Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note: *The foundation may be able to use a copy of this return to satisfy state reporting requirements*

OMB No 1545-0052

2007

For calendar year 2007, or tax year beginning 12/01, 2007, and ending 11/30/2008

G Check all that apply: [ ] Initial return [ ] Final return [ ] Amended return [X] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: THE SAMBERG FAMILY FOUNDATION

A Employer identification number: 06-6439895

Number and street (or P O box number if mail is not delivered to street address): 187 DANBURY ROAD — Room/suite:

B Telephone number (see page 10 of the instructions): (203) 429-2200

City or town, state, and ZIP code: WILTON, CT 06897

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 70,148,713.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

	Line	Description	(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 (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	568,829.	568,829.		STMT 1
	4	Dividends and interest from securities	278,450.	278,450.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-3,129,653.			
	b	Gross sales price for all assets on line 6a 54,778,252.				
	7	Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11	Other income (attach schedule)	1,549,729.	1,427,453.		STMT 3
	12	**Total.** Add lines 1 through 11	-732,645.	2,274,732.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	416,355.			416,355.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) STMT 4	3,583.	1,792.	NONE	1,791.
	b	Accounting fees (attach schedule) STMT 5	21,013.	10,507.	NONE	10,506.
	c	Other professional fees (attach schedule)				
	17	Interest STMT 6	261,409.	261,409.		
	18	Taxes (attach schedule) (see page 14 of the instructions) *	223,937.	4,908.		14,029.
	19	Depreciation (attach schedule) and depletion	3,537.			
	20	Occupancy	762.			762.
	21	Travel, conferences, and meetings	30,519.			30,519.
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 8	168,448.	121,985.		46,463.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,129,563.	400,601.	NONE	520,425.
	25	Contributions, gifts, grants paid	4,887,535.			4,887,535.
	26	**Total expenses and disbursements** Add lines 24 and 25	6,017,098.	400,601.	NONE	5,407,960.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-6,749,743.			
	b	**Net investment income** (if negative, enter -0-)		1,874,131.		
	c	**Adjusted net income** (if negative, enter -0-)			-0-	

RECEIVED SEP 2 5 2009 OGDEN, UT IRS-OSC 033

SCANNED SEP 3 0 2009

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * * STMT 7 — Form **990-PF** (2007)

JSA
7E1410 4 000

93995U 700H 0172371

614.49 +86

4

Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,814.	3,112.	3,112.
	2 Savings and temporary cash investments	1,820,346.	7,326,183.	7,326,183.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 9	19,465,241.	24,776,943.	18,503,857.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 11	63,189,419.	52,356,232.	44,263,029.
	14 Land buildings, and equipment basis ▶ 95,672.			
	Less accumulated depreciation (attach schedule) ▶ 43,140.	56,069.	52,532.	52,532.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	84,535,889.	84,515,002.	70,148,713.
Liabilities	17 Accounts payable and accrued expenses	1,535.	2,305.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ STMT 13)	665,505.	5,545,132.	
	23 Total liabilities (add lines 17 through 22)	667,040.	5,547,437.	
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. ▶ [X]			
	27 Capital stock, trust principal, or current funds	88,988,408.	88,988,408.	
	28 Paid-in or capital surplus or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-5,119,559.	-10,020,843.	
	30 Total net assets or fund balances (see page 17 of the instructions)	83,868,849.	78,967,565.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	84,535,889.	84,515,002.	

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	83,868,849.
2	Enter amount from Part I, line 27a	2	-6,749,743.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	1,848,459.
4	Add lines 1, 2, and 3	4	78,967,565.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	78,967,565.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	-3,129,653.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	-4,376,220.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2006	5,883,374.	96,622,769.	0.060890
2005	5,085,114.	87,595,158.	0.058052
2004	4,733,921.	72,686,559.	0.065128
2003	4,956,778.	65,596,924.	0.075564
2002	4,104,596.	60,335,825.	0.068029

2 Total of line 1, column (d)	2	0.327663
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.065533
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	90,424,511.
5 Multiply line 4 by line 3	5	5,925,789.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,741.
7 Add lines 5 and 6	7	5,944,530.
8 Enter qualifying distributions from Part XII, line 4	8	5,407,960.

If line 8 is equal to or greater than line 7 check the box in Part VI line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter _________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	37,483.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	37,483.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	37,483.
6	Credits/Payments		
a	2007 estimated tax payments and 2006 overpayment credited to 2007 — 6a: 317,388.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	317,388.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	279,905.
11	Enter the amount of line 10 to be **Credited to 2008 estimated tax** ▶ 80,000. **Refunded** ▶	11	199,905.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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	X	
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 page 19 of the instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11a	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. (see page 20 of the instructions)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b	N/A	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	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 ▶ ARTHUR SAMBERG Telephone no ▶ 203-429-2200

Located at ▶ 187 DANBURY ROAD WILTON, CT ZIP + 4 ▶ 06897

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here . . . N/A ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007?	1c	N/A	
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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? ☐ 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 page 22 of the instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2007 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 2007.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?	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)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If you answered "Yes" to 6b, also file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
SEE STATEMENT 15		416,355.	NONE	NONE

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	78,266,847.
b	Average of monthly cash balances	1b	13,482,155.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	52,532.
d	**Total** (add lines 1a, b, and c)	1d	91,801,534.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	91,801,534.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,377,023.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	90,424,511.
6	**Minimum investment return.** Enter 5% of line 5	6	4,521,226.

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

1	Minimum investment return from Part X, line 6			1	4,521,226.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	37,483.		
b	Income tax for 2007 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	37,483.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	4,483,743.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	4,483,743.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	4,483,743.

Part XII Qualifying Distributions (see page 26 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	5,407,960.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,407,960.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,407,960.

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

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

		(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7					4,483,743.
2 Undistributed income, if any as of the end of 2006					
a Enter amount for 2006 only					
b Total for prior years ______, ______, ______					
3 Excess distributions carryover, if any, to 2007					
a From 2002	1,100,085.				
b From 2003	1,807,978.				
c From 2004	1,275,645.				
d From 2005	1,024,149.				
e From 2006	1,340,574.				
f **Total** of lines 3a through e		6,548,431.			
4 Qualifying distributions for 2007 from Part XII, line 4 ▶ $ 5,407,960.					
a Applied to 2006, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)					
d Applied to 2007 distributable amount					4,483,743.
e Remaining amount distributed out of corpus		924,217.			
5 Excess distributions carryover applied to 2007 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		7,472,648.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions					
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)		1,100,085.			
9 **Excess distributions carryover to 2008.** Subtract lines 7 and 8 from line 6a		6,372,563.			
10 Analysis of line 9					
a Excess from 2003	1,807,978.				
b Excess from 2004	1,275,645.				
c Excess from 2005	1,024,149.				
d Excess from 2006	1,340,574.				
e Excess from 2007	924,217.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends rents payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

ARTHUR SAMBERG

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 17				4,887,535.
Total . . . . . . ▶ 3a				4,887,535.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	568,829.	
4 Dividends and interest from securities			14	278,450.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	122,276.	14	1,427,453.	
8 Gain or (loss) from sales of assets other than inventory			18	-3,129,653.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		122,276.		-854,921.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -732,645.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date 9/21/09 — Title

