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

2010

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 DEC 1, 2010, and ending NOV 30, 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 THE ROBERT LEMELSON AND SUSAN MORSE LEMELSON FAMILY FOUNDATION		A Employer identification number 95-4774899
Number and street (or P.O. box number if mail is not delivered to street address) 17411 REVELLO DR	Room/suite	B Telephone number (310) 454-5904
City or town, state, and ZIP code PACIFIC PALISADES, CA 90272		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 535,708.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		37.	37.		STATEMENT 1
4 Dividends and interest from securities		13,274.	13,274.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-14,672.			
b Gross sales price for all assets on line 6a		159,307.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		-1,361.	13,311.		
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		1,637.	1,627.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		5,948.	5,948.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		7,585.	7,575.		0.
25 Contributions, gifts, grants paid		22,900.			22,900.
26 Total expenses and disbursements. Add lines 24 and 25		30,485.	7,575.		22,900.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-31,846.			
b Net investment income (if negative, enter -0-)			5,736.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED AUG 30 2012

Operating and Administrative Expenses

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**THE ROBERT LEMELSON AND SUSAN MORSE
LEMELSON FAMILY FOUNDATION**

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	47,104.	41,406.	41,046.
	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	494,167.	467,869.	494,262.
	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 ▶ STATEMENT 6)	250.	400.	400.	
16 Total assets (to be completed by all filers)	541,521.	509,675.	535,708.	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	541,521.	509,675.	
	30 Total net assets or fund balances	541,521.	509,675.	
31 Total liabilities and net assets/fund balances	541,521.	509,675.		

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	541,521.
2 Enter amount from Part I, line 27a	2	-31,846.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	509,675.
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	509,675.

**THE ROBERT LEMELSON AND SUSAN MORSE
LEMELSON FAMILY FOUNDATION**

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 PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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 29,898.		33,484.	-3,586.
b 129,409.		140,495.	-11,086.
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			-3,586.
b			-11,086.
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	-14,672.
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	211,932.	681,475.	.310990
2008	140,336.	706,243.	.198708
2007	178,508.	1,078,898.	.165454
2006	150,394.	1,334,230.	.112720
2005	56,060.	968,307.	.057895

2 Total of line 1, column (d)	2	.845767
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	.169153
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	588,078.
5 Multiply line 4 by line 3	5	99,475.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	57.
7 Add lines 5 and 6	7	99,532.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	22,900.

**THE ROBERT LEMELSON AND SUSAN MORSE
LEMELSON FAMILY FOUNDATION**

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	115.
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	115.
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	115.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	371.	
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	371.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	256.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 256. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			X
c Did the foundation file Form 1120-POL for this year?	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?	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) <input type="checkbox"/> CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

N/A

**THE ROBERT LEMELSON AND SUSAN MORSE
LEMELSON FAMILY FOUNDATION**

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Page 5

Part VII-A Statements Regarding Activities (continued)

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

Website address ► **N/A**

14 The books are in care of ► **ROBERT LEMELSON & SUSAN MORSE** Telephone no. ► **(310) 454-5904**
 Located at ► **17411 REVELLO DR, PACIFIC PALISADES, CA** ZIP+4 ► **90272**

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? Yes No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2010)

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** ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** ☐ Yes ☒ No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT LEMELSON, PH.D. 17411 REVELLO DR PACIFIC PALISADES, CA 90272	PRESIDENT 0.00	0.	0.	0.
SUSAN MORSE LEMELSON 17411 REVELLO DR PACIFIC PALISADES, CA 90272	SECRETARY & TREASURER/CFO 0.00	0.	0.	0.

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Total number of others receiving over \$50,000 for professional services	0
---	---

Expenses

Amount

Total. Add lines 1 through 3	0.
-------------------------------------	----

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	556,164.
b	Average of monthly cash balances	1b	40,869.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	597,033.
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	597,033.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,955.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	588,078.
6	Minimum investment return. Enter 5% of line 5	6	29,404.

