCT 31, 2011

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 ARTHUR & CHARLOTTE ZITRIN FOUNDATION		A Employer identification number 26-4299156
Number and street (or P.O. box number if mail is not delivered to street address) 333 GREEN STREET	Room/suite	B Telephone number 415-274-9976
City or town, state, and ZIP code SAN FRANCISCO, CA 94133		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) \$ 4,241,726.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(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	145,000.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	303.	303.		STATEMENT 1
	4 Dividends and interest from securities	13,554.	13,554.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	308,610.			
	b Gross sales price for all assets on line 6a	1,931,792.			
	7 Capital gain net income (from Part IV, line 2)		308,610.		
	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	467,467.	322,467.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	1,182.	0.		1,182.
	b Accounting fees STMT 4	6,735.	3,368.		3,367.
	c Other professional fees				
	17 Interest	85.	0.		85.
	18 Taxes STMT 5	135.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	3,494.	<292.>		3,786.
	24 Total operating and administrative expenses. Add lines 13 through 23	11,631.	3,076.		8,420.
	25 Contributions, gifts, grants paid	186,409.			186,409.
26 Total expenses and disbursements. Add lines 24 and 25	198,040.	3,076.		194,829.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	269,427.				
b Net investment income (if negative, enter -0-)		319,391.			
c Adjusted net income (if negative, enter -0-)			N/A		

SCANNED JUL 18 2012



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	36,848.	54,015.	54,015.
	2 Savings and temporary cash investments	1,817,401.	1,766,116.	1,766,116.
	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	1,943,452.	2,288,988.	2,421,595.
	c Investments - corporate bonds			
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 ▶ DUE FROM BROKER)	38,667.	0.	0.	
16 Total assets (to be completed by all filers)	3,836,368.	4,109,119.	4,241,726.	
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 ▶ STATEMENT 8)	17,250.	20,574.		
23 Total liabilities (add lines 17 through 22)	17,250.	20,574.		
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	3,819,118.	4,088,545.	
30 Total net assets or fund balances	3,819,118.	4,088,545.		
31 Total liabilities and net assets/fund balances	3,836,368.	4,109,119.		

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	3,819,118.
2 Enter amount from Part I, line 27a	2	269,427.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,088,545.
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	4,088,545.

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 PER SCHEDULE ATTACHED		P	11/01/10	10/31/11
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 1,931,792.		1,623,182.	308,610.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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			308,610.
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	308,610.
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	192,468.	4,256,719.	.045215
2008	46,503.	3,956,149.	.011755
2007	290,195.	5,190,930.	.055904
2006	248,849.	5,292,246.	.047021
2005	210,212.	4,421,756.	.047540

2 Total of line 1, column (d)	2	.207435
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	.041487
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,526,829.
5 Multiply line 4 by line 3	5	187,805.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,194.
7 Add lines 5 and 6	7	190,999.
8 Enter qualifying distributions from Part XII, line 4	8	194,829.

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 ☒ and enter 1% of Part I, line 27b		1	3,194.
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	3,194.
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	3,194.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,500.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 1,694.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	3,194.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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, NV		
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 2010 or the taxable year beginning in 2010 (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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► RICHARD ZITRIN Telephone no. ► 415-274-9976 Located at ► 333 GREEN STREET, SAN FRANCISCO, CA ZIP+4 ► 94133			
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			
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? 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 ►	16	Yes	No
				X

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)? 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 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

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?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD ZITRIN 33 GREEN STREET SAN FRANCISCO, CA 94133	PRESIDENT 1.00	 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

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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 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.

Form 990-PF (2010)

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	2,692,472.
b	Average of monthly cash balances	1b	1,903,293.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,595,765.
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	4,595,765.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,936.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,526,829.
6	Minimum investment return. Enter 5% of line 5	6	226,341.

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	226,341.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,194.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,194.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	223,147.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	223,147.
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	223,147.

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	194,829.
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	194,829.
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	3,194.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	191,635.

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				223,147.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			166,165.	
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				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 194,829.				
a Applied to 2009, but not more than line 2a			166,165.	
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				28,664.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				194,483.
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	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

Form 990-PF (2010)

Part XV **Supplementary Information** (continued)**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 Paid during the year					
SEE STATEMENT 9					
Total				▶ 3a	186,409.
b Approved for future payment					
NONE					
Total				▶ 3b	0

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

ARTHUR & CHARLOTTE ZITRIN FOUNDATION

26-4299156

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

ARTHUR & CHARLOTTE ZITRIN FOUNDATION

26-4299156

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ARTHUR & CHARLOTTE ZITRIN 56 RUXTON ROAD GREAT NECK, MN 11023	\$ 145,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

