

EXTENSION GRANT ATTACHED

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

OMB No 1545-0052

**2008**

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

For calendar year 2008, or tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>HOD FOUNDATION</b>		A Employer identification number <b>13-3922069</b>	
	C/O AMTRUST FINANCIAL		B Telephone number <b>212-639-5100</b>	
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>59 MAIDEN LANE, 6TH FLOOR</b>		C If exemption application is pending, check here <input type="checkbox"/>	
City or town, state, and ZIP code <b>NEW YORK, NY 10038</b>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), 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		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>47,707,245.</b> (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))		(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	33,760,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	898,828.	898,828.		STATEMENT 2
	4 Dividends and interest from securities	1,240,002.	1,240,002.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-27,674,875.			STATEMENT 1
	b Gross sales price for all assets on line 6a	18,628,228.			
	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	1,096,830.	1,096,830.		STATEMENT 4	
12 Total. Add lines 1 through 11	9,320,785.	3,235,660.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 5	11,000.	11,000.	0.
	c Other professional fees				
	17 Interest	484,229.	484,229.		0.
	18 Taxes	STMT 6	55,000.	55,000.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 7	200,385.	200,365.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		750,614.	750,594.	0.
	25 Contributions, gifts, grants paid		5,629,000.		5,629,000.
26 Total expenses and disbursements. Add lines 24 and 25		6,379,614.	750,594.	5,629,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,941,171.			
b Net investment income (if negative, enter -0-)			2,485,066.		
c Adjusted net income (if negative, enter -0-)			N/A		

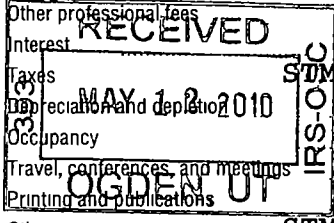
LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2008)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		6,772,020.	225.	225.
	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 STMT 9		607.	504.	380.
	b	Investments - corporate stock STMT 10		39,922,131.	48,925,632.	32,463,724.
	c	Investments - corporate bonds STMT 11		7,183,672.	7,183,672.	957,500.
	11	Investments - land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 12		19,547,385.	14,162,162.	14,162,162.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 13)		3,200.	123,254.	123,254.	
16	<b>Total assets (to be completed by all filers)</b>		<b>73,429,015.</b>	<b>70,395,449.</b>	<b>47,707,245.</b>	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 14)		2,791,066.	1,212,787.	
23	<b>Total liabilities (add lines 17 through 22)</b>		<b>2,791,066.</b>	<b>1,212,787.</b>		
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		70,637,949.	69,182,662.		
30	<b>Total net assets or fund balances</b>		<b>70,637,949.</b>	<b>69,182,662.</b>		
31	<b>Total liabilities and net assets/fund balances</b>		<b>73,429,015.</b>	<b>70,395,449.</b>		

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	70,637,949.
2	Enter amount from Part I, line 27a	2	2,941,171.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	73,579,120.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	4,396,458.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>69,182,662.</b>

**Part IV Capital Gains and Losses for Tax on Investment Income**

1a	(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.)
b	<b>SEE ATTACHED STATEMENTS</b>			
c				
d				
e				

a	(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)
b				
c				
d				
e	18,628,228.		46,303,103.	-27,674,875.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			-27,674,875.

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	-27,674,875.
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))
2007	12,906,772.	53,944,918.	.239258
2006	4,027,000.	54,261,356.	.074215
2005	3,271,390.	38,022,779.	.086038
2004	4,218,993.	21,030,744.	.200611
2003	1,678,740.	29,609,711.	.056696

2	Total of line 1, column (d)	2	.656818
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	.131364
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	32,581,448.
5	Multiply line 4 by line 3	5	4,280,029.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,851.
7	Add lines 5 and 6	7	4,304,880.
8	Enter qualifying distributions from Part XII, line 4	8	5,629,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	24,851.
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	24,851.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	24,851.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	60,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	60,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	803.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	34,346.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <b>37,346</b> 0. Refunded	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6		X
7	X	
8b	X	
9		X
10		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>HENRY REINHOLD</u> Telephone no. ▶ <u>212-639-5100</u> Located at ▶ <u>59 MAIDEN LANE, NEW YORK, NY</u> ZIP+4 ▶ <u>10038</u>			
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 ▶ <u>15</u> N/A			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <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.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>_____</u>		
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 2008 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 2008.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  **N/A**

**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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). **N/A**

**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 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?  Yes  No

	5b	
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL KARFUNKEL 59 MAIDEN LANE PLAZA LEVEL NEW YORK, NY 10038	DIRECTOR 0.00	0.	0.	0.
LEAH KARFUNKEL 59 MAIDEN LANE PLAZA LEVEL NEW YORK, NY 10038	DIRECTOR 0.00	0.	0.	0.
HENRY REINHOLD 59 MAIDEN LANE PLAZA LEVEL NEW YORK, NY 10038	DIRECTOR 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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	0.