Paid Preparer's Use Only

Preparer's signature	Date 9-1-09	Check if self-employed ☐	Preparer's SSN or PTIN (See Signature on page 30 of the instructions) P00182786
Firm's name (or yours if self-employed), address, and ZIP code	GRANT THORNTON LLP 60 BROAD STREET NEW YORK, NY 10004-2306		EIN 36-6055558 Phone no 212-422-1000

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY LOSS - CHILTON TIMBER AND LAND COMPANY, LLC	-6,200.	-6,200.
OTHER INCOME - JDS CAPITAL, LP	-142,550.	-142,550.
ORDINARY INCOME - JDS CAPITAL, LP	59,456.	59,456.
OTHER PORTFOLIO LOSS - PEQUOT EMERGING MANAGERS FUND, LP	-8,393.	-8,393.
OTHER INCOME - PEQUOT EMERGING MANAGERS FUND, LP	1,606,961.	1,606,961.
ORDINARY INC - PEQUOT ENDOWMENT FUND LP	105,719.	105,719.
OTHER PORTFOLIO INCOME - PEQUOT SPECIAL OPPORTUNITIES FUND, LP	8,369.	8,369.
ORDINARY LOSS - STOLTZ REAL ESTATE FUND 1, LP	-1,830.	-1,830.
RENTAL LOSS - STOLTZ REAL ESTATE FUND 1, LP	-71,803.	-71,803.
INCOME REPORTED ON FORM 990-T		-122,276.
TOTALS	1,549,729.	1,427,453.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2007

Name of estate or trust: THE SAMBERG FAMILY FOUNDATION

Employer identification number: 06-6439895

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

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo day, yr)	(d) Sales price	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-5,215,769.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	839,549.
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2006 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-4,376,220.

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-1,235,044.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	2,464,375.
9	Capital gain distributions	9	17,236.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2006 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	1,246,567.

Part III Summary of Parts I and II
Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see page 41)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-4,376,220.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,246,567.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-3,129,653.

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

Part IV Capital Loss Limitation

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

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *on page 42 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 43 of the instructions if*

- *Either line 14b, col. (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 43 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,150			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 through 27, go to line 28 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Multiply line 26 by 5% (05)					27	
28	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 28 thru 31 go to line 32 ☐ **No.** Enter the smaller of line 17 or line 22			28			
29	Enter the amount from line 26 (If line 26 is blank, enter -0-)			29			
30	Subtract line 29 from line 28			30			
31	Multiply line 30 by 15% (15)					31	
32	Figure the tax on the amount on line 23 Use the 2007 Tax Rate Schedule on page 27 of the instructions					32	
33	Add lines 27, 31, and 32					33	
34	Figure the tax on the amount on line 17 Use the 2007 Tax Rate Schedule on page 27 of the instructions					34	
35	**Tax on all taxable income.** Enter the **smaller** of line 33 or line 34 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)					35	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2007

Name of estate or trust: THE SAMBERG FAMILY FOUNDATION

Employer identification number: 06-6439895

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 40 of the instructions)	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE STATEMENT 16 ATTACHED	VAR	VAR	48,862,780.	54,078,549.	-5,215,769.

1b. Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -5,215,769.

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

Schedule D-1 (Form 1041) 2007

JSA
7F1221 4 000

93995U 700H 0172371

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day yr)	(d) Sales price (see page 40 of the instructions)	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
SEE STATEMENT 16 ATTACHED	VAR	VAR	2,594,312.	3,829,356.	-1,235,044.

6b. Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -1,235,044.