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	29,404.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	115.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	115.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,289.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	29,289.
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	29,289.

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	22,900.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	22,900.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,900.

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.

Form 990-PF (2010)

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				29,289.
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				52,220.
c From 2007				124,907.
d From 2008				105,302.
e From 2009				178,094.
f Total of lines 3a through e	460,523.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$				22,900.
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				22,900.
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))	6,389.			6,389.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	454,134.			
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	454,134.			
10 Analysis of line 9:				
a Excess from 2006				45,831.
b Excess from 2007				124,907.
c Excess from 2008				105,302.
d Excess from 2009				178,094.
e Excess from 2010				

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)

- 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.

[illegible]

- 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.)
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1 Information Regarding Foundation Managers:

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

SEE STATEMENT 7

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

NONE

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

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

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

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:

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	
		14	37.	
		14	13,274.	
		18	-14,672.	
	0.		-1,361.	0.

13
-1,361.

[illegible]

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

SOURCE	AMOUNT
GOLDMAN SACHS #11261	3.
GOLDMAN SACHS #36624	23.
NORTHERN TRUST	11.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	37.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS #11261	2,405.	0.	2,405.
GOLDMAN SACHS #36624	10,869.	0.	10,869.
TOTAL TO FM 990-PF, PART I, LN 4	13,274.	0.	13,274.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES & FEES	1,627.	1,627.		0.
STATE TAX	10.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,637.	1,627.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	5,948.	5,948.		0.
TO FORM 990-PF, PG 1, LN 23	5,948.	5,948.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GS #11261 -SCHEDULE ATTACHED	96,934.	92,081.
GS #36624 -SCHEDULE ATTACHED	370,935.	402,181.
TOTAL TO FORM 990-PF, PART II, LINE 10B	467,869.	494,262.

FORM 990-PF	OTHER ASSETS	STATEMENT	6
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REIMBURSEMENT RECEIVABLE	250.	400.	400.
TO FORM 990-PF, PART II, LINE 15	250.	400.	400.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	7
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NAME OF MANAGER

ROBERT LEMELSON, PH.D.
SUSAN MORSE LEMELSON

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CHILDREN'S TUMOR FOUNDATION 95 PINE STREET, 16TH FLOOR NEW YORK, NY 10005	NONE GENERAL FUNDS	PUBLIC CHARITY	200.
CROSSROADS SCHOOL FOR ARTS & SCIENCES 1714 21ST STREET SANTA MONICA, CA 90404	NONE GENERAL FUNDS	PUBLIC CHARITY	14,000.
HEAL THE BAY 1444 9TH STREET SANTA MONICA, CA 90401	NONE GENERAL FUNDS	PUBLIC CHARITY	100.
ONE VOICE 1228 15TH STREET, SUITE C SANTA MONICA, CA 90404	NONE GENERAL FUNDS	PUBLIC CHARITY	200.
RAINFOREST ACTION NETWORK 221 PINE STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE GENERAL FUNDS	PUBLIC CHARITY	1,000.
SANTA MONICA MUSEUM OF ART 2525 MICHIGAN AVENUE SANTA MONICA, CA 90404	NONE GENERAL FUNDS	PUBLIC CHARITY	2,100.
TRUSTEES OF HAMPSHIRE COLLEGE 893 WEST STREET AMHERST, MA 01002	NONE GENERAL FUNDS	PUBLIC CHARITY	5,000.
UNION RESCUE MISSION 545 S SAN PEDRO STREET LOS ANGELES, CA 90013	NONE GENERAL FUNDS	PUBLIC CHARITY	100.

THE ROBERT LEMELSON AND SUSAN MORSE LEME

95-4774899

VENICE FAMILY CLINIC
604 ROSE AVENUE VENICE, CA
90291

NONE
GENERAL FUNDS

PUBLIC
CHARITY

200.

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

22,900.