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	31,272,690.
b	Average of monthly cash balances	1b	1,744,895.
c	Fair market value of all other assets	1c	60,027.
d	<b>Total</b> (add lines 1a, b, and c)	1d	33,077,612.
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	33,077,612.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	496,164.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,581,448.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,629,072.

**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	1,629,072.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	24,851.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,851.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,604,221.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,604,221.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,604,221.

**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	5,629,000.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,629,000.
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	24,851.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	5,604,149.

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



**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,604,221.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	292,144.			
b From 2004	3,186,730.			
c From 2005	1,403,370.			
d From 2006	1,367,996.			
e From 2007	10,298,190.			
f Total of lines 3a through e	16,548,430.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 5,629,000.				
a Applied to 2007, 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 2008 distributable amount				1,604,221.
e Remaining amount distributed out of corpus	4,024,779.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,573,209.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				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 2003 not applied on line 5 or line 7	292,144.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	20,281,065.			
10 Analysis of line 9:				
a Excess from 2004	3,186,730.			
b Excess from 2005	1,403,370.			
c Excess from 2006	1,367,996.			
d Excess from 2007	10,298,190.			
e Excess from 2008	4,024,779.			

**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 2008, 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				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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:  
**HENRY REINHOLD, 212-639-5100**  
**59 MAIDEN LANE, NEW YORK, NY 10038**

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

c Any submission deadlines:  
**NONE**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**NONE**

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	AMOUNTS ARE GIVEN TO COVER OPERATING EXPENSES FOR SCHOOLS AND SYNAGOGUES AS WELL AS EDUCATIONAL SCHOLARSHIPS AND ASSISTANCE TO THE NEEDY.	5,629,000.
<b>Total</b>			<b>▶ 3a</b>	<b>5,629,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2008**

Name of the organization

HOD FOUNDATION  
C/O AMTRUST FINANCIAL

Employer identification number

13-3922069

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

**General Rule**

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

**Special Rules**

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ \_\_\_\_\_

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization <b>HOD FOUNDATION</b> <b>C/O AMTRUST FINANCIAL</b>	Employer identification number <b>13-3922069</b>
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**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<b>MICHAEL KARFUNKEL</b>  <b>C/O AST, 59 MAIDEN LANE, PLAZA LEVEL</b>  <b>NEW YORK, NY 10038</b>	\$ 33,760,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

**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 GOTTSCHALK INC	P	01/10/08	07/01/08
b PUT (LEAP 2009) VFN FNM JAN 20	P	07/11/08	03/19/08
c PUT (LEAP 2009) VFN FNM JAN 25	P	07/11/08	01/24/08
d PUT (LEAP 2009) VFN FNM JAN 25	P	07/11/08	01/25/08
e PUT (LEAP 2009) VFN FNM JAN 25	P	07/11/08	02/08/08
f PUT (LEAP 2009) PFIZER JAN 25	P	07/11/08	11/13/07
g PUT (LEAP 2009) PFIZER JAN 25	P	07/11/08	11/13/07
h PUT LEAP 09 VRM SLM JAN 17.5	P	07/11/08	01/09/08
i PUT (LEAP 2009) VXE USG JAN 35	P	07/11/08	02/01/08
j PUT USG CORP AUG 30	P	07/11/08	01/11/08
k PUT USG CORP AUG 30	P	07/11/08	01/11/08
l PUT USG CORP AUG 30	P	07/11/08	01/11/08
m USG CORP	P	11/14/08	04/27/09
n USG CORP	P	11/18/08	04/27/09
o USG CORP	P	11/28/08	04/27/09

(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 10,865.		10,865.	0.
b 856,991.			856,991.
c 94,269.			94,269.
d 762,718.			762,718.
e 876,990.			876,990.
f 1,646,433.			1,646,433.
g 11,632.			11,632.
h 676,990.			676,990.
i 776,991.			776,991.
j 350,332.			350,332.
k 100,537.			100,537.
l 70,288.			70,288.
m 220,607.		598,614.	-378,007.
n 290,715.		676,350.	-385,635.
o 385,036.		895,788.	-510,752.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			856,991.
c			94,269.
d			762,718.
e			876,990.
f			1,646,433.
g			11,632.
h			676,990.
i			776,991.
j			350,332.
k			100,537.
l			70,288.
m			-378,007.
n			-385,635.
o			-510,752.