JSA
7F 1222 4 000

93995U 700H 0172371

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					839,549.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2,464,375.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					17,236.	
		SEE STATEMENT 16 ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
48862780.		54078549.					-5215769.	
		SEE STATEMENT 16 ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,594,312.		3,829,356.					-1235044.	
TOTAL GAIN(LOSS)							-3129653.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AQUILINE DRAGON FUND OFFSHORE, LP	81.	81.
CHILTON TIMBER AND LAND COMPANY, LLC	673.	673.
EIP ENERGY INCOME FUND, LLC	1,732.	1,732.
JDS CAPITAL, LP	77,083.	77,083.
PEQUOT EMERGING MANAGERS FUND, LP	8,953.	8,953.
PEQUOT SPECIAL OPPORTUNITIES FUND, LP	2,812.	2,812.
PEQUOT SPECIAL OPPORTUNITIES FUND II, LP	63,240.	63,240.
PEQUOT VENTURE PARTNERS II, LP	1,149.	1,149.
STOLTZ REAL ESTATE FUND I, LP	4,074.	4,074.
BROWN ADVISORY INVESTORS 2006 - SLP III (TE) LLLP	250.	250.
FIRST REPUBLIC BANK	5,512.	5,512.
MORGAN STANLEY	279,046.	279,046.
OTHER INTEREST INCOME	124,224.	124,224.
TOTAL	568,829.	568,829.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EIP ENERGY INCOME FUND, LLC	167,744.	167,744.
JDS CAPITAL, LP	3,051.	3,051.
PEQUOT EMERGING MANAGERS FUND, LP	7,489.	7,489.
PEQUOT ENDOWMENT FUND, LP	17,203.	17,203.
MORGAN STANLEY	82,913.	82,913.
BROWN ADVISORY INVESTORS 2006 SLP III (TE) LLLP	50.	50.
TOTAL	278,450.	278,450.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		3,583.	1,792.	NONE	1,791.
	TOTALS	3,583.	1,792.	NONE	1,791.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	21,013.	10,507.	NONE	10,506.
TOTALS	21,013.	10,507.	NONE	10,506.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE	3,407.	3,407.
FROM PASS THROUGH ACTIVITY	258,002.	258,002.
TOTALS	261,409.	261,409.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	14,029.	NONE	14,029.
EXCISE TAX	205,000.	NONE	
FOREIGN TAXES PAID	1,278.	1,278.	
PASS THRU FOREIGN DIVIDENDS	3,630.	3,630.	
TOTALS	223,937.	4,908.	14,029.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE EXPENSE	35,461.		35,461.
OFFICE EXPENSE	1,571.		1,571.
TELEPHONE/INTERNET	9,241.		9,241.
BANK SEVICE CHARGES	63.		63.
FILING FEES	127.		127.
FLOW THROUGH PORTFOLIO DEDUCTIONS	118,320.	118,320.	
MISCELLANEOUS EXPENSE	174.	174.	
ADR FEES	3,491.	3,491.	
TOTALS	168,448.	121,985.	46,463.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUITY SWAPS	2,399,844.	174,495.
APOLLO GROUP INC	1,401,540.	1,896,948.
CAREER ED	NONE	NONE
CHESEPEAKE ENERGY CORP	914,345.	341,583.
CIA VALE DO RIO ADR	43,709.	138,504.
CORINTHIAN COLLEGES	NONE	NONE
CORP EXEC BOARD	NONE	NONE
CURAGEN	NONE	NONE
CYBERSOURCE	493,448.	935,554.
ENERGY XXI LTD	3,087,961.	1,019,646.
FOCUS MEDIA HLDG LTD	305,110.	141,930.
FIBER TOWER INC	1,638,187.	534,831.
GAFISA	811,250.	201,500.
GENERAL ELECTRIC	NONE	NONE
GIANT INTERACTIVE	NONE	NONE
SPDR GOLD TRUST	3,914,187.	4,067,702.
SOUTHWESTERN ENERGY	1,325,226.	1,407,452.
NATIONAL OILWELL	482,978.	466,785.
SPIRTI AEROSYSTEMS	NONE	NONE
QUALCOMM	1,922,449.	1,444,517.
TIVO	822,920.	1,004,000.
TENARIS	9.	NONE
ULTRA PETROLEUM CORP	813,392.	584,259.
WFR-MEMC ELECTRONIC MATERIALS	869,426.	1,134,963.
WESTERN DIGITAL CORP	NONE	NONE
VICOR	NONE	NONE
XPOINT TECHNOLOGIES	238,623.	4,150.
XTO-XTO ENERGY INC	1,369,185.	1,134,963.
PETROHAWK ENERGY	1,862,271.	1,809,193.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
KWANG SUNG ELECTRONICS HK	60,883.	60,882.
TOTALS	24,776,943.	18,503,857.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PEQUOT COSMOS FUND LP	4,657,067.	6,121,388.
PEQUOT EMERGING MANAGERS FUND	NONE	NONE
PEQUOT ENDOWMENT FUND LP	4,372,071.	3,642,741.
PEQUOT HEALTHCARE INTL PARTNTERS LLC	4,500,000.	3,321,572.
PEQUOT HEALTHCARE EMERGING MARKETS FUND	1,420,293.	418,333.
PEQUOT MARKET NEUTRAL FUND	NONE	NONE
PEQUOT MATAWIN OFFSHORE FUND	4,300,000.	4,300,000.
PEQUOT NEW RIVER O/S FUND	NONE	NONE
PEQUOT NEW PROSPECT OS FUND	2,500,000.	2,201,647.
PEQUOT NEW VISTA O/S FUND LTD	89,005.	11,620.
SPI EXPLORATION & PRODUCTION COMPANY	3,790,271.	3,703,800.
PEQUOT VENTURE PARTNERS II LP	393,044.	347,042.
PEQUOT SPECIAL OPPS FUND II LP	1,293,829.	870,812.
PEQUOT SPINNAKER O/S	NONE	NONE
PEQUOT INTERNATIONAL FUND	500,000.	NONE
PEQUOT SOP III LP	900,000.	801,522.
PEQUOT SPECIAL OPPS FUND LP	139,029.	123,069.
AQUILINE DRAGON FUND O/S LP	168,456.	180,731.
AQULINE FINANCIAL SERVICES FUND LP	875,564.	1,008,831.
ARES LEVERAGED INVESTMENT FUND	141,573.	NONE
ARIEL FUND	NONE	NONE
BLUE HORIZON FUND II LTD	676,955.	159,072.
CAIP GLOBAL PARTNERS, LP	5,000,000.	6,411,933.
CHILTON TIMBER & LAND CO LLC	599,622.	599,622.
CARRINGTON INTL FUND	NONE	132,971.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EIP ENERGY INCOME FUND LLC	2,929,068.	1,548,508.
JAYHAWK CHINA FUND	294,117.	NONE
JDS CAPITAL LP	4,257,098.	2,891,641.
LONGITUDE CAPITAL PARTNERS LLC	233,186.	240,302.
MEDCAP OFFSHORE PARTNERS	830,224.	57,638.
OPTIMA PARNTERS FOCUS FUND	500,000.	466,970.
OSPRAIE SPECIAL OPS O/S	2,500,000.	2,274,582.
OSPRAIE VALUE II LTD	NONE	NONE
SILVER LAKE PARTNERS III, LP	646,270.	625,241.
STOLTZ REAL ESTATE FUND I LP	543,195.	NONE
VALIDUS	21,407.	NONE
W CAPITAL PARTNERS II	284,888.	263,790.
L-R GLOBAL PARTNERS LP	2,000,000.	851,026.
LEAF OFFSHORE INVESTMENT FUND	1,000,000.	686,625.
TOTALS	52,356,232.	44,263,029.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
DISTRIBUTION PAYABLE		5,545,132.
	TOTALS	5,545,132.

STATEMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
BOOK TO TAX DIFFERENCE		1,848,459.
	TOTAL	1,848,459.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ARTHUR SAMBERG 187 DANBURY ROAD WILTON, CT 06897	TRUSTEE/AS REQUIRED	NONE	NONE	NONE
REBECCA SAMBERG 187 DANBURY ROAD WILTON, CT 06897	TRUSTEE/AS REQUIRED	NONE	NONE	NONE
GERALD D. LEVINE 3605 LIVINGSTON STREET, NW WASHINGTON, DC 20015	PRESIDENT/AS REQUIRED	312,266.	NONE	NONE
LAURA SAMBERG FAINO 5840 18TH STREET NORTH ARLINGTON, VA 22205		104,089.	NONE	NONE
	GRAND TOTALS	416,355.	NONE	NONE

SCHEDULE OF REALIZED CAPITAL GAIN AND LOSS

From 01-Dec-2007 to 30-Nov-2008

Portfolio ID: 038173464

Portfolio Name: The Samberg Family Foundation

	Quantity	Date Acquired	Date Closed	Proceeds	Unit Proceeds	Cost	Unit Cost	Short Term	Long Term
ABB LTD ZUERICH ADR									
	13 240	24 Apr-2008	12-Jun-2008	394 443 87	29 791833	400 341 85	30 237300	(5 897 98)	0 00
	13 320	25 Apr 2008	12 Jun-2008	396,827 21	29 791833	400,341 92	30 055700	(3,514 71)	0 00
	16 150	01 May 2008	12-Jun-2008	481 138 10	29 791833	501 276 62	31 038800	(20 138 52)	0 00
	42,710							(29,551 21)	0 00
BRASCAN RESIDENCIAL PRPTYS AS ON		Cusip 02L7VK1##							
	28 353	10 Apr 2008	24 Apr-2008	16 988 23	0 599161	16 792 04	0 592242	196 19	0 00
	28,353							196 19	0 00
APOLLO GROUP INC CL A COM STK		Cusip 037604105							
	7,000	21-Nov-2006	11 Apr 2008	334 741 62	47 820231	250,235 30	35 747900	0 00	84,506.32
	10 000	10 Jan 2007	11-Apr 2008	478,202 32	47 820232	397 080 00	39 708000	0 00	81,122 32
	7 000	15 Jul 2008	22 Sep-2008	409 104 30	58 443471	378,070 70	54 010100	31 033 60	0 00
	24,000							31,033 60	165,628 64
APPLE INC COM STK		Cusip 037833100							
	2 740	12 Mar-2008	11 Apr-2008	416 304 49	151 935945	348 729 39	127,273500	67,575 10	0 00

