

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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending

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

Use the IRS label. Otherwise, print or type See Specific Instructions.	THE AARON STRAUS & LILLIE STRAUS FDN INC 5750 PARK HEIGHTS AVENUE BALTIMORE, MD 21215	A Employer identification number 52-2040073
		B Telephone number (see the instructions) 410-466-9010
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		C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 59,008,167.		D 1 Foreign organizations, check here <input type="checkbox"/>
J Accounting method. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		D 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"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	1,077,946.	1,077,946.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	4,301,447.			
	b Gross sales price for all assets on line 6a	37,761,108.			
	7 Capital gain-net income (from Part IV, line 2)		4,301,447.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	5,379,490.	5,379,490.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	249,114.	49,823.		199,291.
	14 Other employee salaries and wages	16,750.			16,750.
	15 Pension plans, employee benefits	27,720.	4,900.		22,820.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) SEE ST 2	288,488.	288,488.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 3	152,140.	12,360.		10,744.
	19 Depreciation (attach sch) and depletion	520.			
	20 Occupancy				
	21 Travel, conferences, and meetings	4,038.			4,038.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	212,047.	34,931.		177,116.
	24 Total operating and administrative expenses. Add lines 13 through 23	950,817.	390,502.		430,759.
	25 Contributions, gifts, grants paid PART XV	3,237,177.			2,912,100.
26 Total expenses and disbursements. Add lines 24 and 25	4,187,994.	390,502.		3,342,859.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements . .	1,191,496.				
b Net investment income (if negative, enter 0)		4,988,988.			
c Adjusted net income (if negative, enter 0)					

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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	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash – non-interest-bearing		11,924.	370.	370.	
	2	Savings and temporary cash investments		664,723.	2,480,017.	2,480,017.	
	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 the instructions)					
	7	Other notes and loans receivable (attach sch) ▶ 245,504.					
		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 (attach schedule)					
		b Investments – corporate stock (attach schedule) STATEMENT 5			10,025,029.	14,604,430.	14,604,430.
		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) STATEMENT 6			38,752,571.	41,616,731.	41,616,731.	
14	Land, buildings, and equipment basis ▶ 49,453.						
	Less: accumulated depreciation (attach schedule) SEE STMT 7 ▶ 49,280.			693.	173.	173.	
15	Other assets (describe ▶ SEE STATEMENT 8)			30,357.	43,131.	43,131.	
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)			49,560,782.	59,008,167.	59,008,167.	
LIABILITIES	17	Accounts payable and accrued expenses		58,994.	155,547.		
	18	Grants payable		2,332,365.	2,657,442.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)			2,391,359.	2,812,989.	
NET ASSET BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>					
	24	Unrestricted		47,169,423.	56,195,178.		
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see the instructions)			47,169,423.	56,195,178.		
31	Total liabilities and net assets/fund balances (see the instructions)			49,560,782.	59,008,167.		

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	47,169,423.
2	Enter amount from Part I, line 27a	2	1,191,496.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	7,834,259.
4	Add lines 1, 2, and 3	4	56,195,178.
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	56,195,178.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 10			
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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	4,301,447.
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 the instructions) If (loss), enter -0- in Part I, line 8]	3	1,081,796.

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 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 (column (b) divided by column (c))
2008	3,377,655.	62,650,118.	0.053913
2007	4,672,615.	73,823,598.	0.063294
2006	3,474,523.	69,430,285.	0.050043
2005	1,748,885.	65,823,573.	0.026569
2004	3,547,168.	61,920,149.	0.057286

2 Total of line 1, column (d)	2	0.251105
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	0.050221
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	53,470,208.
5 Multiply line 4 by line 3	5	2,685,327.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	49,890.
7 Add lines 5 and 6	7	2,735,217.
8 Enter qualifying distributions from Part XII, line 4	8	3,342,859.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
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	49,890.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	49,890.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	49,890.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	58,499.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	68,499.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,609.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 18,609. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> _____ N/A		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.STRAUSFOUNDATION.ORG</u>	X		
14	The books are in care of <u>JAN RIVITZ</u> Telephone no. <u>410-539-8308</u> Located at <u>2 EAST READ STREET, BALTIMORE, MD</u> ZIP + 4 <u>21202</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	N/A		<input type="checkbox"/> N/A
			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? <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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
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 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. <u>20__ , 20__ , 20__ , 20__</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 2009 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 2009.)	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 2009?	4b	X

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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 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 instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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 'Yes' to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b	N/A	
6b		X
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 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 11		249,114.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 Yes No 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 – (see 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		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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount	
1 N/A		

2		

All other program-related investments See instructions.		
3		

Total. Add lines 1 through 3		0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	52,499,381.
b Average of monthly cash balances	1b	1,578,517.
c Fair market value of all other assets (see instructions)	1c	206,577.
d Total (add lines 1a, b, and c)	1d	54,284,475.
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	54,284,475.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	814,267.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,470,208.
6 Minimum investment return. Enter 5% of line 5	6	2,673,510.