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 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	



**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 USG CORP	P	11/28/08	04/27/09
b PUT USG CORP JAN 30	P	08/16/08	08/15/08
c PFIZER	P	10/10/08	03/11/09
d PFIZER	P	10/20/08	03/11/09
e PFIZER	P	11/10/08	03/11/09
f PFIZER	P	11/13/08	03/11/09
g PFIZER	P	11/14/08	03/11/09
h PFIZER	P	11/25/08	03/11/09
i PFIZER	P	11/28/08	03/11/09
j USG CORP	P	08/11/08	03/11/09
k USG CORP	P	08/12/08	03/11/09
l USG CORP	P	08/13/08	03/11/09
m USG CORP	P	10/08/08	03/11/09
n USG CORP	P	10/26/08	03/11/09
o USG CORP	P	10/29/08	03/11/09

(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 395,708.		1,073,748.	-678,040.
b 741,268.		473,928.	267,340.
c 6,225.		12,530.	-6,305.
d 31,125.		62,650.	-31,525.
e 143,176.		288,190.	-145,014.
f 49,801.		100,240.	-50,439.
g 361,054.		726,740.	-365,686.
h 6,225.		12,530.	-6,305.
i 647,407.		1,303,120.	-655,713.
j 34,498.		243,486.	-208,988.
k 74,532.		526,050.	-451,518.
l 95,827.		676,350.	-580,523.
m 852.		7,012.	-6,160.
n 42,590.		350,600.	-308,010.
o 21,295.		150,300.	-129,005.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-678,040.
b			267,340.
c			-6,305.
d			-31,525.
e			-145,014.
f			-50,439.
g			-365,686.
h			-6,305.
i			-655,713.
j			-208,988.
k			-451,518.
l			-580,523.
m			-6,160.
n			-308,010.
o			-129,005.

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 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	

**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 USG CORP	P	10/30/08	03/11/09
b USG CORP	P	10/31/08	03/11/09
c USG CORP	P	11/07/08	03/11/09
d USG CORP	P	11/13/08	03/11/09
e USG CORP	P	11/14/08	03/11/09
f USG CORP	P	11/14/08	03/11/09
g SLM CORP	P	11/25/08	03/11/09
h SLM CORP	P	12/02/08	03/11/09
i SLM CORP	P	12/29/08	03/11/09
j SLM CORP	P	01/05/09	03/11/09
k SLM CORP	P	01/06/09	03/11/09
l SLM CORP	P	03/10/09	03/11/09
m PUT SLM JAN/10 17.5	P	03/13/09	01/08/09
n PUT SLM JAN/10 17.5	P	03/31/09	01/08/09
o PUT CITI JAN 40	P	07/09/08	10/17/07

(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 21,295.		150,300.	-129,005.
b 21,295.		175,300.	-154,005.
c 10,647.		75,150.	-64,503.
d 85,180.		601,200.	-516,020.
e 53,237.		375,750.	-322,513.
f 12,462.		102,586.	-90,124.
g 86,248.		482,900.	-396,652.
h 12,545.		70,240.	-57,695.
i 20,699.		115,896.	-95,197.
j 7,841.		43,900.	-36,059.
k 31,363.		175,600.	-144,237.
l 125,451.		702,400.	-576,949.
m 1,144,060.			1,144,060.
n 1,035,684.		1,035,683.	1.
o 7,925.			7,925.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-129,005.
b			-154,005.
c			-64,503.
d			-516,020.
e			-322,513.
f			-90,124.
g			-396,652.
h			-57,695.
i			-95,197.
j			-36,059.
k			-144,237.
l			-576,949.
m			1,144,060.
n			1.
o			7,925.

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 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	

**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 PUT CITI JAN 40	P	07/15/08	10/17/07
b PUT CITI JAN 40	P	08/01/08	10/17/07
c PUT CITI JAN 40	P	08/04/08	10/17/07
d PUT CITI JAN 40	P	08/06/08	10/17/07
e PUT CITI JAN 40	P	10/14/08	10/17/07
f PUT SLM CORP JAN 17.5	P	10/14/08	04/09/08
g GLOBEOP FINANCIAL	P	01/10/06	04/01/09
h FANNIE MAE 6% 03/25/17	P	02/01/06	03/25/09
i CITIGROUP INC	P	06/27/02	04/16/09
j CITIGROUP INC	P	12/27/06	04/16/09
k CITIGROUP INC	P	12/27/06	04/16/09
l FANNIE MAE 6% 03/25/17	P	02/01/06	05/01/09
m FANNIE MAE 6% 03/25/17	P	02/01/06	05/26/09
n FANNIE MAE 6% 03/25/17	P	02/01/06	06/26/09
o FANNIE MAE 6% 03/25/17	P	02/01/06	07/25/08

