Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

20 10

For calendar year 2009, or tax year beginning JAN 1, 2010 , and ending MAY 21, 2010

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.

Name of foundation
THE BENAID FOUNDATION
C/O RICHARD ANDERSON

A Employer identification number
23-7169525

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
120 BROADWAY

B Telephone number
631-264-7137

City or town, state, and ZIP code
AMITYVILLE, NY 11701

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 0.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received			N/A	
2 Check ▶ ☒ If the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	0.	0.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	0.	0.		0.
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	0.	0.		0.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	0.			
b Net investment income (If negative, enter -0-)		0.		
c Adjusted net income (If negative, enter -0-)			N/A	

Operating and Administrative Expenses / Revenue

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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			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment. basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	0.	0.	0.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	0.	0.	
	31 Total liabilities and net assets/fund balances	0.	0.	

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	0.
2	Enter amount from Part I, line 27a	2	0.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	0.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	0.

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				
b	NONE			
c				
d				
e				

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
3	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 V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

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

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

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

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2009	37,331.	28,852.	1.293879
2008	6,003.	60,121.	.099849
2007	64,776.	133,470.	.485323
2006	1,521,098.	895,239.	1.699097
2005	93,288.	1,624,354.	.057431

2	Total of line 1, column (d)	2	3.635579
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	.727116
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	0.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	0.
8	Enter qualifying distributions from Part XII, line 4	8	0.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 0. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7		X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* N/A	8b		
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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ RICHARD ANDERSON Telephone no. ▶ 631-264-7137

Located at ▶ 120 BROADWAY, AMITYVILLE, NY ZIP+4 ▶ 11701

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	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 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? ☐ Yes ☒ No If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	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 chantable, 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, chantable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A		5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A		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
ANNE BEGLEY 925 PARK AVENUE NEW YORK, NY 10028	PRESIDENT 0.00	0.	0.	0.
ROBERT DUJARRIC C/O ANNE BEGLEY- 925 PARK AVENUE NEW YORK, NY 10028	VICE PRESIDENT AND TREASUR 0.00	0.	0.	0.
ROBERT DE ROTHSCHILD 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020	VICE PRESIDENT AND SECRETA 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		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

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

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	0.
b	Average of monthly cash balances	1b	0.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	0.
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	0.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6	**Minimum investment return.** Enter 5% of line 5	6	0.

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	0.
2a	Tax on investment income for 2009 from Part VI, line 5	2a			
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	0.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	0.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	0.

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

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				0.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years. _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2005 16,168.				
b From 2006 1,479,730.				
c From 2007 58,102.				
d From 2008 2,997.				
e From 2009 35,888.				
f Total of lines 3a through e	1,592,885.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 0.				
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				0.
e Remaining amount distributed out of corpus	0.			
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	1,592,885.			
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 instr			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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	16,168.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,576,717.			
10 Analysis of line 9.				
a Excess from 2006 1,479,730.				
b Excess from 2007 58,102.				
c Excess from 2008 2,997.				
d Excess from 2009 35,888.				
e Excess from 2010				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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.) N/A

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))

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NONE				
Total			▶ 3a	0.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	0.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here

Anne Begh — Signature of officer or trustee | 07/18/10 — Date | President — Title

Paid Preparer's Use Only

Preparer's signature: A Tals. CPA | Date 7/8/2010 | Check if self-employed ☐ | Preparer's identifying number P00005900

Firm's name (or yours if self-employed), address, and ZIP code: POLAKOFF & MICHAELSON, CPA, P.C. 225 WEST 34TH STREET NEW YORK, NY 10122

EIN 13-3240690

Phone no. 212-279-5272

923622 02-02-10

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: THE BENAID FOUNDATION

DOCUMENT TYPE: DISSOLUTION (NFP) COUNTY: NEWY

FILED:05/21/2010 DURATION:********* CASH#:100521000807 FILM #:100521000751

FILER:

DEBEVOISE & PLIMPTON LLP
919 THIRD AVENUE

NEW YORK, NY 10022

ADDRESS FOR PROCESS:

REGISTERED AGENT:

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30 SERVICE CODE: 30

FEES	90.00	PAYMENTS	90.00
FILING	30.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	10.00	DRAWDOWN	90.00
HANDLING	50.00	OPAL	0.00
		REFUND	0.00

DOS-1025 (04/2007)