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	2,673,510.
2a Tax on investment income for 2009 from Part VI, line 5	2a	49,890.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	49,890.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,623,620.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,623,620.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,623,620.

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	3,342,859.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,342,859.
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 instructions)	5	49,890.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,292,969.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,623,620.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	455,230.			
b From 2005				
c From 2006	144,409.			
d From 2007	1,123,777.			
e From 2008	261,650.			
f Total of lines 3a through e	1,985,066.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 3,342,859.				
a Applied to 2008, 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 2009 distributable amount				2,623,620.
e Remaining amount distributed out of corpus	719,239.			
5 Excess distributions carryover applied to 2009 (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	2,704,305.			
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 2008 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	455,230.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,249,075.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	144,409.			
c Excess from 2007	1,123,777.			
d Excess from 2008	261,650.			
e Excess from 2009	719,239.			

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 2009, enter the date of the ruling ▶

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 organization had \$5,000 or more in assets at any time during the year – see 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
SEE STATEMENT 12

b The form in which applications should be submitted and information and materials they should include.
SEE STATEMENT FOR LINE 2A

c Any submission deadlines.
SEE STATEMENT FOR LINE 2A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE STATEMENT FOR LINE 2A

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)				
<p>a Paid during the year SEE ATTACHED STATEMENT 14</p>		PUBLIC	GENERAL SUPPORT	2,912,100.
Total				2,912,100. ▶ 3a
<p>b Approved for future payment SEE ATTACHED STATEMENT 15</p>		PUBLIC	GENERAL SUPPORT	2,709,000.
Total				2,709,000. ▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Dividends and interest from securities, Net rental income, and Subtotal.

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

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

Table with 2 columns: Line No. and 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.

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP PASS THROUGH			
TOTAL	\$ 97.	97.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES				
TOTAL	\$ 288,488.	\$ 288,488.		\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE AND UBIT TAX	\$ 129,036.			
FOREIGN TAXES	10,313.	\$ 10,313.		
PAYROLL TAXES	12,791.	2,047.		
TOTAL	\$ 152,140.	\$ 12,360.		\$ 10,744.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DISABILITY INSURANCE	\$ 9,166.	\$ 1,833.		\$ 7,333.
HEALTH INSURANCE EXPENSE	45,315.	6,455.		38,860.
INSURANCE	2,709.			2,709.
LEGAL AND PROFESSIONAL FEES	108,044.	26,643.		81,401.
MANAGEMENT FEE-ADMINISTRATIVE	14,519.			14,519.
OFFICE EXPENSES	6,678.			6,678.
POSTAGE	1,048.			1,048.
RENTAL EXPENSES	20,172.			20,172.
TELEPHONE	3,434.			3,434.
WORKERS COMPENSATION INSURANCE	962.			962.
TOTAL	\$ 212,047.	\$ 34,931.		\$ 177,116.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
S. BARNEY #24583	MKT VAL	\$ 0.	\$ 0.
CHARLES SCHWAB - #9806	MKT VAL	0.	0.
CHARLES SCHWAB - #4267	MKT VAL	4,229,273.	4,229,273.
CHARLES SCHWAB #4729	MKT VAL	10,375,157.	10,375,157.
	TOTAL	\$ 14,604,430.	\$ 14,604,430.