(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 29,480.			29,480.
b 31,699.			31,699.
c 15,850.			15,850.
d 55,474.			55,474.
e 485,634.			485,634.
f 396,993.			396,993.
g 2,642,203.		2,500,000.	142,203.
h		8.	-8.
i 89,248.		947,500.	-858,252.
j 356,991.		5,671,000.	-5,314,009.
k 267,743.		4,536,800.	-4,269,057.
l 10.		9.	1.
m 10.		10.	0.
n 8.		8.	0.
o 10.		10.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			29,480.
b			31,699.
c			15,850.
d			55,474.
e			485,634.
f			396,993.
g			142,203.
h			-8.
i			-858,252.
j			-5,314,009.
k			-4,269,057.
l			1.
m			0.
n			0.
o			0.

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 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

**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 FANNIE MAE 6% 03/25/17	P	02/01/06	08/26/08
b FANNIE MAE 6% 03/25/17	P	02/01/06	09/25/08
c FANNIE MAE 6% 03/25/17	P	02/01/06	10/27/08
d FANNIE MAE 6% 03/25/17	P	02/01/06	11/25/08
e FANNIE MAE 6% 03/25/17	P	02/01/06	12/26/08
f FANNIE MAE 6% 03/25/17	P	02/01/06	01/26/09
g APOLLO DISTRESSED INV	P	10/30/03	02/19/09
h FANNIE MAE 6% 03/25/17	P	02/01/06	02/25/09
i PUT (LEAP 2009) VFN FNM JAN 20	P	09/09/08	07/11/08
j PUT (LEAP 2009) VFN FNM JAN 25	P	09/09/08	07/11/08
k PUT USG CORP AUG 30	P	11/20/08	07/11/08
l PUT (LEAP 2009) PFIZER JAN 25	P	01/09/09	07/11/08
m PUT SLM CORP JAN 17.5	P	01/09/09	07/11/08
n PUT SLM CORP JAN 17.5	P	01/09/09	10/14/08
o DE NOVO K-1		VARIOUS	VARIOUS

(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 8.		8.	0.
b 10.		9.	1.
c 10.		10.	0.
d 8.		8.	0.
e 8.		8.	0.
f 7.		7.	0.
g 1,797,908.		1,884,375.	-86,467.
h 7.		7.	0.
i		3,766,000.	-3,766,000.
j		9,339,879.	-9,339,879.
k		74,750.	-74,750.
l		1,446,661.	-1,446,661.
m		1,129,464.	-1,129,464.
n		756,000.	-756,000.
o		23,158.	-23,158.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			1.
c			0.
d			0.
e			0.
f			0.
g			-86,467.
h			0.
i			-3,766,000.
j			-9,339,879.
k			-74,750.
l			-1,446,661.
m			-1,129,464.
n			-756,000.
o			-23,158.

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 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

**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 DE NOVO K-1		VARIOUS	VARIOUS
b BROOKVILLE K-1		VARIOUS	VARIOUS
c BROOKVILLE K-1		VARIOUS	VARIOUS
d LEHMAN BROS SECONDARY OPP FUND - WORTHLESS		VARIOUS	VARIOUS
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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		501,760.	-501,760.
b		4,639.	-4,639.
c		24,816.	-24,816.
d		1,400,203.	-1,400,203.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-501,760.
b			-4,639.
c			-24,816.
d			-1,400,203.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-27,674,875.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
GOTTSCHALK INC	10,865.	10,865.	0.	PURCHASED	01/10/08	07/01/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT (LEAP 2009) VFN FNM JAN 20	856,991.	0.	0.	PURCHASED	07/11/08	03/19/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT (LEAP 2009) VFN FNM JAN 25	94,269.	0.	0.	PURCHASED	07/11/08	01/24/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT (LEAP 2009) VFN FNM JAN 25	762,718.	0.	0.	PURCHASED	07/11/08	01/25/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT (LEAP 2009) VFN FNM JAN 25	876,990.	0.	0.	PURCHASED	07/11/08	02/08/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT (LEAP 2009) PFIZER JAN 25	1,646,433.	0.	0.	PURCHASED	07/11/08	11/13/07

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT (LEAP 2009) PFIZER JAN 25	11,632.	0.	0.	PURCHASED	07/11/08	11/13/07