ARTHUR & CHARLOTTE ZITRIN FOUNDATION

26-4299156

Part II Noncash Property (see instructions)

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

Name of organization

Employer identification number

ARTHUR & CHARLOTTE ZITRIN FOUNDATION

26-4299156

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	AMOUNT
FIRST REPUBLIC BANK	303.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	303.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GILDER, GAGNON, HOWE & CO	8,304.	0.	8,304.
MERRILL LYNCH	5,250.	0.	5,250.
TOTAL TO FM 990-PF, PART I, LN 4	13,554.	0.	13,554.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HOWARD, RICE ET. AL.	1,182.	0.		1,182.
TO FM 990-PF, PG 1, LN 16A	1,182.	0.		1,182.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEISERMAZARS LLP	6,735.	3,368.		3,367.
TO FORM 990-PF, PG 1, LN 16B	6,735.	3,368.		3,367.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON NET INVESTMENT INCOME	135.	0.		0.
TO FORM 990-PF, PG 1, LN 18	135.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES AND FEES	1,236.	270.		966.
BOOKKEEPING EXPENSES	2,707.	0.		2,707.
FOREIGN TAXES WITHHELD ON DIVIDEND INCOME	<562.>	<562.>		0.
OFFICE EXPENSES	74.	0.		74.
BANK CHARGES	39.	0.		39.
TO FORM 990-PF, PG 1, LN 23	3,494.	<292.>		3,786.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	2,288,988.	2,421,595.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,288,988.	2,421,595.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	8
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARD CHARGES PAYABLE	17,250.	20,574.
TOTAL TO FORM 990-PF, PART II, LINE 22	17,250.	20,574.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	9
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AIDS LEGAL REFERRAL PANEL 1663 MISSION STREET SAN FRANCISCO, CA 94103	GENERAL		2,500.
ALLIANCE FOR JUSTICE 1611 TELEGRAPH AVENUE OAKLAND, CA 94612	GENERAL		5,000.
ACS LAW 1333 H STREET NW, 11TH FLOOR WASHINGTON, DC 20005	GENERAL		2,500.
AMNESTY INTERNATIONAL 322 EIGHTH AVENUE NEW YORK, NY 10001	GENERAL		310.
A NEW DAY CAMBODIA P.O. BOX 2986 CHICAGO, IL 60654	GENERAL		1,000.
ARTSPAN 934 BRANNAN STREET SAN FRANCISCO, CA 94103	GENERAL		500.

ARTHUR & CHARLOTTE ZITRIN FOUNDATION

26-4299156

ASPIRANET OAKLAND AFTERSCHOOL PROGRAM 6818 LIONS WAY, SUITE 101 OAKLAND, CA 94621	GENERAL	250.
ASSOCIATION FOR COMMUNITY COUNSELING 4723 W ATLANTIC BOULEVARD DELRAY BEACH, FL 33445	GENERAL	500.
BAR ASSN OF S.F. FOUNDATION 685 MARKET STREET SAN FRANCISCO, CA 94105	GENERAL	24,815.
BAY AREA COMMUNITY LAW FOUNDATION 558 CAPP STREET SAN FRANCISCO, CA 94110	GENERAL	500.
BOYS AND GIRLS CLUBS OF SAN FRANCISCO 55 HAWTHORNE STREET SAN FRANCISCO, CA 94105	GENERAL	250.
BRADY CAMPAIGN TO PREVENT GUN VIOLENCE 1225 EYE STREET NW WASHINGTON, DC 20005	GENERAL	250.
CALIFORNIA CASA ASSOCIATION 660 13TH STREET, #300 OAKLAND, CA 94612	GENERAL	750.
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION 3700 CALIFORNIA STREET SAN FRANCISCO, CA 94118	GENERAL	500.
CHEZ PANISSE FOUNDATION 1517 SHATTUCK AVENUE BERKELEY, CA 94709	GENERAL	250.
CITY COLLEGE 21ST CENTURY FOUNDATION 105 EAST 22ND STREET NEW YORK, NY 10010	GENERAL	12,500.