SCHEDULE OF REALIZED CAPITAL GAIN AND LOSS

From 01-Dec 2007 to 30-Nov-2008

	1 315	12 Mar 2008	13-May-2008	249 746 56	189 921338	167,364 65	127 273498	82 381 91	0 00
	1 335	26 Feb-2008	22 May 2008	237 696 48	178 049798	160,702 49	120 376397	76,993 99	0 00
	45	12 Mar 2008	22-May 2008	8 012 24	178 049778	5 727 31	127 273556	2 284 93	0 00
	665	26-Feb 2008	12 Jun 2008	117 388 53	176 524105	80 050 31	120 376406	37 338 22	0 00
	2 100	26 Feb 2008	12 Jun 2008	370 700 63	176 524110	251 512 59	119 767900	119 188 04	0 00
	1 400	08 Jul 2008	22 Jul-2008	214,521 50	153 229643	251 084 12	179 345800	(36 562 62)	0 00
	2 500	15 Jul 2008	22-Jul 2008	383 074 10	153 229640	432,030 75	172 812300	(48,956 65)	0 00
	12,100							300,242 92	0 00
ARCH COAL INC COM STK	Cusip 039380100								
	20 000	25 Aug-2008	15-Sep-2008	758,567 74	37 928387	1 093 818 00	54 690900	(335 250 26)	0 00
	20,000							(335,250 26)	0 00
ARCELOR MITTAL N.V ROTTERDAM CL A ADR	Cusip 03938L104								
	6 800	09-Jul 2008	15 Jul 2008	580,724 22	85 400621	599,541 04	88 167800	(18 816 82)	0 00
	6 800	09-Jul-2008	15 Aug 2008	506 985 44	74 556682	599,541 04	88 167800	(92,555 60)	0 00
	13 600							(111,372.42)	0 00
BARRICK GOLD CORP COM	Cusip. 067901108								
	3 975	26 Jun-2008	15 Jul-2008	198 509 58	49 939517	171,694 56	43 193600	26 815 02	0 00
	9 975	26-Jun-2008	06-Aug-2008	380 584 01	38 153785	430,856 16	43 193600	(50 272 15)	0 00
	13,950							(23,457 13)	0.00

SCHEDULE OF REALIZED CAPITAL GAIN AND LOSS

From 01 Dec-2007 to 30-Nov-2008

BEAR STEARNS COMPANIES INC COM STK	Cusip 073902108								
	16 500	14-Mar 2008	17 Mar-2008	58 493 50	3 545061	506,653 95	30 706300	(448,160 45)	0 00
	16,500							(448,160 45)	0.00
CAREER ED CORP COM STK	Cusip 141665109								
	22 195	23-Jan-2007	26-Feb 2008	352,776 76	15 894425	588,285 13	26 505300	0 00	(235,508 37)
	22 195							0 00	(235,508,37)
CHESAPEAKE ENERGY CORP COM STK	Cusip 165167107								
	10 000	24-Jul 2008	25 Aug-2008	479 671 31	47 967131	468 227 00	46 822700	11,444 31	0 00
	10,000							11,444 31	0 00
CIA VALE DO RIO DOCE ADR	Cusip 204412209								
	7,900	25-Jan-2008	30 Jan-2008	226 261 40	28,640684	230 364 00	29 160000	(4 102 60)	0 00
	4 200	04-May 2004	07 Mar-2008	139 978 16	33 328133	15,825 67	3 768017	0 00	124,152 49
	7 500	26 Feb-2008	07 Mar-2008	249 960 99	33 328132	271 725 00	36 230000	(21 764 01)	0 00
	29,500	14-Mar 2008	25 Jul 2008	792 336 06	26 858849	1 000 828 80	33 926400	(208 492 74)	0 00
	13 280	25-Apr 2008	25 Jul-2008	356 685 52	26 858849	501,175 25	37 739100	(144,489 73)	0 00
	13 630	26 Jun-2008	25-Jul-2008	366,086 12	26 858850	496,397 79	36 419500	(130,311 67)	0 00
	76,010							(509,160 75)	124,152 49
CORINTHIAN COLLEGES INC COM STK	Cusip 218868107								
	20 100	01 Aug 2007	26 Feb-2008	162 846 39	8 101810	262,433 64	13 056400	(99,587 25)	0 00

SCHEDULE OF REALIZED CAPITAL GAIN AND LOSS

From 01-Dec 2007 to 30 Nov-2008

18 900	06-Aug-2007	26-Feb 2008	153 124 22	8 101811	259 816 41	13 746900	(106,692 19)	0 00
39 000	25-Jan 2008	26-Feb 2008	315 970 60	8 101810	319,987 20	8 204800	(4 016 60)	0 00
78 000							(210,296 04)	0 00

CORPORATE EXECUTIVE BRD CO COM STK Cusip. 21988R102

500	11-Jun-2007	25-Jan-2008	26 902 10	53 804200	33 464 35	66 928700	(6,562 25)	0 00
500	11 Jun-2007	25-Jan-2008	26 902 11	53 804220	32,970 00	65 940000	(6 067 89)	0 00
3 900	12 Jun-2007	25-Jan 2008	209 836 41	53 804208	260 057 07	66 681300	(50,220 66)	0 00
1 000	13-Jun 2007	25-Jan-2008	53,804 21	53 804210	66 670 70	66 670700	(12,866 49)	0 00
2 900	13-Jun 2007	25 Jan-2008	156 032 20	53 804207	193,046 04	66 567600	(37,013 84)	0 00
500	14 Jun 2007	25 Jan 2008	26 902 10	53 804200	33 519 70	67 039400	(6,617 60)	0 00
300	15-Jun 2007	25 Jan 2008	16 141 26	53 804200	20 076 00	66 920000	(3 934 74)	0 00
1 200	18 Jun 2007	25 Jan-2008	64 565 05	53 804208	79 601 28	66 334400	(15 036 23)	0 00
300	19-Jun-2007	25-Jan 2008	16 141 26	53 804200	19 846 32	66 154400	(3,705 06)	0 00
200	20-Jun 2007	25-Jan-2008	10,760 84	53 804200	13,186 12	65 930600	(2 425 28)	0 00
100	21 Jun-2007	25-Jan 2008	5 380 42	53 804200	6,623 52	66 235200	(1,243 10)	0 00
30	25-Jun-2007	25-Jan 2008	1,614 13	53 804333	1,950 85	65 028333	(336 72)	0 00
11 430							(146,029.86)	0 00

CURAGEN CORPORATION NEW HAVEN COM STK Cusip 23126R101

100	30-Jun 2004	03-Dec-2007	98 50	0 985000	604 00	6 040000	0 00	(505 50)
2 400	01-Jul-2004	03-Dec-2007	2 363 96	0 984983	14,496 00	6 040000	0 00	(12,132 04)
3 100	02 Jul 2004	03-Dec 2007	3 053 45	0 984984	18,724 00	6 040000	0 00	(15,670 55)
4 900	07-Jul-2004	03 Dec-2007	4 826 42	0 984984	29,423 03	6 004700	0 00	(24,596 61)