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
PUT LEAP 09 VRM SLM JAN 17.5	676,990.	0.	0.	PURCHASED	07/11/08	01/09/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
PUT (LEAP 2009) VXE USG JAN 35	776,991.	0.	0.	PURCHASED	07/11/08	02/01/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
PUT USG CORP AUG 30	350,332.	0.	0.	PURCHASED	07/11/08	01/11/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
PUT USG CORP AUG 30	100,537.	0.	0.	PURCHASED	07/11/08	01/11/08



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
PUT USG CORP AUG 30	70,288.	0.	0.	PURCHASED	07/11/08	01/11/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
USG CORP	220,607.	598,614.	0.	PURCHASED	11/14/08	04/27/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
USG CORP	290,715.	676,350.	0.	PURCHASED	11/18/08	04/27/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
USG CORP	385,036.	895,788.	0.	PURCHASED	11/28/08	04/27/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
USG CORP	395,708.	1,073,748.	0.	PURCHASED	11/28/08	04/27/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT USG CORP JAN 30	741,268.	473,928.	0.	PURCHASED	08/16/08	08/15/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PFIZER	6,225.	12,530.	0.	PURCHASED	10/10/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PFIZER	31,125.	62,650.	0.	PURCHASED	10/20/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PFIZER	143,176.	288,190.	0.	PURCHASED	11/10/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PFIZER	49,801.	100,240.	0.	PURCHASED	11/13/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PFIZER	361,054.	726,740.	0.	PURCHASED	11/14/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PFIZER	6,225.	12,530.	0.	PURCHASED	11/25/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PFIZER	647,407.	1,303,120.	0.	PURCHASED 0.	11/28/08 -655,713.	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
USG CORP	34,498.	243,486.	0.	PURCHASED 0.	08/11/08 -208,988.	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
USG CORP	74,532.	526,050.	0.	PURCHASED 0.	08/12/08 -451,518.	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
USG CORP	95,827.	676,350.	0.	PURCHASED 0.	08/13/08 -580,523.	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
USG CORP	852.	7,012.	0.	PURCHASED	10/08/08	03/11/09
						GAIN OR LOSS
						-6,160.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
USG CORP	42,590.	350,600.	0.	PURCHASED	10/26/08	03/11/09
						GAIN OR LOSS
						-308,010.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
USG CORP	21,295.	150,300.	0.	PURCHASED	10/29/08	03/11/09
						GAIN OR LOSS
						-129,005.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
USG CORP	21,295.	150,300.	0.	PURCHASED	10/30/08	03/11/09
						GAIN OR LOSS
						-129,005.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
USG CORP	21,295.	175,300.	0.	PURCHASED	10/31/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
USG CORP	10,647.	75,150.	0.	PURCHASED	11/07/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
USG CORP	85,180.	601,200.	0.	PURCHASED	11/13/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
USG CORP	53,237.	375,750.	0.	PURCHASED	11/14/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
USG CORP	12,462.	102,586.	0.	PURCHASED	11/14/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SLM CORP	86,248.	482,900.	0.	PURCHASED	11/25/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SLM CORP	12,545.	70,240.	0.	PURCHASED	12/02/08	03/11/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SLM CORP	20,699.	115,896.	0.	PURCHASED	12/29/08	03/11/09





(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT SLM JAN/10 17.5	1,035,684.	1,035,683.	0.	PURCHASED 0.	03/31/09	01/08/09 1.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT CITI JAN 40	7,925.	0.	0.	PURCHASED 0.	07/09/08	10/17/07 7,925.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT CITI JAN 40	29,480.	0.	0.	PURCHASED 0.	07/15/08	10/17/07 29,480.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT CITI JAN 40	31,699.	0.	0.	PURCHASED 0.	08/01/08	10/17/07 31,699.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT CITI JAN 40	15,850.	0.	0.	PURCHASED	08/04/08	10/17/07

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT CITI JAN 40	55,474.	0.	0.	PURCHASED	08/06/08	10/17/07

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT CITI JAN 40	485,634.	0.	0.	PURCHASED	10/14/08	10/17/07