Statement Detail
LEMELSON FAMILY FOUNDATION GS. EQUITY
Holdings

PUBLIC EQUITY

Period Ended November 30, 2011

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS US EQUITY DIVIDEND AND PREMIUM FUND								
GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES (GSPKX)	9,672,366	9.5200	92,080.92	10.0218	96,934.24	(4,853.32) 25,283.33	2.3109	2,127.92
TOTAL PORTFOLIO			Market Value 92,080.92		Adjusted Cost / * Original Cost 96,934.24	Unrealized Gain (Loss) (4,853.32)		Estimated Annual Income 2,127.92

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

Statement Detail
LEMELSON FAMILY FOUNDATION - THORNBURG
Holdings

Period Ended November 30, 2011

PUBLIC EQUITY

NON-US EQUITY

THORNBURG NON-US EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
U.S. DOLLAR	197.78	1.0000	197.78		197.78			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDAFCB)*4	14,738.91	1.0000	14,738.91	1.0000	14,738.91		0.1783	26.27
CARNIVAL CORPORATION CMN (CCL)	329.00	33.2000	10,922.80	41.6937	13,717.23	(2,794.43)	3.0120	329.00
			82.25					
SCHLUMBERGER LTD CMN (SLB)	159.00	75.3300	11,977.47	58.1246	9,241.81	2,735.66	1.3275	159.00
			39.75					
ADIDAS AG ADR CMN (ADDYY)	203.00	35.1750	7,140.53	36.8290	7,476.28	(335.76)	1.1352	81.06
ARCELORMITTAL CMN (MT)	189.00	18.8900	3,570.21	35.6720	6,742.01	(3,171.80)	3.3748	120.49
			39.21					
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (ARMH)	146.00	28.2700	4,127.42	6.4060	935.27	3,192.15	0.4614	19.04
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (ASAZY)	756.00	12.2780	9,282.17	13.6015	10,282.72	(1,000.55)	2.0019	185.82
BG GROUP PLC SPON ADR ADR CMN (BRGYY)	89.00	106.8320	9,508.05	84.6808	7,536.59	1,971.46	1.0568	100.48
CANADIAN NATIONAL RAILWAY CO CMN (CNI)	124.00	77.5600	9,617.44	56.9057	7,056.31	2,561.13	1.6503	158.72
CANADIAN NATURAL RESOURCES CMN (CNQ)	140.00	37.3400	5,227.60	29.7301	4,162.21	1,065.39	0.9572	50.04
CANON INC ADR ADR CMN (CAJ)	232.00	45.0100	10,442.32	39.9479	9,267.92	1,174.40	3.2151	335.73
CHECK POINT SOFTWARE TECH LTD ORDINARY SHARES (CHKP)	55.00	55.3400	3,043.70	56.3104	3,097.07	(53.37)		
CNOOC LTD SPONSORED ADR CMN (CEO)	50.00	193.3200	9,666.00	146.0118	7,300.59	2,365.41	2.9891	288.93
CREDIT SUISSE GROUP SPON ADR SPONSORED ADR CMN (CS)	327.00	24.2100	7,916.67	41.4150	13,542.71	(5,626.04)	6.1099	483.70
DASSAULT SYSTEMES SA SPONSORED ADR CMN (DASTY)	64.00	81.7110	5,229.50	52.0168	3,329.08	1,900.43	0.6994	36.58
EMBRAER SA ADR CMN (ERJ)	270.00	25.5200	6,890.40	33.5648	9,062.51	(2,172.11)		
FANUC CORP UNSPONSORED ADR CMN (FANUY)	302.00	26.3430	7,955.59	12.4959	3,773.77	4,181.82	1.4118	112.31
FLSMIDTH & CO A/S SPONSORED ADR CMN (FLIDY)	743.00	6.4260	4,774.52	6.0422	4,489.34	285.18	1.7704	84.53
FRESENIUS MEDICAL CARE AG & CO KGAA SPONSORED ADR CMN (FMS)	143.00	68.6800	9,821.24	40.4620	5,786.07	4,035.17	0.9502	93.32