COMMUNITY ARTREACH PROGRAM 101 TOWNSEND STREET SAN FRANCISCO, CA 94107	GENERAL	<1,000.>
COMMUNITY HOSPICE FOUNDATION 4368 SPYERS WAY MODESTO, CA 95356	GENERAL	500.
COMMUNITY MUSIC CENTER 1301 CLEMENT STREET SAN FRANCISCO, CA 94118	GENERAL	5,100.
CONGREGATION BETH SHALOM 1301 CLEMENT STREET SAN FRANCISCO, CA 94118	GENERAL	2,500.
CONTEMPORARY JEWISH MUSEUM 736 MISSION STREET SAN FRANCISCO, CA 94103	GENERAL	1,000.
DEMOCRACY IN ACTION P.O. BOX 19007 WASHINGTON, DC 20036	GENERAL	1,500.
EAST BAY COMMUNITY LAW CENTER 3130 SHATTUCK AVENUE BERKELEY, CA 94705	GENERAL	5,000.
ENTERPRISE FOR HIGH SCHOOL STUDENTS 200 PINE STREET, 6TH FLOOR SAN FRANCISCO, CA 94104	GENERAL	780.
EQUAL JUSTICE SOCIETY 220 SANSOME STREET SAN FRANCISCO, CA 94104	GENERAL	2,000.
FINCA 1101 14TH STREET NW WASHINGTON, DC 20005	GENERAL	500.

ARTHUR & CHARLOTTE ZITRIN FOUNDATION

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FORDHAM UNIVERSITY 441 EAST FORDHAM ROAD BRONX, NY GENERAL 10458	5,000.
FRIENDS OF THE URBAN FOREST 1007 GENERAL KENNEDY AVENUE SAN GENERAL FRANCISCO, CA 94127	500.
GLIDE FOUNDATION 28120 PIERCE RANCH ROAD DAVIS, GENERAL CA 95616	1,689.
GOLDEN GATE NATIONAL PARKS CONSERVANCY GENERAL BUILDING 201, FORT MASON SAN FRANCISCO, CA 94123	250.
HASTINGS PUBLIC INTEREST LAW FOUNDATION GENERAL 200 MCALLISTER STREET SAN FRANCISCO, CA 94102	750.
INTEGRAL YOGA INSTITUTE 770 DOLORES STREET SAN GENERAL FRANCISCO, CA 94110	1,000.
JEWISH FAMILY & CHILDREN'S SERVICES GENERAL 2150 POST STREET SAN FRANCISCO, CA 94115	2,000.
JUMA VENTURES 131 STEUART STREET #201 SAN GENERAL FRANCISCO, CA 94105	2,500.
KCSM-FM 1700 W. HILLSDALE BOULEVARD SAN GENERAL MATEO, CA 94402	1,000.
LAWYERS COMMITTEE FOR CIVIL RIGHTS S.F. GENERAL 301 MISSION STREET SAN FRANCISCO, CA 94119	500.

ARTHUR & CHARLOTTE ZITRIN FOUNDATION		26-4299156
LEGAL AID SOCIETY EMPLOYMENT LAW CENTER 180 MONTGOMERY STREET SAN FRANCISCO, CA 94104	GENERAL	2,000.
LEGAL ASSISTANCE FOR SENIORS 464 7TH STREET OAKLAND, CA 94607	GENERAL	250.
NATIONAL CENTER FOR YOUTH LAW 405 14TH STREET OAKLAND, CA 94612	GENERAL	250.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1700 OWENS STREET, SUITE 190 SAN FRANCISCO, CA 94158	GENERAL	1,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	GENERAL	5,000.
NATURE CONSERVANCY 1815 N. LYNN STREET ARLINGTON, VA 22209	GENERAL	5,000.
NEW CHINA EDUCATION FOUNDATION 528 34TH AVENUE SAN FRANCISCO, CA 94121	GENERAL	2,000.
NOT FOR SALE CAMPAIGN 122 SEACLIFF COURT MONTARA, CA 94037	GENERAL	500.
NYU SCHOOL OF MEDICINE 246 GREENE STREET NEW YORK, NY 10003	GENERAL	25,000.
OBERLIN COLLEGE 50 W LORAIN STREET OBERLIN, OH 44074	GENERAL	25,000.

ARTHUR & CHARLOTTE ZITRIN FOUNDATION	26-4299156
ODC DANCE 351 SHOTWELL STREET SAN FRANCISCO, CA 94110	GENERAL 6,700.
PATHWAYS FOR KIDS 50 CALIFORNIA STREET SAN FRANCISCO, CA 94111	GENERAL 2,000.
PETS ARE WONDERFUL SUPPORT (PAWS-SF) 3170 23RD STREET SAN FRANCISCO, CA 94110	GENERAL 250.
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO, CA 94109	GENERAL 500.
PUBLIC JUSTICE FOUNDATION 555 12TH STREET OAKLAND, CA 94607	GENERAL 3,100.
SAN FRANCISCO AIDS FOUNDATION 1035 MARKET STREET, SUITE 400 SAN FRANCISCO, CA 94103	GENERAL 100.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	GENERAL 500.
SAN FRANCISCO JAZZ ORGANIZATION 3 EMBARCADERO CENTER SAN FRANCISCO, CA 94111	GENERAL 12,500.
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103	GENERAL 1,315.
SAN FRANCISCO SPCA 2500 16TH STREET SAN FRANCISCO, CA 94103	GENERAL 250.