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT SLM CORP JAN 17.5	396,993.	0.	0.	PURCHASED	10/14/08	04/09/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
GLOBEOP FINANCIAL	2,642,203.	2,500,000.	0.	PURCHASED	01/10/06	04/01/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FANNIE MAE 6% 03/25/17	0.	8.	0.	PURCHASED	02/01/06	03/25/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CITIGROUP INC	89,248.	947,500.	0.	PURCHASED	06/27/02	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CITIGROUP INC	356,991.	5,671,000.	0.	PURCHASED	12/27/06	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CITIGROUP INC	267,743.	4,536,800.	0.	PURCHASED	12/27/06	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FANNIE MAE 6% 03/25/17	10.	9.	0.	PURCHASED	02/01/06	05/01/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FANNIE MAE 6% 03/25/17	10.	10.	0.	PURCHASED	02/01/06	05/26/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FANNIE MAE 6% 03/25/17	8.	8.	0.	PURCHASED	02/01/06	06/26/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FANNIE MAE 6% 03/25/17	10.	10.	0.	PURCHASED	02/01/06	07/25/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FANNIE MAE 6% 03/25/17	8.	8.	0.	PURCHASED	02/01/06	08/26/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FANNIE MAE 6% 03/25/17	10.	9.	0.	PURCHASED	02/01/06	09/25/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FANNIE MAE 6% 03/25/17	10.	10.	0.	PURCHASED	02/01/06	10/27/08

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
FANNIE MAE 6% 03/25/17	PURCHASED	02/01/06	11/25/08	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8.	8.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
FANNIE MAE 6% 03/25/17	PURCHASED	02/01/06	12/26/08	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8.	8.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
FANNIE MAE 6% 03/25/17	PURCHASED	02/01/06	01/26/09	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7.	7.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
APOLLO DISTRESSED INV	PURCHASED	10/30/03	02/19/09	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,797,908.	1,884,375.	0.	0.	-86,467.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
FANNIE MAE 6% 03/25/17	PURCHASED	02/01/06	02/25/09	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7.	7.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PUT (LEAP 2009) VFN FNM JAN 20	PURCHASED	09/09/08	07/11/08	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	3,766,000.	0.	0.	-3,766,000.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PUT (LEAP 2009) VFN FNM JAN 25	PURCHASED	09/09/08	07/11/08	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	9,339,879.	0.	0.	-9,339,879.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PUT USG CORP AUG 30	PURCHASED	11/20/08	07/11/08	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	74,750.	0.	0.	-74,750.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT (LEAP 2009)PFIZER JAN 25	0.	1,446,661.	0.	PURCHASED	01/09/09	07/11/08
						-1,446,661.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT SLM CORP JAN 17.5	0.	1,129,464.	0.	PURCHASED	01/09/09	07/11/08
						-1,129,464.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUT SLM CORP JAN 17.5	0.	756,000.	0.	PURCHASED	01/09/09	10/14/08
						-756,000.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DE NOVO K-1	0.	23,158.	0.	PURCHASED	VARIOUS	VARIOUS
						-23,158.



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DE NOVO K-1	0.	501,760.	0.	PURCHASED	VARIOUS	VARIOUS
	0.	501,760.	0.	0.		-501,760.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BROOKVILLE K-1	0.	4,639.	0.	PURCHASED	VARIOUS	VARIOUS
	0.	4,639.	0.	0.		-4,639.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BROOKVILLE K-1	0.	24,816.	0.	PURCHASED	VARIOUS	VARIOUS
	0.	24,816.	0.	0.		-24,816.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LEHMAN BROS SECONDARY OPP FUND - WORTHLESS	0.	1,400,203.	0.	PURCHASED	VARIOUS	VARIOUS
	0.	1,400,203.	0.	0.		-1,400,203.

CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						-27,674,875.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BROOKVILLE CREDIT K-1	1,151.
EAB BANK	72,786.
GOLDMAN	323,862.
JP MORGAN	376,399.
LEHMAN BROS	4,576.
MAIDEN	120,054.
<b>TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A</b>	<b>898,828.</b>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ASCOT PARTNERS K-1	608.	0.	608.
DE NOVO K-1	7,016.	0.	7,016.
EAB BANK	3,229.	0.	3,229.
GOLDMAN	381,306.	0.	381,306.
JP MORGAN	512,394.	0.	512,394.
LEHMAN BROS	335,394.	0.	335,394.
ML MACADAMIA K-1	55.	0.	55.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>1,240,002.</b>	<b>0.</b>	<b>1,240,002.</b>

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	621,330.	621,330.	
OTHER INCOME - BROOKVILLE CREDIT K-1	475,500.	475,500.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>1,096,830.</b>	<b>1,096,830.</b>	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	11,000.	11,000.		0.
TO FORM 990-PF, PG 1, LN 16B	11,000.	11,000.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	55,000.	55,000.		0.
TO FORM 990-PF, PG 1, LN 18	55,000.	55,000.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	20.	0.		0.
DE NOVO VENTURES K-1	197,851.	197,851.		0.
BROOKVILLE CREDIT K-1	8.	8.		0.
ML MACADAMIA K-1	2,396.	2,396.		0.
INVESTMENT FEES	110.	110.		0.
TO FORM 990-PF, PG 1, LN 23	200,385.	200,365.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
NONDEDUCTIBLE PARTNERSHIP EXPENSES		8,399.	
NONDEDUCTIBLE THEFT LOSSES		3,860,595.	
NONDEDUCTIBLE PARTNERSHIP ADJUSTMENTS		527,464.	
TOTAL TO FORM 990-PF, PART III, LINE 5		4,396,458.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FANNIE MAE 6%	X		352.	380.
FREDDIE MAC 4.5% 3/1/20	X		152.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			504.	380.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			504.	380.