SCHEDULE OF REALIZED CAPITAL GAIN AND LOSS

From 01-Dec-2007 to 30-Nov-2008

	3 800	07-Jul 2004	04-Dec 2007	3 742 94	0 984984	22,817 86	6 004700	0 00	(19,074 92)
	24 500	07 Jul-2004	05 Dec-2007	24 587 81	1 003584	147,115 15	6 004700	0 00	(122,527 34)
	21 300	08-Jul 2004	05-Dec-2007	21 376 35	1 003585	123 114 00	5 780000	0 00	(101,737 65)
	11 100	08-Jul 2004	06-Dec 2007	11 011 03	0 991985	63,838 32	5 751200	0 00	(52 827 29)
	7 300	08 Jul 2004	06 Dec 2007	7,241 48	0 991984	42,194 00	5 780000	0 00	(34,952 52)
	2 300	08-Jul 2004	07-Dec 2007	2,398 86	1 042983	13 227 76	5 751200	0 00	(10,828 90)
	11 700	12 Apr 2005	07 Dec-2007	12 202 92	1 042985	42,412 50	3 625000	0 00	(30,209 58)
	1 200	05 Oct 2005	07-Dec-2007	1 251 58	1 042983	5,489 52	4 574600	0 00	(4 237 94)
	3 000	06 Oct 2005	07-Dec 2007	3 128 95	1 042983	13,531 80	4 510600	0 00	(10 402 85)
	400	07 Oct 2005	07-Dec-2007	417 19	1 042975	1,812 00	4 530000	0 00	(1,394 81)
	600	18 Oct-2005	07-Dec-2007	625 79	1 042983	2,835 72	4 726200	0 00	(2 209 93)
	1 900	19 Oct 2005	07-Dec-2007	1 981 67	1 042984	8 747 03	4 603700	0 00	(6,765 36)
	7 300	11 Apr 2005	10-Dec 2007	7 705 76	1 055584	26,233 28	3 593600	0 00	(18 527 52)
	2 200	12 Apr 2005	10-Dec 2007	2 322 28	1 055582	7,975 00	3 625000	0 00	(5,652 72)
	18 400	11 Apr-2005	11 Dec 2007	18 572 67	1 009384	66,122 24	3 593600	0 00	(47 549 57)
	12 400	11-Apr 2005	12-Dec-2007	11 912 49	0 960685	44,560 64	3 593600	0 00	(32,648 15)
	139,900							0.00	(554,451 75)
FIBER TOWER		Cusip, 31567R100							
	63 800	10-Jan 2007	22 May-2008	92,190 48	1 444992	347,799 32	5 451400	0 00	(255,608 84)
	31 200	11 Jan 2007	22-May-2008	45 083 74	1 444992	179,549 76	5 754800	0 00	(134,466,02)
	20 800	24 Jan 2007	22-May-2008	30 055 83	1 444992	114,400 00	5 500000	0 00	(84 344 17)
	25 150	25-Jan-2007	22-May 2008	36 341 54	1 444992	132,422 30	5 265300	0 00	(96,080 76)
	9 050	20-Feb 2007	22-May 2008	13 077 18	1 444992	48,755 07	5 387301	0 00	(35,677 89)
	9 600	21-Feb-2007	22-May 2008	13 871 92	1 444992	56,080 32	5 841700	0 00	(42,208 40)

	1 300	21-Feb-2007	22-May 2008	1 878 49	1 444992	7,325 50	5 635000	0 00	(5,447 01)
	1 600	22-Feb 2007	22-May-2008	2 311 99	1 444994	9 336 00	5 835000	0 00	(7,024 01)
	1 000	23 Feb-2007	22-May-2008	1 444 99	1 444990	5,752 70	5 752700	0 00	(4,307 71)
	5 400	28 Feb 2007	22 May 2008	7,802 96	1 444993	28,917 00	5 355000	0 00	(21,114 04)
	1 300	02-Mar-2007	22-May-2008	1,878 49	1 444992	6,674 72	5 134400	0 00	(4,796 23)
	9 260	05-Mar-2007	22-May-2008	13 380 62	1 444991	47,326 01	5 110800	0 00	(33,945 39)
	45,000	07 Aug-2007	22 May-2008	65 024 63	1 444992	192,213 00	4 271400	(127,188 37)	0 00
	224,460							**(127,188 37)**	**(725,020 47)**
FOCUS MEDIA HLDG LTD ADR		Cusip 34415V109							
	12 000	19 Jul 2007	11 Mar 2008	529 537 37	44 128114	515,040 00	42 920000	14 497 37	0 00
	5,000	26 Jul 2007	11 Mar 2008	220 640 57	44 128114	207,641 50	41 528300	12 999 07	0 00
	3 000	20 Nov 2007	11 Mar-2008	132 384 34	44 128113	145 501 20	48 500400	(13,116 86)	0 00
	7 500	20 Nov 2007	11-Mar 2008	330,960 86	44 128115	364 298 25	48 573100	(33,337 39)	0 00
	8 000	26 Jul 2007	10-Apr-2008	252,385 78	31 548223	332 226 40	41 528300	(79 840 62)	0 00
	7 000	01 Aug 2007	10-Apr-2008	222 479 05	31 782721	280,770 00	40 110000	(58,290 95)	0 00
	2 700	01 Aug 2007	10-Apr 2008	85 514 73	31 672122	108,297 00	40 110000	(22,782 27)	0 00
	300	01-Aug-2007	10-Apr-2008	9,464 47	31 548233	12,033 00	40 110000	(2,568 53)	0 00
	4 700	03-Aug-2007	10-Apr-2008	149 261 76	31 757821	185,838 00	39 540000	(36,576 24)	0 00
	2 100	03-Aug-2007	10-Apr 2008	66 743 71	31 782719	83,034 00	39 540000	(16,290 29)	0 00
	2 100	03-Aug-2007	10-Apr-2008	67,127 17	31 965319	83,034 00	39 540000	(15,906 83)	0 00
	3 600	03-Aug-2007	10-Apr-2008	117,439 62	32 622117	142,344 00	39 540000	(24,904 38)	0 00
	500	07 Aug 2007	10-Apr 2008	15 878 91	31 757820	19,468 30	38 936600	(3,589 39)	0 00
	1,900	07-Aug-2007	10-Apr-2008	60 248 66	31 709821	73,979 54	38 936600	(13,730 88)	0 00