ARTHUR & CHARLOTTE ZITRIN FOUNDATION

26-4299156

SAN FRANCISCO SUICIDE PREVENTION PO BOX 191350 SAN FRANCISCO, CA 94119	GENERAL	500.
SAN FRANCISCO ZEN CENTER 300 PAGE STREET SAN FRANCISCO, CA 94102	GENERAL	250.
SHANTI 730 POLK STREET SAN FRANCISCO, CA 94109	GENERAL	500.
SIMON WIESENTAL CENTER 1399 SOUTH ROXBURY LOS ANGELES, CA 90035	GENERAL	250.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERIE, AL 36104	GENERAL	250.
SUSAN G. KOMEN FOR THE CURE 26 O'FARRELL STREET SAN FRANCISCO, CA 94108	GENERAL	250.
THE BAY CITIZEN 126 POST STREET, SUITE 500 SAN FRANCISCO, CA 94108	GENERAL	1,000.
VISUAL UNDERSTANDING IN EDUCATION 119 WEST 23 STREET, SUITE 905 NEW YORK, NY 10011	GENERAL	1,000.
WE PLAYERS 4530 BALBOA STREET SAN FRANCISCO, CA 94121	GENERAL	2,000.
WEIZMAN INSTITUTE OF SCIENCE 180 N STETSON AVENUE # 840 CHICAGO, IL 60601	GENERAL	1,000.

ARTHUR & CHARLOTTE ZITRIN FOUNDATION

26-4299156

WOMEN'S COMMUNITY CLINIC
2166 HAYES STREET #104 SAN GENERAL
FRANCISCO, CA 94117

250.

WORKSAFE
55 HARRISON STREET, SUITE 400 GENERAL
OAKLAND, CA 94607

500.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

186,409.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	ARTHUR & CHARLOTTE ZITRIN FOUNDATION	26-4299156
	Number, street, and room or suite no. If a P.O. box, see instructions. 333 GREEN STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94133	

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	01	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

RICHARD ZITRIN

- The books are in the care of ► **333 GREEN STREET - SAN FRANCISCO, CA 94133**

Telephone No ► **415-274-9976**

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 **JUNE 15, 2012**, 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 **NOV 1, 2010**, and ending **OCT 31, 2011**

- 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	\$	3,194.
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	\$	1,500.
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	\$	1,694.

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)

Unrealized Gain (Loss)