100521000781

FILED
2010 MAY 21 PM 1:58

CERTIFICATE OF DISSOLUTION

OF

THE BENAID FOUNDATION

Under Section 1003 of the Not-for-Profit Corporation Law

Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 21 2010
TAX $
BY:

DRAWDOWN
DELANEY #30

2010 MAY 18 PM 3:05
RECEIVED

2010 MAY 20 PM 3:04
RECEIVED

100521000807

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 24, 2010.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 05/09

100521000751

TR-30.5 (3/07) New York State Department of Taxation and Finance - Corporation Tax
Albany NY 12227

To: Secretary of State Date: May 18, 2010

Name of corporation	
THE BENAID FOUNDATION	23-7169525

Pursuant to provisions of section 1003 of the Not-For-Profit Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Dissolution of the above named corporation.

The certificate and fee are attached.

Filed by: DEBEVOISE & PLIMPTON LLP
919 THIRD AVE
NEW YORK, NY 10022

Director, Taxpayer Services & Revenue Division

By

100521000751

100521000.781

CERTIFICATE OF DISSOLUTION
OF
THE BENAID FOUNDATION

(Under Section 1003 of the New York Not-for-Profit Corporation Law)

I, Anne Begley, President of The Benaid Foundation, hereby certify:

FIRST: The name of the corporation is The Benaid Foundation (the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed with the New York State Department of State on January 3, 1972.

THIRD: The names and addresses of each of the officers and directors of the Corporation and the title of each are as follows:

NAME	TITLE	ADDRESS
Anne Begley	Director President	925 Park Avenue New York, NY 10022
Robert Dujarric	Director Vice President and Treasurer	Director Institute of Contemporary Japanese Studies Temple University Japan Campus Azabu Hall, 6th Floor Minato-ku Minami-Azabu 2-8-12 Tokyo 106-0047
Robert de Rothschild	Director Vice President and Secretary	Rothschild, Inc. 1251 Avenue of the Americas, 51st Floor New York, NY 10020

FOURTH: At the time of dissolution, the Corporation is a Type B New York not-for-profit corporation.

FIFTH: At the time of authorization of the Corporation's Plan of Dissolution and Distribution of Assets, pursuant to Section 1002 of the New York Not-for-Profit Corporation Law, the Corporation held no assets legally required to be used for a particular purpose.

2/5/2010
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SIXTH: The Corporation elects to dissolve.

SEVENTH: On September 11, 2008, a Plan of Dissolution and Distribution of Assets was authorized by the unanimous written consent of the Board of Directors of the Corporation.

EIGHTH: On May 11, 2009, the New York State Supreme Court, New York County, issued an Order Approving Plan of Dissolution and Distribution of Assets. A copy of the Order is attached hereto.

NINTH: No approval of the dissolution of the Corporation is required by any government agency or officer.

TENTH: The Corporation has carried out the Plan of Dissolution and Distribution of Assets.

ELEVENTH: Prior to the filing of this Certificate of Dissolution with the Department of State, the endorsement of the Attorney General will be attached.

{*Remainder of page intentionally left blank.*}

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RRM

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Dissolution of The Benaid Foundation this 16th day of December, 2009.

Anne Begley

Name: Anne Begley
Title: President

THE ATTORNEY GENERAL HEREBY APPROVES
THE FOREGOING CERTIFICATE OF DISSOLUTION
FOR FILING WITH THE DEPARTMENT OF STATE

Robert R Molic 2/5/2010
ASSISTANT ATTORNEY GENERAL DATE
Robert R. MoLic

2/5/2010
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$8

Ex Parte Office of the

At the Supreme Court of the State of New York, held in and for the County of New York, on the 11 day of May, 200_

PRESENT:
HON: Justice MARTIN SCHOENFELD

----------X

In the Matter of the Application of The Benaid Foundation for an ORDER APPROVING PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS pursuant to section 1002 of the Not-for-Profit Corporation Law

----------X

ORDER APPROVING PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS

Index No.: 106565-2009

Upon reading and filing the Petition of The Benaid Foundation for an Order approving the Plan of Dissolution and Distribution of Assets, with the exhibits annexed, verified the 11th day of September, 2008, and it appearing that the Attorney General of the State of New York has no objection to approval of said Plan, it is hereby

ORDERED that the Plan of Dissolution and Distribution of Assets certified by Robert de Rothschild, the Secretary of The Benaid Foundation, on the 11th day of September, 2008, be and the same is hereby approved.