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SALOMON SB HICKS MUSE PARTNERS	MKT VAL	\$ 103,907.	\$ 103,907.
QUESTMARK PARTNERS	MKT VAL	137,879.	137,879.
BROADMARK OPPT FUND	MKT VAL	0.	0.
MASTERS OFFSHORE FUND	MKT VAL	1,272,392.	1,272,392.
SILVER CREEK LONG SHORT	MKT VAL	4,622,876.	4,622,876.
THE BALTIMORE FUND	MKT VAL	62,363.	62,363.
LANSLOWNE PARTNERS SERIES 1	MKT VAL	1,889,378.	1,889,378.
IRONWOOD	MKT VAL	3,555,889.	3,555,889.
GOLDEN TREE HIGH YIELD FUND	MKT VAL	0.	0.
EMERGING MARKETS	MKT VAL	0.	0.
LANSLOWNE SERIES 12	MKT VAL	3,850,254.	3,850,254.
HIGHFIELDS CAPITAL	MKT VAL	5,508,770.	5,508,770.
BRANDYWINE INVESTMENT TRUST	MKT VAL	2,030,669.	2,030,669.
SILVER CREEK III	MKT VAL	1,763,473.	1,763,473.
JULIUS BAER INSTIT INTL	MKT VAL	0.	0.
ADAGE CAPITAL	MKT VAL	10,672,710.	10,672,710.
CITY OF LONDON	MKT VAL	1,849,341.	1,849,341.
SILCHESTER	MKT VAL	4,296,830.	4,296,830.
PIMCO FUNDS #45	MKT VAL	0.	0.
METROPOLITAN WEST	MKT VAL	0.	0.
DODGE & COX FUNDS	MKT VAL	0.	0.
	TOTAL	\$ 41,616,731.	\$ 41,616,731.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FURNITURE AND FIXTURES	\$ 36,205.	\$ 36,205.	\$ 0.	\$ 0.
MACHINERY AND EQUIPMENT	13,248.	13,075.	173.	173.
TOTAL	\$ 49,453.	\$ 49,280.	\$ 173.	\$ 173.

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
EXECUTIVE COMPENSATION PLAN	\$ 43,131.	\$ 43,131.
TOTAL	<u>\$ 43,131.</u>	<u>\$ 43,131.</u>

STATEMENT 9
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNREALIZED APPRECIATION IN INVESTMENTS	\$ 7,834,259.
TOTAL	<u>\$ 7,834,259.</u>

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	ARTIO	PURCHASED	VARIOUS	VARIOUS
2	ARTIO PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
3	ARTIO PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
4	HICKS MUSE PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
5	EMERGING MARKETS LIQUIDATION	PURCHASED	VARIOUS	VARIOUS
6	EMERGING PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
7	EMERGING PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
8	BRANDYWINE PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
9	BRANDYWINE PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
10	SILCHESTER PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
11	SILCHESTER PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
12	ADAGE PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
13	ADAGE PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
14	SCHWAB - #9806	PURCHASED	VARIOUS	VARIOUS
15	SCHWAB - #9806	PURCHASED	VARIOUS	VARIOUS
16	SCHWAB - #4267	PURCHASED	VARIOUS	VARIOUS
17	SCHWAB - #4267	PURCHASED	VARIOUS	VARIOUS
18	SCHWAB - #0926	PURCHASED	VARIOUS	VARIOUS
19	SCHWAB - #0926	PURCHASED	VARIOUS	VARIOUS
20	SILVERCREEK LIQUIDATION	PURCHASED	VARIOUS	VARIOUS
21	WELLS FARGO - #9341	PURCHASED	VARIOUS	VARIOUS
22	WELLS FARGO - #9341	PURCHASED	VARIOUS	VARIOUS
23	WELLS FARGO - #9341	PURCHASED	VARIOUS	VARIOUS
24	SCHWAB #4729	PURCHASED	VARIOUS	VARIOUS
25	SCHWAB #4729	PURCHASED	VARIOUS	VARIOUS
26	SCHWAB #4729	PURCHASED	VARIOUS	VARIOUS
27	GOLDEN TREE LIQUIDATION	PURCHASED	VARIOUS	VARIOUS
28	BROADMARK LIQUIDATION	PURCHASED	VARIOUS	VARIOUS
29	RECOVERY OF LOSS	PURCHASED	VARIOUS	VARIOUS