	2,100	07-Aug 2007	10-Apr 2008	65 908 13	31 384824	81,766 86	38 936600	(15 858 73)	0 00	(290,339.11)
	13 400	30-Apr 2007	17 Apr 2008	424 241 62	31 659822	506 788 00	37 820000	(82,546 38)	0 00	
	6 600	01 May 2007	17-Apr-2008	208 954 83	31 659823	238,378 80	36 118000	(29,423 97)	0 00	
	26 700	06 Aug 2007	17 Apr-2008	845 317 26	31 659822	1,007 922 33	37 749900	(162,605 07)	0 00	
	800	07-Aug 2007	17 Apr-2008	25 327 86	31 659825	31 149 28	38 936600	(5,821 42)	0 00	
	27 500	18 Mar 2008	17 Apr 2008	870,645 11	31 659822	961,504 50	34 963800	(90 859 39)	0 00	
	21 000	15 May-2008	22 May 2008	798 350 42	38 016687	874,074 60	41 622600	(75 724 18)	0 00	
	110	12 May-2008	18 Aug-2008	3 179 53	28 904818	4 259 86	38 726000	(1 080 33)	0 00	
	10,390	15 May-2008	18-Aug-2008	300 321 27	28 904838	432 458 81	41 622600	(132,137 54)	0 00	
	10 650	24 Apr 2008	15 Sep 2008	272,814 19	25 616356	401 215 32	37 672800	(128,401 13)	0 00	(381,210 30)
	10 660	25 Apr-2008	15 Sep 2008	273,070 36	25 616356	392,292.26	36 800400	(119,221 90)	0 00	
	10 190	12-May 2008	15-Sep-2008	261,030 67	25 616356	394,617 94	38 726000	(133,587 27)	0 00	
	200,500							(1,270,705 50)	0 00	
FOUNDATION COAL HLDGS INC COM STK	Cusip 35039W100									
	13 880	24 Jul 2008	15-Sep-2008	604 807 89	43 574055	808,962 49	58 282600	(204,154 60)	0 00	
	4 000	25-Aug 2008	15-Sep-2008	174 296 22	43 574055	244 698 00	61 174500	(70 401 78)	0 00	
	17 880							(274,556 38)	0 00	
FREEPORT MCMORAN COPPER & GOLD COM	Cusip 35671D857									
	4 600	28-Feb 2008	07 Mar 2008	466 026 85	101 310185	491 628 68	106 875800	(25 601 83)	0 00	
	4 490	25 Apr 2008	02 Jul 2008	502 950 37	112 015673	524,539 76	116 824000	(21,589 39)	0 00	
	4 900	14 Mar 2008	15 Jul 2008	514 838 15	105 069010	497,567 07	101 544300	17,271 08	0 00	
	4,090	25 Apr-2008	15-Jul 2008	429 732 26	105 069012	477,810 16	116 824000	(48,077 90)	0 00	

SCHEDULE OF REALIZED CAPITAL GAIN AND LOSS

From 01-Dec-2007 to 30-Nov-2008

	2 500	24 Jul-2008	25-Aug 2008	221 331 75	88 532700	248,175 00	99 270000	(26,843 25)	0 00
	7 600	24-Jul-2008	15 Sep 2008	534 968 60	70 390605	754,452 00	99 270000	(219 483 40)	0 00
	28,180							(324,324 69)	0 00
GENERAL ELECTRIC CO COM STK	Cusip 369604103								
	12,600	18-Jul-2007	26 Feb 2008	426 757 30	33 869627	505,134 00	40 090000	(78 376 70)	0 00
	13 880	11-Dec-2003	16-May 2008	444 236 62	32 005520	421,879 82	30 394800	0 00	22,356 80
	13 880	14-Mar 2007	16-May-2008	444,236 63	32 005521	476 437 94	34 325500	0 00	(32,201 31)
	40 360							(78,376.70)	(9,844 51)
GIANT INTERCTIVE	Cusip 374511103								
	18 700	20 Nov 2007	23 Jan-2008	190 306 97	10 176843	208,065 55	11 126500	(17 758 58)	0 00
	26 400	20 Nov-2007	24 Jan-2008	266 868 22	10 108645	293,739 60	11 126500	(26 871 38)	0 00
	45,100							(44,629 96)	0 00
GOOGLE INC CL A COM STK	Cusip 38259P508								
	550	26-Feb-2008	11-Apr-2008	254 697 25	463 085909	251,257 66	456 832109	3,439 59	0 00
	1 095	26-Feb 2008	11 Apr-2008	507 079 06	463 085900	496,136 18	453 092402	10,942 88	0 00
	1,055	29 Feb 2008	11 Apr 2008	488 555 63	463 085905	500,808 50	474 700000	(12 252 87)	0 00
	5	26-Feb 2008	14 May 2008	2 933 65	586 730000	2 265 46	453 092000	668 19	0 00
	853	04 Mar-2008	14-May 2008	500 481 47	586 730914	377,452 50	442 500000	123,028 97	0 00
	47	04-Mar 2008	22 May-2008	25 627 37	545 263191	20,797 50	442 500000	4 829 87	0 00
	875	12 Mar 2008	22 May-2008	477 105 25	545 263143	384,441 93	439 362206	92,663 32	0 00
	920	12 Mar-2008	12-Jun-2008	508 327 14	552 529500	404,213 22	439 362196	104,113 92	0 00

450	08 Jul-2008	22-Jul-2008	213,643 46	474 763244	249,049 98	553 444400	(35,406 52)	0 00
5,850							292,027 35	0 00
MEMC ELECTRONIC MATERIALS INC COM STK Cusip 552715104								
1 940	12 May 2008	22-Sep-2008	57 894 51	29 842531	130 289 82	67 159701	(72 395 31)	0 00
5 600	12-May-2008	22-Sep-2008	167 118 18	29 842532	377,502 16	67 411100	(210,383 98)	0 00
7,540	30-May 2008	22-Sep-2008	225 012 69	29 842532	525 419 62	69 684300	(300,406 93)	0 00
2 920	15 Jul 2008	22-Sep-2008	87 140 20	29 842534	149 101 04	51 062000	(61,960 84)	0 00
18 000							(645,147 06)	0.00
NEW ORIENTAL EDUCATION & TECHNOLOGY GR Cusip 647581107								
8 170	15 Jul-2008	22-Jul 2008	603 629 71	73 883685	499,275 24	61 110800	104,354 47	0 00
8,170							104,354.47	0 00
ONYX PHARMACEUTICALS INC COM STK Cusip. 683399109								
12 900	15 Jul 2008	15-Sep-2008	493,137 14	38 227685	509,520 33	39 497700	(16 383 19)	0 00
12,900							(16,383 19)	0.00
PETROLEO BRASIL Cusip 71654V408								
7,140	25-Apr 2008	22-May-2008	524 485 04	73 457289	440 398 77	61 680500	84,086 27	0 00
540	05 Jun-2008	02 Jul-2008	38 038 14	70 441000	36,174 01	66 988907	1,864 13	0.00
6 600	05 Jun-2008	02-Jul-2008	464,910 64	70 441006	441,116 28	66 835800	23,794 36	0 00
9 100	25 Apr-2008	15 Jul-2008	556 988 77	61 207557	561,292 55	61 680500	(4 303 78)	0 00