FILED

MAY 11 2009

NEW YORK COUNTY CLERK'S OFFICE

ENTER

Justice of the Supreme Court

THE ATTORNEY GENERAL HEREBY APPEARS HEREIN, HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF ALL PAPERS SUBMITTED HEREIN INCLUDING ALL ORDERS, JUDGMENTS AND SUPPLEMENTS OF THE COURT. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

Robert D Mylie May 4, 2009

ASSISTANT ATTORNEY GENERAL DATE

THE BENAID FOUNDATION

Unanimous Written Consent in Lieu of
Meeting of Board of Directors

The undersigned, being all of the Directors of The Benaid Foundation, a New York not-for-profit corporation (the "Corporation"), pursuant to Section 708(b) of the New York Not-for-Profit Corporation Law, hereby consent to the adoption of, and hereby adopt, the following resolutions:

WHEREAS, the Board of Directors of the Corporation deems it advisable and in the best interest of the Corporation that the Corporation be dissolved;

NOW THEREFORE, BE IT,

RESOLVED, that the dissolution of the Corporation (the "Dissolution") be, and it hereby is, approved and adopted;

RESOLVED, that the execution and delivery of the Plan of Dissolution and Distribution of Assets of the Corporation, substantially in the form attached hereto as Exhibit A be, and it hereby is, approved and adopted;

RESOLVED, that the execution and delivery of the Certificate of Dissolution of the Corporation, substantially in the form attached hereto as Exhibit B be, and it hereby is, approved and adopted;

RESOLVED, that the execution and delivery of the Verified Petition to the Supreme Court of the State of New York, County of New York, In The Matter of the Application of The Benaid Foundation for Approval of Plan of Dissolution and Distribution of Assets pursuant to Section 1002 of the Not-for-Profit Corporation Law,

substantially in the form attached hereto as Exhibit C be, and it hereby is, approved and adopted;

RESOLVED, that the execution and delivery of the Verified Petition to the Office of the Attorney General of the State of New York, In The Matter of the Application of The Benaid Foundation for Approval of Certificate of Dissolution pursuant to Section 1003 of the Not-for-Profit Corporation Law, substantially in the form attached hereto as Exhibit D be, and it hereby is, approved and adopted;

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver any and all agreements, documents, instruments, consents and other writings in connection with the Dissolution, and to take such other actions and to do such other acts and things as officers that each of them may from time to time deem necessary or appropriate to effect the transaction contemplated by the foregoing resolutions, the taking of such action to be conclusive evidence that the same has been approved by the Corporation;

RESOLVED, that this consent shall be filed with the minutes of the proceedings of the Board of Directors of the Corporation; and

RESOLVED, that this consent may be executed in identical counterparts, which shall be deemed to be an original and all of which shall constitute one and the same instrument.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the 11th day of September 2008.

Anne Begley

Robert Dujarric

Robert de Rothschild

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the 11th day of Sept., 2008.

Anne Begley

Robert Dujarric

Robert de Rothschild

Robert de Rothschild

EXHIBIT A

Plan of Dissolution and Distribution of Assets

PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS
OF
THE BENAID FOUNDATION

(Pursuant to Section 1001 of the New York Not-for-Profit Corporation Law)

The Board of Directors of The Benaid Foundation, a New York Not-for-Profit corporation (the "Corporation"), by unanimous written consent, dated as of September 11, 2008, a copy of which is attached hereto as Exhibit A, having considered the advisability of voluntarily dissolving the Corporation, and it being the unanimous opinion of the Board of Directors that dissolution is advisable and in the best interests of the Corporation, and the Board of Directors having adopted by unanimous vote, a plan for a voluntary dissolution of the Corporation (the "Dissolution"), does hereby resolve that the Corporation be dissolved in accordance with the following plan (the "Plan"):

1. There being no members of the Corporation, no vote of membership is required to approve the Dissolution and the action of the Board of Directors is sufficient.