	Position Oct 31, 2010			Purchases			Sales			Gain (Loss)	Position Oct 31, 2011			FMV
	Shares	Date	Cost	Shares	Date	Cost	Shares	Date	S.P		Shares	Date	Cost	
Adecoagro S.A Adecoagro	1,853	29-Aug-11	19,232.48								1,853	29-Aug-11	19,232.48	18,011
Aerovionment Inc	844	23-Jun-11	18,555.54								844	23-Jun-11	18,555.54	21,271
Aerovionment Inc	978	24-Jun-11	28,963.71								978	24-Jun-11	28,963.71	32,303
Aerovionment Inc	453	12-Jul-11	16,403.35								453	12-Jul-11	16,403.35	14,963
Aerovionment Inc	128	13-Jul-11	4,664.68								128	13-Jul-11	4,664.68	4,162
Aerovionment Inc	149	19-Jul-11	5,153.85								149	19-Jul-11	5,153.85	4,922
Aerovionment Inc	513	22-Jul-11	16,405.38								513	22-Jul-11	16,405.38	16,944
Aerovionment Inc	308	10-Aug-11	8,624.11								308	10-Aug-11	8,624.11	10,173
Agnico Eagle Mines Ltd	35	29-May-09	1,980.72	2,716				35	1-Mar-11	2,368.22	387.50			16,877
Alexion Pharmaceuticals Inc	250	4-Mar-11	12,239.95								250	4-Mar-11	12,239.95	16,877
Alexion Pharmaceuticals Inc	1,054	8-Mar-11	52,844.27					1,054	8-Mar-11	52,844.27				71,156
Alexion Pharmaceuticals Inc	90	25-Mar-11	4,351.91					90	25-Mar-11	4,351.91				6,076
Alexion Pharmaceuticals Inc	100	31-Mar-11	4,772.24					100	31-Mar-11	4,772.24				6,751
Alexion Pharmaceuticals Inc	270	1-Apr-11	13,092.37					270	1-Apr-11	13,092.37				18,228
Alexion Pharmaceuticals Inc	94	4-Apr-11	4,771.05					94	4-Apr-11	4,771.05				6,346
Alexion Pharmaceuticals Inc	81	4-Oct-11	4,004.19					81	4-Oct-11	4,004.19				4,118
Allegheny Technologies Inc	419	27-Jun-11	25,889.61					419	27-Jun-11	25,889.61				19,441
Allegheny Technologies Inc	551	27-Jun-11	33,970.52					551	27-Jun-11	33,970.52				25,568
Allegheny Technologies Inc	180	18-Jul-11	12,001.85					180	18-Jul-11	12,001.85				8,816
Allegheny Technologies Inc	292	18-Jul-11	18,432.63					292	18-Jul-11	18,432.63				13,548
Allegheny Technologies Inc	107	22-Jul-11	7,058.82					107	22-Jul-11	7,058.82				4,965
Allegheny Technologies Inc	349	22-Jul-11	22,804.71					349	22-Jul-11	22,804.71				16,194
Allegheny Technologies Inc	70	9-Aug-11	3,672.00					70	9-Aug-11	3,672.00				3,248
Allegheny Technologies Inc	222	10-Aug-11	11,260.21					222	10-Aug-11	11,260.21				10,301
Alliance Global Group Inc	21,400	22-Oct-10	5,557.88	5,648				21,400	8-Feb-11	5,599.80	41.92			
Amazon.com Inc	53	06-Jan-09	2,762.38	8,757				53	18-Aug-11	11,111.38	8,349.00			
Amazon.com Inc	40	06-Jan-09	2,064.81	6,609				40	23-Aug-11	7,338.12	5,253.31			
Amazon.com Inc	7	08-Jan-09	364.84	1,157				46	1-Apr-11	7,865.77	5,468.24			1,494