THE AARON STRAUS & LILLIE STRAUS FDN INC

52-2040073

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	3982298.		3980413.	1,885.				\$ 1,885.
2	290,603.		0.	290,603.				290,603.
3	0.		847,164.	-847,164.				-847,164.
4	0.		35,158.	-35,158.				-35,158.
5	1301944.		1316857.	-14,913.				-14,913.
6	0.		93,308.	-93,308.				-93,308.
7	0.		74,711.	-74,711.				-74,711.
8	3,778.		0.	3,778.				3,778.
9	0.		47,727.	-47,727.				-47,727.
10	17,537.		0.	17,537.				17,537.
11	32,190.		0.	32,190.				32,190.
12	397,980.		0.	397,980.				397,980.
13	3,076.		0.	3,076.				3,076.
14	1983097.		1823410.	159,687.				159,687.
15	579,917.		444,270.	135,647.				135,647.
16	4177995.		3468816.	709,179.				709,179.
17	824,062.		922,751.	-98,689.				-98,689.
18	1516522.		1595335.	-78,813.				-78,813.
19	1186517.		1107987.	78,530.				78,530.
20	1013798.		752,850.	260,948.				260,948.
21	22,564.		48,298.	-25,734.				-25,734.
22	26,804.		29,046.	-2,242.				-2,242.
23	43,512.		36,211.	7,301.				7,301.
24	5006262.		5568341.	-562,079.				-562,079.
25	6325304.		5999242.	326,062.				326,062.
26	40,811.		0.	40,811.				40,811.
27	1603362.		1000000.	603,362.				603,362.
28	5252519.		4267766.	984,753.				984,753.
29	2128656.		0.	2128656.				2128656.
TOTAL								\$ 4301447.

STATEMENT 11
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
SUSAN LEVITON 500 WEST BALTIMORE STREET BALTIMORE, MD 21201	DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
JAN RIVITZ 2 EAST READ STREET BALTIMORE, MD 21202	PRESIDENT/TREAS 50.00	249,114.	0.	0.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
TERRY UNDERBERG 136 EAST 56TH STREET NEW YORK, NY 10022	SECRETARY 1.00	\$ 0.	\$ 0.	\$ 0.
JANE ABRAHAM 11 SLADE AVENUE PIKESVILLE, MD 21208	DIRECTOR 0	0.	0.	0.
STEPHEN H. ABRAHAM 1758 PARK ROAD, N.W. WASHINGTON, DC 20010-2105	DIRECTOR 0	0.	0.	0.
SAMUEL HIMMELRICH 3600 CLIPPER MILL ROAD BALTIMORE, MD 21211-1934	DIRECTOR 0	0.	0.	0.
LEE E. COPLAN 750 EAST PRATT STREET BALTIMORE, MD 21202	V.P./SECRETARY 1.00	0.	0.	0.
TOTAL		\$ 249,114.	\$ 0.	\$ 0.

STATEMENT 12
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: ALL
NAME: JAN RIVITZ
CARE OF: THE AARON STRAUS AND LILLIE STRAUS FOUND
STREET ADDRESS: 2 EAST READ STREET, SUITE 100
CITY, STATE, ZIP CODE: BALTIMORE, MD 21202
TELEPHONE: 410-539-8308
FORM AND CONTENT: COMMON GRANT APPLICATION FORM (ABAG FORM)
SUBMISSION DEADLINES: FEBRUARY 1 - JULY 1 - OCTOBER 1
RESTRICTIONS ON AWARDS: NO ENDOWMENTS OR GRANTS TO INDIVIDUALS

The Aaron Straus and Lillie Straus Foundation, Inc.
 Form 990-PF; Federal I.D. #52-2040073
 Grants and Contributions Paid During the Year
 Part XV - 3a
 December 31, 2009