2. No approval of the dissolution of the Corporation is required by any government agency or officer.

3. The Corporation has assets. Such assets are not legally required to be used for any particular purpose. The assets are:

JP Morgan Chase

Checking Account	$ 2,309.07
Money Fund	43,836.99
TOTAL:	$45,696.06

4. The assets owned by the Corporation subject to any unpaid liabilities of the Corporation shall be distributed to the following organization with substantially similar purposes, which qualifies as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in the following amount:

American Friends of Alyn Hospital, Inc. $32,291.06

The following documents of the American Friends of Alyn Hospital, Inc. are attached as Exhibit B:

- affidavit from Cathy Lanyard, Executive Director;
- certificate of incorporation, with all amendments;
- Internal Revenue Service letter of tax exemption determination; and
- financial reports for 2005 - 2007;

5. The Corporation has liabilities of $13,405.00 and a description of those liabilities is as follows:

Legal Fees	$ 5,300.00
Accounting Fees and Disbursements	7,084.00
Federal Taxes	
2007	0.00
2008	0.00
New York State Charities Bureau Filing Fees	
2007	25.00
2008	25.00
Fee for two New York Index Numbers	420.00
Publication Fees	230.00
New York Department of State Filing Fees and Service Company Fees	321.00
TOTAL:	$13,405.00

6. Within two hundred seventy days after the date that an Order Approving Plan of Dissolution and Distribution of Assets is signed by the Court, the Corporation shall carry out this Plan.

EXHIBIT B

Certificate of Dissolution

CERTIFICATE OF DISSOLUTION
OF
THE BENAID FOUNDATION

(Under Section 1003 of the New York Not-for-Profit Corporation Law)

I, Anne Begley, President of The Benaid Foundation, hereby certify:

FIRST: The name of the corporation is The Benaid Foundation (the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed with the New York State Department of State on January 3, 1972.

THIRD: The names and addresses of each of the officers and directors of the Corporation and the title of each are as follows:

NAME	TITLE	ADDRESS
Anne Begley	Director President	925 Park Avenue New York, NY 10022
Robert Dujarric	Director Vice President and Treasurer	Director Institute of Contemporary Japanese Studies Temple University Japan Campus Azabu Hall, 6th Floor Minato-ku Minami-Azabu 2-8-12 Tokyo 106-0047
Robert de Rothschild	Director Vice President and Secretary	Rothschild, Inc. 1251 Avenue of the Americas, 51st Floor New York, NY 10020

FOURTH: At the time of dissolution, the Corporation is a Type B New York not-for-profit corporation.

FIFTH: At the time of authorization of the Corporation's Plan of Dissolution and Distribution of Assets, pursuant to Section 102 of the New York Not-for-Profit Corporation Law (the "NY N-PCL"), the Corporation held no assets legally required to be used for a particular purpose.

SIXTH: The Corporation elects to dissolve.

SEVENTH: The Dissolution was authorized by the unanimous written consent of the Board of Directors, dated September 11, 2008.

EIGHTH: On _____, 2008, the New York State Supreme Court, New York County, issued an Order Approving the Plan of Dissolution and Distribution of Assets. A copy of the Order is attached hereto.

NINTH: No approval of the dissolution of the Corporation is required by any government agency or officer.

TENTH: The Corporation has carried out the Plan of dissolution and Distribution of Assets.

ELEVENTH: Prior to the filing of this certificate of dissolution with the Department of State, the endorsement of the Attorney General will be attached.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Dissolution of The Benaid Foundation this ____ day of_____, 2008.

_____

Name: Anne Begley
Title: President

A copy of the Order of the Supreme Court Approving the Plan of Dissolution and Distribution of Assets

To be provided.

EXHIBIT C

Verified Petition to the Supreme Court of the State of New York, New York County

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

In the Matter of the Application of	:	
The Benaid Foundation	:	VERIFIED PETITION
For Approval of Plan of Dissolution and	:	
Distribution of Assets pursuant to	:	Index No.
Section 1002 of the Not-for-Profit	:	
Corporation Law.	:	

TO: THE SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

Petitioner, The Benaid Foundation (the "Corporation"), by Anne Begley, President of the Corporation, for its Verified Petition herein respectfully alleges:

1. The Corporation, whose principal address is c/o Debevoise & Plimpton LLP, 919 Third Avenue, New York, NY 10022, was incorporated pursuant to New York's Not-for-Profit Corporation Law on January 3, 1972. A copy of the Certificate of Incorporation is attached as Exhibit A.