Amazon.com Inc	48	06-Jan-09	2,397.53	7,601				67	18-Jul-11	13,211.14	9,927.58			
Amazon.com Inc	63	06-Jan-09	3,283.58	10,410				53	29-Jul-11	11,882.73	8,911.87			
Amazon.com Inc	57	08-Jan-09	2,970.88	9,418				54	30-Aug-11	10,232.84	7,418.34			
Amazon.com Inc	54	08-Jan-09	2,614.50	8,922										
Amazon.com Inc	180	06-Jan-09	9,381.65	29,741										
Amazon.com Inc	70	27-May-09	5,412.57	11,566										
Amazon.com Inc	130	27-May-09	10,051.92	21,480										
Amazon.com Inc	310	13-Nov-09	39,987.32	51,221										
Amazon.com Inc	45	17-Nov-09	6,027.66	7,435										
Amazon.com Inc	150	09-Aug-10	19,182.87	24,785										
Aminys Inc	487	25-May-11	14,076.16					277	22-Jul-11	33,997.01	9,076.10			38,432
Apache Corp	277	31-Aug-10	24,920.91	27,983				81	19-Sep-11	3,881.52	2,396.28			14,948
Arcos Dorados Holdings Inc	425	16-Mar-10	1,495.26	2,472				425	22-Jul-11	3,881.52	2,396.28			27,756
ARM Holdings	574	16-Mar-10	2,019.48	3,340				574	29-Sep-11	4,913.34	2,893.86			66,188
ARM Holdings	3,251	16-Mar-10	11,437.87	16,912										
ARM Holdings	881	12-Apr-10	3,364.62	5,125										
ARM Holdings	4,984	12-Apr-10	19,072.52	29,052				881	29-Sep-11	7,564.25	4,199.63			9,808
ASOS PLC	500	29-Dec-10	12,848.82											
ASOS PLC	200	15-Feb-11	5,991.82											
ASOS PLC	402	15-Feb-11	12,472.39											
Axis Bank Ltd	750	09-Sep-09	14,125.66	24,877				750	31-Aug-11	16,477.74	2,351.78			15,805
Axis Bank Ltd	670	08-Sep-10	20,257.28	22,224				293	31-Aug-11	6,437.31	(2,430.87)			47,078
Axis Bank Ltd	293	08-Sep-10	8,668.18	9,719				2,050	27-Jun-11	11,248.78	(8,469.17)			12,548
Bank of America warrants 1/16/19	2,050	09-Mar-10	17,717.95	12,095				250	28-Jul-11	20,061.22	1,306.76			5,019
Bureau Veritas Registre Ind														10,088
Captstone Turbine Corp	5,550	24-Feb-10	5,827.50	4,162										
Captstone Turbine Corp	2,425	16-Mar-10	2,967.87	1,819										
Captstone Turbine Corp	2,897	18-Mar-10	3,545.25	2,173										
Captstone Turbine Corp	12,388	17-Mar-10	15,509.65	9,291										
Carmax Inc	204	16-Jul-10	4,073.97	6,322				204	18-May-11	6,198.27	2,124.30			15,509.65
Carmax Inc	321	16-Jul-10	6,410.50	9,948				321	14-Jun-11	8,382.69	1,972.19			3,158
Carmax Inc	413	18-Jul-10	6,251.21	12,799				413	18-May-11	12,585.23	4,314.02			13,503
Carmax Inc	593	16-Jul-10	11,647.39	16,377										
Carmax Inc	82	21-Jul-10	1,570.45	2,541				82	14-Jun-11	2,141.37	570.92			17,826
Carmax Inc	368	21-Jul-10	7,047.87	11,405										
Carmax Inc	200	29-Jul-10	4,390.71	6,198										
Carmax Inc														11,062
Carmax Inc														6,012