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CITIGROUP			8,294,177.	625,250.
APOLLO DISTRESSED			628,125.	586,435.
LINKTONE LTD			14,000.	2,160.
ML MACADAMIA ORCHARDS			140,153.	140,153.
ORCHESTRA THERAPEUTICS			614,409.	212.
AMTRUST FINANCIAL			20,523,001.	20,743,930.
GLOBEOP FINANCIAL (BROOKVILLE CREDIT)			-19,148.	-19,148.
GOTTSCHALK INC.			9,513.	94.
MBIA			32,006.	0.
MEDICAL NUTRITION			39,500.	16,117.
PUT LEAP 2009 VFN FNM JAN 20			0.	0.
PUT LEAP 2009 VFN FNM JAN 25			0.	0.
PUT LEAP 2009 VXE USG JAN 35			0.	0.
PUT LEAP 2009 PFIZER JAN 25			-1,623,445.	-1,953,278.
PUT LEAP 09 VRM SLM JAN 17.5			0.	0.
PUT USG CORP AUG 30			0.	0.
RADIAN GROUP INC			323,561.	70,176.

RESIDENTIAL CAPITAL CORP.	4,150,000.	3,650,000.
CITIGROUP	0.	0.
GMAC	4,643,667.	4,299,150.
PUT CITI JAN 40	0.	0.
PUT SLM CORP JAN 17.5	-1,035,683.	-936,150.
FANNIE MAE	243,082.	5,626.
PFIZER	4,007,094.	2,398,500.
SLM CORP	1,596,204.	933,543.
USG CORP	6,345,416.	1,900,954.
TOTAL TO FORM 990-PF, PART II, LINE 10B	48,925,632.	32,463,724.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GENERAL MOTORS 7/15/33	2,396,167.	382,500.
GENERAL MOTORS CALL STEP 03/36	2,750,000.	550,000.
DELPHI CORP 6.5% 5/15/13	2,037,505.	25,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,183,672.	957,500.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DE NOVO VENTURES II	COST	7,235,834.	7,235,834.
ASCOT PARTNERS	COST	26,328.	26,328.
LEHMAN BROS. FUND	COST	0.	0.
MAIDEN HOLDINGS	COST	6,400,000.	6,400,000.
MFRS AND TRADERS	COST	500,000.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,162,162.	14,162,162.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATION COSTS DUE FROM GRAT	3,200.	3,200.	3,200.
	0.	120,054.	120,054.
TOTAL TO FORM 990-PF, PART II, LINE 15	3,200.	123,254.	123,254.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DUE TO M & G	3,200.	3,200.	
MARGIN ACCOUNT PAYABLE	2,787,866.	1,209,587.	
TOTAL TO FORM 990-PF, PART II, LINE 22	2,791,066.	1,212,787.	

HOD Foundation  
 Form 990-PF June 30, 2009

Part XV - Grants and Contributions Paid During the Year

Date	Number	Description	Amount
7/1/2008	1754	CONG TOLDOS TZVI	1,000.00
7/4/2008	1755	KUPAS RAMBAN KOLEL POLIN	1,000.00
7/4/2008	1756	YESHIVA TORAH VODATH	200.00
7/10/2008	1757	KOLEL CHASIDEI GUR	10,000.00
8/7/2008	1763	THE KAUFMAN FAMILY CHARITABLE FOUNDATION	4,900,000.00
8/19/2008	1766	KOLEL CHASIDEI GUR	8,200.00
9/5/2008	1765	YESHIVA CHASAM SOFER	15,000.00
9/5/2008	1768	YESHIVA CHASAM SOFER	10,000.00
9/5/2008	1769	CONG ZIV HATORAH	500.00
9/5/2008	1770	TORAT ELIYAHU	1,000.00
9/5/2008	1771	BNEI LEVI FOUNDATION	100,000.00
9/5/2008	1772	KHAL BRIZDOVITZ	1,000.00
9/5/2008	1773	KOLEL CHASIDEI GUR	10,000.00
9/5/2008	1774	CONG BAIS CHAIM YESHIA	2,500.00
10/1/2008	1767	MOSDOS SQUARE	500.00
10/1/2008	1775	CONG BAIS CHAIM YESHIA	2,500.00
10/1/2008		CONG TZADAKAH VOCHESSED	2,000.00
11/3/2008	1778	YESHIVA KDUSHAT DOVID	10,000.00
11/3/2008	1781	AMERICAN FRIENDS OF YESHIVA TALMUD TORAH KIRYAT MALACHI	500.00
11/3/2008	1782	CONG AHAVAS TZADAKAH VOCHESSED	1,000.00
11/13/2008	1783	CONG TOLDOS AHARON	10,000.00
11/13/2008	1784	CONG BAIS CHAIM YESHIA	10,000.00
11/13/2008	1786	AMERICAN FRIENDS OF MIRRER YESHIVA	100,000.00
11/13/2008	1788	FRIENDS OF HARIM	100,000.00
11/13/2008	1790	MERKAS HATORAH OF BELL HARBOR	5,000.00
11/13/2008	1791	KOLEL AVREICHIM	5,000.00