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

LEMELSON FAMILY FOUNDATION - THORNBURG Holdings (Continued)

Period Ended November 30, 2011

PUBLIC EQUITY (Continued)

NON-US EQUITY

THORNBURG NON-US EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
HANG LUNG PPTYS LTD SPONSORED ADR CMN (HLPPY)	266 00	14 6610	3,899 83	16 3627	4,352.48	(452 65)	2 8894	112 68
HENNES & MAURITZ AB ADR CMN (HNNMY)	1,670 00	6 3470	10,599 49	5 3499	8,934 37	1,665 12	3 7215	394 46
HONG KONG EXCHANGES & CLEARING UNSPONSORED ADR CMN (HKXCY)	346 00	15 7290	5,442 23	8 2549	2,856 20	2,586 04	3 2961	179 38
INDUSTRIAL & COMMERCIAL BANK O ADR CMN (IDCBY)	565 00	11 0860	6,263 59	13 4812	7,616 86	(1,353 27)	4 1534	260 15
ING GROEP N.V. SPONS ADR SPONSORED ADR CMN (ING)	847 00	7 8200	6,623 54	8 0820	6,845 47	(221 93)		
KDDI CORP UNSPONSORED ADR CMN (KDDIY)	296 00	16 2630	4,813 85	17 1369	5,072 53	(258 68)	2 5023	120 46
			60 17					
KINGFISHER PLC SPONSORED ADR CMN (KGFHY)	1,235 00	8 0400	9,929 40	9 0130	11,131 03	(1,201 63)	2 6820	266 30
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (KMTUY)	353 00	24.4110	8,617 08	18 3566	6,479 88	2,137 20	1 7806	153 43
			80.40					
LI & FUNG LIMITED UNSPONSORED ADR CMN (LFUGY)	1,743 00	3 9820	6,940 63	3 6687	6,394 47	546 16	2 3259	161 43
LVMH MOET HENNESSY LOUIS VUITTON S.A. ADR CMN (LVMUY)	438 00	31.3920	13,749 70	14 2697	6,250 15	7,499 55	1 4812	203 66
			63 77					
MERCADOLIBRE INC CMN (MELI)	63 00	87 6900	5,524 47	63 7863	4,018.54	1,505 93	0 3649	20 16
MITSUBISHI UFJ FINL GROUP, INC SPONSORED ADR CMN (MTU)	1,538 00	4.3400	6,674 92	6 0872	9,362 13	(2,687 21)	3.0704	204 95
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY)	158 00	56 1990	8,879 44	37 8949	5,987.39	2,892 05	3 1435	279 12
NOVARTIS AG-ADR SPONSORED ADR CMN (NVS)	210 00	54 1200	11,365 20	52 4693	11,018 55	346 65	3 7054	421 12
NOVO-NORDISK A/S ADR CMN (NVO)	97 00	113 5500	11,014 35	42 9750	4,168 58	6,845 78	1 1959	131 72
POTASH CORP OF SASKATCHEWAN INC (POT)	184 00	43 3400	7,974 56	38 9854	7,173 32	801 24	0 6461	51 52
PUBLICIS GROUPE SA SPONSORED ADR CMN (PUBGY)	278 00	23 8610	6,633 36	21 9022	6,088 81	544 55	1 6808	111 50
RECKITT BENCKISER GROUP PLC SLOUGH UNSPONSORED ADR (UK) (RBGPY)	1,167 00	10 1260	11,817 04	9 0266	10,533 99	1,283 05	3 4394	406 43
SABMILLER PLC SPONSORED ADR (SBMRY)	115 00	35.2310	4,051 57	24 8100	2,853 16	1,198 41	2 2524	91 26
			22 43					



Statement Detail

LEMELSON FAMILY FOUNDATION - THORNBURG
Holdings (Continued)