Arthur & Charlotte Zilfrin Foundation
Securities Purchases & Sales
file 10/31/11

	Position Oct 31, 2010		Purchases		Sales		Position Oct 31, 2011		Unrealized Gain (Loss)
	Shares	Cost	Shares	Date	Cost	Shares	Date	Cost	
Carmax Inc	275	5,860 01	8,522	600	5-Nov-10	18,939 12	1,019	6-Jul-11	2,996 32
Carmax Inc	1,019	27-Nov-09	1,937 19	2,994	1-Mar-11	33,106 07	10,935	1-Mar-11	8,630 47
CGA Mining Ltd	4,531	27-Nov-09	8,613 74	176	9-Aug-11	10,564 54	176	9-Aug-11	10,564 54
CGA Mining Ltd	10,935	14-May-10	24,475 80	120	8-Jun-11	7,958 59	120	11-Aug-11	6,864 80
Chubb Corp				108	15-Jun-11	7,022 40	108	11-Aug-11	6,178 32
Chubb Corp							150	13-Dec-10	6,210 30
CIT Group Inc	150	27-Jan-10	4,888 24	315	13-Dec-10	13,041 63	315	13-Dec-10	12,222 06
CIT Group Inc	315	28-Jan-10	10,423 49	35	22-Feb-11	1,536 49	35	22-Feb-11	1,536 49
CIT Group Inc	35	28-Jan-10	1,158 17	125	22-Feb-11	5,487 49	125	22-Feb-11	5,487 49
CIT Group Inc	125	11-Feb-10	4,075 62	775	18-Feb-11	34,862 18	775	18-Feb-11	34,862 18
CIT Group Inc	775	11-Feb-10	25,218 05	150	22-Feb-11	6,584 98	150	22-Feb-11	6,584 98
CIT Group Inc	150	12-Feb-10	4,759 57	282	1-Mar-11	11,057 25	282	1-Mar-11	11,057 25
CIT Group Inc	282	22-Feb-10	8,808 45	150	22-Mar-11	6,210 31	150	22-Mar-11	6,210 31
CIT Group Inc	150	03-Mar-10	5,531 48	150	28-Jan-11	9,173 71	150	28-Jan-11	9,173 71
Citix Systems Inc	150	17-Sep-10	10,327 53	90	28-Jan-11	5,504 23	90	28-Jan-11	5,504 23
Citix Systems Inc	90	21-Sep-10	6,133 88	90	2-Jun-11	6,638 21	90	2-Jun-11	6,638 21
Cognizant Technology Solutions	80	10-Dec-04	1,880 18	181	2-Jun-11	13,350 19	181	2-Jun-11	13,350 19
Cognizant Technology Solutions	398	10-Dec-04	7,430 14						
Cognizant Technology Solutions	181	10-Aug-09	6,304 50						
Cognizant Technology Solutions	710	10-Aug-09	24,730 35						
Cognizant Technology Solutions	71	10-Aug-09	2,473 03						
Complete Genomics Inc			4,828	894	26-May-11	12,851 22	894	26-May-11	12,851 22
Complete Genomics Inc				409	1-Jun-11	5,112 50	409	1-Jun-11	5,112 50
Country Style Cooking Restaurant				450	21-Dec-10	11,467 87	450	24-Jun-11	4,494 61
Chain Co				45	21-Jan-11	5,105 84	45	12-Jul-11	3,737 53
Credicorp Ltd				243	8-Feb-11	4,070 25	243	23-May-11	4,665 25
CVR Energy Inc				219	8-Feb-11	3,688 25	219	22-Jul-11	5,656 51
CVR Energy Inc				288	5-Aug-11	4,489 00	288	5-Aug-11	4,489 00
CVR Energy Inc				582	8-Feb-11	10,095 88	582	23-May-11	11,183 50
CVR Energy Inc				163	8-Feb-11	2,827 54	163	8-Aug-11	4,045 13
CVR Energy Inc				1,409	8-Feb-11	23,800 75	1,409	8-Aug-11	34,966 80
CVR Energy Inc				7	11-Feb-11	131 84	7	5-Aug-11	180 89
CVR Energy Inc				323	11-Feb-11	6,083 39	323	9-Aug-11	7,615 21
CVR Partners LP				363	13-Apr-11	5,808 00	363	25-Apr-11	6,844 31
CVR Partners LP				62	13-Apr-11	982 00	62	27-Jun-11	1,340 14
CVR Partners LP				378	13-Apr-11	6,801 40	378	27-Jun-11	8,170 55
Deckers Outdoor Corp				45	1-Mar-11	4,091 23	45	28-Sep-11	4,385 43
Deckers Outdoor Corp				99	1-Mar-11	9,000 70	99	12-Oct-11	9,803 49
Deckers Outdoor Corp				272	1-Mar-11	24,729 21	34	12-Oct-11	3,364 97
Deckers Outdoor Corp				34	4-Apr-11	2,871 02	34	12-Oct-11	3,364 97
Deckers Outdoor Corp				106	4-Apr-11	9,262 61	2,894	8-Nov-10	23,031 33
Dragonwave Inc	2,684	23-Oct-09	25,210 73				68	3-Oct-11	5,093 66
Edwards Lifesciences Corp	350	26-Feb-10	18,081 45						
Edwards Lifesciences Corp	68	01-Mar-10	3,139 59						
Edwards Lifesciences Corp	388	01-Mar-10	17,914 12	1,437	15-Mar-11	15,807 00	1,437	11-Jul-11	12,864 24
Exelixis Inc							88	20-May-11	1,542 28
F5 Networks Inc	88	17-Aug-10	7,449 18				235	30-Aug-11	17,113 58
F5 Networks Inc	235	17-Aug-10	19,892 71				114	30-Aug-11	8,301 90
F5 Networks Inc	114	18-Oct-10	11,234 64				40	31-May-11	4,065 31
F5 Networks Inc	400	20-Oct-10	3,920 40				175	31-May-11	17,785 72
F5 Networks Inc	175	21-Oct-10	17,194 60				35	31-May-11	3,557 14
F5 Networks Inc				35	1-Dec-10	4,783 33	85	28-Jun-11	11,188 73
First Solar Inc				95	18-Mar-11	14,912 70	1,024	7-Feb-11	15,505 08
Ford Motor Co	1,024	18-May-09	4,864 00				825	3-Feb-11	9,619 64
Ford Motor Co	825	09-Jun-09	4,011 50				375	7-Feb-11	5,658 38
Ford Motor Co	375	09-Jun-09	2,408 90				628	7-Feb-11	9,478 68
Ford Motor Co	628	09-Jun-09	4,017 92				400	7-Feb-11	6,035 59
Ford Motor Co	400	28-Jul-09	2,888 92				400	31-Mar-11	5,682 28
Ford Motor Co	400	28-Jul-09	2,888 92				325	31-Mar-11	4,776 44
Ford Motor Co	325	28-Jul-09	2,331 00				975	1-Apr-11	14,253 02
Ford Motor Co	975	28-Jul-09	6,982 99				400	7-Feb-11	6,056 66
Ford Motor Co	400	28-Jul-09	2,888 92						