STATEMENT 14

<u>Recipient</u>	<u>Fdn. Status</u>	<u>of Recipient Purpose of Grant</u>	<u>Amount</u>
ACLU - Education Reform Initiative	Public	General Support	\$30,000
Advocates for Children and Youth	Public	General Support	52,000
Alzheimers Foundation	Public	General Support	500
American Heart Association	Public	General Support	100
Association of Baltimore Area Grantmakers	Public	General Support	5,500
The Associated	Public	General Support	886,500
Avalon Theatre Project	Public	General Support	75
Baltimore Chesapeake Bay - Outward Bound	Public	General Support	350
Baltimore Choral Arts Society	Public	General Support	500
Baltimore Freedom Academy	Public	General Support	2,000
Baltimore School for the Arts Foundation	Public	General Support	34,000
Casa of Baltimore	Public	General Support	100
Center Stage	Public	General Support	2,500
Central Scholarship Bureau	Public	General Support	152,000
Chesapeake Bay Foundation	Public	General Support	750
Children's Aid Society	Public	General Support	50,500
Children's Inn	Public	General Support	200
Children's Miracle Network	Public	General Support	500
Church Hill Activities & Tutoring	Public	General Support	500
Creative Alliance	Public	General Support	10,000
Defenders of Wildlife	Public	General Support	900
Everyman Theater	Public	General Support	5,000
Fonz	Public	General Support	100
Freestate (Challenge Academy)	Public	General Support	1,000
Georgia Public Broadcasting	Public	General Support	1,000
Historic East Baltimore Community Action Coalition	Public	General Support	25,000
Horace Mann School	Public	General Support	3,500
Jewish Historical Society of D.C.	Public	General Support	1,500
Job Opportunities Task Force	Public	General Support	50,000
Johns Hopkin Div. of General Pediatrics	Public	General Support	68,000
The Key School	Public	General Support	9,000
Kripalu Center for Yoga and Health	Public	General Support	2,000
Landon School	Public	General Support	100
Leave No Trace	Public	General Support	250
Lifebridge Health Systems	Public	General Support	6,000
Live Baltimore	Public	General Support	500
Maryland Disability Law Center	Public	General Support	15,000
Maryland Center for Veterans Education	Public	General Support	200

The Aaron Straus and Lillie Straus Foundation, Inc.

Form 990-PF; Federal I.D. #52-2040073

Grants and Contributions Paid During the Year

Part XV - 3a

December 31, 2009

STATEMENT 14

<u>Recipient</u>	<u>Fdn. Status</u>	<u>of Recipient Purpose of Grant</u>	<u>Amount</u>
Multicultural Intern Program	Public	General Support	150
National Cathedral School	Public	General Support	500
National Foundation - Teaching Entrepreneurship- Baltimore	Public	General Support	5,000
National Outdoor Leadership School	Public	General Support	100
National Resources Defense Council	Public	General Support	4,500
NYU School of Medicine - Division of General Internal Medicine	Public	General Support	4,000
PACT	Public	General Support	2,000
Safe and Sound	Public	General Support	100,000
Salvation Army	Public	General Support	225
Second Genesis	Public	General Support	2,000
Sinai Hospital	Public	General Support	100,000
St. Francis Academy	Public	General Support	75,000
Teach for America	Public	General Support	100,000
The Camp Airy & Camp Louise	Public	General Support	1,000,000
True Sisters	Public	General Support	425
University of Maryland Baltimore City Foundation	Public	General Support	200
University of Maryland Baltimore Foundation, Inc.	Public	General Support	75,000
U.S. Holocaust Memorial Museum	Public	General Support	75
Washington & Lee University	Public	General Support	1,100
Washington Hospital Center	Public	General Support	150
WCLK (Public Radio)	Public	General Support	500
Wilderness, Leadership & Learning (Will) Will	Public	General Support	15,000
World Wildlife Fund	Public	General Support	7,250
Young Survival Coalition	Public	General Support	300
			1,000

\$2,912,100

THE AARON STRAUS AND LILLIE STRAUS FOUNDATION, INC.
FORM 990-PF; FEDERAL I.D. #52-2040073
GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT
PART XV - 3B
DECEMBER 31, 2009

STATEMENT 15

	<u>Total Payable</u>
ACLU - Education Reform Initiative	30,000
Advocates for Children and Youth	30,000
Central Scholarship Fund	250,000
Charter School Expansion	250,000
Expanded School Based Mental Health	200,000
Historic East Baltimore Community Action Coalition	25,000
Job Opportunities Task Force	50,000
Johns Hopkins Division of General Pediatrics and Adolescent Medicine	49,000
Kipp - Carrera Partnership	50,000
New Leaders for New Schools	50,000
Parks and People - Tree Brokering Business Venture	75,000
Seedco - Earn Benefits	50,000
Sinai Hospital - Alfred Coplan Pediatric Oncology Center	300,000
Sinai Hospital - Community Initiatives Social Support	100,000
Teach for America	100,000
The Camp Airy and Camp Louise Foundation, Inc.	500,000
The Associated: Social Services Building	100,000
The Associated - 2010 Campaign	500,000
Net pledges payable	<u><u>\$2,709,000</u></u>