	5 200	01-May-2008	15-Jul-2008	318 279 29	61 207556	312 217 36	60 041800	6,061 93	0 00
	28 580							**111,502 91**	**0 00**
QUALCOMM INC COM STK	**Cusip 747525103**								
	11 500	22 May-2008	13 Jun-2008	566 476 47	49 258823	530,276 50	46 111000	36,199 97	0 00
	11 500	28 Feb-2008	22 Jul 2008	498 481 95	43 346257	498,990 75	43 390500	(508 80)	0 00
	5,275	08-Jul-2008	22 Jul-2008	228,651 50	43 346256	250,346 23	47 459001	(21 694 73)	0 00
	28,275							**13,996 44**	**0 00**
RESEARCH IN MOTION CAD	**Cusip· 760975102**								
	2,440	18 Mar 2008	11-Apr 2008	288,063 51	118 058816	249,318 66	102 179779	38 744 85	0 00
	1 620	18 Mar 2008	22-May 2008	213 024 28	131 496469	165,531 24	102 179778	47,493 04	0 00
	3 240	18 Mar 2008	12-Jun 2008	423 353 84	130 664765	331,062 49	102 179781	92 291 35	0 00
	3 850	25-Jun 2008	22 Jul 2008	431 760 06	112 145470	497,731,85	129 281000	(65,971 79)	0 00
	2 050	08-Jul-2008	22 Jul-2008	229 898 22	112 145473	249,670 73	121 790600	(19 772 51)	0 00
	2 000	15 Jul 2008	22-Jul-2008	224 290 94	112 145470	216,238 60	108 119300	8,052 34	0 00
	15,200							**100,837 28**	**0 00**
SPDR GOLD TRUST	**Cusip 78463V107**								
	4 290	26-Jun 2008	15 Jul-2008	410 339 20	95 650163	384 436 77	89 612301	25,902 43	0 00
	4 290	26-Jun-2008	06 Aug 2008	372,167 85	86 752413	384,436 76	89 612298	(12 268 91)	0 00
	13,850	17 Sep 2008	14-Oct 2008	1 140 103 45	82 317939	1,070,318 31	77 279300	69,785 14	0 00
	11,150	29-Sep-2008	14-Oct-2008	917 845 02	82 317939	1,003,520 07	90 001800	(85,675 05)	0 00

	33,580							(2,256 39)	0 00
SCHLUMBERGER USD 01 COM		Cusip 806857108							
	11 500	25-Jan 2008	30-Jan 2008	887,816 67	77 201450	944,307 55	82 113700	(56,490 88)	0 00
	11,500							(56,490 88)	0 00
SOUTHWESTERN ENERGY CO DELAWARE COM !		Cusip 845467109							
	10 000	01 Aug 2007	07 Apr 2008	366 134 95	36 613495	199,037 00	19 903700	167 097 95	0 00
	27 140	16 Oct 2007	07 Apr-2008	993 690 24	36 613494	640,214 96	23 589350	353 475 28	0 00
	11 270	25 Apr-2008	15-Jul 2008	466 804 16	41 420067	502,540 57	44 591000	(35,736 41)	0 00
	48 410							484,836 82	0 00
SPIRIT AEROSYSTEMS HLDGS INC CL A		Cusip 848574109							
	18 200	19-Jul 2007	25-Jan-2008	485 041 04	26 650607	739,193 00	40 615000	(254 151 96)	0 00
	6,800	20-Jul-2007	25-Jan-2008	181,224 12	26 650606	278,047 24	40 889300	(96 823 12)	0 00
	10 000	07-Aug-2007	25 Jan 2008	266 506 06	26 650606	360,592 00	36 059200	(94 085 94)	0 00
	35,000							(445,061 02)	0 00
SUNPOWER CORP COM STK		Cusip 867652109							
	6 050	25 Jan 2008	30-Jan 2008	430 318 45	71 127017	450,674 79	74 491701	(20,356 34)	0 00
	6,050							(20,356.34)	0 00
TENARIS S A ADR		Cusip 88031M109							

SCHEDULE OF REALIZED CAPITAL GAIN AND LOSS

From 01-Dec 2007 to 30-Nov-2008

	320	01 May 2008	02 Jul 2008	22 755 58	71 111188	17 111 26	53 472688	5 644 32	0 00
	4 490	14 May 2008	02 Jul-2008	319 289 30	71 111203	253,459 60	56 449800	65 829 70	0 00
	4 800	22-May-2008	02-Jul 2008	341 333 77	71 111202	296,208 48	61 710100	45,125 29	0 00
	6,000	01-May-2008	25-Aug 2008	315 103 23	52 517205	320,836 20	53 472700	(5,732 97)	0 00
	10 100	14-Mar 2008	15-Sep-2008	456 446 74	45 192747	496,160 48	49 124800	(39,713 74)	0 00
	3 150	01-May-2008	15 Sep-2008	142 357 15	45 192746	168,439 01	53 472702	(26,081 86)	0 00
	28 860							45,070.74	0 00
ULTRA PETROLEUM CORPCOM	Cusip 903914109								
	4 440	25 Apr 2008	02-Jul-2008	431 418 17	97 166255	384,551 06	86 610599	46,867 11	0 00
	6 655	25-Apr 2008	15-Jul-2008	540 357 68	81 195745	576,393 55	86 610601	(36,035 87)	0 00
	485	25 Apr 2008	25 Aug 2008	32 127 97	66 243237	42 006 14	86 610598	(9 878 17)	0 00
	6 170	01-May 2008	25 Aug-2008	408 720 71	66 243227	500 341 34	81 092600	(91 620 63)	0 00
	7 190	24 Jul 2008	21-Nov 2008	249 263 68	34 668106	503,389 16	70 012401	(254,125 48)	0 00
	24,940							(344,793 04)	0 00
VICOR CORP COM STK	Cusip 925815102								
	2 000	20 Jul-2007	11-Apr-2008	24,143 86	12 071930	28,103 80	14 051900	(3 959 94)	0 00
	2 908	20-Jul-2007	14 Apr 2008	35 039 46	12 049333	40 862 93	14 051902	(5,823 47)	0 00
	10,785	20 Jul 2007	15 Apr-2008	128 179 00	11 884933	151,549 74	14 051900	(23,370 74)	0 00
	1,815	23 Jul 2007	15 Apr 2008	21,571 15	11 884931	25,390 76	13 989399	(3,819 61)	0 00
	13 785	23 Jul-2007	16 Apr 2008	168 000 99	12 187232	192,843 88	13 989400	(24 842 89)	0 00
	18 707	24 Jul-2007	16-Apr-2008	227,986 54	12 187232	256 136 24	13 692000	(28,149 70)	0 00
	25 000	31 Jul 2007	16 Apr-2008	304 680 78	12 187231	323,935 00	12,957400	(19,254 22)	0 00

SCHEDULE OF REALIZED CAPITAL GAIN AND LOSS

From 01-Dec-2007 to 30-Nov-2008

	1 208	07-Aug-2007	16-Apr 2008	14,722 18	12 187235	14,889 57	12.325803	(167 39)	0 00
	8 577	07 Aug 2007	17 Apr-2008	104 656 82	12 202031	105 718 39	12 325800	(1,061 57)	0 00
	4 483	07 Aug 2007	18 Apr 2008	55 101 59	12 291231	55 256 56	12 325800	(154 97)	0 00
	6 098	07 Aug-2007	21-Apr 2008	74,747 64	12 257730	75 162 73	12 325800	(415 09)	0 00
	9 634	07 Aug 2007	23 Apr 2008	112 933 93	11 722434	118 746 75	12 325799	(5,812 82)	0 00
	105 000							(116,832 41)	0 00
WESTERN DIGITAL CORP COM STK	Cusip 958102105								
	40,000	16-Oct 2007	11 Apr-2008	1 116 849 73	27 921243	1,015,444 00	25 386100	101,405 73	0 00
	40,000							101,405.73	0 00
XSTRATA PLC (UKM LISTING)	Cusip 991970WQ3								
	6 300	29-Feb 2008	02-Jul-2008	458 020 71	72 701700	500,417 82	79 431400	(42 397 11)	0 00
	10	25-Apr-2008	02-Jul-2008	727 02	72 702000	788 62	78 862000	(61 60)	0 00
	-30	28-Apr 2008	02-Jul 2008	(2 181 05)	72 701667	(2 408 75)	80 291667	227 70	0 00
	30	28-Apr 2008	02-Jul 2008	2,181 05	72 701667	2,408 75	80 291667	(227 70)	0 00
	2,660	28-Apr 2008	23-Sep-2008	117 308 65	44 100996	213,576 06	80 291752	(96,267 41)	0 00
	6 280	02-May 2008	23-Sep-2008	276 954 25	44 100995	508 535 13	80 976932	(231,580 88)	0 00
	6 360	25 Apr 2008	25 Sep 2008	251 481 43	39 541105	501,560 41	78 861700	(250 078 98)	0 00
	3 640	28 Apr 2008	25-Sep 2008	143 929 62	39 541104	292 261 97	80 291750	(148 332 35)	0 00
	25 250							(768,718 33)	0 00
GAFISA ON (BRA LISTING)	Cusip. 99ABV7SN8								
	25 600	26-Dec-2007	08 Jan-2008	436 858 88	17 064800	473,015 23	18 477157	(36,156 35)	0 00