Period Ended November 30, 2011

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
THORNBURG NON-US EQUITY								
SAP AG (SPON ADR) (SAP)	213.00	59.9600	12,771.48	44.3100	9,438.03	3,333.45	1.7103	218.43
SBERBANK SPONSORED ADR CMN TRADEABLE ON LNSE & NASDAQ UK LINE SBNCYQ L-US LINE SBRCY (SBRCY)	575.00	12.1000	6,957.50	10.8087	6,214.98	742.52	0.9727	67.68
SIEMENS AKTIENGESellschaft SPONSORED ADR CMN (SI)	94.00	101.4100	9,532.54	117.1865	11,015.53	(1,482.99)	2.9130	277.68
SWATCH GROUP SA (THE) ADR CMN (SWGAY)	195.00	19.4310	3,789.05	19.4218	3,787.26	1.79	0.8979	34.02
TECK RESOURCES LIMITED CMN CLASS B (TCK)	116.00	36.4900	4,232.84	50.4891	5,856.73	(1,623.89)	2.2132	93.68
TELEFONICA S.A. ADR SPONSORED ADR CMN (TEF)	302.00	18.7500	5,662.50	24.1406	7,290.45	(1,627.95)	9.1328	517.15
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (TCEHY)	352.00	18.6740	6,573.25	20.5753	7,242.52	(669.27)	0.3248	21.35
TESCO PLC (SPONSORED) ADR SPONSORED ADR CMN (TSCDY)	542.00	19.1190	10,362.50	19.8041	10,733.83	(371.33)	3.4526	357.77
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	268.00	39.6100	10,615.48	39.1240	10,485.24	130.24	1.9817	210.37
TOYOTA MOTOR CORPORATION SPON ADR (TM)	146.00	55.9100	9,622.86	97.9673	14,303.23	(4,680.37)	1.7658	169.92
TURKIYE GARANTI BANKASI AS GDS CMN (TKGBY)	1,690.00	3.4310	5,798.39	4.4702	7,554.71	(1,756.32)	1.9147	111.02
VODAFONE GROUP PLC SPONSORED ADR CMN (VOD)	76.00	27.1500	2,063.40	26.1521	1,987.56	75.84	5.3146	109.66
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (WMMVY)	247.00	27.0430	6,679.62	11.0061	2,718.52	3,961.11	1.2160	81.22
YANDEX N.V. CMN (YNDX)	150.00	21.9800	3,297.00	31.7144	4,757.16	(1,460.16)		
ITALU UNIBANCO BANCO HLDNG S.A. SPONSORED ADR CMN (ITUB)	522.00	17.8000	9,291.60	18.2297	9,515.90	(224.30)	0.4840	44.97
VOLKSWAGEN AG, WOLFSBURG SPONSORED ADR PFD USD0.4941 (VLKPY)	189.00	34.3670	6,495.36	21.6731	4,096.22	2,399.14	1.4377	93.38
TOTAL THORNBURG NON-US EQUITY			416,609.94		385,871.96	30,738.01	2.1795	8,643.06

TOTAL PORTFOLIO

Market Value	417,117.21
Adjusted Cost / %	385,871.96
Unrealized Gain (Loss)	30,738.01
Estimated Annual Income	8,643.06

LESS CASH (14,936.69)
SECURITIES 402,180.52
310,935.23

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

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

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

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

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

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization THE ROBERT LEMELSON AND SUSAN MORSE LEMELSON FAMILY FOUNDATION	Employer identification number 95-4774899
	Number, street, and room or suite no. If a P.O. box, see instructions 17411 REVELLO DR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PACIFIC PALISADES, CA 90272	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

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

ROBERT LEMELSON & SUSAN MORSE

- The books are in the care of **17411 REVELLO DR - PACIFIC PALISADES, CA 90272**

Telephone No. **(310) 454-5904**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **OCTOBER 15, 2012**

5 For calendar year , or other tax year beginning **DEC 1, 2010**, and ending **NOV 30, 2011**

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	371.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	371.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature **[Signature]** Title **CPA**

Date **7/9/12**

Form 8868 (Rev. 1-2011)