THE AARON STRAUS & LILLIE STRAUS EDNING

52-2040073

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR.	PRIOR SALVAG /BASIS REDUCT.	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
FORM 990/990-PF																
FURNITURE AND FIXTURES																
1	OFFICE FURNITURE	1/23/01		13,526							13,526	13,526	200DB HY	7		0
2	SHARP COPIER	12/31/01		3,865							3,865	3,865	200DB HY	7		0
3	WAITING ROOM FURNITURE	12/31/01		13,708							13,708	13,708	200DB HY	7		0
4	ARTWORK - JAN'S OFFICE	12/31/01		1,968							1,968	1,968	200DB HY	7		0
5	TOSHIBA PHONE SYSTEM	12/31/01		2,448							2,448	2,448	200DB HY	7		0
9	DESK CHAIR	6/22/00		690							690	690	200DB HY	7		0
TOTAL FURNITURE AND FIXTURE																
				36,205		0	0	0	0	0	36,205	36,205				0
MACHINERY AND EQUIPMENT																
6	NETWORK WEBSITE	2/26/04		5,000							5,000	5,000	S/L	5		0
7	DESIGN/PRODUCE WEBSITE	10/11/04		5,000							5,000	5,000	S/L	5		0
8	LAPTOP COMPUTER	10/05/05		1,724							1,724	1,380	S/L	5		344
10	JAN AND PAT'S COMPUTER	6/30/05		1,524							1,524	1,175	200DB HY	5	11520	176
TOTAL MACHINERY AND EQUIPME																
				13,248		0	0	0	0	0	13,248	12,555				520
TOTAL DEPRECIATION																
				49,453		0	0	0	0	0	49,453	48,760				520
GRAND TOTAL DEPRECIATION																
				49,453		0	0	0	0	0	49,453	48,760				520

Form **8868**
(Rev April 2009)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► **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 and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization THE AARON STRAUS & LILLIE STRAUS FDN INC	Employer identification number 52-2040073
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions. 5750 PARK HEIGHTS AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BALTIMORE, MD 21215	

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 (section 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 |

• The books are in the care of ► JAN RIVITZ

Telephone No ► 410-539-8308 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 8/15, 2010, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- calendar year 2009 or
- tax year beginning _____, 20____, and ending _____, 20____.

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	\$ 68,499.
3b 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	\$ 58,499.
3c 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	\$ 10,000.

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 4-2009)

CERTIFIED RETURN RECEIPT #7009 2820 0001 3565 1061

Form **8868** (Rev 4-2009)

Page **2**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).							
Type or print File by the extended due date for filing the return See instructions	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Name of Exempt Organization THE AARON STRAUS & LILLIE STRAUS FDN INC</td> <td style="width: 40%;">Employer identification number 52-2040073</td> </tr> <tr> <td>Number, street, and room or suite number. If a P.O. box, see instructions. WILNER & SCHERR, P.A. 1829 REISTERSTOWN RD STE 420</td> <td>For IRS use only</td> </tr> <tr> <td colspan="2">City, town or post office, state, and ZIP code. For a foreign address, see instructions BALTIMORE, MD 21208</td> </tr> </table>	Name of Exempt Organization THE AARON STRAUS & LILLIE STRAUS FDN INC	Employer identification number 52-2040073	Number, street, and room or suite number. If a P.O. box, see instructions. WILNER & SCHERR, P.A. 1829 REISTERSTOWN RD STE 420	For IRS use only	City, town or post office, state, and ZIP code. For a foreign address, see instructions BALTIMORE, MD 21208	
Name of Exempt Organization THE AARON STRAUS & LILLIE STRAUS FDN INC	Employer identification number 52-2040073						
Number, street, and room or suite number. If a P.O. box, see instructions. WILNER & SCHERR, P.A. 1829 REISTERSTOWN RD STE 420	For IRS use only						
City, town or post office, state, and ZIP code. For a foreign address, see instructions BALTIMORE, MD 21208							

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

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> 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 care of. **JAN RIVITZ**
Telephone No. **410-539-8308** 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 11/15, 2010.

5 For calendar year 2009, or other tax year beginning _____, 20____, and ending _____, 20____.

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 ADDITIONAL INFORMATION FROM A THIRD PARTY. A COMPLETE AND ACCURATE RETURN CANNOT BE FILED UNTIL THIS INFORMATION IS RECEIVED.

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	\$ 68,499.
8b 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	\$ 68,499.
8c 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 instrs	8c	\$ 0.

Signature and Verification

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

Signature *Mal Scherr* Title *CRA* Date *8/9/10*