SCHEDULE OF REALIZED CAPITAL GAIN AND LOSS

From 01-Dec-2007 to 30-Nov-2008

	25 600	08-Jan 2008	26-Feb 2008	472,570 88	18 459800	436,858 88	17 064800	35 712 00	0.00
	76,800							(444 35)	0.00
OGX PETROLEO E GAS PARTICIPACOES SA	Cusip. 99ACD2Q33								
	1 275	13 Jun-2008	06 Aug 2008	609 941 26	478 385302	1,013,954 33	795 258298	(404 013 07)	0 00
	1 275							(404,013.07)	0 00
BRASCAN RESIDENCIAL PRPTYS AS ON	Cusip 99FC21857								
	265 590	26 Dec 2007	08 Jan-2008	1,679 962 99	6 325400	1 655,256 35	6 232375	24,706 64	0 00
	45 400	08 Jan 2008	26-Feb-2008	260 391 70	5 735500	287 173 16	6 325400	(26,781 46)	0 00
	39 500	08-Jan-2008	26-Feb 2008	224 028 20	5 671600	249 853 30	6 325400	(25,825 10)	0 00
	37 800	08 Jan 2008	29 Feb 2008	217 334 88	5 749600	239,100 12	6 325400	(21,765 24)	0 00
	20,900	08-Jan-2008	30-Apr-2008	114 786 98	5 492200	132,200 86	6 325400	(17,413 88)	0 00
	568 880							(67,079.04)	0.00
WEATHERFORD INTERNATIONAL LTD COM STK	Cusip G95089101								
	17,200	11-Sep 2008	23-Sep 2008	508 745 63	29 578234	500,828 82	29 090000	7,916 81	0 00
	17,200							7,916 81	0.00
								(5,215,769.27)	(1,235,043 97)

THE SAMBERG FAMILY FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
06-6439895
F/Y/E 11/30/2008

ORGANIZATION	STATE/CITY	AMOUNT
AVODAH - THE JEWISH SERVICE CORPS	NEW YORK, NY	40,000
BIRTHRIGHT ISRAEL FOUNDATION	NEW YORK, NY	750,000
BUILDING EDUCATED LEADERS FOR LIFE	BRONX, NY	100,000
CENTER FOR JEWISH HISTORY	NEW YORK, NY	65,000
CHILDREN'S HEALTH FUND	NEW YORK, NY	100,000
CHILDREN'S HOSPITAL OF NY PRESBYTERIAN	NEW YORK, NY	200,000
COLLEGE SUMMIT	WASHINGTON, DC	500,000
CITIZEN SCHOOLS CHILDREN'S WHARF	BOSTON, MA	200,000
DOROT	NEW YORK, NY	50,000
HARLEM RBI	NEW YORK, NY	100,000
JEWISH OUTREACH INSTITUTE	NEW YORK, NY	150,000
NEW PROFIT INC.	CAMBRIDGE, MA	500,000
NEW HEIGHTS YOUTH	BRONX, NY	50,000
NFTE	WASHINGTON, DC	135,000
ORCHESTRA OF ST LUKES	NEW YORK, NY	50,000
TALL SHIP EDUCATION ACADEMY	SAN FRANSCISCO, CA	25,000
THE NITE STAR PROGRAM/ST. LUKE'S	NEW YORK, NY	25,000
UJA FEDERATION OF NEW YORK	NEW YORK, NY	500,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM	WASHINGTON, DC	150,000
YOUTH RENEWAL FUND	NEW YORK, NY	50,000
READING EXCELLENCE & DISCOVERY FOUNDATION	NEW YORK, NY	25,000
LITERACY, INC	NEW YORK, NY	30,000
FUND FOR PUBLIC HEALTH IN NEW YORK, INC	NEW YORK, NY	100,000
JEWISH FUNDS FOR JUSTICE	NEW YORK, NY	250,000
FACING HISTORY & OURSELVES	BROOKLINE, MA	60,000
OPEN DOOR FAMILY MEDICAL CENTER	OSSINING, NY	285,000
PROJECT HEALTH	NEW YORK, NY	300,000
CENTER FOR LEADERSHIP INITIATIVES	JERUSALEM, ISRAEL	97,500
FROM FLOW THROUGH ACTIVITY- STOLTZ REAL ESTATE FUND I, LP		35
		4,887,535

THE PURPOSE OF THE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATIONS IN CARRYING OUT THEIR EXEMPT FUNCTIONS

Form **8868** (Rev April 2008)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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.

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization THE SAMBERG FAMILY FOUNDATION	**Employer identification number** 06-6439895
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 500 NYALA FARM ROAD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WESTPORT, CT 06880	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ ARTHUR SAMBERG

Telephone No ▶ 203 429-2200 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 will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15 ,2009 ,to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year ____ or

▶ [X] tax year beginning 12/01 ,2007 , and ending 11/30 ,2008

2 If this tax year 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	$ 240,226.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 240,226.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ NONE

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

- 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. You must file original and one copy.

Type or print File by the extended due date for filing the return See instructions		
	Name of Exempt Organization THE SAMBERG FAMILY FOUNDATION	Employer identification number 06-6439895
	Number, street, and room or suite no If a P O box, see instructions. 187 DANBURY ROAD	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions. WILTON, CT 06897	

Check type of return to be filed (File a separate application for each return)

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[X] Form 990-T (trust other than above)	[ ] Form 5227	

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

- The books are in the care of ▶ ARTHUR SAMBERG

  Telephone No. ▶ 203 429-2200 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 10/15/2009 .

5 For calendar year ______ , or other tax year beginning 12/01/2007 and ending 11/30/2008 .

6 If this tax year 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 ALL THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN ARE NOT AVAILABLE AT THIS TIME.

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	$ 277,460.
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	$ 277,460.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ NONE

Signature and Verification

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

Signature ▶ Title ▶ CPA Date ▶ 7-7-09

GRANT THORNTON LLP
60 BROAD STREET
NEW YORK, NY 10004-2306