Unrealized Gain (Loss)	
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	Position Oct 31, 2010		FMV	Purchases		Sales		Gain (Loss)	Position Oct 31, 2011		FMV	
	Shares	Cost		Shares	Date	Shares	Date		S P	Shares		Date
Ford Motor Co warrants 1/1/13	1,775	8,875 00	10,082	5	8-Jun-11	95 00			1,775	6-Apr-10	8,875 00	5,982
FusionIO Inc				245	11-Jan-11	9,712 52		(819 48)	5	8-Jun-11	95 00	155
General Motors Company				5	25-Jan-11	188 97		(7 48)				
General Motors Company				220	25-Jan-11	8,314 50		(696 33)				
Genpact Ltd	625	9,375 00	9,938					(175 96)				
Genpact Ltd	1,786	32,240 00	28,397					(7,310 28)				
Genpact Ltd	325	5,888 54	5,168					(1,105 04)				
Genpact Ltd	598	10,408 45	9,508					(2,081 32)				
Golar Lng Limited				154	24-Mar-11	3,880 99		757 90	646	24-Mar-11	15,441 04	26 118
Golar Lng Limited				646	24-Mar-11	15,441 04						
Golar Lng Limited				170	4-Apr-11	3,984 37			964	4-Apr-11	22,650 42	38,975
Golar Lng Limited				964	4-Apr-11	22,650 42			225	28-Apr-11	7,168 97	9,097
Golar Lng Limited				225	29-Apr-11	7,168 97			1,847	22-Oct-10	34,169 50	12,947
Golden Minerals Company	1,847	22-Oct-10	48,484									
Google Inc		34,169 50	48,484					2,800 81				
Google Inc		12,414 80	15,956					9,437 81				
Google Inc		12,214 90	22,707					21,652 71				
Google Inc		1,794 38	1,841					1,698 09				
Google Inc		5,382 42	5,523					5,094 27				
Google Inc		8,708 31	8,751					6,226 33				
Google Inc		14,028 47	14,115					12,082 87				
Google Inc		1,912 45	1,841					1,576 00				
Google Inc		6,471 27	7,978					7,607 71				
Google Inc		8,615 04	7,978					6,829 34				
Google Inc		11,337 46	13,502					12,874 58				
Google Inc				44	7-Jul-11	23,027 70		1,537 12	44	7-Jul-11	23,027 70	26,076
Google Inc				7	24-Aug-11	3,524 50		4,148	7	24-Aug-11	3,524 50	4,148
Google Inc				15	4-Oct-11	8,105 62		8,105 62	15	4-Oct-11	8,105 62	8,890
Green Mountain Coffee Roasters Inc				92	24-May-11	7,202 92		(1,139 86)				
Green Mountain Coffee Roasters Inc				106	24-May-11	8,299 02		(1,243 24)	106	24-May-11	8,299 02	6,892
Green Mountain Coffee Roasters Inc				101	24-May-11	7,898 36			202	24-May-11	15,788 73	13,134
Green Mountain Coffee Roasters Inc				202	24-May-11	15,788 73			79	17-Jun-11	8,418 08	5,137
Green Mountain Coffee Roasters Inc				79	17-Jun-11	8,418 08						
Hasbro Inc	175	6,785 64	8,094					100 97				
Hasbro Inc	275	11,213 54	12,719					(423 14)				
Hasbro Inc	140	5,831 35	6,475					(338 06)				
Hasbro Inc				647	5-Nov-10	31,081 78		(5,659 63)	525	11-May-09	8,525 10	18,622
HDFC BK Ltd	525	8,525 10	18,161					10,788 79				
HDFC BK Ltd	158	12,828 25	27,328					2,037 68				
Human Genome Sciences Inc	401	7,740 73	10,779					9,778 41				
Human Genome Sciences Inc	605	15,411 37	16,263					(658 40)				
Human Genome Sciences Inc	305	8,678 77	9,198					14,752 97				
Human Genome Sciences Inc	156	2,767 38	8,203					7,437 45				
Icici Bank Ltd	94	2,285 50	4,943					5,664 28				
Icici Bank Ltd	297	6,588 41	15,617					3,413 09				
Icici Bank Ltd	111	2,466 07	5,838					10,761 18				
Icici Bank Ltd	180	3,999 03	9,464					6,535 71				
Icici Bank Ltd	502	15,517 51	26,395					8,097 02				
Icici Bank Ltd	223	8,863 24	11,725					1,203 78				
Imagine Technologies				2,638	18-May-11	21,204 24						
Imax Corp				561	18-May-11	20,451 84						
Imax Corp				138	16-Jun-11	4,443 66						
Imax Corp				86	25-Mar-11	688 20						
Japan Steel Works Ltd								614 20				
John Keells	1,100	1,538 81	2,218					1,901 88				
John Keells	6,233	8,719 48	12,569					4,397 48				
John Keells	1,845	3,781 51	4,423					28,633 11				
John Keells	10,711	28,443 68	28,797					708 41				
John Keells				265	12-Nov-10	735 84						
John Keells				4,421	12-Nov-10	9,208 93						
John Keells				3,567	1-Dec-10	7,415 39						
John Keells				13,061	1-Dec-10	27,083 19						
John Keells												
JP Morgan Chase & Co w/ 10/28/18	400	6,880 08	5,100					1,103 61				
JP Morgan Chase & Co w/ 10/28/18				28	24-May-11	1,170 00		2,678 61				
JP Morgan Chase & Co w/ 10/28/18				35	24-May-11	1,575 00		43,068 34				
LinkedIn Corporation	4,568	24,390 50	42,300									
LinkedIn Corporation												
Liveperson Inc												

10/31/11

Unrealized
Gain (Loss)

10/31/11

Unrealized Gain (Loss)

Unrealized Gain (Loss)

132,807**subtotal US Government bonds**