12/1/2008	1785	YESHIVA CHUG CHASAM SOFER	500.00
12/1/2008	1792	KOLEL CHASIDEI GUR	50,000.00
12/1/2008	1793	CONG BAIS CHAIM YESHIA	1,800.00
12/1/2008	1794	KOLEL YETAV LEV	2,000.00
12/15/2008	1795	KOLEL CHASIDEI GUR	10,000.00
12/15/2008	1801	CONG BEIS MEACHEM	1,800.00
12/15/2008	1802	YESHIVA SHAREEI ZION	500.00
12/15/2008	1804	YESHIVA CHASAM SOFER	5,000.00
1/16/2009	1777	CONG MOSDOS TOLDOS AHARON	10,000.00
1/16/2009	1780	CONG TOLDOS AHARON	12,000.00
1/16/2009	1797	KOLEL AVREICHIM	7,500.00
1/16/2009	1798	Cong Bais CHAIM YESHIA	1,000.00
1/16/2009	1799	YAD YAAKOV BIKUR CHOLIM	17,000.00
1/16/2009	1800	TALMUDICAL YESHIVA OF PHILADELPHIA	8,000.00
1/16/2009	1803	YESHIVA OHR HACHAIM	2,500.00
1/16/2009	1805	ALUMNI OF THE RABBINICAL COLLEGE	25,000.00
1/16/2009	1806	AMERICAN FRIENDS OF YESHIVATH RASHBI	125,000.00
2/2/2009	1807	KOLEL CHASIDEI GUR	2,500.00
3/6/2009	1808	PARNUSA INITIATIVE	25,000.00
3/6/2009	1810	THE CHADER	15,000.00

Total

5,629,000.00



- 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).

<b>Part II</b>	<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).	
Type or print  File by the extended due date for filing the return. See instructions	Name of Exempt Organization <b>HOD FOUNDATION C/O AMTRUST FINANCIAL</b>	Employer identification number <b>13-3922069</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>59 MAIDEN LANE, 6TH FLOOR</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10038</b>	

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

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

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

**HENRY REINHOLD**

- The books are in the care of  **59 MAIDEN LANE - NEW YORK, NY 10038**  
Telephone No.  **212-639-5100** 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 **MAY 15, 2010**.

5 For calendar year \_\_\_\_\_, or other tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**.

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

**TAXPAYER IS WAITING FOR INFORMATION THAT IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.**

<b>8a</b> 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.	<b>8a</b>	\$	<b>60,000.</b>
<b>b</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.	<b>8b</b>	\$	<b>60,000.</b>
<b>c Balance Due.</b> 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	<b>8c</b>	\$	<b>0.</b>

**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  Date

# Application for Extension of Time To File an Exempt Organization Return

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**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 Form 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](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

<b>Type or print</b>	Name of Exempt Organization <b>HOD FOUNDATION C/O AMTRUST FINANCIAL</b>	Employer identification number <b>13-3922069</b>
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 <b>59 MAIDEN LANE, 6TH FLOOR</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>NEW YORK, NY 10038</b>	

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

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

**HENRY REINHOLD**

- The books are in the care of ▶ **59 MAIDEN LANE - NEW YORK, NY 10038**  
 Telephone No ▶ **212-639-5100** 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 **FEBRUARY 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
 ▶  calendar year \_\_\_\_\_ or  
 ▶  tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**.

**2** If this tax year is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

<b>3a</b> 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.	<b>3a</b>	\$ <b>60,000.</b>
<b>b</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.	<b>3b</b>	\$ <b>0.</b>
<b>c Balance Due.</b> 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.	<b>3c</b>	\$ <b>60,000.</b>

**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