2. The names, addresses and titles of the Corporation's officers and directors are as follows:

NAME	TITLE	ADDRESS
Anne Begley	Director President	925 Park Avenue New York, NY 10022
Robert Dujarric	Director Vice President and Treasurer	Institute of Contemporary Japanese Studies Temple University Japan Campus Azabu Hall, 6th Floor Minato-ku Minami-Azabu 2-8-12 Tokyo 106-0047
Robert de Rothschild	Director Vice President and Secretary	Rothschild, Inc. 1251 Avenue of the Americas, 51st Floor New York, NY 10020

3. The purposes for which the corporation was organized are as follows:

"(1) To receive and maintain a fund or funds and to apply the income and, in the discretion of the directors, the principal, thereof exclusively for one or more of the following purposes (i) to establish scholarships and grants in aid for students of the Hebrew faith anywhere in the world, (ii) to make contributions to any medical, educational, religious or charitable institution or organization anywhere in the world which is commonly known to benefit or assist people of the Hebrew faith, (iii) to furnish grants in aid to musicians and other artists in the field of music, resident in Israel, to study or to perform, or both, in the United States of America; provided any such scholarship or grant in aid shall be awarded in an objective and non-discriminatory manner within the meaning of section 4945 of the Internal Revenue Code of 1954, as amended; and provided, further, no part of the activities of the corporation shall influence the carrying on of propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(2) The corporation shall have the power to take and hold by request [sic], devise, gift, purchase, lease or otherwise, for any of its purposes, any property, real or personal, without limitation as to amount or value; to sell, transfer, convey, mortgage, lease and pledge the corporation's property; to invest and reinvest the principal of the corporation's property in such investments as the directors of the corporation, in their discretion, shall deem advisable; and to employ, use, donate and expend the principal and income of the corporation's property in such manner as in the judgment of the directors of the corporation will best promote the purposes of the corporation, but in no event contrary to the Not-for-Profit Corporation Law."

4. The corporation is a Type B corporation.

5. The assets of the Corporation and their fair market value as of September 2, 2008 are as follows:

JP Morgan Chase	
Checking Account	$ 2,309.07
Money Fund	43,386.99
TOTAL:	$45,696.06

6. The Corporation's liabilities are as follows:

Legal Fees	$ 5,300.00
Accounting Fees and Disbursements	7,084.00
Federal Taxes	
2008	0.00
2009	0.00
New York State Charities Bureau Filing Fees	
2008	25.00
2009	25.00
Fee for two New York Index Numbers	420.00
Publication Fees	230.00
New York Department of State Filing Fees and Service Company Fees and Disbursements	321.00
SUBTOTAL:	$13,405.00
Contribution to American Friends of Alyn Hospital, Inc.	$32,291.06
TOTAL:	$45,696.06

7. The Corporation does not hold any gifts, property or other assets for a restricted use.

8. The Corporation's Board of Directors has determined to dissolve the Corporation and distribute the assets of the Corporation in accordance with the Plan of Dissolution and Distribution of Assets (the "Plan") attached hereto as Exhibit B.

9. The Corporation is distributing its remaining assets in accordance with the Plan because, the majority of the Corporation's assets already having been disposed of in accordance with its charitable purposes, the Corporation's Board of Directors (the "Board") has determined that the continued existence of the Foundation is inadvisable. The Board has decided to distribute the assets of the Corporation to the American Friends of Alyn Hospital, Inc., which is engaged in activities substantially similar to the Corporation and which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

   The following documents have been received from the American Friends of Alyn Hospital, Inc. and are attached to the Plan, which is attached hereto as Exhibit B:

   - certificate of incorporation, with all amendments;
   - financial reports for 2005 - 2007;
   - Internal Revenue Service letter of tax exemption determination; and
   - affidavit from Kathy Lanyard, Executive Director.

10. The Board of Directors, by unanimous written consent, dated September 11, 2008, adopted the Plan and authorized the filing of the Certificate of Dissolution in accordance with Section 1003 of the Not-for-Profit Corporation Law. A copy of the Plan, certified by Robert de Rothschild, Secretary of the Corporation, is attached hereto as Exhibit B.

11. The Corporation has no members.

12. No approval of any government agency or officer is required.

13. The Corporation has not made any previous application for approval of the Plan.

WHEREFORE, Petitioner requests that the Court grant an Order Approving the Plan of Dissolution and Distribution of Assets of The Benaid Foundation, a not-for-profit corporation, pursuant to the Not-for-Profit Corporation Law Section 1002.

IN WITNESS WHEREFORE, the Corporation has caused this Petition to be executed this _____ day of _____, 2008.

By: _____
Anne Begley, President

EXHIBIT D

Verified Petition to the Office of the Attorney General of the State of New York

In the Matter of the Application of The Benaid Foundation For Approval of Certificate of Dissolution pursuant to Section 1003 of the Not-for-Profit Corporation Law.	:	VERIFIED PETITION

TO: THE OFFICE OF THE ATTORNEY GENERAL OF THE STATE OF NEW YORK
120 Broadway, 3rd Floor
New York, NY 10271-0332

Petitioner, The Benaid Foundation (the "Corporation"), by Anne Begley, President of the Corporation, for its Verified Petition alleges:

1. The Corporation, whose principal address is c/o Debevoise & Plimpton LLP, 919 Third Avenue, New York, NY 10022, was incorporated pursuant to New York's Not-for-Profit Corporation Law on January 3, 1972. A copy of the Certificate of Incorporation is attached as Exhibit A.

2. The names, addresses and titles of the Corporation's officers and directors are as follows:

NAME	TITLE	ADDRESS
Anne Begley	Director President	925 Park Avenue New York, NY 10022
Robert Dujarric	Director Vice President and Treasurer	Institute of Contemporary Japanese Studies Temple University Japan Campus Azabu Hall, 6th Floor Minato-ku Minami-Azabu 2-8-12 Tokyo 106-0047
Robert de Rothschild	Director Vice President and Secretary	Rothschild, Inc. 1251 Avenue of the Americas, 51st Floor New York, NY 10020

3. The purposes for which the Corporation was organized are as follows:

"(1) To receive and maintain a fund or funds and to apply the income and, in the discretion of the directors, the principal, thereof exclusively for one or more of the following purposes (i) to establish scholarships and grants in aid for students of the Hebrew faith anywhere in the world, (ii) to make contributions to any medical, educational, religious or charitable institution or organization anywhere in the world which is commonly known to benefit or assist people of the Hebrew faith, (iii) to furnish grants in aid to musicians and other artists in the field of music, resident in Israel, to study or to perform, or both, in the United States of America; provided any such scholarship or grant in aid shall be awarded in an objective and non-discriminatory manner within the meaning of section 4945 of the Internal Revenue Code of 1954, as amended; and provided, further, no part of the activities of the corporation shall influence the carrying on of propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(2) The corporation shall have the power to take and hold by request [sic], devise, gift, purchase, lease or otherwise, for any of its purposes, any property, real or personal, without limitation as to amount or value; to sell, transfer, convey, mortgage, lease and pledge the corporation's property; to invest and reinvest the principal of the corporation's property in such investments as the directors of the corporation, in their discretion, shall deem advisable; and to employ, use, donate and expend the principal and income of the corporation's property in such manner as in the judgment of the directors of the corporation will best promote the purposes of the corporation, but in no event contrary to the Not-for-Profit Corporation Law."

4. The Corporation is a Type B corporation.

5. The Board of Directors of the Corporation by unanimous written consent, dated September 11, 2008, approved and adopted the Plan of Dissolution and Distribution of Assets and authorized the filing of the Certificate of Dissolution in accordance with Section 1003 of the Not-for-Profit Corporation Law. A copy of

the Plan of Dissolution and Distribution of Assets, certified by Robert de Rothschild, Secretary of the Corporation, is attached hereto as Exhibit B.

6. The Corporation has no members.

7. On _____, 2008, an order was issued by the New York Supreme Court approving the Corporation's Plan of Dissolution and Distribution of Assets. A copy of the order is attached hereto as Exhibit C.

8. The Corporation has carried out the Plan of Dissolution and Distribution of Assets. A copy of the Corporation's final report showing zero assets is attached as Exhibit D.

9. No approval of the dissolution of the Corporation is required by any government agency or officer.

WHEREFORE, petitioner requests that the Attorney General approve the Certificate of Dissolution of The Benaid Foundation, a not-for-profit corporation, pursuant to the Not-for-Profit Corporation Law Section 1003.

IN WITNESS WHEREFORE, the Corporation has caused this Petition to be executed this day of _____, 2008.

By: _____
Anne Begley, President